



朗生醫藥控股有限公司 Lansen Pharmaceutical Holdings Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股份代號：503

健朗人生
Caring For Health 活力無限
Cherishing Life



2022

Annual Report 年報

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五年財務摘要

Five-Year Financial Summary

截至十二月三十一日止年度

For the year ended 31 December

		二零一八年 2018 千美元 US\$'000	二零一九年 2019 千美元 US\$'000	二零二零年 2020 千美元 US\$'000	二零二一年 2021 千美元 US\$'000	二零二二年 2022 千美元 US\$'000
業績	RESULTS					
收入	Revenue	56,872	54,257	54,386	54,180	65,558
毛利	Gross profit	30,271	33,329	35,179	34,409	44,295
除所得稅前溢利	Profit before income tax	2,090	18,642	91,402	2,404	9,915
所得稅開支	Income tax expense	(1,930)	(293)	(3,197)	(1,501)	(1,318)
年內溢利	Profit for the year	160	18,349	88,205	903	8,597

於十二月三十一日

As at 31 December

		二零一八年 2018 千美元 US\$'000	二零一九年 2019 千美元 US\$'000	二零二零年 2020 千美元 US\$'000	二零二一年 2021 千美元 US\$'000	二零二二年 2022 千美元 US\$'000
資產及負債	ASSETS AND LIABILITIES					
總資產	Total assets	201,913	183,959	252,778	172,312	183,958
總負債	Total liabilities	(113,462)	(82,584)	(55,496)	(55,711)	(62,008)
資產淨值	Net assets	88,451	101,375	197,282	116,601	121,950

財務摘要

Financial Highlights

截至十二月三十一日止年度

For the year ended 31 December

	二零二二年 2022	二零二一年 2021	變動 Change
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業績(千美元) :		Results (US\$'000):		
收入	Revenue	65,558	54,180	21.0%
毛利	Gross profit	44,295	34,409	28.7%
經營溢利	Profit from operations	14,158	5,558	154.7%
除所得稅前溢利	Profit before income tax	9,915	2,404	312.4%
本公司擁有人應佔溢利	Profit attributable to owners of the Company	8,597	903	852.0%
盈利能力 :		Profitability:		
毛利率	Gross profit margin	67.6%	63.5%	4.1%
純利率	Net profit margin	13.1%	1.7%	11.4%
每股基本盈利(美仙)	Basic earnings per share (US cents)	2.12	0.23	1.89

於十二月三十一日

As at 31 December

	二零二二年 2022	二零二一年 2021	變動 Change
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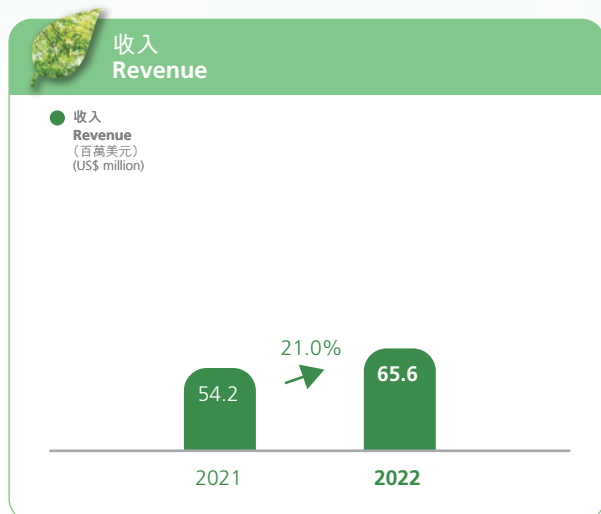
財務狀況(千美元) :		Financial Position (US\$'000):		
總資產	Total assets	183,958	172,312	6.8%
本公司擁有人應佔權益	Equity attributable to owners of the Company	121,950	116,601	4.6%
總負債	Total liabilities	62,008	55,711	11.3%
現金及銀行結餘	Cash and bank balances	76,305	48,489	57.4%
流動資金狀況 :		Liquidity:		
流動比率(倍)	Current ratio (times)	2.2	2.1	0.1
淨負債權益比率*	Net debt-to-equity ratio*	不適用 N/A	不適用 N/A	不適用 N/A

* 淨負債權益比率=(借款-現金及銀行結餘)/總權益

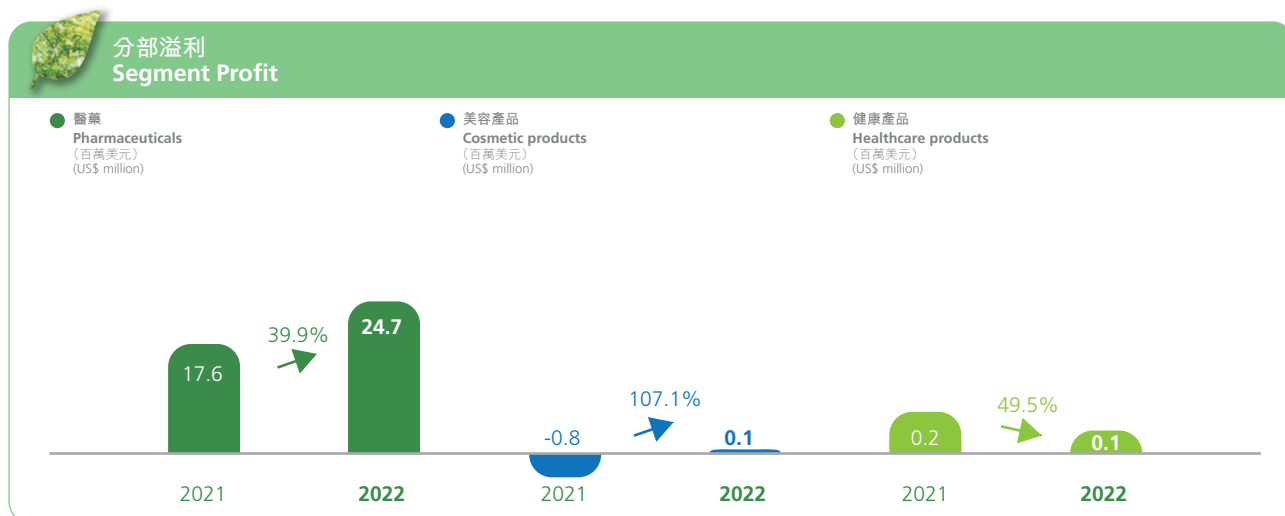
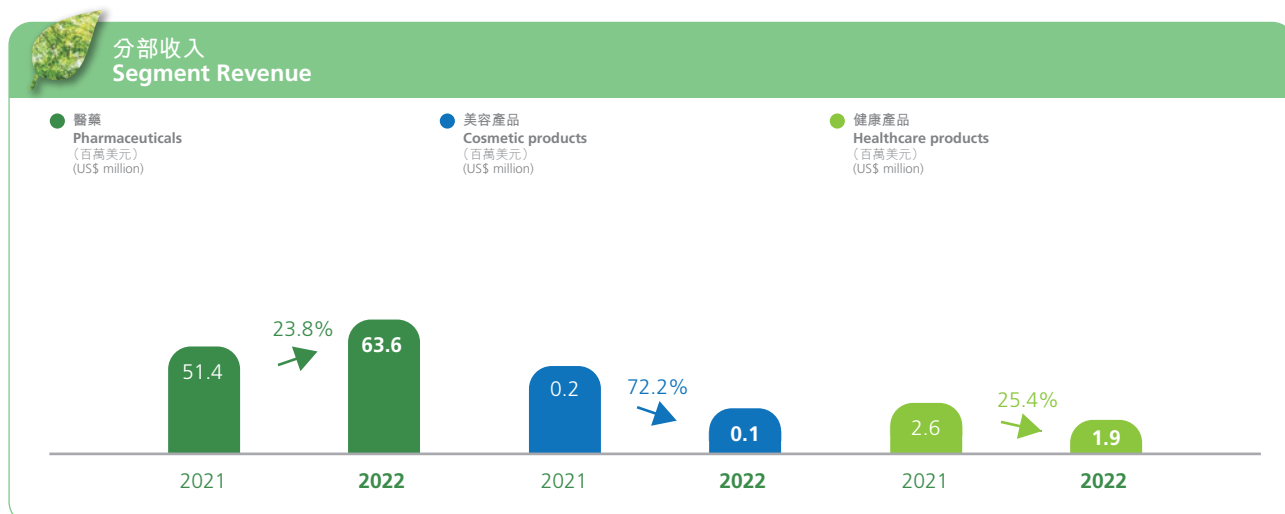
* Net debt-to-equity ratio = (Borrowings - cash and bank balances)/Total equity

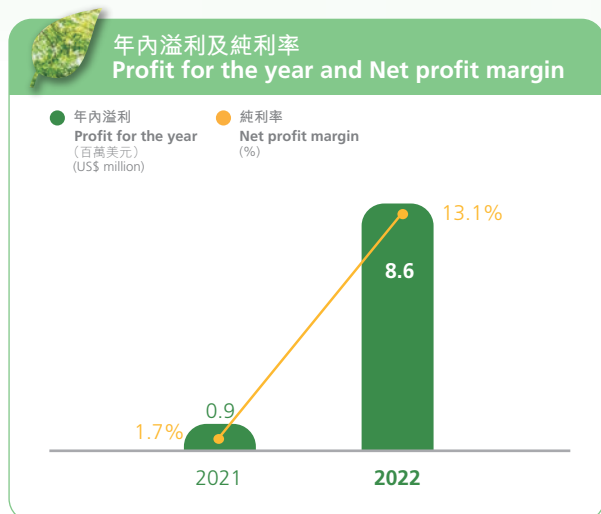
財務摘要

Financial Highlights

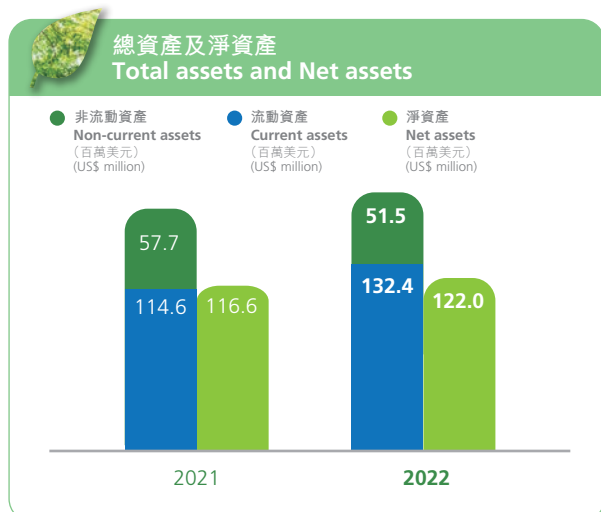


- 收入上升 21.0%
- Revenue increased by 21.0%





- 年內溢利上升852.0%
- 純利率上升11.4%
- Profit for the year increased by 852.0%
- Net profit margin increased by 11.4%



- 總資產上升6.8%
- 淨資產上升4.6%
- Total assets increased by 6.8%
- Net assets increased by 4.6%

主席報告

Chairman's Statement

本人謹代表朗生醫藥控股有限公司（「本公司」）及其附屬子公司（「朗生」或「本集團」）董事會（「董事會」）在此向全體股東提呈本集團截至二零二二年十二月三十一日止財政年度的年度報告。

二零二二年回顧

本集團在二零二二年按照既定的策略穩步發展其醫藥業務，包括在銷售方面繼續落實市場和產品的兩個覆蓋，並在供應和生產方面實現降本增效。同時，集團計劃通過加強研發、復產已有產品及尋找新產品的引入等方式，擴大我們的產品組合。希望為集團未來幾年的發展打下堅實的基礎。

二零二二年，上述努力初見成效，銷售和業績開始恢復性增長。本集團營業總額錄得約65.6百萬美元，較去年上升約21.0%，主要來自於本集團主打產品帕夫林和新適確得的貢獻。二零二二年本集團錄得經營溢利約14.2百萬美元，較去年上升154.7%，升幅主要歸因於收入上升及降本增效工作提升了毛利率。二零二二年本集團錄得淨利潤約8.6百萬美元，較去年的微利約0.9百萬美元上升約852.0%。

一、醫藥業務策略—銷售環節全市場全產品覆蓋、生產環節降本增效及拓展產品組合

銷售端加強兩個覆蓋

— 全市場覆蓋

1. 醫院銷售渠道：自營醫院團隊在年內繼續加強醫學市場部的工作與協作，加強學術推廣。同時加快帕夫林新適應症應用方面的研究，以風濕科為基礎，開展皮膚、口腔等相關科室及多治療領域的經驗交流與分享，旨在增加產品在已開發醫院的不同科室之品牌影響力。

On behalf of the board (the “Board”) of directors of Lansan Pharmaceutical Holdings Limited (the “Company”) and its subsidiaries (“Lansan” or the “Group”), I am pleased to present the annual report of the Group for the financial year ended 31 December 2022 to all shareholders.

Review of 2022

The Group has steadily developed its pharmaceutical business in 2022 in accordance with its established strategies, such as continuously achieving both market and product coverages in terms of sales activities, along with cost reductions and efficiency enhancement in supply and production. The Group also planned to grow its product portfolio by ways of strengthening research and development, resuming production of existing products, and bringing in new products. Given all these efforts, we hope to lay a solid foundation for the Group's development in the coming years.

In 2022, these efforts were beginning to reflect in the growth in sales and performance which showed recovery growth. The Group recorded a total revenue of approximately US\$65.6 million, representing an increase of approximately 21.0% over last year, mainly due to the contribution of the Group's leading products, Pafulin and Sicorten Plus. The Group recorded an operating profit of approximately US\$14.2 million in 2022, representing an increase of 154.7% over last year. Such increase was mainly attributed to higher revenue and improved gross profit margin as a result of cost reduction and efficiency enhancement. The Group recorded a net profit of approximately US\$8.6 million in 2022, making an increase of approximately 852.0%, compared to last year's modest profit of approximately US\$0.9 million.

I. Pharmaceutical business strategy: full market and product coverage in sales activities, cost reduction and efficiency enhancement in production line, and product portfolio expansion

To strengthen two coverages in sales activities

— Full market coverage

1. Hospital sales channel: our self-run hospital team continued to strengthen the work and collaboration with the medical marketing department during the year to enhance academic promotion. We also speed up our research on the application of new indications of Pafulin based on rheumatology, and commenced the exchange and sharing of experience among related divisions, such as dermatology and stomatology, as well as multi-treatment areas, with the aim to extend our brand influence in different divisions of the developed hospitals.

同時，本集團圍繞分級治療的政策致力下沉銷售網絡，首要目標是加快下沉到二級或基層醫院，重點放在醫聯體和縣級醫院（縣共體）的開發，尤其是人口較多、經濟較好的縣級醫院是下沉的主要方向。

2. 商務分銷渠道：商務分銷在加強產品價格管理的情況下透過與有資源配置、網絡全面、能擴大朗生產品影響力的分銷商合作擴大進藥醫院數目。
3. 基層招商：基層招商團隊在偏遠地區、自營醫院團隊未覆蓋的區域開展精細化的全產品招商工作，透過增加合作商機構擴大基層終端覆蓋和銷售及加強產品在基層終端的宣傳工作。
4. OTC零售渠道：零售渠道的分銷及拓展方面，OTC零售團隊年內開始嘗試在重點OTC連鎖渠道進行佈局和推廣拓展OTC更廣泛的市場覆蓋。

二零二二年，本集團開發有進藥的二級以上目標醫院由二零二一年的2,514家增加約3.3%至2,597家；有進藥的基層目標醫院由二零二一年的1,424家增加約9.0%至1,552家。

Meanwhile, the Group was committed to develop its low-tier sales network in accordance with the stratified care policy. Our primary goal was to reach the secondary or grass-roots hospitals, with an emphasis on the development of medical alliances and county hospitals (county cooperation), and particularly, our main focus was on hospitals located in more populous and developed counties.

2. Commercial distribution channel: with enhanced product pricing management, we were able to increase the number of hospitals that purchased our medicine in terms of commercial distribution by partnering with distributors who have the resources and comprehensive networks to maximise the influence of Lanser products.
3. Semi-self-run team in grass-roots areas: semi-self-run team carried out refined semi-self-run promotion for all products in remote areas and areas not covered by the self-run hospital team, to expand the coverage and sales of grass-roots terminals, and enhance our product promotion at grass-roots level by partnering with more organisations.
4. OTC retail channel: in terms of the distribution and expansion of retail channels, the OTC retail team has started to experiment with the deployment of major OTC chain channels and promoted the expansion of OTC's broader market coverage during the year.

In 2022, the Group's target hospitals above the secondary level that purchased our medicine increased by approximately 3.3% to 2,597 from 2,514 in 2021, while grass-roots hospitals that purchased our medicine increased by approximately 9.0% to 1,552 from 1,424 in 2021.

— 全產品覆蓋

本集團以核心產品帕夫林和新適確得牽頭作為敲門磚在不同的專科宣傳本集團的其他產品，帶動其他產品的銷售，包括本集團計劃復產之擁有自主生產批文藥品，形成產品組合行銷。二零二二年，已有部分醫院增加了本集團在其銷售的產品種類數目。

生產端致力降本增效

本集團優化供應及生產鏈，逐步推進關鍵原料的供應鏈建設，通過多渠道、多項目來實施降本增效工作，在提高採購經濟性管控的同時，增加合理安全庫存，進一步加強主要原材料供應的安全性和可持續性。生產鏈使用節能降耗設備和技術的應用、工藝優化提升經濟性。這些工作於年內在保證產品質量的同時降低了生產成本。

產品端加強研發、加快復產及引進有市場價值的產品拓展產品組合

本集團繼續圍繞著帕夫林開展研發，包括在作用機制和新適應症投入研究。同時，本集團加速推進二十餘個擁有自主生產批文藥品的技改和復產工作，並於年內實現了產復康顆粒、三七膠囊等產品的復產目標。本集團亦積極尋求引入有市場價值的產品以強化產品組合。

二、健康業務策略—以萃健為業務發展平台，雙向發展植提業務與健康成品業務

在健康業務方面，本集團繼續以聯營公司萃健控股有限公司（「萃健」）為業務發展平台。

— Full product coverage

The Group's core products, Pafulin and Sicorten Plus, served as the stepping stone for us to promote other products of the Group to different speciality divisions, including medicine products with independent production approvals which the Group plans to resume production, resulting in a rise in sales and forming a marketable product mix. In 2022, some hospitals have already increased the number of the Group's product categories.

To strive for cost reduction and efficiency enhancement in the production line

The Group optimised the supply and production chain, and gradually facilitated the construction of the supply chain for key raw materials, with the implementation of cost reduction and efficiency enhancement through multiple channels and projects. We also further strengthened the safety and sustainability of the supply of key raw materials by increasing inventories at a safe and reasonable level, while improving the economic control of procurement. The production chain used energy-saving equipment and technology applications, and process optimisation to improve its cost-effectiveness. During the year, these efforts enabled us to reduce production costs and ensure product quality.

To strengthen product research and development, accelerate production resumption and introduce products with market value to expand product portfolio

The Group continued with its research and development efforts on Pafulin, including research on the mechanism of action and new indications. At the same time, the Group facilitated the technological improvement and resumed production of more than 20 medicine products with independent production approvals, and achieved our goal to resume production of Chanfukang Keli and Notoginseng capsules during the year. The Group also actively sought to introduce products with market value to strengthen its product portfolio.

II. Healthcare business strategy: to develop the plant extract business and healthcare product business in both directions through the development platform of Natural Dailyhealth

With respect to the healthcare business, the Group continued to take Natural Dailyhealth Holdings Limited ("Natural Dailyhealth"), its associate, as a platform for business development.

我們在植提業務制定的發展策略為：(i) 加強銷售團隊專業化建設與管理，豐富市場開發渠道，不斷提升銷售團隊拓展能力；同時實施大產品戰略持續提高萃健植物提取物產品的市場認可和品牌影響力；(ii)源頭採購增加萃健的議價能力及提高原料採購的性價比，同時建設關鍵原料安全庫存；(iii)優化製造和成本控制能力，做到降本增效。

然而，因為國際形勢和市場變化等原因，今年萃健的植物提取業務經營面對原料採購困難，出口業務也受到了影響。例如，俄烏戰爭導致越橘原料主產區烏克蘭供應形勢受到影響、黑加侖原料主產區紐西蘭受氣候等因素影響減產、美國採購商受經濟和關稅政策的調整影響採購預期等。但由於我們在國內的植提業務策略有所拓展，國內銷售的增加，減少了這些負面因素對萃健收入及利潤的影響。

在健康成品業務方面，我們以培育有核心優勢的產品矩陣為主要階段性目標，並在香港設立生產基地打造「香港製造」品牌，打造以高品質健康成品作定位的品牌。目前的重點工作是在內地和香港地區研製及註冊（備案）優勢產品的工作。萃健會在儲備足夠數量的優勢產品及品牌成形後才會將健康成品逐步推向市場。

Our development strategy for the plant extract business included: (i) strengthening the professional construction and management of our sales team, expanding our market development channels, and continuously improving our sales team's ability to explore opportunities; and at the same time, we continued to enhance the market recognition and brand influence of our plant extract products by implementing the strategy of developing high-quality products; (ii) increasing Natural Dailyhealth's bargaining power and improving the cost-performance ratio of our raw material procurement by sourcing from the source while building inventories at a safe level for key raw materials; (iii) optimising our manufacturing process and cost control capabilities to reduce costs and enhance efficiency.

However, we have faced difficulties in sourcing raw materials for our plant extract business of Natural Dailyhealth this year, and our export business has also been affected due to the international situation, changing market and other factors. For example, the Russo-Ukrainian War has disrupted the supply in Ukraine, a major production area for lingonberry raw materials, while New Zealand, a major production area for blackcurrant, has also reduced production due to climatic factors, and the procurement prospects of the U.S. buyers have been affected by economic and tariff policy adjustments. However, due to the expansion of our domestic plant extract business strategy, the increase in domestic sales has reduced the impact of these negative factors on Natural Dailyhealth's revenue and profit.

With respect to the healthcare product business, we aimed to develop a product matrix with core strength as main milestones and establish a production base in Hong Kong to build a "Made in Hong Kong" brand, which is positioned as providing high-quality healthcare products. Our current focus is on developing, manufacturing and registering (filing) featured products in the Mainland China and Hong Kong. We will not launch our healthcare products under Natural Dailyhealth to the market until a sufficient number of featured products and brands are in place.

主席報告

Chairman's Statement

三、其他—繼續暫停對美容業務投入新資源

在美容業務方面，經過回顧過往幾年美容業務的發展策略和效果，本集團決定年內繼續停止對美容業務投入新資源，公司的資源將集中在醫藥及健康業務的發展上。待時機合適並有明確的銷售策略及優質產品和專業團隊時，本集團才會考慮重新投資美容業務。

二零二三年展望

二零二三年是中國「後疫情」時代的關鍵一年，也是重塑醫藥健康行業、企業轉型升級的重要窗口期。展望二零二三年，本集團會繼續堅持醫藥業務和健康業務的既有發展策略。

本集團將積極響應國家分級診療政策的方向，繼續加大全市場全產品覆蓋的力度，持續降本增效的同時，積極通過復產、研發或收購兼併的方式引入新產品，加強產品組合，打造優質品牌，促進集團業務的持續穩定增長。

吳鎮濤

主席

香港，二零二三年三月二十四日

III. Others: to discontinue the investment of new resources in the cosmetic business

With respect to the cosmetic business, the Group decided to discontinue its investment of new resources during the year after reviewing the development strategy and effectiveness in the past few years, while the Company's resources would instead be focused on its pharmaceutical and healthcare business development. We would only consider reinvestment in the cosmetic business when we have worked out a clear sales strategy with quality products and a professional team to be presented at the right moment.

Outlook for 2023

As a crucial year in the post-pandemic era in China, the year 2023 becomes an important window of opportunity to reshape the pharmaceutical and healthcare industries and upgrade our businesses through transformation. Looking ahead to 2023, the Group will continue to adhere to its established development strategies for its pharmaceutical and healthcare business.

Proactively following the direction of the national policy on tiered diagnosis and treatment, the Group will continue to increase its efforts on total market and product coverage, reduce costs and enhance efficiency, and at the same time, actively introduce new products through production resumption, research and development or acquisition and merger to strengthen its product portfolio and build a premium brand to ensure continuous stable growth of the Group's business.

Wu Zhen Tao

Chairman

Hong Kong, 24 March 2023

管理層討論及分析

Management Discussion and Analysis

業務回顧

本集團於二零二二年收入總額錄得約65.6百萬美元（二零二一年：54.2百萬美元），較去年上升約21.0%；撇除人民幣兌美元貶值之影響，營業總額較去年上升26.8%。本集團的收入升幅主要由於本集團主要產品帕夫林和新適確得於本期的銷售量較去年上升。二零二二年本集團錄得經營溢利約14.2百萬美元（二零二一年：5.6百萬美元），較去年上升約154.7%；經營溢利升幅主要歸因於上述收入上升，導致毛利相應上升。二零二二年本集團錄得淨利潤約8.6百萬美元，較去年的微利約0.9百萬美元上升約852.0%，淨利潤上升主要由於經營溢利上升。

於二零二二年，醫藥分部的收入為約63.6百萬美元（二零二一年：約51.4百萬美元），較二零二一年上升約23.8%，撇除人民幣兌美元貶值之影響，營業總額較去年上升約29.7%；毛利約43.8百萬美元（二零二一年：約33.7百萬美元），較二零二一年上升約29.7%；分部利潤約24.7百萬美元（二零二一年：約17.6百萬美元），較二零二一年上升約39.9%。醫藥分部的利潤上升由於主要產品帕夫林和新適確得於本年度的銷售較去年度上升。

於二零二二年，美容產品分部的收入約0.1百萬美元（二零二一年：約0.2百萬美元），較二零二一年下降72.2%；毛利約為61千美元（二零二一年：約0.1百萬美元）。該分部利潤約為58千美元（二零二一年：分部虧損約0.8百萬美元）。本年度的收入主要是來自處理已作撥備的歷史庫存。

Business Review

The Group recorded a total revenue of approximately US\$65.6 million in 2022 (2021: US\$54.2 million), representing an increase of approximately 21.0% over the last year and, after excluding the effect of the depreciation of RMB against USD, an increase by 26.8% from last year. Such increase was mainly due to the increase in sales volume of the Group's core products, Pafulin and Sicorten Plus, as compared to last year. The Group's profit from operations in 2022 was approximately US\$14.2 million (2021: US\$5.6 million), representing an increase of approximately 154.7% from last year, the increase in profit from operation was mainly attributable to the increase in revenue as mentioned above which resulted in a corresponding increase in gross profit. Net profit for the Group in 2022 was approximately US\$8.6 million, making an increase of approximately 852.0%, compared to last year's modest profit of approximately US\$0.9 million, which was mainly due to the increase in profit from operations.

In 2022, revenue of the pharmaceutical segment amounted to approximately US\$63.6 million (2021: approximately US\$51.4 million), representing an increase of approximately 23.8% from 2021 and, after excluding the effect of the depreciation of RMB against USD, an increase of approximately 29.7% from last year; gross profit amounted to approximately US\$43.8 million (2021: approximately US\$33.7 million), representing an increase of approximately 29.7% from 2021; and segment profit amounted to approximately US\$24.7 million (2021: approximately US\$17.6 million), representing an increase of approximately 39.9% from 2021. The increase in profit of the pharmaceutical segment was mainly due to the increased sales volume of Pafulin and Sicorten Plus for the year as compared with last year.

In 2022, revenue of the cosmetic product segment amounted to approximately US\$0.1 million (2021: approximately US\$0.2 million), representing a decrease of 72.2% from 2021; gross profit amounted to approximately US\$61,000 (2021: approximately US\$0.1 million); and segment profit amounted to approximately US\$58,000 (2021: segment loss of approximately US\$0.8 million). The revenue for the year was mainly derived from handling the historical inventory for which provisions had been made.

管理層討論及分析

Management Discussion and Analysis

本集團以萃健為平台發展健康業務。於二零二二年，萃健以外的健康業務收入約1.9百萬美元（二零二一年：約2.6百萬美元），較二零二一年下降約25.4%；毛利約0.4百萬美元（二零二一年：約0.5百萬美元），較二零二一年下降約21.9%；分部利潤約0.1百萬美元（二零二一年：約0.2百萬美元）。健康業務的營運結果會體現在分享本集團聯營公司萃健的利潤或虧損上，年內萃健部分植提產品銷售額上升，但毛利因受到國際形勢與市場變化等因素影響下跌，二零二二年應佔萃健的虧損份額約為0.9百萬美元（二零二一年：約0.9百萬美元）。

醫藥領域

二零二二年，國家正式發佈《「十四五」國民健康規劃》，當中的基本原則說明國家堅持以基層為重點，推動資源下沉，密切上下協作，提高基層防病治病和健康管理能力。國家分級診療格局逐步構建，這些政策都顯示市場下沉增加醫院覆蓋的重要性，特別是慢性病用藥。本集團在二零二二年按照既定的策略發展其醫藥業務，銷售方面側重點是市場渠道和產品的廣覆蓋；成本控制上優化供應及生產鏈實現降本增效；產品組合的拓展策略上以加強研發、復產已有產品及尋找新產品的引入等方式。透過這三方面的優化應對市場環境改變帶來的挑戰。

The Group utilises Natural Dailyhealth as a platform for developing its healthcare business. In 2022, revenue from the healthcare business other than Natural Dailyhealth amounted to approximately US\$1.9 million (2021: approximately US\$2.6 million), representing a decrease of approximately 25.4% from 2021; gross profit amounted to approximately US\$0.4 million (2021: approximately US\$0.5 million), representing a decrease of approximately 21.9% from 2021; and segment profit amounted to approximately US\$0.1 million (2021: approximately US\$0.2 million). The operating results of the healthcare business are reflected in the Group's share of profit or loss of Natural Dailyhealth, an associate of the Group. During the year, Natural Dailyhealth saw an increase in sales of some of its plant extract products but gross profit decreased due to international conditions and market changes. The Group's share of loss from Natural Dailyhealth for 2022 was approximately US\$0.9 million (2021: approximately US\$0.9 million).

Pharmaceutical segment

In 2022, the State officially released the "14th Five-Year National Health Plan", the basic principles of which stated that the State persisted in focusing on the grass-roots, promoting resources reaching grass-roots and close coordination between different levels to improve the ability of the grass-roots to prevent and treat diseases as well as managing their health. The State stratified care structure is gradually being established, and these policies have demonstrated the importance of penetrating into low-tier market to increase hospital coverage, especially for chronic diseases. In 2022, the Group developed its pharmaceutical business in accordance with its established strategy, with a focus on sales in terms of market channels and wide coverage of products; cost control in terms of optimising the supply and production chain to achieve cost reduction and efficiency; and product portfolio expansion strategy in terms of strengthening research and development, resuming production of existing products as well as seeking new product introductions. We addressed the challenges posed by the changing market environment by optimising these three areas.

Management Discussion and Analysis

加強全市場全產品銷售覆蓋

本集團通過加強全市場渠道全產品覆蓋的銷售模式擴大銷售規模和延伸品牌。本集團需要行銷團隊在等級醫院做好學術專業推廣、在基層做好深入覆蓋、在偏遠地區做好精細化招商，同時尋找合適的機構做好商務及OTC零售渠道銷售，並以核心產品帶動集團其他產品的銷售形成產品組合行銷。

全市場覆蓋

- (i) 自營醫院團隊以風濕科為基礎，開展皮膚、口腔等相關科室及多治療領域的經驗交流與分享，旨在進入已開發醫院的不同科室增加產品品牌影響。年內自營醫院團隊加強與醫學市場部的協作，建立帕夫林治未病的治療理念，推廣風濕病早期篩查，配合帕夫林成為風濕免疫疾病早期治療藥物選擇，同時加快帕夫林新適應症應用方面的研究。隨著新適確得增長較快，自營醫院團隊在皮膚領域深入開展醫院開發和市場推廣活動，加強新適確得在全國作為皮膚科優質產品的影響力。

自營醫院團隊同時圍繞分級治療的政策致力下沉銷售網路。由於在國家的分級醫療體系中，慢病患者通常會被導向基層醫院和社區醫療機構的診治範圍，團隊加快在醫聯體和縣級醫院（縣共體）的開發，以擴大銷售網路的覆蓋面。針對人口較多、經濟較好的縣級醫院，加速提升覆蓋和新客戶開發，並對基層醫院醫生進行學術輸出和教育推廣本集團的核心產品，提高其市場佔有率。

To strengthen the full market and product sales coverage

The Group has expanded its sales scale and extended its brand by strengthening the sales model of full market channels and product coverage. The Group required its marketing team to carry out academic professional promotion in the graded hospitals, with in-depth coverage at the grass-roots level, conduct targeted agent recruitment in remote areas, as well as finding suitable institutions for commerce and OTC retail channel sales, and using the core products to drive the sales of the Group's other products to develop a marketable product mix.

Full market coverage

- (i) The self-run hospital team, based on rheumatology, commenced the exchange and sharing of experience among related divisions, such as dermatology and stomatology, as well as multi-treatment areas, with the aim to enter different departments of the developed hospitals to increase the brand influence of the products. During the year, the hospital team strengthened its collaboration with the medical marketing department to propose the therapeutic theory of preventive treatment and encourage early screening for rheumatic diseases so as to promote the use of Pafulin for the early treatment of rheumatic immune diseases, as well as to accelerate research on the application of Pafulin for new indications. With a more rapid growth pace of Sicorten Plus, the self-run hospital team has been engaged in intensive hospital development and marketing activities in the dermatology field, strengthening the influence of Sicorten Plus as a premium dermatology product across the country.

Meanwhile, the Group was committed to developing its low-tier sales network according to stratified care policy. As patients with chronic diseases are often being directed to grass-roots hospitals and community medical institutions in the country's stratified care system, the team accelerated its development in medical alliances and county hospitals (county cooperation) to expand the coverage of its sales network. Targeting at hospitals located in more populous and developed counties, the Group accelerated coverage enhancement and new customer development, as well as academic output and education for doctors of grass-roots hospitals to promote the Group's core products and increase its market share.

管理層討論及分析

Management Discussion and Analysis

(ii) 商務分銷渠道在加強產品價格管理的情況下透過與有資源配置、網絡全面、能增加朗生產品影響力的分銷商合作以擴大進藥醫院數目。集團會為分銷商提供專業的銷售支援，包括培訓、推廣等，有助分銷商了解集團的產品和市場，提高銷售效率和客戶滿意度。

(iii) 基層招商團隊在偏遠地區開展精細化的全產品招商工作，目的是覆蓋自營醫院團隊未覆蓋的區域，透過增加熟悉該地區銷售市場的合作商擴大基層終端覆蓋及加強產品在基層終端的宣傳工作，提升集團產品在基層終端的品牌知名度。

(iv) OTC零售渠道：零售渠道的分銷及拓展方面，OTC零售團隊年內開始嘗試在重點OTC連鎖渠道進行佈局和推廣拓展OTC更廣泛的市場覆蓋，並計劃在目前OTC發展較好的省份開展帕夫林以外的OTC產品試點，如新適確得、雅皓、氣血康等。在監控好價格的前提下與頭部電商渠道客戶建立合作。

透過加強全市場渠道覆蓋，本集團開發有進藥的二級以上目標醫院由二零二一年的2,514家增加約3.3%至二零二二年的2,597家；有進藥的基層目標醫院由二零二一年的1,424家增加約9.0%至二零二二年的1,552家。

全產品覆蓋

本集團以核心產品帕夫林和新適確得牽頭作為敲門磚在不同的專科宣傳本集團的其他產品（包括本集團計劃復產之擁有自主生產批文藥品的銷售），帶動本集團其他產品的銷售。此產品組合行銷可以令集團的產品在多個治療領域滿足不同人群和疾病的需求。二零二二年，已有部分醫院增加了本集團在其銷售的產品種類數目。

(ii) With enhanced product pricing management, we were able to increase the number of hospitals that purchased our medicine in terms of commercial distribution channel by partnering with distributors who have the resources and comprehensive networks to maximise the influence of Lansan products. Professional sales support, including training and promotion, will be provided to distributors to help them understand the Group's products and markets and to improve sales efficiency and customer satisfaction.

(iii) Semi-self-run team carried out refined semi-self-run promotion for all products in remote areas, aiming to cover areas not covered by the self-run hospital team, expand the coverage of grass-roots terminals by adding partners who are familiar with the sales market in those areas and enhance our product promotion in grass-roots level to enhance brand awareness of the Group's products at the grass-roots terminals.

(iv) In terms of the distribution and expansion of retail channels, the OTC retail team has started to experiment with the deployment of major OTC chain channels and promoted the expansion of OTC's broader market coverage during the year and also planned to launch pilot product of OTC other than Pafulin in provinces with good OTC development, such as Sicorten Plus, Yahao and Qixuekang, etc. The Company would establish cooperation with the leading e-commerce channel customers under the premise of good price control.

By enhancing the full market channel coverage, the Group's target hospitals above the secondary level that purchased our medicine increased by approximately 3.3% to 2,597 in 2022 from 2,514 in 2021, while grass-roots target hospitals that purchased our medicine increased by approximately 9.0% in 2022 to 1,552 from 1,424 in 2021.

Full product coverage

The Group's core products, Pafulin and Sicorten Plus, served as the stepping stone for us to promote other products of the Group to different speciality divisions, including medicine products with independent production approvals which the Group planned to resume production, allowing the Group's products to meet the needs of different people and diseases in multi-treatment areas. In 2022, some hospitals have already increased the number of the Group's product categories.

Management Discussion and Analysis

生產端致力降本增效

本集團在生產端致力於降低生產成本、提高生產效率的工作，通過優化供應及生產鏈，逐步推進關鍵原料的供應鏈建設，通過多渠道、多項目來實施降本增效工作，具體措施包括：

- (i) 推進帕夫林關鍵原料白芍的供應鏈建設，採購模式持續優化，通過完善招標採購制度及引進更多供應競爭增加本集團採購上的主導能力，在採購高性價比的白芍的同時，增加合理安全庫存，提升主要原材料供應的安全性；
- (ii) 生產鏈使用節能降耗設備和技術應付日益高企的能源價格。年內實施光伏發電，引進高效能生產裝備，提高能源效益；
- (iii) 精益排產及加強產銷運營協同，更緊密配合銷售端的生產流程以合理規劃人員及節約管理費用，實施精細化運營管控；
- (iv) 加強全過程質量管理以保障生產質量，夯實了企業合規運營保障和產品品質保證能力，通過ISO9001質量管理體系認證和開展質量主題類系列活動等措施，進一步提高了全員質量保障意識和能力；
- (v) 安環方面：通過ISO14001和ISO45001環境管理體系認證、實施節能減排、優化廢棄物處置等措施，不斷推進安全標準化與綠色工廠的精益運營。

這些工作於年內在保證產品質量的同時降低了生產成本，減低由於原材料、能源價格上漲對毛利率的壓力和提升企業發展的可持續性。

To strive for cost reduction and efficiency enhancement in the production line

The Group strived for cost reduction and efficiency enhancement in the production line, through optimising the supply and production chain, and gradually facilitated the construction of the supply chain for key raw materials, with the implementation of cost reduction and efficiency enhancement through multiple channels and projects. Specific measures included:

- (i) Launched the construction of the supply chain of white peony, a key raw material for Pafulin, and continuously optimised the procurement model to increase the Group's procurement leadership by improving the tendering system and introducing more supply competition; strengthened the safety of the supply of key raw materials by increasing inventories at a safe and reasonable level, while procuring white peony with high cost-performance ratio;
- (ii) The production chain used energy-saving equipment and technology applications to cope with rising energy prices. During the year, the Group implemented photovoltaic power generation and introduced high performance production equipment to improve energy efficiency;
- (iii) Lean scheduling and stronger synergy of production and sales operations to rationalise staff planning and reduce overheads in line with the production process at the sales end and to implement refined operational control;
- (iv) Strengthened quality management throughout the full process to safeguard the quality of production, reinforced the Company's ability to ensure compliance with regulations and product quality assurance, and further enhanced the awareness and ability of all staff to ensure quality through measures such as the ISO9001 quality management system certification and the launch of a series of quality-themed activities;
- (v) In respect of safety and environment: through ISO14001 and ISO45001 environmental management system certification, implementing measures such as energy saving and emission reduction, optimisation of waste disposal, continuously promote safety standardisation and lean operation of green factories.

These efforts reduced production costs during the year while ensuring product quality, reducing the pressure on gross profit margin due to rising raw material and energy prices and improving the sustainability of the business.

管理層討論及分析

Management Discussion and Analysis

產品端加強研發、加快復產及引進有市場價值的產品拓展產品組合

本集團進一步優化研發方向：以鞏固成熟的風濕科與皮膚科治療領域，加強核心產品帕夫林白芍總苷膠囊在新標準、新適應症以及新藥等方面的研究，逐步擴展和豐富兒科、婦科等其他治療領域，實施白芍系列並逐步延伸至其他系列產品研發。

本集團加速推進二十餘個擁有自主生產批文藥品的技改和復產工作，並於年內完成了產復康顆粒、三七膠囊等產品的復產目標，咳舒糖漿、肝達片、茵白肝炎顆粒和石杉碱甲膠囊等產品復產研究也均取得了重要進展，將於二零二三年及後續陸續完成復產上市。

本集團亦積極尋求引入有市場價值的產品以強化產品組合，期望透過加快引入有市場價值、市場潛力大且合適的產品，配合終端市場下沉的總體方針豐富集團的產品線。重點聚焦於風濕、皮膚及婦幼產品線研發產品引入的同時，研究引入發展優勢業務治療領域和高負擔疾病治療領域的產品。

本集團希望透過加強研發、加快復產及引進有市場價值的產品，構建和完善匹配市場需求與企業發展的產品矩陣。

To strengthen product research and development, accelerate production resumption and introduce products with market value to expand its product portfolio

The Group further optimised the research and development direction to consolidate the mature rheumatology and dermatology therapeutic areas, to strengthen the research on new standards, new indications and new drugs for the core product Pafulin total glucosides of white peony capsules, to gradually expand and enrich other therapeutic areas such as pediatrics and gynecology, to implement the white peony series and gradually extend it to the research and development of other series of product.

The Group facilitated the technological improvement and resumed production of more than 20 medicine products with independent production approvals, and achieved our goal to resume production of Chanfukang Keli and Notoginseng capsules during the year. Significant progress has also been made in the study of resumption of production for Cough syrup, Ganda Pian, Yinbaiganyan Keli and Huperzine-A Capsules, which will be completed and launched in 2023 and beyond.

The Group also actively sought to introduce products with market value to strengthen its product portfolio. We expected to enrich the Group's product lines by accelerating the introduction of suitable products with market value, great market potential and in line with the overall strategy of penetrating into lower-tier terminal market. We focused on the introduction of research and development products in the rheumatology, dermatology and maternal and child product lines, and at the same time, the Group will research on introducing products for the development of advantageous business therapeutic areas and high-burden disease treatment areas.

The Group aimed to build and improve its product matrix to match market demand and corporate development by strengthening research and development, accelerating production resumption and introducing products with market value.

Management Discussion and Analysis

健康領域

二零二二年，本集團繼續以萃健為健康業務發展平台，發展植提業務與健康成品業務。

植物提取物業務經營面對挑戰，國外原料的採購和出口業務的開展受到國際形勢與市場變化等因素影響（如俄烏戰爭導致越橘原料主產區烏克蘭供應形勢受到影響、黑加侖原料主產區紐西蘭受氣候等因素影響減產、美國採購商受經濟和關稅政策的調整影響採購預期等）。萃健已採取以下措施：

- (i) 產品及客戶拓展：加強銷售團隊專業化建設與管理，豐富市場開發渠道，不斷提升銷售團隊拓展能力；開發具有公司特色的藥用及食用植提產品，實施大產品戰略，並持續提高萃健植物提取物產品的市場認可和品牌影響力；
- (ii) 採購優化：為增加萃健的議價能力及提高原料採購的性價比，本集團將從源頭採購，並考慮引入更多的供應商。同時，將加強關鍵原料安全庫存的建設；
- (iii) 生產技術優化：優化製造和成本控制能力達至降本增效，同時萃健還將充分利用從傳統植提工廠轉型升級為擁有藥品生產資質企業的契機，開展工藝改進與新技術裝備應用。

該等措施減低國際形勢與市場變化對收入及利潤的負面影響。

Healthcare segment

In 2022, the Group continued to use Natural Dailyhealth as a healthcare business development platform to develop its plant extract business and healthcare product business.

The plant extract business operation faced challenges. The procurement of raw materials from overseas and our export business were affected by the international situation and market changes (e.g. the Russo-Ukrainian War has disrupted the supply in Ukraine, a major production area for lingonberry raw materials, while New Zealand, a major production area for blackcurrant, has also reduced production due to climatic factors, and the procurement prospects of the U.S. buyers have been affected by economic and tariff policy adjustments). Natural Dailyhealth adopted the following measures:

- (i) Product and client expansion: strengthening the professional construction and management of our sales team, expanding our market development channels, and continuously improving our sales team's ability to explore opportunities; developing medicinal and edible plant extract products with company characteristics, and continuing to enhance the market recognition and brand influence of Natural Dailyhealth's plant extract products by implementing the strategy of developing high-quality products;
- (ii) Procurement optimisation: in order to boost the bargaining power of Natural Dailyhealth and improve the cost-performance ratio of raw material procurement, the Group would source its procurement from the source and consider bringing in more suppliers. Meanwhile, we would strengthen the construction of reasonable inventory at a safe level of key raw materials;
- (iii) Production technology optimisation: optimising manufacturing and cost control capabilities to achieve cost reduction and efficiency while Natural Dailyhealth would also make full use of the opportunity of transforming and upgrading from a traditional plant extract factory to a company with qualification for drug manufacturing to improve our processes and apply new technologies and equipment.

Such measures mitigated the negative impact of changes in international situation and markets on revenue and profit.

管理層討論及分析

Management Discussion and Analysis

健康成品業務目前主要重點在推進內地與香港地區特色產品的研製及註冊(備案)工作，培育具有核心自主優勢的健康成品，透過在香港設立生產基地打造「香港製造」品牌，形成健康成品的產品矩陣，打造以高品質健康成品作定位的品牌，在儲備足夠數量的特色產品及品牌成形後逐步推向市場。

美容領域

本集團於本年度的銷售主要是透過代理網點銷售處理已作撥備的歷史庫存。回顧過往幾年美容業務的發展策略和效果，集團決定年內繼續停止對美容業務給予新的資源投入。在時機合適並有清晰銷售策略及對路產品和專業團隊前，本集團不會對美容業務作出新的投資，並把公司資源集中在醫藥及健康業務的發展上。另外，本集團於年內繼續對聯營公司天津強微特生物科技有限公司的投資進行減值撥備，金額約0.3百萬美元。

The healthcare product business currently focused on developing, manufacturing and registering (filing) featured products in Mainland China and Hong Kong, to develop a product matrix with core strength, continue to build a brand positioned as providing high-quality healthcare products through establishing a production base in Hong Kong to build a “Made in Hong Kong” brand. We will not launch our healthcare products to the market until a sufficient number of featured products and brands are in place.

Cosmetic segment

The Group's sales during the year were mainly through agency network sales to handle the historical inventory for which provisions had been made. The Group decided to continue to halt its investment of new resources in the cosmetic business during the year after reviewing the development strategy and effectiveness in the past few years. Until opportunities arise and the Group has a well-defined marketing strategy in place as well as right products to market and with a professional team, the Group would not make any new investment in the cosmetic business, while the Company's resources would instead be focused on its pharmaceutical and healthcare business development. The Group made a provision for impairment of its investment in an associate, Tianjin Robustnique Biotechnology Co., Limited, for the year, which was approximately US\$0.3 million.

Management Discussion and Analysis

財務回顧

收入

截至二零二二年十二月三十一日止年度，本集團錄得收入約為65.6百萬美元（二零二一年：約54.2百萬美元），較去年上升21.0%。

截至二零二二年十二月三十一日止年度，醫藥收入約為63.6百萬美元（二零二一年：約51.4百萬美元），較去年上升23.8%。美容產品收入約為0.1百萬美元（二零二一年：約0.2百萬美元），較去年下降72.2%。健康產品的收入約為1.9百萬美元（二零二一年：約2.6百萬美元），較去年下降25.4%。

本集團自有專科藥產品（帕夫林及新適確得）錄得收入約56.8百萬美元（二零二一年：46.8百萬美元），較去年上升21.3%。

毛利

截至二零二二年十二月三十一日止年度，本集團錄得毛利約44.3百萬美元（二零二一年：約34.4百萬美元），較去年上升28.7%。截至二零二二年十二月三十一日止年度的整體毛利率為67.6%（二零二一年：63.5%），較去年上升4.1%。

整體毛利率相比去年上升之主要原因為降本增效使醫藥產品的毛利率改善。

其他收入

其他收入於截至二零二二年十二月三十一日止年度約為1.2百萬美元（二零二一年：約0.7百萬美元），較去年上升65.2%，上升原因主要因為二零二二年政府補貼較去年上升約0.3百萬美元。本集團收到的政府補貼主要來自內地地方政府，以嘉許本集團開發高科技藥品的表現。

Financial Review

Revenue

The Group recorded a revenue of approximately US\$65.6 million (2021: approximately US\$54.2 million) for the year ended 31 December 2022, representing an increase of 21.0% over last year.

For the year ended 31 December 2022, revenue from pharmaceuticals amounted to approximately US\$63.6 million (2021: approximately US\$51.4 million), representing an increase of 23.8% over last year. Revenue from cosmetic products amounted to approximately US\$0.1 million (2021: approximately US\$0.2 million), representing a decrease of 72.2% over last year. Revenue from healthcare products amounted to approximately US\$1.9 million (2021: approximately US\$2.6 million), representing a decrease of 25.4% over last year.

The Group's self-owned specialty pharmaceutical products (Pafulin and Sicorten Plus), recorded a revenue of approximately US\$56.8 million (2021: approximately US\$46.8 million) representing an increase of 21.3% over last year.

Gross profit

For the year ended 31 December 2022, the Group recorded a gross profit of approximately US\$44.3 million (2021: approximately US\$34.4 million), representing an increase of 28.7% over last year. For the year ended 31 December 2022, the overall gross profit margin was 67.6% (2021: 63.5%), representing an increase of 4.1% over last year.

The increase in overall gross profit margin as compared to last year was mainly because of the improvement of gross profit margin of pharmaceutical products as a result of cost reduction and efficiency enhancement.

Other income

Other income amounted to approximately US\$1.2 million (2021: approximately US\$0.7 million) for the year ended 31 December 2022, representing an increase of 65.2% over last year, which was mainly because the government grants received in 2022 increased by approximately US\$0.3 million compared to last year. Government grants received by the Group primarily came from the local government of Mainland China as recognition of the Group's efforts in developing high-technology pharmaceutical products.

管理層討論及分析

Management Discussion and Analysis

銷售及分銷開支

截至二零二二年十二月三十一日止年度，本集團銷售及分銷開支上升12.0%，達到約19.5百萬美元，去年約為17.4百萬美元。截至二零二二年十二月三十一日止年度，本集團銷售及分銷開支佔本集團總收入的比重下降2.4%至29.7%，去年則為32.1%。下降原因主要由於二零二二年減少線下銷售及分銷活動。

管理層相信醫藥產品的營銷模式及學術推廣優勢，是本集團保持市場領先地位的重要因素。本集團致力提高醫藥產品的知名度，積極開展教育活動。透過在全國各地舉行學術推廣座談會，使醫生和用戶都能對此類產品的藥理、功效和優點等有更清晰的概念。

行政開支及研發成本

截至二零二二年十二月三十一日止年度的行政開支約為9.6百萬美元（二零二一年：約9.5百萬美元），較去年上升1.0%。截至二零二二年十二月三十一日止年度，本集團行政開支佔本集團總收入的比重下降2.9%至14.7%，去年則為17.6%。

截至二零二二年十二月三十一日止年度，研發成本約為2.1百萬美元（二零二一年：約2.7百萬美元），較去年下降20.6%。截至二零二二年十二月三十一日止年度，本集團研發成本佔本集團總收入的比重下降1.7%至3.3%，去年則為5.0%。

財務成本

截至二零二二年十二月三十一日止年度，本集團財務成本上升約1.4百萬美元。主要由於本年度錄得匯兌虧損淨額約為1.8百萬美元。

應佔聯營公司的除稅後業績

截至二零二二年十二月三十一日止年度，應佔聯營公司的除稅後虧損約為0.9百萬美元（二零二一年：約1.0百萬美元）。

Selling and distribution expenses

For the year ended 31 December 2022, the selling and distribution expenses of the Group increased by 12.0% to approximately US\$19.5 million from approximately US\$17.4 million last year. For the year ended 31 December 2022, the proportion of the selling and distribution expenses of the Group to the total revenue of the Group decreased by 2.4% to 29.7% from 32.1% last year. The decrease was mainly because of the decrease in sales and distribution activities in 2022.

Management believed that the marketing model and academic promotional advantages of pharmaceuticals products are the key factors in maintaining the Group's leading market position. The Group endeavoured to enhance market recognition of its pharmaceutical products and has actively launched educational activities. By organising academic conferences across China, doctors and users were able to have a better understanding of the pharmacology, efficacy and benefits of these products.

Administrative expenses and research and development costs

For the year ended 31 December 2022, administrative expenses amounted to approximately US\$9.6 million (2021: approximately US\$9.5 million), representing an increase of 1.0% over last year. For the year ended 31 December 2022, the proportion of the administrative expenses of the Group to the total revenue of the Group decreased by 2.9% to 14.7% from 17.6% last year.

For the year ended 31 December 2022, research and development costs amounted to approximately US\$2.1 million (2021: approximately US\$2.7 million), representing a decrease of 20.6% over last year. For the year ended 31 December 2022, the proportion of the research and development costs of the Group to the total revenue of the Group decreased by 1.7% to 3.3% from 5.0% last year.

Finance costs

For the year ended 31 December 2022, finance costs of the Group increased by approximately US\$1.4 million. This was mainly due to the net exchange loss approximately US\$1.8 million recorded for the year.

Share of post-tax result of associates

Share of post-tax losses of associates for the year ended 31 December 2022 amounted to approximately US\$0.9 million (2021: approximately US\$1.0 million).

Management Discussion and Analysis

所得稅開支

寧波立華製藥有限公司(「寧波立華」)獲高新技術企業認證，享有15%所得稅優惠政策。根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，除寧波立華外，本集團其他中國附屬公司的企業所得稅稅率為25%。

本公司擁有人應佔溢利

截至二零二二年十二月三十一日止年度，本公司股東應佔溢利約為8.6百萬美元，較去年的約0.9百萬美元增加約7.7百萬美元。

流動資金、財務資源及資本架構

本公司的股本僅包括普通股。本集團主要以經營活動產生現金淨額應付其營運資金及其他資金所需，於經營現金流量不足以應付資金需求時，則會不時尋求外部融資(包括銀行借款)。截至二零二二年十二月三十一日止年度，本公司完成根據一般授權配售新股。於二零二二年四月七日，本公司與承配人訂立認購協議，據此，承配人已有條件同意認購而本公司已有條件同意配發及發行合共49,520,000股普通股，按配售價為每股配售股份1.20港元。

配售49,520,000股股份已於二零二二年四月二十日完成。扣除相關開支後所得款項淨額將約為59,154,000港元(相當於約7,618,000美元)(「所得款項淨額」)。因此，本公司股本增加約495,000美元，所得款項淨額餘額約7,123,000美元已於股份溢價入賬。詳情請參閱本公司日期為二零二二年四月七日及二零二二年四月二十日的公告。

Income tax expense

Ningbo Liwah Pharmaceutical Company Limited (“Ningbo Liwah”) has obtained the certification as a high-technology enterprise and enjoys a preferential income tax rate of 15%. According to the Enterprise Income Tax Law (the “EIT Law”) of the People’s Republic of China (the “PRC”) and the implementation rules of the EIT Law, except for Ningbo Liwah, the enterprise income tax rate for the Group’s other PRC subsidiaries was 25%.

Profit attributable to owners of the Company

Profit attributable to owners of the Company for the year ended 31 December 2022 amounted to approximately US\$8.6 million, representing an increase by approximately US\$7.7 million from approximately US\$0.9 million last year.

Liquidity, financial resources and capital structure

The share capital of the Company only comprises of ordinary shares. The Group primarily finances its working capital and other capital requirements by net cash generated from operating activities and resorts to external financing including bank borrowings from time to time when the operating cash flow is insufficient to meet capital requirements. During the year ended 31 December 2022, the Company completed placing of new shares under general mandate. On 7 April 2022, the Company and the placees entered into the subscription agreements, pursuant to which the placees conditionally agreed to subscribe and the Company conditionally agreed to allot and issue a total of 49,520,000 ordinary shares at a placing price of HK\$1.20 per placing share.

The placing of 49,520,000 shares was completed on 20 April 2022. The net proceeds after deducting the related expenses amounted to approximately HK\$59,154,000 (equivalent to approximately US\$7,618,000) (“Net Proceeds”). Accordingly, the Company’s share capital increased by approximately US\$495,000 and the remaining balance of the Net Proceeds of approximately US\$7,123,000 was credited to the share premium account. For details, please refer to the Company’s announcements dated 7 April 2022 and 20 April 2022.

管理層討論及分析

Management Discussion and Analysis

於二零二二年十二月三十一日，所得款項淨額已使用約為5.6百萬美元。餘下所得款項淨額的擬定用途保持不變，用作(i)潛在的未來收購或項目；及(ii)補充營運資金及一般企業用途，以支持本公司策略。餘下所得款項淨額的使用沒有具體的時間表，因為這取決於是否有合適的投資機會、公司業務發展的步伐以及中國醫藥行業的經濟和市場狀況。截至二零二二年十二月三十一日，本公司尚未確定收購或項目的任何具體目標，並將繼續物色該等潛在投資機會。

於二零二二年十二月三十一日，本集團之流動資產淨值約為72.5百萬美元（二零二一年：61.1百萬美元），流動比率為2.2（二零二一年：2.1）。

於二零二二年十二月三十一日，本集團的現金及現金等價物約為51.3百萬美元（二零二一年：約32.5百萬美元）。於二零二二年十二月三十一日，本集團擁有已抵押銀行存款約9.8百萬美元（二零二一年：約15.9百萬美元）作為本集團銀行融資和同系附屬公司之銀行借款的抵押。於二零二二年十二月三十一日，本集團的受限制銀行存款約為15.2百萬美元（二零二一年：無），為根據相互擔保協議從Cathay International Holdings Limited（「CIH」）收到並存入到指定銀行賬戶作為CIH反擔保下的抵押現金存款。

本集團於二零二二年十二月三十一日的借款約為18.2百萬美元（二零二一年：約24.7百萬美元）。

於二零二二年及二零二一年十二月三十一日，本集團錄得淨現金及銀行結餘。

本集團交易貨幣所承受的外幣風險屬於細微，因為本集團附屬公司持有的大部分金融資產及負債均以該等附屬公司的有關功能貨幣計值。本集團目前並無外幣對沖政策。然而，管理層會密切監察外匯風險，並於有需要時考慮對沖外幣風險。

As at 31 December 2022, the Net Proceeds were utilised approximately US\$5.6 million. The intended use of the remaining balance of the Net Proceeds remains unchanged, for (i) potential future acquisitions or projects; and (ii) replenishment of working capital and general corporate purposes to support the Company's strategy. There is no specific timeline for the use of the remaining balance of the Net Proceeds as this is subject to the availability of suitable investment opportunities, the pace of the Company's business development, and the economic and market conditions of the pharmaceutical industry in China. As at 31 December 2022, the Company has not identified any specific target for acquisitions or projects and it will continue to identify such opportunities.

