中国先锋医药控股有限公司
China Pioneer Pharma Holdings Limited

(incorporated in the Cayman Islands with limited liability)
Stock Code : 01345

先機為重
Pioneering Success
鋒行天下

# 2021
# ANNUAL REPORT

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Li Xinzhou *(Chairman)*
Mr. Luo Chunyi *(Chief Executive Officer)*
Mr. Xiao Guoguang

### Non-executive Director

Ms. Hu Mingfei

### Independent Non-executive Directors

Mr. Zhang Hong
Mr. Lai Chanshu
Mr. Wong Chi Hung, Stanley

## AUDIT COMMITTEE

Mr. Wong Chi Hung, Stanley *(Chairman)*
Mr. Zhang Hong
Ms. Hu Mingfei

## REMUNERATION COMMITTEE

Mr. Zhang Hong *(Chairman)*
Mr. Lai Chanshu
Ms. Hu Mingfei

## NOMINATION COMMITTEE

Mr. Li Xinzhou *(Chairman)*
Mr. Lai Chanshu
Mr. Zhang Hong

## AUTHORISED REPRESENTATIVES

Mr. Luo Chunyi
Ms. Ng Ka Man

## COMPANY SECRETARY

Ms. Ng Ka Man

## REGISTERED OFFICE

190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands

## CORPORATE HEADQUARTERS

No. 15, Lane 88 Wuwei Road
Putuo District
Shanghai
PRC
Tel: (86) 021 50498986

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Intertrust Corporate Services (Cayman) Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9005
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR

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

## AUDITOR

Deloitte Touche Tohmatsu
*Registered Public Interest Entity Auditors*

## LEGAL ADVISOR

ZHONGLUN LAW FIRM

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

01345

## COMPANY'S WEBSITE

http://www.pioneer-pharma.com

# Financial Highlights

- Revenue of the Group increased by 7.7% to RMB1,434.8 million in 2021 from RMB1,332.0 million in 2020.
- Gross profit of the Group increased by 27.0% to RMB772.0 million in 2021 from RMB608.0 million in 2020.
- Net profit of the Group increased by 173.5% to RMB140.8 million in 2021 from RMB51.5 million in 2020.
- Basic earnings per share of the Company was RMB0.12 in 2021, which represents a 200% increase compared to RMB0.04 in 2020.

| | 2017<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2020<br>RMB'000 | **2021<br>RMB'000** |
|---|---|---|---|---|---|
| **Operating results** | | | | | |
| Revenue | 2,153,935 | 1,624,305 | 1,315,978 | 1,332,037 | **1,434,820** |
| Gross profit | 721,421 | 632,424 | 679,796 | 607,966 | **772,029** |
| Profit before income tax | 309,317 | 107,114 | 148,469 | 95,342 | **201,447** |
| Profit for the year | 280,607 | 84,771 | 103,823 | 51,490 | **140,818** |
| Profit for the year, all attributable to the owners of the Company | 278,925 | 84,597 | 104,627 | 52,448 | **142,633** |
| **Profitability** | | | | | |
| Gross margin (%) | 33.5% | 38.9% | 51.7% | 45.6% | **53.8%** |
| Net profit margin (%) | 13.0% | 5.2% | 7.9% | 3.9% | **9.8%** |
| Total assets | 1,834,046 | 1,437,844 | 1,550,586 | 1,428,442 | **1,328,477** |
| Total equity | 1,141,065 | 1,105,892 | 1,143,987 | 911,715 | **910,986** |
| Total liabilities | 692,981 | 331,952 | 406,599 | 516,727 | **417,491** |
| Gearing ratio (%) | 1.6% | 6.7% | 3.1% | 1.1% | **1.0%** |
| Equity attributable to equity owners of the Company | 1,140,123 | 1,104,576 | 1,141,548 | 909,434 | **907,970** |
| Cash and cash equivalents | 226,154 | 150,854 | 270,284 | 115,009 | **224,851** |

# Chairman's Statement

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China Pioneer Pharma Holdings Limited (the "Company" or "China Pioneer Pharma" or "We", "Our" and "Us"), I would like to express my gratitude to all shareholders of the Company (the "Shareholders") for their continued interest in and unwavering support for China Pioneer Pharma. As the Chairman of the Board, I am also pleased to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2021 (the "Reporting Period").

Since the year of 2021, although different regions of the world are still affected by COVID-19 to varying degrees, the global economy has recovered significantly compared to the past two years, especially in mainland China, which is benefiting from stricter epidemic prevention and control measures. The company also benefited from the recovery and growth of the entire Chinese economy and achieved higher development. At the same time, we are also deeply aware of the continuing negative impact of the pandemic on global trade, which is far from subsiding. At the same time, the global economy and trade is still affected by political factors in various frictions. The global trade pattern is also undergoing profound changes, which will make future economic development face more uncertainties, risks and challenges. In this context, the new round of medical reform in China continues to expand and extend in breadth and depth, and the reform intensity is also increasing. Reviewing 2021, A series of laws and regulations, including the Administrative Measures for Drug Post-marketing Changes (for Trial Implementation), the Administrative Measures for Drug Inspection (for Trial Implementation) and the Administrative Provisions on Self-inspection of Medical Device Registration, came into force, and regulated all aspects of the relevant industry. At the same time, under the influence of these policies, the development and competition pattern of the entire pharmaceutical industry is undergoing subtle changes, which also has a profound impact on our business and the direction of future development. On the one hand, we need to be fully aware of the changes in laws and regulations and improve the internal mechanism. On the other hand, we also need to find opportunities for development in this fully competitive situation to achieve new growth in the business.

Founded in 1996, the Group has over two decades of operating history, dedicated to providing comprehensive marketing, promotion and channel management services for imported pharmaceutical products and medical devices in China. Although major changes are taking place in China's pharmaceutical industry, as a unique and important link in the pharmaceutical industry chain, the Group will make full use of its own advantages to actively respond to the changing and challenging environment. During the Reporting Period, the Group has actively sorted out the market potential and promotion direction of its products, increased the frequency and depth of academic promotion activities. Most of its products sold by providing comprehensive marketing, promotion and channel management services have achieved relatively good results. In addition, the Group also vigorously develop specialized fields such as ophthalmology, assisted reproduction, dental medical instrument marketing promotion and the management of pipeline, and at the same time, the construction of the production base in Rongchang, Chongqing and the registration of supporting products have also made great progress, which is expected to put into production in these areas including dental and other products in 2022. During the Reporting Period, the revenue of the Group increase by 7.7% to RMB1,434.8 million from RMB1,332.0 million in 2020; profit for the year increased by 173.5% to RMB140.8 million from RMB51.5 million in 2020. The board recommended the payment of a final dividend of HKD0.064 per share for the year ended 31 December 2021.

The pressures of increasing medical insurance cost control and decreasing drug prices in tender processes, as the policy direction becomes clearer and the standard of regulatory compliance rises across the industry, drugs that conform to the value orientation of medical insurance and can improve the utilization efficiency of medical insurance funds are more competitive in the market, from which the Group benefits. During the Reporting Period, the Group made full use of its products' advantages of high-quality and definite clinical effects, combining with refined and differentiated academic promotion activities, so as to expand the market coverage of its products, focus on the development of potential products, and continuously enhance its market share. The Group's business relating to products sold via the provision of comprehensive marketing, promotion and channel management services, which is also called initiative promotion such as Difene, Fluxum, ophthalmology and odontology equipment and consumables, etc. have achieved rapid development this year. The Group will continue to optimize the market positioning of its products and reinforce its marketing activities to continuously improve the profitability of these products.

During the Reporting Period, through the resolution of the Board on 27 August 2020, the Group approved to increase the capital of an associated enterprise Hunan Tiantong Environmental Protection Co., Ltd. ("Tiantong Environmental Protection") with the company's own capital of RMB27.5 million. After the completion of the capital increase, the Group holds 55% of the equity of Tiantong Environmental Protection and acquires the actual operation and management rights of Tiantong Environmental Protection. The key projects of Tiantong Environmental Protection are the promotion and application of the technology of comprehensive recycling of electroless nickel plating waste and the research and application of complete set of technical equipment for acid-free cleaning of ECD electrocatalytic steel strips. The two technologies passed the achievement appraisal organized by Chinese Society of Environmental Sciences on 10 June 2021 and 27 February 2022 respectively, and were recognized as internationally advanced level. As stated in the Company's announcement of 24 February 2022, with the competitive edges brought by such technologies in the environmental protection industry, Tiantong Environmental Protection is expected to bring attractive profits.

On 14 October 2019, the Group entered into an exclusive agency agreement (the "Agreement") with a wholly-owned subsidiary of IBSA Institut Biochimique S.A. ("IBSA") in respect of the Product. Pursuant to the Agreement and subsequent memorandum, the Group, through the wholly-owned subsidiary of the Company, obtained the right to be the exclusive agent of Urofollitropin for injection (the "Product") in China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan), and was responsible for business related works including promotion, import, warehousing, sales, logistics, product movement and collection of payments. The Product has been granted the re-registration approval from the National Medical Products Administration of the People's Republic of China on 14 January 2020. At present, the Group has set up a special department to manage the sales and promotion of the Product. The business is of great significance for the whole group. It is not only beneficial to the group product mix adjustment and upgrading, but also a significant attempt in the field of specialized subject, along with the promotion and sales work gradually on the right track, the group is confident that this project can fully improve the whole performance of the Group in the future.

The Group's business cooperation with Alcon Pharmaceuticals Ltd. ("Alcon") has attracted extensive attention. The Group and Alcon have been in cooperation for over 20 years and both witnessed the development and changes of the ophthalmic pharmaceutical market in China. The Group entered into a distribution service agreement with Alcon in December 2018. Even though it is conceivable that such change in cooperation with Alcon will have a negative impact on the Group's operating results temporarily, with the rapid growth of the Group's initiative promotion products and its ever-expanding product portfolio, these negative effects have been diminishing year by year. Meanwhile, the concentration of our resources on the initiative promotion products with higher profit contribution will also help the Group adjust and upgrade the product mix and enhance the profitability of the Group as a whole.

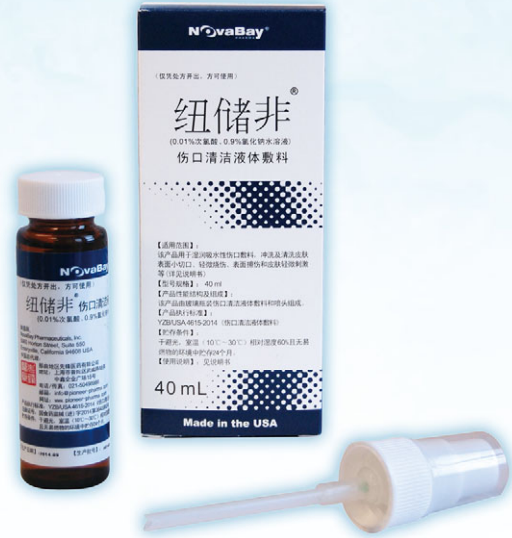
China's pharmaceutical industry has undergone tremendous changes, and each corporation in the industry is faced with the pressures and challenges. Going forward, the Group will focus on introducing and developing new products, exploring marketing and promotion capabilities, expanding market coverage through win-win cooperation, and building production base to expand business channels so as to comprehensively enhance the Company's core competitiveness. The Group will actively respond to the changes and challenges, as well as make innovation to realize the new blue print of its future development.

**Li Xinzhou**
*Chairman of the Board*

31 March 2022

# MANAGEMENT DISCUSSION AND ANALYSIS





NovaBay
纽储非®
(0.01%次氯酸，0.9%氯化钠水溶液)
伤口清洁液体敷料
40 mL
Made in the USA


TRAVATAN®
(travoprost 0.004%)
苏为坦®
曲伏前列素滴眼液
Alcon
2.5mL
Sterile


注射用磷酸肌酸钠 1g
里尔统® NEOTON® 1 g
注射用磷酸肌酸钠
里尔统® NEOTON® 1 g
意大利阿尔法韦士曼制药公司
ALFA WASSERMANN


低分子肝素钠注射液
0.3 ml: 3200 I.U. aXa 2支/盒
希弗全® FLUXUM®
0.3 ml
0.3 ml


磷酸钠盐灌肠液


匹多莫德口服液
普利莫®
POLIMOD®
ORAL SOLUTION
规格：每7毫升含匹多莫德400mg
生产企业：普利化学工业公司
进口注册证号：H20090934

# Management Discussion and Analysis

## OPERATIONAL REVIEW

In 2021, while the COVID-19 still has a negative impact on the economic development of the world, as the epidemic prevention measures continue to advance in mainland China, the outbreak has gained stable control on the whole, and the whole economic development of mainland China was restored after the outbreak. With the recovery of the economics, the breadth and depth of China's healthcare reform are also being adjusted and deepened. Looking back on the overall situation of the industry, although the incremental improvement of the National Medical Security Administration system and the policy of medical insurance cost control still put pressure on drug prices in tender processes, the demand in the industry remains huge and is increasing at a steady pace against the backdrop of consumption upgrade and the acceleration of population aging, and the industry is still on a rise. However, it should also be noted that changes in domestic and overseas policies have brought many uncertainties to the entire industry.

Specifically for the Group, the government's support and preferential policies on innovative drugs and medical devices such as optimization of the approval process and accreditation of international clinical trial data, will help to expand the range of products for the Group's selection. Along with the more refined and structured measures of medical insurance cost control, drugs and medical devices conforming to the values of medical insurance and increasing the efficiency of medical insurance funds application, will compete favourably in the market. The Group will leverage on its advantages in product quality and brand image, and strengthen its academic promotion, in addition to constantly through the agency of new subdivision of specialized fields of products, as well as the production base in Rongchang, Chongqing to expand the group business into the field of medical device production. The group believes that only through continuous expansion in the above aspects that we can gain development opportunities in the changing and challenging environment.

For the Reporting Period, the Group's revenue increased by 7.7% year-on-year to RMB1,434.8 million (2020: RMB1,332.0 million), gross profit increased by 27.0% year-on-year to RMB772.0 million (2020: RMB608.0 million) and net profit for the year increased by 173.5% year-on-year to RMB140.8 million (2020: RMB51.5 million).

For the Reporting Period, the Group's revenue generated from pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services increased by 21.5% compared to last year to RMB991.1 million, representing 69.1% of the Group's revenue for the Reporting Period. Gross profit increased by 22.0% compared to last year to RMB656.6 million, representing 85.1% of the Group's gross profit for the Reporting Period.

For the Reporting Period, the Group's revenue generated from medical devices sold via the provision of comprehensive marketing, promotion and channel management services increased by 12.8% compared to last year to RMB187.2 million, representing 13.0% of the Group's revenue for the Reporting Period. Gross profit increased by 35.4% compared to last year to RMB100.2 million, representing 13.0% of the Group's gross profit for the Reporting Period.

For the Reporting Period, the Group's revenue generated from Alcon's Products sold via the provision of co-promotion and channel management services decreased by 9.1% compared to last year to RMB256.6 million, representing 17.9% of the Group's revenue for the Reporting Period. Gross profit increased by 140.5% compared to last year to RMB19.9 million, representing 2.6% of the Group's gross profit for the Reporting Period.

## 1. Product Development

As of 31 December 2021, the Group had a product portfolio of pharmaceutical products (mostly being prescription products) covering ophthalmology, pain management, cardiovascular, immunology, gynecology, gastroenterology and other therapeutic areas; and medical devices covering several medical specialties including ophthalmology, orthopedics, odontology and wound care products.

### *1.1 Products Sold via the Provision of Comprehensive Marketing, Promotion and Channel Management Services*

| Category | 2021 RMB'000 | Percentage of the Group's total revenue/ gross profit (%) | 2020 RMB'000 | Percentage of the Group's total revenue/ gross profit (%) |
|---|---|---|---|---|
| Revenue: | | | | |
| Pharmaceutical Products | 991,080 | 69.1 | 815,546 | 61.2 |
| Medical Devices | 187,182 | 13.0 | 166,010 | 12.5 |
| Gross Profit: | | | | |
| Pharmaceutical Products | 656,634 | 85.1 | 538,093 | 88.5 |
| Medical Devices | 100,207 | 13.0 | 74,003 | 12.2 |

During the Reporting Period, as a result of many factors such as the trend towards refined medical insurance cost control, the increasingly stringent management of drug's clinical pathway and the control of the percentage of drug sales in total revenue of public medical institutions, although drug prices reduction in tender processes and drug consumption limitations in medical institutions have continued, the trend towards structural differentiation for clinical use of drugs became more obvious. By virtue of the product's quality advantage and definite curative effect, the Group reasonably implements the promotion strategy to ensure the stable market layout of the products. At the same time, the Group takes advantage of the overall stable economic development trend in mainland China after the control of the COVID-19 epidemic to increase the sales of products by strengthening market promotion and expanding market coverage. During the Reporting Period, revenue generated from this segment increased by 21.5% compared to last year to RMB991.1 million, representing 69.1% of the Group's revenue for the Reporting Period. Gross profit increased by 22.0% compared to last year to RMB656.6 million, representing 85.1% of the Group's gross profit for the Reporting Period.

For the Reporting Period, the Group's revenue generated from the sales of Difene was RMB215.1 million, representing an increase of 12.3% compared to last year. As one of the best-selling products of the Group, Difene is crucial to ensure the steady growth of the Group's revenue. Through proactively organizing and participating in various academic conferences, the Group seized the opportunities for increasing brand publicity, and refined its strategy of academic promotion, so as to expand market coverage through accelerating its penetration into more hospitals and small-sized medical institutions, as well as increasing the sales of Difene at each target hospital. With the constant expansion of the coverage of medical institutions the superior quality of Difene has gained recognition from more doctors and patients, and the brand recognition of the products has also been further strengthened, which has effectively alleviated the adverse impact of COVID-19 on the sales of Difene. The Group has newly established the broad market division which is expected to significantly increase the coverage of primary medical institutions in the future, and the sales volume of Difene will continue to grow. Difene is the sole dosage product of its type in the market and comes in 10-pack, 14-pack and 20-pack packaging specifications. In the past, revenue from Difene mainly originated from sales of the 10-pack specification. The newly launched 14-pack is expected to replace the 10-pack as the new growth point of the market sales of Difene. Compared with the 10-pack, the 14-pack has the advantages of more consistent with the prescription habits of clinicians and more scientific from the perspective of treatment cycle. Benefiting from the Group's overall layout in the past year, as well as the official execution of new tender results in more provinces, 14-pack specification has become a significant supplement to the market, achieving an increasing contribution to the Group's revenue. Through increased marketing activities, such as education programmes for doctors and patients on the product, the Group will further expand the market influence of the reference medicinal products, so as to manifest their market competitiveness and consistent good quality.

For the Reporting Period, the Group's revenue generated from sales of Fluxum was RMB465.9 million, representing an increase of 22.6% compared to last year. As one of the Group's best-selling products leveraging the advantages in the product's quality, sound market layout and sensible promotion strategy Fluxum has maintained rapid growth over the past few years. The Group constantly expanded Fluxum's brand recognition through in-depth exploration on the characteristics of product differentiation, strict implementation of the strategy of professional academic promotion, as well as actively expanding and deepening the network of clinical experts so that the sales revenue has completed a positive growth. Fluxum was listed as an imported low molecular weight heparin product in the new national drug reimbursement catalogue. Accordingly, to fully capture this opportunity for market expansion, the Group has entered into a number of new markets through sensible bidding strategies, and continuously increased its market share by closely following and effectively participating in clinical promotions. Furthermore, with the country and more doctors from the relevant departments paying attention to the prevention of venous thrombosis, Fluxum not only continued to maintain its brand advantage in the field of traditional surgery, but also extended the scope of its application to other hospital departments, such as oncology, gynaecology and obstetrics. Due to its leading market position among similar products and more improved market layout, as well as the increasing awareness of anticoagulation in more hospitals and departments, the Group believes that Fluxum has a solid foundation for long-term growth.

For the Reporting Period, the Group's revenue generated from sales of Polimod was RMB74.6 million, representing a decrease of 1.5% compared to last year. Polimod is the originator of pidotimod. It is a synthetic oral immune stimulant that works by stimulating and regulating cell-mediated immune response, and is applied to patients with immune dysfunction, such as respiratory tract infections, otolaryngology infections urinary tract infections and gynaecological infections. The Group's rights to market, promote and sell Polimod were extended from eight provinces to the whole territory of China in March 2016, thereby improving the market potential of the product significantly. At the beginning of 2018, as the trial data on their safety and effectiveness were out-dated, all the pidotimod products sold in China were challenged by certain we-media, causing confusion to the physicians and patients. Later on, the China Food and Drug Administration ("CFDA") required the revision of drug instructions of all the pidotimod products, to identify that it could be used for chronic or recurrent respiratory tract infections and urinary tract infections of children over three years old. CFDA also required that the clinical trial of effectiveness for the Pidotimod products should be completed within three years. The sales of Polimod in certain areas, especially in markets where physicians and patients are not very familiar with the product, decreased significantly due to the impact of this event. In response, the Group has taken a number of measures, such as inviting medical experts from the product's supplier to explain to them, in detail, the mechanism and proof of evidence-based medicine of Polimod in China, as well as cooperating with marketing partners in delivering product information to physicians in a professional manner. Moreover, the supplier of the product has reported the plan of clinical trial of its effectiveness to CFDA, and related work on the trial is progressing in an orderly manner. After a long time to build the brand, the Polimod in the same product decline is the lowest. Based on thousands of clinical research data of Polimod before and after it was launched in the market, the Group firmly believes that with the advancement of clinical effectiveness trial and the diminished impact of the COVID-19, Polimod will eliminate the concerns of physicians and patients with scientific data and return to the track of rapid development.

The business segment of other drugs of the Group also got rid of the adverse impact of the COVID-19 epidemic and maintained a good development trend compared with the past year. For the Reporting Period, the Group's revenue generated from sales of these products was RMB235.4 million, representing an increase of 39.9% compared to last year.

For the Reporting Period, the Group's revenue generated from medical devices sold via the provision of comprehensive marketing, promotion and channel management services increased by 12.8% compared to last year to RMB187.2 million, representing 13% of the Group's revenue for the Reporting Period. Gross profit increased by 35.4% compared to last year to RMB100.2 million, representing 13% of the Group's gross profit for the Reporting Period. Based on the features of its products, the Group organized its promotion strategy carefully, and accelerated the marketing campaigns of products launched for a shorter time, so as to lay the foundation for the future business development of medical device sector. Specifically, during the Reporting Period, the sales of ophthalmic surgical equipment and consumables and dental equipment and consumables still achieved solid growth. Moreover, under the influence of favorable factors such as the tightening of category III medical device registration in China, and the increase of medical insurance in some provinces, the sales of NeutroPhase (a wound cleanser) has also appeared a rapid growth trend following the adjustment of promotion direction and strategies. The Group will gradually enhance the market position of medical devices products, strengthen its promotion activities, and improve the contribution of this business segment to the Group's revenue.

### *1.2 Products Sold via the Provision of Co-Promotion and Channel Management Services*

| Category | **2021 RMB'000** | **Percentage of the Group's total revenue/ gross profit (%)** | 2020 RMB'000 | Percentage of the Group's total revenue/ gross profit (%) |
|---|---|---|---|---|
| Revenue: | | | | |
| Alcon series ophthalmic pharmaceutical products | **256,558** | **17.9** | 282,248 | 21.2 |
| Gross Profit: | | | | |
| Alcon series ophthalmic pharmaceutical products | **19,928** | **2.6** | 8,287 | 1.4 |

A new agreement was entered into between the Group and Alcon on 1 January 2022, pursuant to which the Group was exclusively entitled to the import, storage, distribution and sale of 10 specifications in 8 types of Alcon's pharmaceutical products. This agreement runs for a term of 3 years from 1 January 2022.

For the Reporting Period, the Group's revenue generated from this segment decreased by 9.1% compared to last year to RMB256.6 million, representing 17.9% of the Group's revenue for the Reporting Period. Gross profit increased by 140.5% compared to last year to RMB19.9 million, representing 2.6% of the Group's gross profit for the Reporting Period.

### *1.3 Product Pipeline*

The Group is dedicated to exploring opportunities for distributing, promoting and selling prospective products of overseas pharmaceutical and medical device companies. In addition to existing products referred to above, product pipeline development is also at the core of the Group's strategy of expanding and optimizing its product portfolio. The Group's aim is to build up a product pipeline that will sustain the Group's long-term growth. When selecting prospective product candidates, the Group takes into consideration factors such as clinical effectiveness, competitive environment, product registration and regulatory regime and reputation of suppliers.

In accordance with the requirement of "Reform Opinions on Deepening the Review and Approval System and Encouraging the Innovation of Medical Products" issued by General Office of the State Council, several reform measures in respect of Chinese pharmaceuticals and medical devices approval policies were pushed forward. In particular, the optimization of clinical trial review and approval procedures, as well as the acceptance of overseas clinical trial data, will result in accelerating the launched process in China for overseas high-quality pharmaceuticals and medical devices. The Group proactively maintains close liaison with a number of overseas pharmaceutical and medical device companies in order to timely introduce their products with potentials or market foundations for marketing, promotion and sales.

## 2. Marketing Network Development

Since 2018, the "Two-Invoice System" policy has been fully implemented in all provinces of the country. As the sole importer of an overseas medical product in China, the Group is considered as the manufacturer of such imported medical product under the "Two-Invoice System". Since last year, the Group's business model has also been optimized and improved. During the Reporting Period, the Group has continually refined the network of distributors, and consolidated product distribution channels to meet the requirements of "Two-Invoice System". Meanwhile, it also helps to enhance the Group's operational efficiency and prevent operational risk.

The Group's marketing and promotion model involves both in-house teams and third-party promotion partners. To maintain the efficiency and stability of the marketing network, the Group has established an in-house sales and product manager team for each product business unit, to manage and support their third-party promotion partners. The Group's marketing and promotional activities are carried out by the in-house teams and third-party promotion partners. The in-house teams are primarily responsible for formulating marketing and promotion strategies, conducting pilot marketing programmes, and appointing, training and supervising third-party promotion partners. Third-party promotion partners are responsible for most of the day-to-day marketing and promotional activities for the Group's products.

During the Reporting Period, the Group continued to implement the operational mechanism of product business unit divided by products or product series, and conduct products' promotion and sales work. The Group has established a sales and product manager team for each product business unit, to manage and support their third-party promotion partners. In the environment of ever-changing policies and violent market competition of pharmaceutical industry, the Group constantly adjusted and optimized all components within the marketing network, with the aim of strengthening rapid market responsiveness, as well as effective and professional product promotion activities. During the Reporting Period, with the more attention paid by the Group to the academic training of the in-house marketing team, the Group strengthened the frequency and depth of the marketing activities for product academic promotion involved by the internal marketing team, so as to raise the internal core driving force for the product promotion. According to the market situation, the Group has also increased its efforts in optimizing the network structure of the third-party promotion partners, and improved the understanding and knowledge for the products of the third-party promotion partners, including providing further large-scale and normalized training, and assisting them in providing doctors with clinical solutions related to the products. Through the close collaboration between in-house teams and third-party promotion partners, the Group shared the pharmaceutical policies and market information all over the country, and improved the communication mechanism and platform with third-party promotion partners so as to improve the operation efficiency and continuously drive the Group's products development. During the Reporting Period, the development of the Group's marketing network led to significant improvement to its market coverage. For instance, number of hospitals and medical institutions using Difene has increased by 2,787, the number of hospitals using Fluxum has increased by 704. In the constantly changing pharmaceutical sector, having a well-developed and robust marketing network is fundamental to the Group's operation.

