



INNOVATIVE PHARMACEUTICAL BIOTECH LIMITED

領航醫藥及生物科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code 股份代號 : 399)

INTERIM REPORT

中期報告

2022/23

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Gao Yuan Xing
Tang Rong

Non-executive Directors

Jiang Nian (*Chairman*)
Xiao Yan
Wu Yanmin

Independent non-executive Directors

Chen Weijun
Wang Rongliang
Chen Jinzhong

Audit Committee

Chen Weijun (*Chairman*)
Wang Rongliang
Chen Jinzhong

Remuneration Committee

Wang Rongliang (*Chairman*)
Jiang Nian
Chen Jinzhong

Nomination Committee

Jiang Nian (*Chairman*)
Wang Rongliang
Chen Jinzhong

HONORARY CHAIRMAN

Mao Yumin

COMPANY SECRETARY

Poon Hon Yin

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

董事會

執行董事

高源興
唐榕

非執行董事

蔣年 (*主席*)
肖焱
鄔燕敏

獨立非執行董事

陳偉君
王榮樑
陳金中

審核委員會

陳偉君 (*主席*)
王榮樑
陳金中

薪酬委員會

王榮樑 (*主席*)
蔣年
陳金中

提名委員會

蔣年 (*主席*)
王榮樑
陳金中

名譽主席

毛裕民

公司秘書

潘漢彥

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit No. 2111, 21/F.
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

AUDITORS

Elite Partners CPA Limited
10/F, 8 Observatory Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL BANKER

Bank of Communications Co., Ltd.

STOCK CODE

399

COMPANY WEBSITE

www.ipb.asia
www.irasia.com/listco/hk/ipb

香港主要營業地點

香港上環
干諾道中168–200號
信德中心西座
21樓2111室

股份登記總處及過戶代理處

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

香港股份登記分處及過戶代理處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

核數師

開元信德會計師事務所有限公司
香港
九龍尖沙咀
天文台道8號10樓

主要往來銀行

交通銀行股份有限公司

股份代號

399

公司網站

www.ipb.asia
www.irasia.com/listco/hk/ipb

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “directors”) of Innovative Pharmaceutical Biotech Limited, (the “Company”, together with its subsidiaries, the “Group”), I hereby present to all shareholders of the Company (the “Shareholders”) the unaudited consolidated financial results of the Group for the six months ended 30 September 2022 (the “Financial Period”) and the six months ended 30 September 2021 (the “Previous Financial Period”).

Due to the COVID-19 is still affecting the business environment, the Group only recorded revenue of approximately HK\$4.1 million for the Financial Period, a decrease of approximately 37.6% in revenue from approximately HK\$6.6 million as recorded in the Previous Financial Period.

The Company reported a loss for the Period amounted to approximately HK\$118.3 million, as compared with the profit for the Previous Financial Period amounted to approximately HK\$121.11 million. It is due to the Company completed the second amendment of the convertible bond with principal amount of HK\$715 million issued by the Company during the Previous Financial Period, an amount of approximately HK\$250.7 million non-cash item was credited into the income statement.

各位股東：

本人謹代表領航醫藥及生物科技有限公司（「本公司」，連同其附屬公司統稱「本集團」）之董事（「董事」）會（「董事會」）向本公司所有股東（「股東」）提呈本集團截至二零二二年九月三十日止六個月（「本財政期間」）及截至二零二一年九月三十日止六個月（「上一財政期間」）之未經審核綜合財務業績。

由於COVID-19仍然影響着經營環境。本集團於本財政期間之收益僅為約4,100,000港元，較上一財政期間錄得之收益約6,600,000港元減少約37.6%。

本公司於期內錄得虧損約118,300,000港元，而上一個財政期間則錄得溢利約121,110,000港元。由於本公司於上一個財政期間完成本公司所發行本金額為715,000,000港元的可換股債券第二次修訂，約250,700,000港元的非現金項目已計入收益表內。

OUTLOOK

The Group also engages in development of a technology that would allow insulin to be administered orally. The technology is still in the research and development stage. The Group has commenced the part B, Phase III of the clinical trial in August 2020 which is typically considered as the final stage of clinical trial before commercialization. Currently, about 296 patients have participated in the clinical trial. Although the COVID-19 affected the progress of clinical trial, the Group will use its best endeavours to commercialise the product by the mid of 2024.

The Company continues to actively pursue and review cooperation, joint ventures, and investments with suitable partners and will continue to focus on improving the Group's attractiveness and profitability as necessary to enhance shareholder returns and the sustainable long-term development of the Group as a whole.

APPRECIATION

On behalf of all the members of the Board, I would like to take this opportunity to express my gratitude to the Shareholders and business partners of the Group for their continued support and trust during the past years, and my most sincere appreciation to the directors, management, and staff at all levels for their dedication, hard work, and contributions to the Group.

Jiang Nian

Chairman

Shanghai, 29 November 2022

展望

本集團亦致力於開發一種令胰島素可透過口服方式服用之技術。該技術仍處於研發階段。本集團已於二零二零年八月開始臨床試驗第三期B段，其通常被視為商業化臨床試驗之最後階段。目前，約有296名患者參與臨床試驗。儘管COVID-19影響了臨床測試的進展，本集團將盡最大努力於二零二四年中將該產品商業化。

本公司繼續積極物色及檢討合作、合資企業及投資合適之夥伴並將繼續致力提高本集團之吸引力及盈利能力(於必要時)，以增加股東回報及本集團整體之可持續長期發展。

致謝

本人謹藉此機會代表全體董事會成員，對股東及本集團業務夥伴過去多年的恆久支持及信任表達謝意，本人亦謹此對董事、管理層與各級員工專心致志、勤勉工作及為本集團作出的貢獻，致以最真誠的謝意。

蔣年

主席

上海，二零二二年十一月二十九日

Management Discussion and Analysis

管理層討論及分析

GROUP RESULTS

Revenue of the Group for the Financial Period amounted to approximately HK\$4.1 million, representing a decrease of approximately 37.6% as compared with the total revenue of approximately HK\$6.6 million that was recorded in the Previous Financial Period. The decrease was mainly attributable to the decrease in business of the trading of beauty equipment and products segment during the Financial Period. The Group recorded a loss attributable to the owners of the Company amounted to approximately HK\$115.7 million for the Financial Period as compared to profit of HK\$125.1 million in Previous Financial Period. The change from profit to loss is mainly due to the non-cash item result from the completion of the second amendment of Convertible Bonds III in the Previous Financial Period. The Convertible Bonds III were restated to the fair value of the liability component at completion date of the Convertible Bonds III which was less than their carrying value. The difference of the carrying value and the fair value of the liability component amounted to approximately HK\$250,654,000 was credited into income statements for the Previous Financial Period.

BUSINESS REVIEW

Trading of beauty equipment and products

The another wave of COVID-19 outbreak in early of the year 2022 still affects the Company's trading business. During the Financial Period, revenue arising from the trading of beauty equipment and products amounted to approximately HK\$4.1 million, representing a decrease of approximately 37.6% from the revenue in the amount of approximately HK\$6.6 million that was recorded in the Previous Financial Period.

Research and development

The in-process research and development project (the "In-process R&D") represented an in-process research and development project involving an oral insulin product (the "Product"). The Group will inject additional resources into clinical trial of the In-process R&D and consolidate the effort of the project team in order to facilitate the development of it.

集團業績

於本財政期間，本集團之收益約4,100,000港元，較上一財政期間錄得之總收益約6,600,000港元減少約37.6%。有關減少主要由於本財政期間美容設備及產品貿易分部之業務減少。於本財政期間，本集團錄得本公司擁有人應佔虧損約115,700,000港元，上一財政期間則錄得溢利125,100,000港元。轉盈為虧乃主要由於上一財政期間可換股債券三完成第二次修訂而產生的非現金項目所致。可換股債券三已重列至可換股債券三於完成日負債部分的公平值(比其賬面值低)。負債部分賬面值與公平值之間的差異約為250,654,000港元，已計入上一財政期間的收益表內。

業務回顧

美容設備及產品貿易

二零二二年初另一波新冠肺炎疫情爆發仍然影響着本公司的貿易業務。於本財政期間，美容設備及產品貿易所得收益約為4,100,000港元，較上一財政期間錄得之收益約6,600,000港元減少約37.6%。

研發

現正進行之研發項目(「研發過程」)指涉及口服胰島素產品(「該產品」)正在進行的研發項目。本集團將向研發過程的臨床試驗注入額外資源並綜合項目團隊的努力以促進其發展。

Management Discussion and Analysis

管理層討論及分析

The In-process R&D was recorded as intangible asset in Group's consolidated statement of financial position with carrying value of HK\$1,373 million. The management performs the impairment assessment at the end of each reporting period.