As at 31 December 2022, net current assets and current ratio of the Group were approximately US\$72.5 million (2021: US\$61.1 million) and 2.2 (2021: 2.1) respectively.

As at 31 December 2022, the Group's cash and cash equivalents amounted to approximately US\$51.3 million (2021: approximately US\$32.5 million). As at 31 December 2022, the Group had pledged bank deposits of approximately US\$9.8 million (2021: approximately US\$15.9 million) to secure banking facilities of the Group and bank borrowings of a fellow subsidiary. As at 31 December 2022, the Group had restricted bank deposits of approximately US\$15.2 million (2021: Nil), which is the cash deposits received from Cathay International Holdings Limited ("CIH") placed in designated bank accounts as security under a counter-guarantee provided by CIH to the Group pursuant to a cross guarantee agreement.

The Group's borrowings as at 31 December 2022 amounted to approximately US\$18.2 million (2021: approximately US\$24.7 million).

As at 31 December 2022 and 2021, the Group was in a net cash and bank balance position.

The exposure of the Group's transactional currency to foreign currency risk was minimal as most of the financial assets and liabilities held by the subsidiaries of the Group are denominated in the respective functional currency of the subsidiaries. The Group currently does not have any foreign currency hedging policy. However, management would closely monitor foreign exchange exposure and consider hedging foreign currency exposure when necessary.

資產抵押

於二零二二年十二月三十一日，若干銀行存款及應收票據面值合計約25.3百萬美元（二零二一年：約35.2百萬美元），已就本集團取得銀行融資及同系附屬公司取得銀行借款作出抵押。

資本承擔

於二零二二年十二月三十一日，本集團有已訂約但尚未於綜合財務報表中撥備的資本開支為約0.1百萬美元（二零二一年：約0.2百萬美元）。

已發行財務擔保

本集團已就本集團同系附屬公司吉林海資生物工程技術有限公司（「吉林海資」）作出的借款向銀行發出擔保。於該擔保下，本集團須承擔吉林海資自銀行提取的最多人民幣130,000,000元（相等於約18,666,000美元）（二零二一年：人民幣130,000,000元（相等於約20,390,000美元））的借款。於二零二二年十二月三十一日，本集團須承擔的擔保負債上限為吉林海資所提取的金額人民幣100,000,000元（相等於約14,358,000美元）（二零二一年：人民幣130,000,000元（相等於約20,390,000美元））。截至二零二二年十二月三十一日止年度，財務擔保合約的撥備回撥金額為約0.5百萬美元（二零二一年：約0.5百萬美元）。

除此之外，於二零二二年及二零二一年十二月三十一日，本集團並無任何重大或然負債。

重大收購及出售

截至二零二二年十二月三十一日止年度，本集團並無任何附屬公司及聯營公司的重大收購及出售。

Charges on assets

As at 31 December 2022, certain bank deposits and bills receivables in an aggregate carrying amount of approximately US\$25.3 million (2021: approximately US\$35.2 million) were pledged to secure banking facilities of the Group and bank borrowings of a fellow subsidiary.

Capital commitment

As at 31 December 2022, the Group's capital expenditure contracted for but not provided in the consolidated financial statements amounted to approximately US\$0.1 million (2021: approximately US\$0.2 million).

Financial guarantee issued

The Group has issued guarantees to banks in respect of borrowings made by Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Group. Under the guarantee, the Group is liable for a maximum of RMB130,000,000 (equivalent to approximately US\$18,666,000) (2021: RMB130,000,000 (equivalent to approximately US\$20,390,000)) borrowings drawn by Jilin Haizi from the banks. As at 31 December 2022, the maximum liability of the Group under the guarantee issued represents the amount drawn down by Jilin Haizi of RMB100,000,000 (equivalent to approximately US\$14,358,000) (2021: RMB130,000,000 (equivalent to approximately US\$20,390,000)). During the year ended 31 December 2022, provision for financial guarantee contract of approximately US\$0.5 million (2021: approximately US\$0.5 million) was reversed.

Save as mentioned above, the Group did not have any material contingent liabilities as at 31 December 2022 and 2021.

Material acquisitions and disposals

There were no material acquisitions and disposals of any subsidiaries and associates of the Group during the year ended 31 December 2022.

管理層討論及分析

Management Discussion and Analysis

人力資源

於二零二二年十二月三十一日，本集團有626名員工。截至二零二二年十二月三十一日止年度，員工成本為約19.2百萬美元。本集團之員工薪酬經參考個人工作表現、專業資格、行業經驗及相關市場趨勢而釐定。

本集團之員工薪酬維持於競爭水準，並會每年檢討，屆時會密切參考有關勞工市場及經濟情況。本集團通過內部課程及工作坊之形式向員工提供職業提升培訓，並鼓勵員工參加與本集團業務相關之培訓課程。

Human resources

The Group had 626 employees as at 31 December 2022 with employee costs of approximately US\$19.2 million for the year ended 31 December 2022. Staff remuneration of the Group is determined with reference to individual performance, professional qualifications, experience in the industry and relevant market trends.

Salaries of employees of the Group have been maintained at a competitive level and are reviewed annually, with close reference to the relevant labour market and economic condition. The Group provides career advancement training in the form of internal courses and workshops for the staff and encourages them to participate in training programmes related to the Group's business.

環境、社會及管治報告

Environmental, Social and Governance Report

前言

為符合香港聯合交易所有限公司（「聯交所」）證券上市規則附錄二十七《環境、社會及管治報告指引》所載的要求，本集團謹此呈報二零二二年一月一日至二零二二年十二月三十一日的年度環境、社會及管治報告（「環境、社會及管治報告」），旨在向股東、員工、客戶及消費者、供應商及其他持份者匯報本集團二零二二年在環境管理、企業社會責任及管治方面的實踐、績效與發展情況。

本集團繼續按一貫的基準編製本報告，以便對不同期間進行有意義的比較。本報告的範圍與往年相比並無重大變動。除另有指明外，本報告所涵蓋的數據及活動源自我們擁有全面管理控制權的業務，包括我們位於香港的總部及位於中國內地的生產設施。

環境、社會及管治的戰略與管理

隨著企業規模的不斷發展壯大，本集團正逐步將可持續發展戰略融入整體發展戰略體系之中。



我們的使命

向客戶提供優質產品和服務，提高人們健康水平和生活品質，實現股東投資回報的最大化並滿足員工的個人發展需要。

Our mission

Provide customers with quality products and services to improve people's health and quality of life, while maximising the investment return to shareholders and satisfying the personal development needs of the staff.

Introduction

To comply with the requirements set out in "Environmental, Social and Governance Reporting Guide" under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Group herein reports the environmental, social and governance report (the "ESG Report") for the year from 1 January 2022 to 31 December 2022, to report practices, performance and development of the Group in environmental management, corporate social responsibility and governance in 2022 to our shareholders, employees, customers and consumers, suppliers and other stakeholders.

The Group continues to compile the report on a consistent basis to allow for meaningful comparisons across time. The scope of this report has no major change from previous years. Unless specifically stated otherwise, the scope of this report includes data and activities from operations over which we have full management control, including our headquarters in Hong Kong, our manufacturing facilities in Mainland China.

Strategy and Management of Environmental, Social and Governance Matters

The Group is gradually incorporating the sustainable development strategy into its overall development strategy system as it continues to grow and expand.



我們的願景

開發和推廣有特色的醫藥和健康產品，透過對行業的併購整合、國際合作和持續創新，促進業務的持續穩定增長，實現股東、客戶和員工的價值共贏。同時推進標準化的ESG管理，以確保本公司的健康與可持續發展。

Our vision

To develop and promote the distinctive products of pharmaceutical and healthcare, and promote the continuous and steady growth of its business through merger and acquisition, integration, international cooperation, and continuous innovation, and realise the win-win value of shareholders, customers, and employees. At the same time, to promote standardised ESG management to ensure the healthy and sustainable development of the Company.

環境、社會及管治報告

Environmental, Social and Governance Report

董事會聲明

本集團將可持續發展視作創造長遠企業價值的戰略方針。董事會負責確保本集團始終保持在經濟、環境和社會影響三個可持續方面的軌道上，並保持平衡。為有效管理各經營單位的業務，本集團將可持續發展融入業務策略及企業管治架構之中。作為本集團的最高管治機構，董事會對所有可持續發展相關事宜負有最終責任，專注於為我們的可持續發展活動提供願景及戰略方向，並制定相應的業務策略及政策。董事會亦定期檢討本集團的可持續發展風險與機遇、表現及進度。在醫藥部門、營運部門、人力資源部門、綜合管理部及行政部門等職能部門的支持下，本集團已完成環境、社會及管治相關工作，符合上市規則的要求，並已於二零二二年成立專門的環境、社會及管治工作小組，以完善可持續發展管治框架。

本年度，本集團按照上市規則的要求披露了社會相關的關鍵績效指標。為瞭解潛在的氣候變化對本集團業務的影響，我們亦進行了氣候風險評估，識別與本集團相關的物理及轉型風險。此外，員工的健康與安全一直是我們的首要任務。

Board Statement

The Group considers sustainable development as a strategic approach to create long-term business value. The Board is responsible for ensuring the Group stays on track and in balance with the three sustainability dimensions of economic, environmental, and social impacts at all times. To effectively manage the business of each operating unit, the Group integrates sustainable development into our business strategies and our corporate governance structure. As the highest governing authority in the Group, the Board has ultimate responsibility for all sustainability-related matters, focusing on providing vision and strategic direction for our sustainability activities and formulating corresponding business strategies and policies. The Board also regularly reviews the Group's sustainability risks and opportunities, performance and progress. With the support from the functional departments such as Pharmaceutical Department, Operation Department, Human Resources Department, Comprehensive Management Department and Administration Department, the Group has completed ESG-related tasks to fulfil the requirements of the Listing Rules, and has established a dedicated ESG working group in 2022, so as to improve the sustainability governance structure.

This year, the Group has disclosed social-related key performance indicators (KPIs) as required by the Listing Rules. We have also conducted a climate risk assessment to identify physical and transition risks associated with the Group to understand the potential climate change impact on our business. In addition, our employees' health and safety are always our top priority.

Environmental, Social and Governance Report

持份者參與

持份者參與是我們與所有持份者（包括政府及行業監管機構、投資者、客戶及消費者、供應商、員工、社區、同業者、媒體及社會公眾）保持聯繫的過程。我們相信，所有持份者的有效參與是我們制定可持續發展戰略的基礎，亦是我們長遠可持續發展的先決條件。

下表概列持份者組別及溝通渠道。

持份者

Stakeholders

政府與行業監管機構

Governmental and industrial regulators

投資者

Investors

客戶與消費者

Customers and consumers

供應商

Suppliers

員工

Employees

社區

Community

同業者

Industry peers

媒體與社會公眾

Media and general public

Participation of stakeholders

Stakeholder engagement is the process through which we stay connected with all stakeholders, including the governmental and industrial regulators, investors, customers and consumers, suppliers, employees, the community, industry peers, media and the general public. We believe that the effective engagement of all stakeholders is integral to the development of our sustainability strategy and is also a prerequisite for our long-term sustainable growth.

A summary of the stakeholder groups and the communication channels are listed in the following table.

與持份者的溝通方式

Methods of communication with stakeholders

政府參觀考察、支持政府項目與行業協作

Government visits, supporting government projects and industry collaboration

董事會、信息披露、會議交流、日常來訪、網站、郵件、電話

Board of directors, information disclosure, conference exchange, ordinary visits, website, mail, telephone

學術研討會、新產品上市會、客戶服務、電話諮詢

Academic seminars, new product launching conferences, customer service, telephone consultations

供應商管理制度、採購招標機制、年度評價

Supplier management system, procurement tender mechanism, annual evaluation

工會、職工代表大會、多類型培訓、安全管理、文體活動、健康體檢、帶薪年假

Trade union, employee congress, multi-type training, safety management, cultural and sports activities, health examination, paid annual leave

公益活動

Community activities

行業組織、行業論壇與會議

Trade organisations, forums, and conferences

信息披露、輿情監測、媒體溝通機制、網站

Information disclosure, public opinion monitoring, media communication mechanism, website

環境、社會及管治報告

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考慮到持份者對行業相關性的回應，我們識別出28項與本集團營運相關的環境、社會及管治議題。如重要性矩陣所示，其中14項被列為高度重要議題。本報告集中討論本集團有關高度重要議題的管理方針、政策及表現。

Considering stakeholders' responses on the relevance in the industry's context, we have identified 28 ESG issues related to the Group's operations. 14 topics are prioritised as highly material as shown in the materiality matrix. This report focuses on the discussion of the Group's management approach, policies, and performance about the highly material topics.



Environmental, Social and Governance Report

環境

為確保本集團就提升環保表現而採取的環境管理方針及措施能在本集團內部得以有效貫徹實施，我們已就工廠營運的各種環境方面制定環境目標，包括減少溫室氣體排放、能源耗用及廢棄物管理的目標。

本集團按照《寧波市星級綠色工廠評價辦法(暫行)》的要求，針對薄弱環節，加強綠色製造體系創建，持續強化用地集約化、原料無害化、生產潔淨化、廢物資源化、能源低碳化等方面工作，補齊短板，進一步提升綠色製造水準。經過專案申報、屬地街道和園區初審並推薦、專家評審、名單公示等程序，我們作為近三年內通過清潔生產審核驗收和市級節水型示範的企業，被納入海曙區第一批三星級綠色工廠名單，並被納入寧波市生態環境監督執法正面清單企業。

有關行業的政策、法律及法規

為體現我們不斷改善環保的承諾，本集團持續監察環境相關法律法規的遵守情況，相關法律法規主要包括：

- 《中華人民共和國環境保護法》
- 《中華人民共和國大氣污染防治法》
- 《中華人民共和國固體廢棄物污染環境防治法》
- 《中華人民共和國水污染防治法》
- 《中華人民共和國環境噪聲污染防治法》
- 《污水綜合排放標準》(國家標準)
- 《鍋爐大氣污染物排放標準》(國家標準)

Environment

To ensure that our approach to environmental management and initiatives to enhance our environmental performance can be carried out effectively and consistently throughout the Group, we have established environmental targets on various environmental aspects for the factory operations, including targets to reduce greenhouse gas emissions, energy consumption and waste management.

In accordance with the requirements of the "Measures for the Evaluation of Star Green Factories in Ningbo (Provisional)", the Group strengthened the establishment of green manufacturing system over the weakness, and continued to strengthen the works of land use intensity, harmlessness of raw materials, production cleanliness, waste resourcefulness and low-carbon energy, so as to make up for the shortcomings and further improve the level of green manufacturing. After the procedures of project submission, preliminary review and recommendation of territorial streets and parks, expert evaluation and list announcement, we, as an enterprise that has passed the clean production review and acceptance and municipal water-saving demonstration in the past three years, were included in the list of the First Three-star Green Factories in Haishu District, and were also included in the positive list of enterprises of Ningbo ecological environment supervision and law enforcement.

Policies, Laws, and Regulations Concerning the Industry

To demonstrate that we are committed to the continuous improvement on environmental protection, the Group continues to monitor environmental compliance with relevant laws and regulations, which primarily include:

- Environmental Protection Law of the PRC
- Air Pollution Prevention and Control Law of the PRC
- Prevention and Control of Environmental Pollution by Solid Wastes of the PRC
- Water Pollution Prevention and Control Law of the PRC
- The Law on the Prevention and Control of Noise Pollution of the PRC
- Integrated Wastewater Discharge Standards (National standards)
- Air Pollutant Emission Standards for Boilers (National standards)

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- 《突發環境事件應急預案》(寧波市環保局備案)
- 《中華人民共和國清潔生產促進法》
- Contingency Plans for Environmental Emergencies (filed to Ningbo Environmental Protection Bureau)
- Law of the People's Republic of China on Promoting Clean Production

能源消耗

本集團奉行綠色製造原則。我們透過將低碳營運的理念融入生產過程，努力減少製造過程中的能源使用。環境保護及能源管理辦公室透過實施節能管理項目，協助本集團盡量減少能源消耗，成效顯著；同時透過嚴格監察能源消耗及排放數據，確保我們的資源在營運層面得到充分利用，並避免違反相關法律及法規規定的排放標準。

本集團一直根據《中華人民共和國可再生能源法》、《中華人民共和國節約能源法》和浙江省《用能單位能源計量管理要求》等法規對工廠營運中的能源耗用進行監控並參考相關法規的目標作為本集團的排放標準。

為優化能源資源，我們已進一步改善生產工藝流程及技術含量。透過更換LED照明、安裝蒸汽定時開關、大型設備採用變頻控制及鍋爐用水採用餘熱回收等措施，降低能源消耗。本集團空調及鍋爐系統亦已實現自動化。這不僅可將熱量過剩、噪音和振動的負面影響降到最低，亦在節能方面作出顯著改進。本年度，本集團一直在研究安裝太陽能電池板的可行性，以進一步減少工廠的能源耗用。此外，本集團對日常用電量進行記錄，監察生產樓層的耗電模式。透過收集日常數據，我們可識別重點區域並規劃更詳細的節能項目，並透過不同的生產過程優化能源資源。

Energy Consumption

The Group supports the principle of green manufacturing. By merging the idea of low-carbon operation into our production process, we aim to reduce energy usage for manufacturing purposes. The Environmental Protection and Energy Management Office has been making significant achievements in helping the Group to minimise its energy consumption through the implementation of energy-saving and management projects. By strictly monitoring the energy consumption and emission data, the Environmental Protection and Energy Management Office ensures our resources are well utilised at the operational level and avoid the violation of emission standards under relevant laws and regulations.

The Group has been monitoring energy consumption in our factory operations in accordance with the Renewable Energy Law of the PRC, Energy Conservation Law of the PRC and the Requirement for Metrology Management of Energy Consumption in Organisations Using Energy in Zhejiang Province, and reference to the targets of relevant laws and regulations as the Group's emission standards.

To optimise our energy resources, we have further improved our production process and technologies. By switching to LED lighting, installing steam timers, adopting variable frequency control for large equipment, and implementing residual heat recovery for boiler water, we aim to reduce our energy consumption. The Group has also automatised the air conditioning and boiler system. It not only minimises the negative impacts of excess heat, noise, and vibration, but also makes significant improvements in energy conservation. This year, the Group has been studying the feasibility of solar panel installation, to further reduce energy consumption in our factories. In addition, the Group has recorded the daily electricity usage to monitor the consumption patterns on our production floors. By collecting the daily data, we could then identify the key areas and plan for more detailed energy-saving projects, as well as optimise our energy resources through different manufacturing processes.

Environmental, Social and Governance Report

此外，本集團積極回應國家能源發展制定的「2030碳達峰、2060碳中和」目標。我們在夏季高溫期間進行了優化排產，在未造成產品庫存的情況下，配合相關部門需要降低了能耗量，及時響應政府「讓電於民」的號召。

高橋廠區儲運部採用綠色能源運輸工具，在保證安全及承載量的前提下，淘汰原本需要使用燃油的叉車，更換為充電叉車。電動叉車採用電驅動，與內燃叉車相比，具有無污染、噪音小、易操作、節能高效等優點，同時提高操作人員的舒適度及安全性。

在日常辦公中，我們制定了《空調使用管理規定》，在假日前由安環部與行政人員進行統一巡查，關閉不常用電器電源，積極提醒所有員工做到隨手關閉電器，長期離開工位關閉顯示器等，並提倡正反面列印，調整倉庫打印紙張大小等細節，提高大家的節能意識。

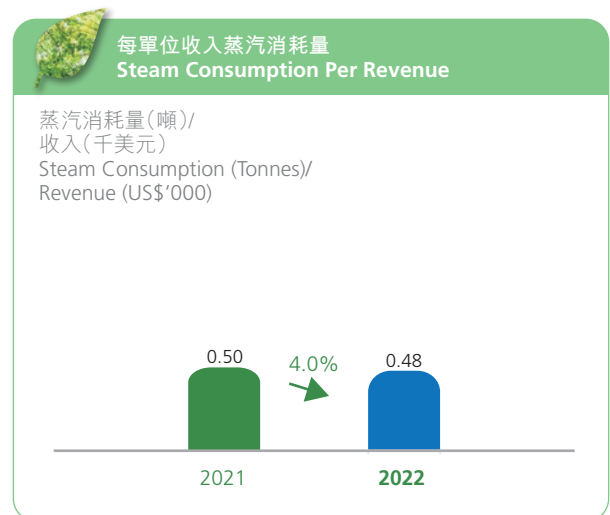
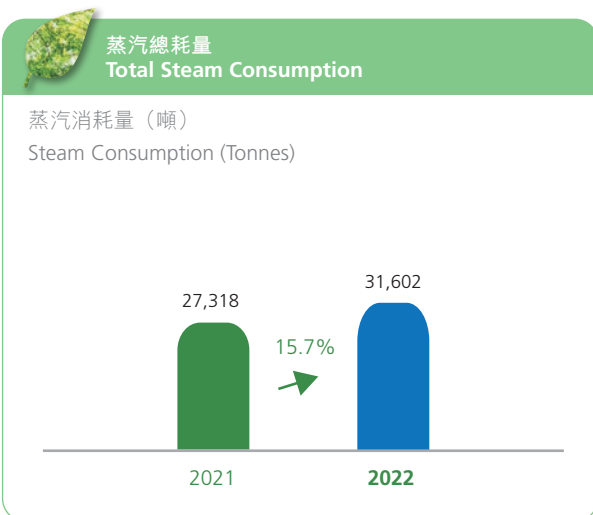
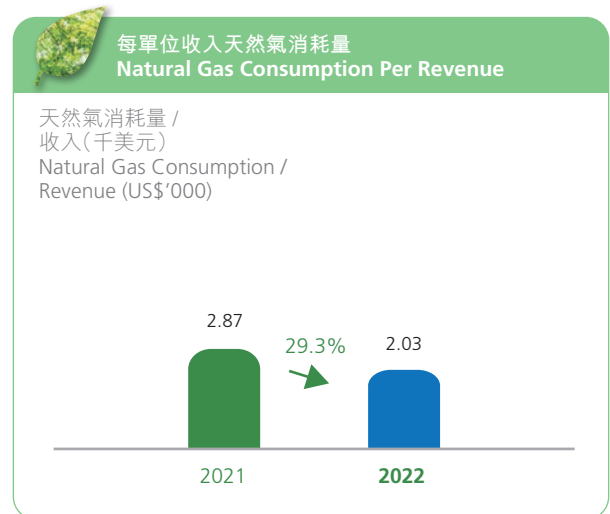
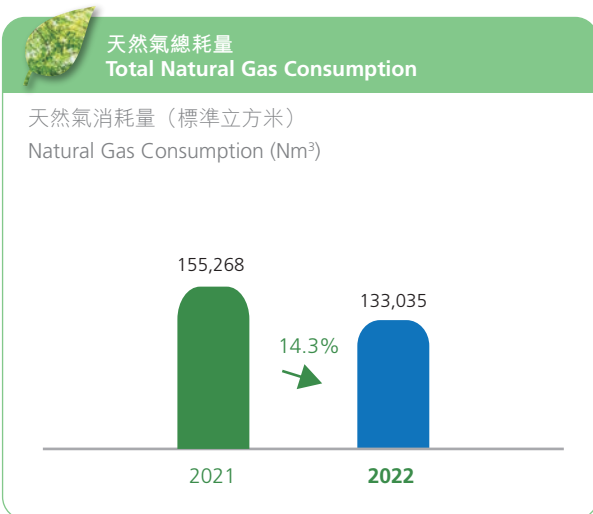
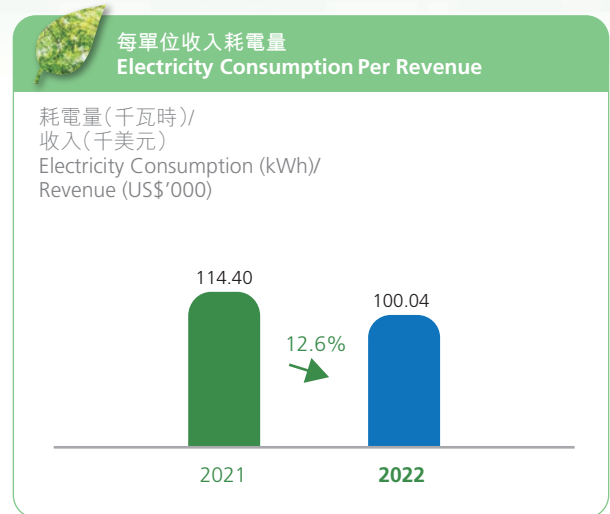
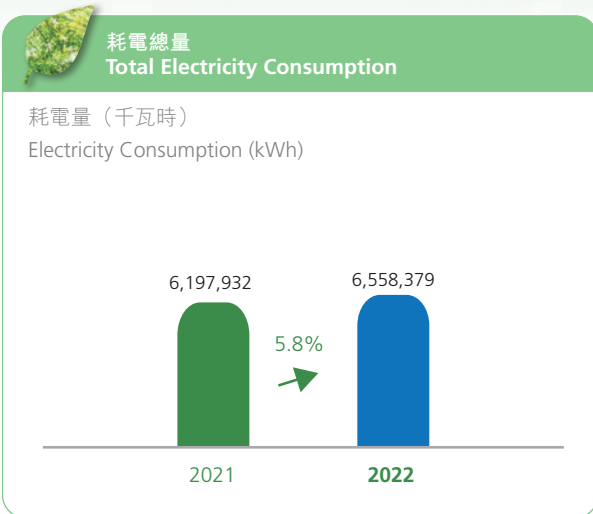
我們通過《關於宣導節儉經營的管理規定》和《中基層職工降本增效專案管理辦法檔》等內部制度的制定，鼓勵員工參與設計節能方案，並不斷提高員工保護寶貴資源的意識。在本報告期內，我們通過產線優化、增加自動化生產線、部分設備自主驗證、成立單項產品專項等多方面降本增效專案，對人工、能耗、物料報廢等作出了貢獻。

In addition, the Group actively responded to the national energy development goal of “carbon peak by 2030 and carbon neutral by 2060”. On hot summer days, we optimised our production and cooperated with relevant departments to reduce energy consumption without causing product inventories, thus responded to the government’s call for “electricity for the people” in a timely manner.

The Storage and Transportation Department of Gaoqiao plant adopts green energy means of transport. Subject to the guarantee of safety and load capacity, the forklifts that originally needed to use fuel are replaced by rechargeable forklifts. The electric forklift is driven by electricity, which has the advantages of no pollution, low noise, easy operation, energy saving and high efficiency compared with the internal combustion forklift, and also improves the comfort and safety of the operators.

We have formulated the Management Rules on the Use of Air Conditioners during daily working. Before the holidays, the Safety and Environment Department and administrative staff are supposed to conduct unified inspections, switch off the power of infrequently used appliances, actively remind all employees to switch off electrical appliances, shut down monitors while away for a long time, etc. We also advocate employees to print on both sides of paper, adjust the size of paper printed in the warehouse and other details to raise everyone’s awareness of energy saving.

We encourage employees to participate in the design of energy-saving programmes and continuously raise their awareness of protecting valuable resources by formulating internal regulations such as the Management Regulations on Advocating Frugal Operations and the Management Measures Files on Cost Reduction and Efficiency Improvement Projects for Middle and Lower Level Employees. During the reporting period, we have made contributions to labour, energy consumption, material scrap and other things through various cost reduction and efficiency enhancement projects such as production line optimisation, the addition of automated production lines, independent verification of certain equipment, and the establishment of special projects for stand-alone product.



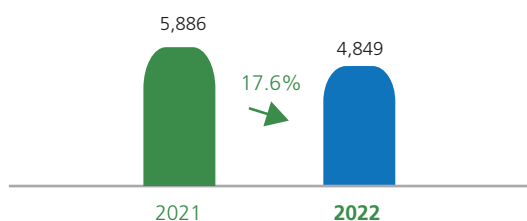
環境、社會及管治報告

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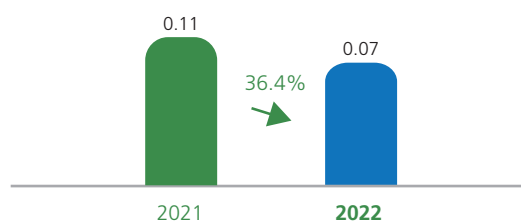
直接能源總耗量 Total Direct Energy Consumption

直接能源消耗量 (吉焦)
Direct Energy Consumption (GJ)



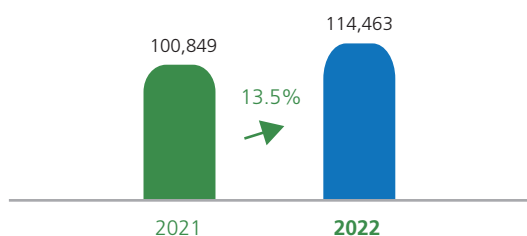
每單位收入直接能源消耗量 Direct Energy Consumption Per Revenue

直接能源消耗量(吉焦)/
收入(千美元)
Direct Energy Consumption (GJ)/
Revenue (US\$'000)



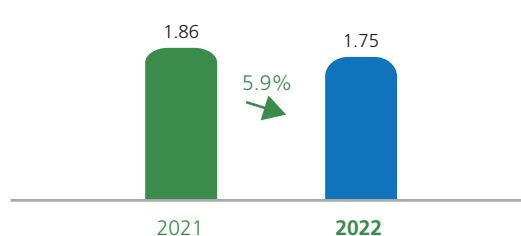
間接能源總耗量 Total Indirect Energy Consumption

間接能源消耗量 (吉焦)
Indirect Energy Consumption (GJ)



每單位收入間接能源消耗量 Indirect Energy Consumption Per Revenue

間接能源消耗量(吉焦)/
收入(千美元)
Indirect Energy Consumption (GJ)/
Revenue (US\$'000)



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氣候變化

本集團深明氣候變化對地方、物種及民生構成根本威脅。作為一間重視環保及可持續發展的公司，我們致力減少溫室氣體排放，並使我們的可持續增長與國家和國際氣候變化議程保持一致。

就物理風險而言，我們深明氣候變化導致的極端天氣可能對我們的業務造成多方面的影響。為盡量減少日常營運對環境的潛在影響及應對氣候變化挑戰，本集團委聘第三方進行氣候風險評估，識別與本集團有關的主要風險。暴雨、水災及颱風識別為可能影響業務營運的主要風險。

因此，本集團已制定氣候變化策略以應對不測風險，並確保我們的業務策略不僅遵循氣候變化的長遠趨勢，亦具有足夠靈活性應付業務環境中不可避免的變化。作為我們氣候變化策略的一部分，我們制定了《防颱防汛應急預案》和《防颱防汛應急指南》，規定了應急響應程序，以保障員工的安全。本集團亦成立了防颱防汛應急工作小組，每年對員工進行培訓和演練，加強員工的應急響應能力，提高員工對預案的認識和了解。

就轉型風險而言，為於二零六零年前達致國家碳中和目標，預期中華人民共和國將實施更嚴格的政策及法規控制溫室氣體排放，從而可能會影響業務營運，並帶來溫室氣體排放方面的不確定性。我們持續檢討應對氣候變化的方法，以提高我們面對相關風險及機遇的韌性。

Climate Change

The Group understands that climate change poses a fundamental threat to places, species, and people's livelihoods. As an environmentally conscious and sustainable company, we are committed to contributing to GHG reduction and aligning our sustainable growth with the national and international climate change agenda.

For physical risks, we acknowledge that extreme weather caused by climate change could affect our business in various ways. To minimise the potential environmental impacts arising from our daily operation and address the climate change challenges, the Group engaged a third party to conduct a climate risk assessment which identified the key risks associated with the Group. Heavy rainfall, flooding and typhoon are identified as the key risks that could possibly affect business operations.

As a result, the Group has developed our Climate Change Strategy to prepare for downside risk and ensure our business strategies are not only following the longer-term trajectory of climate change but also sufficiently flexible to respond to the inevitable changes in the business environment. As part of our Climate Change Strategy, we have developed the Emergency Plan for Typhoon and Flood Prevention and the Emergency Response Guide for Typhoon and Flood Prevention, which set out the emergency response procedures to protect the safety of our staff. The Group has also set up a Typhoon and Flood Prevention Emergency Task Force to carry out annual training and drills for staff to strengthen their emergency response capabilities and enhance their awareness and knowledge of the plan.

For transition risks, to meet the national carbon neutrality target by 2060, it is expected that the People's Republic of China will implement stricter policies and regulations to control GHG emissions. Therefore, it might impact the business operation and bring uncertainty in terms of GHG emissions. We continuously review our approach to climate change to enhance our resilience in response to the associated risks and opportunities.

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溫室氣體及廢氣排放

在減少碳足跡方面，本集團一直嚴格遵守《中華人民共和國節約能源法》、《中華人民共和國清潔生產促進法》、《「十三五」控制溫室氣體排放工作方案》等環保法規，並將按照國家戰略目標制定全省光伏發展試點計劃，研究安裝太陽能電池板的可能性。此外，本集團亦參考相關法規的目標作為本集團的排放標準。

本集團認為減少溫室氣體排放需要各業務單位的齊心協力。在管理方面，我們確保所有工廠均符合當地環保局的要求，持續加強溫室氣體和揮發性有機化合物(VOCs)的減排措施。例如，我們為盡量減少溫室氣體排放，已將噴塗烘乾設備的燃料由柴油換為天然氣，同時物控部淘汰了燃油叉車，更換為綠色能源的充電叉車，在保證安全及承載量前提下，充電叉車具有無尾氣排放、噪音小、易操作、節能高效等優點，同時提高操作人員的舒適度及安全性。為達到年度績效目標，我們每年進行內審，以改進有機廢氣回收設備及尾氣吸收裝置等各種設施的運行效率。

GHG and Air Emissions

In relation to the reduction of our carbon footprint, the Group has been strictly complying with environmental laws such as the Energy Conservation Law of the PRC, the Cleaner Production Promotion Law of the PRC and the Work Plan for Controlling Greenhouse Gas Emission during the 13th Five-Year Plan Period and will follow national strategic goals on developing province-wide pilot plan to promote photovoltaics development by studying the feasibility of solar panel installation. In addition, the Group also references to the targets of relevant regulations as the Group's emission standards.

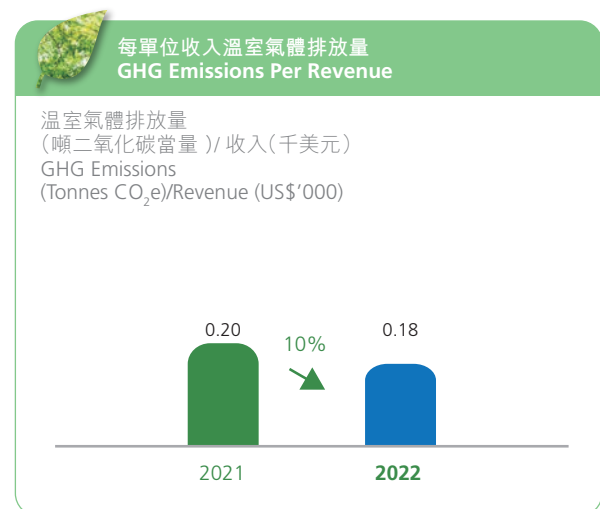
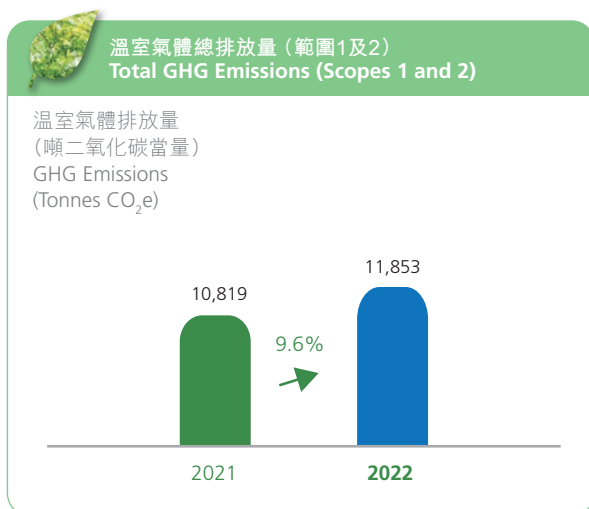
The Group believes that a collaborative effort by all business units is needed to reduce GHG emissions. In connection with management, we ensure all our factories have complied with the requirements of local environmental bureaus to continue to enhance the GHG and volatile organic compounds (VOCs) emission reduction measures. For example, we have switched the fuel for the spray drying equipment from diesel to natural gas to minimise GHG emissions, and the material control department has also eliminated fuel-powered forklifts and replaced them with green energy rechargeable forklifts. Subject to the guarantee of safety and load capacity, the rechargeable forklifts have the advantages including no exhaust emission, low noise, easy operation, energy saving and high efficiency, and also improves the comfort and safety of the operators. To meet the annual performance targets, internal audits are conducted annually to improve the effectiveness of several facilities, such as organic waste gas recovery equipment and exhaust gas absorption devices.

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廢氣處理方面，我們透過集中儲存、管道輸送的方式減少原料儲存及運輸過程中產生的工業廢氣。我們亦已安裝多種裝置，以盡量減少廢氣的產生。此外，本集團已聘請獨立第三方制定詳細的年度工作計劃並進行定期審核，有效減少工業廢氣排放並監測VOCs減排措施的成效。我們對敞口池進行了密封，並在乙醇庫增加尾氣吸收裝置，減少廢氣排放。

Regarding waste gas treatment, we reduce the production of industrial waste gas in raw materials storage and transportation through centralised storage and transmission pipeline. Furthermore, several devices have been installed to minimise waste gas generation. In addition, the Group has engaged an independent third party to develop a detailed annual work plan and conduct regular audits. It effectively reduces the emission of industrial waste gas and monitors the effectiveness of VOCs emission reduction measures. We have sealed the open sink, and added exhaust gas absorption devices to the ethanol tank to reduce emissions.



資源的可持續使用

本集團深明天然資源可持續使用的重要性，因而盡力減少資源的消耗，持續探尋生產過程中成本及半成品的尾料、包裝材料、冷凝水等的回收再利用方案。

Sustainable Use of Resources

The Group understands the importance of sustainable use of natural resources and therefore tries its best to reduce resource consumption and continue to explore the cost of the production process and the recycling and reuse of semi-finished tailings, packaging materials, condensate, etc.

水資源管理

潔淨水是本集團致力保護的寶貴資源。我們並無工廠在缺水地區營運。為控制水污染，我們嚴格按照當地政府要求，不斷加強污水處理，針對規定內要求的項目進行量度，以符合污水排放標準。

Water Management

Clean water is a valuable resource, which the Group is committed to conserving. None of our factories is operating in the water-stressed regions. To control water pollution, we continuously reinforce wastewater treatment by strictly following local government requirements, carrying out measurements of required items to meet the sewage discharge standards.

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本集團一直根據《中華人民共和國水法》和《浙江省水資源管理條例》等法規監測耗水量，以節約水資源，並參考相關法規的目標作為本集團的水資源管理標準。

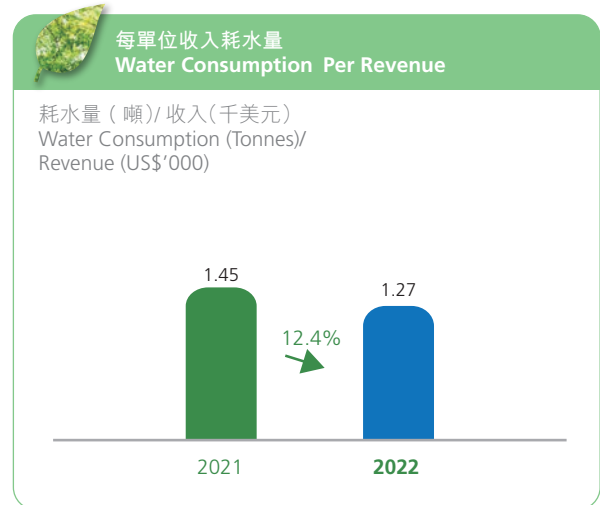
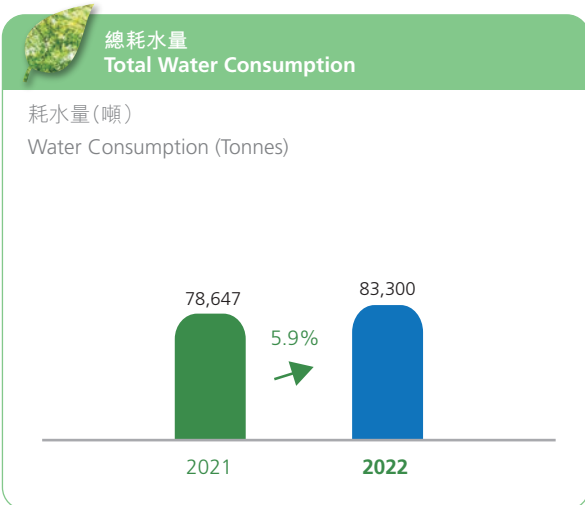
污水處理方面，我們安裝了專用的污水處理裝置，對下水管實行雨污分離，確保我們的污水管理符合國家標準。本集團不僅指派員工記錄日常用水量，亦對節水冷卻塔進行升級，盡量減少生產過程中的漏水情況，從而降低生產線的耗水量。此外，我們重新利用純化水濃水，提高水的循環利用率。

經考察發現，車間生產所產生的蒸汽冷凝水，基本進入廠區雨水管網，最終也進入水污水處理池。為節約水資源，我們對冷凝水的回收再利用開展專項分析，邀請各部門專業人員積極尋求實施方案，將收集後的冷凝水合規再利用。

The Group has been monitoring water consumption in accordance with the Water Law of the PRC and the Regulations of Zhejiang Province on the Management of Water Resources to conserve water resources and reference to the targets of relevant laws and regulations as the Group's water management standards.

As for sewage treatment, we have installed a dedicated sewage treatment facility to separate rainwater and sewage. It ensures that our wastewater management complies with the national standards. The Group has not only assigned staff to record the daily water usage, but also upgraded the water-saving cooling towers and minimised water leakage during the production process to reduce water consumption in the production lines. In addition, we reused the purified and concentrated water to increase our water recycling rate.

Upon investigation, we found that the steam condensate generated from workshop production basically entered into the rainwater pipe network of the plant and eventually entered into the sewage treatment tank. In order to save water resources, we conducted special analysis on the recycling and reuse of condensate, and invited professionals from various departments to actively seek implementation programmes to reuse the collected condensate in compliance with regulations.



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廢棄物管理

本集團將探索中藥渣資源再利用於動物養殖，以提高廢棄物的再利用。

本集團的目標是透過盡量減少生產過程中使用的物料並提高回收率，在工廠中最大限度地提高資源效益。我們記錄所使用的物料，務求減少不必要的物料浪費。

為減輕一般固體廢棄物處理對環境的壓力，本集團亦與廢棄物回收公司合作，對固體廢棄物進行更進一步的分類，完成資源再利用。

我們積極探索提高廢棄物使用價值的處理方式，在多個部門的共同努力下，我們打通寧波畜牧業回收管道，將中草藥殘渣提供給養殖業、肥料生產企業等多個合作單位，從原本委外處理轉為銷售處理，帶來額外收益。在本報告期內，共處理約4,029噸，額外收益約人民幣35,000元。同時，銷售部也尋找到回收白芍除雜液的對口企業，成功打開銷售通道，不僅節約了處理費用，減少環境污染，也積極為我們帶來新的收益。在本報告期內，共處理約89噸，收益約人民幣193,000元。生產污泥由寧波格林蘭生物質能源開發有限公司回收，供其進行有機農用營養液的研究，共同致力推動綠色生產，同時降低污泥處理成本。

我們對生產、辦公中產生的各類廢棄物進行了有效的分類，並制定了《垃圾分類管理制度》進行管控，對分類後的垃圾進行有效、無害化處理，分類方式及處理方式符合國家相關法律法規要求。對於車間排污進行COD排放即時監控，對污水進行預處理後確保排放滿足國家要求，同時我們對數據對比產品進行分析，保證廢水排放符合要求。

Waste Management

The Group will explore the recycling of Chinese medicine dregs for animal breeding, in order to improve the reuse of waste.

The Group aims to operate our factories with maximum resources efficiency by minimising the materials used throughout the manufacturing process and increasing the recycling rate. We keep track of the materials that we use, aiming to minimise unnecessary waste of materials.

To alleviate the pressure of general solid wastes disposal on the environment, the Group has also partnered with waste recycling companies to further sort solid waste and complete resource reuse.

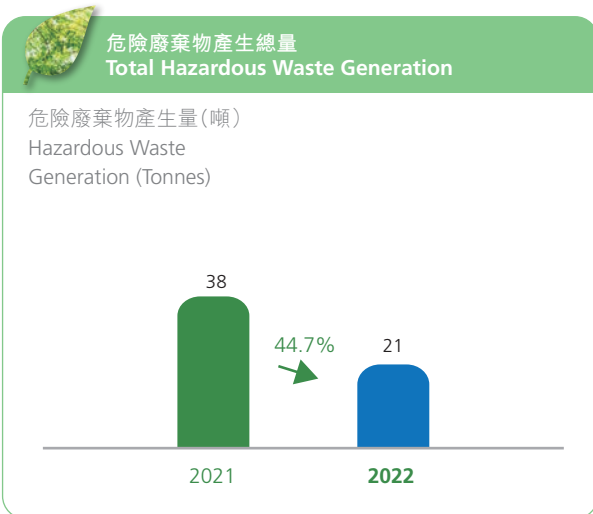
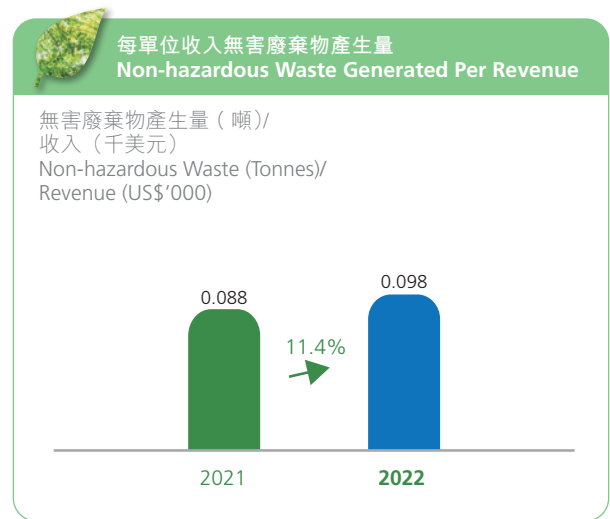
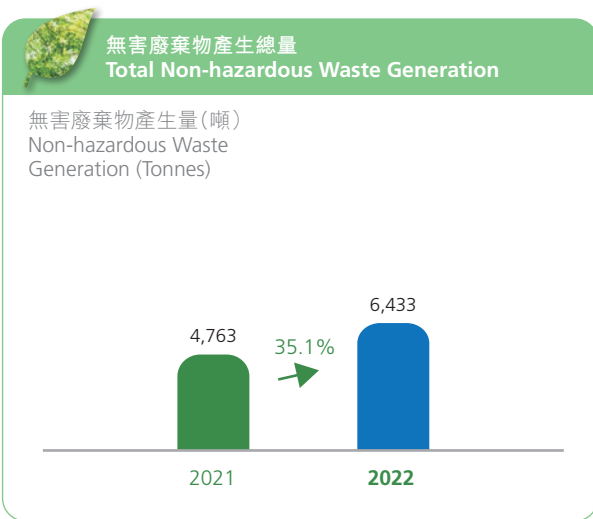
We actively explored methods to increase the value-in-use of waste. With the joint efforts of several departments, we opened up the recycling pipeline of the livestock industry in Ningbo and provided Chinese herbal medicine residues to various enterprises that are in cooperation with us, such as breeding industry and fertiliser producers, and switched from originally outsourced disposal to sales disposal, which generated additional income. During the reporting period, we disposed of a total of approximately 4,029 tonnes, generating additional income of approximately RMB35,000. In the meantime, the sales department also found counterparts to recycle the impurity removal fluid of white peony and successfully opened up the sales channel, which not only saved the disposal cost and reduced environmental pollution, but also actively provided us with new revenue. During the reporting period, we disposed of a total of approximately 89 tonnes, generating income of approximately RMB193,000. The production sludge is recycled by Ningbo Greenland Biomass Energy Development Co., Ltd.* (寧波格林蘭生物質能源開發有限公司) for its research on organic agricultural nutrient fluid, and jointly committed to promoting green production and reducing sludge disposal costs at the same time.

We have effectively sorted all kinds of waste generated in production and office, and formulated the Waste Sorting Management System to control, and effectively and harmlessly disposed of the sorted waste, and the sorting methods and disposal methods are in compliance with the requirements of relevant laws and regulations of the country. We conduct real-time monitoring of COD emission for workshop discharge and ensure that the discharge meets the national requirements after pre-treatment of sewage. At the same time, we analyse the data against the products to ensure that the wastewater discharge meets the requirements.

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《國家危險廢物名錄》明確了管理信息化、標識標準化、儲存標準化等管理新要求，本集團深知危險廢棄物管理的重要性。我們必須確保採取最嚴格的安全措施處理危險廢棄物，並符合當地工業固體廢棄物處理方面的法例。我們亦設立專用的倉庫，用以管理生產、運輸、儲存、處理及歸類過程中的危險廢棄物問題。我們已對倉庫進行改造，防止危險廢棄物滲入河道。

The National Hazardous Waste List clarifies new management requirements such as informatisation of management, standardisation of identification signs, and standardisation of storage, the Group understands the importance of hazardous waste management. It is critical to ensure that we have the highest degree of safety in treating hazardous waste, as well as complying with the local industrial solid waste disposal legislation. We have also set up a dedicated warehouse to manage the hazardous waste issues from production, transportation, storage, handling, and filing. We have renovated the warehouse to prevent the leakage of hazardous wastes into the river.



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原料管理

本集團用於生產的原料主要包括中草藥及各種提取物，提取過程中可能對環境及天然資源造成輕微影響。本集團積極履行社會責任，一直以堅持業務發展與環境保護並重。我們本著負責任的態度採購原料，盡量減少對環境的影響。此外，本集團已設立評估標準，避免過度使用包裝材料。為配合市場需求，對於切換包裝的產品，我們也通過精細化計算生產計劃，以最少包材損失量完成新舊更替。

對於合作的供應商，我們與合作商簽訂綠色環保協定，呼籲友好合作單位使用綠色能源生產，主動控制生產中有害廢棄物、有害氣體的產生，我們也將綠色工廠納入供應商評選指標，在同等條件下將優先與環保意識先進的公司進行合作。

Raw Materials Management

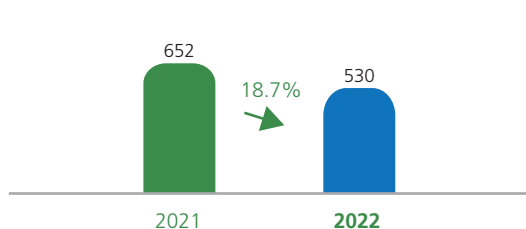
Raw materials used by the Group for production primarily include Chinese herbal medicines and various extracts. During the extraction process, it may cause a minor impact on the environment and natural resources. The Group actively fulfils its social responsibilities and always aims to maintain the balance between business development and environmental protection. We only source the raw materials responsibly to minimise environmental impacts. In addition, the Group has set up an assessment standard to avoid the excessive use of packaging materials. To cope with the demand of the market, for products that revamp packaging, we also calculated the production program in a refined way, so as to replace the old packaging materials with the new packaging materials with minimum loss.

For our cooperative suppliers, we have signed the Green Environment Agreement with our partners, calling on our friendly partners to use green energy for production and proactively control the generation of hazardous waste and harmful gases in the process of production. We have also included green factories into our supplier selection index and would give priority to cooperation with companies with advanced environmental awareness under the same conditions.



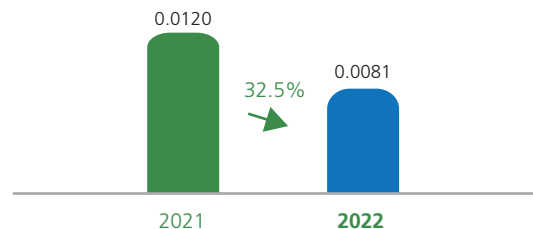
包裝材料總耗量 Total Packaging Materials Consumption

包裝材料消耗量 (噸)
Packaging Materials
Consumption (Tonnes)



每單位收入包裝材料消耗量 Packaging Materials Consumption Per Revenue

包裝材料消耗量 (噸)/
收入 (千美元)
Packaging Materials
Consumption (Tonnes)/Revenue (US\$'000)



員工

企業文化

本集團以深耕風濕免疫處方藥領域並成為該領域基礎用藥第一品牌為目標。同時，我們積極拓展美容、保健品、精準醫療等領域，努力成為優秀的多元化健康產業公司。專業、國際化、不斷創新、充滿活力是我們的企業文化，希望為客戶帶來幸福和更健康的生活。本集團鼓勵團隊合作，明確個人責任，樹立責任意識，並秉持務實、開放與共享的價值觀。我們希望為客戶提供高品質的產品，為員工創造高品質的生活，為股東取得高品質的投資，為社會回饋高品質的企業責任。本集團傳承並創新傳統醫藥理論，打造並領導未來健康事業。

員工指引

本集團遵循尊重、公平的原則，致力打造和諧、健康的工作環境及公平、發展的職場氛圍。在提供就業機會、薪酬、培訓、績效考核、晉升等方面遵循上述原則。本集團從未因性別、年齡、種族、宗教、文化及教育背景而存在歧視。本集團致力為所有員工提供平等機會，保障員工的合法權益。另一方面，本集團的僱傭政策嚴格遵守有關薪酬和解僱、招聘和晉升、工作時間、休息時間、平等機會、多樣性、反歧視、童工、強制勞工及其他福利的現行法律法規。

Employees

Corporate Culture

The Group aims to continue its business in prescription drugs for autoimmune rheumatic diseases and become the number one brand for basic medication in this field. At the same time, we are actively expanding into the fields of cosmetic products, healthcare products, and precision medication, striving to become an outstanding diversified company in the health industry. Professionalism, internationalisation, continuous innovation, and vitality are our corporate culture and hope to bring happiness and healthier life to our customers. The Group encourages teamwork, clearly defines individual obligations, builds up responsibility, and upholds pragmatic, open, and shared values. We hope to provide high-quality products for customers, create high-quality life for employees, achieve high-quality investment for shareholders and contribute to society with a high-quality corporate responsibility. The Group inherits and introduces innovations in traditional medicine theory to develop and lead the future healthcare business.

Employee Guidelines

On the principle of respect and fairness, the Group is committed to creating a harmonious and healthy working environment, and a fair and developmental workplace atmosphere. The above principles are followed in the provision of employment opportunities, salaries, training, performance evaluation, promotion, etc. The Group has never discriminated on the grounds of gender, age, ethnicity, religion, culture, and educational background. The Group is committed to equal opportunities for all employees, protecting their legitimate rights. On the other hand, our Group's employment policy strictly adheres to current laws and regulations regarding compensation and dismissal, recruitment and promotion, working hours, break time, equal opportunity, diversity, anti-discrimination, child labour, forced labour, and other benefits.

環境、社會及管治報告

Environmental, Social and Governance Report

本集團的勞動合同以國家頒佈的《勞動法》和地方相關勞動法律法規為依據，一經簽署即具有法律約束力。本集團的員工招聘過程嚴格遵守中國相關法律法規。本集團主要遵守的法律法規包括：

- 《中華人民共和國勞動法》
- 《中華人民共和國勞動合同法》
- 《中華人民共和國未成年人保護法》
- 《禁止使用童工規定》(國務院令第364號)
- 《浙江省女職工勞動保護特別規定》

二零二二年，本集團未出現違反上述法律法規的情形。

僱傭政策

本集團藉由《招聘管理制度》吸引優秀人才加入本集團，為內部員工提供各種職業發展機會，從而為本集團的發展作出貢獻。我們關注並了解每一位員工的職業發展和特長，盡可能將合適的人才匹配合適的崗位上，關愛員工，實現共同發展的目標。

我們對每一位員工實施科學的績效和發展管理。我們將本集團的戰略目標與個人和團隊的目標有效地聯繫在一起，進行量化管理，在完成績效目標的同時確保員工職業的發展與成長。

Labour contracts of the Group are based on the Labour Law promulgated by the State and relevant local labour laws and regulations. Contracts are legally binding as soon as they are signed. The staff recruitment process of the Group strictly complies with relevant laws and regulations of the PRC. The laws and regulations that the Group mainly abides by include:

- The Labour Law of the PRC
- The Labour Contract Law of the PRC
- The Law of the PRC on the Protection of Minors
- Provisions on the Prohibition against the Use of Child Labour (State Council Order No. 364)
- Special Provisions on Labour Protection of Female Workers in Zhejiang Province

In 2022, the Group did not violate any of the above laws and regulations.

Employment Policy

The Group attracts outstanding talents to join by the Recruitment Management System and provides various career development opportunities for internal staff, to contribute to the development of the Group. We pay attention to and understand the career development and specialities of each employee, assign the most suitable talents to appropriate positions, and care for them to achieve the goal of joint development.

We implement scientific performance and development management for every employee. We effectively link the strategic objectives of the Group with individual and team objectives, manage quantitatively and ensure the career development and growth of employees while achieving the performance target.

Environmental, Social and Governance Report

本集團根據員工的綜合表現、目前薪酬、市場薪酬水平、業務環境及通貨膨脹率對員工進行年度薪酬調整，以確保公司的整體薪酬在市場上具有競爭力。並按國家規定為員工繳納養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金。我們奉行不分民族、宗教信仰、性別，與所有員工簽訂書面勞動合同。

本集團致力招聘、激勵及保留優秀員工。我們的組織發展及人才管理專注於為員工提供全面的培訓體系、合理的績效評估及制訂科學的職業發展通道，同時關注員工的認可及激勵，從而激勵員工不斷學習與進步，實現提升員工能力的長遠目標。

我們所取得的每一點進步在很大程度上都歸功於員工的付出。因此，隨著業務增長，我們亦希望與員工分享成功的果實，並確保公平合理地進行分配。

工作時間

為保障員工的工作及休息權利，使其在工作與生活之間取得平衡，所有員工的工作時間均符合《中華人民共和國勞動法》及《中華人民共和國勞動合同法》的規定。行政及管理職能員工的工作時間為每週40小時，而生產人員實行輪班制度，銷售人員實行彈性工作制。在任何情況下，若需要員工超時工作，本集團將根據相關勞動法律及法規向員工發放加班費。此外，休息日及公眾假期與《中華人民共和國勞動法》的規定一致。

The Group makes annual salary adjustments for employees based on comprehensive performance, current salary, market salary level, business environment, and inflation rate to ensure that the Company's overall compensation remains competitive in the market. By the provisions of the State, the Group pays endowment insurance, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance, and housing provident fund for employees. We sign written labour contracts with all employees regardless of nationality, religious belief and gender.