## 3. Significant Investment

The Group did not have any investment in an investee company with a value of 5% or more of the Group's total assets as at 31 December 2021.

### *3.1 Investment in NovaBay*

NovaBay Pharmaceuticals, Inc. ("NovaBay") is a biopharmaceutical company incorporated in Delaware, United States, developing products for the eye care market, and currently focuses primarily on commercializing the prescription of Avenova® for managing hygiene of eyelids and lashes in the United States. Its shares are traded on the New York Stock Exchange. The Group commenced its business relationship with NovaBay in 2012 and obtained the exclusive rights to market, promote and sell NovaBay's NeutroPhase products in China and certain Southeast Asia markets in the same year.

NovaBay is now focusing primarily on commercializing the prescription of Avenova® in the United States. The investment allows the Group to enhance its business relationship with NovaBay.

The Group has made several rounds of investments in NovaBay since 2013. As of 31 December 2021, the Group held a total of 5,188,421 ordinary shares of NovaBay, representing approximately 10.86% of its equity interest. The Group did not hold any NovaBay warrants.

As of 31 December 2021, as a result of the drop in share price of NovaBay and the issue of company's strategic transformation, the Company recognised an impairment loss of RMB3.29 million in relation to its investment in NovaBay. For further information of the business and financial performance and prospects of NovaBay, please refer to the 2021 annual and quarterly reports of NovaBay published on its website.

### *3.2 Investment in Paragon*

Paragon Care Limited ("Paragon") is a company incorporated in Victoria, Australia with limited liability whose shares are listed on the Australian Securities Exchange (stock code: PGC). Paragon, through its subsidiaries is principally engaged in the supply of durable medical equipment, medical devices and consumable medical products providing end to end solutions for the acute, aged and primary care markets throughout Australia and New Zealand.

As of 31 December 2021, the Group held a total of 61,747,113 ordinary shares of Paragon, representing 17.45% of the total issued shares of Paragon.

For the year ended 31 December 2021, as a result of the drop in share price of Paragon, the Company recognised a fair value loss in other comprehensive income in respect of its investment in Paragon. For further information of the business and financial performance and prospects of Paragon, please refer to the 2021 annual report of Paragon published on its website.

### *3.3 Investment in Pioneer Huimei*

In June 2018, the Group, through a wholly-owned subsidiary, Naqu Pioneer Pharmaceutical Co., Ltd. ("Naqu Pioneer") established Sichuan Pioneer Huimei Biotechnology Co., Ltd. ("Pioneer Huimei") with Chengdu Huimei Biotechnology Co., Ltd.. Naqu Pioneer contributed RMB13.5 million to the registered capital of Pioneer Huimei, representing 75% of its entire equity interest.

Pioneer Huimei is committed to the development of biotech products and technologies, primarily focusing on medical aesthetics and healthcare industry. With the big data and artificial intelligence technology, it has been able to connect online and offline channels in order to provide consumers with integrated services. The Group believes that the investment in Pioneer Huimei is a promising attempt to make full use of modern technology and internet platforms, and is conducive to further enriching the Group's products and innovation of sales channels.

### 3.4 *Investment in DMAX Co*

In January 2020, the Group, via Pioneer Pharma (Hong Kong) Co., Limited, a subsidiary of the Company, made an investment of US$3 million in DMAX Co., Ltd. ("DMAX Co"), a company established in the Republic of Korea ("Korea").

Pursuant to the subscription agreement entered into by the parties, DMAX Co shall issue and Pioneer Pharma (Hong Kong) Co., Limited shall subscribe for 8,906 shares in the capital of DMAX Co for a consideration of US$3 million. Upon the completion of the issuance, the Company, thought its subsidiary, held 25% of the issued share capital of DMAX Co, and has the right to appoint a person as a director of DMAX Co.

DMAX Co is a reputable manufacturer of zirconia products in Korea and is primarily engaged in producing zirconia-related dental products, including veneers, crowns and implants, etc. Since the Company's acting as the exclusive agent of the products of DMAX Co in China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan) from 2018, both parties have together dedicated themselves to the promotion of the products of DMAX Co in China. The zirconia-related dental products of DMAX Co have found popularity with its unique medical aesthetics techniques since the entry into the China market. The investment this time will further facilitate both parties to deepen cooperation and consolidate partnership in exploration of the market share of the products of DMAX Co in China.

### 3.5 *Investment in Shanghai Yuhan fund (limited partnership) and Jiaxing Yuhan fund (limited partnership)*

As of 31 December 2021, the Group's investment in Shanghai Yuhan fund (limited partnership) (上海譽瀚股權投資基金合夥企業（有限合夥）, the "Shanghai Yuhan") was recognized as equity instruments at FVTOCI, representing an amount of RMB50.3 million. Shanghai Yuhan, incorporated in the PRC, specializes in making equity investment in various targets within the pharmaceutical industry. As at 31 December 2021, the Group held 10% of the equity interest of Shanghai Yuhan. Shanghai Yuhan mainly engages in the investment in unlisted private entities and structured bank deposits. During the 12 months ended 31 December 2021, the Group recorded an unrealized gain RMB13.0 million of its investment in the fund, and has received entitlement distribution RMB2.5 million therefrom. The Group's investment in Jiaxing Yuhan Fund (嘉興譽瀚股權投資合夥企業（有限合夥）, "Jiaxing Yuhan") which amounted to RMB10 million, has been recognized as equity instrument at FVTOCI. As at 31 December, 2021, the Group held 6.62% of the equity interest in Jiaxing Yuhan. Jiaxing Yuhan was incorporated in the PRC and specialized in making equity investment in various targets within the pharmaceutical industry. The Group's strategy of this investment is for long-term holding. The Group has no intention of realizing its interests in the fund or speculating on its market performance in any short run, and intends to lever on its role in the fund for exploring and ascertaining targets of growth potential in the pharmaceutical industry for business partnering and investment opportunities, for development goals in the long run.

### 3.6 *Investment in Rongchang Production Base*

In 2019, the Group, through a wholly-owned subsidiary, Chongqing Qianfeng Pharmaceutical Co., Ltd. ("Chongqing Qianfeng"), obtained the state-owned construction land use right of land numbered 2019-RC-1-03 transferred from Rongchang District Government of Chongqing Municipality. The land covers an area of 38,972 $m^2$ at the transfer price of RMB5,581,000. In March 2019, Chongqing Qianfeng and the local government entered into an transfer agreement of land use right and obtained the right to use the state-owned construction land.

In June 2019, the ground-breaking ceremony of the Rongchang's production base was held by Chongqing Qianfeng, and according to the Investment Agreement signed by the Group and Rongchang Government, the planned building area of this project will be over 40,000 $m^2$.

This project is a significant strategic plan for the Group to move from a sales-oriented company to a comprehensive pharmaceutical company integrating research and development ("R&D"), production and sales. Through such series of measures, the Group hopes to ride on the policy of national industry development and make Rongchang production base an open technology platform, introduce new technologies and new products, realize the localization of high-quality imported products, and fully exercise the comprehensive advantage of manufacturing and sales integration of the Group, so as to constantly improve the market competitiveness and profitability of the Group.

### 3.7 *Investment in Hunan Tiantong Environmental Protection Co., Ltd*

On 23 February 2022, Xiantao Pioneer Pharma Co., Ltd. (仙桃先鋒醫療服務有限公司, the "Xiantao Pharma") a subsidiary of the Group, Tiandao Medical Co., Ltd. (仙桃市天道醫療服務有限公司, the "Tiandao Medical") and Mr. Xiao Guoguang ("Mr. Xiao") entered into a capital increase agreement, pursuant to which, Xiantao Pharma intends to increase the capital of Hunan Tiantong Environmental Protection Co., Ltd. (湖南天童環保有限公司, the "Hunan Tiantong Environmental Protection") by RMB27.5 million and hold 55% of its interests. After the completion of the capital increase, Hunan Tiantong Environmental Protection will become a subsidiary of the Group.

The Capital Increase is in line with the Group's long-term strategic planning and goals, and will help the Group expand its business into the environmental protection industry. As a leader in environment protection industry, Mr. Xiao has a profound understanding of the development of the industry. In addition, the environmental protection industry is an industry being encouraged and supported by national policies and will have promising prospects for growth. Hunan Tiantong Environmental Protection's self-developed technology of comprehensive recycling of electroless nickel plating waste has a competitive edge of its capacity on recycling of heavy metals, high degree of automation and recyclability; while the complete set of ECD electrocatalytic steel strip acid-free cleaning technology has the characteristics of high speed, low cost and no pollution. With the competitive edges brought by such technologies in the environmental protection industry, Hunan Tiantong Environmental Protection is expected to bring attractive profits and return for the Group and the Shareholders as a whole.

### 4. Future and Outlook

With the deepening of China's medical reform, the pharmaceutical industry is gradually forming a new ecosystem. As a result of profound changes occurred in different areas such as traditional research and development, review and approval, as well as pricing systems, the pharmaceutical market is facing a significant structural adjustment. In general, the PRC pharmaceutical industry is trending towards diversification in the long run. There will be increasing development opportunities for products satisfying therapeutic needs and with clear clinical value. The Group will continuously focus on the introducing and developing new products, enhancing marketing and promotion capabilities, expanding market coverage through win-win cooperation, enriching the industrial chain through mergers and acquisitions, responding proactively amidst the environment full of challenges and changes in the PRC, and forging vigorously ahead, so as to achieve the new blueprint of the Group's future development.

Meanwhile, the Group has been actively exploring opportunities to identify markets with growth potential for future development and business expansion, as well as creating values and increasing returns for shareholders. In this regard, the Group has been in the process of seeking and exploring business fields with broad prospects and opportunities, including the commencement of environmental protection industry in China, and uses the environmentally technological achievement at internationally advanced level to seek a reliable commercial road while adhering to the existing principal activities and taking the comprehensive marketing, promotion and channel management services for imported pharmaceutical products and medical devices as its core business.

## FINANCIAL REVIEW

### Revenue

Revenue increased by 7.7% from RMB1,332.0 million in 2020 to RMB1,434.8 million in 2021. Revenue generated from pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services increased by 21.5% from RMB815.5 million in 2020 to RMB991.1 million in 2021, primarily due to the increase in sales due to promotion of major products of the Company in the Reporting Period. Revenue generated from medical devices sold via the provision of comprehensive marketing, promotion and channel management services increased by 12.8% from RMB166.0 million in 2020 to RMB187.2 million in 2021, primarily due to the increase of sales because the Company continuous being committed in marketing promotion which has gained some achievements. Revenue generated from products sold via the provision of co-promotion and channel management services decreased by 9.1% from RMB282.2 million in 2020 to RMB256.6 million in 2021.

### Cost of sales

Cost of sales decreased by 8.5% from RMB724.1 million in 2020 to RMB662.8 million in 2021, primarily due to decreasing the sales of Alcon's pharmaceutical products during the Reporting Period and increasing the cost of personal protective products in the same period of last year. Cost of sales for pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services increased by 20.5% from RMB277.5 million in 2020 to RMB334.4 million in 2021. Cost of sales for medical devices sold via the provision of comprehensive marketing, promotion and channel management services decreased by 5.5% from RMB92.0 million in 2020 to RMB87.0 million in 2021. Cost of sales for products sold via the provision of co-promotion and channel management service decreased by 13.6% from RMB274.0 million in 2020 to RMB236.6 million in 2021.

### Gross profit and gross profit margin

Gross profit increased by 27.0% from RMB608.0 million in 2020 to RMB772.0 million in 2021. The Group's average gross profit margin increased from 45.6% in 2020 to 53.8% in 2021. The Group's gross profit margin for pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services increased from 66.0% in 2020 to 66.3% in 2021. Compared with the same period of last year, the Group's gross profit margin remained relatively stable during the reporting period. The Group's gross profit margin for medical devices sold via the provision of comprehensive marketing, promotion and channel management services increased from 44.6% in 2020 to 53.5% in 2021, primarily due to the higher sales proportion of some products with higher gross profit margins during the Reporting Period. The Group's gross profit margin for products sold via the provision of co-promotion and provision of channel management services increased from 2.9% in 2020 to 7.8% in 2021.

### Other income

Other income decreased by 25.9% from RMB18.7 million in 2020 to RMB13.9 million in 2021, primarily due to decrease in government subsidies received and interest income during the Reporting Period.

### Distribution and selling expenses

Distribution and selling expenses increased by 16.6% from RMB443.7 million in 2020 to RMB517.2 million in 2021, primarily due to increase in marketing promotion expenses for some products increasing the marketing activities and expanding market share during the Reporting Period. Distribution and selling expenses as a percentage of revenue increased from 33.3% in 2020 to 36.0% in 2021.

### Administrative expenses

Administrative expenses increased by 10.5% from RMB65.5 million in 2020 to RMB72.3 million in 2021, primarily due to the increase in staff cost and amortization of intangible assets. Administrative expenses as a percentage of revenue increased from 4.9% in 2020 to 5.0% in 2021.

### Finance costs

Finance costs decreased by 14.7% from RMB1.1 million in 2020 to RMB0.9 million in 2021 primarily due to the decrease in bank borrowing balance compared with the same period last year, resulting in a decline in interest expenses.

### Other gains and losses

The Group other gains and losses decreased from RMB15.5 million in 2020 to RMB-2.0 million in 2021 primarily due to the increase in loss allowance for the associate of the Group and foreign exchange loss during the Reporting Period.

### Income tax expense

Income tax expense increased by 38.3% from RMB43.9 million in 2020 to RMB60.6 million in 2021. The Group's effective income tax rate in 2021 and 2020 were 30.1% and 46.0%, respectively. Since the beginning of 2019, the Group has been conducting business primarily through Naqu Area Pioneer Pharma Co., Ltd (那曲先鋒醫藥有限公司) and Chongqing Pioneer Pharma Co., Ltd (重慶先鋒醫藥有限公司) and Chongqing Pioneer Pharma Co., Ltd was subject to Enterprise Income Tax rate of 25%.

### Profit for the year

As a result of the above factors, the Group's profit increased by 173.5% from RMB51.5 million in 2020 to RMB140.8 million in 2021. The Group's net profit margin increased from 3.9% in 2020 to 9.8% in 2021.

## LIQUIDITY AND CAPITAL RESOURCES

### Cash Position

The Group has historically met its working capital and other capital requirements principally from net cash flow supplemented by bank borrowings. The Group's cash and cash equivalents increased from RMB115.0 million as of 31 December 2020 to RMB224.9 million as of 31 December 2021.

The following table is a condensed summary of combined statements of cash flows for the year ended 31 December 2021:

| | For the year ended 31 December | |
|---|---|---|
| | **2021** | 2020 |
| | **RMB'000** | RMB'000 |
| Net cash from operating activities | **242,064** | 74,239 |
| Net cash from in investing activities | **8,393** | 23,928 |
| Net cash used in financing activities | **(140,280)** | (253,041) |
| Net increase (decrease) in cash and cash equivalents | **110,177** | (154,874) |
| Cash and cash equivalents at beginning of the year | **115,009** | 270,284 |
| Effect of foreign exchange rate changes | **(335)** | (401) |
| Cash and cash equivalents at end of the year | **224,851** | 115,009 |

***Net cash from operating activities***

In 2021, the Group's net cash from operating activities was RMB242.1 million compared to net cash from operating activities of RMB74.2 million in 2020. This was mainly due to the increase of sales of the Company, resulting in an increase in sales collections at the same time during the Reporting Period.

***Net cash from investing activities***

In 2021, the Group's net cash from in investing activities was RMB8.4 million compared to net cash from in investing activities of RMB23.9 million in 2020. This was mainly due to the increase in bank's structured deposits purchased with temporarily idle funds during the Reporting Period as compared with the same period last year.

***Net cash used in financing activities***

In 2021, the Group's net cash used in financing activities was RMB140.3 million compared to net cash used in financing activities of RMB253.0 million in 2020. This was mainly because primarily due to the decrease in payment of dividends and the repayments of bank borrowings is zero during the Reporting Period (2020: Net repayments of bank borrowings was RMB33.3 million).

***Bank borrowings and gearing ratio***

The Group had total bank borrowings of RMB13.9 million as at 31 December 2021 compared to RMB15.1 million as at 31 December 2020. On 31 December 2021, the effective interest rate of the Group's bank borrowings was from 2.71% to 3.55%. All bank borrowings were denominated in Australian dollars. On 31 December 2021, bank borrowings of RMB13.9 million were secured by interest in an associate. On 31 December 2020, bank borrowings of RMB15.1 million were secured by certain percentage of the Group's equity instrument at FVTOCI. The Group's gearing ratio, calculated as bank borrowings divided by total assets, was 1.0% as at 31 December 2021 compared to 1.1% as at 31 December 2020.

## Net Current Assets

| | As at 31 December | |
|---|---|---|
| | **2021** **RMB'000** | 2020 RMB'000 |
| **Current Assets** | | |
| Inventories | **294,947** | 448,730 |
| Finance lease receivables | **–** | 3,322 |
| Trade and other receivables | **306,260** | 367,686 |
| Amounts due from related parties | **75** | 43,073 |
| Financial asset at fair value through profit or loss | **177,230** | 139,600 |
| Tax recoverable | **3,205** | 1,644 |
| Pledged bank deposits | **6,574** | 8,074 |
| Bank balances and cash | **224,851** | 115,009 |
| | **1,013,142** | 1,127,138 |
| **Current Liabilities** | | |
| Trade and other payables | **297,051** | 430,361 |
| Amount due to a related party | **2,033** | – |
| Tax liabilities | **24,609** | 30,181 |
| Bank borrowings | **13,866** | 15,097 |
| Contract liabilities | **10,523** | 8,817 |
| Lease liabilities | **113** | 7 |
| | **348,195** | 484,463 |
| Net Current Assets | **664,947** | 642,675 |

As of 31 December 2021, the Group has sufficient working capital and financial resources for daily operations.

### Inventories

The Group's inventory balances decreased by 34.3% from RMB448.7 million as at 31 December 2020 to RMB294.9 million as at 31 December 2021, primarily due to the Company has improved the efficiency of inventory turnover and the import drugs approval notice of some products has expired by the end of 2020 so the Company increased inventory reserves for some products in 2020 and decreased the purchases of these products during the Reporting Period.

### Trade and other receivables

The Group's trade and other receivables decreased by 16.7% from RMB367.7 million as at 31 December 2020 to RMB306.3 million as at 31 December 2021. Trade receivables turnover days decreased from 80.3 days as at 31 December 2020 to 74.6 days as at 31 December 2021, primarily due to the Company strengthened the management of receivables, at the same time, increased the strength of collections for receivables.

### Trade and other payables

The Group's trade and other payables decreased by 31.0% from RMB430.4 million as at 31 December 2020 to RMB297.1 million as at 31 December 2021. The Group's trade payables turnover days increased from 157.8 days as at 31 December 2020 to 170.9 days as at 31 December 2021, primarily due to the higher proportion of product purchases with relatively long payment cycles during the Reporting Period.

### Capital Expenditure

The following table sets out our capital expenditure for the periods indicated:

| | For the year ended 31 December | |
|---|---|---|
| | **2021 RMB'000** | 2020 RMB'000 |
| Purchases of property, plant and equipment | **16,211** | 28,781 |
| Purchases of intangible assets | **3,852** | 45,891 |
| Total | **20,063** | 74,672 |

## Indebtedness

The table below summarizes the maturity profile of the Group's non-derivative financial liabilities as of the dates indicated, based on undiscounted contractual payments:

| | Less than 1 year RMB'000 | Between 1 and 2 years RMB'000 | Total RMB'000 |
|---|---|---|---|
| **As of 31 December 2021** | | | |
| Bank borrowings | **13,866** | **–** | **13,866** |
| Trade payables | **259,964** | **–** | **259,964** |
| Amount due to a related party | **2,033** | **–** | **2,033** |
| Lease liabilities | **113** | **80** | **193** |
| **As of 31 December 2020** | | | |
| Bank borrowings | 15,097 | – | 15,097 |
| Trade payables | 360,718 | – | 360,718 |
| Lease liabilities | 7 | – | 7 |

## Contingent Liabilities

The Group had no material contingent liabilities as of 31 December 2021.

## Market Risks

The Group is exposed to various types of market risks, including interest rate fluctuation risk, foreign exchange risk and credit risk in the normal course of business. The Group's sales are denominated in Renminbi, while the Group's purchases, expenses and foreign investments are denominated in Renminbi, Hong Kong dollars, Australian dollars, Euro and U.S. dollars. The Group currently does not have any foreign currency hedging policy, but the management continues to monitor foreign exchange exposure of the Group and will consider hedging significant foreign currency exposure should the need arises.

## Dividend

For the dividends paid during the year ended 31 December 2021, the interim dividend and the final dividend of year ended 31 December 2020 was HKD0.056 per share and HKD0.075 per share respectively. The Board proposes a final dividend of HKD0.064, amount to HKD80,484,000 for the year ended 31 December 2021. The expected payment date of final dividend for the year ended 31 December 2021 is 10 June 2022.

## EMPLOYEE AND REMUNERATION POLICY

As of 31 December 2021, the Group had a total of 250 employees. For the year ended 31 December 2021, the staff costs of the Group was RMB66.5 million as compared to RMB52.7 million for the year ended 31 December 2020.

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

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

In addition, the Company adopted a share award scheme (the "Share Award Scheme") to recognize the contribution by certain employees including the Directors and senior management of the Group, and to provide them with incentives in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

# Director and Senior Management

## EXECUTIVE DIRECTORS

**LI Xinzhou (李新洲)**, aged 59, is our chairman and executive Director. Mr. Li is the founder of the Group and joined Pioneer Pharma Shareholding Company Limited ("Pioneer Pharma"), our initial corporate entity, in July 1996 as its general manager and chairman, responsible for managing the operations and planning and formulating the Group's strategies. Mr. Li has over 28 years of experience in the pharmaceutical services industry. Under Mr. Li's leadership, our Group has received numerous awards and recognitions. Mr. Li is a director of Pioneer Pharma (BVI) Co., Ltd. and Tian Tian Limited, each being a substantial shareholder of the Company.

Mr. Li has over 26 years of experience in international trading and management. Prior to joining the Group, Mr. Li worked at the Hainan branch of Sumitomo Corporation. From August 1984 to August 1988, Mr. Li worked as an English translator in China Offshore Oil Nanhai West Corporation (中海油南海西部公司) and from July 1981 to August 1984, he worked as an English teacher at Jianghan Oil Field Dongfanghong High School (江漢油田東方紅學校). Mr. Li has also held various positions in trade associations. He was the vice chairman of the Hainan General Chamber of Commerce (海南省總商會) and the standing vice president of Hainan Hubei Chamber of Commerce (海南省湖北商會). He has also served as a member of the Chinese People's Political Consultative Conference Hainan Committee (海南省政協). Mr. Li graduated from Jianghan Petroleum Normal School (江漢石油師範學校) with a diploma in English in July 1981. He also studied at the China Europe International Business School (中歐國際工商學院). Mr. Li is also the chairman of the Nomination Committee.

**LUO Chunyi (羅春億)**, aged 53, is our executive Director and chief executive officer. Mr. Luo joined our Group in January 2019. Mr. Luo has extensive experience in corporate management and banking. Prior to joining the Group, he had served in Ping An Bank (formerly known as Shenzhen Development Bank) for 23 years since 1995. He held various senior positions in Ping An Bank, including the general manager of Haikou Haidian sub-branch and the assistant general manager of Haikou branch. He also worked as a manager in China Construction Bank from 1989 to 1995 before joining Ping An Bank. Mr. Luo graduated from the school of law of Hainan University (海南大學) in 2001. Mr. Luo obtained the qualification of economist (economic professional) in 1999 awarded by the Human Resource Office of Hainan province.

**XIAO Guoguang (肖國光)**, aged 58, is our executive Director. Mr. Xiao joined the Company in 2020. Mr. Xiao is an expert in environmental protection science research. Prior to join the Group, he served in Changsha Research Institute of Mining and Metallurgy Co., Ltd. (長沙礦冶研究院有限責任公司) from 1989 to 2006. He held various senior positions at such organisation, and was mainly responsible for handing environmental protection and chemistry engineering. He served in China Minmetals Changsha Research Institute of Mining and Metallurgy Co., Ltd. from 2007 to 2019 and served as Chief Engineer in Laboratory of Environmental Technology from 2015 to 2019. Mr. Xiao obtained a bachelor's degree in chemistry from Hunan Normal University in 1986. A master's degree in polymer chemistry from Hubei Research Institute of Chemistry in 1989 and a doctorate degree in mineral processing engineering from Central South University in 2007. He is a distinguished professor of Yangtze University and an advisor to the People's Government of Guangxi Province and the People's Government of Xiangyin County, Hunan Province in respect of science and technology, respectively. He is also a postdoctoral researcher for the Ministry of Science and Technology, the Ministry of Industry and Information Technology and the Ministry of Education of the People's Republic of China.

## NON-EXECUTIVE DIRECTOR

**HU Mingfei (胡明非)**, aged 59, is a non-executive Director. Ms. Hu joined the Company in December 2020. Ms. Hu obtained the degrees of Bachelor of Law in 1986 and Master of Law in 2000 from Peking University. She was a visiting scholar to the European Union in 2000 and to the University of British Columbia in 2003. Ms. Hu is experienced in law and medical devices. She served in the Supreme People's Court of the People's Republic of China from 1986 to 2002 with her last duty as a judge (審判員), and in Beijing Vistek Medical Co, Ltd. from 2004 to 2019 with her last duty as Vice President and as Senior Consultant (高級顧問) to Shanghai Xinlang Medical Co., Ltd. (上海鑫朗醫療器械有限公司) from 2019 to 2020. Ms. Hu is a member of the Audit Committee and a member of the Remuneration Committee.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**ZHANG Hong (張虹)**, aged 63, is our independent non-executive Director. Mr. Zhang joined our Company in January 2019. Mr. Zhang is an expert in public security governance. Prior to joining the Group, he served in a shipping organisation in the PRC for 38 years since 1980. He held various senior positions at such organisation, and was mainly responsible for handling legal matters and administration management. From 1982 to 1999, Mr. Zhang pursued his studies at Hubei University and other Institutions, in the areas of law, administrative management, corporate management, as well as economics and management. Mr. Zhang is the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

**LAI Chanshu (賴展樞)**, aged 74, is our independent non-executive Director. Mr. Lai joined our Company in December 2021. He has over 45 years of experience in the pharmaceutical industry. He worked at the marketing and sales department for the Taiwan branch of Merck Sharp & Dohme (默沙東藥廠) during the period from September 1972 to December 1974. He worked as the general manager of the Taiwan market at Alcon Pharmaceuticals Ltd. (愛爾康藥品(股份)公司) from January 1975 to February 2002. He was the general manager of logistics and management at Taiwan De Hua Pharmaceuticals Ltd. (台灣德樺藥品股份有限公司) from March 2002 to May 2008. Mr. Lai was an independent non-executive Director of the Company from October 2013 to December 2018. Before rejoining the Company, he is the lead consultant of the China and Taiwan market at Kim Huc Trading and Consultant Co., Ltd. (金旭貿易暨諮詢責任有限公司) from March 2019. Mr. Lai graduated from Taipei Medical University (臺北醫學大學) with a bachelor's degree in pharmacy in June 1971. He has been a pharmacist registered with the Department of Health of the Republic of China (中華民國行政院衛生署) since April 1972. Mr. Lai is a member of the Nomination Committee and a member of the Remuneration Committee.