At the end of the Financial Period, the Directors of the Company have performed impairment assessment on the intangible asset. The recoverable amount of the intangible asset is determined based on the estimated fair value of the In-process R&D. Based on the assessment, the recoverable amount of the Group's intangible asset is estimated to be higher than the carrying amount and therefore the Directors of the Company considered that no impairment is necessary as at 30 September 2022.

The enrolment of the first batch of patients for the Clinical Trial testing has commenced in July 2020. Currently, about 296 patients have been enrolled in selected participating hospitals to take place in the Clinical Trial. The enrolment of patients will be an ongoing process.

Currently, 19 hospitals are participating in the Clinical Trial. The normal operations of the participating hospitals for the Clinical Trial had been disrupted by the coronavirus pandemic. Based on the latest information available to the Company, the Product is expected to be launched in the market and available for sale at selected hospitals by mid of 2024. The Group is expected to generate a stable source of revenue and profit after the launch of the Product taking into account that (i) there is massive demand in the PRC for innovative insulin products in light of the growing diabetic population; (ii) once the Product is launched, it is expected to become the first oral insulin drug available in the market; (iii) the Product is expected to be sold at a reasonable price range and will provide a superior and effective treatment method for diabetes patients; and (iv) once the Product is launched, it will be protected for a period of 5 years under the current regulations in the PRC which prohibits other companies from manufacturing and/or undergoing clinical trial for similar products.

The Group will make further announcements depending on situation and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") if there is any material development.

研發過程於本集團綜合財務狀況表入賬列作無形資產，賬面值為1,373,000,000港元。管理層於各報告期末進行減值評估。

於本財政期間末，本公司董事已對無形資產作出減值評估。無形資產的可收回款項基於研發過程的估計公平值釐定。根據該評估，估計本集團無形資產的可收回款項將高於其賬面值，因此，本公司董事認為毋須於二零二二年九月三十日作出減值。

就臨床試驗招募第一批患者已於二零二零年七月開始。現時已於指定參與醫院招募約296名患者參與臨床試驗。患者招募過程將持續進行。

現時有19間醫院正在參與臨床試驗。參與臨床試驗的醫院的日常運作因冠狀病毒疫情而受阻。根據本公司最近可得之資料，預計該產品將於二零二四年年中前於市場上推出並於指定醫院銷售。經考慮下列各項，本集團預期該產品推出後將產生穩定的收益及盈利來源：(i)鑒於糖尿病患者人數日增，中國對創新胰島素產品需求強勁；(ii)該產品推出後，預期將為市場上首款口服胰島素藥物；(iii)該產品預期將於合理價格範圍出售，並將為糖尿病患者提供更佳及更有效的治療方式；及(iv)該產品一經推出，將根據中國的現有法規得到五年保障期，期間禁止其他公司生產及／或進行類似產品的臨床試驗。

倘出現任何重大進展，本集團將根據情況按照香港聯合交易所有限公司證券上市規則（「上市規則」）作出進一步公告。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

Trading of beauty equipment and products

The major trading products of the Group are beauty equipment and beauty products, and sales of these beauty equipment and beauty products represent the major component that contributes to the Group's revenue.

The management expects that the barrier of the cross-border activities will be removed in coming year which would improve the current business environment and the Group's trading revenue. The management is going to have been more proactive about diversification on the product range in the trading business which may bring high profit margin and contribution to the Group.

Convertible bond issued by the Company

The Group has outstanding convertible bond with principal amounts of HK\$715,000,000 to be mature in July 2023. The Company is actively negotiating with the convertible bond holder for renewal the maturity of the convertible bond.

Research and development

To further ensure that the Product will be able to commercialise in mid of 2024, the project team of the Group will regularly monitor the progress and make regular reports to the management of the Company so as to ensure the In-process R&D can be completed according to the Group's schedule to commercialise the Product in mid of 2024.

前景

美容設備及產品貿易

本集團的主要貿易產品為美容設備及美容產品，而銷售該等美容設備及美容產品為本集團貢獻大部分收益。

管理層預計跨境活動的障礙將在來年消除，這將改善當前的商業環境和本集團的貿易收入。管理層將更加積極多元化貿易業務的產品範圍，以為本集團帶來高利潤率及貢獻。

本公司發行之可換股債券

本集團之本金額為715,000,000港元之尚未行使可換股債券將於二零二三年七月到期，本公司一直積極與可換股債券持有人就延續可換股債券到期日進行談判。

研發

為進一步確保該產品能夠在二零二四年年中實現商品化，本集團的項目團隊將定期監測進度及定期向本公司管理層報告，確保按照本集團的時間表完成研發過程，以實現該產品於二零二四年年中的商品化。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Capital structure

財務回顧

資本架構

	30.9.2021 二零二一年 九月三十日 HK\$'000 千港元	31.3.2021 二零二一年 三月三十一日 HK\$'000 千港元
Authorised: 50,000,000,000 ordinary shares of HK\$0.01 each (the "Shares")	法定： 50,000,000,000股每股面值 0.01港元之普通股 (「股份」)	
	500,000	500,000
Issued and fully paid: 1,464,193,024 Shares (As at 31 March 2022: 1,464,193,024 Shares)	已發行及已繳足： 1,464,193,024股股份 (於二零二二年三月三十一日： 1,464,193,024股股份)	
	14,642	14,642

Liquidity and financial resources

As at 30 September 2022, the Group had bank and cash balances of approximately HK\$3.8 million (31 March 2022: approximately HK\$4.1 million).

As at 30 September 2022, total borrowings of the Group were approximately HK\$1,103.2 million (31 March 2022: approximately HK\$987.6 million) which reflected the debt value of the Company's unconverted convertible bonds, lease liabilities, amounts due to non-controlling interests, amounts due to former non-controlling interests, loans from a substantial shareholder, amount due to a former associate, and loans from a former associate and a non-controlling interest.

流動資金及財務資源

於二零二二年九月三十日，本集團之銀行及現金結餘約3,800,000港元(二零二二年三月三十一日：約4,100,000港元)。

於二零二二年九月三十日，本集團之總借貸約1,103,200,000港元(二零二二年三月三十一日：約987,600,000港元)，反映本公司之未轉換可換股債券之債務價值、租賃負債、應付非控股權益款項、應付前非控股權益款項、一位主要股東貸款、應付前聯營公司款項及來自一間前聯營公司及一非控股權益貸款。

Management Discussion and Analysis

管理層討論及分析

The ratio of current assets to current liabilities of the Group was 0.02 as at 30 September 2022 as compared to the 0.19 as at 31 March 2022. The Group's gearing ratio as at 30 September 2022 was 0.80 (31 March 2022: 0.72) which is calculated based on the Group's total liabilities of approximately HK\$1,114.4 million (31 March 2022: approximately HK\$999.7 million) and the Group's total assets of approximately HK\$1,391.4 million (31 March 2022: approximately HK\$1,395.0 million).

The Group places importance on security, short-term commitment, and availability of the surplus cash and cash equivalents.

Significant acquisition and investments

The Group had no significant investments, nor had it made any material acquisition or disposal of the Group's subsidiaries or associated companies during the Financial Period.

Charges on the Group's assets

As at 30 September 2022, the Group and the Company did not have any charges on their assets (31 March 2022: Nil).

Foreign exchange exposure

The monetary assets and liabilities and businesses of the Group are mainly conducted in Hong Kong Dollars, Renminbi, and United States Dollars. The Group maintains a prudent strategy in its foreign exchange risk management, with the foreign exchange risk being minimised through balancing the foreign currency monetary assets against foreign currency monetary liabilities, and foreign currency revenue against foreign currency expenditure. The Group did not use any financial instruments to hedge against foreign currency risk during the Financial Period. The Group will continue to monitor its foreign currency exposure closely and consider hedging foreign currency exposure should the need arise.

本集團於二零二二年九月三十日之流動資產對流動負債之比率為0.02，而於二零二二年三月三十一日則為0.19。本集團於二零二二年九月三十日之資本負債比率為0.80(二零二二年三月三十一日:0.72)，乃根據本集團之負債總額約1,114,400,000港元(二零二二年三月三十一日:約999,700,000港元)及本集團之資產總額約1,391,400,000港元(二零二二年三月三十一日:約1,395,000,000港元)計算。

本集團重視盈餘現金及現金等價物之安全、短期承諾和可用性。

重大收購及投資

本集團於本財政期間並無任何重大投資，亦無作出任何重大收購或出售本集團附屬公司或聯營公司之行為。

本集團資產抵押

於二零二二年九月三十日，本集團及本公司並無任何資產抵押(二零二二年三月三十一日:無)。

外匯風險

本集團之貨幣資產及負債以及業務主要以港元、人民幣及美元進行。本集團對其外匯風險管理維持審慎策略，並透過對沖外幣資產與外幣負債以及外幣收益與外幣開支減低外匯風險。於本財政期間，本集團並無使用任何金融工具對沖外幣風險。本集團將繼續密切監察外幣風險，並將於有需要時考慮對沖外幣風險。

Management Discussion and Analysis

管理層討論及分析

Number and numeration of employees

As at 30 September 2022, the Group had 23 full time employees (31 March 2022: 25), most of whom work in the Company's subsidiaries in the PRC. It is the Group's policy that the remuneration of employees and Directors are in line with the market and commensurate with their responsibilities. Discretionary year-end bonuses are payable to the employees based on individual performance. Other employee benefits include medical insurance, retirement schemes, training programmes, and education subsidies.