The Group is dedicated to recruiting, motivating and retaining outstanding employees. Our organisational development and human capital management focus on providing employees with a comprehensive training system, reasonable performance evaluation and formulating scientific career development channels while paying attention to employee recognition and incentives. Therefore, employees can be motivated to learn and improve over time, and thus achieve the long-term goal of enhancing employees' abilities.

Every little step we have made owes greatly to the contribution of our employees. Therefore, as the business grows, we would also like to share our fruitful success with them and make sure we are doing it fairly and reasonably.

Working Hours

To protect employees' rights to work and rest and achieve work-life balance, working hours for all employees comply with the Labour Law of the PRC and the Labour Contract Law of the PRC. The working hours of employees in the administrative and management functions are 40 hours per week. Whereas workers at production sites work in shifts and salespeople follow the flexible working hour system. In any case, where overtime working is required, overtime payment will be awarded to employees under the relevant labour laws and regulations. Furthermore, rest days and public holidays are consistent with the Labour Law of the PRC.

環境、社會及管治報告

Environmental, Social and Governance Report

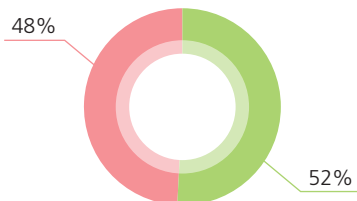
人員結構

本集團倡導多元化。我們聘用不同性別、年齡、技能、教育背景、工作經驗及其他職業素養的員工，以達致最適合的結構與平衡。在招聘人才時，我們按照《招聘管理制度》的規定，遵循「公平、平等、競爭、擇優」的原則，避免因宗教、種族或性別等因素而產生歧視。

Staff Structure

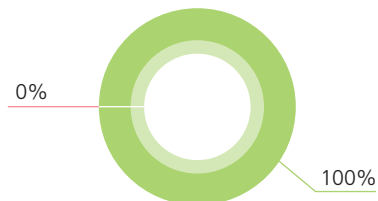
The Group embraces diversity. We hire employees of different genders, ages, skills, educational background, working experience, and other career qualities to achieve optimum structure and balance. When hiring talent, we follow the principle of “fairness, equality, competition, and merit” from the perspective of the “Recruitment Management System” to avoid discrimination based on religion, race, or gender.

按性別劃分的僱員數目 Workforce by Gender



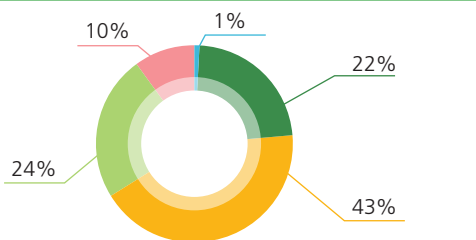
- 男性僱員總數 Total Number of Male Employees
- 女性僱員總數 Total Number of Female Employees

按僱傭類型劃分的僱員數目 Workforce by Employment Type



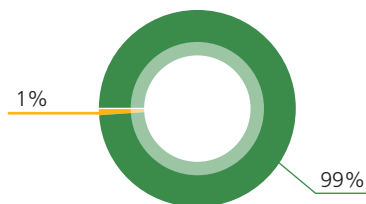
- 全職僱員總數 Total Number of Full-time Employees
- 兼職僱員總數 Total Number of Part-time Employees

按年齡組別劃分的僱員數目 Workforce by Age Group



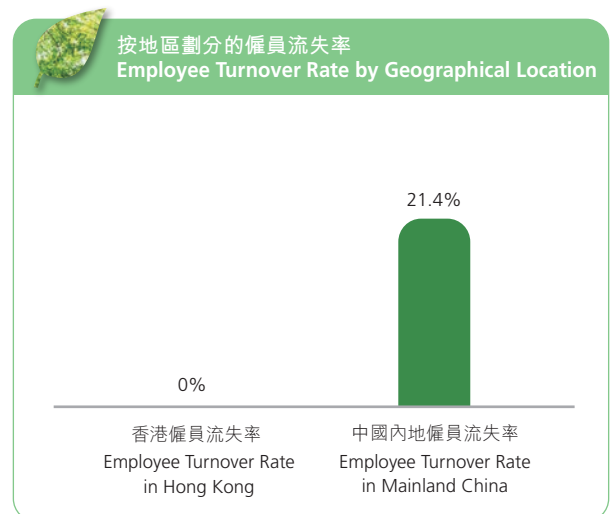
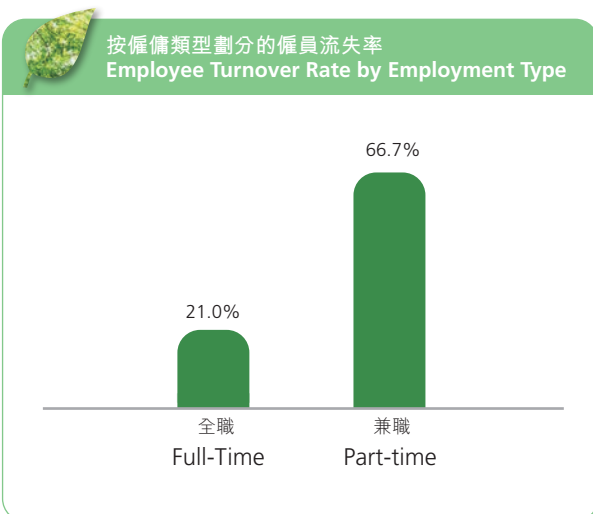
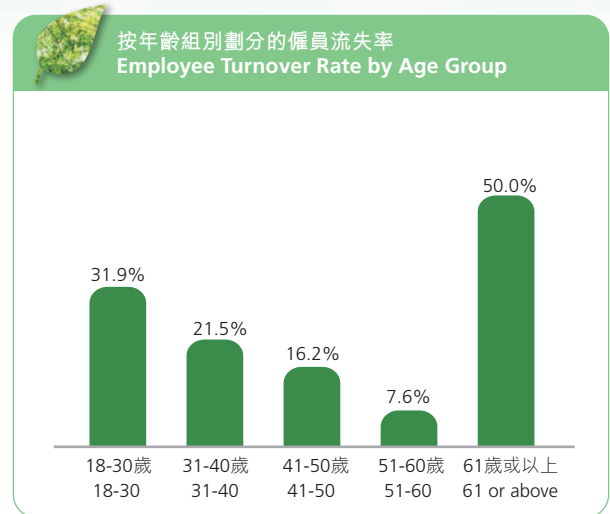
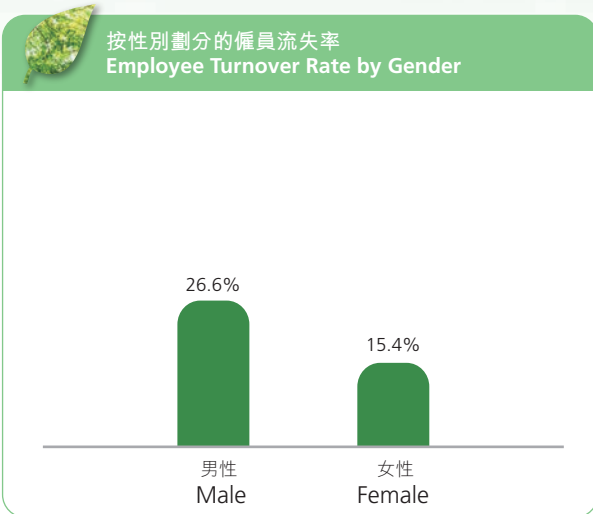
- 18-30歲
- 31-40歲
- 41-50歲
- 51-60歲
- 61歲或以上

按地區劃分的僱員數目 Workforce by Geographical Location



- 中國內地僱員總數 Total Number of Mainland China Employees
- 香港僱員總數 Total Number of Hong Kong Employees

環境、社會及管治報告 Environmental, Social and Governance Report



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員工健康與安全

員工對本集團尤為重要。因此，我們始終將員工的健康與安全放在首位。我們按照「安全生產」的原則保護員工，致力提供安全、健康及有保障的工作環境。我們的生產車間均配備除塵、降噪、除濕等設備。此外，對於有可能造成傷害的特種設備，僅可由專人使用，並進行定期保養及年檢。本集團亦在當眼位置放置危險品警示標誌及識別標籤，針對可能發生致命事故的工作場所制定應急預案。此外，我們亦為生產場所的工人提供勞動防護用品，最大程度地降低受傷風險。同時，我們每年舉行消防疏散、自救、急救、逃生等消防演練，強化員工的安全意識以及自我保護意識，避免發生意外。

由於新型冠狀病毒疫情，本集團已遵守寧波有關防控新型冠狀病毒病的規定及指引。結合本集團的實際營運情況，我們制定了員工須遵守的臨時防控措施，以確保其安全。

我們亦成立了「朗生醫藥控股新型冠狀病毒防控工作領導小組」，並制定了以下重要疫情防控措施：

- 安排部分員工在家辦公
- 要求員工測量體溫，佩戴口罩，出示健康碼和行程卡
- 加強公司內部的消毒及食堂衛生管理
- 與當地政府保持密切聯繫，及時了解最新消息

Staff Health and Safety

Employees are crucial to the Group. Hence, we always put the health and safety of employees in the first place. We protect our employees using the principle of “Safety in Production” and are dedicated to providing a safe, healthy, and guaranteed working environment. Our production workshops are all equipped with dust and noise cancellation, and dehumidification machines. Besides, special equipment that might cause injuries would only be used by authorised personnel, and periodic maintenance and annual check-up are being conducted. The Group also placed warning signs and identification labels for dangerous goods at eye-catching places and formulated contingency plans for workplaces where fatal accidents may occur. Additionally, we also provide appliances for labour protection to workers at production sites to minimise the risk of injury. Meanwhile, we hold annual fire drills with fire evacuation, self-rescue, first aid, escape, and others. to strengthen employees’ safety and self-protection awareness to avoid accidents.

Due to the COVID-19 pandemic, our Group has already followed the requirements and guidance on the prevention and control of COVID diseases in Ningbo. By combining with the actual operational situation of the Group, we have formulated a temporary control measure for employees to follow to ensure their safety.

We have also established a “Lansen Pharmaceutical Holdings Leading Group for Novel Coronavirus Prevention and Control” and have formulated the following important epidemic control measures:

- Arrange for some of the employees to work from home
- Require employees to check their temperatures, wear masks, and present their Health Code and Travel Card
- Strengthen disinfection and canteen hygiene management within the company
- Keep in close contact with the local government and keep abreast of the latest news

Environmental, Social and Governance Report

本集團制定了《企業職工健康管理規程》及《衛生和人員健康狀況管理規程》。我們每年組織員工進行健康體檢。對於從事危害因素的員工，我們嚴格遵守《中華人民共和國職業病防治法》及相關勞動法律，透過定期體檢及療養，降低職業病發生率。本年度，共有109名員工完成職業病體檢，並根據結果對員工是否符合崗位要求進行評估，對可能在工作中存在潛在風險的員工做出合理的工作調動安排。

本集團致力為員工提供溫馨、舒適的辦公環境。我們盡全力改善工作環境及設施；鼓勵無煙化辦公，禁止員工在廠區內吸煙。此外，我們在工作場所配備員工食堂，提供各種營養豐富的餐食。

員工權益及福利

我們在創造經濟效益的同時也積極保障員工權益，提高員工的各項福利，增強員工的歸屬感和凝聚力。本集團和工會都在傳統節日裡提供豐富溫馨的禮物，為每一位員工送出節日的關懷和祝福。所有員工均享受帶薪休假。除享有法定假期外，本集團亦根據相關法律及法規向員工提供獎金、津貼、補貼及福利。除了為全體員工繳納基本醫療保險外，我們還為員工提供意外傷殘、公共交通等商業保險及工會互助住院重疾保險及女職工安康保險。此外，我們還為員工提供一定比例的醫療費用報銷，以減輕員工的財務負擔。於報告期內，本集團向患病的員工發放了慰問金及慰問品。

為保障全體員工的合法權益，提供公開的溝通渠道，我們依法成立了工會組織和職工代表大會。此外，我們透過自動化辦公平台（「OA辦公平台」）、企業郵箱、內部期刊、廣告欄、問卷調查等，向員工傳遞集團的最新動態，積極聽取員工的意見和建議。我們亦會對關注度較高的問題作出回應並採取相應的改進措施，保障廣大員工的利益。

The Group established the Employee Health Management Procedures and the Hygiene and Personal Health Condition Management Procedures. We organise annual general health examinations for employees. For those who are engaged in hazardous occupations, we strictly follow the Law of the PRC on the Prevention of Occupational Diseases and relevant labour laws and reduce the incidence rate of occupational diseases through regular health checks and recuperation. This year, a total of 109 employees have completed the occupational disease health check and evaluation based on the results on whether the employees meet the job requirements and make reasonable job transfer arrangements for employees who may have potential risks on the job.

The Group is devoted to providing a warm and comfortable office environment for our employees. We do our best to improve the working environment and facilities; and we encourage a smoke-free office, which forbids employees to smoke in the factory area. Besides, we equipped the workplaces with respective canteens that provide a variety of nutritional meals.

Rights and Benefits of Employees

While creating economic benefits, we also actively protect employees' rights and enhance their welfare to increase their sense of belonging and cohesiveness. Both the Group and the labour union provide rich and heart-warming gifts on traditional festivals, sending holiday care and blessings to every employee. All employees enjoy paid leaves. Other than statutory holidays, bonuses, allowances, subsidies, and welfare are also given to all employees according to relevant laws and regulations. In addition to basic medical insurance for all employees, we also provide commercial insurance for accidental disability, public transportation etc. and unionised mutual aid hospitalisation insurance for critical illness and health insurance for female employees. In addition, we also provide a certain proportion of medical expense reimbursement to reduce employees' financial burden. During the reporting period, our Group visited employees who were suffering from illness with consolation money and items.

To protect the legitimate rights and interests of all employees and provide an open communication channel, we have established a labour union and a workers' representative assembly by the laws. Additionally, through the office automation platform (the "OA Platform"), corporate email, internal publication, billboard, questionnaire, etc., we can deliver the latest news to our employees and actively listen to their opinions and suggestions. We would also respond and take corresponding improvement measures to issues that are highly concerning to protect employees' interests.

環境、社會及管治報告

Environmental, Social and Governance Report

本集團為豐富員工工餘生活，成立了羽毛球協會、足球協會、籃球協會、閱讀營，並為員工提供籃球場、羽毛球館等運動場地及娛樂設施。此外，我們亦不定期與姊妹公司、業務合作單位及社區團體舉辦業餘比賽。此外，我們定期發行內部月刊《新朗生》，並開通「匯聚在朗生」微信公眾號以豐富員工的文化生活。於報告期內，本集團組織了員工運動會、籃球比賽、羽毛球賽、登山運動、共學共讀書本及各種節日慶祝活動，幫助員工釋放壓力，同時提供展現自我及相互溝通的機會。

員工培訓與發展

本集團高度重視人才發展，致力提供一個促進組織與員工融合發展的平台。本年度，本集團繼續推進全方位的人才培訓體系，並取得了令人滿意的成績。二零二二年，由於疫情原因，本集團大力完善新員工線上培訓體系，新銳班25名朗生新人線上培訓6天。新員工直播訓練營以朗生直播平台和微信群組為載體，採用「直接學習+社群運營」的學習方式，保障學習效果。青英班推選入職3年內的43名學員相聚雲端「7天沉浸式」學習。幹部培訓中心針對公司管理人員舉辦了7場線下培訓，有職業化塑造、新時代是奮鬥者的時代、PDCA管理、向上管理、團隊建設及心理學類等主題分享。

To enrich the amateur life of employees, the Group has established badminton associations, football associations, basketball associations and reading camp, and provided basketball courts, badminton halls, and other sports venues and entertainment facilities for employees. Besides, we also organise amateur team competitions with sister companies, business partners, and communities irregularly. Moreover, we publish our internal monthly magazine, "New Lansen" and operate a Wechat public account called "Gather at Lansen" to enrich employees' cultural life. During the reporting period, our Group organised staff sports day, basketball competitions, badminton competitions, hiking, learning and reading books together and festival celebrations, etc. to help our employees release their stress and, at the same time, provide an opportunity for self-expression and communication.

Staff Training and Development

The Group prioritises talent development and we aim to provide a common platform for the development of the organisation and our employees. This year, the Group continued to carry forward an all-rounded training system and has achieved a satisfactory result. Given the pandemic, the Group has put great efforts into improving its online training system for new employees in 2022, and 25 Lansen new employees of the New Elite Class were trained online for 6 days. The new employees' live training camp was carried out on Lansen's live platform and WeChat group, and the learning method of "direct learning + community operation" was adopted to ensure the learning results. 43 trainees within 3 years of employment were selected by High Calibre Class to join in the cloud-based "7-day immersion" learning. The staff training centre held 7 offline training sessions for the management staff of the Company, including topic sharing such as career shaping, new era belongs to those who work hard, PDCA management, upward management, team building and psychology.

Environmental, Social and Governance Report

供應鏈管理

本集團將供應商甄選視作一項核心責任。我們積極與供應商、分銷商及客戶建立緊密合作關係。為防範採購風險，降低運營成本，提高產品品質，我們針對採購、倉儲、物流、銷售及配送流程建立起行之有效的供應鏈管理體系。隨著有效管理系統的建立，我們的聲譽及品牌形象將得以進一步提升，從而有利於我們業務的長遠發展。

供應鏈管理制度

本集團的經營範圍包括藥品及醫療器械，並就以上產品持有相關政府監管機構授予的有效營業執照及許可證。為提高供應鏈的整體運營效率並加強管理系統的標準化，本集團根據各產品的銷售預期設立特定程序，並由品質管制部監察供應商、分銷商及客戶的營運情況。

本集團在供應鏈管理方面嚴格遵守所有相關法規和指引，並不斷完善現有制度。我們已制定《供貨單位及產品的審核管理制度》、《首營企業審核程式》、《首營品種審核程式》、《採購管理制度》及《退換貨管理制度》，並符合所有相關法律法規的規定，包括：

- 《中華人民共和國藥品管理法》
- 《藥品生產品質管理規範》
- 《中華人民共和國藥典》
- 《藥品經營品質管制規範》
- 《醫療器械監督管理條例》
- 《醫療器械經營品質管制規範》
- 《中華人民共和國食品安全法》
- 《化妝品監督管理條例》

Supply Chain Management

The Group views supplier selection as one of our core responsibilities. We actively engage with suppliers, distributors, and customers to develop close collaborations. In order to prevent procurement risks, reduce operation cost and enhance the quality of our products, we have established an effective Supply Chain Management System for procurement, storage, logistics, and sales and dispatching processes. With an effective management system in place, our reputation and brand image can be further enhanced which will benefit our business development in the long run.

Supply Chain Management System

The Group operates across the scopes of pharmaceuticals and medical devices with all valid business licences and permits granted by relevant government regulatory authorities. To improve overall operational efficiency in the supply chain and reinforce the standardisation of its management system, designated procedures are established for each product based on their sales expectations, and the Quality Control Department monitors the operations of suppliers, distributors, and customers.

The Group strictly follows all relevant regulations and guidelines in terms of Supply Chain Management and continuously improves the existing system. We have formulated the Suppliers and Products Selection and Management System, the Newly operated Suppliers Selection and Management System, the New Product Selection and Management System, the Procurement Management System, and the Return and Exchange Management System in compliance with all related laws and regulations, which include:

- Drug Administration Law of the PRC
- Good Manufacture Practice of Medical Products
- Pharmacopoeia of the PRC
- Good Supply Practice for Pharmaceutical Products
- Regulation on the Supervision and Administration of Medical Devices
- Good Supply Practice for Medical Devices
- Food Safety Law of the PRC
- Regulation on the Supervision and Administration of Cosmetics

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供應商合規評審制度

甄選新供應商方面，供應鏈管理部及品質管制部負責供應商的整體資質審核。批准後方可將新供應商分類為首營供應商，再經供應鏈管理部安排後續進貨。同時，我們的藥品生產品質管制規範認證(GMP)/藥品經營品質管制規範認證(GSP)的信息管理系統將監控供應商執照的有效期，系統會在執照近效期時提醒相關人員。倘供應商執照未續期，則系統將凍結相關執照。在更新所需資料後方可處理採購申請。在甄選供應商的過程中，在條件相同的情況下，我們會優先考慮在營運中採用可持續產品和服務的供應商，這亦是年度供應商評估的重要標準。

在現有供應商方面，品質管制部和供應鏈管理部每年至少進行一次供應商品質評審，建立供貨單位品質評審檔案，並根據《供應商甄選與考核標準操作規程》確定供應商資質的保留或取消，形成《合格供應商目錄》，並根據當前情況不斷完善。

除供應商外，本集團對自身的所有產品進行年度品質評價。為確保產品的品質及安全，我們密切關注國家監管機構頒佈的品質要求。同時，我們與藥品供應商、其他相關產品供應商和服務公司簽訂《品質保證協定》。我們亦對供應商、分銷商及客戶的品質管制體系進行年度評價，以便彼等了解我們對產品品質的要求及在發生任何品質事故時其所承擔的責任。對評價不合格或生產方面出現嚴重品質問題的供應商，本集團會立即停止該供應商之供貨和下游客戶發貨，在系統內凍結涉事客戶的採購和供應。

Compliance Checking System of Suppliers

For the selection of a new supplier, the Supply Chain Management Department and Quality Control Department are responsible for the overall qualification reviewing of the supplier. Once approved, the new supplier will be categorised as newly cooperated suppliers and subsequent purchases will be arranged by the Supply Chain Management Department. Meanwhile, the validity period of their licences will be monitored by our Good Manufacturing Practices in drug production (GMP)/Good Supply Practices in drug distribution (GSP) information management system. Our system alerts related personnel when the licence gets closer to its expiry date. The licences will be frozen if the suppliers have not received a licence renewal. Procurement requests will be not processed until the required information is updated. During the selection of suppliers, in scenarios where the conditions are the same, we will prioritise suppliers who adopt sustainable products and services in their operations while it will also be a crucial criterion during the annual supplier assessment.

In terms of existing suppliers, the Quality Control Department and the Supply Chain Management Department conduct supplier quality reviews at least once a year, establish supplier quality review files, and determine the retention or cancellation of supplier qualifications in accordance with the Standard Operating Procedures for Supplier Selection and Evaluation, in order to compile the Qualified Suppliers List and constantly improve it based on the current situation.

Apart from suppliers, an annual quality appraisal is conducted on all products the Group has. To ensure the quality and safety of our products, we pay close attention to the quality requirements released by the national regulatory department. Meanwhile, we have signed the Quality Assurance Agreement with pharmaceutical suppliers, other related product suppliers as well as service companies. We also conduct an annual assessment on the quality control systems of our suppliers, distributors, and customers for them to understand our requirements of product quality and their responsibilities in case of any quality incidents. For the suppliers who cannot pass the assessment or have been identified with serious quality issues in their production, prompt action will be taken including suspending the supply and delivery to downstream customers as well as freezing their qualification of procurement and supply in the system.

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為確保我們的供應鏈管理體系順利運作，本集團保證不少於兩家合資格供應商在發生突發情況時確保原料的穩定供應。對於重點物料的採購，我們採用集中招標的方式，對供應商進行分級管理並確保品質符合本集團的標準和要求，從而令我們能夠均勻合理地分配資源，並優化供應鏈的運行效率。為保證供應鏈管理體系的高效運行，本集團自二零二零年起加強了對供應鏈管理工作的內部審計，並根據審計報告對日常管理中發現的疏漏進行了整改。儘管本集團尚未制定要求或機制識別供應鏈中的環境及社會風險，但我們正考慮在不久的將來採取相關措施。為監察供應商遵守有關環境及社會風險的國家法規的情況，我們將考慮在環境及社會表現方面對供應商進行更嚴格的評審，並將相關條款加入供應商協議。同時，我們計劃對主要供應商進行不定期檢查，確保其始終符合本集團的要求及期望。

To ensure a smooth operation of our Supply Chain Management System, the Group guarantees no fewer than two qualified suppliers to ensure a stable supply of raw materials in the case of an emergency. Regarding the procurement of key materials, we adopt centralised bidding to manage the suppliers hierarchically and ensure the quality has met the standards and requirements of the Group. This allows us to allocate resources evenly and reasonably as well as to optimise the operational efficiency in the supply chain. To guarantee the efficient operation of the Supplier Chain Management System, the Group enhanced the internal audit of its supplier chain management since 2020 and addressed the identified defects and omissions in daily management based on the audit report. Although the Group has yet set up requirements or mechanisms to identify environmental and social risks in our supply chain, we proactively consider adopting relevant measures soon. To monitor the compliance of our suppliers with national regulations regarding environmental and social risks, we will consider reinforcing a stricter assessment of our suppliers in terms of their environmental and social performance where relevant terms will be added into the supplier agreement. Meanwhile, we are planning to conduct irregular inspections of our key suppliers to ensure that they meet the Group's requirements and expectations at all times.

截至二零二二年十二月三十一日，本集團共向144家供應商採購原料、輔料、包裝材料及成品，地理分佈情況如下表所示。其中，原料供應商140家，藥品供應商2家，物流供應商2家。上述所有供應商均經過供應商和產品資質審核及供應商品質管制體系評價為合格。

As of 31 December 2022, the Group procured raw materials, auxiliary materials, packaging materials and finished products from 144 suppliers with the geographical distribution as shown in the table below. Among them, 140 were raw materials suppliers, 2 were pharmaceutical suppliers, 2 were logistics providers. All suppliers mentioned above have passed our supplier and product qualification assessment and supplier quality management system appraisal.



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產品品質

本集團致力於向客戶提供優質可靠的產品和服務。我們持續提升品質管制體系，盡力確保產品品質與安全，並在藥品安全及負責任行銷等諸多方面履行我們的企業責任。

行業政策法規

本集團生產的產品主要包括藥品、醫療器械、美容產品等。本集團在經營過程中嚴格遵照國家有關產品安全的法律法規，相關法律法規主要包括：

- 《中華人民共和國藥品管理法》
- 《中華人民共和國藥品管理法實施條例》
- 《中華人民共和國產品品質法》
- 《藥品生產品質管制規範》(國家藥品監督管理局)
- 《藥物警戒質量管理規範》
- 《藥品經營品質管制規範》
- 《醫療器械監督管理條例》
- 《醫療器械經營品質管制規範》

為保障客戶的權利及提升我們的品牌形象，本集團以負責任的態度宣傳推廣產品，同時遵守與產品廣告有關的各項法律，包括《中華人民共和國藥品管理法》、《中華人民共和國廣告法》、《藥品經營品質管制規範》、《醫療器械監督管理條例》、《醫療器械經營品質管制規範》等法律法規，保證廣告內容合法。我們亦嚴控產品及服務品質，制定並實施了《藥品廣告管理制度》和《品牌(產品)資訊傳播內容管理辦法》，進一步規範了我們品牌推廣行為，有效地建立並維護我們產品和品牌形象，防止任何非法的宣傳推廣。

Product Quality

The Group strives to provide high-quality and reliable products and services for our customers. Through continuously enhancing our Quality Management System, we devote our efforts to ensure the quality and safety of our products and to fulfilling our corporate responsibility through the aspects of drug safety and responsible marketing.

Policies, Laws, and Regulations Concerning the Industry

The Group mainly produces products including pharmaceutical products, medical devices, and cosmetic products. The Group strictly complies with applicable laws and regulations of the PRC regarding product safety during our operation, which mainly includes:

- Drug Administration Law of the PRC
- Rules for Implementation of Drug Administration Law of the PRC
- Law of the PRC on Product Quality
- Good Manufacture Practice of Medical Products (China Food and Drug Administration)
- Good Pharmacovigilance Practice
- Good Supply Practice for Pharmaceutical Products
- Regulations on the Supervision and Administration of Medical Devices
- Good Supply Practice for Medical Devices

To safeguard the rights of our customers and enhance our brand image, the Group advertise our products responsibly while complying with all laws relating to products advertisement, including the Drug Administration Law of the PRC, the Advertisement Law of the PRC, the Good Supply Practice for Pharmaceutical Products, the Regulations on the Supervision and Administration of Medical Devices, and the Good Supply Practice for Medical Devices to ensure the legality of advertising content. We also strictly control the quality of products and services, and formulate and implement the Drug Advertisement Regulations and the Brand (Product) Information Communication Content Management Regulations to further regulate our brand promotion behaviour and effectively establish and maintain our product and brand image, so as to prevent any situations of illegal advertising.

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品質管制體系

本集團高度重視其產品品質及安全，我們本著「認真真做藥」的原則為客戶提供安全有效的產品。我們嚴格遵守相關法律法規，派專人負責品質控制，配備充足的設備及電腦系統，搭建全面的管理體系。為強化品質管制，我們對產品生命週期中每一環節涉及的責任、要求、標準程序均作出明晰界定，相關環節包括採購、收貨、驗收、儲存、零售、配送、運輸及後續客戶服務。

本集團一向以「品質第一，規範至上，持續改進，顧客滿意」為品質方針。為確保產品在其整個生命週期中的穩定性，本集團建立了全面的品質風險管理制度。我們在產品的各個階段均進行品質風險評估，包括產品研發階段、供應商選擇、採購程序控制、驗收及儲存管理、生產過程、檢驗過程及銷售過程等。品質控制人員有權淘汰生產過程的不合格產品，確保產品的美好品質並符合相關行業法規。二零二二年，本集團的產品外部抽樣合格率高為100%。除此之外，本集團定期對品質管制體系進行內部評價及風險評估，以發現潛在的品質風險並提出改進計劃。同時，我們制定了應急響應計劃，應對品質安全事故。我們定期組織內部各部門的專業人員，從制度管理、品質控制、實地檢查等多方面進行全面自查。

除GMP品質體系外，我們設立了藥物警戒體系，根據《藥物警戒品質管制規範》、《藥品管理法》等相關法律法規開展藥物警戒活動，對全體員工開展了該項培訓，加強各部門的GVP相關知識理念，降低藥品安全風險，保護和促進公眾健康。

Quality Management System

The Group highly values the quality and safety of its products. We adhere to the principles of producing medicine cautiously to provide safe and effective products for our customers. We strictly comply with relevant laws and regulations, appoint relevant personnel for quality control, and equip sufficient facilities and computer systems to build a comprehensive management system. To strengthen the quality management, we have clearly stated the responsibility, requirements, and standard procedures of every process of the product life cycle, which includes procurement, product receiving, acceptance check, storage, retailing, dispatchment, transportation and follow-up customer service.

The Group has always taken “quality-oriented, standardisation first, continuous improvement, customer satisfaction” as its quality approach. To ensure product stability throughout the whole product life cycle, the Group established a comprehensive Quality Risk Management System. We conduct quality risk assessment throughout every stage including product research and development, supplier selection, procurement process control, acceptance and storage management, production, inspection, and sales process. Quality control personnel have the discretion to remove unqualified products identified during the manufacturing process. It ensures our products are of good quality and align with industrial standards. In 2022, the qualified rate of external sampling of the Group’s products was 100%. Apart from this, the Group conducts regular internal assessments and risk assessments of the quality control system, to identify potential quality risks and propose improvement plans. Meanwhile, we have established an emergency plan in response to quality safety incidents. We regularly organise professional staff from various internal departments to conduct comprehensive self-inspection in various aspects such as system management, quality control and on-site inspection.

Apart from the GMP quality system, we have set up a pharmacovigilance system to carry out pharmacovigilance activities in accordance with the Pharmacovigilance Quality Management Regulation, the Drug Administration Law and other relevant laws and regulations, and have conducted such training for all employees to strengthen the GVP-related knowledge and concepts in each department, reduce drug safety risks, so as to protect and promote public health.

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為優化品質管制體系，符合國際標準並緊貼國際發展趨勢，本集團已通過多項國際認證。本年度，本集團通過下列認證：

The Group has obtained various international certifications to enhance our Quality Management System, to align with global standards and developments. This year, the Group has obtained the following certifications:

認證類型

Certification Category

藥品生產品質管制規範認證(GMP)

Good Manufacturing Practices in drug production (GMP)

藥品生產品質管制規範認證(KGMP)

Korea Good Manufacturing Practice (KGMP)

品質管制體系認證 (ISO9001)

Quality Management System Certification (ISO9001)

環境管理體系認證 (ISO14001)

Environmental Management Systems Certification (ISO14001)

職業健康安全管理体系認證 (ISO45001)

Occupational Health & Safety Management System Certification (ISO45001)

發證機構

Issuing Agency

國家食品藥品監督管理局

China Food and Drug Administration

韓國食品藥物安全部

Ministry of Food and Drug Safety

北京聖慧認證股務有限公司(SHQC)

Beijing ShengHui Certification Service Co. Ltd (SHQC)

北京聖慧認證股務有限公司(SHQC)

Beijing ShengHui Certification Service Co. Ltd (SHQC)

北京聖慧認證股務有限公司(SHQC)

Beijing ShengHui Certification Service Co. Ltd (SHQC)

為了更好地達到節能降耗、優化成本、改善企業形象，強化品質管理，增強客戶信心的目的，我們先後通過了ISO9001品質管制體系認證、ISO14001環境管理體系認證、ISO45001職業健康安全管理体系認證，同時優化了內部管理架構，在後期的市場產品品質競爭中獲得優勢，服務好現有客戶的同時，爭取更多發展機會，並對國際間的經濟合作和技術交流打下堅實的基礎。

In order to better achieve the purpose of energy saving and consumption reduction, cost optimisation, corporate image improvement, quality management enhancement and customer confidence enhancement, we have successively passed ISO9001 Quality Management System Certification, ISO14001 Environmental Management Systems Certification and ISO45001 Occupational Health & Safety Management System Certification, and we have also optimised our internal management structure to obtain advantages in the competition of product quality in the market in the later period. While serving our existing customers well, we strive for more development opportunities, and lay a solid foundation for international economic cooperation and technology exchanges.

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經營環節品質控制

本集團實施從原料採購，供應商管理到產品銷售的全線GMP管理模式，從原料採購、進貨直到入庫均採用嚴格的驗收制度。定期進行供應商審計，確保原料來源可靠。為確保產品完全符合品質要求，生產過程嚴格遵照GMP規範管理，並對產品執行內控標準管理。同時，本集團建立了相關的產品召回程式，對存在安全缺陷及可能危及或對使用者健康產生不利影響的產品能及時召回。本年度我們組織開展類比召回演練，按照管理制度中的流程順利完成。從模擬上報至最後的模擬入庫封存，各環節均按制度及規定回應時間完成。通過本次演練，我們對產品召回計劃有著更深刻的認識，同時保證在啟用產品召回時相關部門能作出迅速反應，產品召回工作有計劃有步驟地進行。

二零二二年，本集團概無因產品品質原因而召回產品。

產品品質查詢及投訴處理

本集團質量管理部負責產品品質查詢、投訴問題處理。消費者或下游客戶可透過集團業務人員或客服部進行查詢、投訴問題。質量管理部將在調查核實問題原因後給予客戶答覆；對涉及生產方面的問題，質量管理部將問題轉予供貨商或生產企業，由後者給予調查、答覆。對於容易重複出現的問題，我們將制定預防措施並跟進。本年度，本集團收到30起有關產品及服務品質的投訴，處理率為100%。

Quality Control in Operation

The Group has implemented a GMP management model for raw material procurement, supplier management, and product sales, and has adopted a strict inspection and acceptance system for the processes of procurement, delivery and storage of raw materials. Regular supplier audit is performed to ensure the reliability of the source of raw materials. To ensure products fully meet the quality requirements, the production process strictly abides by the GMP standard management, and internal control standard management is implemented. Meanwhile, the Group has formulated relevant product recall procedures to make sure the products that have safety defects and may endanger or adversely impact the users' health can be recalled promptly. During the year, we organised a recall drill and completed it successfully according to the process of the management system. From simulated reporting to the final simulated storage, all processes were completed in accordance with the system and the required response time. Through this drill, we have a deeper understanding of the product recall plan. Meanwhile, we can ensure that the relevant departments can respond promptly when the product recall is launched, and the product recall work can be carried out in a planned and step-by-step manner.

In 2022, the Group did not recall any products due to product quality.

Enquiry and Complaint Handling Concerning Product Quality

The Quality Management Department of the Group is responsible for enquiries and complaints handling regarding product quality. Consumers or downstream customers can make inquiries or complaints by contacting the sales personnel or customer service. The Quality Management Department will investigate and verify the causes before getting back to the customers. In terms of production issues, the Quality Management Department will forward the issues to suppliers or manufacturing enterprises for their inspection and reply. Preventive and follow-up measures will be formulated for repetitive issues. This year, 30 complaints were filed regarding products and service quality and the handling rate was 100%.

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知識產權保護

本集團將知識產權視為本公司的一項重要資產。我們堅決保護有關本集團的所有知識及權益。為確保妥善保護我們的知識產權，我們根據《中華人民共和國專利法》制定了知識產權管理體系。我們生產的所有藥品均附有電子監管碼，醫療器械產品附有防串碼，可對產品進行追溯並可防止假冒產品冒用集團品牌。同時，我們積極註冊新產品的商標及品牌，以保護產品有關持份者的權益。本集團透過提升知識產權意識，大力支持及推動創新，從而增強我們的市場競爭力，實現企業的長遠可持續發展。

於二零二二年十二月三十一日，本集團共擁有有效發明專利29項。該等發明專利對於白芍總苷膠囊、八珍顆粒、丁硼乳膏等重點產品發揮了核心作用。我們主辦了《重要研發政策及機遇專家研討會》，邀請研發註冊方面自身審評老師、重要研發協力廠商權威機構及寧波研究院專家教授共同出席，拓寬了我們的研發思路，為我們的中藥研發與創新提供了建設性指導。

此外，我們於二零二二年共計8個研發項目實現成果，其中包含對抗疫藥品板藍根顆粒的研發目標及三七膠囊實現復產上市。在市產品中，白芍總苷膠囊、八珍顆粒、丁硼乳膏、天然植物提取物、氣血康口服液、複方甘草口服液、小兒健胃糖漿入選《二零二二年度寧波市優質產品推薦名單》。

Intellectual Property Rights Protection

The Group sees intellectual property as an important asset of our Company. We are determined to protect all knowledge and interests relating to the Group. To ensure that our intellectual properties are being safely protected, we have formed the Intellectual Property Management System according to the Patent Law of the PRC. All the pharmaceutical products we produce and medical devices are with electronic monitoring codes and anti-tampering codes for traceability which can be used to track the products and prevent counterfeit products from using the Company's brand. Meanwhile, we actively register our trademarks and brands for our new products to protect the interests of stakeholders about the products. Through raising awareness of intellectual property rights, the Group strongly encourages and promotes innovation. This strengthens our competitiveness in the market and achieves sustainable development in the long term.

As at 31 December 2022, the Group totally has 29 valid invention patents, which play a pivotal role in core products such as Total Glucosides of White Peony Capsules, Bazhen Keli and Dingpeng Cream. We hosted the Seminar for Expert on Important R&D Policies and Opportunities, and invited our own evaluation teachers in R&D registration, authoritative institutions of important R&D collaborators and experts and professors from Ningbo Research Institute to attend seminars, which broadened our R&D ideas and provided constructive guidance for our Chinese medicine R&D and innovation.

In addition, we achieved a total of 8 R&D projects in 2022, including the R&D goal of Banlangen Granule that is anti-epidemic drug and resumed the production of Notoginseng capsules. Among the products in the market, Total Glucosides of White Peony Capsules, Bazhen Keli, Dingpeng Cream, Natural Plant Extract, Qixuekang Oral Solution, Compound Glycyrrhiza Oral Solution and Xiao'er Jianwei Tangjing were included in the 2022 Recommended List of High-quality Products in Ningbo.

消費者隱私保障

本集團深明隱私保障對品牌形象及客戶的重要性。我們不斷改進信息安全管理體系，確保客戶的聯絡人、地址及其他個人資料得到妥善處理。為表明我們保護客戶資料的決心，我們已與合作夥伴及客戶簽訂協議，當中列明我們的隱私政策。同時，我們的信息技術部負責監控及管理本集團及客戶的資料，確保本集團嚴格遵守相關法律法規。我們亦已升級電腦系統的反病毒軟件，並定期進行數據備份。此外，所有有權查閱敏感資料的員工均須參加信息技術部組織的信息安全培訓。我們致力於保護客戶的敏感數據及資料，防止非法或未經許可的洩露。

反腐敗

本集團踐行高標準的商業道德及誠信，著力防範賄賂、佣金、回扣、非法政治捐獻或其他任何形式的正當款項。我們在處理所有相關問題時保持零容忍的態度。全體員工均不得從事非法金融活動或其他非法活動，以避免利益衝突。員工不得濫用本集團的財力、物力、或影響力，損壞集團的良好聲譽。商業應酬須合法、合理並符合客戶及相關部門的守則。倘有任何涉嫌犯罪的人員，本集團將及時向相關部門匯報。

Consumer Privacy Protection

The Group recognises the importance of privacy protection to our brand image as well as to our customers. We constantly improve our Information Safety Management System to ensure the contacts, addresses, and other personal information of our customers are being handled carefully. To show our commitment to securing customer information, we have signed agreements with all our partners and clients which have listed our privacy policies. Meanwhile, our Information and Technology Department is responsible for monitoring and managing the information of the Group and customers to ensure the Group strictly complies with the relevant laws and regulations. We have also upgraded the antivirus software in our computer system and conducted regular data backup. Besides, all employees who have access to sensitive data and information are required to attend training on information safety organised by the Information and Technology Department. We strive to protect the sensitive data and information of our customers and prevent illegal or unauthorised leakage.

Anti-Corruption

The Group upholds a high standard of business ethics and integrity and commits to preventing bribes, commissions, rebates, illegal political donations or other improper payments in any form. We maintain zero-tolerance in handling all relevant situations. All employees are required to avoid conflicts of interest by not conducting any illegal financial activities or other illegal activities. Employees must not abuse the Group's financial resources, assets, or influence as it could tarnish the Group's reputation. Business entertainment shall be legal, reasonable and in compliance with the codes for customers and relevant departments. Any person suspected of a crime to relevant departments will be reported by the Group promptly.

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董事會已成立審核委員會，全面並獨立地負責本集團的內部審計監督。本集團亦設有內部審計部門，從風險控制角度對集團的財務賬實相符、資產的安全、經濟效益及其他有關經濟活動，進行監督和風險提示，從而有效控制並降低經營風險。本集團將腐敗視為一項經營風險，透過制定內部監督體系，保證員工廉潔自律，防止員工發生違法行為。為杜絕可能損害本集團利益的腐敗與非法活動，在處理違紀違規行為時，我們嚴格遵循調查指引並採取相應跟進措施。

於報告期內，我們不僅對員工是否已遵守本集團的反腐敗準則及規定進行定期檢查，確保員工遵循企業道德準則，亦向72名執行管理職能的員工及區域經理提供有關產品知識及反賄賂的合規培訓，防範不合法的業務經營。

於報告期內，得益於我們有效的風險管理體系及反腐敗政策，並無發現任何重大缺陷。

The Board has formed an Audit Committee that is fully responsible for supervising the internal audit of the Group independently. An Internal Audit Department has also been established to monitor the reconciliation of books of accounts, the safety of assets, economic benefits as well as other related economic activities and provides risk alerts from the perspective of risk control, to effectively control and lower operational risks. Corruption is considered as one of the operational risks. By developing an Internal Supervision System, the Group ensures the integrity and discipline of the staff and prevents them from participating in unlawful acts. To stamp out corruption and illegal activities which may have potential damages to the interests of the Group, we strictly follow investigation guidelines to handle violations of discipline and regulations and take corresponding follow-up actions.

In this reporting period, we not only conducted regular inspections on whether employees have fulfilled the Group's anti-corruption principles and regulations to ensure they complied with corporate ethical standards, but also provided compliance training on product knowledge and anti-bribery for 72 managerial staff and regional managers to prevent unlawful business operations.

Due to our effective system of risk management and anti-corruption policy, no major defects were identified during the reporting period.

Environmental, Social and Governance Report

社會公益

作為負責任的企業公民，本集團以多種方式積極向其經營所在地社區作出貢獻。隨著我們的業務迅猛增長，我們肩負的社會責任愈加重大。我們不僅視參與慈善活動為一項社會責任，亦視其為企業發展進程中的一個關鍵階段。本集團已將業務經營與其所承擔的社會職責高度融合，並以「勇擔責任」為目標積極推動社會公益。我們鼓勵員工與我們一道關愛社區，並將社區關懷及環境保護作為我們專注的兩大社區投資領域。

Social Welfare

As a responsible corporate citizen, the Group actively contributes to the communities in which it operates in various ways. As our business continues to grow, our obligation becomes more critical. Apart from participating in charity work as an obligation, we also think it is a crucial stage of corporate development by all means. The Group has achieved a high level of integration of its operations with its social duties, and it actively promotes social welfare with the goal of "Taking Responsibility." We encourage our staff to join us in caring for the community. We focus our community investment in two major areas, including community care and environmental protection.

社會數據 Social Data

二零二二年義工人數 Number of volunteers in 2022	53
二零二二年義工服務時數 Number of voluntary hours in 2022	220 小時 hours
二零二二年義工假期天數 Number of volunteer leave days granted in 2022	15 天 days
二零二二年合作的非政府組織及學術機構數目 Number of partnering NGOs and academic institutes in 2022	53
二零二二年貨幣捐款及實物贊助數目 Number of monetary donations and in-kind sponsorships in 2022	人民幣19,000元 RMB19,000

表現數據摘要

Performance Data Summary

環境表現			
Environmental performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
能源耗用			
Energy consumption			
電力 Electricity	千瓦時 kWh	6,197,932	6,558,379
天然氣 Natural gas	標準立方米 Nm ³	155,268	133,035
蒸汽 Steam	噸 Tonnes	27,318	31,602
柴油 Diesel	升 Litre	35,798	416
汽油 Gasoline	升 Litre	23,375	16,637
直接能源總耗量 ¹ Total direct energy consumption ¹	吉焦 GJ	5,886	4,849
間接能源總耗量 Total indirect energy consumption	吉焦 GJ	100,849	114,463
能源總耗量 Total energy consumption	吉焦 GJ	106,735	119,312
每單位收入能源密度 Energy intensity per revenue	吉焦／千美元 GJ/US\$'000	2.0	1.8
溫室氣體排放			
Greenhouse gas (GHG) emissions			
直接溫室氣體排放(範圍1) ² Direct GHG emissions (Scope 1) ²	噸二氧化碳當量 tonnes CO ₂ e	485	328
間接溫室氣體排放(範圍2) ³ Indirect GHG emissions (Scope 2) ³	噸二氧化碳當量 tonnes CO ₂ e	10,334	11,525
溫室氣體總排放量(範圍1及2) Total GHG emissions (Scopes 1 and 2)	噸二氧化碳當量 tonnes CO ₂ e	10,819	11,853
每單位收入溫室氣體排放量 GHG emissions per revenue	噸二氧化碳當量／千美元 tonnes CO ₂ e/US\$'000	0.20	0.18

1 用於計算天然氣、柴油及汽油的能量轉換因子來自 CDP 技術說明：將燃料數據轉換為兆瓦時。

2 直接溫室氣體排放(範圍1)由燃料耗用(包括天然氣、柴油、汽油)所產生，按照省級溫室氣體排放清單編制指南進行計算。

3 間接溫室氣體排放(範圍2)自電力及蒸汽產生。外購電力按照二零一二年中國區域電網二氧化碳排放因子所提供的排放因子計算，而外購蒸汽則參考寧波久豐熱電有限公司的資料計算。

1 Energy conversion factors used for natural gas, diesel and gasoline are from CDP Technical Note: Conversion of fuel data to MWh.

2 Direct GHG emission (Scope 1) is generated from fuel consumption, including natural gas, diesel and gasoline. The calculation is based on Guidelines on Provincial Greenhouse Gas Emission Inventory.

3 Indirect GHG emission (Scope 2) is generated from electricity and steam. The calculation of electricity purchased is based on emission factor provided in CO₂ emission factor for China's Regional Power grids in 2012 while the calculation of steam purchased is reference from Ningbo Jiufeng Thermal Power Company Limited.

環境、社會及管治報告

Environmental, Social and Governance Report

環境表現			
Environmental performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
水資源管理			
Water management			
總耗水量 Total water consumption	噸 tonnes	78,647	83,300
每單位收入耗水量 Water consumption per revenue	噸／千美元 tonnes/US\$'000	1.45	1.27
廢水排放總量 Total wastewater discharge	噸 tonnes	62,958	71,609
每單位收入廢水排放 Wastewater discharge per revenue	噸／千美元 tonnes/US\$'000	1.2	1.1
無害廢棄物			
Non-hazardous waste			
無害廢棄物產生總量 ⁴ Total non-hazardous waste generation ⁴	噸 tonnes	4,763	6,433
每單位收入無害廢棄物 Non-hazardous waste per revenue	噸／千美元 tonnes/US\$'000	0.088	0.098
危險廢棄物			
Hazardous waste			
危險廢棄物總量 ⁵ Total hazardous waste ⁵	噸 tonnes	38	21
每單位收入危險廢棄物 Hazardous waste per revenue	噸／千美元 tonnes/US\$'000	0.00070	0.00032
包裝材料			
Packaging materials			
包裝材料總量 ⁶ Total packaging materials ⁶	噸 tonnes	652	530
每單位收入包裝材料總量 Total packaging materials per revenue	噸／千美元 tonnes/US\$'000	0.0120	0.0081

4 無害廢棄物包括一般廢棄物、藥渣、廢藥液及生化污泥

5 危險廢棄物包括試劑瓶、試劑、活性炭、樹脂、報廢藥等

6 包裝材料包括紙箱、產品彩盒、複合膜、產品瓶、說明書等

4 Non-hazardous waste includes general waste, solid dreg waste, liquid dreg waste and biochemical sludge

5 Hazardous waste includes reagent bottles, reagents, activated carbon, resin, wasted medicine, etc.

6 Packaging materials includes carton, product colour box, composite film, product bottle, manual, etc.

環境、社會及管治報告

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社會表現 Social performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
員工概況⁷ Employee profile⁷			
僱員總數 Total workforce	人數 no. of people	591	626
按性別劃分的僱員總數 Total workforce by gender			
男性 Male	人數 no. of people	318	327
女性 Female	人數 no. of people	273	299
按僱傭類型劃分的僱員總數 Total workforce by employment type			
全職 Full-time	人數 no. of people	591	623
兼職 Part-time	人數 no. of people	0	3
按年齡組別劃分的僱員總數 Total workforce by age group			
30歲或以下 30 or under	人數 no. of people	137	138
31至40歲 31 – 40	人數 no. of people	252	270
41至50歲 41 – 50	人數 no. of people	142	148
51至60歲 51 – 60	人數 no. of people	55	66
60歲以上 Above 60	人數 no. of people	5	4
按地區劃分的僱員總數 Total workforce by geographic region			
香港 Hong Kong	人數 no. of people	5	5
中國內地 Mainland China	人數 no. of people	586	621

7 分別於二零二一年十二月三十一日及二零二二年十二月三十一日記錄的僱員數據

7 Workforce data recorded as at 31 December 2021 and 31 December 2022 respectively

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社會表現 Social performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
僱員流失率⁸ Employee turnover⁸			
僱員流失率 Employee turnover rate	%	26.6	21.3
按性別劃分的僱員流失率 Employee turnover rate by gender			
男性 Male	%	32.4	26.6
女性 Female	%	19.8	15.4
按年齡組別劃分的僱員流失率 Employee turnover rate by age group			
30歲或以下 30 or under	%	44.5	31.9
31至40歲 31 – 40	%	27.4	21.5
41至50歲 41 – 50	%	11.3	16.2
51至60歲 51 – 60	%	14.6	7.6
60歲以上 Above 60	%	60.0	50.0
按地區劃分的僱員流失率 Employee turnover rate by geographical region			
香港 Hong Kong	%	0.0	0.0
中國內地 Mainland China	%	26.8	21.4

8 流失率(按百分比計)= 所在類別的僱員流失總數/
該類別的僱員總數 × 100%

8 Turnover rate (in percentage) = Total number of turnover in the category/Total
number of employees in the category × 100%

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社會表現 Social performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
職業健康與安全 Occupational health and safety			
因工死亡總人數 ⁹ Total number of work-related fatalities ⁹	人數 no. of people	0	0
因工死亡率 Work-related fatalities rate	%	0.0	0.0
因工傷損失工作日數 Lost days due to work injury	日 Days	211	80
發展與培訓 Development and training			
按性別劃分的每名僱員平均受訓時數 ^{10及11} Average training hours per employee by gender ^{10 & 11}			
男性 Male	小時 Hours	3.1	9.8
女性 Female	小時 Hours	3.1	10.3
按僱員類別劃分的每名僱員平均受訓時數 ^{10及11} Average training hours per employee by employee category ^{10 & 11}			
高級管理層 Senior Management	小時 Hours	5.3	4.3
中級管理層 Middle Management	小時 Hours	4.9	7.3
一般僱員 General Employee	小時 Hours	2.6	10.8

9 於兩個年度發生的因工死亡的人數及比率為零

10 每名僱員平均受訓時數 = 所在類別的培訓總時數 / 該類別的僱員總數

11 全年總培訓時數已記錄

9 Number and rate of work-related fatalities occurred in both years was 0

10 Average number of training hours per employee = Total training hours in the category / Total workforce in the category

11 Full year total training hours was recorded

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社會表現 Social performance			
	單位 Unit	二零二一年 2021	二零二二年 2022
供應鏈管理 Supply chain management			
按地區劃分的供應商數目 Number of suppliers by geographical location			
台灣、香港及澳門 Taiwan, Hong Kong and Macau	名 Number	1	1
華東 East China	名 Number	80	111
華南 South China	名 Number	4	3
華北 North China	名 Number	9	8
華中 Central China	名 Number	11	12
西南 Southwest China	名 Number	3	4
西北 Northwest China	名 Number	1	3
東北 Northeast China	名 Number	1	2
產品責任 Product responsibility			
已售或已運送產品總數中因安全與健康理由而須召回的百分比 Percentage of total products sold or shipped subject to recalls for safety and health reasons	%	0	0
產品及服務的投訴數目 Number of products and services related complaints	項 Number	21	30
反貪污 Anti-corruption			
於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases	項 Number	0	0
社區投資 Community investment			
動用資金 Money contributed	人民幣 RMB	100,000	19,000
義工服務時長 Volunteering hours contributed	小時 Hours	420	220

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聯交所《環境、社會及管治報告指引》 HKEX ESG Reporting Guide Index 索引

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關鍵績效 指標A1.2 KPI A1.2	溫室氣體總排放量(以噸計算)及(如適用)密度。 Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity.	環境 表現數據摘要 Environment Performance Data Summary	35-36, 60
關鍵績效 指標A1.3 KPI A1.3	所產生危險廢棄物總量(以噸計算)及(如適用)密度。 Total hazardous waste produced (in tonnes) and, where appropriate, intensity.	環境 表現數據摘要 Environment Performance Data Summary	38-39, 61
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Biographical Details of Directors and Senior Management

常務執行董事

陳力先生，61歲，為本公司常務執行董事兼集團行政總裁。陳先生在醫藥行業擁有超過25年經驗。於二零一四年七月至加入本集團前，陳先生在中國Alfa Wassermann擔任總經理。陳先生以前曾在多家國際知名醫藥企業工作。二零零九年六月至二零一二年十一月，他在美國雅培擔任中國部總經理；二零零四年至二零零九年六月，他在惠氏製藥公司中國上海擔任助理副總裁。一九九二年至二零零四年期間，分別在葛蘭素史克、赫斯特醫藥中國、拜耳製藥中國、巴斯夫科諾中國、羅素中國工作。陳先生於一九八三年在同濟醫科大學取得醫學學士（內科醫生）學位。

非執行董事

吳鎮濤先生，69歲，為本公司非執行董事兼主席。他也為Cathay International Holdings Limited（「CIH」）的執行主席。吳先生為Cathay集團創始人。在過去的20幾年裡，Cathay集團主要在中華人民共和國經商及投資。吳先生生於北京並在當地接受教育。他於一九八二年畢業於北京工業大學，並持有工商管理學位。吳先生於一九八二年至一九八五年在國家科研機構擔任高級行政人員後，於一九八六年至一九八九年先後出任兩家新成立的國有金融機構董事總經理職務。自一九八八年起，吳先生透過一些公司投資及發展了深圳富苑酒店（現為深圳富苑皇冠假日套房酒店），成立了國泰國際水務有限公司集團公司，大規模投資中國公用事業及基礎設施。當時的策略性股東包括摩根大通、新加坡科技、瑞銀集團、西班牙國際銀行及野村集富亞洲投資公司。此項業務曾經是中國自來水及污水處理項目最大的外方投資者，淨資產額超過十億美元。

Executive managing Director

Mr. CHEN Li, age 61, is the executive managing Director and Chief Executive officer of the Group. Mr. Chen has over 25 years of experience in the pharmaceutical industry. Prior to joining the Group, Mr. Chen has been General Manager of Alfa Wassermann China since July 2014. Mr. Chen worked for a number of internationally renowned pharmaceutical companies in the past. He was previously General Manager of China with Abbot from June 2009 to November 2012 and Assistant Vice President of Wyeth Pharmaceuticals Shanghai from 2004 to June 2009. During the period from 1992 to 2004, Mr. Chen also worked in GlaxoSmithKline, Hoechst China, Bayer China, BASF Knoll China and Roussel China. Mr. Chen obtained a bachelor's degree in Medicine (Doctor of Internal Medicine) from Tongji Medical University in 1983.

Non-executive Directors

Mr. WU Zhen Tao, age 69, is a non-executive Director and chairman of our Company. He is also executive Chairman of Cathay International Holdings Limited ("CIH") and founder of the Cathay Group, which has over 20 years' history of business and investment focused on the PRC. He was born and educated in Beijing. He graduated from the Beijing University of Technology in 1982. He also has a degree in Business Administration. Mr. Wu acted as a senior executive in government scientific institutes in the PRC from 1982 to 1985 and as managing director of two newly established state owned financial institutions in the PRC from 1986 to 1989. Since 1988 Mr. Wu has, through companies, invested in and developed the Landmark Hotel (now called Crowne Plaza Hotel & Suites Landmark Shenzhen) in Shenzhen and established the Cathay International Water Limited group of companies, which made substantial investments in public utilities and infrastructure in the PRC. Strategic shareholders were JP Morgan, Singapore Technologies, UBS, Banco Santander and Nomura JAFCO, and this business was once the largest foreign investor in water and waste water treatment projects in the PRC with net assets of over US\$1 billion.