**WONG Chi Hung, Stanley (黃志雄)**, aged 59, is our independent non-executive Director. Mr. Wong joined the Company in October 2013. Mr. Wong has experience in auditing, accounting and financial advisory services. He was appointed as the director of KBS Fashion Group Limited (formerly known as Aquasition Corp.), a company listed on the NASDAQ exchange (stock quote: KBSF) since August 2014 and resigned on 15 March 2015. He was an independent non-executive director of Great Wall Motor Company Limited (長城汽車股份有限公司) from November 2010 to 11 May 2017, a company listed on the Stock Exchange (stock code: 2333) and the Shanghai Stock Exchange (stock code: 601633). On 1 July 2016, he was appointed as an executive director of Talents Alliance Ltd.. Mr. Wong has served as a chief financial officer of Hongri International Holdings Company Limited (紅日國際控股有限公司) since November 2009. He served as a chief executive officer of China Biologic Products, Inc. (中國生物製品有限公司) between March 2007 and May 2008 and a consultant of the same company between June 2008 and December 2008. Mr. Wong served as executive director of HaiRegen Hong Kong Limited, company committed to hair products sales. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor's degree in accounting from the University of Kent (肯特大學) and an EMBA from Peking University (北京大學). He is also a qualified independent director recognised by the Shanghai Stock Exchange. Mr. Wong is the chairman of the Audit Committee.

## SENIOR MANAGEMENT

**YANG Yuewen (楊悦文)**, aged 34, is our chief operating officer. Mr. Yang joined the Group in September 2016 and worked as product manager, marketing manager and the general manager of the AW business unit and was responsible for the promotion and sales of Alfa Sigma's products and NovaBay's products from September 2016 to January 2022. In January 2022, he was appointed as the chief operating officer. Prior to joining the Group, Mr. Yang worked at Novartis pharma limited and AstraZeneca pharma limited and was responsible for marketing in the CV area. Mr. Yang graduated from Shanghai pharmaceutical industry research institute (now China general institute of pharmaceutical industry research) with a bachelor's degree in management in September 2004, and with a master's degree in pharmaceutical chemistry (joint training) in July 2013.

**YU Yue (余悦)**, aged 40, is our government affairs director. Ms. Yu joined the Group in October 2013 and was appointed as government affairs director of the Group, responsible for the Group's government affairs and government relation management. Ms. Yu graduated from Dongbei University of Finance and Economics with a bachelor's degree in management in September 2004, and with a master's degree in enterprise management in January 2007.

**WANG Tao (汪韜)**, aged 51, is our business development director. Mr. Wang joined the Group in September 2001 and has served successively as Marketing Manager and Marketing Director. In September 2014, Mr. Wang was promoted to be the general manager of Easyhaler & Neutrophase Products Business Unit, and is responsible for the promotion and sales of the Group's respiratory and wound care products. Mr. Wang worked briefly in a dental industry company from April 2018 to July 2020 and officially returned to the Group in August 2020, serving as the Director of Business Development. Since then Mr. Wang has over 25 years working experience in the pharmaceutical industry. Prior to joining our Group, Mr. Wang worked at Shanghai Hanyin Pharmaceutical Co., Ltd. (上海漢殷藥業有限公司) between January 1999 and September 2001. Mr. Wang was awarded with a bachelor's degree in clinical medicine from Xinxiang Medical University (新鄉醫學院) in July 1993 and an executive master's degree in business administration from Antai College of Economics and Management of Shanghai Jiao Tong University (上海交通大學安泰管理學院) in December 2011.

**YANG Xiuyan (楊秀顔)**, aged 59, is our general manager of the Polichem business unit. Ms. Yang joined the Group in December 1998 and worked as the manager for the Shandong and Northern China area between 1998 and 2012. She was appointed as our deputy general manager and sales director in January 2013 and was responsible for the sales and marketing activities of our Group, in particular in the Northern Yangtze River area. In September 2014, Ms. Yang was promoted to general manager of the AW (Alfa Wassermann) Business Unit, with responsibility for the promotion and sales of AW's products. In October 2020, Ms. Yang was appointed as the general manager of the Polichem Business Unit, and is responsible for the promotion and sales of Difene and Polimod products. She has over 30 years of working experience in the pharmaceutical industry. Prior to joining our Group, Ms. Yang worked at Boli People's Hospital of Heilongjiang Province (黑龍江省勃利人民醫院). Ms. Yang was awarded a bachelor's degree in clinical medicine by the Binzhou Medical University (濱州醫學院) in July 1986.

**WANG Rongrong (王榮榮)**, aged 43, is our general manager of the Alcon business unit and national director of the commerce department. Ms. Wang joined the Group in July 2004, and worked as a manager of the commerce department from September 2006 to August 2014. In September 2014, Ms. Wang was promoted to be our national director of the commerce department, mainly responsible for strategic management, bidding management, channel management, data management and other business related work. Ms. Wang was appointed as our general manager of the Alcon business unit in January 2016, mainly responsible for co-promotion and channel management of Alcon's products. Ms. Wang has more than 20 years of working experience in pharmaceutical industry. Prior to joining the Group, Ms. Wang worked in the Hainan Sanye Pharmaceutical Group (海南三葉醫藥集團). Ms. Wang received a bachelor's degree in biological engineering in June 2000, and a licensed pharmacist qualification certificate in 2005.

**HUANG Wenfei (黃文斐)**, aged 52, is our general manager of the ophthalmology business unit. Ms. Huang joined the Group in 1998 and worked as a manager of our commerce department between 1998 and 2004 and a sales director in 2004. She was appointed as our deputy general manager in October 2004 and a director of Pioneer Pharma in April 2011, responsible for various aspects of our business, including human resources, administration, product registration, purchase, logistics, product quality, commerce and government affairs. In September 2014, Ms. Huang was promoted to general manager of our ophthalmology business unit, responsible for the promotion and sales of all ophthalmic medical device products of the Group. Ms. Huang has nearly 25 years of working experience in the pharmaceutical industry. Prior to joining the Group, she worked at Shanghai Xudong Haipu Pharmaceutical Co., Ltd. (上海旭東海普藥業有限公司) and Shanghai Eighteenth Pharmaceutical (上海第十八製藥廠). Ms. Huang obtained an executive master's degree in business administration from Tongji University (同濟大學) in March 2009.

**XUE Yi (薛毅)**, aged 47, is our chief financial officer. Mr. Xue joined the Group in January 2002 and served as the manager of the audit department, the manager of the finance department, deputy financial officer. He was appointed as the chief financial officer in December 2016. Mr. Xue is also the executive director of the Company's wholly-owned subsidiary Naqu Area Pioneer Pharma Co., Ltd. Mr. Xue has over 22 years of experience in the accounting and auditing field. Mr. Xue obtained a bachelor's degree in accounting from Southwestern University of Finance and Economics in June 1997, and obtained the qualification of Intermediate Level Accountant in August 2000.

## COMPANY SECRETARY

**NG Ka Man (吳嘉雯)**, is the company secretary of the Company. Ms. Ng is a manager of the Listing Services Department of TMF Hong Kong Limited (a global corporate service provider). She has more than 10 years of experience in the company secretarial field. She is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

# Report of the Directors

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group is principally engaged in the provision of comprehensive marketing, promotion and channel management services for imported pharmaceutical products and medical devices in China. The analysis of the revenue of the principal activities of the Group during the year ended 31 December 2021 is set out in note 5 to the consolidated financial statements.

## RESULTS

The results of the Group for the year ended 31 December 2021 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 78 of this annual report.

## FINAL DIVIDENDS

The Board proposes a final dividend of HKD0.064 per share, amount to HKD80,484,288 for the year ended 31 December 2021 (2020: HKD94,512,000).

## BUSINESS REVIEW AND BUSINESS OUTLOOK

The business review of the Group for the year ended 31 December 2021 and the business outlook of the Group are set out in the section headed "Management Discussion and Analysis" on pages 6 to 25 of this annual report.

## KEY FINANCIAL PERFORMANCE INDICATORS

The financial key performance indicators of the Group for the year ended 31 December 2021 are set out in the section headed "Financial Highlights" on page 3 of this annual report.

## CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 8 May 2022 (Sunday) to 18 May 2022 (Wednesday) both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the forthcoming annual general meeting of the Company ("AGM") to be held on 18 May 2022 (Wednesday). All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on 6 May 2022 (Friday).

The register of members of the Company will also be closed from Wednesday, 25 May 2022 to Friday, 27 May 2022, in order to determine the entitlement of the Shareholders to the final dividend (if approved by the Shareholders). All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 24 May 2022.

## FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 3 of this annual report. This summary does not form part of the audited consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2021, the Group's products purchased from the largest supplier, accounted for 31.73% (2020: 31.3%) of total products purchased, and products purchased from the five largest suppliers accounted for 88.8% (2020: 75.2%) of the Group's total products purchased.

For the year ended 31 December 2021, the Group's sales to its largest customer accounted for 3.64% (2020: 3.5%) of the Group's revenue, and sales to the five largest customers accounted for 11.15% (2020: 8.9%) of the Group's total revenue.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2021 are set out in note 15 to the consolidated financial statements.

## SUBSIDIARIES

Details of the major subsidiaries of the Company as of 31 December 2021 are set out in note 32 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2021 are set out in note 31 to the consolidated financial statements.

## RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2021 are set out on page 81 in the consolidated statement of changes in equity.

## DISTRIBUTABLE RESERVES

As at 31 December 2021, the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Law of the Cayman Islands and the Company's articles of association (the "Articles of Association") amounted to approximately RMB511.8 million (as at 31 December 2020: RMB420.4 million).

## BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2021 are set out in note 27 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

Save for the Share Award Scheme as set out in the section headed "Share Award Scheme" below, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2021.

## RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties including business risks, operational risks and financial management risks. The Group's key risk exposure is summarised as follows:

| | | |
|---|---|---|
| Business risks | (i) | Slowdown of China's economic growth resulting in the government promoting structural reforms on the supply side |
| | (ii) | Changes of government policy and the market in respect of healthcare products in China in 2022 |
| Operational risks | (i) | Product liability claims, product recalls and complaints as a result of marketing, promoting and selling pharmaceutical products and medical devices in China |
| | (ii) | Reliance on key personnel – business and growth may be disrupted if the Group is not able to retain the key personnel |
| Financial risks | (i) | Currency risk |
| | (ii) | Interest rate risk |
| | (iii) | Credit risk |
| | (iv) | Liquidity risk |

Details in respect of the Group's financial risk management are set out in note 35 to the consolidated financial statements.

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could be material in the future.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's business is mainly to promote, market and sell pharmaceutical products and medical devices, which in general does not have any material impact on the environment. The Group is committed to the long-term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group endeavours to comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. More details of the Group's environmental policies and performance are set out in the section headed "Environmental, Social and Governance Report" on pages 60 to 73 of this annual report.

## COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations and particularly those which have a significant impact on the Group. As a listed company in Hong Kong, the shares of the Company has been listed on the Main Board of the Stock Exchange on 5 November 2013 (the "Listing Date"). The Company continuously complies with the requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") including the disclosure requirements, corporate governance provisions and Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained therein. Under the Securities and Futures Ordinance (Cap. 571) (the "SFO"), the Company is required to maintain a register of interests in shares and short positions and a register of directors' and chief executives' interests and short positions and is obliged to comply with disclosure requirements in respect of inside information. The Board will monitor the Group's policies and practices in respect of compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

## RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group's success also depends on the support of key stakeholders which comprise employees, customers, peer banks, service vendors, regulators and Shareholders. Employees are regarded as the most important and valuable assets of the Group. The Group maintains a good relationship with its employees and did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or suffer from any material labour dispute during the year ended 31 December 2021. The Group also understands the importance of maintaining a good relationship with its suppliers and customers to meet its short-term and long-term goals. It enjoys good relationships with suppliers and customers and strives to take an active part in the communities where they operate.

## DIRECTORS

The Directors during the year ended 31 December 2021 and up to the date of this annual report were:

### Executive Directors:

Mr. Li Xinzhou *(Chairman)*
Mr. Luo Chunyi *(Chief Executive)*
Mr. Xiao Guoguang

### Non-executive Directors:

Mr. Wu Mijia *(Note 1)*
Ms. Hu Mingfei

### Independent Non-executive Directors:

Mr. Zhang Hong
Mr. Wang Yongli *(Note 2)*
Mr. Lai Chanshu *(Note 3)*
Mr. Wong Chi Hung, Stanley

*Notes:*

1. Mr. Wu Mijia has resigned as a non-executive Director with effect from 31 December 2021 in order to devote more time to his other personal commitments.

2. Mr. Wang Yongli has resigned as an independent non-executive Director with effect from 31 December 2021.

3. Mr. Lai Chanshu has been appointed as an independent non-executive Director with effect from 31 December 2021.

In accordance with article 104(1) of the Articles of Association, Mr. Li Xinzhou, Mr. Xiao Guoguang and Mr. Zhang Hong will retire by rotation, and being eligible, have offered themselves for re-election as Directors at the forthcoming AGM.

In accordance with article 99(3) of the Articles of Association, Mr. Lai Chanshu will retire from office as Director, and being eligible, have offered himself for re-election as Director at the forthcoming AGM.

Details of the Directors to be re-elected at the forthcoming AGM are set out in the circular to the Shareholders dated 14 April 2022.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 26 to 30 of this annual report.

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent for the year ended 31 December 2021 and as of the date of this annual report.

## DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENTS

Mr. Li Xinzhou, an executive Director, has automatically renewed his service agreement with the Company for a term of one year commencing from 16 October 2021, which may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Luo Chunyi, an executive Director, entered into a service agreement with the Company for a term of one year commencing from 22 January 2022, and this may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Xiao Guoguang, an executive Director, entered into a service contract with the Company for a term of three years commencing from 16 December 2020, and this may be terminated by not less than one month's notice in writing served by either party to the other.

Mr. Wong Chi Hung, Stanley, an independent non-executive Director, has automatically renewed his letter of appointment with the Company for a term of one year commencing from 16 October 2021. Mr. Zhang Hong, an independent non-executive Director, entered into an appointment letter with the Company for a term of one year commencing from 1 January 2022, and this may be terminated by not less than one month's notice in writing served by either party to the other. Ms. Hu Mingfei, the non-executive Director, entered into an appointment letter with the Company for a term of three years commencing from 16 December 2020, and this may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Lai Chanshu, an independent non-executive Director, entered into an appointment letter with the Company for a term of three years commencing from 31 December 2021, and this may be terminated by not less than one month's notice in writing served by either party to the other.

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

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than those transactions disclosed in note 26 to the consolidated financial statements and in the section headed "Connected transactions" below, no Director nor any entity connected with a Director is or was materially interested, either directly or indirectly, in any transaction, arrangement or contract which is of significance to the business of the Group or to which the Company or any of its subsidiaries, its parent company and the subsidiaries of its parent company was a party during or at the end of the Reporting Period.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2021.

## EMPLOYEES AND EMOLUMENT POLICY

As of 31 December 2021, the Group had an aggregate of 250 full-time employees. The remuneration committee of the Company (the "Remuneration Committee") was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Company has adopted the Share Award Scheme as incentive to eligible employees, details of the scheme are set out in the section headed "Share Award Scheme" below.

## RETIREMENT BENEFITS SCHEME

Details of the retirement benefits scheme of the Company are set out in note 33 to the consolidated financial statements.

## REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in note 13 to the consolidated financial statements.

## CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Pursuant to Rule 13.51B of the Listing Rules, during the year ended 31 December 2021 and up to the date of this annual report, changes in Directors' information are set out below:

Mr. Lai Chanshu, has been appointed as an independent non-executive Director with effect from 31 December 2021.

Mr. Wu Mijia has resigned as a non-executive Director with effect from 31 December 2021.

Mr. Wang Yongli has resigned as an independent non-executive Directors with effect from 31 December 2021.

Ms. Hu Mingfei, a non-executive Director, has been appointed as a member of each of the Audit Committee and the Remuneration Committee with effect from 31 December 2021.

Save as disclosed above, during the year ended 31 December 2021 and up to the date of this annual report, there were no changes to information which is required to be disclosed and had been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were 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 were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### Interests in the shares of the Company

| Name of Directors | Nature of Interest | Number of Shares | Approximate Percentage of Shareholding |
|---|---|---|---|
| Li Xinzhou | Interest of spouse[1] | 859,795,000 (L) | 68.23% |
| | Beneficial owner | 9,714,000 (L) | 0.77% |

*Remark:*

The letter "L" denotes the long position in Shares.

*Note:*

1. Ms. Wu Qian holds 95% shares in Tian Tian Limited and Tian Tian Limited holds 100% shares in Pioneer Pharma (BVI) Co. Ltd., therefore Ms. Wu Qian is deemed to be interested in 858,392,000 Shares held by Pioneer Pharma (BVI) Co., Ltd., and Ms. Wu Qian holds 1,403,000 Shares of the Company. As Ms. Wu Qian is the spouse of Mr. Li Xinzhou, Mr. Li Xinzhou is deemed to be interested in such 859,795,000 Shares.

Save as disclosed above, as at 31 December 2021, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange, or (ii) which were required to be recorded in the register to be kept by the Company under section 352 of the SFO, or (iii) which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the year ended 31 December 2021 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouses or children under 18 years of age, nor were any such rights exercised by them; nor was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouses or children under 18 years of age, to acquire such rights in any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

| Name of Substantial Shareholders | Capacity/Nature of Interest | Number of Shares | Approximate Percentage of Shareholding |
|---|---|---|---|
| Wu Qian | Interest of controlled corporation[1] | 858,392,000 (L) | 68.12% |
| | Interest of spouse[2] | 9,714,000 (L) | 0.77% |
| | Beneficial owner | 1,403,000 (L) | 0.11% |
| Tian Tian Limited[4] | Interest of controlled corporation[3] | 858,392,000 (L) | 68.12% |
| Pioneer Pharma (BVI) Co., Ltd.[4] | Beneficial owner | 858,392,000 (L) | 68.12% |

*Remark:*

The letter "L" denotes a long position in Shares.

*Notes:*

1. Ms. Wu Qian holds 95% shares in Tian Tian Limited and Tian Tian Limited holds 100% shares in Pioneer Pharma (BVI) Co. Ltd., therefore Ms. Wu Qian is deemed to be interested in 858,392,000 Shares held by Pioneer Pharma (BVI) Co., Ltd..

2. Such 9,714,000 Shares are held by Mr. Li Xinzhou, the spouse of Ms. Wu Qian. Accordingly, Ms. Wu Qian is deemed to be interested in such 9,714,000 Shares.

3. Tian Tian Limited through its controlled corporation, Pioneer Pharma (BVI) Co., Ltd., is deemed to be interested in 858,392,000 Shares held by Pioneer Pharma (BVI) Co., Ltd.

4. Mr. Li Xinzhou is a director of each of Pioneer Pharma (BVI) Co., Ltd. and Tian Tian Limited.

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any persons (who were not directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

## SHARE AWARD SCHEME

The Share Award Scheme has a term of 10 years commencing from 10 April 2015 on which the Share Award Scheme was adopted by the Board. The Share Award Scheme is administrated by the Board and the trustee of the Share Award Scheme. As of the date of this annual report, the remaining valid period of the Share Award Scheme is three years and ten days. For details of the Share Award Scheme, please refer to the announcement of the Company dated 10 April 2015 and the note 36 to the consolidated financial statements.

On 9 October 2015, the Board had resolved to grant a total of 25,060,000 awarded shares to 150 selected employees with the award price of HK$5.076 for each awarded share. For details of the grant of such awarded shares, please refer to the announcement of the Company dated 9 October 2015. No awarded share had been granted by the Company and no granted awarded share had been vested under the Share Award Scheme during the year ended 31 December 2021. As of the date of this report, 63,088,000 Shares (approximately 5.01% of the Shares in issue) in the Share Award Scheme were available for granting as awarded shares. The maximum number of Shares which may be awarded to a grantee shall not exceed 1% of the issued share capital of the Company from time to time. The conditions of each grant and vesting including the period within which the award may be taken up are subject to the discretion of the Board, which shall be made in compliance of the rules of the Share Award Scheme and on case-to-case basis. No payment is required for the acceptance of an award under the Share Award Scheme.

As at the beginning and end of the Reporting Period, there were 50,478,000 Shares and 61,676,000 Shares under the Share Award Scheme, respectively. There were no awarded Shares granted and/or unvested under the Share Award Scheme. During the Reporting Period, there was no grant, cancellation, lapse or exercise of rights in relation to any Shares under the scheme.

## CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No controlling shareholders or their subsidiaries had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance, whether for the provision of services or otherwise, to the business of the Group, to which the Company or any of its subsidiaries was a party during the year ended 31 December 2021.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

For the year ended 31 December 2021, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands where the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

## TAX RELIEF AND EXEMPTION

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

## NON-COMPETITION UNDERTAKING

Each of Mr. Li Xinzhou, Ms. Wu Qian and Pioneer Pharma (BVI) Co., Ltd. (the "Controlling Shareholders") has executed a deed of non-competition through which they have irrevocably and unconditionally warranted and undertaken to the Company not to, whether directly or indirectly or as principal or agent, and whether on its/his/her own account or with each other or in conjunction with or on behalf of any person, firm or company or through any entities (except in or through any subsidiary of the Company) conduct any business in the PRC or overseas, that it is in competition with, or is likely to be in competition with, the business carried on by any member of the Group.

The Controlling Shareholders have confirmed in writing to the Company their compliance with the deed of non-competition for disclosure in this annual report for the year ended 31 December 2021. The independent non executive Directors, after reviewing the deed of non-competition and considering whether the Controlling Shareholders have abided by the non-competition undertaking, confirmed that they had determined that the Controlling Shareholders have not been in breach of the non-competition undertaking for the year ended 31 December 2021.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, as at 31 December 2021, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete, either directly or indirectly, with the businesses of the Group.

## CONNECTED TRANSACTIONS

During the Reporting Period, the Group has not entered into any connected transactions (or continuing connected transactions) which shall be disclosed in this annual report.

Significant related party transactions entered into by the Group for the year ended 31 December 2021 are disclosed in note 26 to the consolidated financial statements. Save as disclosed herein, no other transactions constituted a connected transaction or a continuing connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules as and where applicable and relevant.

## CHARITABLE DONATIONS

For the year ended 31 December 2021, the Group made no charitable or other donations.

## SIGNIFICANT LEGAL PROCEEDINGS

For the year ended 31 December 2021, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company.

## PERMITTED INDEMNITY PROVISION

For the year ended 31 December 2021, the Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

## POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note 40 to the consolidated financial statements.

## DISCLOSURE UNDER RULES 13.20 TO 13.22 OF THE LISTING RULES

The Directors are not aware of any circumstances resulting in a disclosure obligation under Rules 13.20 to 13.22 of the Listing Rules.

## AUDIT COMMITTEE

The Board has established an audit committee (the "Audit Committee"), which comprises two independent non-executive Directors, namely Mr. Wong Chi Hung, Stanley (Chairman) and Mr. Zhang Hong; and one non-executive Director, namely Ms. Hu Mingfei. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting, risk management and internal control systems, the preparation of financial statements and internal control procedures. It also acts as an important link between the Board and the external auditor regarding the scope of the audit work of the Group.

The annual results for the year ended 31 December 2021 of the Group has been reviewed by the Audit Committee and the annual results announcement is based on the Group's audited consolidated financial statements for the year ended 31 December 2021.

## CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code contained in the Listing Rules. Specific enquiry has been made to all the Directors and the Directors have confirmed that they had complied with such code of conduct for the year ended 31 December 2021.

## CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 44 to 59 of this annual report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, are held by the public at all times as of the date of this annual report.

## AUDITOR

The Company appointed Deloitte Touche Tohmatsu as the auditor of the Company for the year ended 31 December 2021. The Company will submit a resolution in the forthcoming AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board
**Mr. Li Xinzhou**
*Chairman*

Hong Kong, 31 March 2022

# Corporate Governance Report

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 December 2021.

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules. The Company has complied with the code provisions as set out in the CG Code for the year ended 31 December 2021. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

## THE BOARD

### Responsibilities

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

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

The Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

### Board Composition

The Board currently comprises three executive Directors, namely Mr. Li Xinzhou (the Chairman of the Board), Mr. Luo Chunyi and Mr. Xiao Guo Guang, one non-executive Director, namely Ms. Hu Mingfei, and three independent non-executive Directors, namely Mr. Zhang Hong, Mr. Lai Chanshu and Mr. Wong Chi Hung, Stanley. The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

For the year ended 31 December 2021, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

Under Rule 3.10A of the Listing Rules, listed issuers are required to appoint independent non-executive Directors representing at least one-third of the Board. The Company has three independent non-executive Directors currently representing over one-third of the Board and therefore the Company has complied with Rule 3.10A of the Listing Rules.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

None of the Directors has any personal relationship (including financial, business, family or other material or relevant relationship), with any other Director or chief executive.

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

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

### Induction and Continuous Professional Development

Each newly appointed Director receives a formal, comprehensive and tailored induction programme on the first occasion of his/her appointment to ensure appropriate understanding of the business and operation of the Company and full awareness of Directors' responsibilities and obligations under the Listing Rules and relevant statutory requirement.

The Company arranges regular seminars to provide Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages Directors to participate in continuous professional development to develop and refresh their knowledge and skills. During 2021, the executive Directors Mr. Li Xinzhou, Mr. Luo Chunyi, Mr. Xiao Guoguang, the non-executive Director Mr. Wu Mijia (resigned with effect from 31 December 2021), Ms. Hu Mingfei, and the independent non-executive Directors Mr. Zhang Hong, Mr. Wang Yongli (resigned with effect from 31 December 2021), and Mr. Wong Chi Hung, Stanley participated in continuous professional development to develop and refresh their knowledge and skills in compliance with code provision A.6.5* of the CG Code. The Company's external lawyers facilitated Directors' further training by providing presentations, briefings and materials for the Directors primarily relating to the roles, functions and duties of a listed company director. All Directors received this training. The external company secretarial services firm engaged by the Company from time to time to update and provide written training material relating to the roles, functions and duties of a director. All the Directors studied those materials, and they are asked to submit a signed training record to the Company on an annual basis.

* With effect from 1 January 2022, code provision A.6.5 has been re-designated as code provision C.1.4.

## Chairman and Chief Executive Officer

Under the code provision A.2.1* of the CG Code, the roles of chairman and chief executive should be separate and performed by different individuals. The Chairman of the Board and the chief executive officer of the Company (the "Chief Executive Officer") are currently two separate positions held by Mr. Li Xinzhou and Mr. Luo Chunyi, respectively, with a clear distinction in responsibilities. The Chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the Chief Executive Officer is responsible for the day-to-day operations of the Group.

* With effect from 1 January 2022, code provision A.2.1 has been re-designated as code provision C.2.1.

## Appointment and Re-Election of Directors

Mr. Li Xinzhou, an executive Director, has automatically renewed his service agreement with the Company for a term of one year commencing from 16 October 2021, which may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Luo Chunyi, an executive Director, entered into a service agreement with the Company for a term of one year commencing from 22 January 2022, and this may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Xiao Guoguang, an executive Director, entered into a service contract with the Company for a term of three years commencing from 16 December 2020, and this may be terminated by not less than one month's notice in writing served by either party to the other.

Mr. Wong Chi Hung, Stanley, an independent non-executive Director, has automatically renewed his letter of appointment with the Company for a term of one year commencing from 16 October 2021 and this may be terminated by not less than one month's notice in writing served by either party to the other. Mr. Zhang Hong, an independent non-executive Director, entered into a letter of appointment with the Company for a term of one year commencing from 1 January 2022, and this may be terminated by not less than one month's notice in writing served by either party to the other. Ms. Hu Mingfei, the non-executive Director, entered into a letter of appointment with the Company for a term of three years commencing from 16 December 2020, and this may be terminated by no less than one month's notice in writing served by either party to the other. Mr. Lai Chanshu, an independent non-executive Director, entered into a letter of appointment with the Company for a term of three years commencing from 31 December 2021, and this may be terminated by no less than one month's notice in writing served by either party to the other.