Total staff costs including the Directors' remuneration for the Financial Period amounts to approximately HK\$3.1 million (Previous Financial Period: approximately HK\$3.7 million).

Segment information

Details of the segment information are set out in note 3 to unaudited condensed consolidated financial statements.

Tang Rong

Executive Director

Hong Kong, 29 November 2022

僱員人數及薪酬

於二零二二年九月三十日，本集團有23名(二零二二年三月三十一日：25名)全職僱員，大部分均任職本公司於中國之附屬公司。本集團之政策乃僱員及董事之薪酬須與市場一致，並與彼等職責相符。酌情年末花紅乃根據個人表現而向僱員支付。其他僱員福利包括醫療保險、退休計劃、培訓課程及教育資助。

於本財政期間之員工總成本(包括董事酬金)約為3,100,000港元(上一財政期間：約3,700,000港元)。

分部資料

分部資料之詳情載於未經審核簡明綜合財務報表附註3。

唐榕

執行董事

香港，二零二二年十一月二十九日

Other Information Provided in Accordance with the Listing Rules 根據上市規則披露之其他資料

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

During the Financial Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to striving good corporate governance practices and emphasising on transparency and accountability to its shareholders and stakeholders for enhancing investor confidence. Throughout the Financial Period, the Company has adopted and complied with all the code provisions as set out in the Corporate Governance Code ("CG Code") as set forth in Appendix 14 to the Listing Rules, save and except for the deviations from code provisions C.2.1 and F.1.1.

Code provision C.2.1

Code provision C.2.1 stipulates that, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Jiang Nian is the chairman of the Group. As at the date of this announcement, the role of chief executive officer remains vacant. The Company is continually looking for a suitable person to assume this role.

Code provision F.1.1

Code provision F.1.1 stipulates that the Company should have a policy on payment of dividends. The Company has not established a dividend policy as the Company considers it more appropriate to determine a dividend payment after taking into account those factors including the Company's then financial performance, operating and capital requirements and market conditions, to enable the Company be in a better position to cope with its future development, which is to the best interest of the Company and its shareholders as a whole.

購買、出售或贖回本公司之 上市證券

於本財政期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

遵守企業管治守則

本公司致力於達致良好的企業管治常規及注重向其股東及持份者保持透明度及問責性，以提升投資者信心。於整個財政期間，本公司已採納及遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）所載之一切守則條文，惟守則條文第C.2.1條及第F.1.1條之偏離情況除外。

守則條文第C.2.1條

守則條文第C.2.1條規定，主席與行政總裁之角色應有區分，並不應由同一人士兼任。蔣年女士為本集團主席。於本公告日期，行政總裁之職位仍懸空。本公司正繼續物色合適人選擔任此職位。

守則條文第F.1.1條

守則第F.1.1條規定，本公司應設有分紅政策，本公司尚未設立股息分紅政策。為了本公司和股東整體的最大利益，本公司認為更合適的股息分紅政策需要綜合考慮本公司當時的財務狀況、經營狀況、資本要求和市場條件，使本公司能夠更好地應對未來的發展這些因素後確定股息分紅政策。

Other Information Provided in Accordance with the Listing Rules 根據上市規則披露之其他資料

AUDIT COMMITTEE

The Audit Committee reviews with the management the accounting policies and practices adopted by the Group and discusses the auditing, internal control and financial reporting matters. The Group's unaudited interim financial statements for the Financial Period have been reviewed by the Audit Committee.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors' securities transactions. Upon specific enquiries being made with all the Directors, each of them have confirmed that they have fully complied with the required standards set out in the Model Code throughout the Financial Period in relation to their securities dealings, if any.

審核委員會

審核委員會與管理層審閱本集團採納之會計政策及慣例，並討論審計、內部監控及財務報告事宜。審核委員會已審閱本集團於本財政期間之未經審核中期財務報表。

董事進行之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事進行證券交易之行為守則。向所有董事作出特定查詢後，彼等各自己確認，於整個財政期間，彼等已就其證券交易(如有)全面遵守標準守則所載之規定標準。

Other Information Provided in Accordance with the Listing Rules 根據上市規則披露之其他資料

DIRECTORS' INTERESTS IN SHARES

As at 30 September 2022, the interests or short positions of the Directors, chief executive of the Company or their associates in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be recorded in the register and required to be kept by the Company under Section 352 of the SFO, or which is otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the issued share capital of the Company

Name of Director 董事姓名	Capacity 身份	Number of shares/ underlying shares held 持有之股份/ 相關股份數目	Percentage of the issued share capital of the Company 佔本公司已發行股 本百分比
Tang Rong 唐榕	Beneficial owner 實益擁有人	396,200	0.03%

Save as disclosed above, as at 30 September 2022, none of the Directors, chief executive of the Company nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which is otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份之權益

於二零二二年九月三十日，本公司董事、高級行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之任何股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條本公司須存置之登記冊內或須根據標準守則以其他方式知會本公司及聯交所之權益或淡倉如下：

於本公司已發行股本之好倉

除上文披露者外，於二零二二年九月三十日，概無本公司董事、高級行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條本公司須存置之登記冊或須根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。

Other Information Provided in Accordance with the Listing Rules

根據上市規則披露之其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2022, the register of interests and short positions in the shares and underlying shares of the Company kept under Section 336 of the SFO showed that, the following, other than a Director or chief executive of the Company, had an interest or deemed interest of 5% or more in the issued share capital of the Company:

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年九月三十日，根據證券及期貨條例第336條存置之本公司股份及相關股份之權益及淡倉登記冊所載，下列人士(不包括本公司之董事或高級行政人員)於本公司已發行股本中擁有或被視為擁有5%或以上權益：

Long/Short positions in the issued share capital of the Company

於本公司已發行股本之好倉／淡倉

Name of Shareholder 股東姓名／名稱	Capacity 身份	Number of shares/ underlying shares held 持有之股份／ 相關股份數目	Long (L) or Short (S) position 好倉(L)或 淡倉(S)	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Dr. Mao Yumin (note 1) 毛裕民博士(附註1)	Beneficial owner 實益擁有人	1,187,200,000	L	81.08%
	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	5.65%
United Gene Holdings Limited (note 1) 聯合基因控股有限公司(附註1)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	5.65%
Dr. Xie Yi (note 2) 謝毅博士(附註2)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	5.65%
Ease Gold Investments Limited (note 2) (附註2)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	5.65%
Good Links Limited (note 3) (附註3)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.53%
Victory Trend Limited (note 3) (附註3)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.53%
Best Champion Holdings Limited (note 4) 凱佳控股有限公司(附註4)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.53%
China United Gene Investment Holdings Limited (note 5) (附註5)	Beneficial owner 實益擁有人	7,770,810	L	0.53%
Chau Yiu Ting 周耀庭	Beneficial owner 實益擁有人	328,600,000	L	22.44%

Other Information Provided in Accordance with the Listing Rules 根據上市規則披露之其他資料

Notes:

1. These include (i) 363,200,000 ordinary shares held by Dr. Mao directly; (ii) 824,000,000, 55,000,000 and 20,000,000 derivative shares held by Dr. Mao, JNJ Investments Limited (“JNJ”) and United Gene International Holdings Group Limited respectively, which shall be issued by the Company upon exercise of the conversion rights attached to the convertible bonds in an aggregate principal amount of HK\$359,600,000 issued by the Company. JNJ is an indirect wholly-owned subsidiary of United Gene Group Limited, which is in turn owned as to 33% by United Gene Holdings Limited. United Gene International Holdings Group Limited is wholly-owned by JNJ; (iii) 7,770,810 ordinary shares held through China United Gene Investment Holdings Limited, which is held as to 60% by Best Champion Holdings Limited, and which is in turn held as to 33.5% and 33% by United Gene Holdings Limited and Victory Trend Limited respectively. Victory Trend Limited is wholly owned by Good Links Limited. United Gene Holdings Limited and Good Links Limited are 100% and 50% held by Dr. Mao respectively.
2. Ease Gold Investments Limited, is wholly-owned by Dr. Xie Yi (“Dr. Xie”), which owns 33.50% and 33% equity interests of Best Champion Holdings Limited and United Gene Group Limited respectively.
3. Victory Trend Limited is wholly-owned by Good Links Limited, which is in turn owned as to 50% by Dr. Mao and as to 50% by Dr. Xie. Victory Trend Limited owns 33.00% equity interests of Best Champion Holdings Limited.
4. The equity interest of Best Champion Holdings Limited is owned as to 33.50%, 33.50% and 33.00% by United Gene Holdings Limited, Ease Gold Investments Limited and Victory Trend Limited, respectively.
5. China United Gene Investment Holdings Limited is owned as to 60% by Best Champion Holdings Limited.