Biographical Details of Directors and Senior Management

劉雪姿女士，46歲，為本公司非執行董事。劉女士於二零零二年加盟Cathay International Holdings Limited，任職於企業發展部及資產管理部，擔任副總裁及資產管理部聯席主管。現為集團副總裁及公司秘書處主管。劉女士對企業併購及資產管理擁有超過14年經驗。在加盟Cathay前，劉女士為一家美國基建網絡公司的亞太地區區域負責人，負責開發及拓展該公司在亞洲地區的業務。劉女士於一九九九年於美國三藩市大學經濟學院取得工商管理學士學位。

獨立非執行董事

陳記煊先生，71歲，為本公司獨立非執行董事。陳先生於二零一零年四月九日加盟本集團。彼在外聘審核、訊息科技審核、培訓、會計及金融、公司秘書及公司行政管理、資訊系統管理、內部審核、訊息安全、風險管理及合規等專業領域有超過33年的經驗。陳先生是香港會計師公會（「香港會計師公會」）、英國特許公認會計師公會資深會員及澳洲會計師公會資深會員及訊息科技專家。彼亦是國際資訊系統審計與控制協會認可訊息系統審計師及香港董事學會資深會員。陳先生是思與智顧問有限公司的行政總裁、新里程電腦系統有限公司的高級顧問，於二零一零年九月一日至二零一四年八月三十一日為香港理工大學會計及金融學院的兼任教授。陳先生於二零一七年八月十八日獲委任為中國寶力科技控股有限公司（股票代號：0164）的獨立非執行董事，並於二零一七年九月二十六日獲委任為審核委員會主席。彼並於二零一八年九月二十一日獲委任為美臻集團控股有限公司（股票代號：1825）的獨立非執行董事，並於同日獲委任為審核委員會主席。陳先生於一九九一年至一九九六年在康聯人壽保險有限公司（前稱怡和人壽保險有限公司）任職，離職前為合規總經理。彼於一九九六年至二零零零年在道亨銀行／國浩集團有限公司擔任內部審核主管，於二零零一年至二零零三年在星展銀行（香港）有限公司擔任大中華地區合規主管及董事總經理，於二零零四年至二零零五年在南順（香港）有限公司擔任集團財務總監，於二零零六年擔任香港會計師公會專業水平審核總監，並於二零零六年十二月至二零零九年四月擔任中國平安保險（集團）股份有限公司集團合規部主管。陳先生於一九七六年畢業於香港理工學院，獲得高級會計文憑。

Ms. LIU Xuezi, age 46, is a non-executive Director of our Company. Ms. Liu joined Cathay International Holdings Limited in 2002 and worked in the corporate development department and asset management department, as vice president and co-head of asset management department. She is currently vice president and head of company secretarial centre of the Group. Ms. Liu has over 14 years of experience in mergers and acquisitions and asset management. Before joining Cathay, Ms. Liu was head of the Asia-Pacific region of a US network infrastructure company, responsible for the start-up and expansion of the company's business in Asia. Ms. Liu graduated from the School of Economics of University of San Francisco, majoring in business administration, in 1999.

Independent non-executive Directors

Mr. CHAN Kee Huen, Michael, age 71, is an independent non-executive Director of the Company. Mr. Chan joined our Group on 9 April 2010. He has over 33 years' experience in external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance. Mr. Chan is a fellow of The Hong Kong Institute of Certified Public Accountants ("HKICPA"), The Association of Chartered Certified Accountants; and a fellow and specialist in information technology of CPA Australia. He is also a certified information systems auditor with the Information Systems Audit and Control Association and a fellow of the Hong Kong Institute of Directors. Mr. Chan is the chief executive of C&C Advisory Services Limited, senior advisor of New Frontier Computer Systems Limited and was an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University from 1 September 2010 to 31 August 2014. Mr. Chan was appointed as an independent non-executive director of China Baoli Technologies Holdings Limited (stock code: 0164) on 18 August 2017 and Chairman of the Audit Committee on 26 September 2017. He was also appointed as an independent non-executive director and Chairman of the Audit Committee of Sterling Group Holdings Limited (stock code: 1825) on 21 September 2018. Mr. Chan has worked at CMG Life Assurance Limited (formerly Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance. He was the head of internal audit of Dao Heng Bank/Guoco Group Limited from 1996 to 2000, the head of compliance in Greater China, managing director of DBS Bank (Hong Kong) Limited from 2001 to 2003, the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the director of Quality Assurance of HKICPA in 2006 and the head of group compliance of Ping An Insurance (Group) Company of China, Limited from December 2006 to April 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic in 1976.

董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

楊德斌先生，57歲，為本公司獨立非執行董事。楊先生於二零一八年十月六日加盟本集團。楊先生曾擔任政府資訊科技總監，負責制定香港資訊業在數碼經濟、電子政府、網絡安全及制定香港成為世界領先的智慧城市發展藍圖的政策及策略。他曾擔任香港科技園公司的首席企業發展總監，負責制定科學園的發展策略、培育和支援生物科技、綠色科技、資訊科技及電子企業。楊先生在美國矽谷開展事業，曾任職多家高科技公司。此後，他曾於數家業務遍及亞洲的跨國公司、香港上市公司和私募股權基金擔任高級管理職位。楊先生持有德(克薩斯)州大學奧斯汀總校電機工程理學士學位，普渡大學電機工程理學碩士學位，以及西北大學凱洛管理學院及香港科技大學聯辦的行政人員工商管理碩士學位。

陳清霞女士，66歲，為本公司獨立非執行董事。陳女士於二零二二年二月十日加盟本集團。陳女士為銀紫荊星章、太平紳士、榮譽法學博士，持有加拿大英屬哥倫比亞高等法院大律師及律師資格、英國及威爾士高等法院律師以及香港高等法院律師資格。陳女士是中國人民政治協商會議全國委員會委員、中國人民政治協商會議天津市委員會常務委員、天津市人民政府對外經濟事務法律顧問、中國國際經濟貿易仲裁委員會仲裁員及中國司法部委託公證人。陳女士曾任香港特別行政區第一屆政府推選委員會委員、香港特別行政區行政長官選舉委員會委員及全國人民代表大會香港特別行政區代表選舉會議成員。她曾擔任港區省級政協委員聯誼會主席，現為該會永遠榮譽主席。她為香港友好協進會副會長及香港中國商會名譽主席。多年來，她擔任香港特區政府委任的各項公職，主要包括：香港醫院管理局董事、香港公務員敘用委員會委員、香港教育委員會成員、香港考試評核局董事、醫管局公眾投訴委員會主

Mr. YEUNG Tak Bun, Allen, age 57, is an independent non-executive Director of our Company. Mr. Yeung joined our Group on 6 October 2018. He served as the former Government Chief Information Officer, responsible for formulation of policies and strategies for Hong Kong's information industry in the development of digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world's leading smart city. He was the Chief Corporate Development Officer at the Hong Kong Science and Technology Parks Corporation, responsible for the development strategy of the science park, nurturing and supporting bio-tech, green-tech, IT and electronics enterprises. Mr. Yeung started his career in Silicon Valley and had worked for several high-tech companies. Thereafter, he held several senior management positions in multinational corporations, Hong Kong listed companies and private equity funds, with operations throughout Asia. Mr. Yeung holds a Bachelor of Science degree in Electrical Engineering from the University of Texas (Austin), a Master of Science in Electrical Engineering from Purdue University, and an Executive MBA from the Kellogg School of Management of the University of Northwestern in conjunction with the Hong Kong University of Science and Technology.

Ms. CHAN Ching Har, Eliza, age 66, is an independent non-executive Director of our Company. Ms. Chan joined our Group on 10 February 2022. Ms. Chan is SBS, JP, LL.D. (Hon). She holds the qualifications of Barrister & Solicitor of British Columbia Supreme Court, Canada, Solicitor of the Supreme Court of England and Wales and Solicitor of the High Court of Hong Kong. Ms. Chan is a member of the National Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a standing member of the CPPCC Tianjin Committee, Foreign Economic Affairs Legal Counsel to the Tianjin Municipal People's Government, an arbitrator of China International Economic and Trade and Arbitration Commission (CIETAC) and an Attesting Officer appointed by the Ministry of Justice of the PRC. Ms. Chan previously served as a member of the Selection Committee for the selection of the First Chief Executive of Hong Kong SAR, and member of the Election Committee for the selections of the Chief Executive of Hong Kong SAR and the Hong Kong SAR delegates to the National People's Congress. She was Chairman of Hong Kong CPPCC (Provincial) Members Association and now serves as Permanent Honorary Chairman. She is Vice President of Hong Kong Friendship Association and Honorary President of Hong Kong China Chamber of Commerce. Ms. Chan also served at a number of Hong Kong Government appointed positions, notably as a member of the Hong Kong Hospital Authority, member of Hong Kong Public Service Commission, member of the Hong Kong Board of Education, member of Hong Kong Examinations and Assessment

Biographical Details of Directors and Senior Management

席、香港九龍醫院主席、香港眼科醫院主席、香港將軍澳醫院主席、伊利沙伯醫院管治委員會成員、香港醫務委員會委員、退休金上訴委員會主席、香港行政上訴委員會委員、香港入境事務審裁庭審裁員、香港會計師公會紀律委員會委員、香港科技大學校董、香港科技園公司董事。她現任勤信律師事務所高級顧問及德勤•關黃陳方會計師行高級顧問。她曾任CIH的獨立非執行董事及天津發展控股有限公司(股份代號：882)的非執行董事。她現為交通銀行(香港)有限公司、中電光谷聯合控股有限公司(股份代號：798)及北京同仁堂科技發展股份有限公司(股份代號：1666)的獨立非執行董事。

朱迅博士，64歲，為長春市人。朱博士為本公司獨立非執行董事。於一九九五年至二零零零年曾任白求恩醫科大學副校長，二零零零年至二零零三年任長春市政府副秘書長，二零零四年至二零零六年任長春市政府市長特別助理。於二零零三年四月至二零二零年六月曾任CIH若干附屬公司的董事。朱博士於醫藥行業擁有逾20年經驗。彼現任同寫意新藥英才俱樂部名譽理事長、法默迪亞(香港)有限公司主任、貝殼大學名譽校長、《藥學進展》雜誌副主編。彼亦兼任四環醫藥控股集團有限公司(股份代號：460)的獨立非執行董事、深圳微芯生物科技股份有限公司(上海證券交易所科創板股份代號：688321)的獨立董事、長春金賽藥業有限責任公司、深圳奧薩醫藥有限公司的高級顧問。

Authority, Chairman of Public Complaints Committee under Hong Kong Hospital Authority, Chairman of Kowloon Hospital, Chairman of Hong Kong Eye Hospital, Chairman of Tseung Kwan O Hospital, member of the Governing Committee of Queen Elizabeth Hospital, member of the Medical Council of Hong Kong, Chairman of Pensions Appeal Panel, member of Administration Appeals Board, adjudicator of Hong Kong Immigration Tribunal, member of Disciplinary Panel of Institute of Accountants, Council member of The University of Science & Technology and Board member of Hong Kong Science and Technology Park Corporation. Ms. Chan is senior consultant of Yang Chan & Jamison LLP and senior advisor of Deloitte Touche Tohmatsu. She was a former independent non-executive director of CIH and a former non-executive director of Tianjin Development Holdings Limited (stock code: 882). She is currently an independent non-executive director of Bank of Communications (HK) Limited, China Electronics Optics Valley Union Holding Company Limited (stock code: 798) and Tong Ren Tang Technologies Co., Ltd. (stock code: 1666).

Dr. Zhu Xun, age 64, is a native of Changchun City. Dr. Zhu is an independent non-executive Director of our Company. From 1995 to 2000, he served as the vice principal of Norman Bethune University of Medical Science. From 2000 to 2003, he served as deputy secretary general of the Changchun Municipal People's Government and from 2004 to 2006, he served as special assistant to the mayor of Changchun Municipal People's Government. From April 2003 to June 2020, he was a former director of certain subsidiaries of CIH. Dr. Zhu has over 20 years of experience in the pharmaceutical industry. He is currently the Honorary Chairman of the Board of Directors of the Tongxieyi New Drugs Elite Club, the Chief Strategy Officer of Pharmacodia Holding Ltd., the Honorary Principal of Beike University, and Associate Editor of the magazine Progress in Pharmaceutical Sciences. He is also an independent non-executive director of Sihuan Pharmaceutical Holdings Group Limited (stock code: 460), an independent director of Shenzhen Chipscreen Biosciences Co., Ltd. (stock code on Shanghai Stock Exchange STAR Market: 688321), a senior consultant of Changchun GeneScience Pharmaceutical Co., Ltd. and Shenzhen AUSA Pharmed Co., Ltd..

董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

高級管理人員

南建設先生，57歲，為集團業務發展總監。南先生於二零零七年七月加盟本公司控股股東國泰國際集團，擔任國泰國際醫藥有限公司的投資總監，負責國泰國際集團業務發展及投資。南先生至今在投資併購方面擁有超過20年經驗。在加盟國泰國際集團前，由一九九六年至二零零五年，南先生曾在信託投資公司、製藥／生物工程公司及石油／化工／礦產公司擔任證券部及／或投資部負責人；二零零六年三月至二零零七年六月，在上海復星醫藥(集團)股份有限公司任投資部總監。南先生擁有中國證券經紀及證券諮詢職業資格，南先生於一九八六年在北京工業學院(現北京理工大學)取得工學學士學位，於一九九六年在復旦大學獲得經濟學碩士學位。

李華先生，38歲，為本公司財務中心總監。李先生於二零零七年八月加入本集團，歷任寧波立華財務主管、寧波立華財務部長、本集團營運副總監、本集團財務副總監及本集團財務總監等職。李先生為中國註冊會計師、中國高級會計師，並獲得寧波大學會計學學士學位。

洪舟先生，54歲，為政府事務部副總裁。洪先生於二零一五年十一月加入本集團，在醫藥界工作超過30年，曾經在江西省藥檢所、諾華製藥、拜耳製藥、雅培製藥公司工作。洪先生在一九八九年獲得江西大學(現為南昌大學)化學系分析化學專業學士學位。

姚德中先生，41歲，為集團生產運營管理中心總監兼寧波立華總經理。姚先生在中藥行業擁有超過18年從業經驗，於二零二零年十二月加入本集團。在加入本集團前，姚先生在浙江康恩貝製藥股份有限公司就職，歷任研發人員、生產技術經理、部長、植物提取(國際貿易)事業部執行總經理、植物藥事業部副總經理、中藥資源事業部執行總經理等職務。姚先生於二零零三年在南京中醫藥大學取得製藥工程學士學位，於二零一四年獲得浙江大學藥學碩士學歷。

Senior Management

Mr. NAN Jianshe, age 57, is the head of business development of the Group. Mr. Nan joined our company's controlling shareholder Cathay International Group in July 2007 as investment director of Cathay International Pharmaceutical Limited, responsible for the business development and investment of the Cathay International Group. Mr. Nan has over 20 years of experience in investment M&A. Before joining the Cathay International Group, Mr. Nan worked as head of the securities department and/or investment department in trust and investment companies, pharmaceutical/bioengineering companies and petroleum/chemical/mining companies from 1996 to 2005, and acted as the director of the investment department at Shanghai Fosun Pharma (Group) Co., Ltd. from March 2006 to June 2007. Mr. Nan has qualifications for Chinese securities brokerage and securities consulting. Mr. Nan obtained a bachelor of engineering degree from Beijing Institute of Technology in 1986 and a master's degree in economics from Fudan University in 1996.

Mr. LI Hua, age 38, is the head of the finance management centre of the Group. Mr. Li joined the Group in August 2007 and has held various positions including the supervisor of the finance department, the manager of the finance department of Ningbo Liwah, deputy operating director, the deputy head of finance management centre and head of finance management centre of the Group. Mr. Li is a Chinese Certified Public Accountant, China Senior Accountant and holds a bachelor's degree in accounting from Ningbo University.

Mr. HONG Zhou, age 54, is the vice president of government affairs. Mr. Hong joined our Group in November 2015 and has over 30 years' experience in the pharmaceutical industry. Mr. Hong previously worked for Jiangxi Food and Drug Administration, Novartis, Bayer and Abbott. Mr. Hong obtained his bachelor's degree in analytical chemistry from Jiangxi University (now Nanchang University) in 1989.

Mr. YAO Dezhong, age 41, is the head of the Group's production and operation management centre and the general manager of Ningbo Liwah. Mr. Yao has over 18 years of experience in the Chinese medicine industry. He joined our Group in December 2020. Prior to joining the Group, Mr. Yao worked in Zhejiang Conba Pharmaceutical Co., Ltd. and served as R&D officer, technical production manager, department head, executive general manager of the plant extract division (international trade), deputy general manager of the botanical division and executive general manager of the Chinese medicine resources division. Mr. Yao obtained a bachelor's degree in pharmaceutical engineering from Nanjing University of Chinese Medicine in 2003 and a master's degree in pharmacy from Zhejiang University in 2014.

Biographical Details of Directors and Senior Management

許再蘇先生，56歲，為寧波朗生醫藥有限公司總經理。許先生擁有28年醫藥行銷管理經驗。於二零二二年一月加入本集團。曾經在衛信康醫藥股份有限公司擔任全科產品中心總經理、成都倍特藥業有限公司擔任副總經理、南京製藥廠有限公司擔任廠長助理兼製劑公司總經理。長期在一線從事藥品行銷管理工作，主要分管部門：自營團隊、招商團隊、政府事務及招投標、市場部、推廣部、運營管理部等。許先生於一九九四年取得南京大學會計學學士學位，於二零零一年在河海大學財政金融及工商管理專業研究生班結業。

Mr. XU Zaisu, age 56, is the general manager of Ningbo Lansen Pharmaceutical Company Limited. Mr. Xu has 28 years of experience in pharmaceutical marketing management. He joined the Group in January 2022. He served as the general manager of the general product centre of Weixinkang Medicine Co., Ltd., the deputy general manager of Chengdu Brilliant Pharmaceutical Co., Ltd. and the assistant to the factory manager and the general manager of the preparation company of Nanjing Pharmaceutical Factory Co., Ltd. He has been engaged in the pharmaceutical marketing management in the front line for a long time, and is mainly responsible for the self-operation team, semi-self-run team, government affairs and bidding, marketing department, promotion department, operation management department and other departments. Mr. Xu obtained a bachelor's degree in accounting from Nanjing University in 1994 and completed his postgraduate studies in finance and business administration at Hohai University in 2001.

董事會報告

Report of the Directors

董事會欣然提呈彼等之年度報告連同截至二零二二年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司作為投資控股公司。其主要附屬公司及聯營公司之業務分別載於綜合財務報表附註33及20。

業務回顧

本集團截至二零二二年十二月三十一日止年度的業務回顧分別載於第6頁至10頁之「主席報告」、第11頁至24頁之「管理層討論及分析」、第25頁至71頁之「環境、社會及管治報告」及第93頁至117頁之「企業管治報告」。

業績及分派

本集團截至二零二二年十二月三十一日止年度之業績載於第123頁至124頁之綜合損益及其他全面收益表。

於二零二三年三月二十四日，董事已議決向於二零二三年四月十四日（「紀錄日」）營業時間結束時名列本公司股東名冊的股東宣派截至二零二二年十二月三十一日止年度的中期股息每股5.0港仙。已宣派的中期股息將全部以配發入賬列作繳足股份（「中期股息股份」）的方式支付，而不給予合資格股東選擇收取現金股息以代替配發股份的權利（「股份股息計劃」）。

股份股息計劃須待聯交所上市委員會批准根據股份股息計劃將予發行的中期股息股份上市及買賣後，方可作實。倘條件未獲達成，股份股息計劃將不會生效，而中期股息將不會以現金、中期股息股份或其他方式派付予於紀錄日名列本公司股東名冊的任何股東。

The Board of Directors are pleased to present their annual report together with the audited consolidated financial statements for the year ended 31 December 2022.

Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are set out in Notes 33 and 20 to the consolidated financial statements respectively.

Business Review

The business review of the Group for the year ended 31 December 2022 is set out in the sections headed “Chairman’s Statement”, “Management Discussion and Analysis”, “Environmental, Social and Governance Report” and “Corporate Governance Report” on pages 6 to 10, pages 11 to 24, pages 25 to 71 and pages 93 to 117 respectively.

Results and Appropriations

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 123 to 124.

On 24 March 2023, the Directors have resolved to declare an interim dividend of HK5.0 cents per share for the year ended 31 December 2022 to the shareholders listed in the register of members of the Company at the close of business on 14 April 2023 (“Record Date”). The declared interim dividend will be satisfied wholly in form of an allotment of shares to be credited as fully paid up (“Interim Dividend Shares”) without offering any right to the eligible shareholders to elect to receive such dividend in cash in lieu of such allotment (“Share Dividend Scheme”).

The Share Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Interim Dividend Shares to be issued under the Share Dividend Scheme. If the condition is not satisfied, the Share Dividend Scheme will not become effective and the Interim Dividend will not be paid whether in cash, in Interim Dividend Shares or otherwise to any of the shareholders whose names appear on the register of members of the Company at the Record Date.

Report of the Directors

合資格股東就其有權收取的中期股息而收取的中期股息股份數目將按以下方式計算：

The number of Interim Dividend Shares which an eligible shareholder will receive in respect of the Interim Dividend that he/she is entitled will be calculated as follows:

				HK\$0.05 (Interim Dividend per Share) 0.05港元 (每股中期股息)
Number of Interim Dividend Shares to be received 應收中期股息 股份數目	=	Number of Shares held on the Record Date 於記錄日期持有之 股份數目	x	<hr style="border: 0.5px solid black;"/> HK\$1.406 (Average closing price per Share for the five consecutive trading days commencing on 17 March 2023) 1.406港元 (自二零二三年三月十七日起連續五個交易日的 每股平均收市價)

將向各合資格股東發行的中期股息股份數目將向下調整至最接近的整數。中期股息股份之零碎配額將不予配發，原因為本公司經考慮零碎配額之現金金額及將會產生之行政開支後，認為此舉不具成本效益，且有關利益將撥歸本公司所有。

The number of the Interim Dividend Shares to be issued to each eligible shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Interim Dividend Shares will be disregarded as the Company considers that it is not cost effective to do so after taking into account the amounts of fractional entitlements in cash and the administrative expenses that will be incurred, and the benefit thereof will be accrued to the Company.

一份載有股份股息計劃全部詳情的通函將於實際可行情況下盡快寄發予本公司股東。待股份股息計劃的所有條件達成後，預期中期股息股份將發行予合資格股東，而中期股息股份的股票將於二零二三年四月二十八日或前後寄發予合資格股東。

A circular which gives full details of the Share Dividend Scheme will be sent to the shareholders of the Company as soon as practicable. Subject to the fulfilment of all conditions of the Share Dividend Scheme, it is expected that the Interim Dividend Shares will be issued to the eligible shareholders and the share certificates for the Interim Dividend Shares will be despatched to the eligible shareholders on or around 28 April 2023.

本公司將由二零二三年四月十三日暫停辦理股份過戶登記手續至二零二三年四月十四日，期間將不會辦理本公司股份過戶登記手續。股東為符合資格獲派中期股息，須於二零二三年四月十二日下午四時三十分前將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處Link Market Services (Hong Kong) Pty Limited，地址為香港皇后大道中28號中匯大廈16樓1601室，以辦理登記手續。

The register of members of the Company will be closed from 13 April 2023 to 14 April 2023, during which period no transfer of shares of the Company will be registered. In order for a shareholder to qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 12 April 2023.

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註15。

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

董事會報告

Report of the Directors

借款

本集團之借款詳情載於綜合財務報表附註27。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註25。

購買、出售或贖回上市證券

下表概述於截至二零二二年十二月三十一日止年度本公司每月於聯交所購回本公司的股份的詳情。截至二零二二年十二月三十一日止年度內已購回股份總數為18,478,000股。

Borrowings

Particulars of borrowings of the Group are set out in Note 27 to the consolidated financial statements.

Share Capital

Details of movements in share capital of the Company during the year are set out in Note 25 to the consolidated financial statements.

Purchase, Sale or Redemption of Listed Securities

The table below outlines details of the shares of the Company purchased by the Company on the Stock Exchange on a monthly basis during the year ended 31 December 2022. The total number of shares purchased during the year ended 31 December 2022 was 18,478,000 shares.

Month	月份	股份數目 Number of shares	已付每股最高價 Highest price paid per share 港元 HK\$	已付每股最低價 Lowest price paid per share 港元 HK\$	已付每股平均價 Average price paid per share 港元 HK\$	已付總價 Aggregate amounts paid 港元 HK\$
June 2022	二零二二年六月	6,400,000	1.62	1.39	1.57	10,062,570
September 2022	二零二二年九月	441,000	1.30	1.16	1.27	558,280
October 2022	二零二二年十月	7,620,000	1.60	1.33	1.56	11,909,900
November 2022	二零二二年十一月	3,005,000	1.50	1.46	1.49	4,470,590
December 2022	二零二二年十二月	1,012,000	1.50	1.45	1.49	1,502,910
		18,478,000				28,504,250

於二零二二年四月七日，本公司與承配人訂立認購協議，據此，承配人已有條件同意認購，而本公司已有條件同意配發及發行合共49,520,000股配售股份，配售價為每股配售股份1.20港元。配售49,520,000股股份已於二零二二年四月二十日完成。詳情請參閱本報告「流動資金、財務資源及資本架構」一段。

On 7 April 2022, the Company and the placees entered into the subscription agreements, pursuant to which the placees conditionally agreed to subscribe and the Company conditionally agreed to allot and issue a total of 49,520,000 placing shares at a placing price of HK\$1.20 per placing share. The placing of 49,520,000 shares was completed on 20 April 2022. For details, please refer to the paragraph headed "Liquidity, financial resources and capital structure" in this report.

除上述披露外，於截至二零二二年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2022.

本公司之可分派儲備

於二零二二年十二月三十一日，按照開曼群島公司法計算，本公司之可分派儲備金額為49,224,000美元。本公司儲備於年內之變動詳情載於綜合財務報表附註26。

主要客戶及供應商

年內，本集團之五大客戶銷售總額佔本集團銷售總額約20.6%（二零二一年：24.5%），而其中最大之客戶佔本集團銷售總額7.2%（二零二一年：7.2%）。

年內，本集團之五大供應商採購總額佔本集團採購總額64.2%（二零二一年：58.9%），而其中最大之供應商佔本集團採購總額23.9%（二零二一年：26.0%）。

董事、其緊密聯繫人或據董事所知擁有本公司股本5%以上之本公司股東，於年內任何時間概無於本集團五大供應商或客戶中擁有任何權益。

董事

於年內及直至本報告日期，本公司之董事如下：

常務執行董事：

陳力先生（行政總裁）

非執行董事：

吳鎮濤先生（主席）

Stephen Burnau Hunt先生

（於二零二二年四月九日辭任）

劉雪姿女士

獨立非執行董事：

陳記煊先生

Fritz Heinrich Horlacher先生

（於二零二二年二月十日辭任）

楊德斌先生

陳清霞女士（於二零二二年二月十日獲委任）

朱迅博士（於二零二二年九月二十三日獲委任）

按照本公司之章程細則第108及112條，陳力先生、劉雪姿女士、楊德斌先生及朱迅博士將輪值退任，並符合資格重選連任。

Distributable Reserves of the Company

As at 31 December 2022, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to US\$49,224,000. Details of the movements in the reserves of the Company during the year are set out in Note 26 to the consolidated financial statements.

Major Customers and Suppliers

During the year, the aggregate sales attributable to the Group's five largest customers accounted for approximately 20.6% (2021: 24.5%) of the Group's total sales and sales from the largest customer included therein amounted to 7.2% (2021: 7.2%).

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for 64.2% (2021: 58.9%) of the Group's total purchases and purchases from the largest supplier included therein amounted to 23.9% (2021: 26.0%).

At no time during the year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has an interest in any of the Group's five largest suppliers or customers.

Directors

The Directors of the Company during the year and up to the date of this report were as follows:

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)

Mr. Stephen Burnau Hunt

(resigned on 9 April 2022)

Ms. Liu Xuezi

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

(resigned on 10 February 2022)

Mr. Yeung Tak Bun, Allen

Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)

Dr. Zhu Xun (appointed on 23 September 2022)

In accordance with articles 108 and 112 of the Company's articles of association, Mr. Chen Li, Ms. Liu Xuezi, Mr. Yeung Tak Bun, Allen and Dr. Zhu Xun will retire by rotation and, being eligible, will offer themselves for re-election.

董事會報告

Report of the Directors

董事之服務合約

擬於應屆股東週年大會（「股東週年大會」）上重選連任之董事概無訂立本集團不可於一年內終止而毋須支付賠償（法定賠償除外）之服務合約。

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二二年十二月三十一日，董事及其聯繫人於本公司及其相聯法團之股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所之權益及淡倉如下：

於本公司普通股中持有之好倉：

Directors' Service Contracts

No Director proposed for re-election at the forthcoming annual general meeting ("AGM") has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2022, the interests and short positions of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to The Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

董事姓名	身分	權益性質	持有已發行 普通股數目	總數	佔本公司已發行 股本之百分比
Name of Director	Capacity	Nature of interest	Number of issued ordinary shares held	Total	Percentage of the issued share capital of the Company
吳鎮濤先生 Mr. Wu Zhen Tao	全權信託創辦人及 信託受益人 Founder of discretionary trusts and beneficiary of a trust	其他權益 Other interest	209,820,000 ^(a) (好倉) (Long position)	276,260,000 ^(a) (好倉) (Long position)	67.72%
	受控法團權益 Interest of a controlled corporation	公司權益 Corporate interest	66,440,000 ^(a) (好倉) (Long position)		
朱迅博士 Dr. Zhu Xun	實益擁有人 Beneficial owner	個人權益 Personal interest	136,000 (好倉) (Long position)		0.03%

附註：

Note:

(a) 於209,820,000股本公司已發行普通股之權益，乃透過Cathay International Holdings Limited全資擁有之公司及66,440,000股透過Cosmos Skyland Limited持有，吳先生於Cathay International Holdings Limited間接持有100%股份權益。

(a) The interests in 209,820,000 issued ordinary shares of the Company were held through companies wholly owned by Cathay International Holdings Limited and 66,440,000 issued ordinary shares owned by Cosmos Skyland Limited, in which Mr. Wu indirectly held 100% shareholding interests.

除上文所披露者外，於二零二二年十二月三十一日，概無董事、最高行政人員及其聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債權證中擁有根據證券及期貨條例第352條須予以記錄之任何權益或淡倉，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

董事於購買股份或債券之權利

於年內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司概無成為任何安排之訂約方，致使本公司董事可透過購入本公司或任何其他公司之股份或債權證之方式而獲得利益。

董事於重大合約中之權益

截至二零二二年十二月三十一日，吳鎮濤先生（於二零一七年三月三十日獲委任為非執行董事兼主席）持有Cathay International Holdings Limited（「CIH」）約100%普通股權益。除本報告「關連交易」一節下與CIH有關之交易所披露外，概無本公司、其控股公司、同系附屬公司或附屬公司為其訂約方及董事或與董事有關連的實體直接或間接擁有其重大權益之重大交易、安排及合約，於年末或年內任何時間仍然有效。

管理合約

於本年度內，並無與本公司全部或任何重大部分業務的管理或行政事宜相關的合約訂立或存在。

Save as disclosed above, none of the Directors, Chief Executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2022 which was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Directors' Rights to Acquire Shares or Debentures

At no time during the year was the Company, any of its holding company, any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Contracts of Significance

Mr. Wu Zhen Tao, appointed as a non-executive Director and chairman of our Company on 30 March 2017, holds approximately 100% of Common Shares interests in Cathay International Holdings Limited ("CIH") as at 31 December 2022. Save as disclosed in the transactions in relation to CIH under the section headed "Connected Transactions" of this Annual Report, no transaction, arrangement and contract of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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.

董事會報告

Report of the Directors

主要股東

於二零二二年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東名冊顯示，除以上披露有關若干董事之權益外，以下股東亦已知會本公司其於本公司已發行股本中擁有之相關權益及淡倉。

Substantial Shareholders

As at 31 December 2022, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

股東名稱	附註	身份	持有已發行 普通股數目	總數	佔本公司已發行 股本之百分比 Percentage of the issued share capital of the Company
Name of shareholder	Notes	Capacity	Number of issued ordinary shares held	Total	
國泰國際醫藥生產及銷售(中國)有限公司 (「國泰國際醫藥(中國)」) Cathay International Pharma Manufacture and Distribution (China) Limited ("CI Pharma China")	1	實益權益 Beneficial interest	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
國泰國際長春生物技術及藥業有限公司 (「國泰國際長春」) Cathay International Changchun Biotechnology and Pharmaceutical Limited ("CIC")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
國泰國際生物技術及藥業(中國)有限公司 (「國泰國際生物技術及藥業(中國)」) Cathay International Biotechnology and Pharmaceutical (China) Limited ("CI Biotech & Pharma China")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
國泰國際醫藥有限公司(「國泰國際醫藥」) Cathay International Pharmaceutical Limited ("CIP")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
國泰國際生物技術有限公司(「國泰國際生物技術」) Cathay International Biotech Company Limited ("CIB")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
Cathay International Holdings Limited ("CIH")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
Cathay International Enterprises Limited ("CIE")	2	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	209,820,000 (好倉) (Long position)	51.44%
Cosmos Skyland Limited ("CSL")	3	實益權益 Beneficial interest	66,440,000 (好倉) (Long position)	66,440,000 (好倉) (Long position)	16.29%
吳鎮濤 Wu Zhen Tao	4	全權信託創辦人及信託受益人 Founder of discretionary trusts and beneficiary of a trust 受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position) 66,440,000 (好倉) (Long position)	276,260,000 (好倉) (Long position)	67.72%

附註：

- (1) 該等股份由國泰國際醫藥(中國)持有。國泰國際醫藥(中國)由國泰國際長春擁有18%權益及由國泰國際生物技術及藥業(中國)擁有82%權益。國泰國際長春則由國泰國際生物技術及藥業(中國)擁有100%權益。國泰國際生物技術及藥業(中國)則由國泰國際醫藥全資擁有，而國泰國際醫藥乃由國泰國際生物技術全資擁有，後者由CIH全資擁有。因此，國泰國際長春、國泰國際生物技術及藥業(中國)、國泰國際醫藥、國泰國際生物技術及CIH被視為擁有該等股份之權益。
- (2) CIH 100%普通股權益由CIE持有。因此，CIE被視為於國泰國際醫藥(中國)所持有之股份中擁有權益。
- (3) CSL由吳鎮濤先生擁有100%的權益。
- (4) CIE之全部已發行股本由吳鎮濤先生及其家族成員之利益成立之信託(「Wu氏家人信託」)持有。作為Wu氏家人信託之創辦人，吳鎮濤先生被視為於CIE所持有之股份中擁有權益。

除上文所披露者外，概無任何人士(本公司董事除外，其權益載於上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節)於二零二二年十二月三十一日於本公司股份或相關股份中登記擁有根據證券及期貨條例第336條須予以記錄之權益或淡倉。

獨立性確認

本公司已根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條獲得每名獨立非執行董事作出其獨立性之年度確認。本公司認為所有獨立非執行董事均為獨立人士。

關連交易

根據上市規則之規定，本公司與本公司關連人士(定義見上市規則)之交易構成本公司之關連交易。本公司遵照上市規則規管及管理該等交易。

Notes:

- (1) These shares are held by CI Pharma China. CI Pharma China is owned as to 18% by CIC and 82% by CI Biotech & Pharma China. CIC is in turn owned as to 100% by CI Biotech & Pharma China. CI Biotech & Pharma China is in turn wholly owned by CIP. CIP is wholly owned by CIB, which in turn is wholly owned by CIH. Therefore, CIC, CI Biotech & Pharma China, CIP, CIB, and CIH are deemed to be interested in these shares.
- (2) CIH is held as to 100% of Common Shares by CIE. Therefore, CIE is deemed to be interested in the shares held by CI Pharma China.
- (3) CSL is 100% held by Mr. Wu Zhen Tao.
- (4) The entire issued share capital of CIE is held by a trust set up by Mr. Wu Zhen Tao for the benefit of Mr. Wu Zhen Tao and members of his family ("Wu Family Trust"). Mr. Wu Zhen Tao as founder of the Wu Family Trust is deemed to be interested in the shares held by CIE.

Save as disclosed above, no person, other than the Directors of the Company, whose interests are set out in the section "Directors and Chief Executive's interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in the shares or underlying shares of the Company as at 31 December 2022 that was required to be recorded pursuant to Section 336 of the SFO.

Confirmation of Independence

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company considers all of the independent non-executive Directors to be independent.

Connected Transactions

Pursuant to the requirements of the Listing Rules, the transactions between the Company and the connected person(s) (as defined under the Listing Rules) of the Company constitute connected transactions of the Company. The Company regulates and manages such transactions in compliance with the Listing Rules.

董事會報告

Report of the Directors

不獲豁免之持續關連交易

於二零一六年六月二十四日，寧波立華、吉林海資及朗生醫藥控股有限公司「朗生(BVI)」訂立了相互擔保協議，據此，於二零一六年七月一日至二零一九年六月三十日內就協議各方的銀行貸款提供擔保或促使其子公司提供擔保。

於二零一九年五月三日，寧波立華、吉林海資及朗生(BVI)訂立了新相互擔保協議(「二零一九年相互擔保協議」)，據此，於二零一九年七月一日至二零二二年六月三十日(「有效期(I)」)內就協議各方的銀行貸款提供擔保或促使其子公司提供擔保。

於二零二二年五月二十六日，CIH、寧波立華、吉林海資及朗生(BVI)訂立先相互擔保協議以延長相互擔保安排(「二零二二年相互擔保協議」)，據此，吉林海資及朗生(BVI)可就寧波立華、吉林海資及朗生(BVI)的銀行融資，向銀行提供或促使其附屬公司向銀行提供若干擔保，期限由二零二二年七月一日至二零二五年六月三十日(「有效期(II)」)。此外，CIH已同意提供反擔保(以現金存款作抵押及不附帶任何費用)，據此，CIH已同意就因吉林海資於有效期(II)未能償還已取得或將取得的銀行融資，而產生的所有負債、虧損、損害、開支、成本及稅項(如有)向朗生(BVI)及其附屬公司(統稱「朗生(BVI)集團」)作出全數彌償，而朗生(BVI)集團負責償還有關償還。

相互擔保協議

二零一九年相互擔保協議的條款

日期

二零一九年五月三日

協議各方

- (a) 吉林海資，為CIH的間接全資附屬公司；
- (b) 寧波立華，為本公司的間接全資附屬公司；及
- (c) 朗生(BVI)，為本公司的直接全資附屬公司。

Non-Exempt Continuing Connected Transactions

On 24 June 2016, Ningbo Liwah, Jilin Haizi and Lansen Pharmaceutical Holdings Limited ("Lansen (BVI)") entered into the cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the bank facilities of each other during the period from 1 July 2016 to 30 June 2019.

On 3 May 2019, Ningbo Liwah, Jilin Haizi and Lansen (BVI) entered into a new cross guarantee agreement ("2019 Cross Guarantee Agreement"), pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the bank facilities of each other during the period from 1 July 2019 to 30 June 2022 (the "Effective Period (I)").

On 26 May 2022, CIH, Ningbo Liwah, Jilin Haizi and Lansen (BVI) entered into a cross guarantee agreement to extend the cross guarantee arrangement ("2022 Cross Guarantee Agreement"), pursuant to which Jilin Haizi and Lansen (BVI) may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of Ningbo Liwah, Jilin Haizi and Lansen (BVI) from 1 July 2022 to 30 June 2025 (the "Effective Period (II)"). In addition, CIH has agreed to provide a counter guarantee (secured by the cash deposit and without any charges) under which CIH has agreed to indemnify Lansen (BVI) and its subsidiaries (collectively referred to as "Lansen (BVI) Group") fully for all liabilities, losses, damages, expenses, costs and taxes (if any) as a result of any default in the repayment of the bank facilities obtained or to be obtained by Jilin Haizi during the Effective Period (II) and Lansen (BVI) Group becomes responsible for such repayment.

Cross Guarantee Agreement

Terms under 2019 Cross Guarantee Agreement

Date

3 May 2019

Parties

- (a) Jilin Haizi, an indirect wholly-owned subsidiary of CIH;
- (b) Ningbo Liwah, an indirect wholly-owned subsidiary of the Company; and
- (c) Lansen (BVI), a direct wholly-owned subsidiary of the Company.

交易性質

根據二零一九年相互擔保協議，吉林海資已同意於有效期(I)內為寧波立華已取得或將取得銀行融資項下的責任提供擔保（「吉林海資擔保」）。根據二零一九年相互擔保協議，出於對等原則的考慮，朗生(BVI)已同意於有效期(I)內促使其附屬公司（如適用）為吉林海資將取得之銀行融資項下的責任提供擔保（「朗生(BVI)擔保」）（吉林海資擔保及朗生(BVI)擔保統稱「擔保」）。

佣金費用

年度佣金費用0.5%乃參考擔保服務供應商收取佣金的現行市場利率（約為每年2%）後釐定並協定，並已考慮於二零一九年相互擔保協議的理由及裨益的多個因素。

有效期(I)

二零一九年相互擔保協議的有效期於二零一九年七月一日開始，並已於二零二二年六月三十日屆滿。

二零二二年相互擔保協議下的條款**日期**

二零二二年五月二十六日

協議各方

- (a) CIH；
- (b) 吉林海資，為CIH的間接全資附屬公司；
- (c) 寧波立華，為本公司的間接全資附屬公司；及
- (d) 朗生(BVI)，為本公司的直接全資附屬公司。

Transaction Nature

Pursuant to the 2019 Cross Guarantee Agreement, Jilin Haizi has agreed to provide guarantees for the obligations under the bank facilities obtained or to be obtained by Ningbo Liwah (the “Jilin Haizi Guarantees”) during the Effective Period (I). Pursuant to the 2019 Cross Guarantee Agreement, on a reciprocal basis, Lansen (BVI) has agreed to procure its subsidiary, as appropriate, to provide guarantees for the obligation under the bank facilities to be obtained by Jilin Haizi (the “Lansen (BVI) Guarantees”) during the Effective Period (I) (the Jilin Haizi Guarantees and the Lansen (BVI) Guarantees, collectively, the “Guarantees”).

Guarantee Commission

The annual guarantee commission rate of 0.5% is determined and agreed with reference to the prevailing market rate of the commission charged by guarantee service providers, which is around 2% per annum, after taking into account of the factors such as reasons for, and benefits of the 2019 Cross Guarantee Agreement.

Effective Period (I)

The effective period of the 2019 cross guarantee agreement commenced on 1 July 2019 and expired on 30 June 2022.

Terms under 2022 Cross Guarantee Agreement**Date**

26 May 2022

Parties

- (a) CIH;
- (b) Jilin Haizi, an indirect wholly-owned subsidiary of CIH;
- (c) Ningbo Liwah, an indirect wholly-owned subsidiary of the Company; and
- (d) Lansen (BVI), a direct wholly-owned subsidiary of the Company.

董事會報告

Report of the Directors

交易性質

根據二零二二年相互擔保協議，吉林海資已同意於有效期(II)內為寧波立華已取得或將取得之銀行融資項下的責任(有關所涵蓋的融資金額)提供擔保(「吉林海資擔保」)。根據二零二二年相互擔保協議，出於對等原則的考慮，朗生(BVI)已同意於有效期(II)內促使其附屬公司(如適用)為吉林海資將取得之銀行融資項下的責任(有關所涵蓋的融資金額)提供擔保(「朗生(BVI)擔保」)(吉林海資擔保及朗生(BVI)擔保統稱「擔保」)。

此外，根據二零二二年相互擔保協議的條款，CIH已同意提供反擔保(以現金存款作抵押及不附帶任何費用)，據此，CIH已同意就吉林海資於有效期(II)內因未能償還已取得或將取得的銀行融資而產生的所有負債、虧損、損害、開支、成本及稅項(如有)，向朗生(BVI)集團作出全數彌償，而朗生(BVI)集團負責有關償還。

擔保佣金

年度擔保佣金0.5%乃參考擔保服務供應商收取佣金的現行市場利率(約為每年1.5%)後釐定並協定，並已考慮二零二二年相互擔保協議的理由及裨益多個因素。

有效期(II)

二零二二年相互擔保協議的有效期於二零二二年七月一日開始，並將於二零二五年六月三十日屆滿。

Transaction Nature

Pursuant to the 2022 Cross Guarantee Agreement, Jilin Haizi has agreed to provide guarantees for the obligations under the bank facilities (in respect of the facility amount covered) obtained or to be obtained by Ningbo Liwah (the "Jilin Haizi Guarantees") during the Effective Period (II). Pursuant to the 2022 Cross Guarantee Agreement, on a reciprocal basis, Lansen (BVI) has agreed to procure its subsidiary, as appropriate, to provide guarantees for the obligations under the bank facilities (in respect of the facility amount covered) to be obtained by Jilin Haizi (the "Lansen (BVI) Guarantees") during the Effective Period (II) (the Jilin Haizi Guarantees and the Lansen (BVI) Guarantees, collectively, the "Guarantees").

In addition, under the terms of the 2022 Cross Guarantee Agreement, CIH has agreed to provide a counter guarantee (secured by the cash deposit and without any charges) under which CIH has agreed to indemnify Lansen (BVI) Group fully for all liabilities, losses, damages, expenses, costs and taxes (if any) as a result of any default in the repayment of the bank facilities obtained or to be obtained by Jilin Haizi during the Effective Period (II) and Lansen (BVI) Group becomes responsible for such repayment.

Guarantee Commission

The annual guarantee commission rate of 0.5% is determined and agreed with reference to the prevailing market rate of the commission charged by guarantee service providers, which is around 1.5% per annum, after taking into account of the factors such as reasons for, and benefits of the 2022 Cross Guarantee Agreement.

Effective Period (II)

The effective period of the 2022 Cross Guarantee Agreement commenced on 1 July 2022 and will expire on 30 June 2025.

年度上限

截至二零二二年十二月三十一日止年度，根據相互擔保協議進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2022, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the cross guarantee agreements are set out below:

<p>截至二零二二年十二月三十一日止年度的年度上限 Annual caps for the year ended 31 December 2022</p> <p>吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (相當於約18,666,000美元) RMB130,000,000 (equivalent to approximately US\$18.7 million)</p> <p>朗生(BVI)最高應付佣金 The maximum commission fee payable by Lansen (BVI) 人民幣650,000元 (相當於約96,000美元) RMB650,000 (equivalent to approximately US\$96,000)</p> <p>朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣130,000,000元 (相當於約18,666,000美元) RMB130,000,000 (equivalent to approximately US\$18.7 million)</p> <p>吉林海資最高應付佣金 The maximum commission fee payable by Jilin Haizi 人民幣650,000元 (相當於約96,000美元) RMB650,000 (equivalent to approximately US\$96,000)</p>	<p>截至二零二二年十二月三十一日止年度的實際交易金額 (即最高擔保金額及佣金) Actual transaction amounts (i.e. maximum amount of guarantee and commission fee) for the year ended 31 December 2022</p> <p>吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (相當於約18,666,000美元) RMB130,000,000 (equivalent to approximately US\$18.7 million)</p> <p>寧波立華應付佣金 The commission fee payable by Ningbo Liwah 約人民幣650,000元 (相當於約96,000美元) approximately RMB650,000 (equivalent to approximately US\$96,000)</p> <p>朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣130,000,000元 (相當於約18,666,000美元) RMB130,000,000 (equivalent to approximately US\$18.7 million)</p> <p>吉林海資應付佣金 The commission fee payable by Jilin Haizi 約人民幣555,000元 (相當於約82,000美元) approximately RMB555,000 (equivalent to approximately US\$82,000)</p>
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董事會報告

Report of the Directors

根據上市規則第14A.56條，董事會已聘請本公司核數師就本集團之持續關連交易進行若干經協定之程序。核數師已向董事會匯報該等程序之事實結果。獨立非執行董事已審閱持續關連交易及核數師報告，並確認該等交易乃本集團於一般及日常業務過程按照一般商業條款及規管該等交易之協議條款訂立，而有關條款屬公平合理並符合本公司股東之整體利益。

本公司核數師已向董事會發出函件，確認上述持續關連交易：

- (i) 已獲得董事會批准；
- (ii) 已按照本集團定價政策定價；
- (iii) 已按照規限該等交易之有關協議訂立；及
- (iv) 並無超越各自之年度上限限額。

除上文所披露者外，截至二零二二年十二月三十一日止年度，綜合財務報表附註36所披露之關連方交易並不構成根據上市規則第14A章之關連交易或持續關連交易，或僅根據上市規則第14A章的最低限額豁免而構成獲全面豁免之關連交易或持續關連交易。本公司已遵守根據上市規則第14A章的披露規定。

薪酬政策

本集團僱員之薪酬乃按彼等之表現、專業資歷、行業經驗及相關市場趨勢而釐定。

本公司董事之薪酬乃由薪酬委員會視乎本公司之業績、個人表現及可比較市場統計數據而決定。

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed-upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported the factual findings on these procedures to the Board. The independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into in the ordinary and usual course of business of the Group on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditor of the Company has issued a letter to the Board confirming that the above continuing connected transactions:

- (i) have received the approval of the Board;
- (ii) have been priced in accordance with the pricing policies of the Group;
- (iii) have been entered into in accordance with the relevant agreements governing the transactions; and
- (iv) did not exceed the respective annual caps.

Save as disclosed above, for the year ended 31 December 2022, the related party transactions disclosed in Note 36 to the consolidated financial statements either did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules, or only constituted fully exempted connected transactions or continuing connected transactions by virtue of the de minimis exemption under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Emolument Policy

The emoluments of the employees of the Group are determined with reference to individual performance, professional qualifications, experience in the industry and relevant market trends.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's results, individual performance and comparable market statistics.

優先購買權

本公司章程細則或開曼群島法例並無載有要求本公司向現有股東按比例提呈發售新股份之優先購買權條文。

股息政策

本公司採納了一個股息政策，根據股息政策，本公司優先考慮以現金方式分派股息，與股東分享溢利。派息派付之比率將由董事會考慮以下因素後全權酌情釐定或建議（視乎情況而定）：

- 本公司之組織章程細則；
- 開曼群島法律下的適用限制及要求；
- 公司經營業績，財務狀況及現金流量；
- 本公司的經營，資本開支及投資需求；及
- 董事會認可的其他相關因素。

足夠之公眾持股量

於本報告日期，根據本公司可獲得之公開資料及就本公司董事所知，本公司已維持上市規則第8.08條所規定之公眾持股量。

五年財務摘要

本集團業績與資產及負債於過去五個財政年度之摘要載於第2頁。

Pre-Emptive Rights

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

Dividend Policy

The Company has adopted a dividend policy, pursuant to which the Company gives priority to distributing dividend in cash and shares its profit with its shareholders. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account the following issues:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- the Company's results of operations, financial condition and cash flows;
- operating, capital expenditure and investment requirements of the Company; and
- other factors that the Board may consider relevant.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this report, the Company has maintained the prescribed public float as required under Rule 8.08 of the Listing Rules.

Five-Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 2.

董事會報告

Report of the Directors

董事彌償

本公司已就董事及執行人員因處理公司活動而對其提出之法律行動安排適當的責任保險。

就董事及本集團執行人員所招致的責任而提供彌償的批准彌償條文(定義見香港法例第622章香港公司條例第469條)於董事根據香港公司條例第391(1)(a)條編製的董事會報告獲批准時仍然生效，並於截至二零二二年十二月三十一日止年度內持續有效且惠及董事。

核數師

本公司將於應屆股東週年大會上提呈一項決議案，續聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會

朗生醫藥控股有限公司

主席

吳鎮濤

香港

二零二三年三月二十四日

Indemnity of Directors

The Company has arranged for appropriate insurance cover for the liabilities of the Directors and executive officers in respect of legal actions against its Directors and senior management arising out of corporate activities.

A permitted indemnity provision (within the meaning in Section 469 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) that provides for indemnity against liability incurred by Directors and executive officers of the Group is currently in force when the Report of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Hong Kong Companies Ordinance and was in force throughout the year ended 31 December 2022 for the benefit of the Directors.

Auditor

A resolution will be proposed at the forthcoming AGM of the Company to re-appoint BDO Limited as auditor of the Company.

ON BEHALF OF THE BOARD

Lansen Pharmaceutical Holdings Limited

Wu Zhen Tao

Chairman

Hong Kong

24 March 2023

企業管治報告

Corporate Governance Report

企業管治常規

由於董事會認為有效的企業管治常規在提升股東價值及保障股東及其他持份者的權益實屬必要，故本公司與董事會致力達致及保持最高標準的企業管治。因此，本公司已採取合理的企業管治原則，以突顯董事會質素、有效的內部監控、嚴格的披露規定和透明度，以及對所有持份者的問責性。

截至二零二二年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載有關企業管治守則（「企業管治守則」）的守則條文，惟於二零二二年一月一日至二零二二年三月二十三日期間偏離企業管治守則第B.3.1段者除外。本公司已遵守企業管治守則第B.3.1段守則條文於二零二二年三月二十三日成立提名委員會，並訂明書面職權範圍。在提名委員會成立前，本公司薪酬委員會自本公司於二零一零年在聯交所主板上市起獲授予提名委員會的職能。

董事進行證券交易

本公司已採納條款不遜於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」）之有關董事進行證券交易的操守守則。經向全體董事作出特定查詢後，所有董事確認，彼等一直遵守標準守則所載規定標準及本公司所採納有關董事進行證券交易的操守守則。

Corporate Governance Practices

The Company and the Board of Directors are devoted to achieving and maintaining the highest standards of corporate governance as the Board believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding interests of the shareholders and other stakeholders. Accordingly, the Company has adopted sound corporate governance principles that emphasise a quality Board, effective internal controls, stringent disclosure practices and transparency and accountability to all stakeholders.

For the year ended 31 December 2022, the Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules, except with a deviation from paragraph B.3.1 of the CG Code for the period from 1 January 2022 to 23 March 2022. The Company has established the nomination committee on 23 March 2022 with written terms of reference in compliance with Code Provision B.3.1 of the CG Code. Prior to the establishment of the nomination committee, the Remuneration Committee of the Company has been delegated the functions of a nomination committee since the Company’s listing on the Main Board of the Stock Exchange in 2010.

Directors’ Securities Transactions

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “Model Code”). Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding Directors’ securities transactions adopted by the Company.

企業管治報告

Corporate Governance Report

董事會

董事會負責領導及監控本集團的業務運作。董事會制定本集團的策略性方向、監督其運作，並監察其財務表現。管理層在董事會授權的範圍內管理本集團的業務，包括日常營運決策。管理層向董事會負責本公司的整體營運。

本公司的章程細則列明須由董事會決策的事宜。

公司秘書或其助理負責編製董事會及董事委員會的會議記錄。會議記錄及書面決議案擬稿將於合理期間內向全體董事會成員或董事委員會成員傳閱，以供其審閱及表達意見。會議記錄及書面決議案的最終定稿將於合理時間內送交作記錄，而經簽署的副本將存置於由公司秘書保管的本公司會議記錄冊內，以供董事查閱。

於二零二二年十二月三十一日及於本報告日期，董事會成員包括一名常務執行董事、兩名非執行董事及四名獨立非執行董事。董事詳情載於第72至第77頁「董事及高級管理人員履歷」一節及本公司網站。

The Board of Directors

The Board is responsible for leading and controlling the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. Management manages the businesses of the Group, including the decision making of daily operation within the delegated power and authority given by the Board. Management is accountable to the Board for the Company's overall operation.

The Company's articles of association set out matters which are specifically reserved to the Board for its decision.

The Company Secretary or his assistant is responsible for taking minutes of the Board and Board Committees meetings. Draft minutes and written resolutions will be circulated to all Board members or Board Committees members for review and comment within a reasonable period of time. Final version of the minutes and written resolutions will be provided for record within a reasonable period of time and the signed copies are kept in the Company's minutes book maintained by the Company Secretary for Directors' inspection.

As at 31 December 2022 and at the date of this report, the Board was comprised of one executive managing Director, two non-executive Directors and four independent non-executive Directors. A description of the Directors is set out in the "Biographical Details of Directors and Senior Management" section from pages 72 to 77 and on the Company's website.

Corporate Governance Report

於二零二二年十二月三十一日及於本報告日期，董事會包括下列成員：

As at 31 December 2022 and at the date of this report, the Board was comprised of the following members:

董事	Directors	首次獲委任 為董事會成員的日期 Date of first appointment to the Board	最近一次重選連任 為董事的日期 Date of last re-election as Director
常務執行董事：	Executive managing Director:		
陳力先生(行政總裁)	Mr. Chen Li (Chief Executive Officer)	二零一八年三月一日 1 March 2018	二零二一年五月三十一日 31 May 2021
非執行董事：	Non-executive Directors:		
吳鎮濤先生(主席)	Mr. Wu Zhen Tao (Chairman)	二零一七年三月三十日 30 March 2017	二零二二年六月二十三日 23 June 2022
Stephen Burnau Hunt先生 (於二零二二年四月九日辭任)	Mr. Stephen Burnau Hunt (resigned on 9 April 2022)	二零一零年四月九日 9 April 2010	二零二零年六月二十二日 22 June 2020
劉雪姿女士	Ms. Liu Xuezi	二零一六年三月三十日 30 March 2016	二零二一年五月三十一日 31 May 2021
獨立非執行董事：	Independent non-executive Directors:		
陳記煊先生	Mr. Chan Kee Huen, Michael	二零一零年四月九日 9 April 2010	二零二二年六月二十三日 23 June 2022
Fritz Heinrich Horlacher先生 (於二零二二年二月十日辭任)	Mr. Fritz Heinrich Horlacher (resigned on 10 February 2022)	二零一一年二月十日 10 February 2011	二零二零年六月二十二日 22 June 2020
楊德斌先生	Mr. Yeung Tak Bun, Allen	二零一八年十月六日 6 October 2018	二零二一年五月三十一日 31 May 2021
陳清霞女士 (於二零二二年二月十日獲委任)	Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)	二零二二年二月十日 10 February 2022	二零二二年六月二十三日 23 June 2022
朱迅博士 (於二零二二年九月二十三日獲委任)	Dr. Zhu Xun (appointed on 23 September 2022)	二零二二年九月二十三日 23 September 2022	—

本集團會不時檢討董事會的規模及組成，當中會考慮上市規則的要求、本公司的業務範疇及性質，以確保董事會的規模足夠，得以帶來多方觀點，並作出有效決策。董事擁有不同背景，具備金融、資訊科技及醫藥業務領域的專業知識。本公司網站及聯交所網站載有董事更新名單，載明其角色及職能。

The size and composition of the Board are reviewed from time to time, taking into account the requirements under the Listing Rules and the scope and nature of operations of the Company, to ensure that the size of the Board is adequate to provide a diversity of views and facilitate effective decision making. The Directors come from diverse background with varied expertise in finance, information technology and pharmaceutical business fields. The Company has maintained on the Company's website and on the website of the Stock Exchange an updated list of its Directors identifying their roles and functions.

獨立非執行董事

獨立非執行董事為本集團帶來各方面的技術及業務經驗。彼等亦透過董事會會議及董事委員會會議，對策略問題、表現及風險作出獨立評估。

Independent Non-executive Directors

The independent non-executive Directors bring a wide range of skills and business experience to the Group. They also bring independent judgement on issues of strategy, performance and risk through their contribution to the Board meetings and to the Board Committees' meetings.