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

In accordance with the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy shall submit himself or herself for election by Shareholders at the first general meeting of the Company after appointment and new Directors appointed as an addition to the Board shall submit himself or herself for re-election by Shareholders at the next following annual general meeting of the Company after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association.

The Nomination Committee is responsible for reviewing the Board composition and monitoring the appointment, re-election and succession planning of Directors.

## Board Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notice of not less than fourteen days is given for all regular board meetings to provide all Directors with an opportunity to attend and include matters on the agenda. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are despatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings are kept by the company secretary of the Company with copies circulated to all Directors for information and records.

Minutes of the Board meetings and committee meetings record in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of Board meetings are open for inspection by Directors.

For the year ended 31 December 2021, 4 board meetings and 1 general meeting (i.e. the 2020 annual general meeting) were held and the attendance of the individual Directors at these meetings is set out in the table below:

| | Attended/Eligible to attend | |
|---|---|---|
| **Directors** | **Board Meeting** | **General Meeting** |
| Mr. Li Xinzhou | 4/4 | 1/1 |
| Mr. Luo Chunyi | 4/4 | 1/1 |
| Mr. Xiao Guoguang | 4/4 | 0/1 |
| Mr. Wu Mijia[(1)] | 3/4 | 0/1 |
| Mr. Zhang Hong | 4/4 | 0/1 |
| Ms. Hu Mingfei | 4/4 | 0/1 |
| Mr. Wang Yongli[(2)] | 3/4 | 0/1 |
| Mr. Lai Chanshu[(3)] | 0/0 | 0/0 |
| Mr. Wong Chi Hung, Stanley | 4/4 | 0/1 |

*Notes:*

1. Mr. Wu Mijia has resigned as a non-executive Director with effect from 31 December 2021.

2. Mr. Wang Yongli has resigned as an independent non-executive Director with effect from 31 December 2021.

3. Mr. Lai Chanshu has been appointed as an independent non-executive Director with effect from 31 December 2021.

During the year, the chairman of the Board held one meeting with the independent non-executive Directors without the presence of the other executive Directors and non-executive Directors.

## Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made of all the Directors and each of the Directors has confirmed that he or she has complied with the Model Code for the year ended 31 December 2021.

## Delegation by the Board

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

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

## Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and has delegated the following corporate governance duties to the Nomination Committee:

a) to develop, review and implement the Company's policy and practices on corporate governance and make recommendations to the Board;

b) to review and monitor the training and continuous professional development of Directors and senior management;

c) to review and monitor the Company's policies and practices in respect of compliance with legal and regulatory requirements;

d) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;

e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and

f) to develop, review and monitor the implementation of the Shareholders' communication policy to ensure its effectiveness, and make recommendations to the Board where appropriate to enhance Shareholders' relationship with the Company.

For the year ended 31 December 2021, the Company has updated the compliance manuals on notifiable transactions and inside information in accordance with the Listing Rules as guidelines for its employees to report unpublished inside information to the Company in order to ensure consistent and timely disclosure and fulfilment of the Company's continuous disclosure obligations.

## BOARD COMMITTEES

### Nomination Committee

For the year ended 31 December 2021, the Nomination Committee comprises three members[1], namely Mr. Li Xinzhou (executive Director), Mr. Wang Yongli (independent non-executive Director) and Mr. Zhang Hong (independent non-executive Director), and as such, the majority of Nomination Committee members are independent non-executive Directors. Mr. Li Xinzhou serves as the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include the following:

- To review the structure, size and composition of the Board and make recommendations regarding any proposed changes;
- To identify suitable candidates for appointment as Directors;
- To make recommendations to the Board on appointment or re-appointment of and succession planning for Directors; and
- To assess the independence of independent non-executive Directors.

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

For the year ended 31 December 2021, 1 meeting of the Nomination Committee was held and the attendance record of the Nomination Committee members is set out in the table below:

| Directors | Attended/ Eligible to attend |
|---|---|
| Mr. Li Xinzhou | 1/1 |
| Mr. Wang Yongli[2] | 1/1 |
| Mr. Zhang Hong | 1/1 |
| Mr. Lai Chanshu[3] | 0/0 |

*Notes:*

1. Mr. Lai Chanshu has been appointed as an independent non-executive Director and a member of the Nomination Committee with effect from 31 December 2021 and to replace Mr. Wang Yongli as a member of the Nomination Committee.

2. Mr. Wang Yongli has resigned as an independent non-executive Director and a member of the Nomination Committee with effect from 31 December 2021.

3. Mr. Lai Chanshu has been appointed as an independent non-executive Director and a member of the Nomination Committee with effect from 31 December 2021.

The Nomination Committee assessed the independence of independent non-executive Directors, considered the re-appointment of the retiring Directors and discussed the appointment of the new independent non-executive Director during the year.

Pursuant to Rule 13.92 of the Listing Rules, the Board has adopted a board diversity policy (the "Board Diversity Policy") which is summarised below:

The Company has implemented a board diversity policy according to the CG Code contained in Appendix 14 of the Listing Rules. This policy aims to set out the approach to achieve diversity in the Board.

The Company sees increasing diversity at Board level as essential to supporting attainment of its strategic objectives and to achieve sustainable and balanced development. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of board diversity. The Board should have a balance of skills and experience and a diversity of perspectives appropriate to the requirements of the Company's business.

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

With a view to meeting the above objectives under the Board Diversity Policy, Mr. Lai Chanshu (who has extensive experience in the pharmaceutical industry) has been appointed as Director, which have enhanced the diversity of the Board in terms of professional experience, educational background, skills and knowledge.

***The Nominating Committee's Policy on Nominating Directors***

*Nomination Criteria*

When considering a candidate nominated for directorship or a director's proposed re-appointment, the Nomination Committee will have regard to the following factors:

(1) Age, skills, experience, professional and educational qualifications, background and other personal qualities of the candidate;

(2) Effect on the board's composition and diversity;

(3) Potential/actual conflicts of interest that may arise if the candidate is selected and independence of the candidate;

(4) Commitment of the candidate to devote sufficient time to effectively carry out his/her duties;

(5) In the case of a proposed re-appointment of an independent non-executive director, the number of years he/she has already served; and

(6) Other factors considered to be relevant by the Nomination Committee on a case by case basis.

*Nomination Procedures*

(1) The Nomination Committee shall consider suitability of an individual pursuant to the Listing Rules, the Board Nomination Policy and Board Diversity Policy, and the independence of an individual for the position of independent non-executive director;

(2) The Nomination Committee shall make recommendations to the Board's for consideration;

(3) The Board shall consider the individual recommended by the Nomination Committee pursuant to the Listing Rules (including the corporate governance code as Appendix 14 to the Listing Rules), the Board Nomination Policy and Board Diversity Policy;

(4) For casual vacancy and addition of new directors, the Board shall confirm the appointment of the individual and the new director shall be subjected to re-election by shareholders of the Company at the annual general meeting in accordance with the Articles of Association;

(5) For re-appointment of retiring directors, the Board shall, based on the recommendation of Nomination Committee, recommend the retiring directors to stand for re-election at the annual general meeting. The appointment of retiring directors shall be subjected to the approval of shareholders at the annual general meeting; and

(6) The Board reserves the right to final decision on the matters in relation to the selection and appointment of directors.

## Remuneration Committee

For the year ended 31 December 2021, the Remuneration Committee comprises three members[(1)], namely Mr. Wu Mijia (non-executive Director), Mr. Wang Yongli (independent non-executive Director) and Mr. Zhang Hong (independent non-executive Director). And as such, the majority of Remuneration Committee's members are independent non-executive Directors. Mr. Zhang Hong serves as the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's policies and structure for all the Directors' and senior management's remuneration; reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and making recommendations to the Board on the specific remuneration packages of all executive Directors and senior management. The Remuneration Committee is also responsible for establishing transparent procedures for formulating such remuneration policies and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The Remuneration Committee's written terms of reference are available on the websites of the Stock Exchange and the Company.

For the year ended 31 December 2021, 2 meetings of the Remuneration Committee were held and the attendance record of the Remuneration Committee members is set out in the table below:

| Directors | Attended/ Eligible to attend |
|---|---|
| Mr.Zhang Hong | 2/2 |
| Mr. Wu Mijia[(2)] | 2/2 |
| Mr. Wang Yongli[(3)] | 2/2 |
| Mr. Lai Chanshu[(4)] | 0/0 |
| Ms. Hu Mingfei[(5)] | 0/0 |

*Notes:*

1. Mr. Lai Chanshu and Ms. Hu Mingfei have been appointed as the members of the Remuneration Committee with effect from 31 December 2021 to replace Mr. Wu Mijia and Mr. Wang Yongli.

2. Mr. Wu Mijia has resigned as a non-executive Director and a member of the Remuneration Committee with effect from 31 December 2021

3. Mr. Wang Yongli has resigned as a non-executive Director and a member of the Remuneration Committee with effect from 31 December 2021.

4. Mr. Lai Chanshu has been appointed as an independent non-executive Director and a member of the Remuneration Committee with effect from 31 December 2021.

5. Ms. Hu Mingfei has been appointed as a member of the Remuneration Committee with effect from 31 December 2021.

The Remuneration Committee discussed and reviewed the service agreements, appointment letters and remuneration policy for Directors and senior management of the Company, assessing performance of executive Directors and senior management and making recommendations to the Board on the remuneration packages of individual executive Directors, senior management and the new appointed independent non-executive Director during the year.

Details of the remuneration by band of the 7 members of the senior management of the Company, whose biographies are set out on pages 28 to 30 of this annual report, for the year ended 31 December 2021, are set out below:

| Remuneration band (RMB'000) | Number of individual |
|---|---|
| Less than 400 | 6 |
| 400 to 1,000 | 1 |

## Audit Committee

For the year ended 31 December 2021, the Audit Committee comprises three members[(1)], namely Mr. Wong Chi Hung, Stanley (independent non-executive Director), Mr. Wu Mijia (non-executive Director) and Mr. Zhang Hong (independent non-executive Director), and as such, the majority of Audit Committee members are independent non-executive Directors. Mr. Wong Chi Hung, Stanley serves as the chairman of the Audit Committee.

The principal duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the internal audit division or external auditor before submission to the Board;

- To review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor; and

- To review the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control systems and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

For the year ended 31 December 2021, 2 meetings of the Audit Committee were held and the attendance record of the Audit Committee members is set out in the table below:

| Directors | Attended/ Eligible to attend |
|---|---|
| Mr. Wong Chi Hung, Stanley | 2/2 |
| Mr. Wu Mijia[(2)] | 2/2 |
| Mr. Zhang Hong | 2/2 |
| Ms. Hu Mingfei[(3)] | 0/0 |

*Notes:*

1. Ms. Hu Mingfei has been appointed as a member of the Audit Committee with effect from 31 December 2021 to replace Mr. Wu Mijia.

2. Mr. Wu Mijia has resigned as a non-executive Director and a member of the Audit Committee with effect from 31 December 2021.

3. Ms. Hu Mingfei has been appointed as a member of Audit Committee with effect from 31 December 2021.

The Audit Committee reviewed the financial reporting system, compliance procedures, risk management and internal control systems (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function), and processes and the re-appointment of the external auditor during the year. The Board has not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

The Audit Committee also reviewed the interim and final results of the Company and its subsidiaries for the interim period and the fiscal year as well as the audit report prepared by the external auditor relating to accounting issues and major findings in the course of audit. There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, risk management and internal control systems and other matters. The Audit Committee's written terms of reference are available on the websites of the Company and the Stock Exchange.

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements for the year ended 31 December 2021 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

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

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

The statement by the auditor of the Company regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 74 to 77 of this annual report.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board understands that it is the responsibility of the Board to assess and determine the nature and extent of risks that the Group is willing to accept in achieving its strategic objectives, and to ensure that the Group establishes and maintains an appropriate and effective risk management and internal control systems. The Board shall also supervise the design, implementation and monitoring of the risk management and internal control systems by the management, and the management shall provide the Board with confirmation of the effectiveness of the systems.

The Board is responsible for the risk management and internal control systems, and in March of each year conducts a review of the effectiveness of the risk management and internal control systems during the previous year. The Board continues to review the effectiveness of the risk management and internal control systems through the Audit Committee, including monitoring procedures for finance, operations, compliance, risk identification and assessment, and implementation of risk response measures. The audit procedures include:

(i) the internal audit department of the Group assessing the relevant systems;

(ii) operational management personnel ensuring the maintenance of an effective risk management and internal control systems; and

(iii) external auditors pointing out internal control problems when carrying out statutory audits.

The Audit Committee, with the support of the internal audit department of the Group, is responsible for reviewing the adequacy of resources, staff qualifications, experience, training and related training budgets for the accounting, financial reporting, financial analysis and internal audit functions. The Audit Committee has ensured the adequacy of the above areas during the annual review.

The Board's annual review considers:

(a) the changes, since the last annual review, in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment;

(b) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, and where applicable, the work of its internal audit function and other assurance providers;

(c) the extent and frequency of communication of monitoring results to the Board;

(d) significant control failings or weaknesses that have been identified during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and

(e) the effectiveness of the Company's processes for financial reporting and Listing Rule compliance.

The Group's procedures for identifying, assessing and managing significant risks consist of six parts: "Objectives understanding", "Event identification", "Risk assessment", "Risk response", "Risk monitoring" and "Risk reporting". Specifically, they include:

(a) understanding the future development vision and development objectives of the Group in order to determine the relevant issues affecting the achievement of its objectives;

(b) recognising the matters affecting the achievement of the Group's objectives, and identifying the major risk items related to the Group's business activities;

(c) evaluating the main risk events according to the vulnerability of risk occurrence and the impacts on the Group's objectives after risk occurrence, and sequencing the risks so as to enable the Group to rationally allocate resources to respond to risks or improve response measures, to reduce the Company's overall risk level to an acceptable range;

(d) formulating and implementing risk response programs;

(e) identifying the risks that the Company may or will face in the course of its business activities, and issuing warning signals to the management of the Company in a timely manner so as to enable the management of the Company to regulate and control operations; and

(f) after the risk assessment, the risk management working group of the Group (the "Risk Management Working Group") shall prepare a risk database and a risk assessment report. The risk assessment report shall be submitted to the Audit Committee by the Risk Management Working Group, and examined and approved by the Board.

Key features of the Group's risk management and internal control systems include:

(a) setting core values and beliefs which form the basis of the Group's overall risk philosophy and appetite;

(b) defining a management structure with clear lines of responsibility and authority limits which hold individuals accountable for their risk management and internal control responsibilities;

(c) imposing an organisational structure which provides necessary information flow for risk analysis and management decision-making;

(d) imposing budgetary and management accounting controls to efficiently allocate resources and providing timely financial and operational performance indicators to manage business activities and risks;

(e) ensuring effective financial reporting controls to record complete, accurate and timely accounting and management information; and

(f) assuring through the Audit Committee that appropriate risk management and internal control procedures are in place and functioning effectively.

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness to protect the interests of Shareholders and other stakeholders. These systems are designed to:

(a) identify, assess, quantify, and respond to and manage all current and future significant risks so as to maintain them within the risk level acceptable to the management of the Group;

(b) provide a continuous and effective monitoring and reporting mechanism for all significant risks;

(c) provide reasonable assurance that the Group complies with relevant laws, regulations and rules; and

(d) provide reasonable assurance for the implementation of significant measures taken to achieve the Group's objectives.

Such risk management and internal control systems are designed to mitigate or manage the Group's risks to an acceptable level rather than eliminate the risk of failure to achieve business objectives. Accordingly, such systems can only provide reasonable and not absolute assurance against material misstatement or loss.

In order to resolve material internal control defects, the audit team adopts inspection, sampling, inquiry, stock taking, calculation, analytical review and other audit methods, to obtain adequate, relevant and reliable audit evidence in the implementation of audit. The audit team will promptly report to the Chief Executive Officer if it finds material internal control defects in audit processes. The person in charge of the internal audit office shall report to the Chief Executive Officer and the Audit Committee after reviewing a special audit report. The internal audit function shall conduct follow-up audits in respect of important matters according to the actual situation of the Company, and check and supervise any corrective measures taken by the audited entity and their effect on any problems discovered in the audit process.

With respect to procedures and internal controls for the handling and dissemination of inside information, the Group:

(a) is aware of its obligations under the SFO and the Listing Rules and the overriding principle that inside information should be announced immediately after such information comes to our attention and/or it is the subject of a decision unless it falls within the safe harbours with the SFO;

(b) conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" and "Recent Economic Developments and the Disclosure Obligations of Listed Issuers" issued by the Securities and Futures Commission in June 2012 and the Stock Exchange in October 2008 respectively; and

(c) has established and implemented procedures for responding to external enquiries about the Group's affairs. Senior managers of the Group are identified and authorized to act as the Company's spokespersons and respond to enquiries in designated areas.

The Company has established internal audit functions, including the Audit Committee (supervisory organisation) and the internal audit department (risk supervisor). The Audit Committee is responsible for monitoring the implementation of the Company's risk management and reporting the results to the Board in a timely fashion. The Internal Audit Department, which is independent of the other participants in Enterprise Risk Management (ERM), is responsible for coordinating the operation of the ERM mechanism, independently reviewing the mechanism, and reporting to the Audit Committee continuously.

The Board has completed a review of the Group's internal control and risk management systems. The Board is of the view that the risk management and internal control systems of the Group during the Reporting Period are valid and sufficient, and the Group has complied with the relevant code provisions of the CG Code relating to risk management and internal controls.

## AUDITOR'S REMUNERATION

During the Reporting Period, the external auditor of the Group charged HK$2 million for audit services and HK$0.7 million for non-audit services. The audit services provided were the annual audit of the Group for the year ended 31 December 2021. The non-audit services provided were interim financial report review in 2021.

## COMPANY SECRETARY

The company secretary is Ms. Ng Ka Man who is a manager of the Listing Services Department of TMF Hong Kong Limited (a global corporate service provider). The primary corporate contact person at the Company is Mr. Cui Jin, securities service representative of the Company. For the year ended 31 December 2021, Ms. Ng has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

## COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

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

The 2021 AGM will be held on Wednesday, 18 May 2022. The AGM notice has been sent to the Shareholders on 14 April 2022.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its Shareholders and maintains a website at www.pioneer-pharma.com, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

The Company, through the Nomination Committee, has completed a review of its Shareholders' communication policy for the year. The Company considers that the Shareholders' communication policy has effectively promoted the two-way relationship and communication between Shareholders and the Company during the Reporting Period.

## SHAREHOLDERS' RIGHTS

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

All resolutions put forward at Shareholder 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 the Stock Exchange in a timely manner after each Shareholder meeting.

## DIVIDEND POLICY

The Board has approved and adopted a dividend policy (the "Dividend Policy"). Under such Dividend Policy, it is anticipated that, subject to compliance with the applicable laws and regulations, the Company will declare dividends semi-annually following the announcement of the half-year results and following the announcement of the annual results respectively. Dividends will be declared and paid in Hong Kong dollars.

According to the Dividend Policy, the Board shall consider the following factors before declaring or recommending dividends:

(1) the Company's actual and expected financial performance;

(2) retained earnings and distributable reserves of the Company and each of the members of the Group;

(3) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;

(4) the Group's liquidity position;

(5) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and

(6) other factors that the Board deems relevant.

The payment of dividend is also subject to compliance with applicable laws and regulations including the laws of Cayman Islands and the Articles of Association. The Board will continually review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

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

Shareholders may put forward proposals for consideration at a general meeting according to the Companies Ordinance and the Articles of Association. As regards proposing a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange. A general meeting shall also be convened on the written requisition of any two or more Shareholders of the Company. Such written requisition shall specify in detail the purpose for which the meeting is to be held and shall be signed by the applicant. Such applicant shall hold not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company at the date of deposit of the written requisition.

### Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the principal place of business for the Company at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (email address: ir@pioneer-pharma.com).

## CHANGE IN CONSTITUTIONAL DOCUMENTS

There is no change in the Memorandum and Articles of Association for the year ended 31 December 2021.

## ABOUT ESG REPORT

### Scope of the Report

We are pleased to present the Company's 2021 Environmental, Social and Governance Report (hereinafter referred to as the "ESG Report") for the purpose of assisting all its stakeholders in understanding our concept and practices of sustainable development.

The ESG Report covers the Company's principal business of selling pharmaceutical products, medical devices and personal protective materials in the China, describes the Company's policies and activities in 2021 that were designed to fulfil the Company's obligations with respect to sustainable development and social responsibilities areas, as required by the "Environmental, Social and Governance Reporting Guide" (the "ESG Guide") in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

### Reporting Principles

The ESG Report is prepared in accordance with the reporting principles of ESG Guide that include:

- **Materiality:** The ESG Report identifies key stakeholders and incorporated the result into stakeholder engagement and materiality assessment, which further constitutes the basis for determining the importance of ESG issues.

- **Quantitative:** The ESG report presents quantitative information on environmental and social key performance indicators. Quantitative information is accompanied by a narrative, explaining its purpose and impacts.

- **Consistency:** Statistical and calculation methodologies used in the ESG Report has been adjusted compared with those used in the Environmental, Social and Governance Report integrated in our 2021 Annual Report; yet there is no significant adjustment on the scope of the ESG Report. We will use consistent methodologies and present historical data to allow for meaningful comparisons of ESG data over time.

- **Balance:** The ESG Report provides an unbiased picture of the Company's performance on ESG management following the principle of balance.

The ESG report has complied with all "comply or explain" provisions set out in the ESG Guide and has included explanations for provisions which are not applicable to the Company.

## ESG GOVERNANCE

### Governance structure

We are fully aware of the importance of improving our own environmental and social benefits for the sustainable operation of the Company, and have incorporated ESG risks and opportunities into the Company's business strategy to guide daily business operation.

The Board supports the Company's commitment to fulfilling the ESG responsibility by formulating the Company's ESG management policies and strategies, identifying, prioritizing and managing important ESG-related matters in combination with stakeholder communication and materiality assessment results, as well as setting ESG performance objectives and reviewing the completion progress regularly. The Board also supervises and approves the Company's ESG information disclosure and reviews annual ESG report. The Board take fully responsibility for the ESG strategy and reporting.

The senior management identifies and evaluates ESG-related risks to ensure that appropriate and effective ESG risk management and internal control systems are in place. The senior management reports ESG-related risks and opportunities to the Board and provides the confirmation on the effectiveness of the ESG system.

We have set up an ESG working group composed of major departments of the Company, with the responsibilities of implementing the ESG management policy approved by the senior management, conducting ESG management and reporting as well as briefing work progress to the senior management.

### Communication with Stakeholders

The Company values communication with stakeholders and has established multiple effective communication channels to understand stakeholders' expectations and concerns in relation to the Company's ESG issues. These channels provide important references for formulating and implementing ESG strategies, and for determining the materiality of ESG issues.

| Stakeholders | Expectations and concerns | Communication methods | Communication frequency |
|---|---|---|---|
| Governments and regulators | Compliance operation;<br>Strictly implementing regulatory requirements;<br>Paying taxes | Compliance inspect;<br>Work report | Multiple times per year |
| Shareholders and investors | Return on investment;<br>Corporate governance;<br>Information disclosure | Annual reports, announcements and circulars;<br>Shareholders' meetings;<br>Investor meetings | Multiple times per year |

| Stakeholders | Expectations and concerns | Communication methods | Communication frequency |
|---|---|---|---|
| Industrial associations | Positive social influence;<br>High quality products and services;<br>Exchange and cooperation | Face-to-face communication;<br>Industry forum;<br>Academic conference | Multiple times per year |
| Employees | Protection of employees' rights;<br>Career development channels;<br>Healthy and safe working environment | Employee satisfaction survey;<br>Regular meetings and trainings;<br>Employee care activities;<br>Enterprise WeChat | Multiple times per month |
| Consumers | High-quality products and services;<br>Protecting consumers' rights and interests;<br>Compliance promotion;<br>Responsible marketing | Satisfaction surveys;<br>Compliant channels;<br>Social media | Multiple times per week |
| Partners and Suppliers | Compliance promotion;<br>Responsible marketing;<br>Win-win cooperation;<br>Fair and open | Business visits;<br>Regular meetings;<br>Academic exchange meetings | Multiple times per week |
| Society and communities | Community engagement;<br>Business compliance;<br>Environmental awareness;<br>Public health education | Company's official website;<br>Activities for public good;<br>Social science and education publicity;<br>Employees' participation in volunteer activities | Multiple times per year |

## Materiality Assessment

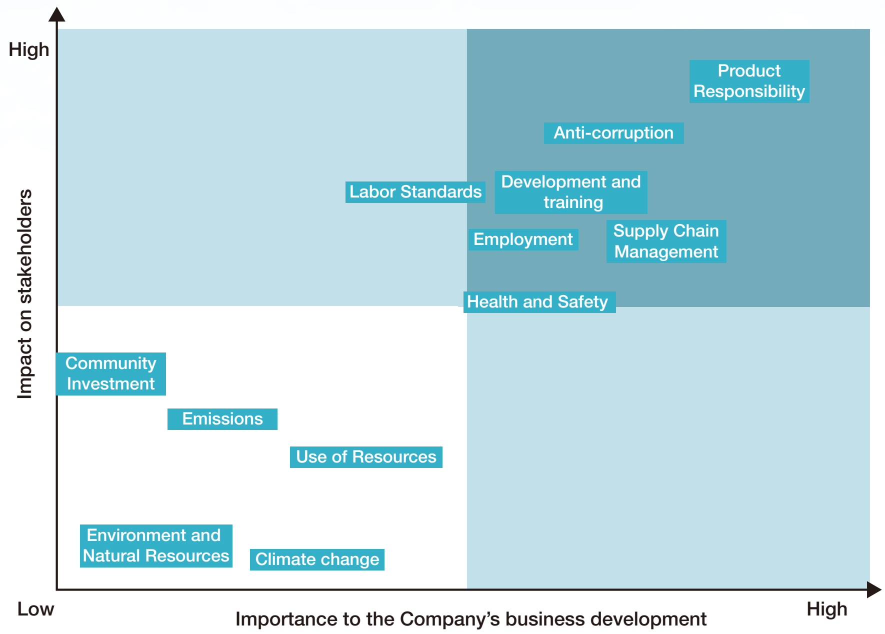
To further clarify the Company's ESG priorities and to enhance the relevance and responsiveness of this ESG Report, during the reporting period, we conduct a materiality assessment through the following steps:

**Step 1 Identifying ESG issues:** According to the requirements of the ESG Guide and the response method of ESG Report, we assessed 12 aspects in the ESG Guide.

**Step 2 Assessing the materiality:** We invited internal stakeholders to assess the "importance to the Company's business development" and "impact on stakeholders" of each issue through questionnaires. Based on the results of the survey, we generated a materiality assessment matrix.

**Step 3 Verifying the assessment results:** The senior management of the Company and the ESG working group are responsible for reviewing and confirming the materiality assessment matrix.

**China Pioneer Pharma Materiality Assessment Result**




## ENVIRONMENT[1]

### Emissions

No significant air pollutants, water discharges or hazardous wastes was generated from the Company's business activities. Nonetheless, the Company strives to promote green and sustainable development in its operations, formulates the *Water and Electricity Management Policy* and other relevant management policies and complies with all relevant environmental laws and regulations, including but not limited to the *Environmental Protection Law of the People's Republic of China* and the *Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste*.