Save as disclosed above, the directors were not aware of any other relevant interests or short positions of 5% or more in the issued share capital of the Company as at 30 September 2022.

附註：

1. 彼等包括(i)由毛博士直接持有的363,200,000股普通股；(ii)於行使可換股價券附帶之轉換權後，由本公司發行之衍生股份 — 本金總額為359,600,000港元之可換股價券，乃分別由毛博士持有824,000,000股、JNJ投資有限公司(JNJ)持有55,000,000股及聯合基因國際有限公司持有20,000,000股。JNJ為一間United Gene Group Limited間接全資擁有的附屬公司，而United Gene Group Limited由聯合基因控股有限公司擁有33%。聯合基因國際有限公司由JNJ全資擁有；(iii)由凱佳控股有限公司擁有60%股權的China United Gene Investment Holdings Limited持有之7,770,810股普通股，聯合基因控股有限公司及Victory Trend Limited分別持有33.5%及33%凱佳控股有限公司股份。Victory Trend Limited由Good Links Limited全資擁有。毛博士分別持有聯合基因控股有限公司的100%權益及Good Links Limited的50%權益。
2. Ease Gold Investments Limited (由謝毅博士(謝博士)全資擁有)分別擁有凱佳控股有限公司及United Gene Group Limited之33.50%及33%股權。
3. Victory Trend Limited 由 Good Links Limited 全資擁有，而 Good Links Limited 由毛博士及謝博士分別擁有50%及50%，而 Victory Trend Limited 擁有凱佳控股有限公司之33.00%股權。
4. 凱佳控股有限公司分別由聯合基因控股有限公司、Ease Gold Investments Limited 及 Victory Trend Limited 擁有33.50%、33.50%及33.00%股權。
5. China United Gene Investment Holdings Limited 由凱佳控股有限公司擁有60%股權。

除上文披露者外，於二零二二年九月三十日，董事並不知悉佔本公司已發行股本5%或以上之任何其他相關權益或淡倉。

Other Information Provided in Accordance with the Listing Rules 根據上市規則披露之其他資料

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

During the Financial Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司之 上市證券

於本財政期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
	Notes		
	附註		
Revenue	3	4,138	6,632
Cost of sales and services		(3,717)	(5,891)
Gross profit		421	741
Other income		43	—
Other gains and losses, net	4	—	250,654
Selling expenses		(39)	(82)
Administrative expenses		(6,592)	(8,856)
Research and development expenses		(1,498)	(6,519)
Finance costs	5	(110,607)	(114,827)
(Loss) profit before tax		(118,272)	121,111
Income tax		—	—
(Loss) profit for the period	6	(118,272)	121,111

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Notes		(unaudited)	(unaudited)
附註		(未經審核)	(未經審核)
Other comprehensive (expense) income	其他全面(開支)收益		
Items that may be subsequently reclassified to profit or loss:	其後可能重新分類至損益之項目：		
Exchange difference on translation of foreign operations	換算海外業務之匯兌差額	(79)	181
		(79)	181
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	(118,351)	121,292
(Loss) profit for the period attributable to:	以下人士應佔期內(虧損)溢利：		
Owners of the Company	本公司擁有人	(115,661)	125,076
Non-controlling interests	非控股權益	(2,611)	(3,965)
		(118,272)	121,111

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
	Notes 附註		
Total comprehensive (expense) income for the period attributable to:	以下人士應佔期內全面(開支)收益總額：		
Owners of the Company	本公司擁有人	(115,740)	125,257
Non-controlling interests	非控股權益	(2,611)	(3,965)
		(118,351)	121,292
		HK cents	HK cents
		港仙	港仙
(Loss) earnings per share	每股(虧損)盈利		
Basic	基本	(7.90)	8.54
Diluted	攤薄	(7.90)	8.54

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 September 2022

於二零二二年九月三十日

			At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		Notes 附註		
Non-current assets	非流動資產			
Right-of-use assets	使用權資產		1,881	2,822
Intangible assets	無形資產	10	1,373,224	1,373,224
			1,375,105	1,376,046
Current assets	流動資產			
Trade receivables	貿易應收賬款	11	9,251	9,260
Prepayments, deposits and other receivables	預付款項、按金及其 他應收款項		3,219	5,607
Bank and cash balances	銀行及現金結餘		3,821	4,083
			16,291	18,950

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 September 2022

於二零二二年九月三十日

			At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
Current liabilities		流動負債		
Trade payables	12	貿易應付賬款	7,953	8,153
Lease liabilities		租賃負債	1,850	1,881
Accruals and other payables		應計費用及其他應付款項	3,245	3,975
Amounts due to non-controlling interests		應付非控股權益款項	3,092	3,092
Amounts due to former non-controlling interests		應付前非控股權益款項	724	724
Loan from a substantial shareholder		來自一位主要股東貸款	43,500	40,000
Amount due to a former associate		應付前聯營公司款項	41,947	41,947
Convertible Bonds	13	可換股債券	722,080	—
			824,391	99,772
Net current liabilities		流動負債淨額	(808,100)	(80,822)
Total assets less current liabilities		總資產減流動負債	567,005	1,295,224
Non-current liabilities		非流動負債		
Convertible bonds	13	可換股債券	259,919	871,791
Lease liabilities		租賃負債	75	968
Loan from a non-controlling interest		來自非控股權益貸款	10,346	10,346
Loan from a former associate		來自前聯營公司貸款	19,671	16,853
			290,011	899,958
NET ASSETS		資產淨額	276,994	395,266

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 September 2022

於二零二二年九月三十日

			At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Capital and reserves	資本及儲備			
Share capital	股本	14	14,642	14,642
Reserves	儲備		(679,670)	(564,009)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(665,028)	(549,367)
Non-controlling interests	非控股權益		942,022	944,633
TOTAL EQUITY	權益總額		276,994	395,266

The condensed consolidated financial statements on pages 18 to 26 were approved and authorised for issue by the Board of Directors on 29 November 2022 and are signed on its behalf by:

載於第18頁至第26頁之簡明綜合財務報表已經由董事會於二零二二年十一月二十九日批准及授權刊發，並由以下董事代表簽署：

JIANG NIAN

蔣年

DIRECTOR

董事

TANG RONG

唐榕

DIRECTOR

董事

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

	Attributable to owners of the Company 本公司擁有人應佔								
	Share capital	Share premium	Convertible bonds equity reserve	Other reserve	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	股本	股份溢價	可換股債券權益儲備	其他儲備	外幣兌換儲備	累計虧損	總計	非控股權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Note a) (附註a)			
At 1 April 2021 (audited) 於二零二一年四月一日(經審核)	14,642	1,119,294	575,392	4,140	(38)	(2,308,782)	(595,352)	954,058	358,706
Profit for the period 期內溢利	–	–	–	–	–	125,076	125,076	(3,965)	121,111
Other comprehensive expense for the period 期內其他全面開支	–	–	–	–	181	–	181	–	181
Total comprehensive expense for the period 期內全面開支總額	–	–	–	–	181	125,076	125,257	(3,965)	121,292
At 30 September 2021 (Unaudited) 於二零二一年九月三十日(未經審核)	14,642	1,119,294	575,392	4,140	143	(2,183,706)	(470,095)	950,093	479,998

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

	Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests 非控股權益	Total equity 權益總額
	Share capital 股本	Share premium 股份溢價	Convertible bonds equity reserve 可換股債券權益儲備	Other reserve 其他儲備	Foreign currency translation reserve 外幣兌換儲備	Accumulated losses 累計虧損	Total 總計			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 April 2022 (audited) 於二零二二年四月一日(經審核)	14,642	1,119,294	575,392	4,140	144	(2,262,979)	(549,367)	944,633	395,266	
Loss for the period 期內虧損	-	-	-	-	-	(115,661)	(115,661)	(2,611)	(118,272)	
Other comprehensive expense for the period 期內其他全面開支	-	-	-	-	79	(79)	-	-	-	
Total comprehensive expense for the period 期內全面開支總額	-	-	-	-	79	(115,740)	(115,661)	(2,611)	(118,272)	
At 30 September 2022 (unaudited) 於二零二二年九月三十日(未經審核)	14,642	1,119,294	575,392	4,140	223	(2,378,469)	(665,028)	942,022	276,944	

Note:

(a) Remittance outside the PRC of retained profits of the subsidiaries established in the PRC is subject to approval of the local authorities and the availability of foreign currencies generated and retained by these subsidiaries.