企業管治報告

Corporate Governance Report

根據上市規則第3.10(1)條，四名獨立非執行董事超過董事會的三分之一。四名獨立非執行董事中，其中一名擁有上市規則第3.10(2)條所規定的會計或相關財務管理專門技術的適當專業資格。

根據企業管治守則之守則條文第B.2.3條，倘獨立非執行董事在任已逾九年，續任該獨立非執行董事則須經股東以獨立決議案批准。陳記煊先生已獲委任為獨立非執行董事逾九年。本公司已接獲陳先生根據上市規則第3.13條發出之獨立確認書。陳先生並無參與本集團任何行政管理。經考慮彼於過往年度之獨立工作範圍，儘管陳先生已於本公司任職逾九年，董事根據上市規則認為陳先生屬獨立人士。陳先生已確認，彼將繼續投入足夠時間履行其作為獨立非執行董事的職能及職責。憑藉其背景及經驗，陳先生充分知悉於本公司的責任及預期投入時間。基於上文所述，董事會相信，陳先生於本公司以外的職位將不會影響其目前於本公司的角色以及其職能及職責。董事會亦相信，陳先生續任將為董事會帶來相當的穩定性，而董事會一直受惠於陳先生對本集團的寶貴見解。按上文所述及根據企業管治守則之守則條文第B.2.3條，股東已於二零二二年六月二十三日之本公司股東週年大會以獨立決議案批准重選陳先生。

根據上市規則，本公司已收到每名獨立非執行董事有關其獨立性的年度確認函。基於該等確認函，據本公司所知，認為全體獨立非執行董事符合上市規則第3.13條所載的獨立性指引規定，彼等全體均為獨立人士。

In compliance with Rule 3.10(1) of the Listing Rules, there are four independent non-executive Directors, exceeding one-third of the Board. Among the four independent non-executive Directors, one of them has appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

According to Code Provision B.2.3 of the CG Code, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Mr. Chan Kee Huen, Michael has been appointed as an independent non-executive Director for more than nine years. The Company has received from Mr. Chan a confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Chan has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors considered Mr. Chan to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Mr. Chan has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director. With his background and experience, Mr. Chan is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believed that Mr. Chan's position outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company. The Board also believed that Mr. Chan's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Chan who has over time gained valuable insight into the Group. Based on the abovementioned and in accordance with Code Provision B.2.3 of the CG Code, the re-election of Mr. Chan was approved by the Shareholders by way of a separate resolution at the AGM of the Company on 23 June 2022.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to the Listing Rules. With reference to such confirmations, the Company, to its best knowledge, considers that all the independent non-executive Directors fulfill the guidelines on independence as set out in Rule 3.13 of the Listing Rules and all to be independent.

Corporate Governance Report

董事會已檢討並認為本公司董事會及管治架構下的以下主要特點或機制可有效確保向董事會提供獨立意見及建議。

The Board has reviewed and considered that the following key features or mechanisms under the Company's Board and governance structure are effective in ensuring that independent views and input are provided to the Board.

- 將主席與行政總裁的角色區分有助確保權力和授權分佈均衡；
 - 董事會大部分成員為非執行董事。行政總裁為董事會唯一的執行董事；
 - 獨立非執行董事就擔任董事會成員收取固定袍金；
 - 於評估候選人是否合適時，提名委員會將參考董事會的組成、董事的技能矩陣、董事會批准的甄選標準清單、提名政策及董事會多元化政策，檢討彼等的履歷，包括彼等的資格及所投入的時間；
 - 提名委員會及董事會承諾每年評估董事的獨立性，並考慮與獨立非執行董事有關的所有相關因素；
 - 提名委員會每年檢討各董事對本集團所投入的時間。董事出席記錄於本公司年報內披露；
 - 方便董事妥善履行職責，所有董事均有權向公司秘書或獨立專業顧問尋求意見，費用由本公司承擔；
 - 主席定期與獨立非執行董事舉行沒有執行董事出席的會議。
- There is a separation of the role of the chairman and the chief executive officer which ensures that there is a balance of power and authority;
 - The Board is comprised of a majority of non-executive Directors. The Chief Executive Officer is the only executive Director on the Board;
 - Independent non-executive Directors receive fixed fee(s) for their role as members of the Board;
 - In assessing suitability of the candidates, the Nomination Committee will review their profiles, including their qualification and time commitment, having regard to the Board's composition, the Directors' skill matrix, the list of selection criteria approved by the Board, the Nomination Policy and the Board Diversity Policy;
 - The Nomination Committee and the Board are committed to assess the Directors' independence annually with regards to all relevant factors related to the independent non-executive Directors;
 - The Nomination Committee reviews annually each Director's time commitment to the Group. Directors' attendance records in are disclosed in the annual report of the Company;
 - To facilitate proper discharge of their duties, all Directors are entitled to seek advice from the Company Secretary or independent professional advisers at the Company's expense;
 - The chairman meets with the independent non-executive Directors regularly without the presence of the executive Directors.

企業管治報告

Corporate Governance Report

主席及行政總裁

主席與行政總裁的職權已予區分。主席和行政總裁的職位由不同的個人擔任。主席負責管理董事會，並領導其制定整體策略及業務發展方向，確保各董事均可獲得足夠、完整及可信的資料，在董事會會議內提到的問題均可得到合理的解釋。行政總裁負責管理本公司業務，實施董事會所制定的政策、業務目標及計劃，並就本公司整體營運向董事會負責。高級管理層在本公司行政總裁的領導下負責本集團的日常營運。

委任、重選及罷免

常務執行董事陳力先生與本公司訂立服務協議，由二零二一年三月一日開始為期三年。吳鎮濤先生與本公司訂立委任書，由二零二二年三月三十日開始為期兩年。劉雪姿女士、陳記煊先生、楊德斌先生、陳清霞女士及朱迅博士均與本公司訂立委任書，分別由二零二二年三月三十日、二零二二年四月九日、二零二一年十月六日、二零二二年二月十日及二零二二年九月二十三日開始為期三年。董事會委任的所有董事（不論為填補臨時空缺或屬董事會新增成員）均須於獲委任後首個股東週年大會退任並符合資格重選連任。

於每屆股東週年大會上，當時三分之一的董事（或如董事人數並非三或三的倍數，則最接近但不少於三分之一的人數）均須輪值退任，惟各董事（包括該等按特別年期獲委任者）須至少每三年輪值退任一次。

根據本公司的章程細則條文，陳力先生、劉雪姿女士、楊德斌先生及朱迅博士將輪值退任，並符合資格及願意於應屆股東週年大會上重選連任。

Chairman and Chief Executive Officer

The roles of the chairman are segregated from the chief executive officer. The positions of chairman and the chief executive officer are held by separate individuals. The chairman is responsible for managing the Board, steering the Board to formulate overall strategies and business development plans, ensuring the receipt of sufficient, complete and reliable information by each Director and the receipt of reasonable explanations for the issues raised at the Board meetings. The chief executive officer is responsible for managing the business of the Company and implementing policies, business objectives and plans formulated by the Board, and is accountable to the Board for the Company's overall operation. The senior management team is responsible for the day-to-day operations of the Group under the leadership of the chief executive officer of the Company.

Appointment, Re-election and Removal

The executive managing Director Mr. Chen Li has entered into a service agreement with the Company for a term of three years commencing 1 March 2021. Mr. Wu Zhen Tao has entered into a letter of appointment with the Company for a term of two years commencing 30 March 2022. Ms. Liu Xuezi, Mr. Chan Kee Huen, Michael, Mr. Yeung Tak Bun, Allen, Ms. Chan Ching Har, Eliza and Dr. Zhu Xun have entered into a letter of appointment with the Company for a term of three years commencing 30 March 2022, 9 April 2022, 6 October 2021, 10 February 2022 and 23 September 2022 respectively. All Directors appointed by the Board either to fill a casual vacancy or as addition to the Board shall retire and be eligible for re-appointment at the first general meeting after appointment.

At each AGM one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with the provisions of the Company's articles of association, Mr. Chen Li, Ms. Liu Xuezi, Mr. Yeung Tak Bun, Allen and Dr. Zhu Xun will retire by rotation and, being eligible, offer themselves for re-election in the forthcoming AGM.

持續專業發展

董事不斷留意作為本公司董事的責任及操守，以及有關本公司業務活動及發展的事宜。公司不時為董事更新及提供培訓，並就與董事的職務及職責有關的上市規則、適用法律、規則及法規的最新發展舉辦研討會。

董事獲董事會委任後將由高級行政人員全面簡介本集團的業務。董事定期獲提供持續教育及資料，確保彼等獲悉本集團經營業務的商業、法律與規管環境的最新變化。

於截至二零二二年十二月三十一日止年度，本公司舉行了一次培訓環節，內容為主板上市規則修訂之內容。全體董事，即陳力先生、吳鎮濤先生、劉雪姿女士、陳記煊先生、楊德斌先生、陳清霞女士及朱迅博士，均已出席該次培訓。此外，個別董事亦已出席有關上市公司董事職務、職能及責任的其他課程，或透過參與培訓課程，或利用在線協助或閱讀相關資料進一步加強彼等的專業發展。

企業管治職能

董事會共同負責履行企業管治責任。年內，董事會將以下企業管治責任納入董事會職權範圍：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出推薦意見；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司遵守法例及監管規定的政策及慣例；
- 制定、檢討及監察行為守則以及遵守本公司僱員及董事適用的合規手冊（如有）；及
- 檢討本公司遵守企業管治守則的情況及在其年報內企業管治報告內的披露。

Continuing Professional Development

The Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company. The Company from time to time updates and provides training to the Directors, and organises seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

Upon appointment to the Board, the Directors will be provided with a comprehensive briefing of the Group's businesses by senior executives. Continuing education and information are provided to the Directors regularly to ensure that the Directors are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses.

During the year ended 31 December 2022, the Company has organised a training session on amendments to main board listing rules. All Directors, namely Mr. Chen Li, Mr. Wu Zhen Tao, Ms. Liu Xuezi, Mr. Chan Kee Kuen, Michael, Mr. Yeung Tak Bun, Allen, Ms. Chan Ching Har, Eliza and Dr. Zhu Xun, attended the training. In addition, individual directors also participated in other courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials.

Corporate Governance Functions

The Board is collectively responsible for performing the corporate governance duties. During the year, the Board formalised the inclusion of the following corporate governance duties into the terms of reference of the Board:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Company's employees and the Directors; and
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report in its Annual Report.

企業管治報告

Corporate Governance Report

董事會多元化政策

於二零一三年八月二十九日，本公司根據企業管治守則所載規定採納董事會多元化政策。本公司確認並深信董事會多元化裨益良多，從而提升其表現質素。為實現可持續及均衡發展，本公司將董事會層面的日益多元化視作支持實現其策略目標及其可持續發展的要素。於設計董事會的組成方式時，已從多方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景以及專業經驗。董事會的所有委任將以任人唯才為原則，並在考慮人選時以客觀條件以充分顧及董事會多元化的裨益。

截至二零二二年十二月三十一日止年度，董事會已檢討及修訂董事會成員多元化政策，致使(其中包括)董事會成員多元化政策之實施及成效須由董事會每年檢討，並已制定可計量目標。在董事會層面，在任何特定時間均有至少一名董事為不同性別的混合性別董事會。董事會目前有兩名女性董事，因此已實現董事會性別多元化。

我們將參考持份者的期望以及本地建議的最佳常規，致力實現性別多元化的適當平衡。在招聘員工時，我們亦會確保性別多元化，並致力為所有員工提供職業發展機會，使我們擁有性別多元化的員工組合。

從本集團的角度來看，於二零二二年十二月三十一日，本集團員工的男女比例約為52%:48%，反映本集團普遍遵循的性別平等原則。本集團決心在全體員工中維持性別多元化及平等，並預期在推廣性別多元化文化方面作出適當努力可實現上述目標，而本集團一直提倡上述目標。

董事會會議

董事會預期定期會晤，每年最少四次。於定期的會議之間，本集團的高級管理層會定期就本集團的業務活動及發展向董事提供資料。在董事認為有必要時，董事可隨時獲取本集團的資料及獨立專業意見。

Board Diversity Policy

On 29 August 2013, the Company adopted the Board diversity policy in accordance with the requirement set out in the CG Code. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, and professional experience. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

During the year ended 31 December 2022, the Board has reviewed and revised the Board diversity policy to the effect that, inter alia, the implementation and effectiveness of the Board diversity policy shall be reviewed by the Board annually and measurable objectives have been set. At the Board level, there shall be a mixed gender Board with at least one Director of a different gender at any given time. The Board currently has two female Directors and as such has achieved gender diversity in respect of the Board.

We will strive to achieve appropriate balance of gender diversity with reference to the stakeholders' expectation and local recommended best practices. We will also ensure that there is gender diversity when recruiting staff and we are committed to provide career development opportunities for all staff so that we will have a gender diversified workforce.

From the Group's perspective, as at 31 December 2022, the male-to-female ratio of the Group's employee is approximately 52%:48%, reflecting a gender equality principle generally adhered by the Group. The Group is determined to maintain gender diversity and equality in terms of the whole workforce and expects the above is achievable with suitable effort in promoting the gender diversity culture, which the Group has been advocating for so.

Board Meetings

The Board is expected to meet regularly at least four times a year. Between scheduled meetings, the senior management of the Group provides information to Directors on a regular basis regarding the activities and development in the businesses of the Group. The Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors.

Corporate Governance Report

截至二零二二年十二月三十一日止年度，董事會舉行了六次董事會會議及兩次股東大會。各董事的出席情況如下：

The Board held six board meetings, two general meetings during the year ended 31 December 2022. The attendance of each Director as follows:

董事	Directors	出席／舉行 董事會會議次數 No. of board meetings attended/held	出席／舉行 股東週年大會 No. of annual general meetings attended/held	出席／舉行 股東特別大會 No. of extraordinary general meetings attended/held
常務執行董事：	Executive managing Director:			
陳力先生 (行政總裁)	Mr. Chen Li (Chief Executive Officer)	6/6	1/1	1/1
非執行董事：	Non-executive Directors:			
吳鎮濤先生 (主席)	Mr. Wu Zhen Tao (Chairman)	6/6	1/1	1/1
Stephen Burnau Hunt先生 (於二零二二年 四月九日辭任)	Mr. Stephen Burnau Hunt (resigned on 9 April 2022)	2/2	不適用N/A	不適用N/A
劉雪姿女士	Ms. Liu Xuezi	6/6	1/1	1/1
獨立非執行董事：	Independent non-executive Directors:			
陳記煊先生	Mr. Chan Kee Huen, Michael	6/6	1/1	1/1
Fritz Heinrich Horlacher先生 (於二零二二年 二月十日辭任)	Mr. Fritz Heinrich Horlacher (resigned on 10 February 2022)	不適用N/A	不適用N/A	不適用N/A
楊德斌先生	Mr. Yeung Tak Bun, Allen	6/6	1/1	0/1
陳清霞女士 (於二零二二年 二月十日獲委任)	Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)	6/6	1/1	1/1
朱迅博士 (於二零二二年 九月二十三日獲委任)	Dr. Zhu Xun (appointed on 23 September 2022)	1/1	不適用N/A	不適用N/A

就董事會的定期會晤而言，董事將至少提前十四天獲得書面會議通知及在會議前不少於三天獲得董事會議程及所需文件。就其他會議而言，在合理及切實的情況下，董事會盡量獲給予最早的通知。除本公司的章程細則所容許的該等情況外，於任何合約、交易、安排或向董事會提呈以供考慮的任何其他類別建議中擁有重大權益的董事，將須就相關決議案放棄投票，且有關董事不會被計入法定人數內。

With respect to regular meetings of the Board, the Directors will be given written notice of the meeting at least 14 days in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, Directors are given as much notice as is reasonable and practicable in the circumstances. Except for those circumstances permitted by the articles of association of the Company, a Director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration, will abstain from voting on the relevant resolution and such Director is not counted as quorum.

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董事會制定其特定書面職權範圍，載列職務、職責、權力及職能，當中包括以下各項：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 負責根據現行的會計準則及法律編製並真實公平地呈列財務報表、批准財務報表以及委聘本集團外聘核數師及與其保持聯繫；
- 檢討及監察本公司遵守法例及監管規定的政策及慣例；
- 檢討本公司遵守企業管治守則的情況及在其年報的企業管治報告內的披露；
- 與所有監管機構及組織協調有關本集團的一切事務，並監察與本集團相關且影響本集團的政策變動；及
- 確保向本公司股東負責及保持足夠溝通。

年內，主席及獨立非執行董事（但不包括其他董事及高級管理人員）舉行會議，討論執行董事的表現。

董事會亦討論了本公司的企業管治政策以及董事會及董事委員會履行的職責（見下文）。

The Board has devised its specific written terms of reference setting out its duties, responsibilities, powers and functions which include the following:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to take responsibility for the preparation and the true and fair presentation of the financial statements in accordance with the prevailing accounting standards and laws, approving the financial statements and appointing and liaising with the Group's external auditors;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report in its Annual Report;
- to liaise with all regulatory authorities and organisations on all matters relating to the Group, and monitor changes in their policies relating to and affecting the Group; and
- to ensure accountability towards and sufficient communication with the Company's shareholders.

During the year, a meeting of the chairman and the independent non-executive Directors without the presence of other directors and senior management was held to discuss the performance of the executive director.

The Board also discussed the policy for the corporate governance of the Company and duties performed by the Board and the Board Committees (see below).

董事委員會

董事會已成立審核委員會、薪酬委員會、提名委員會及執行委員會。各委員會的組成及職責請見下文。各委員會須根據各自的職權範圍向董事會提供建議，除各委員會的職權範圍另有訂明者外，其建議最終由董事會決定。

審核委員會

本公司的審核委員會由三名獨立非執行董事組成。獨立非執行董事陳記煊先生現為審核委員會主席。審核委員會預期定期會晤，每年最少三次。

董事會已成立審核委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、職責及權力。審核委員會的職權範圍登載於本公司及聯交所網站。審核委員會的主要職務及職責包括：

- 監察與外聘核數師的關係，包括：
 - 就委任、續聘及罷免外聘核數師、批准外聘核數師的酬金及委聘條款向董事會提供建議以及處理任何有關核數師辭任或罷免的問題；
 - 按適用標準檢討及監察外聘核數師的獨立性及客觀性以及審核程序的效能；及
 - 就委聘外聘核數師提供非核數服務制定及執行政策；
- 審閱及監察本集團財務報表、年報及半年度報告的完整性，並審閱當中所載的重大財務報告判斷；及
- 檢討本集團財務報告、風險管理及內部監控制度的有效性。

Board Committees

The Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee and the Executive Committee. Please see below for the composition and responsibilities of the committees. Each committee shall provide their recommendations to the Board based on their respective terms of reference. The decisions of the Board on such recommendations shall be final, unless otherwise stated in the terms of reference of these committees.

Audit Committee

The Audit Committee of the Company consists of three independent non-executive Directors. Mr. Chan Kee Huen, Michael, an independent non-executive Director, currently serves as the chairman of the Audit Committee. The Audit Committee is expected to meet regularly at least three times per year.

The Board has established the Audit Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange. The major duties and responsibilities of the Audit Committee include the following:

- to oversee the relationship with the external auditor, including:
 - to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approve the remuneration and terms of engagement of the external auditor and address any questions of resignation or dismissal of such auditor;
 - to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
 - to develop and implement policy on the engagement of the external auditor to supply non-audit services;
- to review and monitor the integrity of the Group's financial statements, annual reports and half-year reports, and to review significant financial reporting judgements contained therein; and
- to review the effectiveness of the financial reporting, risk management and internal control systems of the Group.

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截至二零二二年十二月三十一日止年度，審核委員會舉行了三次會議。各成員的出席情況如下：

The Audit Committee held three meetings during the year ended 31 December 2022. The attendance of each member as follows:

審核委員會成員姓名	Name of Audit Committee members	出席／舉行 會議次數 No. of meetings attended/held
陳記煊先生(主席)	Mr. Chan Kee Huen, Michael (<i>Chairman</i>)	3/3
Fritz Heinrich Horlacher先生 (於二零二二年二月十日辭任)	Mr. Fritz Heinrich Horlacher (resigned on 10 February 2022)	不適用N/A
楊德斌先生	Mr. Yeung Tak Bun, Allen	3/3
陳清霞女士(於二零二二年 二月十日獲委任)	Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)	3/3

截至二零二二年十二月三十一日止年度，審核委員會已：

During the year ended 31 December 2022, the Audit Committee had:

- 於呈交董事會批准前與管理層及外聘核數師審閱中期業績及年度業績以及有關公告，包括有關披露規定、財務報告的完整性及本集團所採納的會計政策；
 - 與管理層討論影響本集團綜合財務報表的重大判斷；
 - 審閱外聘核數師的薪酬及委聘條款，以及就外聘核數師的委任向董事會提供推薦建議；
 - 審閱及討論內部審核報告，包括在上份報告中所提出的建議的實施情況；及
 - 審閱及評估本集團內部監控及風險管理的充足性及效力。
- reviewed with management and external auditor on the interim results and annual results and related announcements including the related disclosures, integrity of financial reporting and the accounting policies adopted by the Group prior to submission to the Board for approval;
 - discussed with management on significant judgements affecting the Group's consolidated financial statements;
 - reviewed the remuneration and terms of engagement of the external auditor and recommended the Board on the appointment of the external auditor;
 - reviewed and discussed the internal audit reports including the status of implementing recommendations from the previous reports; and
 - reviewed and assessed the adequacy and effectiveness of the Group's internal control and risk management.

薪酬委員會

本公司的薪酬委員會由三名獨立非執行董事組成。獨立非執行董事楊德斌先生現為薪酬委員會主席。薪酬委員會預期定期會晤，每年至少一次。

Remuneration Committee

The Remuneration Committee of the Company consists of three independent non-executive Directors. Mr. Yeung Tak Bun, Allen, an independent non-executive Director, currently serves as the chairman of the Remuneration Committee. The Remuneration Committee is expected to meet regularly at least once per year.

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董事會已成立薪酬委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、職責及權力。薪酬委員會的職權範圍登載於本公司及聯交所網站。薪酬委員會的主要職務及職責為：

- 就本公司全體董事及高級管理層的薪酬政策及架構向董事會提供推薦建議及為制訂該等薪酬政策制定一套正式透明的程序，並在董事會考慮授予董事及高級管理層的薪酬總額及／或福利前不時提出該等推薦建議；
- 評估執行董事及高級管理層的表现；
- 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；及
- 遵守董事會不時指定或本公司組織章程所載或上市規則或任何適用法例所定的任何要求、指示及規例。

截至二零二二年十二月三十一日止年度，薪酬委員會舉行了一次會議。各成員的出席情況如下：

The Board has established the Remuneration Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange. The major duties and responsibilities of the Remuneration Committee are:

- to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and placing such recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors and senior management from time to time;
- to assess the performance of executive Directors and senior management;
- to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and
- to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

The Remuneration Committee held one meeting during the year ended 31 December 2022. The attendance of each member as follows:

薪酬委員會成員姓名	Name of Remuneration Committee members	出席／舉行會議次數 No. of meetings attended/held
楊德斌先生(主席)	Mr. Yeung Tak Bun, Allen (Chairman)	1/1
Stephen Burnau Hunt先生 (於二零二二年四月九日辭任)	Mr. Stephen Burnau Hunt (resigned on 9 April 2022)	1/1
陳記煊先生	Mr. Chan Kee Huen, Michael	1/1
Fritz Heinrich Horlacher先生 (於二零二二年二月十日辭任)	Mr. Fritz Heinrich Horlacher (resigned on 10 February 2022)	不適用N/A
朱迅博士(於二零二二年 九月二十三日獲委任)	Dr. Zhu Xun (appointed on 23 September 2022)	不適用N/A

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截至二零二二年十二月三十一日止年度，薪酬委員會：

- 對執行董事及高級管理層的表現進行評估；
- 根據企業管治守則第E.1.2(c)(ii)條的規定，檢討董事及高級管理層的薪酬架構／待遇以及就其薪酬向董事會提供推薦建議；及
- 就於下屆股東週年大會建議重選退任董事向董事會作出推薦建議。

由於本公司並無上市規則第17章項下的任何股份計劃，故於截至二零二二年十二月三十一日止年度，概無上市規則第17章項下有關股份計劃的事宜可供薪酬委員會審閱或批准。

提名委員會

於二零二二年三月二十三日，本公司成立提名委員會，由一名非執行董事及兩名獨立非執行董事組成。非執行董事及董事會主席吳鎮濤先生現為提名委員會主席。提名委員會預期定期會晤，每年至少一次。

董事會已成立提名委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、職責及權力。提名委員會的職權範圍登載於本公司及聯交所網站。提名委員會的主要職務及職責為：

- 評估獨立非執行董事的獨立性；
- 釐定提名董事的政策；
- 就有關提名、委任或重新委任董事事宜向董事會作出推薦建議；

During the year ended 31 December 2022, the Remuneration Committee:

- assessed the performance of the executive Director and the senior management;
- pursuant to Code Provision E.1.2(c)(ii) of the CG Code, reviewed the remuneration structure/package of the Directors and the senior management, and made recommendation to the Board on their remuneration; and
- made recommendation to the Board on the proposed reelection of the retiring Directors at the forthcoming annual general meeting.

As the Company does not have any share schemes under Chapter 17 of the Listing Rules, there were no matters relating to share schemes under Chapter 17 of the Listing Rules for the Remuneration Committee to review nor approve during the year ended 31 December 2022.

Nomination Committee

The Company established a Nomination Committee on 23 March 2022. It consists of one non-executive Director and two independent non-executive Directors. Mr. Wu Zhen Tao, a non-executive Director and the chairman of the Board, currently serves as the chairman of the Nomination Committee. The Nomination Committee is expected to meet regularly at least once per year.

The Board has established the Nomination Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange. The major duties and responsibilities of the Nomination Committee are:

- to assess the independence of independent non-executive Directors;
- to determine the policy for the nomination of Directors;
- to make recommendations to the Board on the nomination, appointment or re-appointment of Directors;

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- 至少每年審閱董事會的架構、規模及多元化(包括但不限於性別、年齡、文化及教育背景以及專業經驗)，並就任何建議變動向董事會作出推薦建議，以實行本公司的企業策略；及
 - 遵守董事會不時指定或本公司組織章程所載或上市規則或任何適用法例所定的任何要求、指示及規例。
- to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, and professional experience) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy; and
 - to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

截至二零二二年十二月三十一日止年度，提名委員會舉行了一次會議。各成員的出席情況如下：

The Nomination Committee held one meeting during the year ended 31 December 2022. The attendance of each member as follows:

提名委員會成員姓名	Name of Nomination Committee members	出席／舉行會議次數 No. of meetings attended/held
吳鎮濤先生(主席)	Mr. Wu Zhen Tao (Chairman)	1/1
陳記煊先生	Mr. Chan Kee Huen, Michael	1/1
楊德斌先生	Mr. Yeung Tak Bun, Allen	1/1

截至二零二二年十二月三十一日止年度，提名委員會：

During the year ended 31 December 2022, the Nomination Committee:

- 釐定提名董事的政策；及
 - 討論董事會多元化政策的實行情況。
- determined policy for the nomination of Directors; and
 - discussed the implementation of the Board diversity policy.

提名政策

本公司已為提名委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

Nomination Policy

The Company has adopted a Nomination Policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

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甄選標準

於評估建議候選人適合與否時，提名委員會將使用下列因素作為參考：

- (1) 誠信聲譽；
- (2) 於本集團所從事業務方面的成就及經驗；
- (3) 可投入的時間及對相關利益的承擔；
- (4) 董事會多元化政策內所述之條件；及
- (5) 其他適用於本公司業務的有關因素。

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名任何其認為適當的人士。

提名程序

- (1) 提名委員會將要求推薦的候選人按指定的形式提交必要的個人資料；
- (2) 提名委員會召開會議，審閱候選人的提名；
- (3) 對於任何建議的董事會候選人的任命，提名委員會應對有關人士進行充分的盡職調查，並提出建議，供董事會審議和批准；
- (4) 就重新委任董事會任何現有成員而言，提名委員會須提交建議供董事會考慮及作出推薦，讓候選人可於股東大會上膺選連任；及
- (5) 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

Selection Criteria

The factors listed below will be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) factors in accordance with the Board Diversity Policy; and
- (5) such other perspectives appropriate to the Company's business.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Nomination Procedures

- (1) The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee;
- (2) The Nomination Committee shall convene a meeting to consider the nomination of candidates;
- (3) For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval;
- (4) For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting; and
- (5) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

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截至二零二二年十二月三十一日止年度董事酬金明細如下：

The following table shows the breakdown of Directors' remuneration for the year ended 31 December 2022:

		其他薪酬 Other emoluments				
		薪金、津貼 袍金	新金、津貼 和實物福利	酌情獎金	向定額供款 退休計劃供款	總計
			Salaries, allowances and benefits in kind	Discretionary bonus	Contributions to defined contribution retirement plans	Total
		Fees 千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
截至二零二二年 十二月三十一日止年度		Year ended 31 December 2022				
常務執行董事：	Executive managing Director:					
陳力	Chen Li	-	532	233	-	765
非執行董事：	Non-executive Directors:					
吳鎮濤	Wu Zhen Tao	-	-	-	-	-
Stephen Burnau Hunt (於二零二二年四月九日辭任)	Stephen Burnau Hunt (resigned on 9 April 2022)	10	-	-	-	10
劉雪姿	Liu Xuezi	-	213	216	2	431
獨立非執行董事：	Independent non-executive Directors:					
陳記煊	Chan Kee Huen, Michael	35	-	-	-	35
Fritz Heinrich Horlacher (於二零二二年二月十日辭任)	Fritz Heinrich Horlacher (resigned on 10 February 2022)	4	-	-	-	4
楊德斌	Yeung Tak Bun, Allen	35	-	-	-	35
陳清霞女士(於二零二二年 二月十日獲委任)	Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)	31	-	-	-	31
朱迅博士(於二零二二年 九月二十三日獲委任)	Dr. Zhu Xun (appointed on 23 September 2022)	10	-	-	-	10
		125	745	449	2	1,321

企業管治報告

Corporate Governance Report

截至二零二二年十二月三十一日止年度高級管理人員的成員按組別劃分的酬金：

The remuneration of the members of the senior management by band for the year ended 31 December 2022:

二零二二年

2022

人數

No of individuals

零至1,000,000港元	Nil – HK\$1,000,000	1
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	2
1,500,001港元至2,000,000港元	HK\$1,500,001 to HK\$2,000,000	1
2,000,001港元至2,500,000港元	HK\$2,000,001 to HK\$2,500,000	1

執行委員會

本公司的執行委員會由一名常務執行董事、兩名非執行董事及一名非董事組成，非執行董事吳鎮濤先生現為執行委員會主席。

Executive Committee

The Executive Committee of the Company consists of one executive managing Director, two non-executive Directors and one non-Director. Mr. Wu Zhen Tao, a non-executive Director, currently serves as the chairman of the Executive Committee.

董事會已成立執行委員會並制定書面職權範圍，列明董事會賦予的職務、職責及權力。執行委員會的主要職務及職責包括審閱財務及財務相關事宜、協助制訂年度及中長期公司策略、審批新業務發展計劃及審批研發項目。

The Board has established the Executive Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The major duties and responsibilities of the Executive Committee include reviewing the financials and financial related matters, assisting in developing annual and medium- to long-term corporate strategies, reviewing and approving new business development plans, and reviewing and approving research and development projects.

執行委員會成員通常每月舉行會議，及時了解本集團最新的經營情況和業績表現，以及監察並確保管理層實行董事會所訂立的方向及策略。

Executive Committee members normally meet every month to keep abreast of the latest activities and performance of the Group and to monitor and ensure that management carries out the directions and strategies set by the Board.

截至二零二二年十二月三十一日止年度，執行委員會舉行了八次會議。各成員的出席情況如下：

The Executive Committee held eight meetings during the year ended 31 December 2022. The attendance of each member as follows:

執行委員會成員姓名	Name of Executive Committee members	出席／舉行會議次數 No. of meetings attended/held
吳鎮濤先生(主席)	Mr. Wu Zhen Tao (Chairman)	8/8
陳力先生	Mr. Chen Li	8/8
劉雪姿女士	Ms. Liu Xuezi	7/8
陶芳芳女士	Ms. Tao Fang Fang	8/8

問責及審核

財務報告

董事知悉彼等須根據法定要求及會計標準編製本集團財務報表的責任，亦知悉彼等須確保本集團財務報表適時刊發的責任。

Accountability and Audit

Financial Reporting

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements for the Group are published in a timely manner.

香港立信德豪會計師事務所有限公司知悉其為本集團截至二零二二年十二月三十一日止年度之綜合財務報表的審計責任。

BDO Limited acknowledges its responsibilities for the audit of the Group's consolidated financial statements for the year ended 31 December 2022.

董事及核數師有關綜合財務報表的責任載列於本報告第118至122頁「獨立核數師報告」。

The Directors' and auditor's responsibilities in respect of the consolidated financial statements are set out in the "Independent Auditor's Report" on pages 118 to 122 in this report.

管理層每月向董事會全體成員提供更新資料，詳細載列有關本集團的表現及狀況，提供平衡及易於理解的評估。

Management has provided to all members of the Board with monthly updates giving a balanced and understandable assessment of the Group's performance and position in detail.

核數師酬金

於本年度，香港立信德豪會計師事務所有限公司獲委任為本集團核數師，任期至下屆股東週年大會結束時止。

Auditor's Remuneration

During the year, BDO Limited was appointed as the Group's auditor until the conclusion of next AGM.

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於截至二零二二年十二月三十一日止年度，就香港立信德豪會計師事務所有限公司提供之核數及非核數服務而已付／應付之費用如下：

During the year ended 31 December 2022, the fees paid/payable to BDO Limited in respect of audit and non-audit services were as follows:

服務性質	Services rendered	已付／應付費用 Fee paid/payable 千美元 US\$'000
核數服務	Audit services	266
非核數服務	Non-audit services	85

非核數服務主要包括中期審閱及其他專業服務。

The non-audit services mainly consisted of interim review and other professional services.

公司秘書

公司秘書彭啟輝先生在對董事會的支援上發揮重要作用，確保董事會內資訊暢順流通及依循董事會政策及程序。

Company Secretary

The Company Secretary, Mr. Pang Kai Fai, plays an important role in supporting the Board by ensuring good information flow within the Board and that board policy and procedures are followed.

全體董事可獲得公司秘書的建議及服務，而公司秘書就管治及監管事項定期向董事會提供最新資料，並安排董事的入職培訓及專業發展。

All Directors may access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters and should also facilitate induction and professional development of Directors.

於截至二零二二年十二月三十一日止年度，公司秘書已進行不少於15小時的專業培訓，符合上市規則第3.29條的規定。

During the year ended 31 December 2022, the Company Secretary has undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

內部監控及風險評估

董事會須負責持續監察本集團的風險管理和內部監控系統並須負責檢討該系統的成效，包括財務、營運及合規監控。董事會致力實施有效及完善的內部監控系統以保障股東的利益及本集團的資產。

Internal Control and Risk Assessment

The Board is responsible for monitoring the risk management and the internal control system of the Group and on an ongoing basis has the responsibility for reviewing their effectiveness including financial, operational and compliance controls. The Board is committed to implementing an effective and sound internal control system to safeguard the interest of shareholders and the Group's assets.

本集團多名部門主管定期與內部審核部門會面，確保本集團設有及維持健全的內部監控制度。為增進本集團相關人員的知識，本公司於適當時就相關規則及適用法例向彼等提供培訓。

Several department heads of the Group met with the internal audit department regularly to ensure a sound internal control system is in place and maintained. To enhance the knowledge of relevant staff of the Group, training will be provided to them in the matter of relevant rules and applicable laws as and when appropriate.

本公司的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就所有風險問題作出合理而非絕對的保證。我們已採取由下而上的方法以識別、評估及減低在所有業務層面及各功能範疇上的風險。

在風險評估過程中，董事會連同管理層負責識別本集團的風險並決定有關的風險水平。聘請外部顧問提供建議及支援風險評估過程。董事會也負責評估及釐定本集團於實現其策略目標時可接受的風險性質和程度。經過討論及考慮有關的風險應對措施後，相關部門和業務單位將根據其職能及職責獲指派執行相應的風險管理解決方案。已識別之風險連同有關的風險應對措施將記錄於風險登記冊，而該等風險之更新及維護須受董事會監督。

本集團風險管理及內部監控系統的主要元素包括設立風險登記冊以跟進及記錄已識別之風險、評估及檢討風險、制定及不時更新應對措施，以及持續測試內部監控程序以確保其成效。

根據企業管治守則第D.2.1條的規定，基於審核委員會同意及批准的檢討範圍，內部審核部門已就某些重要監控領域（涉及財務、營運及合規監控以及風險管理功能）進行年度性內部監控審閱（涵蓋二零二二年一月一日至二零二二年十二月三十一日期間）。

此外，管理層已經分析監控環境及風險評估，評估各項所實行的監控措施，並與董事會協定內部監控制度的檢討範圍。檢討方式包括與有關管理層及職員進行討論、審閱有關內部監控系統的文件、對內部監控設計上任何不足之處的結果進行評估，以及提供改善建議（如適用）。

The risk management and internal control system of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against all risk issues. We have employed a bottom-up approach for the identification, assessment and mitigation of risk at all business unit levels and across all functional areas.

During the process of risk assessment, the Board together with management is responsible for identifying the risks of the Group and deciding on the risk levels. An external consultant was engaged to provide advice and support to the risk assessment process. The Board is also responsible for assessing and determining the nature and extent of the risks that are acceptable to the Group when achieving its strategic objectives. After discussing and taking into consideration the risk responses, the relevant departments and business units have been assigned to implement the risk management solutions in accordance with their respective roles and responsibilities. The identified risks together with the risk responses have been recorded in the risk register and the updating and maintenance of which is subject to the supervision of the Board.

The key elements of the risk management and internal control systems of the Group include the establishment of a risk register to keep track of and document identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

The internal audit department has performed annual internal control reviews on certain important areas of monitoring including the functions of finance, operations, compliance and risk management respectively covering the period from 1 January 2022 to 31 December 2022 in compliance with the requirements under Code Provision D.2.1 of the CG Code, according to the scope of review agreed and approved by the Audit Committee.

Also, management has analysed the control environment and risk assessment, assessed the various controls implemented and agreed with the Board on the scope of review over the system of internal controls. The approach of the review includes discussing with relevant management and staff members, reviewing relevant documentation of the internal control system, evaluating findings on any deficiencies in the design of internal controls and developing recommendations for improvement, where appropriate.

企業管治報告

Corporate Governance Report

管理層已向審核委員會報告檢討結果，使其能就系統的成效進行評估。審核委員會曾舉行會議討論調查所得，並已認可有關的檢討結果送交董事會審閱。截至二零二二年十二月三十一日止年度，董事會已就本集團的風險管理和內部監控系統的有效性進行了年度審閱，基於所提供的資料連同其本身的觀察，並在審核委員會的協助下，董事會信納就本集團的營運及業務性質及規模而言，現行內部監控及風險管理程序達滿意水準。董事會將繼續確保管理層會不時就系統及程序作適當檢討，以保持高水準的內部監控，並將於必要時對內部監控作出改變。

內幕消息

本公司對於有關處理及發放內幕消息的程序及內部監控措施：

- 知悉其根據上市規則及證券及期貨條例項下的責任，原則是涉及內幕消息時必須在有所決定後即時公佈；
- 成立內幕消息監控團隊，監察內幕消息事宜並及時向董事會匯報；
- 根據證券及期貨事務監察委員會頒佈的內幕消息披露指引實施其自訂的政策及申報制度；及
- 就外界對本集團事務作出的查詢訂立及落實回應程序。

董事及高級職員的責任

於二零二二年／二零二三年年度，本公司已為所有董事及高級管理人員更新董事及高級職員的責任保險。該等保險就企業活動上所產生的成本、費用、開支及責任為該等董事及高級管理人員提供保障。

Management has reported the results of the reviews to the Audit Committee for its evaluation on the effectiveness of the system. Meetings were held by the Audit Committee to discuss the findings and the results of the reviews which were endorsed for reporting to the Board. During the year ended 31 December 2022, the Board has conducted its annual review of the effectiveness of the Group's risk management and internal control systems and the Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the Audit Committee, the present internal control and risk management processes are satisfactory for the nature and size of the Group's operations and business. The Board will continue to ensure that appropriate review of the systems and procedures is being carried out by management from time to time to maintain a high standard of internal controls and will make appropriate changes to the internal control system, if necessary.

Inside Information

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

- is aware of its obligations under the Listing Rules and the SFO and the overriding principle that information which is expected to be inside information should be announced once it is the subject of a decision;
- has set up an inside information control team to supervise inside information matters and report to the Board in a timely manner;
- has implemented its own policy and reporting system based on Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission; and
- has established and implemented procedures for responding to external enquiries about the Group's affairs.

Directors' and Officers' Liability

The Company has renewed Directors' and Officers' liabilities insurance for all the Directors and senior management of the Company for the year 2022/2023. The insurance covers them against costs, charges, expenses and liabilities incurred arising out of corporate activities.

與股東的溝通

董事認同本公司股東長期支持的重要性，故董事會非常重視股東表達觀點的權利，並對股東向本公司提供建議感到由衷感謝。

本公司的投資者關係活動包括：

- 與分析員及投資者舉行會議（一對一會議／小組會議、路演或實地考察）；
- 與分析員及傳媒舉行會議，宣佈公司業績；
- 舉行股東週年大會，以提供機會讓股東直接與董事會溝通；
- 按時於本公司及聯交所網站刊發公告、中期報告、年報及／或通函；及
- 於本公司網站提供本集團的最新資料。

於二零二二年六月二十三日，建議修訂本公司組織章程細則已於股東週年大會上以特別決議案方式獲批准。有關修訂處理有關實施以股代息（無現金選擇權）計劃的事宜。有關詳情，請參閱本公司日期為二零二二年四月十三日的股東週年大會通函。

本公司已檢討本集團於截至二零二二年十二月三十一日止年度進行的股東及投資者參與及通訊活動，並對股東通訊政策的實施及成效表示滿意。

股東權利

本公司股東週年大會為股東提供機會，可與董事、管理層及外聘核數師會面並向他們提問。

本公司將安排董事會主席及各董事委員會的主席出席股東週年大會，與股東交流意見及解答股東問題。

只要股東的股份已記錄於本公司股東名冊，任何股東便有權出席股東週年大會，且本公司鼓勵股東出席股東週年大會。本公司將於大會舉行前最少20個完整營業日或21整日（以較長者為準）向股東發出股東週年大會通知。

Communications with Shareholders

The Directors recognise the importance of long-term support from the shareholders of the Company. The Board highly respects the shareholders' rights to express their views and appreciates their suggestions to the Company.

Our investor relations activities include:

- meetings (one-to-one/group meetings, roadshows or site visits) with analysts and investors;
- conferences with analysts and the press to announce the Company's results;
- the holding of an AGM which provides an opportunity for the shareholders to communicate directly with the Board;
- the publication of announcements, interim reports, annual reports and/or circulars on a timely basis via the Company's and the Stock Exchange's websites; and
- the availability of the latest information of the Group on the Company's website.

On 23 June 2022, the proposed amendments to the articles of association of the Company were approved by way of special resolution at the AGM. Such amendments deal with matters relating to implementation of a scrip dividend (without cash option) scheme. For details, please refer to the Company's AGM circular dated 13 April 2022.

The Company reviewed the Group's shareholders and investor engagement and communication activities conducted during the year ended 31 December 2022 and was satisfied with the implementation and effectiveness of the shareholders' communication policies of the Group.

Shareholder's Rights

The AGM provides opportunities for the shareholders to meet and raise questions to our Directors, management and the external auditor.

The Company will arrange for the chairman of the Board and the respective chairman of each of the Board Committees to attend the AGM to exchange views with shareholders and answer their questions.

Any shareholder is encouraged and entitled to attend the AGM, provided that their shares have been recorded in the register of members of the Company. The notice of AGM will be given to all shareholders at least 20 clear business days or 21 clear days (whichever is longer) before the meeting.

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本公司上屆股東週年大會為於二零二二年六月二十三日在香港金鐘金鐘道95號統一中心十樓統一會議中心的二零二二年股東週年大會(「二零二二年股東週年大會」)。全體董事及本公司外聘核數師香港立信德豪會計師事務所有限公司均有出席二零二二年股東週年大會。

本公司於二零二二年股東週年大會上提呈獨立決議案，包括重選及選舉董事、續聘核數師、授權發行及回購股份的一般授權及修訂本公司組織章程細則。本公司採用按股數投票方式表決所有決議案。

所有於二零二二股東週年大會上向股東提呈的決議案已獲通過。本公司的香港股份過戶登記分處Link Market Services (Hong Kong) Pty Limited獲委任為監票人，監察及點算於大會的表決票數。按股數投票表決的結果於大會上宣佈以及於本公司及聯交所網站登載。

股東可召開股東特別大會(「股東特別大會」)的途徑

本公司董事須應股東要求立即正式召開股東特別大會，該等股東須於提出要求當日持有附帶於本公司股東大會表決權利的不少於十分一本公司繳足股本，而不論其章程細則為何。

提出要求須列明召開會議目的，並須由要求者簽署，呈交至本公司的主要營業地點(地址為香港德輔道中189號李寶椿大廈12樓1203-4室)予公司秘書，當中或附有若干文件，由一名或多名要求者簽署的各張表格。

有關要求將由本公司的股份過戶登記分處核實，並待彼等確認該要求為恰當後，公司秘書將向董事會提出將有關決議案載入股東特別大會議程內。

如董事自提交要求當日起計二十一內並無正式召開大會，要求者可自行召開大會，惟任何就此召開的大會須於所述日期起計兩個月內舉行。

The last annual general meeting of the Company was the 2022 annual general meeting (“2022 AGM”), held on 23 June 2022 at United Conference Centre (UCC), 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. All Directors and the external auditor of the Company, BDO Limited, attended the 2022 AGM.

At the 2022 AGM, separate resolutions including the re-election and election of Directors, the re-appointment of auditor, authorisation to grant the general mandate to issue and repurchase of shares and the amendments to the articles of association of the Company were proposed. The Company adopted poll voting for all resolutions.

All resolutions put to shareholders at the 2022 AGM were passed. The Company’s Hong Kong Branch Share Registrar, Link Market Services (Hong Kong) Pty Limited, was appointed as scrutineers to monitor and count the poll votes cast at that meeting. The results of the voting by poll were declared at the meeting and published on the websites of the Company and the Stock Exchange.

The way by which shareholders can convene an extraordinary general meeting (“EGM”)

The Directors, notwithstanding anything in the Company’s articles of association shall, on the requisition of shareholders holding at the date of the deposit of the requisition not less than one-tenth of such of the paid up capital of the Company having the right of voting at general meetings of the Company, forthwith proceed duly to convene an EGM.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company’s principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company’s Branch Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the EGM.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of two months from the said date.

向董事會提問的程序

問題須以書面提出並隨附提問者的聯絡資料，呈交至本公司的主要營業地點（地址為香港德輔道中189號李寶椿大廈12樓1203-4室）予公司秘書。

於股東大會動議的程序

如於股東週年大會或股東特別大會提呈議案，股東須附上該等議案的書面通知，連同詳細聯絡資料，呈交至本公司的主要營業地點（地址為香港德輔道中189號李寶椿大廈12樓1203-4室）予公司秘書。有關要求將由本公司的股份過戶登記處核實，並待彼等確認該要求為恰當後，公司秘書將向董事會提出將有關決議案載入股東大會議程內。

就股東於股東週年大會或股東特別大會所提呈議案而給予全體股東考慮的通知期限根據議案的性質釐定如下：

- 倘議案於股東特別大會上構成一項普通決議案，最少十四日書面通知。
- 倘議案於股東特別大會上構成本公司一項特別決議案或於股東週年大會上構成本公司任何一項決議案，最少二十一日書面通知。

投資者關係的聯絡事宜

本公司重視股東、投資者及公眾人士的反饋意見。歡迎透過以下途徑向本公司提出查詢及建議：

香港

請按以下方式聯絡我們的公司秘書：

電話：(852) 2828 9206
 郵件：香港德輔道中189號李寶椿大廈
 12樓1203-4室
 電郵：ir@lansen.com.cn

中國

請按以下方式聯絡我們的投資者關係部：

電話：(86) 574 8804 6316
 郵件：中國浙江省寧波市海曙區
 高橋工業園區新豐路228號
 （郵編：315174）
 電郵：ir@lansen.com.cn

於本公司網站www.lansen.com.cn可提供最新的投資者關係資料。

The procedures for sending enquiries to the Board

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company's principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The procedures for making proposals at Shareholders' Meetings

To put forward proposals at an AGM or EGM, the shareholders should submit a written notice of those proposals with detailed contact information to the Company Secretary at the Company's principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong. The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all shareholders for consideration of the proposal raised by the shareholders concerned at an AGM or EGM varies according to the nature of the proposal, as follows:

- At least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company in an EGM.
- At least 21 days' notice in writing if the proposal constitutes a special resolution of the Company in an EGM or any resolution of the Company in an AGM.

Investor Relations Contacts

The Company values feedbacks from shareholders, investors and the public. Enquiries and proposals are welcome and can be put to the Company via the following means:

Hong Kong

Please contact our Company Secretary at:

By phone：(852) 2828 9206
 By post：Suite 1203-4, 12/F., Li Po Chun Chambers,
 189 Des Voeux Road Central, Hong Kong
 By e-mail：ir@lansen.com.cn

The PRC

Please contact our Investor Relations Department at:

By phone：(86) 574 8804 6316
 By post：228 Xinfeng Road, Gaoqiao Industrial Park, Haishu
 District, Ningbo City, Zhejiang Province, PRC
 (Postal code: 315174)
 By e-mail：ir@lansen.com.cn

The latest investor relations information is available on the Company's website at www.lansen.com.cn.

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香港
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永安中心25樓

致朗生醫藥控股有限公司股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Lansen Pharmaceutical Holdings Limited
(incorporated in the Cayman Islands with limited liability)

意見

本核數師(以下簡稱「我們」)已審計列載於第123至221頁朗生醫藥控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二二年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及包括主要會計政策概要的綜合財務報表附註。

我們認為,該等綜合財務報表已根據《國際財務報告準則》真實而公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露規定妥為編製。

意見基礎

我們已根據《國際審計準則》(「國際審計準則」)進行審計。我們於該等準則下的責任,將於我們的報告中「核數師就綜合財務報表的審計須承擔的責任」一節中進一步詳述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」),我們獨立於 貴集團,並已根據守則履行我們其他的道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

Opinion

We have audited the consolidated financial statements of Lansen Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 123 to 221, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 "Code of Ethics for Professional Accountants" (the "Code") issued by the Hong Kong Institute of Certified Public Accountants, 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.

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

關鍵審計事項

關鍵審計事項是指根據我們的專業判斷，於審計當前期間綜合財務報表中最重要的事項。我們在審計整體綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

可使用年期無限的無形資產及商譽的減值評估

(請參閱綜合財務報表附註5、18及19)

於二零二二年十二月三十一日，本集團的可使用年期無限的無形資產為21,213,000美元，而商譽為6,824,000美元。管理層已根據《國際會計準則》第36號「資產減值」進行減值審查。現金產生單位的可收回金額根據在用價值計算釐定。在用價值計算包括管理層對估計未來現金流量作出的重大假設及判斷。

我們視可使用年期無限的無形資產商譽的減值評估為關鍵審計事項，原因是該評估對綜合財務報表的重要性，以及本範疇涉及管理層作出重大程度的判斷及估計，特別是對未來現金流量及貼現率作出的估計。有關減值模型所使用的主要假設已於綜合財務報表附註18及19中披露。

我們的回應：

就管理層及可使用年期無限的無形資產及商譽進行的減值評估，我們所採取的程序包括：

- 正就現金流量預測與本集團高級管理人員進行討論；
- 正根據我們對業務及行業的認知，並考慮預算過往的準確程度，對管理層所使用的數據來源及主要假設的合理性進行評估；
- 檢查減值計算的算術準確性；及
- 正進行敏感度分析，包括評估貼現率及現金流合理可能變動的影響。

Key Audit Matters

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

Impairment assessment of intangible assets with indefinite useful lives and goodwill

(Refer to Notes 5, 18 and 19 to the consolidated financial statements)

The Group had intangible assets with indefinite useful lives of US\$21,213,000 and goodwill of US\$6,824,000 as at 31 December 2022. Management has performed an impairment review in accordance with International Accounting Standards 36 "Impairment of Assets". Recoverable amounts of cash-generating units are determined based on value in use calculations, which include significant assumptions and judgements made by management concerning the estimated future cash flows.

We identified the impairment assessment of intangible assets with indefinite useful lives and goodwill as a key audit matter because of its significance to the consolidated financial statements and because this area involves a significant degree of judgements and estimation made by management, in particular the estimation of future cash flows and discount rate. Key assumptions used in the impairment model have been disclosed in Notes 18 and 19 to the consolidated financial statements.

Our response:

Our procedures in relation to management's impairment assessment of intangible assets with indefinite useful lives and goodwill included:

- Discussing cash flow projections with senior management of the Group;
- Assessing the reasonableness of the sources of data and key assumptions used by management based on our knowledge of the business and industry and by considering the historical accuracy of budgeting;
- Checking arithmetical accuracy of the impairment calculation; and
- Performing sensitivity analysis including assessing the effect of a reasonably possible change in discount rate and cash flows.

獨立核數師報告

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本年報的其他資料

董事須負責其他資料。其他資料包括 貴公司年報所載的資料，但不包括綜合財務報表及我們就此編製的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們對其他資料作出的結論亦不表示任何形式的保證。

就我們審計綜合財務報表而言，我們的責任為閱覽其他資料，並就此考慮其他資料與綜合財務報表或我們於審計時獲得的認知是否出現重大不一致情況，或出現重大錯誤陳述。倘根據我們已進行的工作，我們得出其他資料出現重大錯誤陳述的結論，我們須就此事實作出匯報。就此方面我們並無事項須予匯報。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定編製及公平呈列此等綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，同時於適當時披露與持續經營相關的事項，並使用會計的持續經營基準，除非董事計劃對 貴集團進行清盤或結束其營運，或現實並無替代方案。

董事亦負責監督 貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

核數師就綜合財務報表的審計須承擔的責任

我們的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理確定，並出具載有我們的意見的核數師報告。本報告按照我們的委聘條款僅向整

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with the terms of

Independent Auditor's Report

體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理確定為一項高水平的確定，但並非保證於存在重大錯誤陳述時，根據《國際審計準則》進行的審計能恒常檢測出重大錯誤陳述。錯誤陳述可因欺詐或錯誤引致，對採納此等綜合財務報表為基準的使用者而言，倘可合理預期該等錯誤陳述個別或整體會對他們採取的經濟決定產生影響，則該等錯誤陳述將被視為重大錯誤陳述。

作為根據《國際審計準則》進行的審計的一部分，我們於審計中作出專業的判斷，並抱持專業的懷疑態度。我們亦：

- 識別及評估由欺詐或錯誤導致綜合財務報表出現重大錯誤陳述的風險，設計及執行回應該等風險的審計程序，並獲得充足及適當的審計憑證為我們的意見提供基礎。未能檢測出因欺詐導致的重大錯誤陳述，其風險高於未能檢測出因錯誤所導致者，原因是欺詐可能涉及串謀、偽造、故意遺漏、失實陳述，或凌駕內部監控。
- 了解與審計相關的內部監控，以設計適合此一情況的審計程序，但其目的並非就 貴集團內部監控的有效性發表意見。
- 評估所使用的會計政策的合適性，以及董事作出的會計估計及相關披露的合理性。
- 就董事使用會計的持續經營基準的合適性作出結論，並基於所獲得的審計憑證，對 貴集團繼續持續經營的能力可構成重大疑問的事件或情況，是否存在與之相關的重大不確定性作出結論。倘我們的結論為存在重大不確定性，我們須於核數師報告中，就綜合財務報表中的相關披露提請使用者垂注，或倘該等披露並不充份，則修改我們的意見。我們的結論乃基於截至我們的核數師報告日期所獲得的審計憑證。然而，未來事件或情況可導致 貴集團停止繼續持續經營。

our 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

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- 就綜合財務報表的整體陳述、結構及內容(包括披露)進行評估，並就綜合財務報表是否以達致公平陳述的方式呈列相關交易及事件進行評估。
- 對 貴集團內的實體或業務活動的財務資料獲得充足適當的審計憑證，以就綜合財務報表發表意見。我們就 貴集團的審計方向、監督及履行情況承擔責任。我們為審計意見承擔全部責任。
- 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.