The Company's business operation does not involve mass production, so it does not produce emissions with substantial impact. Therefore, we have not set quantitative management objectives for relevant emissions, but we still set the environmental goal of "actively controlling greenhouse gas and waste emissions to keep them within a reasonable level". The Company ensures that waste materials are disposed of in an environmentally responsible manner. We have applied the waste management principles of "reduce", "reuse", "recycle" and "replace" to reduce waste generation. Multiple measures have been adopted to promote reuse and recycling practices in daily operations, facilitate source separation and enable waste recycling.

[1] Unless otherwise specified, the disclosure scope of quantitative data in this chapter includes the Company's workplaces in Shanghai, Haikou, Chongqing and Xiantao.

We take the following management measures to reduce waste:

- Advocate to reduce disposable items such as paper cups and plastic tableware, and use glass and metal tableware for guests;
- Internal administrative documents are required to be photocopied on both sides;
- Actively implement e-office to reduce the use of paper records and communication; and
- Post memos and posters to remind all staff to reduce paper use.

***KPIs on Emissions***

During the reporting period, the Company's emission data are as follows:

| KPIs | 2021 |
|---|---|
| Wastewater discharge (ton)[1] | 3,563.06 |
| Direct greenhouse gas emissions ($tCO_2e$) | 39.69 |
| Energy indirect greenhouse gas emissions ($tCO_2e$) | 18,391.81 |
| Total greenhouse gas emissions ($tCO_2e$)[2] | 18,431.50 |
| Greenhouse gas emission intensity ($tCO_2e/m^2$) | 1.28 |
| Total Hazardous Waste (ton) | 0 |
| Hazardous Waste Intensity ($kg/m^2$)[3] | 0 |
| Total Non-hazardous Waste (ton)[4] | 4.07 |
| Non-hazardous Waste Intensity ($kg/m^2$) | 0.28 |

*Note:*

1. According to the assessment, the Company only produces a small amount of industrial wastewater generated from the Rongchang Manufacturing Base and a small amount of domestic wastewater and domestic waste generated from office premises.

2. Greenhouse gases generated by the Company are mainly from the use of fossil fuels resulting in direct emissions and use of electricity resulting in energy indirect emissions. Greenhouse gas emissions are presented in $CO_2e$, and are calculated based on the *Guideline of Greenhouse Gas Emissions Accounting and Reporting for Public Building and Operation Enterprises* released by the National Development and Reform Commission. The greenhouse gas emission coefficient of purchased electricity is calculated based on the average CO2 emission factor of China's regional power grid in 2012, which is the latest emission factor published by the authority.

3. Based on the operation characteristics, the main types of hazardous waste of the Company are a small amount of waste lubricating oil generated during the operation process of Rongchang Manufacturing Base; thus the disclosure scope of this indicator is limited to the Rongchang Manufacturing Base.

4. The main types of non-hazardous waste are waste packaging materials, wastepaper and a small amount of construction waste.

## Use of resources

With the goal of "improving the efficiency of energy and water resources", the Company actively practices resource conservation. To this end, we have implemented several initiatives throughout our operations such as deploying energy efficient devices, minimizing use of paper, reducing water consumption and driving behavioral changes of employees. The Company formulates the *Water and Electricity Management Policy* to improve the efficiency of resource utilization through active supervision and management.

The Company has deployed LED lighting systems in offices which are considered more energy efficient compared to traditional lighting systems. Staff are required to turn off lights and computers that are not in use. Furthermore, slogans, memoranda and posters promoting energy saving are put up around office areas to promote staff's awareness. The Company offers training in energy saving and environmental protection to communicate relevant knowledge and latest market practices to staff.

In order to conserve water resources, the Company has installed water saving devices such as automated sensors in faucets and dual flush toilets in washrooms. In addition, posters promoting water saving are displayed in areas such as pantries and washrooms to raise staff's awareness.

### *KPIs on Use of Resources*

During the reporting period, the Company's data on use of resources are as follows:

| KPIs | 2021 |
|---|---|
| Direct energy consumption (MWh) | 125.23 |
| Indirect energy consumption (MWh) | 34,943.64 |
| Total energy consumption (MWh)[1] | 35,068.87 |
| Energy consumption intensity (MWh/$m^2$) | 2.43 |
| Total water consumption (ton)[2] | 4,277.07 |
| Water consumption intensity (ton/$m^2$) | 0.30 |
| Total packaging material used (ton)[3] | 97.68 |

*Note:*

1. The total energy consumption is calculated according to the electricity consumption, fuel consumption and the default values of fossil fuel related parameters in Appendix 1 of the *Guideline of Greenhouse Gas Emissions Accounting and Reporting for Public Building and Operation Enterprises* released by the National Development and Reform Commission.

2. The Company's water resource is from municipal water supply, thus sufficient water supply is guaranteed.

3. Since the Company is principally engaged in sales of pharmaceutical products and medical devices, packaging materials are mainly used to contain and protect its products. Therefore, KPI A2.5 (per unit produced of packaging materials for finished products) is not applicable and is not disclosed in the ESG Report. The Company has tried to minimize the amount of packaging materials by adopting environmentally friendly design.

## Environment and Natural Resources

The Company is committed to the long-term sustainability of the environment and communities where it operates. Acting in an environmentally responsible manner, the Company endeavors to comply with laws and regulations regarding environmental protection and to adopt effective measures to achieve efficient use of resources, energy saving and waste & emission reduction. During the reporting period, there were no cases of non-compliance with environmental laws and regulations involving the Company.

The Company's business is to market, promote and sell pharmaceutical products and medical devices, which in general does not have any material negative impact on the environment and natural resources. Thus, Aspect A3 (Environment and natural resources) and KPI A3.1 (Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them) are not applicable to the Company and are not disclosed in the ESG Report.

## Climate Change

The Company continues to pay attention to the impact caused by climate change and domestic and foreign regulatory evolution on the pharmaceutical industry and the Company's business operation. ESG working group of the Company actively identifies the risks and opportunities faced by the Company in climate change, develops ideal response measures, and regularly reports to the senior management and the Board.

The Company does not involve in mass production activities, and does not consume large amount of energy nor generate much emissions. Therefore, the Company is faced with low risk of climate transformation from policies, regulations, technology, market, reputation, etc. During the reporting period, the Company has identified some significant climate-related issues and taken corresponding countermeasures:

| Climate-related issues | Potential impact | Response approach |
|---|---|---|
| Extreme weather | Due to the logistics and warehousing in our business chain, we are exposed to the physical risks such as extreme weather. | In order to prevent the adverse impact of extreme weather on logistics transportation, the Company formulates *Transportation Emergency Plan* to standardize the emergency treatment of abnormal weather conditions to ensure normal transportation.<br><br>In addition, the Company's warehouse also adopts measures such as raising the foundation and setting up standby power to avoid the business impact caused by extreme weather. |

## SOCIAL[2]

### Employment

The Company values employees as our the most important asset and endeavors to maintain a strong and close relationship with our employees. All these practices have been formulated and executed in compliance with local labor laws and regulations including but not limited to the "Labor Contract Law of the People's Republic of China" and the "Labor Law of the People's Republic of China". During the reporting period, the Company was not involved in any non-compliances in respect of human resources-related laws and regulations.

***Recruitment, Dismissal, Promotion, Working Hours and Leave***

To enhance work satisfaction and involvement of all grades and functions, the Company has formulated a set of human resources policies, such as "Recruitment Policy", "Attendance Management Policy" to document all human resource related procedures (namely recruitment, dismissal, promotion, working hours, leave and other employee benefits).

***Compensation and Other Benefits***

According to the "Salary Management Policy", the level of compensation of the Company's employees is reviewed annually on a performance basis with reference to the local market, overall remuneration standard in the industry, the inflation level and the Company's sales performance. The Company considers paying annual bonuses to employees according to certain performance criteria and appraisal results. Social insurance contributions are made by the Company for its employees in mainland China in accordance with the relevant regulations.

The Company has also adopted a share award scheme to recognize the contribution by certain employees, and to provide them with incentives in order to retain them for the development of the Company.

***Equal Opportunity, Diversity and Anti-discrimination***

The Company respects and values cultural and individual diversity and believes that diversity can benefit the Company. Discrimination and the unfavorable treatment of anyone according to his or her personal characteristics (i.e. age, gender, nationality, disability, religion, pregnancy, etc.) are strictly prohibited. Opportunities for employment, training and career development are equally open to all qualified employees.

2 Unless otherwise specified, the disclosure scope of quantitative data in this chapter includes the Company's workplaces in Shanghai, Haikou, Chongqing and Xiantao and homebase.

During the reporting period, the Company's workforce structure and employee turnover rate by gender, employment type, age, and geographical region are shown as follows:

| Workforce structure | Number (person) | Employee turnover rate[1] |
|---|---|---|
| **Total** | 250 | 12% |
| **By gender** | | |
| Male | 130 | 12% |
| Female | 120 | 12% |
| **By employment type** | | |
| Full-time | 250 | 12% |
| Part-time | 0 | 0% |
| **By age** | | |
| Under 30 | 37 | 19% |
| 30-50 | 186 | 11% |
| Above 50 | 27 | 7% |
| **By geographical region** | | |
| Mainland China | 250 | 12% |

*Note:*

1. The calculation method of employee turnover rate of the Company is: Employee turnover rate = Employees in the specified category leaving employment/Number of employees in the specified category at the end of the reporting period * 100%

## Health and Safety

Workplace health and safety is the Company's top priority. All operations of the Company's workplace comply with applicable laws and other relevant provisions, including but not limited to the "Work Safety Law of the People's Republic of China".

We endeavour to provide a safe and healthy workplace for our employees, as well as all other people who are influenced by our workplaces, operations and business activities, and set management norms on occupational safety and fire related matters in our "Employee Handbook". The Company has adopted multiple measures, including suitable training, fire drill and protection devices, in relation to occupational health and safety. Necessary safety equipment and tools are provided to our employees at offices and warehouses.

During the reporting period, the Company was not involved in any non-compliances in respect of workplace health and safety-related laws and regulations.

The Company has established a sound follow-up processing and recording process of work-related accidents to ensure those accidents can be properly handled. In the past three years (including the reporting period), no work-related fatality occurred in the Company; during the reporting period, no work injury occurred in the Company.

## Development and training

The Company's excellent talent pool has contributed to the success of our business. Therefore, we put much emphasis on continuous learning and training for our employees' development.

We believe sufficient and adequate training can provide the necessary knowledge, skill sets and experiences for our employees to work competently. We formulate the *Training Policy* to improve the Company's training management. By providing induction trainings, inhouse training programs, seminars, workshops and conferences, regular sharing sessions, peer learning and on-the-job coaching, we encourage and support our employees in professional training for their personal and career development. We believe that this is a mutually beneficial practice for achieving both personal and corporate goals as a whole.

### New Employee Induction Training

In May, November and December 2021, the Company organized induction training for new employees. Through the combination of online and offline channels, the corporate culture, business and management system was introduced to new employees, so as to enhance new employees' understanding and recognition of the Company and facilitate their rapid integration into the Company.

During the reporting period, the percentage of employee trained and the average training hours completed per employee are shown as below:

| KPIs | Percentage of employee trained | Average training hours completed per employee (hour) |
|---|---|---|
| **By gender** | | |
| Male | 53% | 13.0 |
| Female | 47% | 17.5 |
| **By employee category** | | |
| Senior management | 32% | 32.7 |
| Middle management | 16% | 16.7 |
| Junior staff | 53% | 8.0 |

*Note:*

1. The calculation method of the percentage of employee trained of the Company is: Percentage of employee trained = number of employee who took part in training in the specified category/total number of employees who took part in training * 100%;

2. The calculation method of the average training hours completed per employee of the Company is: Average training hours completed per employee = total number of training hours for employees in the specified category/number of employees in the specified category * 100%.

## Labor Standards

The Company strictly prohibits the employment of child and forced labour and child and strictly complies with relevant laws and regulations including but not limited to the "Provisions on Prohibition of Child Labour". We clearly stipulate in the "Employee Handbook" that the human resources staff shall perform background check on every candidate before hiring to ensure compliance with these requirements. Furthermore, when engaging suppliers and contractors, the Company screens out those that are known to employ child or forced labour.

During this and previous reporting periods, the Company was not involved in any non-compliance cases in respect of child and forced labour-related laws and regulations. We have established relevant procedures. In case of such a situation, we will strictly follow the requirements of laws and regulations to protect their legitimate rights and interests and physical and mental health.

## Supply Chain Management

The Company has established a set of supply chain management policy, including but not limited to Supplier Audit "Management Policy, Procurement and Purchase". The Company has maintained a strong and close relationship with various world-renowned pharmaceutical and medical device brands in the world. These suppliers are leaders in their respective fields and their products are accredited and of high quality. The Company actively participates in domestic and international exhibitions, and keeps information unblocked with existing partners, sales terminals, overseas consultants, etc., and constantly expands product channels.

The Company's quality control team monitors product quality by performing sample testing to ensure the safety of its products. We have established the "Supplier Annual Evaluation Policy" to evaluate the supplier's supply, performance and service. During the reporting period, the Company has established partnerships with 22 suppliers, all of which have implemented the above assess criteria and passed the supervision.

During the reporting period, the Company's number of suppliers by geographical region is shown as below:

| Geographical region | Number of suppliers |
|---|---|
| Asia | 12 |
| Europe | 7 |
| North America | 3 |
| **Total** | 22 |

The Company has carried out in-depth cooperation with leading pharmaceutical enterprises in the industry, and these suppliers have established perfect environmental and social risk management systems. Through regular communication, the Company understands its environmental and social risk management measures and related achievements. After assessment, no significant environmental and social risks are identified for these suppliers.

For a small number of administrative and packaging material suppliers, the Company has implemented a set of green procurement processes. We have set a series of responsible purchase processes and seek to continuously contribute to the improvement of environment quality through responsible purchasing and the use of environmentally preferable materials.

## Product Responsibility

The Company is committed to promoting high quality pharmaceutical and medical device products to customers. We ensure our products and services comply with related local laws and international standards, including but not limited to the "Drug Administration Law of the People's Republic of China", and "Provisions for Adverse Drug Reaction Reporting and Monitoring". The Company has established a quality management system and relevant system documents to standardize all aspects of products and services. The Company respects intellectual property rights, strictly abides by the "Trademark Law of the people's Republic of China", "Patent Law of the People's Republic of China" and other related laws and regulations, and establishes procedures to respect and protect relevant intellectual property rights.

During the reporting period, the Company was not involved in any non-compliance cases in respect of product and services-related laws and regulations.

### *Compliance Marketing*

The Company requires all third parties to strictly comply with regulations in the process of product marketing and promotion. We prohibit any false or exaggerated descriptions and respect intellectual property rights. We have produced our advertisements according to the requirements of local regulations relevant to the pharmaceutical and medical device fields, including but not limited to "Advertising Law of the People's Republic of China".

### *Recall and Quality Verification*

The Company strictly tests the quality of purchased drugs. The acceptance personnel shall carry out sampling acceptance of drugs batch by batch according to the "Drug Acceptance and Warehousing Management Policy". All drugs should meet relevant laws, regulations and standards such as "Pharmacopoeia of the People's Republic of China" and "Chinese Requirements for Biologics".

During the reporting period, the Company did not recall drugs for safety and health reasons. However, we have established "Drug Recall" related procedures in the quality system documents to standardize the drug recall process. The Company and suppliers regularly carry out simulated recall drills to ensure the effectiveness of the aforementioned process.

### *Customer Service*

With a strong and competent sales team, the Company has established an extensive sales network in the mainland of China. Given the existence of such a sizeable network, the Company has formulated a comprehensive customer services policy to continuously provide excellent products and services to customers in all aspects.

A customer service department consisting of a pool of customer service officers has been set up to handle the feedbacks and opinions from customers. All customer complaints are investigated and followed up according to internal guidelines, including Quality Complaint Operation Procedure and Quality Complaint Management Method. During the reporting period, the Company received 828 complaints, which have been properly handled by means of replacement, etc. The Company has established relevant processes, through complaint analysis, to find quality management loopholes, improve management and eliminate quality risks.

### *Data Privacy*

The Company understands the importance of clients' and employees' data privacy. We are committed to complying with the statutory requirements relating to data privacy protection to fulfil a high standard of data security and confidentiality. For the privacy information involved in clinical trials, the Company strictly abides by "Good Clinical Practice Guideline" and defines relevant protection procedures in relevant standard operating procedures.

The Company strictly adheres to the following data protection principles:

- Only personal data relevant and required to conduct our business will be collected;
- Personal data will only be used for the purpose for which data is collected or for a directly related purpose, unless consent with a new purpose is obtained;
- No transfer or disclosure of personal data to any entity that is not part of the Group without consent, unless it is required by law or was previously notified; and
- Appropriate security systems and measures designed to prevent unauthorized access to personal data have been adopted.

## Anti-corruption

The Company emphasizes integrity, honesty and fairness. We require all our employees to possess high ethical standards and demonstrate professional conduct. There is no tolerance for corruption, bribery, extortion, money-laundering and other fraudulent activities. We require all of our employees to strictly comply with all local laws and regulations when carrying out their duties, including but not limited to "Provisions on Banning Commercial Bribery", "Anti-Money Laundering Law of the People's Republic of China", etc.

The Company's "Code of Business Conduct and Professional Ethics for Employees" contain the guidelines and standards of ethical, personal and professional conduct. We issue the "Anti-corruption Compliance Policy" to all employees, and require all employees to confirm the receipt, so as to ensure that all employees know and comply with relevant requirements at all times.

The Company has established a complete reporting channel and relevant follow-up measures. Employees can report suspicious misconduct through public discussion, telephone, email and letter. Furthermore, the Company relies on a prudent risk management and internal control systems, which is reviewed for effectiveness on a regular basis to prevent anti-corruption.

The Company conducts regular training for directors and employees to establish a sound integrity atmosphere. During the reporting period, we delivered the latest compliance requirements to all member of the Board and senior management through online training and distributing learning materials by e-mail to enhance their compliance awareness.

| Anti-corruption Training Activity |
| --- |
| On 19 March 2021, the Company's HR department organized all employees to participate in the "Anti-Corruption Compliance Policy" training to further enhance the integrity atmosphere among the Company and consolidate employees' awareness of compliance. |

During the reporting period, the Company was not involved in any non-compliance cases in respect of bribery, extortion, fraud and money laundering-related laws and regulations.

## Community Investment

We are dedicated to providing high-quality and safety-compliant products to the community. Our marketing and promotion team has developed a nationwide network with hospitals and medical institutions and pharmacies across China, enjoying a leading position in the pharmaceutical and medical devices industries.

The Company strives to take an active part in the communities where it operates. In recent years, we have engaged in various community activities, focusing on pharmaceutical donations, rescue support and volunteering services. We also encourage our employees to actively participate in volunteer works. When selecting charities to support, we evaluate their vision and their background. Charities with unclear financial position and operations are not considered so as to ensure community investment goes to needy.

In June 2021, the Company launched a national eye-loving day theme campaign, aiming to popularize eye health knowledge to the elderly in community nursing homes and school youths.

Deloitte. 德勤

**TO THE SHAREHOLDERS OF CHINA PIONEER PHARMA HOLDINGS LIMITED**
**中国先锋医药控股有限公司**
*(incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of China Pioneer Pharma Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 78 to 156, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2021, 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 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 ("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 MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

## KEY AUDIT MATTER (Continued)

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| ***Impairment assessment of trade receivables*** | |
| We identified impairment assessment of trade receivables as a key audit matter due to the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.<br><br>As disclosed in note 35 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables on a collective basis through groupings of various debtors based on the types of sales, types of debtors and size of operations which are considered to have shared credit risk characteristics and similar loss patterns. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is reasonably available without undue cost or effort. In addition, trade receivables that are credit impaired are assessed for ECL individually.<br><br>As disclosed in note 35 to the consolidated financial statements, the Group reversed impairment loss of approximately RMB5 million on trade receivables for the year and the Group's lifetime ECL on trade receivables as at 31 December 2021 amounted to approximately RMB20 million. | Our procedures in relation to impairment assessment of trade receivables included:<br><br>• Understanding key controls on how the management estimates the loss allowance for trade receivables;<br><br>• Testing the integrity of information used by the management of the Group to develop the collective basis of impairment assessment;<br><br>• Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 December 2021, including their identification of credit impaired trade receivables, the reasonableness of management's grouping of the debtors into different categories on a collective basis, and the basis of estimated loss rates applied to each category (with reference to historical default rates and forward-looking information);<br><br>• Evaluating the disclosures regarding the impairment assessment of trade receivables in note 35 to the consolidated financial statements; and<br><br>• Performing retrospective review of the management's estimation, on a sample basis, by comparing the expected credit losses provided at 31 December 2020 to actual losses incurred during the year ended 31 December 2021. |

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance 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 matter communicated with those charged with governance, we determine the matter that was of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matter. We describe the matter 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 the independent auditor's report is Yuen Wing Hang.

**Deloitte Touche Tohmatsu**
*Certified Public Accountants*
Hong Kong
31 March 2022

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2021

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|---|
| Revenue | 5 | **1,434,820** | 1,332,037 |
| Cost of sales | | **(662,791)** | (724,071) |
| Gross profit | | **772,029** | 607,966 |
| Other income | 6 | **13,875** | 18,736 |
| Other gains and losses | 7 | **(2,004)** | 15,487 |
| Impairment losses under expected credit loss model, net of reversal | 9 | **4,945** | (23,492) |
| Distribution and selling expenses | | **(517,203)** | (443,739) |
| Administrative expenses | | **(72,327)** | (65,463) |
| Finance costs | 8 | **(932)** | (1,093) |
| Share of results of associates | 18 | **3,064** | (13,060) |
| Profit before tax | | **201,447** | 95,342 |
| Income tax expense | 10 | **(60,629)** | (43,852) |
| Profit for the year | 11 | **140,818** | 51,490 |
| Other comprehensive income (expense): | | | |
| Item that will not be reclassified to profit or loss: | | | |
| – Fair value gain(loss) on investments in equity instruments at fair value through other comprehensive income ("FVTOCI"), net of income tax | 19 | **6,275** | (53,406) |
| Items that may be reclassified subsequently to profit or loss: | | | |
| – Exchange difference on translation of a foreign operation | | **1,221** | (6,402) |
| – Share of exchange difference of associates | | **(11,355)** | (4,305) |
| Other comprehensive expense for the year | | **(3,859)** | (64,113) |
| Total comprehensive income (expense) for the year | | **136,959** | (12,623) |
| Profit (loss) for the year attributable to: | | | |
| Owners of the Company | | **142,633** | 52,448 |
| Non-controlling interests | | **(1,815)** | (958) |
| | | **140,818** | 51,490 |
| Total comprehensive income (expense) for the year attributable to: | | | |
| Owners of the Company | | **138,774** | (11,665) |
| Non-controlling interests | | **(1,815)** | (958) |
| | | **136,959** | (12,623) |
| | | **RMB yuan** | RMB yuan |
| Earnings per share | | | |
| Basic | 12 | **0.12** | 0.04 |

# Consolidated Statement of Financial Position

At 31 December 2021

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|---|
| **Non-current Assets** | | | |
| Property, plant and equipment | 15 | 83,708 | 73,452 |
| Right-of-use assets | 16 | 7,393 | 7,393 |
| Intangible assets | 17 | 45,923 | 47,031 |
| Interests in associates | 18 | 89,465 | 36,213 |
| Equity instruments at FVTOCI | 19 | 60,300 | 101,530 |
| Deposits paid for acquisition of property, plant and equipment and intangible assets | | 16,588 | 16,161 |
| Deferred tax assets | 20 | 11,958 | 19,524 |
| | | 315,335 | 301,304 |
| **Current Assets** | | | |
| Inventories | 21 | 294,947 | 448,730 |
| Finance lease receivables | | – | 3,322 |
| Trade and other receivables | 22 | 306,260 | 367,686 |
| Amounts due from related parties | 26(b) | 75 | 43,073 |
| Financial assets at fair value through profit or loss ("FVTPL") | 24 | 177,230 | 139,600 |
| Tax recoverable | | 3,205 | 1,644 |
| Pledged bank deposits | 23 | 6,574 | 8,074 |
| Bank balances and cash | 23 | 224,851 | 115,009 |
| | | 1,013,142 | 1,127,138 |
| **Current Liabilities** | | | |
| Trade and other payables | 25 | 297,051 | 430,361 |
| Amount due to a related party | 26(b) | 2,033 | – |
| Tax liabilities | | 24,609 | 30,181 |
| Bank borrowings | 27 | 13,866 | 15,097 |
| Contract liabilities | 29 | 10,523 | 8,817 |
| Lease liabilities | 28 | 113 | 7 |
| | | 348,195 | 484,463 |
| **Net Current Assets** | | 664,947 | 642,675 |
| **Total Assets less Current Liabilities** | | 980,282 | 943,979 |

At 31 December 2021

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|---|
| **Capital and Reserves** | | | |
| Share capital | 31 | 77,566 | 77,566 |
| Reserves | | 830,404 | 831,868 |
| Equity attributable to owners of the Company | | 907,970 | 909,434 |
| Non-controlling interests | | 3,016 | 2,281 |
| **Total Equity** | | 910,986 | 911,715 |
| **Non-current liabilities** | | | |
| Deferred tax liabilities | 20 | 25,625 | 12,853 |
| Lease liabilities | 28 | 71 | – |
| Deferred income | 30 | 43,600 | 19,411 |
| | | 69,296 | 32,264 |
| | | 980,282 | 943,979 |

The consolidated financial statements on pages 78 to 156 were approved and authorised for issue by the Board of Directors on 31 March 2022 and are signed on its behalf by:

**Mr. Li Xinzhou**
DIRECTOR

**Mr. Luo Chunyi**
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2021

| | Attributable to the owners of the Company | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Share capital RMB'000 | Share premium RMB'000 | Other reserve RMB'000 | Translation reserve RMB'000 | Statutory reserve RMB'000 *(Note a)* | Treasury share reserve RMB'000 *(Note b)* | Investments revaluation reserve RMB'000 | Accumulated profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total RMB'000 |
| At 1 January 2020 | 77,566 | 843,697 | (57,119) | 8,746 | 18,005 | (167,674) | (101,681) | 520,008 | 1,141,548 | 2,439 | 1,143,987 |
| Profit (loss) for the year | – | – | – | – | – | – | – | 52,448 | 52,448 | (958) | 51,490 |
| Other comprehensive expense | – | – | – | (10,707) | – | – | (53,406) | – | (64,113) | – | (64,113) |
| Total comprehensive (expense) income for the year | – | – | – | (10,707) | – | – | (53,406) | 52,448 | (11,665) | (958) | (12,623) |
| Repurchase of ordinary shares under Share Award Scheme *(Note 36)* | – | – | – | – | – | (2,790) | – | – | (2,790) | – | (2,790) |
| Capital injection by non-controlling interests | – | – | – | – | – | – | – | – | – | 800 | 800 |
| Dividends recognised as distribution *(Note 14)* | – | (217,659) | – | – | – | – | – | – | (217,659) | – | (217,659) |
| At 31 December 2020 | 77,566 | 626,038 | (57,119) | (1,961) | 18,005 | (170,464) | (155,087) | 572,456 | 909,434 | 2,281 | 911,715 |
| Profit (loss) for the year | – | – | – | – | – | – | – | 142,633 | 142,633 | (1,815) | 140,818 |
| Other comprehensive (expense) income | – | – | – | (10,134) | – | – | 6,275 | – | (3,859) | – | (3,859) |
| Total comprehensive (expense) income for the year | – | – | – | (10,134) | – | – | 6,275 | 142,633 | 138,774 | (1,815) | 136,959 |
| Repurchase of ordinary shares under Share Award Scheme *(Note 36)* | – | – | – | – | – | (10,336) | – | – | (10,336) | – | (10,336) |
| Appropriate of reserve | – | – | – | – | 4,091 | – | – | (4,091) | – | – | – |
| Capital injection by non-controlling interest | – | – | – | – | – | – | – | – | – | 2,550 | 2,550 |
| Reclassification of investments revaluation reserve to accumulated profits | – | – | – | – | – | – | 158,987 | (158,987) | – | – | – |
| Dividends recognised as distribution *(Note 14)* | – | – | – | – | – | – | – | (129,902) | (129,902) | – | (129,902) |
| At 31 December 2021 | 77,566 | 626,038 | (57,119) | (12,095) | 22,096 | (180,800) | 10,175 | 422,109 | 907,970 | 3,016 | 910,986 |

*Notes:*

(a) According to the relevant rules and regulations in the People's Republic of China ("PRC"), each of the China Pioneer Pharma Holdings Limited (the "Company")'s subsidiaries established in the PRC shall provide 10% of the annual profit after tax, based on the subsidiary's PRC statutory accounts, as a statutory reserve, until the balance reaches 50% of the respective subsidiary's registered capital.