附註：

(a) 於中國成立之附屬公司之保留溢利之境外匯款須經當地政府當局批准及視乎此等附屬公司產生及保留外幣之可能性而定。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(2,858)	(15,285)
FINANCING ACTIVITIES	融資活動		
Interest paid on lease liabilities	租賃負債之已付利息	(30)	(17)
Repayment of lease liabilities	償還租賃負債	(924)	(1,096)
Loan from a substantial shareholder	應付一位主要股東貸款	3,500	10,000
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額	2,546	8,887
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(312)	(6,398)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	期初現金及現金等價物	4,083	8,992
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動影響	50	(183)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, represented by bank balances and cash	期末現金及現金等價物，指銀行結餘及現金	3,821	2,411

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1.1 Going Concern Basis

In preparing these condensed consolidated financial statements, the directors have considered the future liquidity of the Group, including but not limited to the followings:

- (i) The Group has net current liabilities of approximately HK\$808,100,000 as at 30 September 2022 in which the outstanding convertible bonds with principal amounts of HK\$715,000,000 to be mature in July 2023; and
- (ii) The Group’s major assets, being the development of oral insulin product in the PRC, is currently under the stage of Phase III clinical trial (“Clinical Trial”), the validity of future cash flow arising from the commercialisation of the oral insulin product is depending on the successful of the Clinical Trial and obtaining the necessary approval from National Medical Products Administration.

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

1. 編製基準

簡明綜合財務報表乃按香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。

1.1 持續經營基準

於編製綜合財務報表時，董事已考慮本集團的未來流動資金狀況，包括但不限於以下各項：

- (i) 本集團於二零二二年九月三十日之流動負債淨額約為808,100,000港元，當中包括本金額為715,000,000港元之尚未行使可換股債券將於二零二三年七月到期；及
- (ii) 本集團之主要資產為在中國開發口服胰島素產品，目前正處於臨床試驗第三期(「臨床試驗」)，而口服胰島素產品商品化產生的未來現金流量之有效性取決於臨床試驗的成功，及取得國家藥品監督管理局的必要批准。

該等狀況顯示存在重大不確定性，或會令人對本集團的持續經營能力產生重大疑問，因此，本集團可能無法在日常業務過程中變現其資產及償還其負債。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

1. BASIS OF PREPARATION (Continued)

1.1 Going Concern Basis (Continued)

Notwithstanding the aforesaid conditions, these condensed consolidated financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern for the foreseeable future. In the opinion of the Directors, the Group can meet its financial obligations as and when they fall due within next 12 months from the date of the condensed consolidated financial statements, after taking into consideration of the following measures and arrangements

- (i) The Company obtained a confirmation from the Group's former associate and confirm in written that they will not demand for repayment of approximately HK\$41,947,000 as at 30 September 2022 for a period of at least 12 months from the date of these condensed consolidated financial statements.
- (ii) The Company obtained the financial support of the substantial shareholder and confirm in written that they will not demand for the loan of HK\$43,500,000 as at 30 September 2022 for a period of at least 12 months from the date of these condensed consolidated financial statements and agreed to provide the Company with sufficient financial support to enable the Company to meet its obligations to third parties as and when they fall due and to continue as a going concern.

1. 編製基準(續)

1.1 持續經營基準(續)

儘管出現上述狀況，該等簡明綜合財務報表乃按持續經營基準編製，並假設本集團能於可見未來持續經營。董事考慮下列的措施及安排之後，認為本集團應付由簡明綜合財務報表日期起計的十二個月內到期的財務責任。有關措施及安排如下：

- (i) 本公司已取得本集團前聯營公司之確認，以書面方式確認，彼等不會於簡明綜合財務報表日起計至少十二個月內要求本公司償還於二零二二年九月三十日之約41,947,000港元。
- (ii) 本公司獲得主要股東之財政支持，以書面形式確認，彼等不會於簡明綜合財務報表日起計至少十二個月內要求本公司償還於二零二二年九月三十日之貸款43,500,000港元，並同意向本公司提供充裕財政支持，使本公司得以向第三方履行到期還款責任，並繼續按持續經營基準經營。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

1. BASIS OF PREPARATION (Continued)

1.1 Going Concern Basis (Continued)

- (iii) The management of the Company is currently working on the Clinical Trial which has been commenced in July 2020. The management is making every effort to achieve the expected timeline that the oral insulin product will be launched in the mid of 2024. As at the date of this announcement, there is no negative feedback from the Clinical Trial. The Group performs annual tests of impairment on intangible asset and no impairment is required.
- (iv) The Company is actively negotiating with the convertible bond holder for renewal the maturity of the convertible bond.
- (v) Smart Ascent has obtained further financing facilities of HK\$12,000,000 from its shareholders, Clear Rich International Limited, a wholly owned subsidiary of the Group, and Extrawell BVI Limited, a wholly owned subsidiary of Extrawell to support the Clinical Trial and other development cost. The total funding amount will be shared by the Group and Extrawell in proportion of 51% and 49% respectively. The amount of the financing facilities HK\$7,000,000 is available at the date of these condensed consolidated financial statements.

1. 編製基準(續)

1.1 持續經營基準(續)

- (iii) 本公司管理層現在進行臨床試驗。臨床試驗已於二零二零年七月開始，管理層戮力實行預期時間表，使口服胰島素產品將於二零二四年年中推出。於本公告日期，臨床試驗並無出現負面的反饋。本集團就無形資產進行年度減值測試，並且無需進行減值。
- (iv) 本公司一直積極與可換股債券持有人就延續可換股債券到期日進行談判。
- (v) 進生已自其股東晴富國際有限公司(本集團的全資附屬公司)及 Extrawell BVI Limited (精優的全資附屬公司)進一步取得融資信貸12,000,000港元以承擔臨床試驗及其他開發成本。總出資金額將由本集團及精優分別以51%及49%的比例負擔。於本簡明綜合財務報表日，該融資信貸可用金額為7,000,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

1. BASIS OF PREPARATION (Continued)

1.1 Going Concern Basis (Continued)

On the basis of the foregoing, and after assessing the Group's current and forecasted cash positions, the Directors are satisfied that the Group will be able to meet in full the Group's financial obligations as they fall due for the period of twelve months from the date of these condensed consolidated financial statements. Accordingly, the condensed consolidated financial statements of the Group have been prepared on the going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to implement the abovementioned plans and measures. Whether the Group will be able to continue as a going concern would depend on the Group's ability to generate financial and operating cash flows through the following:

- (i) Successful to complete the Clinical Trial and the Product have launch in the mid of 2024; and
- (ii) Successful negotiation with the holder of the convertible bond for renewal the maturity of the convertible bond.

Should the above measures not be implemented as planned, the adoption of going concern basis may not be appropriate, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable amounts, and reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these condensed consolidated financial statements.

1. 編製基準(續)

1.1 持續經營基準(續)

基於上文所述及經評估本集團的目前及預計現金狀況後，董事信納本集團將可繼續於其財務責任於簡明綜合財務報表日期起計十二個月期間到期時全面履行有關責任。據此，本集團的簡明綜合財務報表已按持續基準編製。

儘管如此，本公司管理層能否實施上述計劃及措施仍存有重大的不確定性。本集團能否以持續經營基礎繼續經營，將視乎本集團能否通過以下方式，獲得融資及經營現金流量：

- (i) 成功完成臨床試驗，該產品將於二零二四年年中推出；及
- (ii) 與可換股債券持有人就延續可換股債券到期日的談判成功。

倘若上述措施未能按計劃實行，採取持續經營基準不一定恰當，並須作出調整，將本集團資產之賬面值撇減至可變現淨額，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未於簡明綜合財務報表中反映。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at revalued amounts or fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2022 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2022.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2021 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3
香港財務報告準則第3號之修訂
Amendments to HKAS 16

香港會計準則第16號之修訂

Amendments to HKAS 37

香港會計準則第37號之修訂
Amendments to HKFRSs

香港財務報告準則之修訂

The application of the amendment to HKFRSs in the current period has had no material impact on the interim condensed consolidated financial information. The Group has not early adopted any new and revised HKFRSs that have been issued by HKICPA but are not yet effective.