除其他事項外，我們就審計的計劃範圍及時間，以及重大審計發現(包括於審計期間我們識別的任何內部監控重大缺陷)與審核委員會溝通。

我們亦向審核委員會提供聲明，以說明我們已遵守有關獨立性的相關道德要求，並就有可能合理地認為影響我們獨立性的所有關係及其他事項，以及(如適用)為消除威脅而採取的行動或所應用的防範措施與全體審核委員會成員進行溝通。

我們認為與董事溝通的事項對審計當前期間的綜合財務報表最為重要，因此屬關鍵審計事項。除非法律或法規禁止我們披露有關事項，或在極端罕見的情況下，我們認為於報告中溝通某事項，可合理預期其負面後果將大於公眾利益，因而決定不應於報告中進行溝通，否則我們會於核數師報告內描述此等事項。

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

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

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

香港立信德豪會計師事務所有限公司
執業會計師

柯瀛瀛
執業證書編號：P07424

香港，二零二三年三月二十四日

BDO Limited
Certified Public Accountants

Or Ying Ying, Anita
Practising Certificate Number: P07424

Hong Kong, 24 March 2023

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

			二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
		附註 Notes		
收入	Revenue	6	65,558	54,180
銷售成本	Cost of sales		(21,263)	(19,771)
毛利	Gross profit		44,295	34,409
其他收入	Other income	6	1,193	722
銷售及分銷開支	Selling and distribution expenses		(19,458)	(17,366)
行政開支	Administrative expenses		(9,630)	(9,538)
研發成本	Research and development costs		(2,132)	(2,686)
金融資產的虧損撥備 (確認)/撥回	Loss allowance (recognised)/reversed on financial assets		(110)	17
經營溢利	Profit from operations		14,158	5,558
其他非經營性收入及 開支淨額	Other non-operating income and expenses, net	8	(1,250)	(4,618)
其他金融負債的 公平值收益	Fair value gain on other financial liabilities		–	47
財務收入	Finance income	9	875	3,938
財務成本	Finance costs	9	(2,968)	(1,532)
應佔聯營公司之除稅後 業績	Share of post-tax result of associates		(900)	(989)
除所得稅前溢利	Profit before income tax	10	9,915	2,404
所得稅開支	Income tax expense	12	(1,318)	(1,501)
年度溢利	Profit for the year		8,597	903

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

		附註 Notes	二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
其他全面收益	Other comprehensive income			
其後可能重新分類至 損益之項目：	Item that may be reclassified subsequently to profit or loss:			
— 換算海外業務產生 的匯兌差額	— Exchange differences arising on translation of foreign operations		(7,234)	788
出售附屬公司時重新分類 至損益的匯兌差額	Exchange difference reclassified to profit or loss upon disposal of subsidiaries		—	143
年度其他全面收益 (扣除稅項)	Other comprehensive income for the year, net of tax		(7,234)	931
年度全面收益總額	Total comprehensive income for the year		1,363	1,834
本公司擁有人應佔溢利	Profit attributable to owners of the Company		8,597	903
本公司擁有人應佔全面 收益總額	Total comprehensive income attributable to owners of the Company		1,363	1,834
			美仙 US cents	美仙 US cents
每股盈利	Earnings per share			
— 基本及攤薄	— Basic and diluted	14	2.12	0.23

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二二年十二月三十一日 As at 31 December 2022

		二零二二年 2022	二零二一年 2021
	附註 Notes	千美元 US\$'000	千美元 US\$'000
資產	ASSETS		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	15 19,553	23,242
使用權資產	Right-of-use assets	16 1,698	1,950
投資物業	Investment property	17 555	627
無形資產	Intangible assets	18 21,213	22,850
商譽	Goodwill	19 6,824	6,824
遞延稅項資產	Deferred tax assets	28 859	–
於聯營公司之權益	Interests in associates	20 813	2,196
		51,515	57,689
流動資產	Current assets		
存貨	Inventories	21 10,032	7,391
貿易及其他應收款項	Trade and other receivables	22 37,132	49,876
向一間聯營公司的貸款	Loan to an associate	23 8,974	8,855
應收稅金	Tax recoverable	–	12
已抵押銀行存款	Pledged bank deposits	24 9,814	15,944
受限制銀行存款	Restricted bank deposits	24 15,165	–
現金及現金等價物	Cash and cash equivalents	24 51,326	32,545
		132,443	114,623
總資產	Total assets	183,958	172,312
權益及負債	EQUITY AND LIABILITIES		
資本及儲備	Capital and reserves		
本公司擁有人應佔權益	Equity attributable to owners of the Company		
股本	Share capital	25 4,204	3,773
股份溢價	Share premium	26 17,204	11,299
庫存股份	Treasury shares	26 (2,350)	–
外匯儲備	Foreign exchange reserve	26 (2,396)	4,838
法定儲備	Statutory reserve	26 11,549	10,621
保留溢利	Retained profits	93,739	86,070
總權益	Total equity	121,950	116,601

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二二年十二月三十一日 As at 31 December 2022

			二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
		附註 Notes		
非流動負債	Non-current liabilities			
租賃負債	Lease liabilities	35	31	204
遞延稅項負債	Deferred tax liabilities	28	2,012	2,032
			2,043	2,236
流動負債	Current liabilities			
借款	Borrowings	27	18,235	24,687
租賃負債	Lease liabilities	35	330	336
流動稅項負債	Current tax liabilities		777	539
貿易及其他應付款項	Trade and other payables	29	39,148	26,589
合約負債	Contract liabilities	30	168	77
其他金融負債	Other financial liabilities	31	1,307	1,247
			59,965	53,475
總負債	Total liabilities		62,008	55,711
總權益及負債	Total equity and liabilities		183,958	172,312
流動資產淨值	Net current assets		72,478	61,148
總資產減流動負債	Total assets less current liabilities		123,993	118,837

第123至221頁的綜合財務報表已於二零二三年三月二十四日獲董事會批准及授權刊發，並由以下人士代表簽署：

董事
Director
陳力
CHEN Li

The consolidated financial statements on pages 123 to 221 were approved and authorised for issue by the Board of Directors on 24 March 2023 and are signed on its behalf by:

董事
Director
劉雪姿
LIU Xuezi

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

	股本	股份溢價	庫存股份	外匯儲備	法定儲備	保留溢利	總權益
	Share capital	Share premium	Treasury shares	Foreign exchange reserve	Statutory reserve	Retained profits	Total equity
	千美元	千美元	千美元	千美元	千美元	千美元	千美元
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
	(附註25)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)
	(Note 25)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)
截至二零二一年十二月三十一日止年度 Year ended 31 December 2021							
於二零二一年一月一日	3,972	16,750	—	3,907	10,228	162,425	197,282
股息(附註13)	—	—	—	—	—	(76,865)	(76,865)
股份回購(附註26)	—	—	(5,650)	—	—	—	(5,650)
註銷已回購的股份(附註26)	(199)	(5,451)	5,650	—	—	—	—
與擁有人進行交易	(199)	(5,451)	—	—	—	(76,865)	(82,515)
年度溢利	—	—	—	—	—	903	903
年度其他全面收益(扣除稅項)							
— 換算海外業務產生之匯兌差額	—	—	—	788	—	—	788
出售附屬公司時重新分類至損益的匯兌差額	—	—	—	143	—	—	143
年度全面收益總額	—	—	—	931	—	903	1,834
轉撥至法定儲備	—	—	—	—	393	(393)	—
於二零二一年十二月三十一日	3,773	11,299	—	4,838	10,621	86,070	116,601
截至二零二二年十二月三十一日止年度 Year ended 31 December 2022							
於二零二二年一月一日	3,773	11,299	—	4,838	10,621	86,070	116,601
配售新股份(附註25(a))	495	7,123	—	—	—	—	7,618
股份回購(附註26)	—	—	(3,632)	—	—	—	(3,632)
註銷已回購的股份(附註26)	(64)	(1,218)	1,282	—	—	—	—
與擁有人進行交易	431	5,905	(2,350)	—	—	—	3,986
年度溢利	—	—	—	—	—	8,597	8,597
年度其他全面收益(扣除稅項)							
— 換算海外業務產生之匯兌差額	—	—	—	(7,234)	—	—	(7,234)
年度全面收益總額	—	—	—	(7,234)	—	8,597	1,363
轉撥至法定儲備	—	—	—	—	928	(928)	—
於二零二二年十二月三十一日	4,204	17,204	(2,350)	(2,396)	11,549	93,739	121,950

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

	二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
來自經營業務之現金流量		
除所得稅前溢利	9,915	2,404
調整：		
利息開支	1,149	1,532
銀行利息收入	(875)	(1,470)
應佔聯營公司之除稅後業績	900	989
無形資產減值撥備	1,409	232
物業、廠房及設備減值撥備	94	17
使用權資產減值撥備	—	78
於聯營公司之權益的減值撥備	295	3,801
陳舊存貨減值撥備	182	383
財務擔保合約虧損撥備撥回	(454)	(515)
金融資產的虧損撥備 確認／(撥回)	110	(17)
物業、廠房及設備折舊	2,194	2,347
投資物業折舊	20	21
使用權資產折舊	444	522
出售物業、廠房及設備的 虧損	177	7
存貨撇銷	2	464
金融資產撇銷	24	18
其他金融負債的公平值收益	—	(47)
提前終止租賃的收益	(72)	(198)
出售附屬公司的收益	—	(18)
按公平值計入損益 (「按公平值計入損益」)的 金融資產的變現虧損	—	1,111
與出售按公平值計入損益的 金融資產部分權益相關的 交易成本及其他稅項	—	7

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
營運資金變動前之經營溢利	Operating profit before working capital changes	15,514	11,668
存貨增加	Increase in inventories	(3,550)	(1,361)
貿易及其他應收款項減少	Decrease in trade and other receivables	8,596	3,454
貿易及其他應付款項增加／(減少)	Increase/(Decrease) in trade and other payables	312	(101)
合約負債增加／(減少)	Increase/(Decrease) in contract liabilities	100	(199)
經營產生之現金	Cash generated from operations	20,972	13,461
已付利息	Interest paid	(1,089)	(1,469)
已付所得稅	Income tax paid	(1,771)	(2,975)
經營活動產生之現金淨額	Net cash generated from operating activities	18,112	9,017
來自投資活動之現金流量	Cash flows from investing activities		
提取已抵押銀行存款	Withdrawal from pledged bank deposits	41,608	27,609
存放已抵押銀行存款	Placement of pledged bank deposits	(36,679)	(29,061)
提取受限制銀行存款	Withdrawal from restricted bank deposits	4,490	—
存放受限制銀行存款	Placement of restricted bank deposits	(19,555)	—
購買物業、廠房及設備	Purchase of property, plant and equipment	(603)	(678)
購買無形資產	Purchase of intangible assets	(922)	(1,031)
來自出售按公平值計入損益的金融資產部分權益之所得款項	Proceeds from partial disposal of financial assets at FVTPL	—	31,604
與出售按公平值計入損益的金融資產部分權益相關的交易成本及其他稅項	Transaction costs and other tax in connection with partial disposal of financial assets at FVTPL	—	(7)
收取按公平值計入損益的金融資產股息	Dividends received from financial assets at FVTPL	—	56
出售物業、廠房及設備所得款項	Proceeds from disposals of property, plant and equipment	11	52
向一間聯營公司提供之墊款	Advance to an associate	(569)	(68)
收到最終控股公司的抵押金	Deposits received from ultimate holding company	19,655	—
退還收到最終控股公司的抵押金	Return of deposits received from ultimate holding company	(4,490)	—
出售附屬公司所得款項	Proceeds from disposal of subsidiaries	—	209
已收利息	Interest received	875	1,470
投資活動產生現金淨額	Net cash generated from investing activities	3,821	30,155

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

			二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
	附註 Notes			
來自融資活動之現金流量		Cash flows from financing activities		
借款所得之款項	27	Proceeds from borrowings	29,450	36,570
償還借款之款項	27	Repayment of borrowings	(33,948)	(43,944)
配售新股份所得款項淨額		Net proceeds from placing of new shares	7,618	—
已付股息	25(a)	Dividends paid	—	(76,865)
股份回購款項	26	Payment for repurchase of shares	(3,632)	(5,650)
償還租賃負債的本金部份	35	Repayment of principal portion of lease liabilities	(420)	(481)
融資活動所用之現金淨額		Net cash used in financing activities	(932)	(90,370)
現金及現金等價物之淨增加／(減少)		Net increase/(decrease) in cash and cash equivalents	21,001	(51,198)
年初現金及現金等價物		Cash and cash equivalents at beginning of the year	32,545	83,409
匯率變動之影響		Effects of exchange rate changes	(2,220)	334
年末現金及現金等價物		Cash and cash equivalents at end of the year	51,326	32,545

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

1. 公司資料

朗生醫藥控股有限公司（「本公司」）於二零零九年九月十日在開曼群島註冊成立為獲豁免有限公司，其股份自二零一零年五月七日起在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處為Windward 3, Regatta Office Park, P. O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands。本公司的主要營業地點位於香港德輔道中189號李寶椿大廈12樓1203-4室。

本公司的主要業務活動為投資控股。本公司附屬公司（連同本公司，統稱「本集團」）的主要業務活動為製造及買賣藥品。本集團主要在中華人民共和國（「中國」）進行業務，詳情載於附註33。年內，本集團業務概無重大變動。

本公司為Cathay International Holdings Limited（「CIH」）的附屬公司，該公司在百慕達註冊成立。董事認為直接控股和最終控股公司分別為國泰國際醫藥生產及銷售（中國）有限公司及CIH。

2. 綜合財務報表編製基準

綜合財務報表乃根據國際會計準則委員會（「國際會計準則委員會」）頒佈的所有國際財務報告準則（「國際財務報告準則」）、國際會計準則（「國際會計準則」）及詮釋（以下統稱「國際財務報告準則」）及香港《公司條例》的披露規定編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）規定的適用披露。

綜合財務報表根據歷史成本基準編製，惟於各報告期末按公平值計量的若干金融負債則除外。除另有註明外，綜合財務報表以美元（「美元」）（即等同本公司的功能貨幣）呈列，而所有價值均調整至最接近千位。

1. Corporate Information

Lansen Pharmaceutical Holdings Limited (the "Company") is an exempted limited liability company incorporated in the Cayman Islands on 10 September 2009 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 7 May 2010. The Company's registered office is located at Windward 3, Regatta Office Park, P. O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands. The Company's principal place of business is located at Suites 1203-4, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries (together with the Company referred to as the "Group") are manufacturing and trading of pharmaceutical products. The principal activities of the Group are carried out in the People's Republic of China (the "PRC") and are set out in Note 33. There were no significant changes in the Group's operations during the year.

The Company is a subsidiary of Cathay International Holdings Limited ("CIH"), a company incorporated in Bermuda. The directors consider the immediate and ultimate holding company to be Cathay International Pharma Manufacture and Distribution (China) Limited and CIH respectively.

2. Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with all International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs") and Interpretations (hereinafter collectively referred to as "IFRSs") issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The consolidated financial statements have been prepared under the historical cost basis except for certain financial liabilities that are measured at fair values at the end of each of the reporting period. The consolidated financial statements are presented in United States Dollars ("US\$"), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

2. 綜合財務報表編製基準(續)

於過往年度，研發成本約2,686,000美元已包括在行政開支。自二零二二年起，研發成本在綜合損益及其他全面收益表中單獨列示，以反映本集團對研發活動的投入。因此，比較數據已重新分類以與本年度的呈列方式保持一致。

2. Basis of Preparation of Consolidated Financial Statements (Continued)

In prior year, research and development costs of approximately US\$2,686,000 were included under administrative expenses. From 2022 onwards, research and development costs are presented as a separate line item on the consolidated statements of profit or loss and other comprehensive income in order to reflect the Group's inputs for research and development activities. Thus, the comparative figures have been reclassified to conform to the current year's presentation.

3. 採納國際財務報告準則

3.1 採納經修訂國際財務報告準則

於本年度，本集團首次應用國際會計準則委員會頒佈的下列經修訂國際財務報告準則，該等準則與本集團於二零二二年一月一日開始的年度期間的綜合財務報表相關並生效：

國際會計準則
第16號的修訂

物業、廠房及設備
— 作擬定用途前
的所得款項

國際會計準則
第37號的修訂

虧損合約
— 履行合約的成本

國際財務報告準則
第3號的修訂

對概念框架的提述

國際財務報告準則
第16號的修訂

二零二一年六月三十日
後的COVID-19相關租
金寬免

國際財務報告準則
二零一八年至
二零二零年之年度
改進

國際財務報告準則第1號
的修訂 — 初次採納國
際財務報告準則；國
際財務報告準則第9號
的修訂 — 金融工具；
國際財務報告準則第
16號的修訂及國際會
計準則第41號的修訂
— 農業

Amendments to IAS 16

Property, Plant and Equipment
— Proceeds before Intended Use

Amendments to IAS 37

Onerous Contracts
— Cost of Fulfilling a Contract

Amendments to IFRS 3

Reference to the Conceptual Framework

Amendment to IFRS 16

COVID-19 — Related Rent Concessions beyond
30 June 2021

Annual Improvements
to IFRSs 2018–2020

Amendments to IFRS 1 — First-time Adoption
of IFRS; Amendments to IFRS 9 — Financial
Instruments; Amendments to IFRS 16 and
Amendments to IAS 41 — Agriculture

採納此等修訂對本集團的綜合財務報表並無重大影響。

The adoption of these amendments have no material impact on the Group's consolidated financial statements.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

3. 採納國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則

本集團並無提早採納下列已頒佈但尚未生效的新訂或經修訂國際財務報告準則(與本集團的綜合財務報表可能相關)。

國際會計準則第1號的修訂	流動或非流動負債的分類及附帶契諾的非流動負債 ²
國際會計準則第1號及國際財務報告準則實務報告第2號的修訂	會計政策披露 ¹
國際會計準則第8號的修訂	會計估計的定義 ¹
國際會計準則第12號的修訂	單一交易所產生的資產及負債有關的遞延稅項 ¹
國際財務報告準則第16號的修訂	售後租回的租賃負債 ²

1 於二零二三年一月一日或之後開始之年度期間生效

2 於二零二四年一月一日或之後開始之年度期間生效

國際會計準則第1號的修訂

該修訂闡明將負債分類為流動或非流動乃基於報告期末續存之權利，指明該分類不受對實體會否行使權利延遲償付負債的預期所影響，並闡述倘於報告期末已遵守契諾，則相關權利即告存在。該修訂亦引入「結算」之定義，以釐清結算是指將現金、權益工具、其他資產或服務轉讓予對手方。

本公司董事預期日後應用該修訂及修改將不會對本集團綜合財務報表造成影響。

除以上所述者外，修訂於應用時不大可能對本集團的綜合業績及綜合財務狀況及／或本集團的綜合財務報表的披露產生重大影響。

3. Adoption of IFRSs (Continued)

3.2 New or amended IFRSs that have been issued but are not yet effective

The following new or revised IFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to IAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants ²
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax Related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback ²

1 Effective for annual periods beginning on or after 1 January 2023

2 Effective for annual periods beginning on or after 1 January 2024

Amendments to IAS 1

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of "settlement" to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The directors of the Company do not anticipate that the application of the amendments and revision in the future will have an impact on the Group's consolidated financial statements.

Except for those mentioned above, these amendments are unlikely to have material impact on the Group's consolidated results and consolidated financial position and/or the disclosures to the consolidated financial statements of the Group upon application.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. 主要會計政策概要

編製該等財務報表所採用的主要會計政策概述於下文。除另有說明外，該等政策已於所有呈列年度貫徹應用。

綜合基準

附屬公司乃於本集團取得有關附屬公司的控制權起開始綜合入賬，並於本集團失去有關附屬公司的控制權時終止綜合入賬。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司的日期為止。

如有需要，將會對附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、支出及現金流量均於綜合入賬時悉數對銷。未變現虧損亦已對銷，除非該交易提供被轉讓資產出現減值之證據，而在該情況下，虧損乃在損益確認。

當本集團失去附屬公司控制權時，出售的損益以下列的差額計量：(i)所收取代價的公平值及任何保留權益的公平值總額及(ii)該附屬公司的資產(包括商譽)及負債與任何非控股權益的過往賬面值。以往於其他全面收益確認與附屬公司有關的金額，入賬方式相同，猶如相關資產或負債已經出售。

4. Summary of Significant Accounting Policies

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

Basis of consolidation

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.

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

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal 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 previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

附屬公司

附屬公司為本公司可對其行使控制權的被投資方。倘以下三項要素均存在，則本公司控制被投資方：對被投資方擁有權力；承擔或享有被投資方產生的可變回報的風險或權利；及有能力運用其權力以影響有關可變回報。如有事實及情況顯示控制權的任何此等要素可能有所變動，則會重新評估控制權。

在本公司財務狀況表內，於一間附屬公司的權益按成本減任何減值虧損列賬(如有)。附屬公司業績由本公司按報告期末的已收及應收股息入賬。所有股息，不論是否從被投資方的收購前或收購後溢利中收取，均在本公司的損益內確認。

商譽

收購業務所產生的商譽按收購業務當日所確定成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配予預期會從合併的協同效益中受惠的各現金產生單位。現金產生單位(「現金產生單位」)乃可識別之最小資產組合，其產生的現金流入基本上獨立於其他資產或者資產組組合之現金流入。已獲分配商譽的現金產生單位每年透過對比其賬面值及可收回金額進行減值測試，無論是否有跡象顯示可能出現單位減值。

4. Summary of Significant Accounting Policies (Continued)

Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, interest in a subsidiary is carried at cost less any impairment losses, if any. The result of the subsidiary is accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

Goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

4. 主要會計政策概要(續)

商譽(續)

就於一個財政年度進行收購所產生商譽而言，經分配商譽的現金產生單位會於該財政年度年結前進行減值檢測。倘現金產生單位的可收回金額低於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。然而，分配至各資產的虧損不會減少個別資產的賬面值至低於其公平值減出售成本(倘可計量)或其使用價值(倘已釐定)(以較高者為準)。商譽的任何減值虧損將直接於損益表確認。就商譽確認的減值虧損不會於往後期間撥回。

出售相關現金產生單位時，商譽的應佔金額乃計入於出售時釐定的損益金額。

本集團有關收購聯營公司所產生商譽的政策於下文「聯營公司」一節詳述。

聯營公司

聯營公司為本集團對其擁有重大影響且並非為附屬公司或屬合營安排的實體。重大影響指參與被投資方的財務及經營決策但並非控制或共同控制該等政策的權力。

聯營公司的業績及資產與負債乃採用權益會計法計入此等綜合財務報表。根據權益法，於聯營公司之權益初步按成本於綜合財務狀況表確認，其後則調整以確認本集團應佔聯營公司的損益及其他全面收益。當本集團應佔聯營公司虧損超出本集團於該聯營公司的權益(包括任何實質上組成本集團於該等聯營公司投資淨額一部分的長期權益)，則本集團將終止確認其應佔進一步虧損。倘本集團代表該等聯營公司產生法定或推定責任或作出付款時，方會確認進一步虧損。

4. Summary of Significant Accounting Policies (Continued)

Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described below in the section heading "Associates".

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. 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. Under the equity method, interests in associates are 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 associates. When the Group's share of losses of associates exceeds the Group's interest in that associates (which includes any long-term interests that, in substance, form part of the Group's net investment 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 associates.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

聯營公司(續)

於聯營公司之權益自被投資方成為聯營公司當日起使用權益法入賬。於收購聯營公司之權益時，投資成本超出本集團應佔被投資方可識別資產及負債公平值淨額的任何部分乃確認為商譽，並計入有關投資的賬面值內。本集團應佔可識別資產及負債公平值淨額超出投資成本的任何部分，經重估後乃直接於收購有關投資期間的損益中確認。

如有需要，投資的全部賬面值(包括商譽)乃根據國際會計準則第36號資產減值(「國際會計準則第36號」)作為單一資產，並透過比較可收回金額(即使用價值與公平值減出售成本的較高者)與其賬面值進行減值測試。已確認的任何減值虧損構成有關投資賬面值的一部分。該減值虧損的任何撥回乃根據國際會計準則第36號予以確認，惟增加後的賬面值不得超過聯營公司之權益於過往年度倘無確認減值虧損時應釐定的賬面值。

當投資不再作為聯營公司當日或當投資(或其一部分)獲分類為持作出售起，本集團乃終止使用權益法。當本集團保留於前聯營公司的權益，且有關的保留權益為金融資產時，則本集團於該日按公平值計量保留權益，而公平值被視為根據國際財務報告準則第9號首次確認時的公平值。聯營公司於終止使用權益法當日的賬面值與任何保留權益的公平值及出售聯營公司部分權益所得任何所得款項之間的差額，乃計入於部分出售時所釐定聯營公司的損益。此外，倘該等聯營公司直接出售相關資產或負債，則本集團將需要按相同基準將該等聯營公司以往於其他全面收益確認的所有金額入賬。因此，倘該等聯營公司以往於其他全面收益確認的損益將重新分類為出售相關資產或負債的損益，則本集團乃於終止使用權益法時將來自權益的盈虧重新分類至損益(列作重新分類調整)。

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

Interests in associates are accounted for using the equity method from the date on which the investee becomes associates. On acquisition of the interests in associates, any excess of the cost of the 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 reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* ("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 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 increased carrying amount does not exceed the carrying amount that would have been determined had impairment loss been recognised for the interests in associates in prior years.

The Group discontinues the use of the equity method from the date when the investment ceases to be associates, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains interests in the former associates and the retained interest is a financial asset, 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 in accordance with IFRS 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of partial interests in the associates is included in the determination of the gain or loss on disposal of the associates. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associates on the same basis as would be required if that associates had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associates 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) when the equity method is discontinued.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. 主要會計政策概要(續)

聯營公司(續)

當本集團減少其於聯營公司的所有權權益但本集團繼續使用權益法時，則本集團會將以往於其他全面收益確認而有關減少所有權權益比例的盈虧重新分類至損益，惟前提是該盈虧於出售相關資產或負債時將重新分類至損益。

當集團實體與本集團的聯營公司進行交易(例如出售或注入資產)，則與聯營公司交易所產生的損益乃於本集團的綜合財務報表確認，惟僅以與本集團無關的聯營公司權益為限。

物業、廠房及設備

物業、廠房及設備(包括持作生產或提供貨品或服務或作行政用途的土地及樓宇，但按下文所述不包括在建物業)以成本減累計折舊及減值虧損(如有)列賬。

物業、廠房及設備成本包括其購買價及收購該等項目的直接應計成本。

僅當與資產項目相關的未來經濟利益可能流入本集團及該項目成本能可靠計量時，其後成本方會計入該資產賬面值或確認為獨立資產(如適用)。被取代部分的賬面值終止確認。所有其他維修及保養於產生期間在損益內確認為開支。

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

When the Group reduces its ownership interests in associates 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 (such as a sale or contribution of assets), 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 associates that are not related to the Group.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the period in which they are incurred.

Notes to the Consolidated Financial Statements

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4. 主要會計政策概要(續)

物業、廠房及設備(續)

物業、廠房及設備透過於物業、廠房及設備(在建物業除外)的估計可使用年期内以直線法撇銷項目成本減估計剩餘價值後進行折舊。估計可使用年期、估計剩餘價值及折舊法於每個報告期末檢討，任何估計變動影響按前瞻基準入賬。物業、廠房及設備的主要類別估計年限如下：

樓宇及廠房	20–50年
機器	3–10年
汽車	5–12年
傢具及設備	5–15年

倘資產的賬面值高於其估計可收回金額，則資產乃即時撇減至其可收回金額。

物業、廠房及設備項目於出售時或於預期不會因繼續使用有關資產而產生未來經濟效益時終止確認。因出售或終止使用物業、廠房及設備項目而產生的任何收益或虧損會按出售所得款項淨額與資產賬面值之間的差額釐定，並於出售時在損益內確認。

投資物業

投資物業為持作賺取租金及／或資本增值之物業，但並非用於在一般業務過程中銷售，用於生產或供應商品或服務或用於行政目的。

投資物業初步按成本(包括任何直接應佔開支)計量。初步確認後，投資物業按成本減其後之累計折舊及任何累計減值虧損列賬。折舊獲確認以按投資物業的估計可使用年期並計及其估計剩餘價值後以直線法撇銷其成本。投資物業的估計年限為40年。

4. Summary of Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off the cost of items of property, plant and equipment (other than properties under construction) less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, estimated 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. The estimated useful lives of major categories of property, plant and equipment are as follows:

Building and plant	20–50 years
Machineries	3–10 years
Motor vehicles	5–12 years
Furniture and equipment	5–15 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

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 net sales proceeds and its carrying amount, and is recognised in profit or loss on disposal.

Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful life of investment property is 40 years.

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4. 主要會計政策概要(續)

投資物業(續)

投資物業於出售或於投資物業永久停止使用且預期不會從出售中獲得未來經濟利益時終止確認。終止確認該資產所產生之任何收益或虧損(按該資產之出售所得款項淨額與其賬面值之間的差額計算)計入該物業終止確認期間之損益。

無形資產(商譽除外)及研發成本

無形資產(商譽除外)

獨立收購的無形資產初步按成本確認。初步確認後，可使用年期有限的無形資產會按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產會於估計可使用年期內按直線法作攤銷撥備。無形資產於可供使用時開始計算攤銷。攤銷開支於損益內確認。

可使用年期無限的無形資產會按成本減其後任何累計減值虧損列賬。

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的損益按出售收益淨額及該資產賬面值的差額計量，並於終止確認該資產時於損益中確認。

4. Summary of Significant Accounting Policies (Continued)

Investment property (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets (other than goodwill) and research and development costs

Intangible assets (other than goodwill)

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line method over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The amortisation expense is recognised in profit or loss.

Intangible assets with indefinite useful lives are carried at cost less any subsequent impairment accumulated losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or 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.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

無形資產(商譽除外)及研發成本(續)

研發成本

個別項目開發開支產生的無形資產在符合以下確認規定時確認：

- 顯示供內部使用或出售的準產品具技術可行性；
- 本集團有意完成及使用或出售無形資產；
- 本集團顯示有能力使用或出售無形資產；
- 無形資產將透過內部使用或出售而產生可能經濟利益；
- 有足夠技術、財務及其他資源支持無形資產的完成；及
- 歸屬於該無形資產的開支能夠可靠計量。

不符上述標準的開發開支及內部項目研究階段的開支於產生時在損益確認。

可使用年期有限的已資本化開發成本於產品可供使用時按直線法於估計可使用年期攤銷。攤銷開支於損益內確認。可使用年期無限的已資本化開發成本每年進行減值測試。

有形及無形資產(商譽除外)的減值

可使用年期無限的無形資產及尚未可供使用的無形資產透過比較其賬面值與可回收金額每年進行減值測試，而不論是是否有跡象顯示其可能減值。

4. Summary of Significant Accounting Policies (Continued)

Intangible assets (other than goodwill) and research and development costs (Continued)

Research and development costs

An intangible asset arising from development expenditure on an individual project is recognised provided they meet the following recognition requirements:

- demonstration of technical feasibility of completing the prospective product for internal use or sale;
- there is intention to complete the intangible asset and use or sell it;
- the Group's ability to use or sell the intangible asset is demonstrated;
- the intangible asset will generate probable economic benefits through internal use or sale;
- sufficient technical, financial and other resources are available for completion; and
- the expenditure attributable to the intangible asset can be reliably measured.

Development expenditure which does not meet the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss when incurred.

Capitalised development costs that have a finite useful life are amortised on straight-line method over their estimated useful lives, when the products are available for use. The amortisation expense is recognised in profit or loss. Capitalised development costs with indefinite useful lives are tested for impairment annually.

Impairment of tangible and intangible assets (other than goodwill)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired.

4. 主要會計政策概要(續)

有形及無形資產(商譽除外)的減值(續)

於報告期末，本集團審閱可使用年期有限的有形及無形資產賬面值，以釐定是否存在任何跡象顯示該等資產已遭受減值虧損。倘存在上述任何跡象，本公司將估計資產的可收回金額，以釐定減值虧損(如有)的程度。如無法估計某項個別資產的可收回金額，本集團會估計該項資產所屬的現金產生單位的可收回金額。倘能識別一個合理和貫徹的分配基準，亦會將企業資產分配至個別現金產生單位，或分配至可以識別合理和貫徹的分配基準的現金產生單位最小組合。

可收回金額指公平值減出售成本與在用價值兩者間的較高者。在用價值乃基於預期由資產(或現金產生單位)產生的估計未來現金流量，並以稅前貼現率貼現至現值，而稅前貼現率反映現時市場評估的貨幣時間價值及資產或現金產生單位特定風險。

倘資產(或現金產生單位)的可收回金額估計少於其賬面值，則資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損將即時確認為開支。然而，倘充足結餘加上資產的任何信貸結餘，減幅應於其他收益中確認。於其他收益表確認的減幅減去重估儲備項下權益累計的金額。

4. Summary of Significant Accounting Policies (Continued)

Impairment of tangible and intangible assets (other than goodwill) (Continued)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets that have a finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. Value in use is based on the estimated future cash flows expected to be derived from the asset (or CGU), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets or CGU.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in the equity under the heading of revaluation reserve.

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4. 主要會計政策概要(續)

有形及無形資產(商譽除外)的減值(續)

倘有形及無形資產(商譽除外)的減值虧損其後撥回，則資產(或現金產生單位)的賬面值會調高至經修訂的估計可收回金額，惟已增加的賬面值不得超越在資產於過往年度並無確認減值虧損的情況下釐定的賬面值(扣除任何折舊或攤銷)。所有撥回應立即在損益表內確認。然而，倘重估資產減值先前已在損益表內確認為開支，則撥回減值虧損應於損益內確認為收益。

金融工具

(i) 金融資產

金融資產(並無重大融資部份的貿易應收款項除外)初步按公平值加上收購或發行直接應佔的交易成本計量(就並非按公平值計入損益的項目而言)。並無重大融資部份的貿易應收款項初步按交易價格計量。

所有按常規方式購買和出售的金融資產於交易日(即本集團承諾購買或銷售該資產之日)確認。按常規方式購買或出售指購買或出售須在一般按市場規則或慣例確定的期間內交付的金融資產。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

4. Summary of Significant Accounting Policies (Continued)

Impairment of tangible and intangible assets (other than goodwill) (Continued)

Where an impairment loss of tangible and intangible assets (other than goodwill) subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of any depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately. However, to the extent that an impairment on the revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the profit or loss.

Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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4. 主要會計政策概要(續)

金融工具(續)

(i) 金融資產(續)

債務工具

攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利息法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認的任何收益或虧損於損益確認。

按公平值計入損益：按公平值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益(「按公平值計入其他全面收益」)分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

權益工具

於初次確認並非持作買賣的權益投資時，本集團可不可撤回地選擇將投資公平值的後續變動列報於其他全面收益中。該選擇乃按逐項投資基準作出。按公平值計入其他全面收益的權益投資按公平值計量。股息收入於損益內確認，除非該股息收入明確代表了對投資成本的部分償還。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他權益工具分類為按公平值計入損益，其公平值變動、股息及利息收入於損益內確認。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instrument

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income ("FVOCI"), as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

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4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損

本集團就貿易應收款項及其他按攤銷成本計量的債務金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月的預期信貸虧損：即於報告期後12個月內可能發生的違約事件導致的預期信貸虧損；及(2)全期預期信貸虧損：即於金融工具預計年期內所有可能發生的違約事件導致的預期信貸虧損。於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損乃基於本集團根據合約應收的所有合約現金流量與本集團預期將收到的所有現金流量之間的差額計量。該差額其後按與資產原實際利率相近的貼現率貼現。

對於貿易應收款項的虧損撥備計量，本集團選擇應用國際財務報告準則第9號的簡化方法，並根據全期預期信貸虧損計算預期信貸虧損。對於其他債務金融資產，乃根據12個月預期信貸虧損計算預期信貸虧損。然而，倘自初次確認後信貸風險有顯著增加，則會根據全期預期信貸虧損計量撥備。

顯著增加的信貸風險

於釐定金融資產的信貸風險自初次確認後是否有顯著增加及於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得的合理及可靠資料。此包括基於本集團過往經驗及知情信貸評估且包括前瞻性資料的定量及定性資料分析。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses (“ECLs”) on trade receivables and other debt financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting period and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

Significant increase in credit risk

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

顯著增加的信貸風險(續)

就財務擔保合約而言，本集團訂立不可撤銷承諾的日期被視為評估減值的初步確認日期。在評估自初步確認財務擔保合約起信貸風險是否大幅增加時，本集團考慮指定債務人的違約風險變動。

本集團假定金融資產逾期超過30天則信貸風險顯著增加，除非本集團具有合理及有依據的資料證明並非如此。

信貸減值的金融資產

本集團認為金融資產於下列情況下出現信貸減值：(1)在本集團不具有追索權(如變現抵押(如持有))的情況下，借款人不大有可能向本集團悉數償付其信貸責任；或(2)金融資產逾期超過90天。

出現信貸減值的金融資產利息收入乃按金融資產的攤銷成本(即賬面總值減虧損撥備)計算。並無出現信貸減值的金融資產利息收入按賬面總值計算。

違約的定義

本集團按附註37所披露對金融資產的信貸風險進行分類。內部信貸風險評級乃基於定性(如客戶的經營狀況、財務狀況等)及定量因素(主要包括應收賬款的逾期資料)估計。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrate otherwise.

Credit-impaired financial assets

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

Definition of default

The Group classifies credit risk on financial assets as disclosed in Note 37. The internal credit risk ratings are estimated based on qualitative (such as customers' operating conditions, financial positions, etc.) and quantitative factors (mainly includes past due information of the receivables).

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

違約的定義(續)

當內部制訂或從外部來源獲取的資料表明債務人不太可能全額償還予其債權人(包括本集團)時,本集團即認為發生違約事件。無論上述情況如何,除非金融集團有合理可靠資料證明更滯後的違約標準更為適當,否則本集團即認為當金融資產逾期超過90天時發生違約事件。

撇銷政策

如果沒有合理的預期收回金額,相關金融資產的賬面值將被撇銷。該情況通常出現在本集團確定債務人並無資產或收入來源可產生足夠現金流量以償還撇銷金額。撇銷構成取消確認事件。之後收回的任何資產將於損益中確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權金額,有關金額乃根據發生相應違約風險的金額作為加權數值而釐定。

一般而言,預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Definition of default (Continued)

The Group considers an event of default occurs when information developed internally or obtained from external sources which indicates that the debtor is unlikely to pay its creditors, including the Group, in full. 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.

Write-off policy

The gross carrying amount of a financial asset is written off of the extent that there is no reasonable expectation of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECLs

The measurement of ECLs 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 adjusted by forward-looking information. Estimation of ECLs reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECLs is estimated as the weighted average of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, with the respective risks of a default occurring as the weights, discounted at the effective interest rate determined at initial recognition.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

預期信貸虧損的計量及確認(續)

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款。預期信貸虧損為償還持有人所產生信貸虧損的預計款項之現值減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質(即本集團其他應收款項及應收融資租賃款項各項評為獨立組別)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作由管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

(iii) 金融負債

本集團根據產生有關負債的目的對金融負債進行分類。按公平值計入損益的金融負債初步按公平值計量，而按攤銷成本計量的金融負債初步按公平值減直接應佔的已產生成本計量。

按公平值計入損益的金融負債包括於初次確認時指定為按公平值計入損益的金融負債。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Measurement and recognition of ECLs (Continued)

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Where ECLs is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis:

- Nature of financial instruments (i.e. the Group's other receivables and finance lease receivables are each assessed as a separate group.);
- 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.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at FVTPL.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

金融工具(續)

(iii) 金融負債(續)

按公平值計入損益的金融負債

金融負債若符合以下標準則可於初次確認時指定為按公平值計入損益：(i)如此指定可消除或顯著減少計量或確認的不一致，即如果不做指定，會因不同的基礎計量負債或者確認其產生的收益和虧損而產生這種不一致；(ii)根據書面記載的風險管理策略，有關負債為以公平值為基準進行管理及表現評估的金融負債的一部分；或(iii)該金融負債中包含需分拆入賬的嵌入式衍生工具。

於初次確認後，按公平值計入損益的金融負債按公平值計量，而公平值的變動於其產生期間於損益確認，惟因本集團自身的信貸風險產生的收益及虧損除外，該等收益及虧損於其他全面收益確認，而後續不會重新分類至損益表。於損益表確認的公平值收益或虧損淨額不包括就該等金融負債收取的任何利息。

按攤銷成本計量的金融負債

金融負債為支付現金或其他金融資產(包括借款、租賃負債、貿易及其他應付款項)的責任，於本集團成為工具合約責任訂約方時確認。彼等最初按公平值(扣除發行成本)入賬。該等負債其後按攤銷成本使用實際利率法計量。

當負債終止確認以及在攤銷過程中，收益或虧損於損益內確認。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at FVTPL

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities are obligations to pay cash or other financial assets (including borrowings, lease liabilities, trade and other payables) and are recognised when the Group becomes party to the contractual obligations of the instrument. They are initially recorded at fair value, net of issue costs. They are subsequently measured at amortised cost, using effective interest method.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要 (續)

金融工具 (續)

(iv) 財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修訂條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。本集團已發行及並非指定按公平值計入損益最初按其公平值減發行財務擔保合約直接應佔交易成本確認的財務擔保合約。於初步確認後，本集團按較高者計量財務擔保合約(i)虧損撥備金額，即按上述會計政策原則計量的預期信貸虧損撥備；及(ii)初步確認金額在適時減去於擔保期間確認的累計收入。

(v) 實際利率法

實際利率法為計算金融負債攤銷成本及於有關期間分配利息開支的方法。實際利率為準確貼現金融負債於預計年期或(倘適用)較短期間的估計未來現金付款的利率。

利息開支按實際利率基準確認。

(vi) 權益工具

權益工具為證明本集團於扣減所有負債後在資產中有剩餘權益的任何合約。

本公司所發行的權益工具按已收所得款項減直接發行成本列賬。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designated as at FVTPL is initially recognised at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECLs provision measured in accordance with principles of the accounting policy set out in above; and (ii) the amount initially recognised less, when appropriate, cumulative amount of income recognised over the guarantee period.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

(vi) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

金融工具(續)

(vii) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據國際財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時終止確認。

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債(或當中部分)的賬面值與所付代價間的差額乃於年內在損益內確認。

存貨

存貨乃初步按成本確認，並於其後以較低者列賬。成本包括直接材料及(如適用)直接勞工成本及將存貨送達目前位置和狀況所產生的經常性費用。成本按加權平均法計算。可變現淨值指存貨在日常業務中的估計售價減所有估計完工成本以及營銷、銷售及分銷所產生的成本。

現金及現金等價物

現金及現金等價物包括銀行及手頭現金，銀行活期存款及短期而易於套現的投資，而該等投資並無重大的價值變動風險，可隨時兌換成可知數額的現金，且原有到期期限不超過三個月。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

Inventories

Inventories are initially recognised at costs, and subsequently at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Cash and cash equivalents

Cash and cash equivalents represent cash at banks and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

綜合財務報表附註

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

4. 主要會計政策概要(續)

收入確認

與客戶合約所得收益於貨品或服務轉讓予客戶時按反映本集團為交換該等貨品或服務而預期有權獲取的代價之金額(不包括代表第三方收取的金額)確認。收入不包括增值稅或其他銷售稅並已扣除任何交易折扣。

視乎合約條款與適用於合約的法律規定，貨品或服務的控制權可隨時間或於某一時間點轉移。倘本集團之履約符合以下情況，則貨品或服務的控制權隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；
- 於本集團履約時創建或優化客戶控制的一項資產；或
- 並無產生對本集團有替代用途的資產，且本集團可強制執行其權利以收取累計至今已完履約部分的款項。

利息收入乃按尚未償還本金額以適用利率按時間基準累計。

合約資產及負債

合約資產指本集團就換取本集團已向客戶轉讓的服務而收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已向客戶收取代價(或已到期收取代價)，而須向客戶轉讓服務的責任。

4. Summary of Significant Accounting Policies (Continued)

Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

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4. 主要會計政策概要(續)

所得稅

年內所得稅包括當期稅項及遞延稅項。

當期稅項根據日常業務所得損益(已就毋須繳納所得稅或不獲寬減所得稅的項目作出調整)，按於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項會就用作財務報告用途的資產及負債賬面值與用作稅項用途的相應金額的暫時差額確認。除商譽及不影響會計或應課稅溢利的已確認資產及負債外，會就所有暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額時確認。遞延稅項按適用於預期變現資產或結清負債賬面值的方式以及於報告期末已頒佈或實質上已頒佈的稅率計量。

所得稅於損益內確認，惟當所得稅涉及於其他全面收益內確認的項目時，有關稅項亦於其他全面收益內確認，或當所得稅涉及直接於權益內確認的項目時，有關稅項亦直接於權益內確認。

外幣

集團實體以其業務營運所處的主要經濟環境貨幣(「功能貨幣」)以外的貨幣進行的交易，按進行交易時的適用匯率入賬。外幣貨幣資產及負債則以報告期末的匯率換算。以外幣列值並按公平值列賬的非貨幣項目按釐定公平值日期適用匯率重新換算。按外幣以歷史成本計量的非貨幣項目毋須重新換算。

4. Summary of Significant Accounting Policies (Continued)

Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the assets or liabilities is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates 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.

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4. 主要會計政策概要(續)

外幣(續)

因結算及換算貨幣項目而產生的匯兌差額會於產生期間在損益中確認。重新換算以公平值列賬的非貨幣項目所產生的匯兌差額於期內計入損益，惟重新換算非貨幣項目產生的盈虧差異於其他全面收益內確認，在此情況下，匯兌差額亦於其他全面收益確認。

於綜合賬目時，海外業務的收入及開支項目按年內平均匯率換算為本集團呈報貨幣(即美元)，除非期內匯率波幅嚴重，在此情況下，則使用交易進行時的相若匯率。海外業務所有資產及負債按報告期末的匯率換算。所產生的匯兌差額(如有)在其他全面收益內確認並於權益內作為外匯儲備累計。

出售海外業務時，確認於該業務截至出售日期止的外匯儲備的累計匯兌差額，將重新分類至損益，作為出售收益或虧損的一部分。

租賃

本集團作為承租人

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債，惟存在為實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期為12個月或以下且不包含購買選擇權的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

4. Summary of Significant Accounting Policies (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. US\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the gain or loss on disposal.

Leases

The Group as lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/ or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term of 12 months or less and do not contain purchase option. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

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4. 主要會計政策概要(續)

租賃(續)

使用權資產

使用權資產應按成本確認並將包括：(i) 租賃負債之初步計量金額；(ii) 於開始日期或之前作出之任何租賃付款減任何已收取之租賃優惠；(iii) 承租人產生之任何初步直接成本；及(iv) 承租人在租賃條款及條件規定之情況下拆除及移除相關資產時將產生之估計成本，惟該等成本乃因生產存貨而產生者除外。本集團應用成本模型計量使用權資產。根據成本模型，本集團按成本減去任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債之任何重新計量作出調整。

租賃負債

租賃負債按於租賃開始日期未付之租賃付款之現值確認。租賃付款按租賃隱含利率(倘該利率可輕易釐定)貼現。倘該利率無法輕易釐定，本集團採用本集團之增量借款利率。

下列於租賃期內就並非於租賃開始日期支付之相關資產使用權所作付款被視為租賃付款：(i) 固定付款減任何應收租賃優惠；(ii) 初步按於開始日期之指數或利率計量之可變租賃付款(其取決於指數或利率)；(iii) 承租人根據剩餘價值擔保預期應支付之款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權之行使價；及(v) 於承租人行使終止租賃之選擇權之租賃期內支付之終止租賃罰款。

於開始日期後，本集團透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債之利息；(ii) 減少賬面值以反映作出之租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產之評估變動。

4. Summary of Significant Accounting Policies (Continued)

Leases (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under cost model, the right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use of the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

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4. 主要會計政策概要(續)

退休福利成本

僱員退休福利透過定額供款計劃提供。

本集團根據強制性公積金計劃條例(「強積金計劃」)設立定額供款退休福利計劃，供所有有資格參加強積金計劃的僱員參與。供款按僱員基本薪金的一定百分比或強積金計劃要求的最高強制性供款作出。

本集團於中國營運的附屬公司僱員則須參加由當地市政府設立的中央退休金計劃。該等附屬公司須按薪金成本的一定百分比(設有上限)向有關計劃供款。

就退休福利計劃而言，本集團的唯一責任為作出指定供款。供款乃於到期應付時確認為有關定額供款福利計劃的開支。倘有欠款或預付款項，則可能確認負債及資產，並基於其通常為短期性質而計入流動負債或流動資產。

借貸成本

直接歸屬於購置、建造或生產合資格資產(須經過相當長時間才可作擬定用途或銷售用途的資產)的借貸成本，應資本化為該等資產成本的一部分，直至有關資產大致可作擬定用途或出售用途為止。有待用於合資格資產的特定借貸在用作臨時投資所賺取的收入，會從合資格資本化的借貸成本中扣除。

所有其他借貸成本於產生期間在損益確認。

4. Summary of Significant Accounting Policies (Continued)

Retirement benefit costs

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme"), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries or the maximum mandatory contribution as required by the MPF Scheme.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs, subject to a certain ceiling, as stipulated by the relevant regulations.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. The contributions recognised in respect to defined contribution benefit plans are expenses as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

Borrowings costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Income earned on temporary investments of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

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4. 主要會計政策概要(續)

政府補助金

政府補助金只能在合理確定可以取得補助金及本集團將符合所有附帶條件時按公平值確認。與成本相關的政府補助金將予遞延，並在損益確認，所確認期間為補助金與擬補助成本相應配合。與購買資產相關的政府補助金於綜合財務狀況表中計入負債作為遞延政府補助金，並於相關資產的預計年期內以直線法在損益確認。

政府補助為抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援（而無未來有關成本），於有關補助成為應收款項的期間在損益中確認為「其他收入」，而不是減少相關費用。

撥備及或然負債

如本集團因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

4. Summary of Significant Accounting Policies (Continued)

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the consolidated statement of financial position and are recognised in profit or loss on straight-line method over the expected lives of the related assets.

Government grants 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 and are recognised as "Other income", rather than reducing the related expense.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

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4. 主要會計政策概要(續)

關連方

- (a) 倘屬以下人士，則該人士或該人士的近親為本集團關連方：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，則該實體為本集團關連方：
- (i) 該實體與本集團屬同一集團的成員公司(即各自的母公司、附屬公司及同系附屬公司乃互相關連)；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或集團成員公司的聯營公司或合營企業，而另一實體亦為該集團的成員公司)；
 - (iii) 該等實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃；
 - (vi) 實體受(a)內所識別人士控制或共同控制；
 - (vii) (a)(i)內所識別人士對實體有重大影響或屬該實體(或該實體的母公司)的主要管理層成員；及
 - (viii) 身為其中一方的實體或本集團任何其他成員公司，為本集團或本公司母公司提供管理人員服務。

4. Summary of Significant Accounting Policies (Continued)

Related parties

- (a) A person or a close member to that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

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4. 主要會計政策概要 (續)

關連方 (續)

一名人士的近親指與該實體交易時預期可能影響該名人士或受該名人士影響的家庭成員，並包括：

- (i) 該名人士的子女及配偶或同居伴侶；
- (ii) 該名人士的配偶或同居伴侶的子女；或
- (iii) 該名人士或該名人士的配偶或同居伴侶的家屬。

分部呈報

本集團根據定期向執行董事呈報的內部財務資料確定其經營分部及編製分部資料，該等財務資料乃供執行董事作為決定如何分配資源至本集團各業務分部及檢討該等業務分部表現之用。

本集團根據國際財務報告準則第8號用於呈報分部的計量政策與其根據國際財務報告準則編製的綜合財務報表所採用者一致，惟下述各項除外：

- 以權益法入賬的應佔聯營公司之除稅後業績；
- 其他非經營性收入及開支；
- 財務收入；
- 財務成本；及
- 非由經營分部業務活動直接應佔的若干收入及開支，於計算經營分部的經營業績時並未被包括在內。

4. Summary of Significant Accounting Policies (Continued)

Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

The measurement policies the Group uses for reporting segments under IFRS 8 are the same as those used in its consolidated financial statements prepared under IFRS, except that:

- share of post-tax results of associates accounted for using equity method;
- other non-operating income and expenses;
- finance income;
- finance costs; and
- certain income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

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5. 重要會計估計及判斷

於應用本集團的會計政策時，董事須就並非從其他來源顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果有別於該等估計。

估計及相關假設按持續基準檢討。至於對會計估計的修訂，倘修訂僅影響該期間，則於修訂估計期間確認；倘修訂影響當前及未來期間，則於修訂期間及未來期間確認。

貿易應收款項之虧損撥備

本集團使用撥備矩陣以計算貿易應收款項之預期信貸虧損。撥備率乃基於具有類似虧損模式（即按客戶類型）的各類客戶組別的逾期天數。

撥備矩陣最初基於本集團過往觀察到的違約率。本集團將透過校準矩陣以調整歷史信貸虧損經驗與前瞻性資訊。例如，倘預測經濟狀況預期將在未來一年內惡化，這可能導致製造業違約數量增加，歷史違約率將予調整。於各報告期末，過往觀察到的違約率都會被更新，並分析前瞻性估計的變化。

對過往觀察到的違約率、預測經濟狀況及預期信貸虧損之間的相關性的評估是一項重要的估計。預期信貸虧損的金額對環境的變化和預測經濟狀況較為敏感。本集團的歷史信貸虧損經驗和對經濟狀況的預測也可能無法代表客戶未來的違約情況。有關本集團貿易應收款項的預期信貸虧損資料於附註37披露。

5. Critical Accounting Estimates and Judgements

In the application of the Group's accounting policies, the directors are required to make judgements, 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 differ from these estimates.

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

Loss allowance of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for grouping of various customers that have similar loss patterns (i.e., by customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default are adjusted. At the end of each of the reporting period, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 37.

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

5. 重要會計估計及判斷(續)

存貨之估計撥備

當有事件或情況改變顯示結餘可能無法變現，本集團即將其存貨撇減至可變現淨值。識別過時存貨需使用判斷和估計。當估計與原有金額有差異，該差異將影響該估計改變期間存貨的賬面值及可變現淨值。管理層評估該等存貨的可變現淨值，並認為於各報告期末存貨減值的撥備乃屬足夠及合理。於二零二二年十二月三十一日，已就存貨的賬面值作出989,000美元的陳舊存貨累計撥備(附註21)。

無形資產的可使用年期

管理層估計開發成本(即內部產生的藥業知識產權及永久免專利費許可且不會終止的技術專業知識)具有無限使用年期，皆因彼等相信，此等無形資產預計可以提供現金流量的期間並無可預見的期限，而此等知識產權可在某段期間內以極低成本續期，且產品可在市場上存續。

管理層為獨家分銷權及技術專業知識釐定估計可使用年期。該等估計乃參照資產的法定使用期限及本集團有意透過使用無形資產獲取未來經濟利益的估計期限。有關估計可因科技創新、客戶行為變化及競爭對手因應行業週期所採取的行動而顯著改變。

管理層將在估計可使用年期少於先前的估計可使用年期時增加攤銷費用，或將於未來現金流量少於預期及下跌至低於無形資產賬面值時確認減值虧損。

5. Critical Accounting Estimates and Judgements (Continued)

Estimated provision for inventories

The Group writes down its inventories to net realisable value when events or changes in circumstances indicate that the balances may not be realised. The identification of obsolescence requires the use of judgement and estimates. Where the estimate is different from the original amount, such difference will impact the carrying value of inventories and net realisable value for the periods in which such estimate is changed. Management assesses the net realisable value of the inventories and considers that the provision for inventories impairment is adequate and reasonable at the end of each of the reporting period. As at 31 December 2022, accumulated provision for obsolete inventories of US\$989,000 was made against the carrying value of inventories (Note 21).

Useful lives of intangible assets

Management estimates the development costs, which represented the intellectual property rights generated internally in pharmaceutical industry and technical knowhow with perpetual royalty-free license with no termination, have indefinite useful lives as they believe that there is no foreseeable limit on the period of time over which these intangibles are expected to provide cash flows and these intellectual property rights can be renewable in a period of time at minimal cost and the products are continuing in the market.

The estimated useful lives of the exclusive distribution rights and technical know-how were made by the management with reference to the legal limits on the use of the assets and the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets. It could change significantly as a result of technical innovations, changed customer behavior and competitor actions in response to industry cycles.

Management will increase the amortisation charge where useful lives are less than previously estimated useful lives, or will recognise impairment loss when future cash flows are less than expectation and fall below the carrying amount of the intangible assets.

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5. 重要會計估計及判斷(續)

當期所得稅及遞延稅項

本集團須繳納中國及香港所得稅。釐定稅項撥備金額及相關稅項支付時間時，須作出重大判斷。一般業務中有多項交易及計算所釐定的最終稅項並不確定。本集團參考現行稅法及慣例根據可能出現的結果估計確認稅項。若該等事項的最終稅務結果與最初記錄的金額不同，則有關差額將影響釐定期間的所得稅及遞延稅項撥備。

商譽減值

釐定商譽是否減值需要評估獲分配商譽的現金產生單位的在用價值。計算在用價值需要本集團估計預期源自現金產生單位的未來現金流量及合適的貼現率以計算現值。當實際未來現金流量低於預期，則可能出現減值虧損。於二零二二年十二月三十一日，商譽賬面值為6,824,000美元。可收回金額計算詳情於附註19披露。

無形資產減值

無形資產的減值虧損乃就賬面值超出其可收回金額的數額確認。可收回金額為公平值減售出成本及在用價值的較高者，乃參考於截至報告期末可得之最佳資料釐定。倘本集團管理層改變評估減值的假設(包括現金流量預測中採用的貼現率或經營及增長率假設)，或會對減值測試所用淨現值構成重大影響，因而影響本集團的財務狀況及財務表現。於二零二二年十二月三十一日，無形資產賬面值為21,213,000美元(附註18)。

5. Critical Accounting Estimates and Judgements (Continued)

Current income tax and deferred tax

The Group is subject to income taxes in the PRC and Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise. As at 31 December 2022, the carrying amount of goodwill was US\$6,824,000. Details of the recoverable amount calculation are disclosed in Note 19.

Impairment of intangible assets

Impairment losses for intangible assets are recognised for the amount by which the carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and value in use, are determined with reference to the best information available at the end of the reporting period. Changing the assumptions selected by the Group's management in assessing impairment, including the discount rates or the operating and growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and financial performance. As at 31 December 2022, the carrying amount of intangible assets was US\$21,213,000 (Note 18).

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

5. 重要會計估計及判斷(續)

物業、廠房及設備減值

本集團的物業、廠房及設備佔本集團總資產的重大部分。技術或行業條件的變化可能會導致估計可使用年期或其價值發生變化。需要折舊的物業、廠房及設備至少每年進行一次檢查，以確定是否存在任何減值跡象。每當事件或情況變化顯示其賬面價值可能無法收回時，則會估計可收回金額。

或然代價的公平值

本集團根據附註37(b)所披露對相關藥品未來表現結果的預計以及收購協議的條款釐定有關購入無形資產或然代價的公平值。或然代價的公平值將於未來表現結果與此前預測不相符時向上或向下調整，因此，或然代價公平值的變動會影響本集團的財務狀況及財務表現。於二零二二年十二月三十一日，或然代價／其他金融負債的賬面值為1,307,000美元(附註31)。

租賃負債的估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時或當須對利率進行調整以反映租賃之條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算增量借款利率並須作出若干實體特定的估計(如附屬公司的獨立信貸評級)。

5. Critical Accounting Estimates and Judgements (Continued)

Impairment of property, plant and equipment

The Group's property, plant and equipment comprise a significant portion of the Group's total assets. Changes in technology or industry conditions may cause the estimated period of use or the value of these assets to change. Property, plant and equipment, subjects to depreciation, is reviewed at least annually to determine whether there is any indication of impairment. The recoverable amount is estimated whenever events or changes in circumstances have indicated that their carrying amounts may not be recoverable.

Fair value of contingent consideration

The Group determines the fair value of contingent consideration of purchase of intangible assets as disclosed in Note 37(b) based on the forecast of future performance results of the related pharmaceutical product and terms of acquisition agreement. The fair value of contingent consideration will be revised upward or downward where future performance results are different from previous forecast and as a result, the change of fair value of contingent consideration will affect the Group's financial position and financial performance. As at 31 December 2022, the carrying amount of contingent consideration/other financial liabilities was US\$1,307,000 (Note 31).

Estimating the incremental borrowing rate for lease liabilities

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's standalone credit rating).

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

6. 收入及其他收入

本集團於年內與客戶合約所得的收入及其他收入的分析如下：

6. Revenue and Other Income

An analysis of the Group's revenue which are generated from contracts with customers and other income for the years are as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
銷售貨品的收入	Revenue from sales of goods	65,558	54,180
其他收入	Other income		
提前終止租賃的收益	Gain on early termination of lease	72	198
政府補助金(附註)	Government grants (Note)	449	104
其他	Others	672	420
		1,193	722

附註：

本集團獲中國地方政府確認就本集團開發高科技藥品提供補助金。收取的補助金不附帶任何條件。

此外，於截至二零二二年十二月三十一日止年度，本集團從中國香港特別行政區政府推出防疫抗疫基金下的保就業計劃(「保就業計劃」)獲取政府補助金120,000港元(「港元」)(相當於15,000美元)(二零二一年：無)用於支付本集團僱員薪酬。根據保就業計劃，本集團須承諾於特定時期內將該等補助用於薪酬開支，且不得將僱員人數減少至指定水平以下。補助金分配至綜合損益以與發生的相關成本匹配。本集團並無其他與本計劃有關的未履行責任。

Note:

The Group received grants from the local government in the PRC as recognition of the Group's development of high-technology pharmaceutical products. The grants received were not subject to any conditions.