(b) For the year ended 31 December 2021, the Company paid an amount of RMB10,336,000 (2020: RMB2,790,000) to Bank of Communications Trustee Limited ("Trustee") to purchase the Company's existing shares of 11,198,000 (2020: 2,800,000) in the market pursuant to the Share Award Scheme (the "Scheme") made on 10 April 2015 ("Adoption Date") by the board of directors of the Company. As of 31 December 2021 and 2020, all the shares were held by the Trustee. For details please refer to note 36.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2021

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| OPERATING ACTIVITIES | | |
| Profit before tax | **201,447** | 95,342 |
| Adjustments for: | | |
| Finance costs | **932** | 1,093 |
| Interest income on bank deposits | **(1,140)** | (934) |
| Dividends received from an equity instrument at FVTOCI | **(2,500)** | – |
| Interest income on amount due from a related party | **(1,116)** | (3,203) |
| Interest income on loan to an associate | **–** | (633) |
| Depreciation of property, plant and equipment | **5,218** | 5,855 |
| Depreciation of right-of-use assets | **219** | 260 |
| Amortisation of intangible assets | **7,510** | 2,236 |
| (Gain) loss on disposal of property, plant and equipment | **(37)** | 306 |
| Loss on disposal on intangible assets | **–** | 5,763 |
| Share of results of associates | **(3,064)** | 13,060 |
| Loss on dilution on interest in an associate | **2,800** | 9,779 |
| (Reversal of write-down) write-down of inventories | **(6,370)** | 28,909 |
| Impairment losses under expected credit loss model, net of reversal | | |
| – trade receivables | **(4,737)** | 25,639 |
| – finance lease receivables | **(208)** | (2,147) |
| Impairment loss (reversal of impairment) on interests in associates | **3,287** | (19,597) |
| Gain on fair value change of financial assets at FVTPL | **(7,072)** | (3,209) |
| Gain on early termination of leases | **–** | (3) |
| Operating cash flows before movements in working capital | **195,169** | 158,516 |
| Decrease (increase) in inventories | **160,153** | (82,095) |
| Decrease (increase) in trade and other receivables | **66,163** | (65,253) |
| (Decrease) increase in trade and other payables | **(132,985)** | 103,562 |
| Increase (decrease) in contract liabilities | **1,706** | (1,999) |
| Increase (decrease) in amounts due to related parties, net | **3,409** | (1,161) |
| Decrease in finance lease receivables | **3,530** | 8,216 |
| Cash generated from operations | **297,145** | 119,786 |
| Income taxes paid | **(54,149)** | (44,454) |
| Interest paid | **(932)** | (1,093) |
| NET CASH FROM OPERATING ACTIVITIES | **242,064** | 74,239 |

For the year ended 31 December 2021

| | Note | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|---|
| INVESTING ACTIVITIES | | | |
| Interest received on bank deposits | | **1,140** | 934 |
| Redemption of an equity instrument at FVTOCI | | **4,600** | – |
| Dividends received from an equity instrument at FVTOCI | | **2,500** | – |
| Dividends received from an associate | | **2,381** | – |
| Acquisition of equity instruments at FVTOCI | | **(18,000)** | (4,526) |
| Purchases of property, plant and equipment | | **(16,211)** | (28,781) |
| Payment of deposits of property, plant and equipment | | **(427)** | (5,235) |
| Purchases of intangible assets | | **(3,852)** | (45,891) |
| Proceeds on disposal of property, plant and equipment | | **774** | 110 |
| Proceeds on disposals of intangible assets | | **–** | 3,009 |
| Placement of pledged bank deposits | | **(9,226)** | (47,947) |
| Withdrawal of pledged bank deposits | | **10,726** | 52,364 |
| Acquisition of associates | | **(2,381)** | (20,925) |
| Placement of financial assets at FVTPL | | **(2,002,320)** | (508,327) |
| Withdrawal/redemption of financial assets at FVTPL | | **1,971,762** | 570,482 |
| Advance to a related party | | **(150)** | (205) |
| Repayment from related parties | | **42,888** | 33,602 |
| Repayment from an associate | | **–** | 6,710 |
| Net cash outflow on assets acquisition | | **–** | (857) |
| Receipts of asset-related government grants | | **24,189** | 19,411 |
| NET CASH FROM INVESTING ACTIVITIES | | **8,393** | 23,928 |
| FINANCING ACTIVITIES | | | |
| Dividends paid | | **(129,902)** | (217,659) |
| New bank borrowings raised | | **–** | 29,798 |
| Repayments of bank borrowings | | **–** | (63,107) |
| Repayment to lease liabilities | | **(42)** | (83) |
| Payment for repurchase of ordinary shares under the Scheme | 36 | **(10,336)** | (2,790) |
| Capital injection from non-controlling interest | | **–** | 800 |
| NET CASH USED IN FINANCING ACTIVITIES | | **(140,280)** | (253,041) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | | **110,177** | (154,874) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | | **115,009** | 270,284 |
| Effect of foreign exchange rate changes | | **(335)** | (401) |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash | | **224,851** | 115,009 |

## 1. GENERAL

The Company is incorporated as an exempted company with limited liability in the Cayman Islands on 5 February 2013. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("the Stock Exchange") since 5 November 2013. The registered office of the Company is at 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands and the principal place of business of the Company is at No. 15, Lane 88 Wuwei Road, Putuo District, Shanghai, the PRC. The Company's immediate and ultimate holding company is Pioneer Pharma (BVI) Co., Ltd. ("Pioneer BVI") and Tian Tian Limited, respectively. Both companies are incorporated in the British Virgin Islands and are controlled by Mr. Li Xinzhou ("Mr. Li") and Ms. Wu Qian, the spouse of Mr. Li.

The Company is an investment holding company. The principal activities of the Group are the marketing, promotion and sale of pharmaceutical products, medical devices and personal protective materials.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

## 2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

### Amendments to IFRSs that are mandatorily effect for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

| | |
|---|---|
| Amendment to IFRS 16 | Covid-19-Related Rent Concessions |
| Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 | Interest Rate Benchmark Reform – Phase 2 |

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the "Committee") of the IASB issued in June 2021 which clarified the costs an entity should include as "estimated costs necessary to make the sale" when determining the net realisable value of inventories.

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior year and/or the disclosures set out in these consolidated financial statements.

For the year ended 31 December 2021

## 2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### Amendments to IFRSs that are mandatorily effect for the current year (Continued)

***Impacts on application of the agenda decision of the Committee – Cost necessary to sell inventories (IAS 2 Inventories)***

In June 2021, the Committee, through its agenda decision, clarified the costs an entity should include as "estimated costs necessary to make the sale" when determining the net realisable value of inventories. In particular, whether such costs should be limited to those that are incremental to the sale. The Committee concluded that the estimated costs necessary to make the sale should not be limited to those that are incremental but should also include costs that an entity must incur to sell its inventories including those that are not incremental to a particular sale.

The Group's accounting policy prior to the Committee's agenda decision was to determine the net realisable value of inventories taking into consideration incremental costs only. Upon application of the Committee's agenda decision, the Group changed its accounting policy to determine the net realisable value of inventories taking into consideration both incremental costs and other cost necessary to sell inventories. The new accounting policy has been applied retrospectively.

The application of the Committee's agenda decision has had no material impact on the Group's financial positions and performance.

### New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

| | |
|---|---|
| IFRS 17 | Insurance Contracts and the related Amendments[3] |
| Amendments to IFRS 3 | Reference to the Conceptual Framework[2] |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4] |
| Amendment to IFRS 16 | Covid-19-Related Rent Concessions beyond 30 June 2021[1] |
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current[3] |
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies[3] |
| Amendments to IAS 8 | Definition of Accounting Estimates[3] |
| Amendments to IAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transactions[3] |
| Amendments to IAS 16 | Property, Plant and Equipment – Proceeds before Intended Use[2] |
| Amendments to IAS 37 | Onerous Contracts – Cost of Fulfilling a Contract[2] |
| Amendments to IFRSs | Annual Improvements to IFRSs 2018–2020[2] |

[1] Effective for annual periods beginning on or after 1 April 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] Effective for annual periods beginning on or after a date to be determined

## 2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### New and amendments to IFRSs in issue but not yet effective (Continued)

Except for the new and amendments to IFRSs mentioned below, the directors of the Company (the "Directors") anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

***Amendments to IFRS 3 Reference to the Conceptual Framework***

The amendments:

- update a reference in IFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the "Conceptual Framework") instead of *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting 2010* issued in October 2010);

- add a requirement that, for transactions and other events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* ("IAS 37"), an acquirer applies IAS 37 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and

- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

***Amendments to IAS 1 Classification of Liabilities as Current or Non-current***

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group's liabilities.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities of the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance ("Co").

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Lease*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies

***Basis of consolidation***

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

*Changes in the Group's interests in existing subsidiaries*

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non – controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

For the year ended 31 December 2021

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Basis of consolidation (Continued)***

*Changes in the Group's interests in existing subsidiaries (Continued)*

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an interest in an associate or a joint venture.

*Asset acquisitions*

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

***Interests in associates***

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an interest in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group.

When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net interest in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Interests in associates (Continued)***

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the interest in an associate, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after assessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any assets, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognise in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Revenue from contracts with customers***

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

*Principal versus agent*

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Revenue from contracts with customers (Continued)***

*Contract costs*

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

*Existence of significant financing component*

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

***Leases***

*Definition of 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.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Leases (Continued)***

*The Group as a lessee*

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of offices 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 lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Leases (Continued)***

*The Group as a lessee (Continued)*

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Leases (Continued)***

*The Group as a lessor*

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases, measured using the interest rate implicit in the respective leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

***Foreign currencies***

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rate prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributable to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Foreign currencies (Continued)***

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

***Borrowing costs***

All borrowing costs, that do not meet the criteria of capitalisation, are recognised in profit or loss in the period in which they are incurred.

***Government grants***

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income/a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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. Such grants are presented under "other income".

***Retirement benefit costs***

Payments to defined contribution retirement benefit plans including state-managed retirement benefit schemes in the PRC and the Mandatory Provident Fund Scheme in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

***Short-term employee benefits***

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset. A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Cash-settled share-based payment transactions***

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. The fair value of the cash-settled share-based payments is determined without taking into consideration all non-market vesting conditions.

At the end of each reporting period until the liability is settled, and at the date of settlement, the liability is remeasured to fair value. For cash-settled share-based payments that are already vested, any changes in fair value are recognised in profit or loss for the year. For cash-settled share based payments which are still subject to non-market vesting conditions, the effects of vesting and non-vesting conditions are accounted on the same basis as equity-settled share based payments.

***Taxation***

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

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

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Taxation (Continued)***

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

***Property, plant and equipment***

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods and services, or for administrative purpose (other than properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Property in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Property, plant and equipment (Continued)***

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

***Intangible assets***

*Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

***Impairment on property, plant and equipment, right-of-use assets and intangible assets***

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporates assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Impairment on property, plant and equipment, right-of-use assets and intangible assets (Continued)***

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

***Inventories***

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments***

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

*Financial assets*

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Financial assets (Continued)*

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the investments revaluation reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Financial assets (Continued)*

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables, amounts due from related parties, pledged bank deposits, bank balances and finance lease receivables which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and finance lease receivables. The ECL on these assets are assessed individually for credit impaired balances and on a collective basis by using provision matrix.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is reasonably available without undue cost or effort.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Financial assets (Continued)*

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Financial assets (Continued)*

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Financial assets (Continued)*

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a finance lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the finance lease receivable in accordance with IFRS 16.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;

- Nature, size and industry of debtors; and

- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and finance lease receivables where the corresponding adjustment is recognised through a loss allowance account.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.2 Significant accounting policies (Continued)

***Financial instruments (Continued)***

*Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

*Financial liabilities and equity*

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

All financial liabilities (including trade and other payables, amount due to a related party and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Provision of ECL for trade receivables

Trade receivables with credit impaired are assessed for ECL individually. In addition, the Group uses practical expedient in estimating ECL on trade receivables which are credit-impaired are assessed on a collective basis. The debtors are grouped based on the types of sales, types of debtors and size of operations which are considered to have shared credit risk characteristics and similar loss patterns. The estimated loss rate are based on the historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is reasonably available without undue cost or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 35 and 22 respectively.

### Write-down for inventories

The management of the Group reviews the ageing of the inventories at the end of the reporting period, and writes down obsolete and slow-moving inventory items identified that are no longer saleable in the market. The management estimates the net realisable value for such items based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of the reporting period and write down for obsolete items. As at 31 December 2021, the carrying amount of Group's inventories was RMB294,947,000 (2020: RMB448,730,000), net of write-down for inventories of RMB22,977,000 (2020: RMB29,347,000).

## 5. REVENUE AND SEGMENT INFORMATION

Revenue represents revenue arising from sales of pharmaceutical products, medical devices and personal protective materials in the PRC, the United States, Europe and Australia. An analysis of the Group's revenue by category is as follows:

| | **2021** | 2020 |
|---|---|---|
| | **RMB'000** | RMB'000 |
| Sales of pharmaceutical products | **1,247,638** | 1,097,794 |
| Sales of medical devices | **187,182** | 166,010 |
| Sales of personal protective materials | **–** | 68,233 |
| | **1,434,820** | 1,332,037 |

Revenue from sales of pharmaceutical products, medical devices and personal protective materials is recognised at a point of time when the customer obtains control of the distinct goods upon acceptance by customers.

The advance from customer received by the Group is recognised as a contract liability until the customer obtains control of the distinct goods.

All contracts from sales of pharmaceutical products, medical devices and personal protective materials are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Information reported to the executive directors, being the chief operating decision maker ("CODM") for the purpose of resource allocation and assessment of segment performance focuses on types of goods delivered. The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit earned by (loss from) each segment without allocation of central administrative expenses, certain distribution and selling expenses, finance costs, certain impairment losses under expected credit loss model, net of reversal, other income and other gains and losses.

Specifically, the Group's reportable and operating segments under IFRS 8 are as follows:

(a) Ophthalmic pharmaceutical products – sales of the Group's ophthalmic pharmaceutical products to the customers under the channel management arrangement ("Products sold via the provision of channel management services"). Products sold via the provision of channel management services related solely to sale arrangements with Alcon.

(b) Sales of all of the Group's pharmaceutical products and medical devices except for ophthalmic pharmaceutical products to the customers under the comprehensive marketing, promotion and channel management arrangement ("Products sold via the provision of comprehensive marketing, promotion and channel management services").

## 5. REVENUE AND SEGMENT INFORMATION (Continued)

(c) Different from the sales of "Products sold via the provision of channel management services" and "Products sold via the provision of comprehensive marketing, promotion and channel management services" of which the products are meant to be sold in the PRC, the Group's personal protective materials products are mainly focusing on the export market ("Sales of personal protective materials"). Sales of personal protective materials include masks, protective gloves and protective suits, which are mainly exported to Europe, the United States and Australia.

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

### Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

**For the year ended 31 December 2021**

| | Products sold via the provision of comprehensive marketing, promotion and channel management services RMB'000 | Products sold via the provision of channel management services RMB'000 | Sales of personal protective materials RMB'000 | Consolidated RMB'000 |
|---|---|---|---|---|
| **Segment revenue** | 1,178,262 | 256,558 | – | 1,434,820 |
| **Segment result** | 756,841 | 19,928 | (4,740) | 772,029 |
| Other income | | | | 13,875 |
| Other gains and losses | | | | (2,004) |
| Unallocated impairment losses under expected credit loss model, net of reversal | | | | 4,945 |
| Unallocated distribution and selling expenses | | | | (517,203) |
| Administrative expenses | | | | (72,327) |
| Finance costs | | | | (932) |
| Share of results of associates | | | | 3,064 |
| **Profit before tax** | | | | 201,447 |

For the year ended 31 December 2021

## 5. REVENUE AND SEGMENT INFORMATION (Continued)

### Segment revenues and results (Continued)

**For the year ended 31 December 2020**

| | Products sold via the provision of comprehensive marketing, promotion and channel management services RMB'000 | Products sold via the provision of channel management services RMB'000 | Sales of personal protective materials RMB'000 | Consolidated RMB'000 |
|---|---|---|---|---|
| **Segment revenue** | 981,556 | 282,248 | 68,233 | 1,332,037 |
| **Segment result** | 612,096 | 8,287 | (47,232) | 573,151 |
| Other income | | | | 18,736 |
| Other gains and losses | | | | 15,487 |
| Unallocated impairment losses under expected credit loss model, net of reversal | | | | (7,411) |
| Unallocated distribution and selling expenses | | | | (425,005) |
| Administrative expenses | | | | (65,463) |
| Finance costs | | | | (1,093) |
| Share of results of associates | | | | (13,060) |
| **Profit before tax** | | | | 95,342 |

## 5. REVENUE AND SEGMENT INFORMATION (Continued)

### Disaggregation of revenue from contracts with customers by major products

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Products sold via the provision of channel management services: | | |
| Alcon | **256,558** | 282,248 |
| Products sold via the provision of comprehensive marketing, promotion and channel management services: | | |
| Fluxum | **465,865** | 379,960 |
| Difene | **215,143** | 191,559 |
| Neoton | **50,905** | 63,139 |
| Polimod | **74,646** | 75,763 |
| Macmiror complex | **56,686** | 49,139 |
| Vinpocetine API | **6,983** | 6,370 |
| FLEET Phospho-Soda | **16,307** | 13,717 |
| Zanidip | **102,366** | 23,239 |
| Other | **2,179** | 12,660 |
| Pharmaceutical products | **991,080** | 815,546 |
| Medical equipments and supplies | **187,182** | 166,010 |
| | **1,178,262** | 981,556 |
| Sales of personal protective materials | **–** | 68,233 |
| | **1,434,820** | 1,332,037 |

### Geographical information

The Group principally operates in the PRC (country of domicile of major operating subsidiaries). 63% (2020: 80%) of non-current assets excluding equity instruments at FVTOCI and deferred tax assets, are located in the PRC, and the remaining 37% (2020: 20%) are located in the United States and Republic of Korea in relation to the interests in associates. Over 99% (2020: 95%) of the Group's revenue from external customers is attributed to the group entities' countries of domicile (i.e. the PRC) and the remaining 1% (2020: 5%) is contributed from customers mainly located in United States, Europe and Australia.

### Information about major customers

No individual customer of the Group contributed 10% or more of the Group's revenue for both years.

For the year ended 31 December 2021

## 6. OTHER INCOME

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Government grants *(Note)* | **6,185** | 8,381 |
| Dividends received from an equity instrument at FVTOCI | **2,500** | – |
| Service income | **1,341** | 2,442 |
| Interest income on bank deposits | **1,140** | 934 |
| Interest income on amount due from a related party | **1,116** | 3,203 |
| Interest income on finance leases | **186** | 2,670 |
| Interest income on loan to an associate | **–** | 633 |
| Others | **1,407** | 473 |
| | **13,875** | 18,736 |

*Note:* It represented cash received from unconditional grants by the local government to encourage the business operations in the PRC. Government grants are recognised in profit or loss when received.

## 7. OTHER GAINS AND LOSSES

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Net foreign exchange (losses) gains | **(3,026)** | 8,526 |
| Gain (loss) on disposal of property, plant and equipment | **37** | (306) |
| Loss on disposal of intangible assets | **–** | (5,763) |
| Gain on fair value change of financial assets at FVTPL | **7,072** | 3,209 |
| Loss on dilution on interest in an associate *(Note 18)* | **(2,800)** | (9,779) |
| (Impairment losses) reversal of impairment loss on interests in associates, net *(Note 18)* | **(3,287)** | 19,597 |
| Gain on early termination of leases | **–** | 3 |
| | **(2,004)** | 15,487 |

## 8. FINANCE COSTS

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Interest on bank borrowings | **927** | 1,088 |
| Interest on lease liabilities | **5** | 5 |
| | **932** | 1,093 |

## 9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Impairment losses (reversed) recognised on: | | |
| – trade receivables | (4,737) | 25,639 |
| – finance lease receivables | (208) | (2,147) |
| | (4,945) | 23,492 |

Details of impairment assessment are set out in note 35(b).

## 10. INCOME TAX EXPENSE

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Current tax | | |
| PRC Enterprise Income Tax ("EIT") | 39,317 | 31,261 |
| Hong Kong Profits Tax | 311 | 2,463 |
| PRC withholding tax on dividends distributed by subsidiaries | 9,000 | 13,000 |
| | 48,628 | 46,724 |
| (Over) under-provision in prior years | | |
| PRC Enterprise Income Tax | 1,002 | 3,411 |
| Hong Kong Profits Tax | (2,614) | – |
| | (1,612) | 3,411 |
| Deferred tax *(Note 20)* | | |
| Current year | 13,613 | (6,283) |
| | 60,629 | 43,852 |

For the year ended 31 December 2021

## 10. INCOME TAX EXPENSE (Continued)

The Company is tax exempted under the laws of the Cayman Islands. Pioneer Pharma (Hong Kong) Co., Limited ("Pioneer HK") is incorporated in Hong Kong. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% except for those described below.

According to Circular Zangzhengfa 2011 No. 14, enterprises located in Tibet are subject to a reduced EIT rate of 15% for the period from 2011 to 2020. Moreover, according to Circular Zangzhengfa 2008 No. 62 and Zangzhengbanfa 2011 No. 52, enterprises that are located in Naqu Logistics Center, Tibet and engaged in specific encouraged industries enjoy a 40% exemption of the EIT for a period from 8 to 10 years. As approved by the in-charge tax bureau, Naqu Area Pioneer Pharma Co., Ltd ("Naqu Pioneer"), which is located in Naqu, Tibet, is subject to a reduced EIT rate of 9% from 2010 to 2019. According to Circular 2020 No. 23 of the Ministry of Finance, the period of reduced EIT rate of 15% for enterprises located in Tibet has extended to 31 December 2030. Starting from 1 January 2020, EIT for Tibet is 15%.

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

| | **2021**<br>**RMB'000** | 2020<br>RMB'000 |
|---|---|---|
| Profit before tax | **201,447** | 95,342 |
| Tax at the applicable income tax rate of 25% | **50,362** | 23,836 |
| Tax effect of expenses not deductible for tax purpose | **4,965** | 12,909 |
| Tax effect of income not taxable for tax purpose | **(766)** | (5,069) |
| Tax effect of tax losses not recognised | **2,840** | 1,633 |
| Tax effect of concessionary tax rate | **(4,160)** | (6,468) |
| (Over) under-provision in prior years | **(1,612)** | 3,411 |
| PRC withholding tax on dividends distributed by subsidiaries | **1,000** | 5,600 |
| Deferred tax liabilities arising on undistributed profit of the PRC subsidiaries | **8,000** | 8,000 |
| | **60,629** | 43,852 |

## 11. PROFIT FOR THE YEAR

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Profit for the year has been arrived at after charging (crediting): | | |
| Directors' remuneration *(Note 13)* | **2,814** | 2,895 |
| Other staff's retirement benefits scheme contributions | **9,246** | 5,046 |
| Other staff costs | **54,419** | 44,749 |
| Total staff costs | **66,479** | 52,690 |
| Auditor's remuneration | **1,660** | 1,691 |
| (Reversal of write-down) write-down of inventories | **(6,370)** | 28,909 |
| Depreciation for property, plant and equipment | **5,218** | 5,855 |
| Depreciation of right-of-use assets | **219** | 260 |
| Amortisation of intangible assets | **7,510** | 2,236 |
| Cost of inventories recognised as an expense | **662,791** | 724,071 |

## 12. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

| | 2021 | 2020 |
|---|---|---|
| Earnings: | | |
| Earnings for the purpose of calculating basic earnings per share (profit for the year attributable to owners of the Company) | **RMB142,633,000** | RMB52,448,000 |
| Number of shares: | | |
| Weighted average number of ordinary shares for the purpose of calculating basic earnings per share | **1,202,978,734** | 1,210,673,809 |

For the years ended 31 December 2021 and 2020, the weighted average number of ordinary shares for the purpose of calculating basic earnings per share has taken into account the ordinary shares purchased by the Trustee from the market pursuant to the Scheme and the ordinary shares repurchased and cancelled by the Company.

No diluted earnings per share for both 2021 and 2020 were presented as there were no potential ordinary shares in issue for both 2021 and 2020.

For the year ended 31 December 2021

## 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' and chief executives officer's remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

| | For the year ended 31 December 2021 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Executive director *(Note a)* | Executive director and chief executive officer *(Note a)* | Executive director *(Note a)* | Non-executive directors *(Note b)* | | Independent non-executive directors *(Note c)* | | | | |
| | Li Xinzhou RMB'000 | Luo Chunyi RMB'000 | Xiao Guoguang RMB'000 | Wu Mijia RMB'000 *(Note d)* | Hu Mingfei RMB'000 | Wang Yongli RMB'000 *(Note d)* | Lai Chanshu RMB'000 *(Note e)* | Zhang Hong RMB'000 | Wong Chihung RMB'000 | Total 2021 RMB'000 |
| Fees | – | – | – | 202 | 212 | 252 | – | – | 294 | 960 |
| Other emoluments | | | | | | | | | | |
| Salaries and other allowance | 1,046 | 480 | 252 | – | – | – | – | – | – | 1,778 |
| Retirement benefits scheme contributions | – | 76 | – | – | – | – | – | – | – | 76 |
| | 1,046 | 556 | 252 | 202 | 212 | 252 | – | – | 294 | 2,814 |

| | For the year ended 31 December 2020 | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Executive director *(Note a)* | Executive director and chief executive officer *(Note a)* | Executive directors *(Note a)* | | Non-executive directors *(Note b)* | | | Independent non-executive directors *(Note c)* | | | | |
| | Li Xinzhou RMB'000 | Luo Chunyi RMB'000 | Xiao Guoguang RMB'000 | Luk Chi Shing RMB'000 *(Note g)* | Wu Mijia RMB'000 | Hu Mingfei RMB'000 | Hui Lap Keung RMB'000 *(Note g)* | Wang Yongli RMB'000 | Zhang Hong RMB'000 | Yan Guoxiang RMB'000 *(Note f)* | Wong Chihung RMB'000 | Total 2020 RMB'000 |
| Fees | – | – | 188 | – | 204 | 11 | 136 | 11 | – | 57 | 297 | 904 |
| Other emoluments | | | | | | | | | | | | |
| Salaries and other allowance | 1,056 | 480 | 10 | 408 | – | – | – | – | – | – | – | 1,954 |
| Retirement benefits scheme contributions | – | 37 | – | – | – | – | – | – | – | – | – | 37 |
| | 1,056 | 517 | 198 | 408 | 204 | 11 | 136 | 11 | – | 57 | 297 | 2,895 |

## 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

*Notes:*

(a) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. Mr. Luo Chunyi also acts as chief executive officer.