2. 主要會計政策

簡明綜合財務報表乃根據過往成本編撰，惟若干按重估金額或公平值計量(如適用)之財務工具除外。

除以下陳述外，截至二零二二年九月三十日止六個月的簡明綜合財務報表所採用的會計政策及計算方法與編製本集團截至二零二二年三月三十一日止年度之年度財務報表所遵循者一致。

應用新訂及經修訂香港財務報告準則

本集團於本中期期間首次應用以下由香港會計師公會頒佈之經修訂香港財務報告準則(其自二零二二年四月一日或之後開始的年度期間強制生效)以編製本集團簡明綜合財務報表：

Reference to the Conceptual Framework

對概念框架的提述

Property, Plant and Equipment — Proceeds before Intended Use

物業、廠房及設備 — 達致擬定用途前之所得款項

Onerous Contracts — Cost of Fulfilling a Contract

虧損合約 — 履行合約之成本

Annual Improvements to HKFRSs 2018–2020

香港財務報告準則2018年至2020年之年度改善

於本期間應用經修訂香港財務報告準則並無對中期簡明綜合財務資料造成重大影響。本集團尚未提早採納任何香港會計師公會已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

The Group has two reportable and operating segments as follows:

- (a) trading of beauty equipment and products in Hong Kong (“Trading of beauty equipment and products”)
- (b) research and development and commercialisation of products (“Research and development”)

The Group’s reportable and operating segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

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

3. 收益及分部資料

本集團有以下兩個呈報及營運分部：

- (a) 於香港進行美容設備及產品貿易(「美容設備及產品貿易」)
- (b) 研發並商品化產品(「研發」)

本集團呈報及營運分部是提供不同產品及服務的策略性業務單位。因各業務所需的技術及市場策略不同，該等分部受個別管理。

下表為按呈報及經營分部分類的本集團收益及業績分析：

Trading of beauty equipment and products		Research and development		Total	
美容設備及產品貿易		研發		總計	
2022	2021	2022	2021	2022	2021
二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
4,138	6,632	—	—	4,138	6,632
(382)	659	(3,782)	(8,091)	(3,400)	(7,432)

Six months ended 30 September

截至九月三十日止六個月

Revenue from external customers

來自外界客戶之收益

4,138 6,632 — — 4,138 6,632

Segment (loss) profit after tax

除稅後分部(虧損)溢利

(382) 659 (3,782) (8,091) (3,400) (7,432)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION (Continued)

3. 收益及分部資料(續)

		Six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Reconciliation of reportable segment (loss) profit after tax:	除稅後呈報分部(虧損)溢利對賬：		
Total segment loss	分部虧損總額	(3,400)	(7,432)
Corporate and other expenses	企業及其他開支	(114,872)	(122,111)
Unallocated other income, gains and losses, net	未分配其他收入、收益及虧損淨額	—	250,654
Consolidated (loss) profit for the period	期內綜合(虧損)溢利	(118,272)	121,111

4. OTHER GAINS AND LOSSES, NET

4. 其他收益及虧損淨額

		Six months ended 30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Gain on modification of convertible bonds	修訂可換股債券之收益	—	250,654

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2022

截至二零二二年九月三十日止六個月

5. FINANCE COSTS

5. 財務費用

		Six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Effective interest expense on convertible bonds	可換股債券實際利息 開支	110,208	114,441
Interest expense on loan from the subsidiary of a former associate	來自一間前聯營公司之 附屬公司貸款之 利息開支	369	369
Interest on lease liability	租賃負債之利息	30	17
		110,607	114,827

6. (LOSS) PROFIT FOR THE PERIOD

(Loss) Profit for the period has been arrived at after charging the following:

6. 期內(虧損)溢利

期內(虧損)溢利乃扣除下列各項後達致：

		Six months ended 30 September 截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Depreciation of right-of-use assets	使用權資產折舊	941	1,137
Cost of inventories recognised as an expense	確認為開支之存貨成本	3,717	5,891
Staff costs including directors' emoluments	包括董事酬金在內之員 工成本	3,105	3,679

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7. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors have determined that no dividend will be paid in respect of the interim period (2021: Nil).

7. 股息

於本中期期間概無派付、宣派或擬派股息。董事決定，概不會就本中期期間支付股息(二零二一年：無)。

8. (LOSS) EARNINGS PER SHARE

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

8. 每股(虧損)盈利

本公司擁有人應佔每股基本(虧損)盈利按以下數據計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss) profit	(虧損) 溢利		
(Loss) profit for the purposes of basic and diluted earnings per share ((loss) profit for the period attributable to owners of the Company)	就計算每股基本及攤薄盈利之(虧損)溢利(本公司擁有人應佔期內(虧損)溢利)	(115,661)	125,076
		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 Number of shares 股份數目 '000 以千計	2021 二零二一年 Number of shares 股份數目 '000 以千計
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted (loss) earnings per share	就計算每股基本及攤薄(虧損)盈利之普通股加權平均數	1,464,193	1,464,193

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8. (LOSS) EARNINGS PER SHARE

(Continued)

The computation of diluted loss per share for the six months ended 30 September 2022 does not assume the conversion of the Company's outstanding convertible bonds since their assumed conversion would decrease the loss per share for that period.

The computation of diluted earnings per share does not assume the conversion of the Company's outstanding convertible bonds because the conversion prices of those convertible bonds were higher than the average market price for shares for the period ended 30 September 2021.

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

No property, plant and equipment was acquired and disposed by the Group during the six months ended 30 September 2022 period (six months ended 30 September 2021: Nil).

10. INTANGIBLE ASSETS

The intangible assets represent an in-process research and development project involving an oral insulin product (the "Product") (the "In-process R&D"). The patents of an invention "a method of production of oil-phase preparation of oral insulin (一種製備口服胰島素油相製劑的方法)" in relation to the Product are registered under the joint names of Fosse Bio-Engineering Development Limited ("Fosse Bio") and Tsinghua University, Beijing ("THU") granted by State Intellectual Property Office of the PRC and United States Patent and Trademark Office of the United States of America on 4 August 2004 and 28 March 2006 respectively and will be expired on 20 April 2021 and 12 April 2022 respectively. Fosse Bio is a subsidiary of Smart Ascent, which became a subsidiary of the Company upon completion of the acquisition on 28 July 2014. In addition, Fosse Bio and THU have entered into the agreements in 1998 (the "THU Collaboration Arrangement") in connection

8. 每股(虧損)盈利(續)

計算截至二零二二年九月三十日止六個月之每股攤薄虧損時，並無假設本公司之未轉換可換股債券被轉換，此乃由於假設該等可換股債券被轉換，會減少該段期間之每股虧損。

計算每股攤薄盈利時，並無假設本公司之未轉換可換股債券被轉換，此乃由於該等可換股債券之轉換價於截至二零二一年九月三十日止期間高於股份平均市價。

9. 物業、廠房及設備變動

於截至二零二二年九月三十日止六個月內，本集團並無購入及出售物業、廠房及設備(截至二零二一年九月三十日止六個月：無)。

10. 無形資產

無形資產指涉及口服胰島素產品(「該產品」)正在進行的研發項目(「研發過程」)。一項有關該產品之「一種製備口服胰島素油相製劑的方法」之專利以福仕生物工程股份有限公司(「福仕」)及北京清華大學(「清華大學」)共同名義登記，並由中國國家知識產權局及美國國家專利及商標局分別於二零零四年八月四日及二零零六年三月二十八日授出，並將分別於二零二一年四月二十日及二零二二年四月十二日到期。福仕是進生之附屬公司，並於本公司在二零一四年七月二十八日完成收購後成為本公司之附屬公司。此外，福仕及清華大學於一九九八年簽訂多項有

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10. INTANGIBLE ASSETS (Continued)

with the research and development of the Product. The THU Collaboration Arrangement has been expired in October 2018. On 12 November 2018, the Group has entered into a supplemental agreement with THU to renew the term of the collaboration for another five years to October 2023 (the “renewed THU Collaboration Arrangement”). Pursuant to the renewed THU Collaboration Arrangement, Fosse Bio would be entitled to commercialise the relevant technologies of the Product and to manufacture and sell the Product on an exclusive basis, and THU, is entitled to 1.5% of Fosse Bio’s annual sales upon commercialisation of the Product. Accordingly, Fosse Bio has the exclusive right for the commercialisation of the Product for the duration of the unexpired term of the renewed THU Collaboration Arrangement. The recoverable amount of the In-process R&D is determined based on fair value calculations. The fair value calculation used cash flow projections, prepared by the management based on certain key assumptions. The expected future economic benefits attributable to the In-process R&D approved by the management cover a 10-year period and a discount rate of 25.8% was used. The management believed that any reasonably possible change in any of these assumptions used in cash flow projections would not cause the carrying amount of In-process R&D to exceed the recoverable amount. Other key assumptions for fair value calculations related to the estimation of cash inflows which include budgeted sales and gross margins where such estimation is based on management’s expectations for the market development.

Based on the recoverable amount estimation, the directors of the Company are in the opinion that no impairment on the In-process R&D should be recognised.