In addition, during the year ended 31 December 2022, the Group received government grants of Hong Kong Dollars ("HK\$") 120,000 (equivalent to US\$15,000) (2021: Nil) from Employment Support Scheme ("ESS") under the Anti-pandemic Fund launched by the government of Hong Kong Special Administrative Region of the PRC supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The grant was allocated to the consolidated profit or loss to match the relevant costs incurred. The Group did not have other unfulfilled obligations relating to this programme.

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7. 分部資料

就資源分配及評估分部表現而向常務執行董事(即主要營運決策人(「主要營運決策人」))呈報的資料乃以所交付的貨品類型為基礎。

本集團根據國際財務報告準則第8號經營分部(「國際財務報告準則第8號」)的須予呈報及經營分部如下：

- 醫藥：開發、生產及銷售主要用於風濕及皮膚科領域的專科藥品及其他藥品
- 美容產品：銷售美容產品
- 健康產品：開發、生產及銷售健康產品

以下為本集團按須予呈報及經營分部劃分的持續經營所產生的收入及業績分析。

截至二零二二年十二月三十一日止年度

7. Segment Information

Information reported to the executive managing director, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance based on the types of goods delivered.

The Group’s reportable and operating segments under IFRS 8 *Operating segments* (“IFRS 8”) are as follows:

- Pharmaceuticals: development, production and sale of specialty pharmaceuticals mainly used in the field of rheumatology and dermatology and other pharmaceuticals
- Cosmetic products: sale of cosmetic products
- Healthcare products: development, production and sale of healthcare products

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

For the year ended 31 December 2022

		醫藥 Pharmaceuticals 千美元 US\$'000	美容產品 Cosmetic products 千美元 US\$'000	健康產品 Healthcare products 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue	63,571	70	1,917	65,558
須予呈報分部溢利	Reportable segment profit	24,671	58	108	24,837

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7. 分部資料(續)

截至二零二一年十二月三十一日止年度

7. Segment Information (Continued)

For the year ended 31 December 2021

		醫藥 Pharmaceuticals 千美元 US\$'000	美容產品 Cosmetic products 千美元 US\$'000	健康產品 Healthcare products 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue	51,359	252	2,569	54,180
須予呈報分部溢利/(虧損)	Reportable segment profit/(loss)	17,641	(812)	214	17,043

上文所呈報分部收入指來自外在客戶所得的收入。本年度及過往年度並無分部間銷售。

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year and prior year.

本集團經營分部業績的總額與綜合財務報表呈報的本集團主要財務數據的對賬如下：

The totals presented for the Group's operating segments reconciled to the Group's key financial figures as presented in the consolidated financial statements is as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
須予呈報分部溢利業績總額	Total results of reportable segment profit	24,837	17,043
應佔聯營公司的除稅後業績	Share of post-tax result of associates	(900)	(989)
其他非經營性收入及開支淨額	Other non-operating income and expenses, net	(1,250)	(4,618)
未分配收入	Unallocated income	1,193	769
未分配開支	Unallocated expenses	(11,872)	(12,207)
財務收入	Finance income	875	3,938
財務成本	Finance costs	(2,968)	(1,532)
除所得稅前溢利	Profit before income tax	9,915	2,404

國際財務報告準則第8號下經營分部的會計政策與附註4所述本集團的會計政策一致。須予呈報分部溢利/(虧損)指各分部的毛利/(毛虧)減銷售及分銷開支，乃向主要營運決策人匯報作資源分配及表現評估用途的計量方法。

The accounting policies of the operating segments under IFRS 8 are the same as the Group's accounting policies described in Note 4. Reportable segment profit/(loss) represents the gross profit/(loss) less selling and distribution expenses by each segment. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

應佔聯營公司的除稅後業績、其他非經營性收入及開支淨額、財務收入、財務成本、研發成本和若干收入及支出未分配至須予呈報分部，乃因為它們未包括在主要營運決策人用於評估分部業績的須予呈報分部業績的計量中。

Share of post-tax result of associates, other non-operating income and expenses, net, finance income, finance costs, research and development costs and certain income and expenses are not allocated to the reportable segments as they are not included in the measure of the results of reportable segment that is used by CODM for assessment of segment performance.

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7. 分部資料(續)

沒有外部客戶的銷售佔本集團於截至二零二二年及二零二一年十二月三十一日止年度之收入之10%或以上。

本集團已實際上應用國際財務報告準則第15號與客戶合約所得收益，並無披露原定預計年期為一年或以下之合約之餘下履約責任。

在下表中，與客戶合約所得收入按主要地區市場及收入確認時點分類：

7. Segment Information (Continued)

No external customer contributed 10% or more of the Group's revenue for the years ended 31 December 2022 and 2021.

The Group has applied the practical expedient in IFRS 15 *Revenue from Contracts with Customers* not to disclose the remaining performance obligations under the contracts that have an original expected duration of one year or less.

In the following table, revenue from contracts with customers is disaggregated by primary geographical market and timing of revenue recognition:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
主要地區市場	Primary geographical markets		
中國(常駐)	The PRC (domicile)	63,899	52,037
香港	Hong Kong	1,659	2,143
		65,558	54,180
收入確認之時點	Timing of revenue recognition		
在特定時間點	At a point in time	65,558	54,180

客戶的地區位置以付運貨品的位置為基準。本公司為於開曼群島註冊成立的投資控股公司，而本集團在當地並無任何業務。本集團的主要營運及工作團隊位於中國，因此，中國就國際財務報告準則第8號所規定的披露而言被視作本集團的常駐國家。

於兩個年度，本集團的所有非流動資產幾乎均位於中國。

由於並無定期向主要營運決策人匯報分部資產或分部負債資料，故並無呈列有關資料。

The geographical location of customers is based on the location to which the goods were delivered. The Company is an investment holding company incorporated in the Cayman Islands where the Group does not have any activities, the Group has the majority of its operations and workforce in the PRC, and therefore, the PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by IFRS 8.

Almost all of the non-current assets of the Group were located in the PRC in both years.

No segment assets or segment liabilities is presented as they are not regularly reported to the CODM.

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8. 其他非經營性收入及開支淨額

8. Other Non-Operating Income and Expenses, net

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
無形資產減值撥備(附註18)	Provision for impairment of intangible assets (Note 18)	(1,409)	(232)
於聯營公司之權益的減值撥備(附註20)	Provision for impairment of interests in associates (Note 20)	(295)	(3,801)
財務擔保合約虧損撥備撥回	Loss allowance reversed on financial guarantee contract	454	515
出售附屬公司的收益	Gain on disposal of subsidiaries	—	18
按公平值計入損益的金融資產的變現虧損(附註)	Realised loss from financial assets at FVTPL (Note)	—	(1,111)
與出售按公平值計入損益的金融資產部分權益相關的交易成本及其他稅項	Transaction costs and other tax in connection with partial disposal of financial assets at FVTPL	—	(7)
		(1,250)	(4,618)

附註：

於截至二零二一年十二月三十一日止年度，本集團於上海證券交易所透過市場交易出售所有餘下持有的3,252,493股浙江司太立製藥股份有限公司(「司太立」)股份，平均價格為每股人民幣(「人民幣」)63.43元，產生變現虧損(扣除交易成本及其他稅項)1,118,000美元。於出售權益後，本集團並不再持有任何司太立股份。

Note:

During the year ended 31 December 2021, the Group had disposed of all the remaining 3,252,493 shares of Zhejiang Starry Pharmaceutical Co., Ltd (“Starry”) via on-market sales on the Shanghai Stock Exchange, at the average price of Renminbi (“RMB”) 63.43 per share and resulting in a realised loss of US\$1,118,000 (net of transaction costs and other tax). After the disposal, the Group did not hold any shares of Starry.

9. 財務收入及財務成本

9. Finance Income and Finance Costs

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
財務收入	Finance income		
銀行利息收入	Bank interest income	875	1,470
匯兌收益淨額	Net exchange gain	—	2,468
		875	3,938
財務成本	Finance costs		
銀行借款利息	Interest on bank borrowings	971	1,321
租賃負債利息(附註35)	Interest on lease liabilities (Note 35)	22	47
應付同系附屬公司的相互擔保佣金費用(附註36)	Cross guarantee commission fee payable to a fellow subsidiary (Note 36)	96	101
或然代價貼現撥回(附註37(b))	Unwinding of discount on contingent consideration (Note 37(b))	60	63
匯兌虧損淨額	Net exchange loss	1,819	—
		2,968	1,532

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10. 除所得稅前溢利

本集團的除所得稅前溢利乃經扣除／(計入)下列各項得出：

10. Profit before Income Tax

The Group's profit before income tax has been arrived at after charging/(crediting):

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
核數師酬金	Auditors' remuneration		
— 核數服務	— Audit services	266	274
— 非核數服務	— Non-audit services	85	47
確認為開支的存貨成本(附註)	Cost of inventories recognised as expenses (Note)	21,263	19,771
使用權資產折舊	Depreciation of right-of-use assets	444	522
投資物業折舊	Depreciation of investment property	20	21
物業、廠房及設備折舊	Depreciation of property, plant and equipment	2,194	2,347
無形資產減值撥備	Provision for impairment of intangible assets	1,409	232
物業、廠房及設備減值撥備	Provision for impairment of property, plant and equipment	94	17
使用權資產減值撥備	Provision for impairment of right-of-use assets	—	78
陳舊存貨減值撥備	Provision for impairment of obsolete inventories	182	383
財務擔保合約虧損撥備撥回	Loss allowance reversed on financial guarantee contract	(454)	(515)
金融資產的虧損撥備確認／(撥回)	Loss allowance recognised/(reversed) on financial assets	110	(17)
匯兌虧損／(收益)淨額	Net exchange loss/(gain)	1,819	(2,468)
投資物業的租金收入	Rental income from investment property	(22)	(23)
研發成本	Research and development costs	2,132	2,686
出售物業、廠房及設備的虧損	Loss on disposals of property, plant and equipment	177	7
提前終止租賃的收益	Gain on early termination of lease	(72)	(198)
存貨撇銷	Write off of inventories	2	464
金融資產撇銷	Write off of financial assets	24	18
員工成本(包括董事薪酬(附註11))	Employee costs (including directors' remuneration (Note 11))		
— 工資及薪金	— Wages and salaries	16,323	14,400
— 向定額供款退休計劃供款	— Contributions to defined contribution retirement plans	2,892	2,693
		19,215	17,093

附註：

確認為開支的存貨成本包括與僱員成本、使用權資產折舊、物業、廠房及設備折舊、陳舊存貨減值撥備以及撇銷存貨有關的款項，該等款項亦包括在上述各項開支中。

Note:

Cost of inventories recognised as expenses included amounts relating to employee costs, depreciation of right-of-use assets, depreciation of property, plant and equipment, provision for impairment of obsolete inventories and write off of inventories, which are also included in the respective expenses disclosed separately above.

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11. 董事和五名最高薪人士的薪酬

董事薪酬

已付或應付予本公司董事的薪酬總額如下：

11. Emoluments of Directors and Five Highest Paid Individuals

Directors' emoluments

The aggregate amount of emoluments paid and payable to the directors of the Company are as follows:

		其他薪酬				總計
		袍金	薪金、津貼 和實物福利	酌情獎金	向定額供款 退休計劃供款	
			Salaries, allowances and benefits	Discretionary bonus	Contributions to defined contribution retirement plans	Total
		Fees 千美元 US\$'000	in kind 千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
截至二零二二年 十二月三十一日止年度	Year ended 31 December 2022					
常務執行董事：	Executive managing director:					
陳力	Chen Li	—	532	233	—	765
非執行董事：	Non-executive directors:					
吳鎮濤	Wu Zhen Tao	—	—	—	—	—
Stephen Burnau Hunt (於二零二二年四月九日辭任)	Stephen Burnau Hunt (resigned on 9 April 2022)	10	—	—	—	10
劉雪姿	Liu Xuezi	—	213	216	2	431
獨立非執行董事：	Independent non-executive directors:					
陳記煊	Chan Kee Huen, Michael	35	—	—	—	35
Fritz Heinrich Horlacher (於二零二二年二月十日辭任)	Fritz Heinrich Horlacher (resigned on 10 February 2022)	4	—	—	—	4
楊德斌	Yeung Tak Bun, Allen	35	—	—	—	35
陳清霞 (於二零二二年二月十日 獲委任)	Chan Ching Har, Eliza (appointed on 10 February 2022)	31	—	—	—	31
朱迅 (於二零二二年九月二十三 日獲委任)	Zhu Xun (appointed on 23 September 2022)	10	—	—	—	10
		125	745	449	2	1,321

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11. 董事和五名最高薪人士的薪酬 (續)

董事薪酬 (續)

11. Emoluments of Directors and Five Highest Paid Individuals (Continued)

Directors' emoluments (Continued)

		其他薪酬				總計
		袍金	薪金、津貼 和實物福利	酌情獎金	向定額供款 退休計劃供款	
			Salaries, allowances and benefits	Discretionary bonus	Contributions to defined contribution retirement plans	Total
		Fees 千美元 US\$'000	in kind 千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
截至二零二一年 十二月三十一日止年度	Year ended 31 December 2021					
常務執行董事：	Executive managing director:					
陳力	Chen Li	-	553	132	12	697
非執行董事：	Non-executive directors:					
吳鎮濤	Wu Zhen Tao	-	-	-	-	-
Stephen Burnau Hunt	Stephen Burnau Hunt	38	-	-	-	38
劉雪姿	Liu Xuezi	-	200	87	2	289
獨立非執行董事：	Independent non-executive directors:					
陳記煊	Chan Kee Huen, Michael	35	-	-	-	35
Fritz Heinrich Horlacher	Fritz Heinrich Horlacher	32	-	-	-	32
楊德斌	Yeung Tak Bun, Allen	35	-	-	-	35
		140	753	219	14	1,126

概無董事放棄或同意放棄截至二零二二年及二零二一年十二月三十一日止年度任何酬金的安排。

酌情獎金取決於董事的表現。

截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向任何董事或任何五名最高薪人士支付任何酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。

於二零二二年十二月三十一日，本集團並無已沒收供款可用於扣減未來年度的退休福利計劃(二零二一年：無)。

There was no arrangement under which a director waived or agreed to waive any emoluments for the years ended 31 December 2022 and 2021.

Discretionary bonus are determined on directors' performance.

During the years ended 31 December 2022 and 2021, no emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

As at 31 December 2022, the Group had no forfeited contributions available to reduce its contributions to the retirement benefit schemes in future years (2021: Nil).

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

11. 董事和五名最高薪人士的薪酬 (續)

五名最高薪人士

五名最高薪人士包括本公司兩名董事(二零二一年：兩名董事)，彼等酬金詳情於上文所示分析內反映。餘下三名(二零二一年：三名)最高薪人士的薪酬詳情如下：

11. Emoluments of Directors and Five Highest Paid Individuals (Continued)

Five highest paid individuals

The five highest paid individuals consisted of two directors (2021: two directors) of the Company, details of whose emoluments are reflected in the analysis presented above. Details of emoluments of the remaining three (2021: three) highest paid individuals were as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
薪金、津貼和實物福利	Salaries, allowances and benefits in kind	479	393
酌情獎金	Discretionary bonus	324	195
向定額供款退休計劃供款	Contributions to defined contribution retirement plans	34	30
總計	Total	837	618

支付予上述各非董事人士的薪酬介乎以下範疇：

The emoluments paid to each of the above non-director individuals were within the following bands:

		二零二二年 2022 人數 No of individuals	二零二一年 2021 人數 No of individuals
零至1,000,000港元	Nil – HK\$1,000,000	—	—
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	—	1
1,500,001港元至2,000,000港元	HK\$1,500,001 to HK\$2,000,000	1	1
2,000,001港元至2,500,000港元	HK\$2,000,001 to HK\$2,500,000	2	1

12. 所得稅開支

12. Income Tax Expense

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
當期所得稅項	Current income tax		
— 本年度	— Current year	2,050	2,749
— 過往年度撥備不足／(超額撥備)	— Under/(Over) provision in prior years	6	(24)
遞延稅項(附註28)	Deferred tax (Note 28)	2,056 (738)	2,725 (1,224)
所得稅開支	Income tax expense	1,318	1,501

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12. 所得稅開支(續)

應課稅溢利稅項已按本集團經營所在稅務司法權區的適用稅率計算。

根據香港利得稅的兩級利得稅率體制，合資格企業將就首2,000,000港元估計應課稅溢利按8.25%的稅率繳納稅項，並將按16.5%的稅率繳納2,000,000港元以上估計應課稅溢利之稅項。不符合兩級利得稅率體制的企業溢利將繼續按16.5%的稅率納稅。截至二零二二年及二零二一年十二月三十一日止年度內兩級利得稅率體制適用於本集團。

根據中國企業所得稅法(「企業所得稅法」)及其實施細則，中國附屬公司的稅率為25%(二零二一年：25%)。

於二零二零年十二月一日，本集團一間附屬公司重續「高新技術企業」資格三年，根據中國稅法，其自二零二零年十二月至二零二三年十二月的三年期內可享有15%的優惠稅率。

年內所得稅開支與綜合損益及其他全面收益表所示除所得稅前溢利的對賬如下：

12. Income Tax Expense (Continued)

Tax on assessable profits has been calculated at the applicable rates of tax prevailing in the tax jurisdiction in which the Group operates.

Under the two-tiered profits tax rates regime for Hong Kong profit tax, the first HK\$2,000,000 of the estimated assessable profits of qualifying corporations will be taxed at 8.25%, and the estimated assessable profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime was applicable to the Group for the years ended 31 December 2022 and 2021.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2021: 25%).

On 1 December 2020, one subsidiary of the Group renewed the “High Technology Enterprise” status for 3 years that entitled them a preferential tax rate of 15% for a period of three years starting from December 2020 to December 2023 according to the PRC tax law.

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

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
除所得稅前溢利	Profit before income tax	9,915	2,404
按適用於有關司法權區的溢利稅率計算的稅項	Tax on profit at the rates applicable to the jurisdictions concerned	2,273	609
不可扣稅開支的稅務影響	Tax effect on non-deductible expenses	1,527	702
毋須課稅收入的稅務影響	Tax effect of non-taxable income	(849)	(712)
過往年度撥備不足／(超額撥備)	Under/(Over) provision in prior years	6	(24)
未確認暫時性差異的稅務影響	Tax effect of temporary difference not recognised	(565)	(1,224)
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	235	2,526
動用先前未確認的稅項虧損	Utilisation of tax losses previously not recognised	(963)	(159)
其他	Others	(346)	(217)
所得稅開支	Income tax expense	1,318	1,501

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13. 股息

13. Dividends

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
確認為分派的股息：	Dividend recognised as distribution:		
二零二一年特別股息 — 每股1.55港元(每股約0.20美元)	2021 Special dividend — HK\$1.55 per share (approximately US\$0.20 per share)	—	76,865

於二零二一年九月二十八日，本公司已派付於二零二一年八月三十一日建議的特別股息每股1.55港元(相當於約0.20美元)，總計約598,551,000港元(相當於約76,865,000美元)。

於二零二三年三月二十四日，董事已議決向於二零二三年四月十四日(「紀錄日」)營業時間結束時名列本公司股東名冊的股東宣派中期股息每股5.0港仙(相當於約0.64美仙)，合共約20,396,000港元(相當於約2,616,000美元)。已宣派的中期股息將全部以配發入賬列作繳足股份(「中期股息股份」)的方式支付，而不給予合資格股東選擇收取現金股息以代替配發股份的任何權利(「股份股息計劃」)。

股份股息計劃須待聯交所上市委員會批准根據股份股息計劃將予發行的中期股息股份上市及買賣後，方可作實。倘條件未獲達成，股份股息計劃將不會生效，而中期股息將不會以現金、中期股息股份或其他方式派付予於紀錄日名列本公司股東名冊的任何股東。

待股份股息計劃的所有條件達成後，預期中期股息股份將發行予合資格股東，而中期股息股份的股票將於二零二三年四月二十八日或前後寄發予合資格股東。

將收取的中期股息股份數目的計算及暫停辦理股份過戶登記手續的詳細已載於「董事會報告」中的業績及分派部份。此外，一份載有股份股息計劃全部詳情的通函將於實際可行情況下盡快寄發予本公司股東。

已宣派中期股息尚未於截至二零二二年十二月三十一日止年度的綜合財務報表入賬，惟將於截至二零二三年十二月三十一日止年度的綜合財務報表中反映。

On 28 September 2021, the Company paid a special dividend of HK\$1.55 (equivalent to approximately US\$0.20) per share, totally amounting to approximately HK\$598,551,000 (equivalent to approximately US\$76,865,000) which was proposed on 31 August 2021.

On 24 March 2023, the directors have resolved to declare an interim dividend of HK5.0 cents (equivalent to approximately US0.64 cents) per share, totalling approximately HK\$20,396,000 (equivalent to approximately US\$2,616,000) to the shareholders listed in the register of members of the Company at the close of business on 14 April 2023 ("Record Date"). The declared interim dividend will be satisfied wholly in form of an allotment of shares to be credited as fully paid up ("Interim Dividend Shares") without offering any right to the eligible shareholders to elect to receive such dividend in cash in lieu of such allotment ("Share Dividend Scheme").

The Share Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Interim Dividend Shares to be issued under the Share Dividend Scheme. If the condition is not satisfied, the Share Dividend Scheme will not become effective and the Interim Dividend will not be paid whether in cash, in Interim Dividend Shares or otherwise to any of the shareholders whose names appear on the register of members of the Company at the Record Date.

Subject to the fulfilment of all conditions of the Share Dividend Scheme, it is expected that the Interim Dividend Shares will be issued to the eligible shareholders and the share certificates for the Interim Dividend Shares will be despatched to the eligible shareholders on or around 28 April 2023.

Details on the calculation of the number of Interim Dividend Shares to be received and the closure of register of members are set out in the Results and Appropriations under section headed "Report of the Directors". In addition, a circular which gives full details of the Share Dividend Scheme will be sent to the shareholders of the Company as soon as practicable.

The declared interim dividend has not yet been accounted for in the consolidated financial statements for the year ended 31 December 2022, but will be reflected in the consolidated financial statements for the year ending 31 December 2023.

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14. 每股盈利

每股基本盈利按本公司擁有人應佔綜合溢利8,597,000美元(二零二一年: 903,000美元)及調整於年內本公司所持或已註銷的庫存股份後的發行在外的普通股加權平均數406,331,000股(二零二一年: 389,748,000股)計算。

本集團於兩個年度並無潛在攤薄股份。

14. Earnings per Share

The calculation of the basic earnings per share is based on the consolidated profit attributable to owners of the Company of US\$8,597,000 (2021: US\$903,000) and the weighted average number of ordinary shares of 406,331,000 (2021: 389,748,000), after adjusting the treasury shares held or cancelled by the Company, outstanding during the year.

The Group had no potential dilutive shares for both years.

15. 物業、廠房及設備**15. Property, Plant and Equipment**

		樓宇及廠房	機器	汽車	傢具及設備 Furniture	在建工程	總計
		Building and plant	Machineries	Motor vehicles	and equipment	Construction in progress	Total
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
於二零二一年一月一日	At 1 January 2021						
成本	Cost	28,634	14,161	696	3,067	—	46,558
累計折舊及減值	Accumulated depreciation and impairment	(10,315)	(8,982)	(379)	(2,491)	—	(22,167)
賬面淨值	Net carrying amount	18,319	5,179	317	576	—	24,391
截至二零二一年十二月三十一日止年度	Year ended 31 December 2021						
年初賬面淨值	Opening net carrying amount	18,319	5,179	317	576	—	24,391
匯兌調整	Exchange adjustment	467	132	8	15	—	622
添置	Additions	193	283	1	197	4	678
折舊	Depreciation	(1,208)	(981)	(31)	(127)	—	(2,347)
減值	Impairment	—	(15)	—	(2)	—	(17)
出售	Disposals	(11)	(43)	—	(5)	—	(59)
出售附屬公司	Disposal of subsidiaries	—	(18)	—	(8)	—	(26)
年末賬面淨值	Closing net carrying amount	17,760	4,537	295	646	4	23,242
於二零二一年十二月三十一日	At 31 December 2021						
成本	Cost	29,314	13,339	678	3,202	4	46,537
累計折舊及減值	Accumulated depreciation and impairment	(11,554)	(8,802)	(383)	(2,556)	—	(23,295)
賬面淨值	Net carrying amount	17,760	4,537	295	646	4	23,242

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15. 物業、廠房及設備(續)

15. Property, Plant and Equipment (Continued)

		樓宇及廠房	機器	汽車	傢具及設備	在建工程	總計
		Building and plant	Machineries	Motor vehicles	Furniture and equipment	Construction in progress	Total
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
截至二零二二年十二月 三十一日止年度	Year ended 31 December 2022						
年初賬面淨值	Opening net carrying amount	17,760	4,537	295	646	4	23,242
匯兌調整	Exchange adjustment	(1,370)	(367)	(24)	(55)	—	(1,816)
添置	Additions	—	486	13	104	—	603
折舊	Depreciation	(1,129)	(971)	(29)	(65)	—	(2,194)
減值	Impairment	(4)	(90)	—	—	—	(94)
出售	Disposals	(170)	(3)	(2)	(13)	—	(188)
轉入/(出)	Transfer in/(out)	—	4	—	—	(4)	—
年末賬面淨值	Closing net carrying amount	15,087	3,596	253	617	—	19,553
於二零二二年十二月 三十一日	At 31 December 2022						
成本	Cost	26,660	12,657	603	2,939	—	42,859
累計折舊及減值	Accumulated depreciation and impairment	(11,573)	(9,061)	(350)	(2,322)	—	(23,306)
賬面淨值	Net carrying amount	15,087	3,596	253	617	—	19,553

附註：

截至二零二二年十二月三十一日止年度，由於過時、實質損壞和技術陳舊，物業、廠房及設備減值撥備為94,000美元(二零二一年：17,000美元)已在損益中確認為行政開支的一部分，以將物業、廠房及設備的賬面價值減少至可收回金額。

Note:

During the year ended 31 December 2022, provision for impairment of property, plant and equipment of US\$94,000 (2021: US\$17,000) was recognised in profit or loss as part of administrative expenses to reduce the carrying amounts of the property, plant and equipment to their recoverable amounts as a result of outdated, physical damaged and technical obsolescence.

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16. 使用權資產

本集團在其經營的司法管轄區（包括中國及香港），租賃多處辦公場所、汽車、預付土地租賃及辦公設備。此等資產的租賃只包括在租賃期內的固定付款。

16. Right-of-use Assets

The Group leases a number of office premises, motor vehicles, prepaid land lease and office equipment in the jurisdictions from which it operates, including the PRC and Hong Kong. The leases of these assets comprise only fixed payments over the lease term.

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
年初賬面淨值	Opening net carrying amount	1,950	2,450
匯兌調整	Exchange adjustment	(155)	53
添置	Additions	347	266
折舊	Depreciation	(444)	(522)
減值	Impairment	—	(78)
出售附屬公司	Disposal of subsidiaries	—	(219)
年末賬面淨值	Closing net carrying amount	1,698	1,950
成本	Cost	3,059	3,489
累計折舊及減值	Accumulated depreciation and impairment	(1,361)	(1,539)
賬面淨值	Net carrying amount	1,698	1,950

按相關資產分類之使用權資產賬面淨值之分析如下：

The analysis of the net carrying amount of right-of-use assets by class of underlying asset is as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
預付土地租賃，按折舊成本列賬	Prepaid land lease, carried at depreciated cost	1,359	1,536
辦公場所、汽車及辦公設備，按折舊成本列賬	Office premises, motor vehicles and office equipment carried at depreciated cost	339	414
賬面淨值	Net carrying amount	1,698	1,950

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17. 投資物業

17. Investment Property

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
年初賬面淨值	Opening net carrying amount	627	633
匯兌調整	Exchange adjustment	(52)	15
折舊	Depreciation	(20)	(21)
年末賬面淨值	Closing net carrying amount	555	627
成本	Cost	858	937
累計折舊	Accumulated depreciation	(303)	(310)
賬面淨值	Net carrying amount	555	627

本集團的投資物業為位於中國的商業物業，並於本年度租賃予獨立第三方。

投資物業於二零二二年十二月三十一日的公平值約為790,000美元（二零二一年：957,000美元）。公平值乃根據具有公認和相關專業資格並在被評估投資物業的位置和類別方面具有經驗的獨立評估師艾升評值諮詢有限公司進行的估值得出。

公平值計量乃根據市場法，據此，公平值乃以直接比較法進行估計，並假設物業權益以交吉形式出售以及參考市場要價及可比銷售交易。主要輸入數據為每平方米市場價格。市場價格之單獨顯著上升／下跌將導致投資物業之公平值顯著上升／下跌。投資物業的公平值計量屬國際財務報告準則第13號「公平值計量」所界定的公平值等級第三級。

The Group's investment property is a commercial property in the PRC which is leased to an independent third party during the year.

The fair value of the investment property as at 31 December 2022 was approximately US\$790,000 (2021: US\$957,000). The fair value has been arrived at based on a valuation carried out by Ascent Partner Valuation Service Limited, an independent valuer who holds a recognised and relevant professional qualification and has experience in the location and category of the investment property being valued.

The fair value was determined based on the market approach, where the fair value is estimated by the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by referring to the asking prices and comparable sales transactions as available in the market. The key input was the market price per square metre. A significant increase/decrease in the market price would result in a significant increase/decrease in the fair value of the investment property. The fair value measurement of the investment property falls into level 3 of the fair value hierarchy as defined in IFRS 13 "Fair Value Measurement".

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18. 無形資產

18. Intangible Assets

		獨家分銷權	技術專業知識	開發成本	具無限使用 年期的技術 專業知識 Indefinite lived technical know-how	許可證	總計
		Exclusive distribution right	Technical know-how	Development costs	Indefinite lived technical know-how	License	Total
		千美元 US\$'000 (附註(a)) (Note (a))	千美元 US\$'000 (附註(b)) (Note (b))	千美元 US\$'000 (附註(c)) (Note (c))	千美元 US\$'000 (附註(d)) (Note (d))	千美元 US\$'000	千美元 US\$'000
於二零二一年一月一日	At 1 January 2021						
成本	Cost	307	6,282	18,203	9,370	1,185	35,347
累計攤銷及減值	Accumulated amortisation and impairment	(307)	(6,282)	(5,880)	(63)	(1,185)	(13,717)
賬面淨值	Net carrying amount	—	—	12,323	9,307	—	21,630
截至二零二一年 十二月三十一日止年度	Year ended 31 December 2021						
年初賬面淨值	Opening net carrying amount	—	—	12,323	9,307	—	21,630
匯兌調整	Exchange adjustment	—	—	418	3	—	421
添置 — 內部開發	Additions — internal development	—	—	1,031	—	—	1,031
減值	Impairment	—	—	—	(232)	—	(232)
年末賬面淨值	Closing net carrying amount	—	—	13,772	9,078	—	22,850
於二零二一年十二月三十一日	At 31 December 2021						
成本	Cost	314	6,430	19,212	9,377	—	35,333
累計攤銷及減值	Accumulated amortisation and impairment	(314)	(6,430)	(5,440)	(299)	—	(12,483)
賬面淨值	Net carrying amount	—	—	13,772	9,078	—	22,850
截至二零二二年 十二月三十一日止年度	Year ended 31 December 2022						
年初賬面淨值	Opening net carrying amount	—	—	13,772	9,078	—	22,850
匯兌調整	Exchange adjustment	—	—	(1,150)	—	—	(1,150)
添置 — 內部開發	Additions — internal development	—	—	922	—	—	922
減值	Impairment	—	—	(1,409)	—	—	(1,409)
年末賬面淨值	Closing net carrying amount	—	—	12,135	9,078	—	21,213
於二零二二年十二月三十一日	At 31 December 2022						
成本	Cost	287	5,886	18,431	9,352	—	33,956
累計攤銷及減值	Accumulated amortisation and impairment	(287)	(5,886)	(6,296)	(274)	—	(12,743)
賬面淨值	Net carrying amount	—	—	12,135	9,078	—	21,213

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18. 無形資產(續)

就減值評估而言，與美容產品、健康產品及其他醫藥相關的無形資產，附註15所載列之物業、廠房及設備及附註16所載列之使用權資產已根據性質分配至現金產生單位。

可收回金額以在用價值計算法釐定。該計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以16.81%至23.81%的稅前貼現率(二零二一年：14.57%至20.69%)。超過五年期的現金流量採用增長率0%預測。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面淨值超過其可收回總額。

截至二零二二年十二月三十一日止年度，由於相關產品的市場需求不理想，無形資產減值撥備為1,409,000美元(二零二一年：232,000美元)，並已於損益中確認為其他非經營性收入及開支淨額(附註8)一部分，以將無形資產的賬面值減值至可收回金額。

附註：

- (a) 於二零一三年十二月，本集團與一名供應商訂立獨家協議，以取得一種藥品在中國為期10年的分銷權。此分銷權按直線基準按10年年期(即自二零一四年一月一日開始的分銷權期間)攤銷。於過往年度，獨家分銷權已全面減值。
- (b) 技術專業知識主要指就開發及生產若干藥品而收購的技術及配方。

自二零一一年七月一日起，有關口腔崩解片的技術專業知識人民幣40,993,000元按直線基準按十一年年期攤銷。於過往年度，技術專業知識已全面減值。

18. Intangible Assets (Continued)

For the purpose of impairment assessment, intangible assets related to cosmetic products, healthcare products and other pharmaceuticals, property, plant and equipment set out in Note 15 and right-of-use assets set out in Note 16 have been allocated to CGUs according to the nature of projects.

The recoverable amounts have been determined based on value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate of ranged from 16.81% to 23.81% (2021: 14.57% to 20.69%). The growth rate used to extrapolate the cash flows beyond the five-year period is 0%. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/ outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate net carrying amount to exceed the aggregate recoverable amount.

During the year ended 31 December 2022, provision for impairment of intangible assets of US\$1,409,000 (2021: US\$232,000) was recognised in profit or loss as part of other non-operating income and expenses, net (Note 8) to reduce the carrying amounts of the intangible assets to their recoverable amounts as a result of the unsatisfactory market demand for the corresponding products.

Notes:

- (a) In December 2013, the Group entered into an exclusive agreement with a supplier to secure the distribution rights of 10 years for one pharmaceutical product in the PRC. This exclusive right was amortised on a straight-line basis over 10 years, being the period of the distribution rights, starting from 1 January 2014. The exclusive distribution right was fully impaired in prior years.
- (b) Technical know-how mainly represented techniques and formulae acquired for the development and production of certain pharmaceutical products.

With effect from 1 July 2011, technical know-how in relation to the oral disintegrating tablets amounting to RMB40,993,000 has been amortised on a straight-line basis over 11 years. The technical know-how was fully impaired in prior years.

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18. 無形資產 (續)

附註：(續)

- (c) 開發成本主要指製藥技術當中內部產生的知識產權(「知識產權」)。

董事認為該等知識產權具無限使用年期，原因在於醫藥業的知識產權預期可提供現金流量的期間並無可見限制。此等知識產權可於一段時間以極低成本重續，而產品亦可繼續應市。

倘知識產權出現減值，資產賬面值應立刻撇減或撇銷至利潤表。具無限使用年期的知識產權不會進行攤銷，並於每個財政年度年末進行年度減值測試，而倘有跡象顯示具無限使用年期的知識產權可能減值，將更頻密地進行減值測試。截至二零二二年十二月三十一日，已在損益中確認減值撥備1,409,000美元(二零二一年：無)。

- (d) 具無限使用年期的技術專業知識主要指由Novartis AG和Novartis Pharma AG(統稱「諾華」)收購的不會終止的永久免專利費許可(附註31)及就開發及生產生活美容產品的技術及配方。

截至二零二一年十二月三十一日，就生活美容產品的具無限使用年期的技術專業知識已在損益中確認減值撥備232,000美元。

18. Intangible Assets (Continued)

Notes: (Continued)

- (c) Development costs mainly represent intellectual property rights (“IPRs”) generated internally for the pharmaceutical technology.

The directors consider that these IPRs have indefinite useful lives as there is no foreseeable limit on the period of time over which the IPRs in pharmaceutical industry is expected to provide cash flows. These IPRs can be renewable in a period of time at minimal cost and the products are continuing in the market.

If the IPR becomes impaired, the carrying amounts of the asset should be written down or written off immediately to profit or loss. IPRs with indefinite useful lives are not amortised and are tested for impairment annually at each financial year end or more frequently if there are indications that IPR with indefinite useful lives might be impaired. During the year ended 31 December 2022, provision for impairment of US\$1,409,000 was recognised in profit or loss (2021: Nil).

- (d) Indefinite-lived technical know-how represents a perpetual royalty-free licence acquired from Novartis AG and Novartis Pharma AG (collectively known as “Novartis”) with no termination (Note 31) and techniques and formulae for the development and production of skin care products.

During the year ended 31 December 2021, provision for impairment of US\$232,000 was recognised in profit or loss in respect of the indefinite-lived technical know-how for skin care products.

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19. 商譽

19. Goodwill

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
賬面值	Carrying amount	6,824	6,824

本集團於每個財政年度年末就商譽進行年度減值評估，倘有跡象顯示商譽可能減值，將更頻密地進行減值測試。

就減值測試而言，商譽及有關專科藥品的開發成本已分配至一個現金產生單位（二零二一年：一個現金產生單位），包括主要業務為製造及買賣專科藥品的附屬公司，其獲納入至經營分部「醫藥」。

上述現金產生單位可收回金額的基準及其主要相關假設概述如下：

該等現金產生單位的可收回金額以在用價值計算法釐定。該等計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以及稅前貼現率為20.67%（二零二一年：18.31%）。超過五年期的現金流量採用增長率0%（二零二一年：0%）預測。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面值超過其可收回總額。

截至二零二二年十二月三十一日止年度，本公司董事釐定，其商譽並無減值（二零二一年：無）。

The Group assesses goodwill annually for impairment at each financial year end, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill and development costs related to specialty pharmaceuticals have been allocated to one CGU (2021: one CGU), including subsidiaries with principal activities of manufacturing and trading of specialty pharmaceuticals which are included in the "Pharmaceuticals" under operating segment.

The basis of the recoverable amount of the above CGU and its major underlying assumptions are summarised below:

The recoverable amounts of the CGU has been determined based on the value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate of 20.67% (2021: 18.31%). The growth rate used to extrapolate the cash flows beyond the five-year period is 0% (2021: 0%). Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

During the year ended 31 December 2022, the directors of the Company determine that there is no impairment on its goodwill (2021: Nil).

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20. 於聯營公司之權益

20. Interests in Associates

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
應佔資產淨值	Share of net assets	5,371	6,822
累計減值	Accumulated impairment	(4,558)	(4,626)
		813	2,196

有關本集團於報告期末的聯營公司詳情如下：

Details of the Group's associates at the end of the reporting period are as follows:

名稱 Name	註冊成立地點 及營業地點 Place of incorporation and operation	主要 經營地點 Principal place of business	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
			二零二二年 2022	二零二一年 2021	
萃健控股有限公司(「萃健」) Natural Dailyhealth Holdings Limited (“Natural Dailyhealth”)	英屬處女群島 (「英屬處女群島」) The British Virgin Islands (The “BVI”)	中國 The PRC	30.0%	30.0%	生產及買賣植物提取及保健產品 Production and trading of plant extract and healthcare products
天津強微特生物科技 有限公司(「強微特」) Tianjin Robustnique Biotechnology Co., Limited (“Robustnique”)	中國 The PRC	中國 The PRC	20.0%	20.0%	從事新型工業酶製劑、 分子生物學工具酶、化妝品生物活性 因子和生物護膚品的研發和產業化 Engaging in the research and development and industrialisation of new industrial enzyme preparations, molecular biology tool enzymes, and bioactive factors for cosmetics and biological skincare products

上述聯營公司乃採用權益法於本集團之綜合財務報表入賬。

The above associates were accounted for using the equity method in the Group's consolidated financial statements.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

20. 於聯營公司之權益(續)

萃健

於二零二二年十二月三十一日，本公司董事認為聯營公司的權益萃健估計可收回金額低於其賬面值，萃健權益的公平值以收益法釐定及由獨立評估師艾升評值諮詢有限公司進行評估。萃健權益的可收回金額是根據公平值減去出售成本的計算方法釐定的，該方法使用基於10年期財務預算的現金流預測。用於現金流預測的稅後貼現率為13.86%（二零二一年：14%）。用於推斷10年期以後現金流量的增長率2.06%（二零二一年：1.95%），未超過長期增長率。確認累計減值虧損後，可收回金額等於賬面價值，關鍵假設的不利變動將導致進一步減值。以下是在第3級計量中使用和分類的關鍵不可觀察輸入數據的摘要：

20. Interests in Associates (Continued) Natural Dailyhealth

As at 31 December 2022, the directors of the Company are of opinion that the estimated recoverable amount of the interest in an associate, Natural Dailyhealth, was less than its carrying value while a valuation was performed by an independent valuer, Ascent Partners Valuation Service Limited, to determine the fair value of Natural Dailyhealth by using income approach. The recoverable amount of interest in Natural Dailyhealth is determined based on a fair value less costs of disposal calculation which uses cash flow projections based on financial budgets covering a ten-year period. The post-tax discount rate applied to cash flow projections is 13.86% (2021: 14%). The growth rate used to extrapolate the cash flows beyond the ten-year period is 2.06% (2021: 1.95%) which does not exceed the long-term growth rate. Following the accumulated impairment loss recognised, the recoverable amount was equal to carrying amount, any adverse change in a key assumption would lead to further impairment. Below is a summary of the key unobservable inputs used and categorised within level 3 measurement:

重大不可觀察輸入數據 Significant unobservable inputs	重大不可觀察輸入數據範圍 Range of significant unobservable inputs	不可觀察輸入數據與公平值的關係 Relationship of unobservable inputs to fair value
毛利 Gross margin	由24%至45% (二零二一年：由25%至42%) Ranged from 24% to 45% (2021: Ranged from 25% to 42%)	毛利增加導致公平值增加 The increase in the gross margin would result in an increase in fair value.
長期增長率 Long-term growth rate	2.06% (二零二一年：1.95%) 2.06% (2021: 1.95%)	長期增長率增加導致公平值增加 The increase in the long-term growth rate would result in an increase in fair value.
稅後貼現率 Post-tax discount rate	13.86% (二零二一年：14%) 13.86% (2021: 14%)	稅後貼現率增加導致公平值減少 The increase in the post-tax discount rate would result in a decrease in fair value

截至二零二二年十二月三十一日止年度，並無計提減值撥備。截至二零二一年十二月三十一日止年度，減值撥備2,035,000美元於損益中確認(附註8)。

No provision for impairment was made for the year ended 31 December 2022. During the year ended 31 December 2021, provision for impairment of US\$2,035,000 has been recognised in profit or loss (Note 8).

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

20. 於聯營公司之權益(續)

強微特

於二零二二年十二月三十一日，本公司董事認為聯營公司的權益強微特估計可收回金額低於其賬面值，強微特權益的公平值以收益法釐定及由獨立評估師艾升評值諮詢有限公司進行評估。強微特權益的可收回金額是根據公平值減去出售成本的計算方法釐定的，該方法使用基於五年期財務預算的現金流預測。用於現金流預測的稅後貼現率為13.83%（二零二一年：11.22%）。用於推斷五年期以後現金流量的增長率為2.06%（二零二一年：2.51%），未超過長期增長率。確認累計減值虧損後，可收回金額等於賬面價值，關鍵假設的不利變動將導致進一步減值。以下是在第3級計量中使用和分類的關鍵不可觀察輸入數據的摘要：

20. Interests in Associates (Continued)
Robustnique

As at 31 December 2022, the directors of the Company are of opinion that the estimated recoverable amount of the interest in an associate, Robustnique, was less than its carrying value while a valuation was performed by an independent valuer, Ascent Partners Valuation Service Limited, to determine the fair value of Robustnique by using income approach. The recoverable amount of interest in Robustnique is determined based on a fair value less costs of disposal calculation which uses cash flow projections based on financial budgets covering a five-year period. The post-tax discount rate applied to cash flow projections is 13.83% (2021: 11.22%). The growth rate used to extrapolate the cash flows beyond the five-year period is 2.06% (2021: 2.51%) which does not exceed the long-term growth rate. Following the accumulated impairment loss recognised, the recoverable amount was equal to the carrying amount, any adverse change in a key assumption would lead to further impairment. Below is a summary of the key unobservable inputs used and categorised within level 3 measurement:

重大不可觀察輸入數據 Significant unobservable inputs	重大不可觀察輸入數據範圍 Range of significant unobservable inputs	不可觀察輸入數據與公平值的關係 Relationship of unobservable inputs to fair value
毛利 Gross margin	46.6% (二零二一年：48.9%) 46.6% (2021: 48.9%)	毛利增加導致公平值增加 The increase in the gross margin would result in an increase in fair value.
長期增長率 Long-term growth rate	2.06% (二零二一年：2.51%) 2.06% (2021: 2.51%)	長期增長率增加導致公平值增加 The increase in the long-term growth rate would result in an increase in fair value.
稅後貼現率 Post-tax discount rate	13.83% (二零二一年：11.22%) 13.83% (2021: 11.22%)	稅後貼現率增加導致公平值減少 The increase in the post-tax discount rate would result in a decrease in fair value

截至二零二二年十二月三十一日止年度，減值撥備295,000美元於損益中確認（二零二一年：1,766,000美元）（附註8）。

During the year ended 31 December 2022, provision for impairment of US\$295,000 has been recognised in profit or loss (2021: US\$1,766,000) (Note 8).

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

20. 於聯營公司之權益(續)

非重大聯營公司的財務資料概要載列如下：

20. Interests in Associates (Continued)

Summarised financial information of the immaterial associates are set out below:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
於十二月三十一日 綜合財務報表中的賬面值	At 31 December Carrying amounts in the consolidated financial statements	813	2,196
		截至 二零二二年 十二月三十一日 止年度 Year ended 31 December 2022 千美元 US\$'000	截至 二零二一年 十二月三十一日 止年度 Year ended 31 December 2021 千美元 US\$'000
集團應佔非重大聯營公司金額	Amount of the Group's share of immaterial associates		
— 應佔虧損	— Share of loss	(900)	(989)
— 應佔其他全面收益	— Share of other comprehensive income	—	—
— 應佔全面收益總額	— Share of total comprehensive income	(900)	(989)

21. 存貨

21. Inventories

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
原材料	Raw materials	2,489	1,304
在製品	Work-in-progress	1,561	1,379
製成品	Finished goods	5,982	4,708
		10,032	7,391

於二零二二年十二月三十一日，已就存貨的賬面值作出989,000美元（二零二一年：1,485,000美元）的陳舊存貨累計撥備。

As at 31 December 2022, accumulated provision for obsolete inventories of US\$989,000 (2021: US\$1,485,000) were made against the carrying value of inventories.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

22. 貿易及其他應收款項

22. Trade and Other Receivables

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
貿易應收款項	Trade receivables	16,430	15,954
減：虧損撥備	Less: loss allowance	(772)	(683)
		15,658	15,271
應收票據	Bills receivables	19,429	23,612
貿易應收款項及應收票據	Trade and bills receivables	35,087	38,883
預付款項及其他應收款項 (扣除虧損撥備)	Prepayments and other receivables (net of loss allowance)	2,045	10,993
		37,132	49,876

董事認為，貿易及其他應收款項的賬面值與其公平值相若。

The directors consider that the carrying amounts of trade and other receivables approximate their fair values.

本集團的政策是向其客戶提供平均90天的信貸期。

The Group has a policy of allowing an average credit period of 90 days to its customers.

本集團並無就該等結餘持有任何抵押品。

The Group does not hold any collateral over these balances.

根據發票日期，於報告期末，本集團的貿易應收款項及應收票據(扣除虧損撥備)賬齡分析如下：

Based on the invoice date, the ageing analysis of the trade and bills receivables (net of loss allowance) of the Group as at the end of the reporting period is as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
90天或以下	90 days or below	20,146	19,551
91至180天	91-180 days	7,006	7,397
181至365天	181-365 days	7,935	11,935
		35,087	38,883

於二零二二年十二月三十一日，15,456,000美元(二零二一年：19,249,000美元)的若干應收票據已質押予銀行以為一間同系附屬公司之銀行借款作抵押(附註36(e))。

As at 31 December 2022, certain bills receivables of US\$15,456,000 (2021: US\$19,249,000) were pledged to secure for bank borrowings of a fellow subsidiary (Note 36(e)).

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

23. 向一間聯營公司的貸款

該款項為無抵押、免息且須按要求償還。董事認為此結餘的賬面值與其公平值相若。

於二零二二年十二月三十一日，已就向一間聯營公司的貸款的賬面值作出撥備，其累計虧損撥備確認為925,000美元（二零二一年：964,000美元）。

23. Loan to an Associate

The amount due is unsecured, interest-free and repayable on demand. The directors consider that the carrying amount of this balance approximates its fair value.

As at 31 December 2022, accumulated loss allowance recognised on loan to an associate of US\$925,000 (2021: US\$964,000) were made against the carrying amount of loan to an associate.

24. 已抵押銀行存款／受限制銀行存款／現金及現金等價物

24. Pledged Bank Deposits/Restricted Bank Deposits/Cash and Cash Equivalents

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
現金及銀行結餘	Cash and bank balances	76,305	48,489
減：已抵押銀行存款	Less: pledged bank deposits	(9,814)	(15,944)
減：受限制銀行存款	Less: restricted bank deposits	(15,165)	–
現金及現金等價物	Cash and cash equivalents	51,326	32,545

現金及現金等價物包括銀行及手頭現金以及原到期日在三個月或以下的短期定期存款。銀行現金根據每日銀行存款利率按浮動利率計息。短期定期存款存入銀行並按市場利率賺取利息。

於二零二二年及二零二一年十二月三十一日的已抵押銀行存款指本集團為取得本集團若干銀行融資（附註27）及一間同系附屬公司之銀行借款（附註36(e））而抵押的銀行存款。

受限制銀行存款指根據相互擔保協議從CIH收到並存入指定銀行賬戶作為CIH反擔保的抵押的現金存款。於二零二二年十二月三十一日，受限制銀行存款結餘與此相互擔保協議項下一間同系附屬公司之銀行借款有關（附註36(e））。

於二零二二年十二月三十一日，本集團的現金及銀行結餘包括53,455,000美元（二零二一年：48,189,000美元）的銀行結餘，該結餘以人民幣計值。人民幣並非自由兌換的貨幣。

Cash and cash equivalents comprise cash at banks and in hand, and short-term time deposits with an original maturity of three months or less. Cash at banks earn interest at floating rates based on daily bank deposits rates. Short-term time deposits are placed with banks and earn interest at market interest rates.

Pledged bank deposits represent the Group's bank deposits pledged to secure for certain banking facilities of the Group (Note 27) and bank borrowings of a fellow subsidiary (Note 36(e)) as at 31 December 2022 and 2021.

Restricted bank deposits represent the cash deposits received from CIH placed in designated bank accounts as security under the CIH's counter guarantee pursuant to the cross guarantee agreement. As at 31 December 2022, the balance of restricted bank deposits was correlated to the bank borrowing of a fellow subsidiary under this cross guarantee agreement (Note 36(e)).

As at 31 December 2022, included in cash and bank balances of the Group was bank balances of US\$53,455,000 (2021: US\$48,189,000) denominated in RMB. RMB is not a freely convertible currency.

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

25. 股本

25. Share Capital

		股份數目 Number of shares	金額 Amount 千美元 US\$'000
股本：	Share capital:		
法定：	Authorised:		
於二零二一年一月一日、	At 1 January 2021,		
二零二一年十二月三十一日及	31 December 2021 and		
二零二二年十二月三十一日	31 December 2022	20,000,000	200,000
已發行及繳足：	Issued and fully paid:		
於二零二一年一月一日	At 1 January 2021	397,172,000	3,972
註銷已回購的股份	Cancellation of shares repurchased	(19,858,000)	(199)
於二零二一年十二月三十一日及	At 31 December 2021 and		
二零二二年一月一日	1 January 2022	377,314,000	3,773
配售新股份(附註(a))	Placing of new shares (Note (a))	49,520,000	495
註銷已回購的股份(附註26)	Cancellation of shares repurchased (Note 26)	(6,400,000)	(64)
於二零二二年十二月三十一日	At 31 December 2022	420,434,000	4,204
庫存股份：	Treasury shares:		
於二零二一年一月一日	At 1 January 2021	—	—
股份回購(附註26)	Shares repurchase (Note 26)	19,858,000	5,650
註銷已回購的股份(附註26)	Cancellation of shares repurchased (Note 26)	(19,858,000)	(5,650)
於二零二一年十二月三十一日及	At 31 December 2021 and		
二零二二年一月一日	1 January 2022	—	—
股份回購(附註26)	Shares repurchase (Note 26)	18,478,000	3,632
註銷已回購的股份(附註26)	Cancellation of shares repurchased (Note 26)	(6,400,000)	(1,282)
於二零二二年十二月三十一日	At 31 December 2022	12,078,000	2,350

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

25. 股本(續)

附註：

- (a) 於二零二二年四月七日，本公司與承配人訂立認購協議。據此，承配人已有條件同意認購而本公司已有條件同意配發及發行合共49,520,000股配售股份，配售價為每股配售股份1.20港元。配售49,520,000股股份已於二零二二年四月二十日完成。扣除相關開支後所得款項淨額約為59,154,000港元(相當於約7,618,000美元)。因此，本公司股本增加約495,000美元，所得款項淨額餘額約7,123,000美元已於股份溢價賬入賬。

26. 儲備

本集團

股份溢價指超過已配發股份面值的差額。

外匯儲備指換算外國附屬公司財務報表的匯兌差額。

法定儲備指按照中國有關法例規定，將中國附屬公司的溢利分配至不可分派儲備金賬。

庫存股份指已回購但未註銷股份。截至二零二二年十二月三十一日止年度，本公司於聯交所以總代價28,504,000港元(相當於約3,632,000美元)(二零二一年：43,897,000港元(相當於約5,650,000美元))回購18,478,000股(二零二一年：19,858,000股)其本身普通股(附註25)。

約1,282,000美元(二零二一年：5,650,000美元)的6,400,000股回購股份已於二零二二年十二月三十一日止年度註銷。

於報告期末後，本公司進一步於聯交所回購430,000股其本身普通股，總代價為645,000港元(相當於約83,000美元)，並註銷該等全部本公司持作庫存股份的12,508,000股股份。

25. Share Capital (Continued)

Note:

- (a) On 7 April 2022, the Company and the placees entered into the subscription agreements, pursuant to which the placees conditionally agreed to subscribe and the Company conditionally agreed to allot and issue a total of 49,520,000 placing shares at a placing price of HK\$1.20 per placing share. The placing of 49,520,000 shares was completed on 20 April 2022. The net proceeds after deducting the related expenses amounted to approximately HK\$59,154,000 (equivalent to approximately US\$7,618,000). Accordingly, the Company's share capital increased by approximately US\$495,000 and the remaining balance of the net proceeds of approximately US\$7,123,000 was credited to the share premium account.

26. Reserves

Group

Share premium represents the excess over the nominal value for shares allotted.

Foreign exchange reserve represents exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Statutory reserve represents appropriation of profits of the PRC subsidiaries to non-distributable reserve fund account as required by the relevant PRC statute.

Treasury shares represent the shares repurchased but not yet cancelled. During the year ended 31 December 2022, the Company repurchased 18,478,000 (2021: 19,858,000) shares of its own ordinary shares on the Stock Exchange at an aggregate consideration of HK\$28,504,000 (equivalent to approximately US\$3,632,000) (2021: HK\$43,897,000 (equivalent to approximately US\$5,650,000)) (Note 25).

6,400,000 shares of repurchase shares amounting to approximately US\$1,282,000 (2021: US\$5,650,000) were cancelled by the Company during the year ended 31 December 2022.

Subsequent to the end of the reporting period, the Company further repurchased 430,000 shares of its own ordinary shares on the Stock Exchange at an aggregate consideration of HK\$645,000 (equivalent to approximately US\$83,000) and all of these 12,508,000 treasury shares held by the Company were cancelled.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

26. 儲備(續)
本公司26. Reserves (Continued)
Company

		股份溢價 Share premium 千美元 US\$'000	庫存股份 Treasury shares 千美元 US\$'000	保留溢利 Retained profits 千美元 US\$'000	總計 Total 千美元 US\$'000
截至二零二一年十二月三十一日止年度 Year ended 31 December 2021					
於二零二一年一月一日	At 1 January 2021	16,750	—	7,422	24,172
股息(附註13)	Dividends (Note 13)	—	—	(76,865)	(76,865)
股份回購	Shares repurchase	—	(5,650)	—	(5,650)
註銷已回購的股份	Cancellation of shares repurchased	(5,451)	5,650	—	199
與擁有人進行交易	Transactions with owners	(5,451)	—	(76,865)	(82,316)
年度溢利	Profit for the year	—	—	101,290	101,290
年度其他全面收益	Other comprehensive income for the year	—	—	—	—
年度全面收益總額	Total comprehensive income for the year	—	—	101,290	101,290
於二零二一年十二月三十一日	At 31 December 2021	11,299	—	31,847	43,146
截至二零二二年十二月三十一日止年度 Year ended 31 December 2022					
於二零二二年一月一日	At 1 January 2022	11,299	—	31,847	43,146
配售新股份(附註25(a))	Placing of new shares (Note 25(a))	7,123	—	—	7,123
股份回購	Shares repurchase	—	(3,632)	—	(3,632)
註銷已回購的股份	Cancellation of shares repurchased	(1,218)	1,282	—	64
與擁有人進行交易	Transactions with owners	5,905	(2,350)	—	3,555
年度溢利	Profit for the year	—	—	173	173
年度其他全面收益	Other comprehensive income for the year	—	—	—	—
年度全面收益總額	Total comprehensive income for the year	—	—	173	173
於二零二二年十二月三十一日	At 31 December 2022	17,204	(2,350)	32,020	46,874

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27. 借款

27. Borrowings

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
定息及無抵押銀行借款	Fixed-rate and unsecured bank borrowings	18,235	24,687

本集團的銀行借款按攤銷成本列賬，並在一年內償還。於二零二二年十二月三十一日，並無借款包含須按要求償還條款（二零二一年：無）。

The Group's bank borrowings are carried at amortised cost and due for repayment within one year. There were no borrowings contain a repayment on demand clause as at 31 December 2022 (2021: Nil).