(b) The non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

(c) The independent non-executive director's emoluments shown above were mainly for their services as directors of the Company.

(d) Mr. Wu Mijia and Mr. Wang Yongli have resigned as a non-executive director and independent non-executive director, respectively during the year ended 31 December 2021.

(e) Mr. Lai Chanshu has been appointed as an independent non-executive director with effect from 31 December 2021.

(f) Mr. Yan Guoxiang had been appointed as independent non-executive director of the Company with effect from 1 January 2019 and resigned on 20 March 2020. Mr. Yan Guoxiang has waived emolument related to his service in 2020.

(g) Mr. Hui Lap Keung has resigned as non-executive director of the Company on 16 December 2020. Mr. Luk Chi Sing has been appointed as executive director of the Company with effect from 20 December 2019 and resigned on 16 December 2020.

The five highest paid individuals include 2 (2020: 3) directors for the year ended 31 December 2021. The emoluments of the remaining 3 (2020: 2) highest paid individuals who are neither a director nor chief executive officer of the Company are as follows:

| | **2021 RMB'000** | 2020 RMB'000 |
|---|---|---|
| Salary and other allowances | **1,422** | 949 |
| Retirement benefits scheme contributions | **118** | 37 |
| | **1,540** | 986 |

The number of the highest paid employees (including 2 directors) whose remunerations fell within the following bands is as follows:

| | **2021 No. of individuals** | 2020 No. of individuals |
|---|---|---|
| Nil to Hong Kong dollars ("HKD") 1,000,000 | **4** | 4 |
| HKD1,000,001 to HKD1,500,000 | **1** | 1 |
| | **5** | 5 |

During both years, no emoluments were paid by the Group to the directors and five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office.

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## 14. DIVIDENDS

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Dividends for ordinary shareholders of the Company recognised as distribution during the year: | | |
| 2021 Interim – RMB0.047 (2020: RMB0.064) per share | **50,190** | 73,165 |
| 2020 Final – RMB0.063 (2019: RMB0.032) per share | **79,712** | 38,710 |
| 2020 Special – Nil (2019: RMB0.086) | **–** | 105,784 |
| | **129,902** | 217,659 |

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2021 of HKD0.064 (equivalent to RMB0.052) (2020: HKD0.075 (equivalent to RMB0.063) per share of final dividend in respect of the year ended 31 December 2020) per share, in an aggregate amount of approximately RMB HKD80,484,000 (equivalent to RMB65,529,000) (2020: HKD94,512,000 (equivalent to RMB79,712,000)), has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

## 15. PROPERTY, PLANT AND EQUIPMENT

| | Buildings | Leasehold improvement | Furniture and equipment | Motor vehicles | Construction in progress | Total |
|---|---|---|---|---|---|---|
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| COST | | | | | | |
| At 1 January 2020 | 42,298 | 4,548 | 25,845 | 2,920 | 4,666 | 80,277 |
| Additions | – | – | 2,061 | 630 | 29,573 | 32,264 |
| Disposals | (246) | – | (3,698) | – | – | (3,944) |
| At 31 December 2020 | 42,052 | 4,548 | 24,208 | 3,550 | 34,239 | 108,597 |
| Additions | – | – | 824 | 687 | 14,700 | 16,211 |
| Disposals | – | – | – | (2,236) | – | (2,236) |
| At 31 December 2021 | 42,052 | 4,548 | 25,032 | 2,001 | 48,939 | 122,572 |
| ACCUMULATED DEPRECIATION | | | | | | |
| At 1 January 2020 | 11,329 | 4,516 | 15,088 | 1,885 | – | 32,818 |
| Provided for the year | 2,009 | 24 | 3,504 | 318 | – | 5,855 |
| Elimination on disposals | (133) | – | (3,395) | – | – | (3,528) |
| At 31 December 2020 | 13,205 | 4,540 | 15,197 | 2,203 | – | 35,145 |
| Provided for the year | 2,009 | 8 | 3,040 | 161 | – | 5,218 |
| Elimination on disposals | – | – | – | (1,499) | – | (1,499) |
| At 31 December 2021 | 15,214 | 4,548 | 18,237 | 865 | – | 38,864 |
| CARRYING VALUES | | | | | | |
| At 31 December 2021 | 26,838 | – | 6,795 | 1,136 | 48,939 | 83,708 |
| At 31 December 2020 | 28,847 | 8 | 9,011 | 1,347 | 34,239 | 73,452 |

The above items of property, plant and equipment are depreciated over their estimated useful lives, using the straight-line method, at the following rates per annum:

| | |
|---|---|
| Buildings | 5% |
| Leasehold improvement | 20% |
| Furniture and equipment | 20% |
| Motor vehicles | 20% |

All the Group's buildings are located in the PRC with land use rights.

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## 16. RIGHT-OF-USE ASSETS

| | Leasehold lands RMB'000 | Leased properties RMB'000 | Total RMB'000 |
|---|---|---|---|
| **As at 31 December 2021** | | | |
| Carrying amount | 7,211 | 182 | 7,393 |
| **As at 31 December 2020** | | | |
| Carrying amount | 7,386 | 7 | 7,393 |
| **For the year ended 31 December 2021** | | | |
| Depreciation charge | 176 | 43 | 219 |
| **For the year ended 31 December 2020** | | | |
| Depreciation charge | 176 | 84 | 260 |

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Expenses relating to short-term leases | 10 | – |
| Total cash outflow for leases | 46 | 88 |
| Additions to right-of-use assets | 219 | – |

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns office buildings and a construction in progress for industrial buildings where its manufacturing facilities will be primarily located. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

## 17. INTANGIBLE ASSETS

| | Licenses and patents RMB'000 |
|---|---|
| COST | |
| At 1 January 2020 | 30,414 |
| Additions *(Note)* | 46,059 |
| Disposals | (26,914) |
| At 31 December 2020 | 49,559 |
| Additions | 6,402 |
| At 31 December 2021 | 55,961 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT | |
| At 1 January 2020 | 18,434 |
| Provided for the year | 2,236 |
| Eliminated on disposals | (18,142) |
| At 31 December 2020 | 2,528 |
| Provided for the year | 7,510 |
| At 31 December 2021 | 10,038 |
| CARRYING VALUES | |
| At 31 December 2021 | 45,923 |
| At 31 December 2020 | 47,031 |

*Note:* During the year ended 31 December 2020, the Group acquired an exclusive marketing, promotion, distribution and selling rights of Zanidip from an independent third party with consideration of Euro ("EUR") 5,700,000 (equivalent to RMB45,891,000), which remains in force until 31 December 2025 and can be automatically renewed for two years until 31 December 2027.

The above items intangible assets are amortised over their estimated useful lives, using the straight-line method, at the following rates per annum:

| | |
|---|---|
| Licenses and patents | Over the contract period of no more than 20 years. |

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## 18. INTERESTS IN ASSOCIATES

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Cost of interests in associates | **204,886** | 134,875 |
| Share of post-acquisition losses and other comprehensive expense, net of dividends received | **(93,229)** | (82,557) |
| Accumulated (loss) gain on dilution | **(1,205)** | 1,595 |
| Impairment loss on interests in associates | **(20,987)** | (17,700) |
| | **89,465** | 36,213 |
| Fair value of NovaBay Pharmaceuticals, Inc. ("NovaBay") *(Note)* | **12,448** | 23,696 |
| Fair value of Paragon Care Limited ("Paragon) | **102,749** | N/A |

*Note:* As at 31 December 2021, the fair value of the Group's interest in NovaBay, of which its shares are listed on the New York Stock Exchange, was United States Dollars ("US$") 1,954,000 (equivalent to RMB12,448,000) (2020: US$3,632,000 (equivalent to RMB23,696,000)) based on the quoted market price available on the New York Stock Exchange.

As at 31 December 2021, the fair value of the Group's interest in Paragon, of which its shares are listed on the Australian Securities Exchange, was Australian Dollars ("AUD") 22,229,000 (equivalent to RMB102,749,000) based on the quoted market price available on the Australian Securities Exchange.

Details of the Group's interests in associates are as follows:

| Name of associates | Form of entity | Class of shares held | Principal activities | Place of incorporation and operation | Proportion of ownership interest (ordinary share) and voting power held by the Group 2021 | 2020 |
|---|---|---|---|---|---|---|
| NovaBay *(Note 1)* | Incorporated | Ordinary shares | Development and commercialisation of its non-antibiotic anti-infective products | United States | **10.86%** | 12.42% |
| DMAX Co., Ltd ("DMAX") | Incorporated | Ordinary shares | Production zirconia-related dental products | Republic of Korea | **25%** | 25% |
| Paragon *(Note 2)* | Incorporated | Ordinary shares | Production zirconia-related dental | Australia | **17.45%** | 17.7% |

## 18. INTERESTS IN ASSOCIATES (Continued)

*Note 1:* During the year ended 31 December 2021, NovaBay issued shares and warrants to various investors. A loss on dilution of RMB2,800,000 (2020: RMB9,779,000) was recognised in profit or loss. As of 31 December 2021, the Group held a total of 5,188,421 ordinary shares representing approximately 10.86% (31 December 2020: 5,188,421 ordinary shares representing approximately 12.42%) of issued shares of NovaBay. The Group is able to exercise significant influence over NovaBay because it has appointed one director to the board of NovaBay (31 December 2020: one director).

*Note 2:* Starting from 1 January 2021, the Group has resumed the ability to nominate a director to the board of Paragon and accordingly, the equity investment in Paragon is considered as an associate of the Group from 1 January 2021 as the Group has significant influence over Paragon. On 27 January 2021, Paragon has appointed Mr. Li as non-executive director of Paragon. On 3 September 2021, Mr. Li has resigned as non-executive director of Paragon.

As of 1 January 2021, the Group has re-classified the investment of Paragon of RMB67,630,000 from equity instruments at FVTOCI to interests in associates.

During the year ended 31 December 2021, the Group received dividends of approximately RMB2,381,000 from Paragon and purchased additional Paragon's shares with consideration of RMB2,381,000.

Indicated by the financial performance of NovaBay and DMAX for the year ended 31 December 2021, the Group takes into consideration to perform annual impairment assessment for its carrying amount in accordance with IAS 36 as single assets.

The Group takes into consideration the estimation of the recoverable amount of the associate which is the higher of value in use and fair value less costs of disposal. As the shares of NovaBay are listed on New York Stock Exchange in the United States, its fair value less costs of disposal can be determined based on the quoted market price of the shares as management of the Group considers that the cost of disposal is insignificant.

The recoverable amount of the interest in NovaBay as at 31 December 2021 has been determined based on the quoted market price less cost of disposal. As the recoverable amount of the investment is lower (2020: Higher) than the corresponding carrying amount, the Group recognised an impairment loss of RMB3,287,000 (2020: a reversal of impairment loss of RMB25,874,000) for the year ended 31 December 2021 in relation to the interests in associates.

The recoverable amount of the investment in DMAX is determined based on value in use and it is higher (2020: lower) than the corresponding carrying amount, an impairment loss of nil (2020: RMB6,277,000) is recognised for the year ended 31 December 2021 in relation to the interests in associates.

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## 18. INTERESTS IN ASSOCIATES (Continued)

### Summarised financial information of material associates

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's consolidated financial statements prepared in accordance with IFRSs.

The material associates accounted for using the equity method in the consolidated financial statements.

*NovaBay*

| | **2021 RMB'000** | 2020 RMB'000 |
|---|---|---|
| Non-current assets | **126,456** | 74,807 |
| Current assets | **83,968** | 92,919 |
| Non-current liabilities | **89,107** | 27,891 |
| Current liabilities | **21,952** | 18,464 |

| | **2021 RMB'000** | 2020 RMB'000 |
|---|---|---|
| Revenue | **54,173** | 68,452 |
| Total comprehensive expense for the year | **(43,167)** | (82,158) |

Reconciliation of the above summarised financial information to the carrying amount of the interest in NovaBay recognised in the consolidated financial statements:

| | **2021 RMB'000** | 2020 RMB'000 |
|---|---|---|
| Net assets of the associate | **99,365** | 121,371 |
| Proportion of the Group's ownership interest in NovaBay | **10,791** | 15,074 |
| Goodwill | **16,367** | 20,045 |
| Impairment | **(14,710)** | (11,423) |
| Carrying amount of the Group's interest in NovaBay | **12,448** | 23,696 |

## 18. INTERESTS IN ASSOCIATES (Continued)

### Summarised financial information of material associates (Continued)

***DMAX***

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Non-current assets | **56,059** | 65,925 |
| Current assets | **23,332** | 25,806 |
| Non-current liabilities | **16,140** | 23,193 |
| Current liabilities | **32,011** | 27,680 |

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Revenue | **41,257** | 28,869 |
| Total comprehensive expense for the year | **(4,660)** | (8,400) |

Reconciliation of the above summarised financial information to the carrying amount of the interest in DMAX recognised in the consolidated financial statements:

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Net assets of the associate | **31,240** | 39,858 |
| Proportion of the Group's ownership interest in DMAX | **7,810** | 9,965 |
| Goodwill | **7,884** | 8,829 |
| Impairment | **(6,277)** | (6,277) |
| Carrying amount of the Group's interest in DMAX | **9,417** | 12,517 |

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## 18. INTERESTS IN ASSOCIATES (Continued)

### Summarised financial information of material associates (Continued)

***Paragon***

| | 2021 RMB'000 |
|---|---|
| Non-current assets | 808,447 |
| Current assets | 481,303 |
| Non-current liabilities | 385,695 |
| Current liabilities | 317,987 |

| | 2021 RMB'000 |
|---|---|
| Revenue | 1,125,553 |
| Total comprehensive income for the year | 49,729 |
| Dividend received from Paragon during the year | 2,381 |

Reconciliation of the above summarised financial information to the carrying amount of the interest in Paragon recognised in the consolidated financial statements:

| | 2021 RMB'000 |
|---|---|
| Net assets of the associate | 586,068 |
| Proportion of the Group's ownership interest in Paragon | 102,269 |
| Other adjustment *(Note)* | (34,669) |
| Carrying amount of the Group's interest in Paragon | 67,600 |

*Note:* Other adjustment represents the impairment recognised before the transfer to interest in an associate, which was between the fair value of Paragon based on the quoted market price available on the Australian Securities Exchange as of 1 January 2021 and net assets of Paragon as of 1 January 2021.

## 19. EQUITY INSTRUMENTS AT FVTOCI

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Listed investment: | | |
| – Equity securities listed in Australia *(Note a)* | – | 67,630 |
| Unlisted investments: | | |
| – Equity securities A *(Note b)* | 50,300 | 33,900 |
| – Equity securities B *(Note c)* | 10,000 | – |
| | 60,300 | 101,530 |

*Notes:*

a) As of 31 December 2020, the listed equity investment represented 17.7% ordinary shares of an entity listed in Australian Securities Exchange, Paragon. This investment was not held for trading, instead, it was held for long-term strategic purpose. The Group waived its ability to nominate a director to the board of Paragon from 20 November 2018 to 31 December 2020. Thus, it was not considered as an associate of the Group as at 31 December 2020. The Directors had elected to designate this investment in equity instrument at FVTOCI as they believed that recognising short-term fluctuations in this investment's fair value in profit or loss would be inconsistent with the Group's strategy of holding this investment for long-term purpose and realising its performance potential in the long run.

   Starting from 1 January 2021, the Group has resumed the ability to nominate a director to the board of Paragon and accordingly, the equity investment in Paragon is considered as an associate of the Group from 1 January 2021 as the Group has significant influence over Paragon.

b) The amount represent the investment in Shanghai Yuhan fund (上海譽瀚股權投資基金合夥企業(有限合夥), the "Fund"), which is incorporated in the PRC. The Fund specialises in making equity investment in various targets within the pharmaceutical industry. As at 31 December 2021 and 31 December 2020, the Fund received contributions from shareholders of approximate RMB204 million (2020: RMB250 million), among which the Group injected approximate RMB23.4 million (2020: RMB20 million) which accounted for 10% (2020: 8%) of the equity interest of the Fund. The Fund represents an investment in unlisted private entities and structured bank deposits. The Directors have elected to designate this investment in equity instrument at FVTOCI as they believe that recognising short-term fluctuations in this investment's fair value in profit or loss would be inconsistent with the Group's strategy of holding this investment for long-term purpose and realising its performance potential in the long run.

c) The amount represent an investment in Jiaxing Yuhan fund (嘉興譽瀚股權投資合夥企業(有限合夥), the "Jiaxing Fund"), which is incorporated in the PRC. The Jiaxing Fund specialises in making equity investments in various targets within the pharmaceutical industry. As at 31 December 2021, the Jiaxing Fund received contributions from shareholders of approximate RMB151 million, among which the Group injected approximate RMB10 million which accounted for 6.62% of the equity interest of the Jiaxing Fund. The Jiaxing Fund represents an investment in unlisted private entities and structured deposits. The Directors have elected to designate this investment in equity instrument at FVTOCI as they believe that recognising short-term fluctuations in this investment's fair value in profit or loss would be inconsistent with the Group's strategy of holding this investment for long-term purpose and realising its performance potential in the long run.

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## 20. DEFERRED TAX

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Deferred tax assets | **11,958** | 19,524 |
| Deferred tax liabilities | **(25,625)** | (12,853) |
| | **(13,667)** | 6,671 |

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the years ended 31 December 2021 and 31 December 2020:

| | ECL and inventories provision RMB'000 | Unrealised profit on inventories RMB'000 | Accrued expenses RMB'000 | Undistributed profit of subsidiaries RMB'000 | Deferred income RMB'000 | Equity instruments at FVTOCI RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|---|
| At 1 January 2020 | 4,168 | 2,990 | 630 | (7,400) | – | – | 388 |
| Credit (charge) to profit or loss for the year | 8,285 | (1,352) | 4,803 | (600) | (4,853) | – | 6,283 |
| At 31 December 2020 | 12,453 | 1,638 | 5,433 | (8,000) | (4,853) | – | 6,671 |
| Charge to profit or loss for the year | (3,426) | (1,281) | (2,859) | – | (6,047) | – | (13,613) |
| Charge to other comprehensive income for the year | – | – | – | – | – | (6,725) | (6,725) |
| At 31 December 2021 | 9,027 | 357 | 2,574 | (8,000) | (10,900) | (6,725) | (13,667) |

The Group has unused tax losses of RMB30,285,000 (2020: RMB23,633,000) as at 31 December 2021 which is available for offsetting against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. Pursuant to the relevant laws and regulations, the unrecognised tax losses at the end of the reporting period will expire in the following years:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| 2021 | **–** | 4,709 |
| 2022 | **1,267** | 1,267 |
| 2023 | **2,803** | 2,803 |
| 2024 | **8,322** | 8,322 |
| 2025 | **6,532** | 6,532 |
| 2026 | **11,361** | – |
| | **30,285** | 23,633 |

## 20. DEFERRED TAX (Continued)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. The PRC withholding tax is applicable to dividends payable to investors that are "non-PRC tax resident enterprises", which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Under such circumstances, dividends distributed from the PRC subsidiaries in respect of profits earned from 1 January 2008 onwards to non-PRC tax resident group entities shall be subject to the withholding income tax at 5%, if applicable. As at 31 December 2021, the aggregate amount of temporary differences associated with undistributed earnings of the PRC subsidiaries amounted to RMB442,722,000 (2020: RMB408,452,000). Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB282,722,000 (2020: RMB248,452,000) as the Group has set aside such fund for the business development in the PRC and is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 21. INVENTORIES

All inventories represented finished goods of pharmaceutical products and medical devices. As at 31 December 2021, inventories included goods in transit of RMB57,715,000 (2020: RMB35,648,000).

During the year, a reversal of write-down of inventories of RMB6,370,000 (2020: a write-down of inventories of RMB28,909,000) has been recognised by the Group for the inventories that are subsequently sold out and included in cost of sales (2020: due to the drop in market price of personal protective materials).

## 22. TRADE AND OTHER RECEIVABLES

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Trade receivables | 272,084 | 314,816 |
| Less: Allowance for credit losses | (20,244) | (31,474) |
| | 251,840 | 283,342 |
| Other receivables, prepayments and deposits | 20,190 | 23,803 |
| | 272,030 | 307,145 |
| Advance payment to suppliers | 10,129 | 19,349 |
| Advance payment to related parties | 4,360 | 5,023 |
| Other tax recoverable | 19,741 | 36,169 |
| Total trade and other receivables | 306,260 | 367,686 |

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## 22. TRADE AND OTHER RECEIVABLES (Continued)

In relation to the sales of pharmaceutical products, the Group allows a credit period from 30 days to 180 days to its trade customers.

For sales of medical devices, the Group allows the contract sums to be settled by instalments over a general period of 12 months to 36 months as stated in contracts are included in trade receivables.

For sale of personal protective materials, the Group allows a credit period from 30 days to 45 days to its trade customers.

The following is an aging analysis of trade receivables net of allowance for credit losses, presented based on invoice date at respective reporting dates, which approximated the respective revenue recognition dates:

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| 0 to 60 days | 185,363 | 175,608 |
| 61 days to 180 days | 38,252 | 87,018 |
| 181 days to 1 year | 26,513 | 16,930 |
| 1 year to 2 years | 1,712 | 3,786 |
| | 251,840 | 283,342 |

As at 31 December 2021, total bills received amounting to RMB32,434,000 (31 December 2020: RMB36,911,000) are held by the Group for future settlement of trade receivables. The Group continues to recognise their full carrying amounts at the end of the reporting period. All bills received by the Group are with a maturity period of less than one year.

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB31,822,000 (2020: RMB73,114,000) which are past due as at the reporting date. Out of the past due balances, RMB21,373,000 (2020: RMB16,299,000) has been past due 90 days or more and is not considered as in default because there had not been significant change in credit quality and the amounts are still considered recoverable. Other than bills received amounting to RMB32,434,000 (2020: RMB36,911,000), the Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables are set out in note 35(b).

## 23. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

### Pledged bank deposits

The Group's pledged bank deposits represent deposits pledged to banks to secure issue of letter of credit for the year ended 31 December 2021 and 2020, which are therefore classified as current assets. The deposits are to be released upon the settlement of relevant bank borrowings.

Pledged bank deposits carry fixed interest rate from 0.35% to 3.1% (2020: from 0.35% to 1.1%) per annum as at 31 December 2021.

### Bank balances and cash

The Group's bank balances carry interest at market rates that range from 0% to 1.3% (2020: from 0% to 1.3%) per annum as at 31 December 2021.

Details of impairment assessment of pledged bank deposits and bank balances are set out in note 35(b).

## 24. FINANCIAL ASSETS AT FVTPL

| | **2021**<br>**RMB'000** | 2020<br>RMB'000 |
|---|---|---|
| Unlisted investments: | | |
| – Structured bank deposits | **177,230** | 139,600 |

During the year ended 31 December 2021, the Group entered into several contracts of structured deposits with various banks in the PRC. The structured bank deposits earn minimum return of 0.8% to 3.1% per annum (31 December 2020: 1.1% to 3.2% per annum), while the total expected return is up to 3.25% to 4.0% per annum (31 December 2020: 3.3% to 4.75% per annum). The contracts are with maturity on or before 30 March 2022 or are redeemable on demand (2020: on or before 30 March 2021 or are redeemable on demand).

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## 25. TRADE AND OTHER PAYABLES

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Trade payables | **259,964** | 360,718 |
| Payroll and welfare payables | **3,900** | 3,849 |
| Other tax payables | **292** | 1,626 |
| Marketing service fee payables | **10,294** | 19,529 |
| Deposits received from distributors | **13,106** | 26,536 |
| Other payables and accrued charges | **9,495** | 18,103 |
| | **297,051** | 430,361 |

The Group typically receives credit periods on its purchases of goods from 30 days to 180 days.

The following is an aging analysis of trade payables presented based on the delivery date at the end of the reporting dates:

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| 0 to 90 days | **234,572** | 245,778 |
| 91 days to 180 days | **24,740** | 94,280 |
| 181 days to 365 days | **652** | 20,660 |
| | **259,964** | 360,718 |

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## 26. RELATED PARTIES DISCLOSURES

**(a)** The Group had the following material transactions with its related parties during the reporting period:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Purchase of finished goods from NovaBay | 2,517 | 2,432 |
| Purchase of finished goods from DMAX | 1,318 | 2,072 |
| Interest income on amount due from a related party | 1,116 | 3,203 |
| Interest income on loan to an associate | – | 633 |
| Sale of personal protective materials to Angelina Environmental Spain SL ("Angelina Environmental") *(Note)* | – | 17,937 |
| Sale of personal protective materials to NovaBay | – | 11,285 |

*Note:* Angelina Environmental is controlled and beneficially owned by Mr. Li.

**(b)** Balances with related parties at end of reporting period are as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| **Name of the related parties** | | |
| **Non-trade in nature** | | |
| *Amount due from a related party – current* | | |
| Mr. Li – current *(Note a)* | 75 | 41,697 |
| **Trade in nature** | | |
| *Amount due from a related party – current* | | |
| Angelina Environmental *(Note b)* | – | 1,376 |
| *Amount due to a related party – current* | | |
| NovaBay *(Note c)* | 2,033 | – |

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## 26. RELATED PARTIES DISCLOSURES (Continued)

**(b)** Balances with related parties at end of reporting period are as follows: (Continued)

*Notes:*

(a) The amounts as of 31 December 2020 carried a fixed interest of 4.75% per annum which was due according to the payment schedule. The amounts were secured by the share charge of Striker Pharma (Singapore) Ptd. Ltd ("Striker Singapore") (formerly known as Pioneer Pharma (Singapore) Ptd. Ltd) for the payment obligation of Mr. Li. Mr. Li has undertaken to Pioneer HK, a wholly-owned subsidiary of the Company, and the Company that he will settle the amount due to Pioneer HK not less than 20% of any dividend payments in respect of the shares that he and Pioneer BVI may receive from the Company during the 5-year payment schedule. All the balances were due at 22 December 2021 and fully settled during the current year. The balance as at 31 December 2021 is unsecured, interest-free and repayable on demand.

(b) Amount represented trade receivables arising from sale of personal protective materials to Angelina Environmental with credit term of 45 days and the balance was aged within 180 days.

(c) Amount represents trade payables for purchase of finished goods during the year with credit term of 60 days and the balance is aged within 180 days.

### (c) Compensation of key management personnel

The remuneration of key management personnel during the year is as follows:

| | **2021 RMB'000** | 2020 RMB'000 |
|---|---|---|
| Short-term employee benefits | **5,830** | 4,889 |
| Retirement benefits scheme contributions | **439** | 172 |
| | **6,269** | 5,061 |

The Group determines remuneration of key management personnel by reference to the performance of individuals and market trend.

## 27. BANK BORROWINGS

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Carrying amount of bank borrowings repayable within one year and shown under current portion | 13,866 | 15,097 |
| Analysed as: | | |
| Secured | 13,866 | 15,097 |

The borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| **Pledge of assets** | | |
| Pledged bank deposits for letter of credit | 6,574 | 8,074 |
| Equity instrument at FVTOCI for bank borrowing | – | 57,086 |
| Interest in an associate | 67,600 | – |
| | 74,174 | 65,160 |

The effective interest rate on the Group's fixed rate borrowings are ranging from 2.71% to 3.55% per annum (2020: the fixed rate borrowings are ranging from 2.71% to 3.55% per annum). The borrowings are denominated in AUD which is the functional currency of the relevant group entity.