10. 無形資產(續)

關研發該產品之協議(「清華大學合作協議」)。清華大學合作協議已於二零一八年十月到期。於二零一八年十一月十二日，本集團已與清華大學訂立補充協議，以將合作年期另外重續五年至二零二三年十月(「重續清華大學合作協議」)。根據該重續清華大學合作協議，福仕有權商品化該產品之有關技術及獨家生產及銷售該產品，而清華大學有權於該產品商品化完成後享有福仕1.5%之年銷售額。據此，福仕在重續清華大學合作協議未屆滿年期內擁有商品化該產品之專有權。研發過程之可收回金額乃按公平值計算法釐定。公平值計算法使用管理層基於若干主要假設編製之現金流量預測。由管理層批准之研發過程應佔之預期未來經濟利益涵蓋10年期，並採用25.8%之貼現率。管理層相信，該等用於現金流量預測之假設之任何合理可能變化將不會導致研發過程之賬面值超出可收回金額。其他有關估計現金流入之公平值計算法之主要假設，包括銷售預算及毛利率，是基於管理層對市場發展之預期作出。

根據可收回金額估計，本公司董事認為，毋須就研發過程確認減值。

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11. TRADE RECEIVABLES

The credit terms granted by the Group to its customers generally range from 90 days.

The following is an analysis of trade receivables by age, presented based on the invoice dates, which approximated the respective revenue recognition dates at the end of the reporting period:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
30 days or less	30日或以下	903	316
31 to 60 days	31至60日	842	320
61 to 90 days	61至90日	611	741
Over 90 days	90日以上	6,895	7,883
		9,251	9,260

12. TRADE PAYABLES

The following is an analysis of trade payables by age, presented based on the invoice date:

		At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
30 days or less	30日或以下	821	301
31 to 60 days	31至60日	732	306
Over 180 days	180日以上	6,400	7,546
		7,953	8,153

11. 貿易應收賬款

本集團授予客戶之信貸期一般為90日。

根據發票日期(與有關收益於報告期末之確認日期相若)呈列之貿易應收賬款賬齡分析如下:

12. 貿易應付賬款

貿易應付賬款按發票日期呈列之賬齡分析如下:

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13. CONVERTIBLE BONDS

13. 可換股債券

	At 30 September 2022 於二零二二年 九月三十日 HK\$'000 千港元	At 31 March 2022 於二零二二年 三月三十一日 HK\$'000 千港元
Current liabilities		
Convertible Bonds III	722,080	—
Non-current liabilities		
Convertible Bonds I	198,296	176,520
Convertible Bonds II	61,623	55,445
Convertible Bonds III	—	639,826
	259,919	871,791
	981,999	871,791

Convertible Bonds I

The Company issued convertible bonds in an aggregate principal amount of HK\$436,800,000 and HK\$51,200,000 respectively on 25 October 2013 and 27 December 2013 (collectively referred to as “Convertible Bonds I”) for the acquisition of the convertible bonds issued by Extrawell in aggregate principal amount of HK\$320,650,000 (“Sale CB-I”) and 450,000,000 ordinary shares of Extrawell. Both Sale CB-1 and 450,000,000 ordinary shares of Extrawell were disposed in October 2019. The Convertible Bonds I with a zero coupon rate mature on the tenth anniversary of the date of issue.

The Convertible Bonds I entitle the bond holders to convert them into shares of the Company at any time within 10 years from the date of issue of the Convertible Bonds I, at the conversion price per share of HK\$0.4, subject to anti-dilution clauses.

If the Convertible Bonds I have not been converted, they will be redeemed at par on the tenth anniversary of the date of issue.

可換股債券一

本公司已於二零一三年十月二十五日及二零一三年十二月二十七日發行本金總額分別為436,800,000港元及51,200,000港元的可換股債券(統稱「可換股債券一」)，以收購由精優發行本金總額為320,650,000港元的可換股債券(「待售可換股債券一」)及450,000,000股精優普通股。待售可換股債券一及450,000,000股精優普通股均已於二零一九年十月出售。可換股債券一之票面息率為零，於發行日期起計十週年當日到期。

可換股債券一賦予債券持有人權利，於發行可換股債券一日期後10年內隨時將可換股債券一轉換為本公司股份，轉換價為每股股份0.4港元，須受反攤薄條款限制。

倘可換股債券一未獲轉換，則將於發行日期起計十週年當日按面值予以贖回。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds I (Continued)

The Convertible Bonds I are issued in HK\$. The fair values of the liability component were HK\$42,886,000 and HK\$4,981,000 for the Convertible Bonds I issued by the Company at 25 October 2013 and 27 October 2013 respectively, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair values of the conversion option of HK\$671,267,000 and HK\$82,161,000 were classified as the equity component for Convertible Bonds I issued by the Company at 25 October 2013 and 27 October 2013 respectively, and are calculated using Binomial Model.

None of the Convertible Bond I was converted into ordinary shares of the Company during both interim period.

The movement of the Convertible Bonds I for both periods is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	256,000	139,963
Interest charge (Note 5)	利息開支(附註5)	—	17,975
30 September 2021 (unaudited)	二零二一年九月三十日 (未經審核)	256,000	157,938
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	256,000	176,520
Interest charge (Note 5)	利息開支(附註5)	—	21,776
30 September 2022 (unaudited)	二零二二年九月三十日 (未經審核)	256,000	198,296

13. 可換股債券(續)

可換股債券一(續)

可換股債券一以港元發行。本公司於二零一三年十月二十五日及二零一三年十月二十七日發行可換股債券一之負債部分公平值分別為42,886,000港元及4,981,000港元，乃透過貼現現金流量法，利用類似非可換股債券的現行市場利率釐定，並計及本公司之信貸風險。本公司於二零一三年十月二十五日及二零一三年十月二十七日發行之可換股債券一分類為權益部分之換股權公平值分別為671,267,000港元及82,161,000港元，乃採用二項式模式計算。

於兩段中期期間，概無可換股債券一獲轉換為本公司普通股。

於兩段期間內，可換股債券一之變動載列如下：

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds II

The Company issued convertible bonds in an aggregate principle amount of HK\$64,000,000, HK\$64,000,000, HK\$64,000,000 and HK\$64,000,000 respectively on 24 April 2014, 30 August 2014, 31 December 2014 and 30 April 2015 (collectively referred to as “Convertible Bonds II”) for the acquisition of the convertible bonds issued by Extrawell in an aggregate principal amount up to HK\$256,520,000 (“Sale CB-II”) first, second, third and fourth batches respectively which was disposed in October 2019. The Convertible Bonds II with zero coupon rate will mature on the tenth anniversary of the date of issue.

The Convertible Bonds II entitle the bond holders to convert them into shares of the Company at any time within 10 years from the date of issue of the Convertible Bonds II at the conversion price per share of HK\$0.4, subject to anti-dilution clauses.

If the Convertible Bonds II have not been converted, they will be redeemed at par on the tenth anniversary of the date of issue.

13. 可換股債券(續)

可換股債券二

本公司已於二零一四年四月二十四日、二零一四年八月三十日、二零一四年十二月三十一日及二零一五年四月三十日發行本金總額分別為64,000,000港元、64,000,000港元、64,000,000港元及64,000,000港元的可換股債券(統稱「可換股債券二」)，以分別收購第一批、第二批、第三批及第四批由精優發行本金總額最高為256,520,000港元的可換股債券(「待售可換股債券二」，其已於二零一九年十月出售)。可換股債券二之票面息率為零，於發行日期起計十週年當日到期。

可換股債券二賦予債券持有人權利，於發行可換股債券二日期後10年內隨時將可換股債券二轉換為本公司股份，轉換價為每股股份0.4港元，須受反攤薄條款限制。

倘可換股債券二未獲轉換，則將於發行日期起計十週年當日按面值予以贖回。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds II (Continued)

The Convertible Bonds II are issued in HK\$. The fair values of the liability components were HK\$6,622,000, HK\$6,916,000, HK\$7,577,000 and HK\$7,790,000 for the Convertible Bonds II issued by the Company at 24 April 2014, 30 August 2014, 31 December 2014 and 30 April 2015 respectively, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair values of the conversion option of HK\$131,454,000, HK\$118,983,000, HK\$112,597,000 and HK\$109,371,000 classified as equity components for the Convertible Bonds II issued by the Company at 24 April 2014, 30 August 2014, 31 December 2014 and 30 April 2015 respectively are calculated using Binomial Model.

None of Convertible Bonds II was converted into ordinary shares of the Company during both interim periods.