於二零二二年及二零二一年十二月三十一日，若干銀行融資須待與本集團若干財務狀況比率相關的契諾獲履行後方可作實，有關安排於金融機構的借款安排中屬常見。倘本集團違反契諾，已提取的融資須按要求償還。

As at 31 December 2022 and 2021, certain banking facilities are subject to the fulfillment of covenants relating to certain financial position ratios of the Group, as are commonly found in lending arrangements with financial institutions. If the Group breaches the covenants, the drawn down facilities would become repayable on demand.

本集團定期監控有關契諾迄今的遵守情況，按照定期貸款的償還時間表還款。本集團認為只要本集團繼續符合該等規定，銀行不大可能行使其酌情權要求還款。於二零二二年及二零二一年十二月三十一日，並無違反已提取融資的相關契諾。

The Group regularly monitors its compliance with these covenants, up to date, makes repayments in accordance with the repayment schedule of the term loans. The Group does not consider it is probable that the bank will exercise its discretion to demand repayment for as long as the Group continues to meet these requirements. As at 31 December 2022 and 2021, none of the covenants relating to drawn down facilities had been breached.

銀行借款的賬面值以下列貨幣計值：

The carrying amounts of bank borrowings are denominated in the following currencies:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
以下各項表示：	Represented by:		
人民幣借款	Borrowings in RMB	18,235	24,687

以下各項表示：

Represented by:
Borrowings in RMB

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
實際年利率：	Effective interest rate per annum:		
銀行借款	Bank borrowings	4.02%	4.68%

實際年利率：
銀行借款

Effective interest rate per annum:
Bank borrowings

4.02% 4.68%

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27. 借款(續)

於二零二二年十二月三十一日，本集團擁有已抵押銀行存款9,792,000美元(二零二一年：13,136,000美元)作為本集團銀行融資的抵押(附註24)。

如附註36(e)所述，本集團與本公司同系附屬公司於二零一六年六月、二零一九年五月及二零二二年五月訂立相互擔保協議，並同意就協議各方的銀行貸款提供擔保。於二零二二年十二月三十一日，14,646,000美元(二零二一年：19,135,000美元)的無抵押銀行借款由同系附屬公司提供擔保。餘下無抵押銀行借款3,589,000美元(二零二一年：5,552,000美元)由本公司或本集團若干附屬公司擔保。

融資活動產生之負債對賬如下：

27. Borrowings (Continued)

The Group had pledged certain bank deposits of US\$9,792,000 (2021: US\$13,136,000) to secure for the banking facilities of the Group as at 31 December 2022 (Note 24).

As explained in Note 36(e), the Group and a fellow subsidiary of the Company entered into cross guarantee agreements in June 2016, May 2019 and May 2022, and agreed to provide guarantees to banks in relation to the banking facilities of each other. As at 31 December 2022, the unsecured bank borrowings of US\$14,646,000 (2021: US\$19,135,000) was guaranteed by the fellow subsidiary. The remaining balance of unsecured bank borrowings of US\$3,589,000 (2021: US\$5,552,000) were guaranteed by the Company or certain subsidiaries of the Group.

Reconciliation of liabilities arising from financing activities:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
於一月一日	At 1 January	24,687	31,424
現金流量變動：	Changes from cash flows:		
借款所得之款項	Proceeds from borrowings	29,450	36,570
償還借款之款項	Repayment of borrowings	(33,948)	(43,944)
		(4,498)	(7,374)
匯兌調整	Exchange adjustment	(1,954)	637
於十二月三十一日	At 31 December	18,235	24,687

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28. 遞延稅項資產／負債

以下為就財務報告而言的遞延稅項結餘分析：

28. Deferred Tax Assets/Liabilities

The following is the analysis of deferred tax balances for financial reporting purposes:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
遞延稅項資產	Deferred tax assets	859	—
遞延稅項負債	Deferred tax liabilities	(2,012)	(2,032)
		(1,153)	(2,032)

以下為於本年度及過往年度確認之主要遞延稅項負債及資產以及其變動：

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

		未分派盈利的 中國預扣稅 PRC withholding tax on undistributed earnings 千美元 US\$'000	遞延 開發成本 Deferred development costs 千美元 US\$'000	存貨的 未變現溢利 Unrealised profits on inventories 千美元 US\$'000	稅項虧損 Tax losses 千美元 US\$'000	其他 Others 千美元 US\$'000	總計 Total 千美元 US\$'000
截至二零二一年十二月三十一日止年度	Year ended 31 December 2021						
於二零二一年一月一日	At 1 January 2021	181	1,584	—	—	1,462	3,227
匯兌調整	Exchange adjustment	—	39	—	—	(10)	29
於損益扣除／(記入)(附註12)	Charged/(Credited) to profit or loss (Note 12)	—	193	—	—	(1,417)	(1,224)
於二零二一年十二月三十一日	At 31 December 2021	181	1,816	—	—	35	2,032
截至二零二二年十二月三十一日止年度	Year ended 31 December 2022						
於二零二二年一月一日	At 1 January 2022	181	1,816	—	—	35	2,032
匯兌調整	Exchange adjustment	—	(159)	13	5	—	(141)
於損益扣除／(記入)(附註12)	Charged/(Credited) to profit or loss (Note 12)	—	174	(704)	(173)	(35)	(738)
於二零二二年十二月三十一日	At 31 December 2022	181	1,831	(691)	(168)	—	1,153

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28. 遞延稅項資產／負債(續)

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取溢利而宣派的股息須繳納預扣稅。綜合財務報表內並未就中國附屬公司的54,674,000美元(二零二一年：46,640,000美元)累計溢利所產生的暫時差額作出遞延稅項撥備，原因在於本集團可控制暫時差額的撥回時間，且該等暫時差額可能不會於可預見將來撥回。

因為稅項虧損在一段時間內一直在虧損的附屬公司出現，以及因為未來利潤不可預測的情況下，因此尚未對相關稅項虧損於合併財務報表確認為遞延稅項資產。本集團於中國附屬公司產生的未動用稅項虧損約為6,411,000美元(二零二一年：15,199,000美元)。稅項虧損可從虧損發生年起結轉5年。

28. Deferred Tax Assets/Liabilities (Continued)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. 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 US\$54,674,000 (2021: US\$46,640,000) as the Group is able to control the timing of the reversal of the temporary differences, it is probable that the temporary differences will not be reversed in the foreseeable future.

Deferred tax asset in respect of tax losses has not been recognised in these consolidated financial statements as they have arisen in subsidiaries that have been loss-making for some time and the unpredictability of future profits streams. The Group has unused tax losses of approximately US\$6,411,000 (2021: US\$15,199,000) incurred by the subsidiaries in the PRC, which can be carried forward for 5 years from the year in which the losses were incurred.

29. 貿易及其他應付款項**29. Trade and Other Payables**

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
貿易應付款項	Trade payables	1,791	3,188
應付票據	Bills payables	12,004	14,547
財務擔保合約	Financial guarantee contract	—	481
收到最終控股公司的抵押金 (附註36(e))	Deposits received from ultimate holding company (Note 36 (e))	15,165	—
其他應付款項及應計款項	Other payables and accruals	10,188	8,373
		39,148	26,589

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29. 貿易及其他應付款項(續)

根據發票日期，於報告期末，本集團的貿易應付款項賬齡分析如下：

29. Trade and Other Payables (Continued)

Based on invoice date, the ageing analysis of the trade payables of the Group as at the end of the reporting period is as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
90日或以下	90 days or below	1,505	2,848
91至180日	91-180 days	14	40
181至365日	181-365 days	3	3
超過365日	Over 365 days	269	297
		1,791	3,188

董事認為，貿易及其他應付款項的賬面值與其公平值相若。

The directors consider that the carrying amounts of trade and other payables approximate their fair values.

30. 合約負債

30. Contract Liabilities

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
以下項目產生的合約負債： 商品銷售	Contract liabilities arising from: Sale of goods	168	77

合約負債變動

Movements in contract liabilities

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
於一月一日	At 1 January	77	296
因年內確認收益而導致年初計入合約負債的合約負債減少	Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(68)	(293)
因提前開票而導致的合約負債增加	Increase in contract liabilities as a result of billing in advance	169	70
匯兌調整	Exchange adjustment	(10)	4
於十二月三十一日	At 31 December	168	77

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31. 其他金融負債

31. Other Financial Liabilities

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
或然代價 — 按公平值	Contingent consideration, at fair value	1,307	1,247

於二零一四年三月二十八日，本公司的間接全資附屬公司朗生藥業(香港)有限公司(「朗生藥業」) (i)與諾華訂立資產購買協議，據此，諾華同意向朗生藥業轉讓受讓資產(包括與醫藥產品相關的技術、書籍及記錄、特定商標、商業信息及醫療信息，該醫藥產品包含特定的活性藥物成分，是以新適確得商標在國內(即中國(不包括香港、澳門及台灣))推廣及銷售的一款用於治療某些糖皮質類固醇反應性的炎性皮膚病的繼發感染的乳膏)；及(ii)訂立許可協議，以便發出關於醫藥產品在國內的許可，總現金代價為8,000,000美元首期付款，加總額最高為1,500,000美元的額外里程碑付款(與朗生藥業取得的銷售額掛鈎)(「或然代價」)。

本集團根據此或然代價安排可能須支付的全部未來付款的潛在未貼現金額介乎0美元至1,500,000美元。

或然代價於初始確認時指定為按公平值計入損益。於二零二二年及二零二一年十二月三十一日的或然代價之公平值計量，詳情見附註37(b)。

On 28 March 2014, Lansen Medicine (Hong Kong) Limited (“LMHK”), an indirect wholly-owned subsidiary of the Company, entered into (i) the asset purchase agreement with Novartis pursuant to which Novartis agrees to transfer to LMHK the transferred assets (including know-how, books and records, specified trademarks, commercial information and medical information relating to the pharmaceutical product which contains specific active pharmaceutical ingredients, and it is marketed and sold as a cream under trademark of Sicorten Plus in the territory (i.e. the PRC, excludes Hong Kong, Macau and Taiwan) for the treatment of certain corticosteroid-responsive inflammatory skin diseases secondary infection), and (ii) the licence agreement to grant the licences, relating to the pharmaceutical product in the territory for a total cash consideration comprising an upfront payment of US\$8,000,000, plus additional milestone payments of a total maximum US\$1,500,000, which are linked to sales achieved by LMHK (the “contingent consideration”).

The potential undiscounted amount of all future payments that the Group could be required to make under this contingent consideration arrangement is between US\$0 and US\$1,500,000.

The contingent consideration was designated upon initial recognition as at FVTPL. Refer to Note 37(b) for details of the fair value measurements of contingent consideration as at 31 December 2022 and 2021.

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32. 控股公司財務狀況表

32. Holding Company Statement of Financial Position

		附註 Notes	二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
於一間附屬公司的權益	Interest in a subsidiary		25,020	25,020
使用權資產	Right-of-use assets		30	30
			25,050	25,050
流動資產	Current assets			
應收附屬公司款項	Amount due from a subsidiary		—	12,582
其他應收款項	Other receivables		67	—
受限制銀行存款	Restricted bank deposits		15,165	—
現金及現金等價物	Cash and cash equivalents		19,531	9,591
			34,763	22,173
總資產	Total assets		59,813	47,223
權益及負債	EQUITY AND LIABILITIES			
資本及儲備	Capital and reserves			
本公司擁有人應佔權益	Equity attributable to owners of the Company			
股本	Share capital	25	4,204	3,773
股份溢價	Share premium	26	17,204	11,299
庫存股份	Treasury shares	26	(2,350)	—
保留溢利	Retained profits		32,020	31,847
總權益	Total equity		51,078	46,919
流動負債	Current liabilities			
應付附屬公司款項	Amount due to a subsidiary		8,425	—
租賃負債	Lease liability		30	30
應計款項	Accruals		280	274
總負債	Total liabilities		8,735	304
總權益及負債	Total equity and liabilities		59,813	47,223
流動資產淨值	Net current assets		26,028	21,869
總資產減流動負債	Total assets less current liabilities		51,078	46,919

代表董事會

On behalf of the directors

董事
Director
陳力
CHEN Li

董事
Director
劉雪姿
LIU Xuezi

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33. 本公司附屬公司詳情

附屬公司的一般資料

本公司附屬公司於報告期末的詳情如下：

33. Particulars of Subsidiaries of the Company

General information of the subsidiaries

Details of the Company's subsidiaries at the end of the reporting period are set out follows:

名稱 Name	註冊成立/ 成立地點 Place of incorporation/ establishment	主要營業地點 Principal place of business	已註冊/發行股本詳情 Particulars of registered/issued share capital	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
				二零二二年 2022	二零二一年 2021	
直接持有權益 Interests held directly						
朗生醫藥控股有限公司 (「朗生(BVI)」)	英屬處女群島 The BVI	香港 Hong Kong	29,491,360股每股面值 1美元的普通股 29,491,360 ordinary shares of US\$1 each	100%	100%	投資控股 Investment holding
Lansen Pharmaceutical Holdings Limited ("Lansen (BVI)")	The BVI	Hong Kong	29,491,360 ordinary shares of US\$1 each	100%	100%	Investment holding
間接持有權益 Interests held indirectly						
Brilliant Manufacture Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Brilliant Manufacture Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Flash Universal Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Flash Universal Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Horizon Network Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Horizon Network Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Magnificent Worldwide Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Magnificent Worldwide Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Beauty Sparkle Holdings Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Beauty Sparkle Holdings Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
朗生藥業諮詢(BVI)有限公司	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Lansen Medicine Consulting (BVI) Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
朗生藥業(BVI)有限公司	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100%	100%	投資控股 Investment holding
Lansen Medicine (BVI) Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
豐勤有限公司	香港(附註(e)) Hong Kong (Note (e))	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	—	100%	投資控股 Investment holding
Full Keen Limited	Hong Kong (Note (e))	Hong Kong	1 ordinary share of HK\$1	—	100%	Investment holding

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33. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

33. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

名稱 Name	註冊成立/ 成立地點 Place of incorporation/ establishment	主要營業地點 Principal place of business	已註冊/發行股本詳情 Particulars of registered/issued share capital	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
				二零二二年 2022	二零二一年 2021	
間接持有權益 Interests held indirectly						
朗生投資(香港)有限公司	香港	香港	100股面值100港元的普通股	100%	100%	投資控股
Lansen Investments (Hong Kong) Limited	Hong Kong	Hong Kong	100 ordinary shares of HK\$100	100%	100%	Investment holding
朗生醫藥(香港)有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Lansen Pharmaceutical (Hong Kong) Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
立華植物提取(香港)有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Liwah Plant Extract (Hong Kong) Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
萊丰國際有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Point Kin International Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
朗生藥業 LMHK	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100%	100%	醫藥業務 Pharmaceutical business
安美聯有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Perfection Link Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
寧波立華製藥有限公司 (「寧波立華」)	中國(附註(b))	中國	人民幣236,000,000元	100%	100%	醫藥業務
Ningbo Liwah Pharmaceutical Company Limited (「Ningbo Liwah」) [‡]	The PRC (Note (b))	The PRC	RMB236,000,000	100%	100%	Pharmaceutical business
寧波立華植物提取技術有限公司	中國(附註(b))	中國	人民幣28,000,000元	100%	100%	醫藥業務
Ningbo Liwah Plant Extraction Technology Limited [‡]	The PRC (Note (b))	The PRC	RMB28,000,000	100%	100%	Pharmaceutical business

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33. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

33. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

名稱 Name	註冊成立/ 成立地點 Place of incorporation/ establishment	主要營業地點 Principal place of business	已註冊/發行股本詳情 Particulars of registered/issued share capital	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
				二零二二年 2022	二零二一年 2021	
間接持有權益 Interests held indirectly						
寧波朗生醫藥有限公司 Ningbo Lansen Pharmaceutical Company Limited [#]	中國(附註(c)) The PRC (Note (c))	中國 The PRC	人民幣35,000,000元 RMB35,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
寧波朗生醫藥科技有限公司 Ningbo Lansen Pharmaceutical Technology Company Limited [#]	中國(附註(b)) The PRC (Note (b))	中國 The PRC	人民幣1,000,000元 RMB1,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
瀾聖國際貿易(上海)有限公司 Lansen (Shanghai) International Trading Co., Ltd. [#]	中國(附註(b)) The PRC (Note (b))	中國 The PRC	人民幣10,000,000元 RMB10,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
瀾聖國際貿易(北京)有限公司 Lansen (Beijing) International Trading Co., Ltd. [#]	中國(附註(a)) The PRC (Note (a))	中國 The PRC	人民幣2,000,000元 RMB2,000,000	100% 100%	100% 100%	美容業務 Cosmetic business
彩聯國際有限公司 Allied Choice International Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100% 100%	100% 100%	投資控股 Investment holding
朗生醫療美容科技(香港) 有限公司 Lansen Medibeauty Tech (Hong Kong) Limited	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	投資控股 Investment holding
浙江朗立藥業有限公司 (前稱寧波朗生醫療美容科技 有限公司) Zhejiang Langli Medicine Limited (formerly known as Ningbo Lansen Medibeauty Tech Limited) [#]	中國(附註(b)) The PRC (Note (b))	中國 The PRC	人民幣105,000,000元 RMB105,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business

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33. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

名稱 Name	註冊成立/ 成立地點 Place of incorporation/ establishment	主要營業地點 Principal place of business	已註冊/發行股本詳情 Particulars of registered/issued share capital	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
				二零二二年 2022	二零二一年 2021	
朗生(瑞士)醫藥諮詢有限公司 Lansen (Swiss) Medicine Consulting Limited	瑞士(附註(d)) Switzerland (Note (d))	瑞士 Switzerland	100,000瑞士法郎 Swiss Franc100,000	100% 100%	100% 100%	暫無營業 Inactive
寧波聖博睿醫美科技有限公司 Ningbo San Parietti Medibeauty Tech Limited [#]	中國(附註(b)及(e)) The PRC (Note (b) and (e))	中國 The PRC	人民幣5,000,000元 RMB5,000,000	— —	100% 100%	美容業務 Cosmetic business
北京聖博睿美容科技有限公司 Beijing San Parietti Beauty Tech Limited [#]	中國(附註(a)及(e)) The PRC (Note (a) and (e))	中國 The PRC	人民幣500,000元 RMB500,000	— —	100% 100%	美容業務 Cosmetic business

[#] 僅供識別之用

附註：

- (a) 於中國成立為有限公司
- (b) 於中國成立為外商獨資企業
- (c) 於中國成立為中外合資企業
- (d) 於瑞士成立為有限公司
- (e) 該等公司已於本年度被註銷

於報告期末概無任何附屬公司發行任何債務證券。

[#] For identification purpose only

Notes:

- (a) Established as a limited liability company in the PRC
- (b) Established as a wholly foreign owned enterprise in the PRC
- (c) Established as a sino-foreign equity joint venture in the PRC
- (d) Established as a limited liability company in Switzerland
- (e) These companies were de-registered during the year

None of the subsidiaries had issued any debt securities at the end of the reporting period.

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33. 本公司附屬公司詳情(續)

本集團的組成

主要業務

Principal activities

33. Particulars of Subsidiaries of the Company
(Continued)

Composition of the Group

註冊成立／成立地點

Place of incorporation/
establishment

全資附屬公司數目

Number of wholly-owned
subsidiaries二零二二年
2022二零二一年
2021

醫藥業務	中國	6	5
Pharmaceutical business	The PRC		
醫藥業務	香港	1	1
Pharmaceutical business	Hong Kong		
美容業務	中國	1	4
Cosmetic business	The PRC		
投資控股	香港	6	7
Investment holding	Hong Kong		
投資控股	英屬處女群島	9	9
Investment holding	The BVI		
暫無營業	瑞士	1	1
Inactive	Switzerland		
		24	27

34. 承擔

資本承擔

34. Commitments

Capital commitments

二零二二年
2022
千美元
US\$'000二零二一年
2021
千美元
US\$'000

收購以下各項的承擔：	Commitments for the acquisition of:		
無形資產	Intangible assets	116	179
物業、廠房及設備	Property, plant and equipment	—	37
		116	216

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35. 租賃負債

辦公場所、汽車及辦公設備

35. Lease Liabilities

Office premise, motor vehicles and office equipment

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
添置	Additions	347	266
利息開支	Interest expense	22	47
租賃付款	Lease payments	442	528

未來租賃付款的到期情況如下：

Future lease payments are due as follows:

於二零二二年十二月三十一日 At 31 December 2022		最低租賃付款 Minimum lease payments 千美元 US\$'000	利息 Interest 千美元 US\$'000	現值 Present value 千美元 US\$'000
一年內	Within one year	340	10	330
超過一年但不超過兩年	Later than one year and not later than two years	31	—	31
		371	10	361

於二零二一年十二月三十一日 At 31 December 2021		最低租賃付款 Minimum lease payments 千美元 US\$'000	利息 Interest 千美元 US\$'000	現值 Present value 千美元 US\$'000
一年內	Within one year	353	17	336
超過一年但不超過兩年	Later than one year and not later than two years	209	5	204
		562	22	540

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

35. 租賃負債(續)

辦公場所、汽車及辦公設備(續)

融資活動產生之負債對賬如下：

35. Lease Liabilities (Continued)

Office premise, motor vehicles and office equipment (Continued)

Reconciliation of liabilities arising from financing activities:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
於一月一日	At 1 January	540	1,176
現金流量變動：	Change from cash flows:		
償還租賃負債的本金部分	Repayment of principal portion of lease liabilities	(420)	(481)
償還租賃負債的利息部份	Repayment of interest portion of lease liabilities	(22)	(47)
其他變動：	Other changes:		
增加	Additions	347	266
利息(附註9)	Interest (Note 9)	22	47
提前終止租賃	Early termination of lease	(72)	(198)
出售附屬公司	Disposal of subsidiaries	—	(243)
匯兌調整	Exchange adjustment	(34)	20
於十二月三十一日	At 31 December	361	540

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36. 關連方交易

年內，本集團與關連方訂立下列重大交易：

36. Related Party Transactions

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

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
<i>買賣交易：</i>	<i>Trading transactions:</i>		
向聯營公司購買貨品(附註(a))	Purchase of goods from associates (Note (a))	—	64
向同系附屬公司出售貨品 (附註(a))	Sale of goods to a fellow subsidiary (Note (a))	—	113
應付聯營公司委託費(附註(b))	Entrusted fee payable to an associate (Note (b))	65	185
應收聯營公司加工費(附註(c))	Processing fee receivable from an associate (Note (c))	68	44
<i>其他交易：</i>	<i>Other transactions:</i>		
已付同系附屬公司租金開支	Rental expenses paid to a fellow subsidiary	11	58
結算同系附屬公司租賃負債	Settlement of lease liabilities to a fellow subsidiary	123	31
已付聯營公司諮詢費 (附註(d))	Consultancy fee paid to an associate (Note (d))	171	93
應收聯營公司諮詢費	Consultancy fee receivable from an associate	21	2
應收同系附屬公司服務費	Service fee receivable from fellow subsidiaries	77	67
應付同系附屬公司的相互擔保 佣金費用(附註(e))	Cross guarantee commission fee payable to a fellow subsidiary (Note (e))	96	101
應收同系附屬公司的相互擔保 佣金收入(附註(e))	Cross guarantee commission income receivable from a fellow subsidiary (Note (e))	82	101

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36. 關連方交易 (續)

下列結餘 (扣除虧損撥備) 於報告期末尚未清償：

36. Related Party Transactions (Continued)

The following balances (net of loss allowance) were outstanding at the end of the reporting period:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
聯營公司欠款 (附註(f))	Amounts owed by associates (Note (f))	309	—
向一間聯營公司的貸款 (附註23)	Loan to an associate (Note 23)	8,974	8,855
同系附屬公司欠款 (附註(f))	Amounts owed by fellow subsidiaries (Note (f))	—	8,828
欠一間同系附屬公司的款項 收到最終控股公司的抵押金 (附註29)	Amount owed to a fellow subsidiary Deposits received from ultimate holding company (Note 29)	(14) (15,165)	—

附註：

(a) 截至二零二一年十二月三十一日，本集團向強微特購買約64,000美元的貨品。

截至二零二一年十二月三十一日，本集團向本公司的同系附屬公司長春博泰醫藥生物技術有限公司出售約113,000美元的貨品。

(b) 根據二零一六年九月二十日萃健和朗生(BVI)簽訂的委託加工框架協議 (「委託加工框架協議」)，萃健可以要求朗生(BVI)及其附屬公司 (「朗生(BVI)」集團) 與客戶簽署加工訂單合約。向客戶收取之費用與加工產品的全部成本加10%的加成後之差額支付萃健作為委託費。

(c) 根據委託加工框架協議，萃健可委託朗生(BVI)集團加工植物提取產品。加工費以成本加成方式為定價基礎，金額相當於加工產品的全部成本加10%的加成。

(d) 諮詢費用是支付給萃健為植物提取產品提供諮詢服務。

Notes:

(a) During the year ended 31 December 2021, the Group acquired goods of approximately US\$64,000 from Robustnique.

During the year ended 31 December 2021, the Group sold goods of approximately US\$113,000 to Changchun Botai Pharmaceutical Biotechnology Co., Ltd, a fellow subsidiary of the Company.

(b) Pursuant to the entrusted processing framework agreement signed between Natural Dailyhealth and Lansen (BVI) on 20 September 2016 (the "Entrusted Processing Framework Agreement"), Natural Dailyhealth may request Lansen (BVI) and its subsidiaries (the "Lansen (BVI) Group") to enter into the processing order contracts with customers. An entrusted fee was payable to Natural Dailyhealth for the difference between the amounts received from customers and the costs incurred in relation to the processing of the products plus a mark-up rate of 10%.

(c) Pursuant to the Entrusted Processing Framework Agreement, Natural Dailyhealth may entrust Lansen (BVI) Group for the processing of the plant extract products. The processing fee is charged on a cost-plus basis, representing all costs incurred in relation to the processing of the products plus a mark-up rate of 10%.

(d) Consultancy fee was paid to Natural Dailyhealth for the consultancy services acquired for the plant extract products.

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36. 關連方交易(續)

附註：(續)

- (e) 於二零一六年六月二十四日，寧波立華、吉林海資生物工程技術有限公司(「吉林海資」)，本公司同系附屬公司及朗生(BVI)訂立相互擔保協議，據此，於二零一六年七月一日至二零一九年六月三十日就協議各方的銀行貸款提供擔保或促使其附屬公司提供擔保。佣金費用將就另一方所擔保的貸款向各方收取。

於二零一九年五月三日，寧波立華、吉林海資及朗生(BVI)訂立續期協議以延長相互擔保安排，據此，於二零一九年七月一日至二零二二年六月三十日就協議各方的銀行貸款提供擔保或促使其附屬公司提供擔保。佣金費用將就另一方所擔保的貸款向各方收取。

於二零二二年五月二十六日，CIH、寧波立華、吉林海資及朗生(BVI)進一步延長相互擔保安排，據此，於二零二二年七月一日至二零二五年六月三十日(「有效期」)就寧波立華、吉林海資及朗生(BVI)的銀行貸款提供擔保或促使其附屬公司提供擔保。此外，CIH已同意提供反擔保(以現金存款作抵押及不附帶任何費用)，據此，CIH已同意就吉林海資於有效期內因未能償還已取得或將取得的銀行融資而產生的所有負債、虧損、損害、開支、成本及稅項(如有)向朗生(BVI)集團作出全數彌償，而朗生(BVI)集團須負責償還有關款項。佣金費用將就另一方所擔保的貸款向各方收取。

於二零二二年十二月三十一日，吉林海資所提取賬面值為14,358,000美元(相當於約人民幣100,000,000元)(二零二一年：20,390,000美元(相當於約人民幣130,000,000元))的銀行借款乃由本集團以15,456,000美元(相當於約人民幣107,643,000元)(二零二一年：19,249,000美元(相當於約人民幣122,727,000元))(附註22)的應收票據及22,000美元(相當於約人民幣154,000元)銀行存款抵押(二零二一年：2,797,000美元(相當於約人民幣17,836,000元))。於二零二二年十二月三十一日，本集團根據相互擔保協議項下的CIH反擔保從CIH收到並存入指定銀行賬戶(附註24)作為的抵押的現金存款約15,165,000美元(附註29)。另一方面，於二零二二年十二月三十一日，就吉林海資擔保之人民幣130,000,000元之銀行融資，本集團已提取14,646,000美元(相當於約人民幣102,000,000元)(二零二一年：19,135,000美元(相當於約人民幣122,000,000元))。

本集團提供的財務擔保的虧損撥備是透過估計現金短缺額來衡量，現金短缺是基於彌補銀行信貸虧損而向銀行償還的預期款項，減去本集團預期從吉林海資獲得的任何款項。截至二零二二年十二月三十一日止年度，本集團確認的虧損撥備撥回為454,000美元(二零二一年：515,000美元)。

36. Related Party Transactions (Continued)

Notes: (Continued)

- (e) On 24 June 2016, Ningbo Liwah, Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Company and Lansen (BVI) entered into a cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of each other from 1 July 2016 to 30 June 2019. Commission fee would be charged to a party in respect of a loan which is guaranteed by another party.

On 3 May 2019, Ningbo Liwah, Jilin Haizi and Lansen (BVI) entered into a renewal agreement to extend the cross guarantee arrangement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of each other from 1 July 2019 to 30 June 2022. Commission fee is charged on a loan which is guaranteed by another party.

On 26 May 2022, CIH, Ningbo Liwah, Jilin Haizi and Lansen (BVI) further extended the cross guarantee arrangement, pursuant to which Jilin Haizi and Lansen (BVI) may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of Ningbo Liwah, Jilin Haizi and Lansen (BVI) from 1 July 2022 to 30 June 2025 (the "Effective Period"). In addition, CIH has agreed to provide a counter guarantee (secured by the cash deposit and without any charges) under which CIH has agreed to indemnify Lansen (BVI) Group fully for all liabilities, losses, damages, expenses, costs and taxes (if any) as a result of any default in the repayment of the bank facilities obtained or to be obtained by Jilin Haizi during the Effective Period and Lansen (BVI) Group becomes responsible for such repayment. Commission fee is charged on a loan which is guaranteed by another party.

As at 31 December 2022, the bank borrowings with carrying amount of US\$14,358,000 (equivalent to approximately RMB100,000,000) (2021: US\$20,390,000 (equivalent to approximately RMB130,000,000)) drawn by Jilin Haizi was guaranteed by the Group together with the collateral including bill receivables of US\$15,456,000 (equivalent to approximately RMB107,643,000) (2021: US\$19,249,000 (equivalent to approximately RMB122,727,000)) (Note 22) and bank deposit of US\$22,000 (equivalent to approximately RMB154,000) (2021: US\$2,797,000 (equivalent to approximately RMB17,836,000)) was pledged. As at 31 December 2022, the Group received deposits of approximately US\$15,165,000 from CIH as security (Note 29) and placed in designated bank accounts (Note 24) under the CIH's counter guarantee pursuant to the cross guarantee agreement. On the other hand, banking facilities of RMB130,000,000 was guaranteed by Jilin Haizi and an amount of US\$14,646,000 (equivalent to approximately RMB102,000,000), was drawn down by the Group as at 31 December 2022 (2021: US\$19,135,000 (equivalent to approximately RMB122,000,000)).

Loss allowance of financial guarantee provided by the Group is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the banks for a credit loss that it incurs less any amounts that the Group expects to receive from Jilin Haizi. During the year ended 31 December 2022, loss allowance of US\$454,000 (2021: 515,000) was reversed.

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

36. 關連方交易 (續)

附註：(續)

- (f) 欠款指本集團就將購買貨品或將購買加工服務的墊款。欠款為無抵押、免息及須應要求償還及計入其他應收款中。截至二零二二年及二零二一年十二月三十一日止年度內，無就關連方交易提供或獲得任何擔保。於二零二二年十二月三十一日，就聯營公司欠款確認虧損撥備32,000美元(二零二一年：無)。此外，就同系附屬公司欠款無確認虧損撥備，該欠款已於本年度內全數結清(二零二一年：就同系附屬公司欠款已確認虧損撥備149,000美元)。

本公司董事認為，以上關連方交易乃按正常商業條款在一般日常業務中進行。

主要管理人員薪酬指附註11所披露支付予本公司董事的金額。

37. 風險管理

本集團面對來自其經營及投資活動的多項財務風險。本集團的風險管理於其總部協調，並與董事緊密合作，積極集中確保本集團的短期至中期現金流量。

信貸風險

本集團的信貸風險主要來自貿易及其他應收款項。綜合財務狀況表呈列的金額已扣除應收賬款的虧損撥備，此乃經本集團管理層根據過往信貸虧損經驗及前瞻性資料，如經濟環境的評估得出。

為減低信貸風險，本集團管理層已訂立信貸政策，指派團隊負責釐定信貸限額、信貸審批及其他監控過程，以確保採取跟進行動收回逾期債項。

於二零二二年十二月三十一日，沒有外部客戶佔貿易應收款項總額10%或以上(二零二一年：一位)。

流動資金信貸風險有限，皆因對手方是知名銀行。

本集團自過往年度以來一直遵守信貸政策，並認為該等信貸政策一直將本集團的信貸風險控制於合理程度。

36. Related Party Transactions (Continued)

Notes: (Continued)

- (f) The amounts due represented the advances by the Group on the goods to be purchased or processing services to be acquired. The amounts due are unsecured, interest-free and repayable on demand and included in other receivables. The Group did not give or receive any guarantee during the years ended 31 December 2022 and 2021 for the related party transactions. As at 31 December 2022, loss allowance of US\$32,000 (2021: Nil) was recognised against the amounts owed by an associate. In addition, no loss allowance was recognised against the amounts owed by fellow subsidiaries, which has been fully settled during the year (2021: loss allowance of US\$149,000 was recognised against the amounts owed by fellow subsidiaries).

The directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary and usual course of business.

Remuneration for key management personnel represents amounts paid to the Company's directors as disclosed in Note 11.

37. Risk Management

The Group is exposed to a variety of financial risks which result from its operating and investing activities. The Group's risk management is coordinated at its headquarters in close cooperation with the directors and focuses on actively securing the Group's short to medium term cash flows.

Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. The amounts presented in the consolidated statement of financial position are net of loss allowances of receivables, estimated by the Group's management based on historical credit loss experience and their assessment of the forward looking information i.e. economic environment.

In order to minimise the credit risk, management of the Group has formulated a credit policy and 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.

No external customer contributed 10% or more of total trade receivables as at 31 December 2022 (2021: one).

The credit risk on liquid funds is limited because the counterparties are reputable banks.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

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Notes to the Consolidated Financial Statements

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37. 風險管理 (續)

信貸風險 (續)

貿易應收款項

本集團按相等於全期預期信貸虧損之金額計量貿易應收款項虧損撥備，有關金額乃使用撥備矩陣計算得出。鑑於本集團過往的信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態的虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

下表載列於二零二二年及二零二一年十二月三十一日本集團面臨信貸風險的資料及貿易應收款項的虧損撥備：

於二零二二年十二月三十一日 At 31 December 2022

		賬面總值 千美元 Gross carrying amount US\$'000	預期虧損率 % Expected loss rate %	虧損撥備 千美元 Loss allowance US\$'000
即期及逾期1至90天	Current and past due over 1–90 days	15,617	1.17	183
逾期91至275天	Past due over 91–275 days	375	40.27	151
逾期超過275天	Past due over 275 days	438	100.00	438
		16,430		772

於二零二一年十二月三十一日 At 31 December 2021

		賬面總值 千美元 Gross carrying amount US\$'000	預期虧損率 % Expected loss rate %	虧損撥備 千美元 Loss allowance US\$'000
即期及逾期1至90天	Current and past due over 1–90 days	15,392	1.10	169
逾期91至275天	Past due over 91–275 days	75	36.00	27
逾期超過275天	Past due over 275 days	487	100.00	487
		15,954		683

37. Risk Management (Continued)

Credit risk (Continued)

Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following tables provide information about the Group's exposure to credit risk and loss allowance for trade receivables as at 31 December 2022 and 2021:

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37. 風險管理 (續)**信貸風險 (續)****貿易應收款項 (續)**

預期虧損率乃根據過往3年的實際虧損經驗預計。該等比率會作出調整以反映已蒐集歷史數據的期間的經濟狀況、當前狀況及本集團對應收款項預期年期的經濟狀況的觀點及前瞻性資料的差異。

未逾期的貿易應收款項與近期並無違約記錄的廣泛客戶有關。

已逾期的貿易應收款項與和本集團擁有良好往績記錄的若干獨立客戶有關。基於可獲取資料，管理層相信該等客戶的信貸質素並無發生重大變動且結餘仍被視為可收回。

年內有關貿易應收款項虧損撥備賬之變動如下：

37. Risk Management (Continued)**Credit risk (Continued)****Trade receivables (Continued)**

Expected loss rates are estimated based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables and forward-looking information.

Trade receivables that were not past due related to a wide range of customers for whom there was no recent history of default.

Trade receivables that were past due related to a number of independent customers that had a good track record with the Group. Based on available information, management believed that there had been no significant change in credit quality of these customers and their balances were still considered to be recoverable.

Movement in the loss allowance account of trade receivables during the year is as follows:

		千美元 US\$'000
截至二零二一年十二月三十一日止年度	Year ended 31 December 2021	
於二零二一年一月一日	At 1 January 2021	758
匯兌調整	Exchange adjustment	17
虧損撥備撥回	Reversal of loss allowance	(92)
於二零二一年十二月三十一日	At 31 December 2021	683
截至二零二二年十二月三十一日止年度	Year ended 31 December 2022	
於二零二二年一月一日	At 1 January 2022	683
匯兌調整	Exchange adjustment	(62)
虧損撥備	Loss allowance	174
視作不可收回而撇銷	Written off as uncollectible	(23)
於二零二二年十二月三十一日	At 31 December 2022	772

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截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

信貸風險 (續)

其他應收款項

本集團按12個月預期信貸虧損計量其他應收款項虧損撥備(包括聯營公司/同系附屬公司欠款)：

其他應收款項乃經扣除虧損撥備後呈列。於二零二二年十二月三十一日，參照相應債務人的信貸評級，該等其他應收款項確認累計虧損撥備71,000美元(二零二一年：276,000美元)。本集團並無就該等結餘持有任何抵押品。

年內本集團其他應收款項的虧損撥備賬變動如下：

37. Risk Management (Continued)

Credit risk (Continued)

Other receivables

The Group measures loss allowance for other receivables (including amounts owed by associates/fellow subsidiaries) based on 12 months ECLs:

Other receivables are shown net of loss allowance. As at 31 December 2022, accumulated loss allowance of US\$71,000 (2021: US\$276,000) was recognised for other receivables with reference to the corresponding debtor's credit rating. The Group does not hold any collateral over these balances.

Movement in the loss allowance account of other receivables during the year is as follows:

		千美元 US\$'000
截至二零二一年十二月三十一日止年度	Year ended 31 December 2021	
於二零二一年一月一日	At 1 January 2021	445
匯兌調整	Exchange adjustment	8
虧損撥備撥回	Reversal of loss allowance	(177)
		<hr/>
於二零二一年十二月三十一日	At 31 December 2021	276
截至二零二二年十二月三十一日止年度	Year ended 31 December 2022	
於二零二二年一月一日	At 1 January 2022	276
匯兌調整	Exchange adjustment	(18)
虧損撥備撥回	Reversal of loss allowance	(108)
視作不可收回而撇銷	Written off as uncollectible	(79)
		<hr/>
於二零二二年十二月三十一日	At 31 December 2022	71

除減值金額外，上述資產均未逾期或減值。上述結餘內包括的金融資產與近期並無欠款記錄的應收款項有關。

Except for the amount impaired, none of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there was no recent history of default.

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37. 風險管理 (續)**信貸風險 (續)****向一間聯營公司的貸款**

本集團按全期預期信貸虧損計量向一間聯營公司的貸款虧損撥備。

向一間聯營公司的貸款乃經扣除虧損撥備後呈列。於二零二二年十二月三十一日，由於預期向一間聯營公司的貸款不會全數收回，故已就該等貸款確認累計虧損撥備925,000美元（二零二一年：964,000美元）。本集團並無就該等結餘持有任何抵押品。

年內本集團向一間聯營公司的貸款的虧損撥備賬變動如下：

		千美元 US\$'000
截至二零二一年十二月三十一日止年度	Year ended 31 December 2021	
於二零二一年一月一日	At 1 January 2021	693
匯兌調整	Exchange adjustment	19
虧損撥備	Loss allowance	252
於二零二一年十二月三十一日	At 31 December 2021	964
截至二零二二年十二月三十一日止年度	Year ended 31 December 2022	
於二零二二年一月一日	At 1 January 2022	964
匯兌調整	Exchange adjustment	(83)
虧損撥備	Loss allowance	44
於二零二二年十二月三十一日	At 31 December 2022	925

除減值金額外，上述資產並未逾期或減值。上述結餘內包括的金融資產與近期並無欠款記錄的貸款有關。

財務擔保

於報告期末，有關本集團及本公司所發出財務擔保的最大信貸風險為人民幣100,000,000元（相當於約14,358,000美元）（二零二一年：人民幣130,000,000元（相當於約20,390,000美元）），此乃要求提供擔保時本集團及本公司須支付的最高金額（附註36(e)）。

37. Risk Management (Continued)**Credit risk (Continued)****Loan to an associate**

The Group measures loss allowance for loan to an associate based on lifetime ECLs.

Loan to an associate is shown net of loss allowance. As at 31 December 2022, accumulated loss allowance of US\$925,000 (2021: US\$964,000) was recognised for loan to an associate as the loan is not expected to be fully recovered. The Group does not hold any collateral over the balance.

Movement in the loss allowance account of loan to an associate during the year is as follows:

Except for the amount impaired, none of the above assets is either past due or impaired. The financial assets included in the above balances related to the loan for which there was no recent history of default.

Financial guarantees

At the end of the reporting period, the maximum exposure to credit risk in respect of financial guarantees issued by the Group and Company was RMB100,000,000 (equivalent to approximately US\$14,358,000) (2021: RMB130,000,000 (equivalent to approximately US\$20,390,000)) which represented the maximum amount the Group and Company could be required to pay if the guarantees were called on (Note 36(e)).

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37. 風險管理 (續)

信貸風險 (續)

財務擔保 (續)

於報告期末，本公司董事已評估所擔保債務的逾期情況、對手方的財務狀況以及對手方營運所在行業的經濟前景，並認為財務擔保合約信貸風險自初次確認以來並無大幅增加。因此，本集團發行的財務擔保合約的虧損撥備按等於十二個月預期信貸虧損的金額計量。

虧損撥備的金額是低(二零二一年：低)於溢價減去累計攤銷額，因此，於截至二零二二年十二月三十一日止年度之損益中虧損撥備撥回454,000美元(二零二一年：515,000美元)。

財務擔保合約的信貸風險分類為第一階段。於本年度，各階段之間沒有轉移。

流動資金風險

本公司董事已建立適當的流動資金風險管理框架以管理本集團的短、中、長期資金及流動資金管理需求。

本集團透過維持充足儲備、銀行融通和儲備借款融資，持續監察預測及實際現金流量和配對金融資產及負債的到期情況以管理流動資金風險。

本集團自過往年度以來一直遵守流動資金政策，並認為該等流動資金政策在管控流動資金風險方面一直有效。

下表詳述本集團非衍生金融負債的餘下合約到期詳情。下表乃根據本集團可被要求還款最早日期的金融負債未貼現現金流量編製。具體而言，不論銀行是否可能選擇行使權利，附帶按要求償還條款的銀行借款均計入最早時間範圍。其他非衍生金融負債的到期日分析按已協定還款日期編製。

37. Risk Management (Continued)

Credit risk (Continued)

Financial guarantees (Continued)

At the end of the reporting period, the directors of the Company have assessed the past due status of the debts under guarantee, the financial position of the counterparty as well as the economic outlook of the industry in which the counterparty operates, and concluded that there has not been a significant increase in the credit risk since initial recognition of the financial guarantee contract. Accordingly, the loss allowance for financial guarantee contract issued by the Group is measured at an amount equal to 12 months ECLs.

The amount of loss allowance is lower (2021: lower) than the premium less cumulative amortisation, therefore, loss allowance of US\$454,000 (2021: US\$515,000) was reversed in profit or loss for the year ended 31 December 2022.

The credit exposure of the financial guarantee contract is classified as stage 1. During the year, there was no transfer between stages.

Liquidity risk

The directors of the Company have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has 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. Specifically, bank borrowings with repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

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37. 風險管理 (續)

流動資金風險 (續)

下表包含利息及本金現金流量。在利息流為按浮動利率計算的情況下，未貼現金額按於報告期末的利率計算。

37. Risk Management (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

		二零二二年 2022		
		1年內或 按要求 Within one year or on demand 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	合約未貼現 現金流量總計 Total contractual undiscounted cash flows 千美元 US\$'000
借款	Borrowings	18,785	—	18,785
租賃負債	Lease liabilities	340	31	371
貿易應付款項及應付票據	Trade and bills payables	13,795	—	13,795
其他應付款項及應計款項	Other payables and accruals	23,395	—	23,395
其他金融負債	Other financial liabilities	1,500	—	1,500
		57,815	31	57,846
已發行財務擔保 最高擔保額	Financial guarantee issued Maximum amount guaranteed	14,358	—	14,358
		二零二一年 2021		
		1年內或 按要求 Within one year or on demand 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	合約未貼現 現金流量總計 Total contractual undiscounted cash flows 千美元 US\$'000
借款	Borrowings	25,207	—	25,207
租賃負債	Lease liabilities	353	209	562
貿易應付款項及應付票據	Trade and bills payables	17,735	—	17,735
其他應付款項及應計款項	Other payables and accruals	6,213	—	6,213
財務擔保合約	Financial guarantee contract	481	—	481
其他金融負債	Other financial liabilities	1,500	—	1,500
		51,489	209	51,698
已發行財務擔保 最高擔保額	Financial guarantee issued Maximum amount guaranteed	20,390	—	20,390

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37. 風險管理 (續)

流動資金風險 (續)

附帶按要求償還條款的銀行借款計入上述到期分析的「一年內或按要求」時間範圍。

倘浮息變動有別於報告期末所釐定的利率估計，則上文就非衍生金融負債浮息工具所包含的款項或會有變。

外幣風險

本集團交易貨幣所承受的外幣風險輕微，原因在於本集團附屬公司持有的大部分金融資產及負債均以該等附屬公司的有關功能貨幣計值。

本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

利率風險

本集團面對的市場利率變動風險主要與以浮動利率計息的本集團債項責任有關。本集團的銀行借款利率和還款條款已於附註27披露。

於二零二二年及二零二一年十二月三十一日，由於本集團並無浮動利率的銀行貸款，因此無現金流量利率風險。本集團並未使用任何金融工具對沖利率的潛在波動。

37. Risk Management (Continued)

Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause are included in the “within one year or on demand” time band in the above maturity analysis.

The balance included above for the non-derivative financial liabilities bear variable interest rate is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Foreign currency risk

The Group has minimal transactional currency exposure to foreign currency risk as most of the financial assets and liabilities held by the Group’s subsidiaries are denominated in the respective functional currency of such subsidiaries.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Interest rate risk

The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s debt obligations with floating interest rates. The interest rate and terms of repayment of bank borrowings of the Group are disclosed in Note 27.

As at 31 December 2022 and 2021, the Group has no cash flow interest rate risk as there are no bank borrowings which bear floating interest rates. The Group has not used any financial instruments to hedge potential fluctuation in interest rates.

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

按類別劃分的金融資產及負債概要

綜合財務狀況表所呈列的賬面值與下列金融資產及金融負債類別有關。

37. Risk Management (Continued)

Summary of financial assets and liabilities by category

The carrying amounts presented in the consolidated statements of financial position relate to the following categories of financial assets and financial liabilities.

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
金融資產	Financial assets		
按攤銷成本計量的金融資產：	Financial assets measured at amortised cost:		
貿易及其他應收款項	Trade and other receivables	35,861	45,134
向一間聯營公司的貸款	Loan to an associate	8,974	8,855
已抵押銀行存款	Pledged bank deposits	9,814	15,944
受限制銀行存款	Restricted bank deposits	15,165	—
現金及現金等價物	Cash and cash equivalents	51,326	32,545
		121,140	102,478
金融負債	Financial liabilities		
按攤銷成本列賬的	Financial liabilities measured at amortised cost:		
金融負債：			
借款	Borrowings	18,235	24,687
貿易及其他應付款項	Trade and other payables	37,190	24,430
		55,425	49,117
財務擔保合約	Financial guarantee contract	—	481
按公平值計入損益的金融負債：	Financial liabilities measured at FVTPL:		
其他金融負債	Other financial liabilities	1,307	1,247
其他金融工具：	Other financial instrument:		
租賃負債	Lease liabilities	361	540
		57,093	51,385
已發行財務擔保	Financial guarantee issued	14,358	20,390

(a) 並非按公平值計量的金融工具

並非按公平值計量的金融工具包括貿易及其他應收款項、向一間聯營公司的貸款、已抵押銀行存款、受限制銀行存款、現金及現金等價物、借款、租賃負債、財務擔保合約以及貿易及其他應付款項。

基於其年期較短的性質，故其賬面值與公平值相若。

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include trade and other receivables, loan to an associate, pledged bank deposits, restricted bank deposits, cash and cash equivalents, borrowings, lease liabilities, financial guarantee contract and trade and other payables.

Due to their short term nature, their carrying values approximate their fair values.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

(b) 按公平值計量的金融工具

按公平值計量的金融工具包括其他金融負債。公平值層級的分析如下：

其他金融負債的公平值計量

下表呈列於二零二二年十二月三十一日的綜合財務狀況表內，根據公平值層級及按照經常性基準以公平值計量的其他金融負債。公平值層級有以下級別：

第1級：相同資產於活躍市場的報價(未經調整)；

第2級：該資產於第1級所包含的報價以外可直接(即按價格)或間接(即自價格得出)觀察的輸入數據；及

第3級：該資產並非基於可觀察市場數據的輸入數據(不可觀察輸入數據)。

37. Risk Management (Continued)

(b) Financial instruments measured at fair value

Financial instruments measured at fair value include other financial liabilities. Analysis on fair value hierarchy is presented as follows:

Fair Value Measurements of Other Financial Liabilities

The following tables present other financial liabilities included in the consolidated statement of financial position as at 31 December 2022 measured at fair value on a recurring basis according to the fair value hierarchy. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets;

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

	第1級 Level 1 千美元 US\$'000	第2級 Level 2 千美元 US\$'000	第3級 Level 3 千美元 US\$'000	總計 Total 千美元 US\$'000
二零二二年十二月三十一日 31 December 2022				

負債	Liabilities			
按公平值計入損益的	Financial liabilities			
金融負債	measured at FVTPL			
— 其他金融負債	— Other financial liabilities	—	—	1,307
				1,307

	第1級 Level 1 千美元 US\$'000	第2級 Level 2 千美元 US\$'000	第3級 Level 3 千美元 US\$'000	總計 Total 千美元 US\$'000
二零二一年十二月三十一日 31 December 2021				

負債	Liabilities			
按公平值計入損益的	Financial liabilities			
金融負債	measured at FVTPL			
— 其他金融負債	— Other financial liabilities	—	—	1,247
				1,247

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

(b) 按公平值計量的金融工具 (續)

其他金融負債的公平值計量 (續)

截至二零二二年十二月三十一日止年度，其他金融負債並無公平值變動(二零二一年：公平值收益47,000美元)。

於二零二二年及二零二一年十二月三十一日之或然代價的公平值乃管理層使用貼現現金流估算。公平值乃基於若干不可觀察的參數(包括貼現率、銷售額達標的概率及銷售額達標的期間)釐定。該等重大不可觀察輸入數據及該等輸入數據與或然代價公平值的關係顯示如下：

重大不可觀察輸入數據	不可觀察輸入數據與公平值的關係
------------	-----------------

5.0%的貼現率	貼現率越高，則公平值越低。
----------	---------------

銷售額達標的概率，即100%	銷售額達標的概率越高，則公平值越高。
----------------	--------------------

銷售額達標的期間	銷售額達標的期間越早，則公平值越高。
----------	--------------------

貼現率增加1%，則其他金融負債的公平值減少約37,000美元，而貼現率減少1%，則其他金融負債的公平值增加約39,000美元。

年內的估值技術並無變動。

年內各級之間並無轉撥。

37. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurements of Other Financial Liabilities (Continued)

There was no change on fair value on other financial liabilities during the year ended 31 December 2022 (2021: fair value gain of US\$47,000).

The fair value of the contingent consideration as at 31 December 2022 and 2021 was estimated by management by applying the discounted cash flows. The determination of fair value is based on certain parameters including the discount rate, the probability of sales achievement and the period of sales achievement, which are unobservable. The significant unobservable inputs and relationship of these inputs to fair value of contingent consideration are shown as below:

Significant unobservable input(s)	Relationship of unobservable inputs to fair value
-----------------------------------	---

Discount rate of 5.0%	The higher the discount rate, the lower the fair value.
-----------------------	---

Probability of sales achievement, which is 100%	The higher the probability of sales achievement, the higher the fair value.
---	---

Period of sales achievement	The earlier the period of sales achievement, the higher the fair value.
-----------------------------	---

Increased discount rate by 1% would decrease the fair value on other financial liabilities by approximately US\$37,000 whilst decreased discount rate by 1% would increase the fair value on other financial liabilities by approximately US\$39,000.

There were no changes in valuation techniques during the year.

There were no transfers between levels during the year.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

(b) 按公平值計量的金融工具 (續)

其他金融負債的公平值計量 (續)

分類為第3級的金融負債所使用的估值技術乃根據非基於可觀察市場數據的重大輸入值。此級的金融工具期初結餘與期末結餘的對賬如下：

37. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurements of Other Financial Liabilities (Continued)

The financial liabilities classified in level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled from opening to closing balances as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
負債	Liabilities		
按公平值計入損益的金融負債：	Financial liabilities measured at FVTPL:		
於一月一日	At 1 January	1,247	1,231
其他金融負債的公平值收益	Fair value gain on other financial liabilities	—	(47)
於損益扣除的或然代價貼現撥回 (附註9)	Unwinding of discount on contingent consideration charged to profit or loss (Note 9)	60	63
於十二月三十一日	At 31 December	1,307	1,247

Notes to the Consolidated Financial Statements

截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022

37. 風險管理 (續)

資本管理

本集團管理其資本，以確保本集團的實體可持續經營，同時藉著優化債務與權益平衡為股東帶來最大回報。本集團的整體策略由往年至今維持不變。

本集團的資本架構包括債務(包含附註27披露的借款)、現金及銀行結餘及本公司擁有人應佔權益(包含已發行資本、儲備及保留溢利)。

本集團按其整體融資架構釐定資本金額。本集團應經濟狀況變動及相關資產的風險特點，管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付予股東的股息金額、退回資本予股東、發行新股份或出售資產以減債。

截至報告期末的淨資產負債比率如下：

37. Risk Management (Continued)

Capital 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 years.

The capital structure of the Group consists of debt, which includes the borrowings as disclosed in Note 27, cash and bank balances and equity attributable to owners of the Company, comprising issued capital, reserves and retained profits.

The Group sets the amount of capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The net gearing ratio at the end of the reporting period was as follows:

		二零二二年 2022 千美元 US\$'000	二零二一年 2021 千美元 US\$'000
借款(附註27)	Borrowings (Note 27)	18,235	24,687
減：現金及現金等價物 (附註24)	Less: Cash and cash equivalents (Note 24)	(51,326)	(32,545)
減：已抵押銀行存款(附註24)	Less: Pledged bank deposits (Note 24)	(9,814)	(15,944)
減：受限制銀行存款(附註24)	Less: Restricted bank deposits (Note 24)	(15,165)	—
現金及銀行結餘淨額／債務淨額	Net cash and bank balances/Net debt	(58,070)	(23,802)
權益	Equity	121,950	116,601
淨負債權益比率	Net debt to equity ratio	不適用 N/A	不適用 N/A

企業資料

Corporate Information

董事會

常務執行董事：

陳力先生 (行政總裁)

非執行董事：

吳鎮濤先生 (主席)

Stephen Burnau Hunt先生

(於二零二二年四月九日辭任)

劉雪姿女士

獨立非執行董事：

陳記煊先生

Fritz Heinrich Horlacher先生

(於二零二二年二月十日辭任)

楊德斌先生

陳清霞女士 (於二零二二年二月十日獲委任)

朱迅博士 (於二零二二年九月二十三日獲委任)

審核委員會

陳記煊先生 (主席)

Fritz Heinrich Horlacher先生

(於二零二二年二月十日辭任)

楊德斌先生

陳清霞女士 (於二零二二年二月十日獲委任)

薪酬委員會

楊德斌先生 (主席)

Stephen Burnau Hunt先生

(於二零二二年四月九日辭任)

陳記煊先生

Fritz Heinrich Horlacher先生

(於二零二二年二月十日辭任)

朱迅博士 (於二零二二年九月二十三日獲委任)

提名委員會

吳鎮濤先生 (主席)

陳記煊先生

楊德斌先生

執行委員會

吳鎮濤先生 (主席)

陳力先生

劉雪姿女士

陶芳芳女士

BOARD OF DIRECTORS

Executive managing Director:

Mr. Chen Li (*Chief Executive Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)

Mr. Stephen Burnau Hunt

(resigned on 9 April 2022)

Ms. Liu Xuezi

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

(resigned on 10 February 2022)

Mr. Yeung Tak Bun, Allen

Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)

Dr. Zhu Xun (appointed on 23 September 2022)

AUDIT COMMITTEE

Mr. Chan Kee Huen, Michael (*Chairman*)

Mr. Fritz Heinrich Horlacher

(resigned on 10 February 2022)

Mr. Yeung Tak Bun, Allen

Ms. Chan Ching Har, Eliza (appointed on 10 February 2022)

REMUNERATION COMMITTEE

Mr. Yeung Tak Bun, Allen (*Chairman*)

Mr. Stephen Burnau Hunt

(resigned on 9 April 2022)

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

(resigned on 10 February 2022)

Dr. Zhu Xun (appointed on 23 September 2022)

NOMINATION COMMITTEE

Mr. Wu Zhen Tao (*Chairman*)

Mr. Chan Kee Hun, Michael

Ms. Yeung Tak Bun, Allen

EXECUTIVE COMMITTEE

Mr. Wu Zhen Tao (*Chairman*)

Mr. Chen Li

Ms. Liu Xuezi

Ms. Tao Fang Fang

授權代表

陳力先生
彭啟輝先生

公司秘書

彭啟輝先生

註冊辦事處

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1203-4室

核數師

香港立信德豪會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

法律顧問

羅夏信律師事務所(香港)
Ocorian Trust(開曼群島)

主要往來銀行

中國農業銀行
中信銀行
中國銀行
浦發銀行
廣發銀行
大華銀行

AUTHORISED REPRESENTATIVES

Mr. Chen Li
Mr. Pang Kai Fai

COMPANY SECRETARY

Mr. Pang Kai Fai

REGISTERED OFFICE

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AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISORS

Stephenson Harwood (Hong Kong)
Ocorian Trust (Cayman Islands)

PRINCIPAL BANKERS

Agricultural Bank of China
China CITIC Bank
Bank of China
SPD Bank
China Guangfa Bank
United Overseas Bank

企業資料

Corporate Information

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股份代號

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The PRC

Please contact our Investor Relations Department at:
Telephone: (86) 574 8804 6316



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