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## 28. LEASE LIABILITIES

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| **Lease liabilities payable:** | | |
| Within one year | 113 | 7 |
| Within a period of more than one year but not more than two years | 71 | – |
| | 184 | 7 |
| Less: Amount due for settlement with 12 months shown under current liabilities | (113) | (7) |
| Amount due for settlement after 12 months shown under non-current liabilities | 71 | – |

The weighted average incremented borrowing rate applied to lease liabilities is 4.9% (2020: 4.9%).

## 29. CONTRACT LIABILITIES

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Advance from customers *(Note)* | 10,523 | 8,817 |

As at 1 January 2020, contract liabilities amounted to RMB8,817,000.

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

| | Advance from customers | |
|---|---|---|
| | 2021 RMB'000 | 2020 RMB'000 |
| Revenue recognised that was included in the contract liabilities balance at the beginning of the year | 8,817 | 10,816 |

*Note:* The Group receives advance from customers pursuant to the terms of sales. The advance results in contract liabilities being recognised until the customer obtains control of the goods. The balance is expected to be recognised as revenue within one year.

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## 30. DEFERRED INCOME

The amount represents the unamortised portion of government grants received with conditions requiring to meet. RMB43,600,000 (2020: RMB19,411,000) have been received at the end of the reporting period to subsidies the cost of construction of its plant and equipment. The relevant assets are construction in progress as at 31 December 2021 and 2020. The amount will be deducted from the carrying amount of the relevant assets after the completion of construction of relevant assets. The amount is transferred to income in the form of reduced depreciation charges over the useful lives of the relevant assets.

## 31. SHARE CAPITAL OF THE COMPANY

| | Number of shares | US$ | Equivalent to RMB'000 |
|---|---|---|---|
| Ordinary share of US$0.01 each | | | |
| **Authorised** | | | |
| At 1 January 2020, 31 December 2020 and 31 December 2021 | 3,000,000,000 | 30,000,000 | 82,096 |
| **Issued and fully paid** | | | |
| At 1 January 2020, 31 December 2020 and 31 December 2021 | 1,260,167,000 | 12,601,670 | 77,566 |

## 32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

At the end of each reporting period, the Company has direct and indirect equity interests in the following subsidiaries:

| Name of subsidiaries | Place of incorporation/ establishment | Date of incorporation/ establishment | Issued and fully paid share/ registered capital | Equity interest attributable to the Group | | Principal activities |
|---|---|---|---|---|---|---|
| | | | | 2021 % | 2020 % | |
| **Directly held** | | | | | | |
| Pioneer HK 先鋒醫藥(香港)有限公司 | Hong Kong | 19 February 2013 | US$5,000,000 | 100 | 100 | Investment holding |
| **Indirectly held** | | | | | | |
| Xiantao Pioneer Medical Services Co. Ltd.*1 仙桃先鋒醫療服務有限公司 | PRC | 22 March 2013 | US$1,000,000 | 100 | 100 | Sales of pharmaceutical products and medical devices |
| Xiantao Pioneer Pharma Co. Ltd. ("Xiantao Pioneer")*2 仙桃市先鋒醫藥有限公司 | PRC | 31 July 2009 | RMB10,000,000 | 100 | 100 | Sales of pharmaceutical products |
| Pioneer Ruici Medical Facilities Company Limited*2 上海先鋒瑞瓷醫療器械有限公司 | PRC | 2 September 2011 | RMB6,000,000 | 100 | 100 | Sales of dental devices |
| Naqu Pioneer*2 那曲地區先鋒醫藥有限公司 | PRC | 21 January 2010 | RMB8,000,000 | 100 | 100 | Sales of imported in-licensed prescription products |
| Haikau Pioneer Pharma Leasing Company Limited*1 海口聚美醫療器械租賃有限公司 | PRC | 18 December 2013 | RMB50,000,000 | 100 | 100 | Sales of medical devices and ancillary tools and accessories leasing |
| Shanghai Jingni Consulting Co. Ltd*2 上海勁霓企業管理諮詢有限公司 | PRC | 19 January 2018 | RMB100,000 | 100 | 100 | Inactive |
| Pioneer Beauty Gallery Biotech Co. Ltd*2 四川先鋒滙美生物科技有限公司 | PRC | 11 June 2018 | RMB18,000,000 | 75 | 70 | Sales of pharmaceutical products |

## 32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

| Name of subsidiaries | Place of incorporation/ establishment | Date of incorporation/ establishment | Issued and fully paid share/ registered capital | Equity interest attributable to the Group 2021 % | Equity interest attributable to the Group 2020 % | Principal activities |
|---|---|---|---|---|---|---|
| Pioneer Pharma (Australia) Pty Ltd 先鋒澳大利亞有限公司 | Australia | 17 August 2018 | AUD100 | 100 | 100 | Investment holding |
| Pioneer Pharma (Chongqing) Co. Ltd *2 重慶乾鋒制藥有限公司 | PRC | 16 November 2018 | RMB10,000,000 | 100 | 100 | Inactive |
| Chongqing Pioneer Pharma Co. Ltd *2 重慶先鋒醫藥有限公司 | PRC | 16 November 2018 | RMB10,000,000 | 100 | 100 | Sales of and imported in-licensed |
| Chongqing Dimei Dental Co. Ltd *2 重慶締美口腔技術有限公司 | PRC | 15 March 2019 | RMB1,000,000 | 100 | 100 | Sales of dental devices and imported in-licensed prescription products |
| Chongqing Pu Dexi Dental Technology Co. Ltd *2 重慶朴德熙口腔技術有限公司 | PRC | 20 November 2019 | RMB17,000,000 | 85 | 85 | Sales of medical devices and research and development on Denture and Implants Dentistry |
| Chongqing Yitian Denture Manufacturing Co. Ltd *2 重慶益添義齒制作有限公司 | PRC | 24 September 2015 | RMB100,000 | 85 | 85 | Denture manufacturing and imported in-licensed prescription products |

* The English name is for identification purpose only.

*Notes:*

1. Established in the PRC in the form of wholly foreign-owned enterprise.

2. Established in the PRC in the form of domestic companies with limited liabilities.

None of the subsidiaries had issued any debt securities at the end of the year.

## 33. RETIREMENT BENEFITS SCHEME

The Group's PRC subsidiaries are required to make contributions to the state-managed retirement schemes operated by respective local governments based on certain percentage of the monthly salaries of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The only obligation of these subsidiaries with respect to the state-managed schemes is to make the specified contributions.

The Group's employees employed in Hong Kong are required to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The Group's contributions to the MPF Scheme are made in accordance with the statutory limits prescribed by the Mandatory Provident Fund Schemes Ordinance of Hong Kong.

The total cost charged to profit or loss of RMB9,322,000 (2020: RMB5,083,000) for the year ended 31 December 2021, represents contributions paid to the retirement benefits scheme by the Group.

As at 31 December 2020 and 2021, there were no outstanding contributions to the MPF Schemes.

## 34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists net debt, which include lease liabilities, amount due to a related party and bank borrowings as disclosed in notes 28, 26 and 27 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated profits.

The Directors review the capital structure on a continuous basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through payment of dividends, issue of new shares as well as issue of new debts or redemption of existing debts.

## 35. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

| | 2021 RMB'000 | 2020 RMB'000 |
|---|---|---|
| Financial assets: | | |
| FVTPL | **177,230** | 139,600 |
| Equity instruments at FVTOCI | **60,300** | 101,530 |
| Amortised cost | **499,619** | 459,290 |
| Financial liabilities: | | |
| Amortised cost | **308,754** | 437,717 |
| Lease liabilities | **184** | 7 |

### (b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, finance lease receivables, financial assets at FVTPL, equity instruments at FVTOCI, amounts due from related parties, pledged bank deposits, bank balances and cash, trade and other payables, amount due to a related party, lease liabilities and bank borrowings. Details of the financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

*Market risk*

*(i) Currency risk*

The Group's exposure to foreign currency risk is arising mainly from:

- Certain bank balances denominated in foreign currencies;
- Certain foreign currency sales and certain trade receivables are denominated in foreign currencies; and
- Certain foreign currency purchases and certain trade payables are denominated in foreign currencies.

At the end of the reporting date, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective group entities' functional currencies are as follows:

| | Assets | | Liabilities | |
|---|---|---|---|---|
| | **2021 RMB'000** | 2020 RMB'000 | **2021 RMB'000** | 2020 RMB'000 |
| US$ | **1,276** | 861 | **88,556** | 185,410 |
| EUR | **557** | 1,637 | **33,287** | 26,182 |
| HKD | **9,161** | 7,008 | **–** | – |

Sensitivity analysis

The sensitivity analysis includes outstanding foreign currency denominated monetary items and inter-company balances denominated in foreign currencies and adjusts their translation at the year end for a 5% change in foreign currency rates. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates.

The group is mainly exposed to US$, HKD and EUR. The following table details the Group's sensitivity to a 5% (2020: 5%) increase and decrease in US$, HKD and EUR against RMB. 5% (2020: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible changes in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2020: 5%) change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in post-tax profit where US$, HKD and EUR weaken 5% (2020: 5%) against the functional currency. For a 5% (2020: 5%) strengthening of US$, HKD and EUR against the functional currency, there would be an equal and opposite impact on the profit and the balances below would be negative.

| | US$ impact | | HKD impact | | EUR impact | |
|---|---|---|---|---|---|---|
| | **2021 RMB'000** | 2020 RMB'000 | **2021 RMB'000** | 2020 RMB'000 | **2021 RMB'000** | 2020 RMB'000 |
| Profit for the year | **3,273** | 6,921 | **(344)** | (263) | **1,227** | 920 |

## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

***Market risk (Continued)***

*(ii) Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to its lease liabilities, pledged bank deposits and amount due from a related party (see note 28 for lease liabilities, note 23 for the pledged bank deposits and note 26 for the amount due from a related party). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank borrowings (see note 23 for bank balance and note 27 for details of the borrowings).

No sensitivity is presented for variable-rate bank balances and variable-rate bank borrowings as the Directors considered that the impact from the relevant interest rate fluctuation is minimal.

*(iii) Other price risk*

The Group is exposed to other price risk through its investments in listed equity securities at FVTOCI.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to price risk at the reporting date. As at 31 December 2020, if the prices of the financial assets at FVTOCI with fair value measurement categorised within Level 1 had been 5% higher/lower, the other comprehensive expense for the year ended 31 December 2020 would decrease/increase by RMB3,382,000 as a result of the changes in fair value of financial assets at FVTOCI.

***Credit risk and impairment assessment***

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, pledged bank deposits, bank balances and amounts due from related parties. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced. In addition, the Group performs impairment assessment under ECL model on trade receivables individually for debtors with credit-impaired balance and on a collective basis for remaining debtors' balances. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is reasonably available without undue cost or effort.

## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

***Credit risk and impairment assessment (Continued)***

The Group measures the loss allowance on liquid funds (including gross carrying amount of pledged bank deposits of RMB6,574,000 (2020: RMB8,074,000) and gross carrying amount of bank balances of RMB224,851,000 (2020: RMB115,009,000) equal to 12m ECL. Credit risk on liquid funds is limited because the counterparties are banks with good reputation with external credit rating of at least A1 assigned by an international credit-rating agency.

The Group measures the loss allowance on amounts due from related parties (gross carrying amount of RMB75,000 (2020: RMB43,073,000)) and other receivables (gross carrying amount of RMB16,337,000 (2020: RMB9,792,000)) equals to 12m ECL. The Group considers there is a low risk of default and does not have any past-due amounts and no loss allowance has been made on these balances as at 31 December 2021.

The Group has concentration of credit risk by individual customer as 8% (2020: 5%) of the total trade receivables as at 31 December 2021 were due from the Group's largest customer whereas 20% (2020: 15%) of the total trade receivables as at 31 December 2021 were due from the Group's five largest customers respectively.

The Group has concentration of credit risk by geographical location as majority of the customers are located in the PRC as at 31 December 2021 and 2020.

As part of the Group's credit risk management, trade receivables have been grouped based on shared credit risk characteristics. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis using provision matrix as at 31 December 2021 within lifetime ECL (not credit impaired). Debtors with credit-impaired with gross carrying amounts of RMB17,720,000 as at 31 December 2021 (2020: RMB27,352,000) were assessed individually.

## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

***Credit risk and impairment assessment (Continued)***

*Gross carrying amount*

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | **Average loss rate** | **Trade receivables RMB'000** | Average loss rate | Trade receivables RMB'000 |
| Share credit risk characteristics *(Note)* | | | | |
| Group 1 | **Less than 0.5%** | **140,253** | Less than 0.5% | 195,692 |
| Group 2 | **1%** | **89,935** | 1% | 12,524 |
| Group 3 | **2-3%** | **12,221** | 2-3% | 52,227 |
| Group 4 | **10-12%** | **11,955** | 10-12% | 27,021 |
| | | **254,364** | | 287,464 |

*Note:* The Group has classified the trade receivables balance into different groupings based on the types of sales, types of debtors and size of operations which are considered to have shared credit risk characteristics and similar loss patterns.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the trade receivables and are adjusted for forward-looking information that is reasonably available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

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## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

*Credit risk and impairment assessment (Continued)*

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

| | Lifetime ECL (not credit-impaired) RMB'000 | Lifetime ECL (credit-impaired) RMB'000 | Total RMB'000 |
|---|---|---|---|
| **As at 1 January 2020** | 3,069 | 5,001 | 8,070 |
| Changes due to financial instruments recognised on 1 January 2020 | | | |
| – Transfer to credit-impaired | (479) | 479 | – |
| – Impairment losses reversed | (2,590) | (408) | (2,998) |
| – Impairment losses recognised | – | 8,036 | 8,036 |
| – Write-offs | – | (2,235) | (2,235) |
| New financial assets originated | 4,122 | 16,479 | 20,601 |
| **As at 31 December 2020** | 4,122 | 27,352 | 31,474 |
| Changes due to financial instruments recognised on 1 January 2021 | | | |
| – Impairment losses reversed | (4,122) | (3,139) | (7,261) |
| – Write-offs | – | (6,493) | (6,493) |
| New financial assets originated | 2,524 | – | 2,524 |
| **As at 31 December 2021** | 2,524 | 17,720 | 20,244 |

## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

***Credit risk and impairment assessment (Continued)***

Change in the loss allowance for trade receivables are mainly due to:

| | 2021 Increase (decrease) in life time ECL | | 2020 Increase (decrease) in life time ECL | |
|---|---|---|---|---|
| | Not credit-impaired RMB'000 | Credit-impaired RMB'000 | Not credit impaired RMB'000 | Credit-impaired RMB'000 |
| Trade debtors with a gross carrying amount of nil (2020: RMB8,515,000) defaulted and transferred to credit-impaired | – | – | (479) | 479 |
| Settlement in full scope of trade debtors with gross carrying amount of RMB287,464,000 (2020: RMB256,533,000) | (4,122) | (3,139) | (2,590) | (408) |
| New trade receivables with gross carrying amount of RMB254,364,000 (2020: RMB311,030,000) | 2,524 | – | 4,122 | 16,479 |

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over three years past due, whichever occurs earlier.

The Group rebuts the presumption of default under ECL for trade receivables over 90 days past due based on the strong financial position with good repayment records of those customers and continuous business relationship with the Group.

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## 35. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

***Liquidity risk***

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

Ultimate responsibility for liquidity risk management rests with the Directors, which has built an appropriate liquidity risk management framework for the management of the Group's funding and liquidity management requirements.

The following table details the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities are based on the agreed maturity dates.

*Liquidity tables*

| | Weighted average interest rate % | On demand or less than three months RMB'000 | Three months to one year RMB'000 | More than one year and less than two years RMB'000 | Total undiscounted cash flows RMB'000 | Carrying amount RMB'000 |
|---|---|---|---|---|---|---|
| **At 31 December 2021** | | | | | | |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | – | 292,855 | – | – | 292,855 | 292,855 |
| Amount due to a related party | – | 2,033 | – | – | 2,033 | 2,033 |
| Bank borrowings | 3.11 | 13,866 | – | – | 13,866 | 13,866 |
| Lease liabilities | 4.90 | 28 | 85 | 80 | 193 | 184 |
| | | 308,782 | 85 | 80 | 308,947 | 308,938 |

| | Weighted average interest rate % | On demand or less than three months RMB'000 | Three months to one year RMB'000 | More than one year and less than two years RMB'000 | Total undiscounted cash flows RMB'000 | Carrying amount RMB'000 |
|---|---|---|---|---|---|---|
| **At 31 December 2020** | | | | | | |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | – | 422,620 | – | – | 422,620 | 422,620 |
| Bank borrowings | 2.71 | 15,119 | – | – | 15,119 | 15,097 |
| Lease liabilities | 4.90 | 4 | 3 | – | 7 | 7 |
| | | 437,743 | 3 | – | 437,746 | 437,724 |

## 35. FINANCIAL INSTRUMENTS (Continued)

### (c) Fair value measurements

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

| Financial asset | Fair value as at | | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable input(s) |
|---|---|---|---|---|---|
| | 31.12.2021 | 31.12.2020 | | | |
| 1) Equity instrument at FVTOCI | – | 17.7% equity investment in Paragon – RMB67,630,000 | Level 1 | Quoted bid prices in active market | Not applicable |
| 2) Financial assets at FVTPL | **Structured bank deposits – RMB177,230,000** | Structured bank deposits – RMB139,600,000 | Level 3 | Discounted cash flows | Expected yields of money market instruments and debt instruments invested by bank and a discount rate that reflects the credit risk of the bank *(Note a)* |
| 3) Equity instruments at FVTOCI | **10% equity investment in the Shanghai Fund – RMB50,300,000**<br><br>**6.62% equity investment in the Jiaxing Fund – RMB10,000,000** | 8% equity investment in the Shanghai Fund – RMB33,900,000 | Level 3 | Market approach by applying market multiples such as the ratio of market capital to net book value from comparable companies and adjusted by discount on lack of marketability | The ratio of market capital to net book value from comparable companies is determined by the mean of comparable companies as at the valuation date *(Note b)*<br><br>Discount for lack of marketability taking into account the external valuer's estimate on the length of time and effort required by the management to dispose of the equity interest which is determined as 15% to 20% *(Note b)* |

*Notes:*

(a) No sensitivity is presented as the Directors considered that the slight change in relevant inputs would not have a significant impact to the fair values.

(b) The higher the ratio of market capital to net book value from comparable companies, the higher the fair value of the equity instrument, and vice versa. The higher of the discount for lack of marketability, the lower the fair value of the equity instrument, and vice versa. No sensitivity is presented as the Directors considered that the slight change in relevant inputs would not have a significant impact to the fair values.

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## 35. FINANCIAL INSTRUMENTS (Continued)

### (c) Fair value measurements (Continued)

There were no transfers between levels in the both years.

Unrealised fair value gain of RMB13,000,000 (2020: RMB3,600,000) included in other comprehensive income related to equity instrument at FVTOCI of level 3 in the fair value hierarchy held at the end of the reporting period and is reported as changes of 'investments revaluation reserve'. The Directors considered the unrealised fair value change of financial assets at FVTPL to be insignificant as at 31 December 2021.

***Reconciliation of level 3 fair value measurements of a financial asset***

| | **Unlisted equity instruments** RMB'000 | **Financial assets at FVTPL** RMB'000 |
|---|---|---|
| At 1 January 2020 | 30,300 | 198,546 |
| Total gains to profit or loss | – | 3,209 |
| Total gains to other comprehensive income | 3,600 | – |
| Placement of financial assets at FVTPL | – | 508,327 |
| Withdrawal/redemption of financial assets at FVTPL | – | (570,482) |
| At 31 December 2020 | 33,900 | 139,600 |
| Acquisition of equity instruments at FVTOCI | 18,000 | – |
| Redemption of an equity instrument at FVTOCI | (4,600) | – |
| Total gains to profit or loss | – | 7,072 |
| Total gains to other comprehensive income | 13,000 | – |
| Placement of financial assets at FVTPL | – | 2,002,320 |
| Withdrawal/redemption of financial assets at FVTPL | – | (1,971,762) |
| At 31 December 2021 | 60,300 | 177,230 |

Except as detailed in above table, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

## 36. SHARE AWARD SCHEME

The Company adopted the Scheme on the Adoption Date with a duration of 10 years commencing from the Adoption Date. The objective of the Scheme is to recognise the contribution by certain employees including directors and senior management of the Group (the "Selected Participants"), and to provide them with incentives in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group.

## 36. SHARE AWARD SCHEME (Continued)

The Company has set up a trust (the "Share Award Scheme Trust") for the purpose of facilitating the purchase, holding and sale of shares in the Group for the benefit of the employees of the Group. All the shares repurchased by the Group through the Share Award Scheme Trust in the Stock Exchange are recorded as treasury stock in the reserve and are for the Scheme only.

The Company will grant the shares under the treasury stock to the Selected Participants (the "Awarded Shares"), in which the Selected Participants will benefit by the appreciation of the shares over its award price on the grant date. The Awarded Shares will be vested in full in three years with one third to be vested on each of the first, the second and the third anniversary of the date of grant respectively.

In accordance with the terms and conditions of the Scheme, the Selected Participants are entitled to receive cash only (and not the Awarded Shares) upon vesting of the Awarded Shares, and should the Selected Participants elect to accept such vesting, the amount the Selected Participants receive would be equal to the number of the vested Award Shares multiply by the gain (being any positive amount resulting from the average sale proceeds less the award price) (the "Gain") and less any relevant personal income tax, if any.

Upon the vesting of the Awarded Shares, the Trustee shall effect the sale of such Awarded Shares at the prevailing market price and transfer the amount representing the Gain in relation to the vested Awarded Shares to the relevant Selected Participants. The proceeds (other than the Gain in relation to the vested Awarded Shares) shall be transferred to the Company or otherwise to be held in any way as determined by the Company (or the board) in its sole and absolute discretion.

The Trustee will not be obligated to transfer any money to the Selected Participant if the amount resulting from the average sale proceeds less the award price is a negative amount.

During the year ended 31 December 2021, the Company repurchased its own ordinary shares through the Share Award Scheme Trust as follows:

| Month of repurchase | Number of ordinary shares | Price per share | | Aggregate consideration |
|---|---|---|---|---|
| | | Highest | Lowest | |
| | | HKD | HKD | HKD'000 |
| January 2021 | 3,295,000 | 1.04 | 0.99 | 3,376 |
| April 2021 | 2,800,000 | 1.08 | 1.05 | 2,982 |
| July 2021 | 2,600,000 | 1.30 | 1.27 | 3,347 |
| September 2021 | 500,000 | 1.59 | 1.58 | 794 |
| November 2021 | 750,000 | 1.25 | 1.21 | 927 |
| December 2021 | 1,253,000 | 1.59 | 1.28 | 1,742 |
| | 11,198,000 | | | 13,168 *(Note)* |

*Note:* The aggregate consideration paid of HKD13,168,000 is equivalent to RMB10,336,000.

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## 36. SHARE AWARD SCHEME (Continued)

On 9 October 2015, the Group has granted a total of 25,060,000 Awarded Shares to 150 employees with an award price of HKD5.076, which represents the average purchase cost per share in relation to all the shares that the Trustee purchased on the market between 22 April 2015 to 28 August 2015 pursuant to the Scheme.

As at 31 December 2021, the Share Award Scheme Trust held 61,676,000 treasury shares (2020: 50,478,000 treasury shares). All the Awarded Shares are remained at the Share Award Scheme Trust for the years ended 31 December 2021 and 2020.

As at 31 December 2021 and 2020, the Group has no liabilities and there is no expense charged during both years in respect of the cash-settled share-based payment.

## 37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

| | **Dividends** RMB'000 *(Note 14)* | **Lease liabilities** RMB'000 *(Note 28)* | **Bank Borrowings** RMB'000 *(Note 27)* | **Total** RMB'000 |
|---|---|---|---|---|
| At 1 January 2020 | – | 187 | 48,843 | 49,030 |
| Financing cash flows | (217,659) | (83) | (33,309) | (251,051) |
| Dividends recognised as distribution | 217,659 | – | – | 217,659 |
| Leases early terminated | – | (97) | – | (97) |
| Foreign exchange translation | – | – | (437) | (437) |
| At 31 December 2020 | – | 7 | 15,097 | 15,104 |
| Financing cash flows | (129,902) | (42) | – | (129,944) |
| Dividends recognised as distribution | 129,902 | – | – | 129,902 |
| New leases entered into | – | 219 | – | 219 |
| Foreign exchange translation | – | – | (1,231) | (1,231) |
| At 31 December 2021 | – | 184 | 13,866 | 14,050 |

## 38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| **Non-current Asset** | | |
| Investment in a subsidiary | 581,472 | 492,335 |
| **Current Asset** | | |
| Bank balances and cash | 8,249 | 5,785 |
| **Current Liability** | | |
| Other payables | 395 | 183 |
| **Net Current Assets** | 7,854 | 5,602 |
| **Total Assets less Current liabilities** | 589,326 | 497,937 |
| **Capital and Reserves** | | |
| Share capital | 77,567 | 77,567 |
| Reserves | 511,759 | 420,370 |
| **Total Equity** | 589,326 | 497,937 |

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## 38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

### Movement in Company's reserves

| | Share premium RMB'000 | Treasury share reserve RMB'000 | Accumulated (losses) profits RMB'000 | Total RMB'000 |
|---|---|---|---|---|
| At 1 January 2020 | 843,697 | (167,674) | (138,444) | 537,579 |
| Profit and total comprehensive income for the year | – | – | 103,240 | 103,240 |
| Repurchase of ordinary shares under the Scheme | – | (2,790) | – | (2,790) |
| Payments of dividends | (217,659) | – | – | (217,659) |
| At 31 December 2020 | 626,038 | (170,464) | (35,204) | 420,370 |
| Profit and total comprehensive income for the year | – | – | 231,627 | 231,627 |
| Repurchase of ordinary shares under the Scheme | – | (10,336) | – | (10,336) |
| Payments of dividends | – | – | (129,902) | (129,902) |
| At 31 December 2021 | 626,038 | (180,800) | 66,521 | 511,759 |

## 39. CAPITAL COMMITMENTS

| | 2021<br>RMB'000 | 2020<br>RMB'000 |
|---|---|---|
| Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements | 5,373 | 16,290 |

## 40. EVENT AFTER THE REPORTING PERIOD

On 23 February 2022, Xiantao Pharma, a subsidiary of the Company, Tiandao Medical Co., Ltd ("Tiandao Medical") and Mr. Xiao Guoguang, a director of the Company, entered into a capital increase agreement, pursuant to which, Xiantao Pharma intends to increase the capital of Hunan Tiantong Environmental Protection Co., Ltd. ("湖南天童環保有限公司") ("Target Company") by RMB27.5 million and hold 55% equity interests of the Target Company. After the completion of the capital increase, the registered capital of the Target Company will increase from RMB20 million to RMB50 million, and Xiantao Pharma, Tiandao Medical and Mr. Xiao Guoguang will hold 55%, 39% and 6% of issued share capital respectively of the Target Company.

The Target Company is a company with limited liability incorporated in China, which is a conglomerate covering research and development of environmental protection technology, industrial production, and marketing and trading. The key projects of the Target Company are the promotion and application of the technology of comprehensive recycling of electroless nickel plating waste and the research and application of complete set of technical equipment for acid-free cleaning of ECD electrocatalytic steel strips.

At the date of approving to issue for these consolidated financial statements, the transaction has not yet completed and upon the completion, the Target Company will become a subsidiary of the Group.