13. 可換股債券(續)

可換股債券二(續)

可換股債券二以港元發行。本公司於二零一四年四月二十四日、二零一四年八月三十日、二零一四年十二月三十一日及二零一五年四月三十日發行之可換股債券二負債部分之公平值分別為6,622,000港元、6,916,000港元、7,577,000港元及7,790,000港元，乃透過貼現現金流量法，利用類似非可換股債券的現行市場利率釐定，並計及本公司之信貸風險。本公司於二零一四年四月二十四日、二零一四年八月三十日、二零一四年十二月三十一日及二零一五年四月三十日發行之可換股債券二分類為權益部分之換股權公平值分別為131,454,000港元、118,983,000港元、112,597,000港元及109,371,000港元，乃採用二項式模式計算。

於兩段中期期間，概無可換股債券二獲轉換為本公司普通股。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds II (Continued)

The movement of the Convertible Bonds II for both periods is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	103,600	66,045
Interest charge (Note 5)	利息開支(附註5)	—	5,005
30 September 2021 (unaudited)	二零二一年九月三十日 (未經審核)	103,600	71,826
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	103,600	55,445
Interest charge (Note 5)	利息開支(附註5)	—	6,178
30 September 2022 (unaudited)	二零二二年九月三十日 (未經審核)	103,600	61,623

Convertible Bonds III

The Company issued convertible bonds in an aggregate principal amount of HK\$715,000,000 on 28 July 2014 (collectively referred to as “Convertible Bonds III”) for the acquisition of 51% equity interest in Smart Ascent. The Convertible Bonds III with a coupon rate of 3.5% per annum mature on the seventh anniversary of the date of issue.

The Convertible Bonds III entitle the bond holders to convert them into shares of the Company at any time within 7 years from the date of issue of the Convertible Bonds III, at the conversion price per share of HK\$2.5, subject to anti-dilution clauses.

If the Convertible Bonds III have not been converted, they will be redeemed at par on the seventh anniversary of the date of issue.

13. 可換股債券(續)

可換股債券二(續)

於兩段期間，可換股債券二之變動載列如下：

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	103,600	66,045
Interest charge (Note 5)	利息開支(附註5)	—	5,005
30 September 2021 (unaudited)	二零二一年九月三十日 (未經審核)	103,600	71,826
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	103,600	55,445
Interest charge (Note 5)	利息開支(附註5)	—	6,178
30 September 2022 (unaudited)	二零二二年九月三十日 (未經審核)	103,600	61,623

可換股債券三

本公司已於二零一四年七月二十八日發行本金總額為715,000,000港元的可換股債券(統稱「可換股債券三」)，以收購進生51%股權。可換股債券三之票面年息率為3.5%，於發行日期起計七週年當日到期。

可換股債券三賦予債券持有人權利，於發行可換股債券三日期後七年內隨時將可換股債券三轉換為本公司股份，轉換價為每股股份2.5港元，須受反攤薄條款限制。

倘可換股債券三未獲轉換，則將於發行日期起計七週年當日按面值予以贖回。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds III (Continued)

The Convertible Bonds III are issued in HK\$. The fair value of the liability component was HK\$233,547,000 for the Convertible Bonds III issued by the Company at 28 July 2014, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair value of the conversion option of HK\$136,646,000 was classified as the equity component for the Convertible Bonds III issued by the Company at 28 July 2014 and is calculated using Binomial Model.

On 28 October 2019, the Company completed the amendment of the term and condition of the Convertible Bond III with Extrawell. Under the amendment, Extrawell agreed the due date for annual interest payment of HK\$25,025,000 due on 27 July 2019, 2020 and 2021 amended to on or before 28 July 2021; and additional interest of HK\$11,261,250 shall be paid by the Company on 28 July 2021. Detail of the amendments of the term and condition of the Convertible Bond III are set out in the Company's circular dated 13 September 2019.

On 16 August 2021, the Company completed the second amendment of the term and condition of the Convertible Bonds III with Extrawell. Under the second amendment, Extrawell agreed the maturity date of the Convertible Bond III shall be extended to 28 July 2023. The annual interest payment of HK\$25,025,000 due on 27 July 2019 to 2023 amended to 28 July 2023; and additional interest of HK\$40,915,875 shall be paid by the Company on 28 July 2023. Detail of the second amendments of term and condition of the Convertible Bonds III are set out in the Company circular dated 13 July 2021.

13. 可換股債券(續)

可換股債券三(續)

可換股債券三以港元發行。本公司於二零一四年七月二十八日發行之可換股債券三負債部分之公平值為233,547,000港元，乃透過貼現現金流量法，利用類似非可換股債券的現行市場利率釐定，並計及本公司之信貸風險。本公司於二零一四年七月二十八日發行之可換股債券三分類為權益部分之換股權公平值為136,646,000港元，乃採用二項式模式計算。

於二零一九年十月二十八日，本公司完成與精優修訂可換股債券三的條款及條件。根據修訂，精優同意將於二零一九年、二零二零年及二零二一年七月二十七日到期應付的25,025,000港元的每年利息付款到期日改為二零二一年七月二十八日或之前；及本公司須於二零二一年七月二十八日支付額外利息11,261,250港元。修訂可換股債券三條款及條件之詳情載於本公司日期為二零一九年九月十三日之通函。

於二零二一年八月十六日，本公司完成與精優訂立可換股債券三的條款及條件的第二次修訂。根據第二次修訂，精優同意將可換股債券三的到期日延後至二零二三年七月二十八日。於二零一九年至二零二三年七月二十七日到期的年利息25,025,000港元修訂至二零二三年七月二十八日支付；而額外利息40,915,875港元須由本公司於二零二三年七月二十八日支付。可換股債券三的條款及條件的第二次修訂詳情載於本公司日期為二零二一年七月十三日的通函。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds III (Continued)

At 16 August 2021, the fair value of the liability component was HK\$550,682,000 for the Convertible Bonds III, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. No fair value of the conversion option for the Convertible Bonds III and is calculated using Binomial Model. The inputs into the model were as follows:

	16 August 2021
	Principal of
	HK\$715,000,000
	二零二一年
	八月十六日
	本金額
	715,000,000 港元

Stock price	股價	HK\$0.225 港元
Exercise price	行使價	HK\$2.5 港元
Discount rate	貼現率	24.125%
Risk-free rate (Note a)	無風險利率(附註a)	0.133%
Expected volatility (Note b)	預期波幅(附註b)	27.294%
Expected dividend yield (Note c)	預期股息收益率(附註c)	0.00%

Notes:

附註:

- | | | | |
|-----|--|-----|-----------------------------|
| (a) | The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation. | (a) | 該利率乃參考於估值日期香港政府債券及庫券的孳息率釐定。 |
| (b) | Based on the historical price volatility of the Company over the bond period. | (b) | 基於債券期間本公司的過往股價波幅。 |
| (c) | Estimated regarding the historical dividend payout of the Company. | (c) | 根據本公司的過往股息派付估計得出。 |

None of Convertible Bonds III was converted into ordinary shares of the Company during both interim periods.

於兩段中期期間，概無可換股債券三獲轉換為本公司普通股。

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13. CONVERTIBLE BONDS (Continued)

Convertible Bonds III (Continued)

The movement of the Convertible Bonds III for both periods is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	715,000	726,528
Interest charge (Note 5)	利息開支(附註5)	—	91,461
Modification of Convertible bond	修訂可換股債券	—	(250,654)
30 September 2021 (unaudited)	二零二一年九月三十日 (未經審核)	715,000	567,335
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	715,000	639,826
Interest charge (Note 5)	利息開支(附註5)	—	82,254
30 September 2022 (unaudited)	二零二二年九月三十日 (未經審核)	715,000	722,080

13. 可換股債券(續)

可換股債券三(續)

於兩段期間，可換股債券三之變動列載如下：

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14. SHARE CAPITAL

14. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定：		
As at 1 April 2021, 30 September 2021, 1 April 2022 and 30 September 2022	於二零二一年四月一日、 二零二一年九月三十日、 二零二二年四月一日及 二零二二年九月三十日	50,000,000	500,000
Issued and fully paid:	已發行及繳足：		
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	1,464,193	14,642
As at 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	1,464,193	14,642
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	1,464,193	14,642
As at 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	1,464,193	14,642

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15. RELATED PARTY TRANSACTIONS

During the period, the Group entered into the following transactions with related parties:

15. 關連人士交易

本集團於期內與關連人士進行之交易如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Service fee expense paid and payable to Dr. Mao, a shareholder of the Company	已付及應付本公司股東毛博士之服務費開支	336	336
Compensation of key management personnel:	主要管理人員之報酬：		
Short-term employment benefits	短期僱員福利	1,623	1,623
Post-employment benefits	離職後福利	14	14

At the end of reporting period, the amount due to Dr. Mao, a shareholder of the Company was HK\$43,500,000 (at 31 March 2022: HK\$40,000,000). The amount is unsecured, non-interest bearing and repayment term was one year after drawdown date.

於報告期末，應付本公司股東毛博士之款項為43,500,000港元（於二零二二年三月三十一日：40,000,000港元），該款項為無抵押及不計息，還款期為支款日起計一年。

