



REGENT PACIFIC GROUP LIMITED 勵晶太平洋集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

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INTERIM
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中期報告

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PERFORMANCE OVERVIEW

業績概覽

A summary of the financial performance and other notable events for the six months ended 30 June 2023 include:

- A loss attributable to shareholders of the Company of approximately US\$12.20 million, which was mainly attributable to: (i) an amortisation charge of approximately US\$12.38 million on the intangible assets, being a non-cash item; and (ii) the Group's operating and R&D expenses of approximately US\$2.94 million, which were offset somewhat by (iii) a realised and an unrealised marked-to-market gain in respect of the Company's equity portfolio of FAFVPL of approximately US\$91,000 and US\$19,000 respectively.
- Shareholders' equity increased by 339.01% to approximately US\$11.40 million as at 30 June 2023 from approximately US\$2.60 million as at 31 December 2022. The increase was due to the increase of total equity by approximately US\$21.67 million (before expenses) after completion of the Rights Issue on 12 January 2023, which was somewhat net off by the loss attributable to shareholders of the Company of approximately US\$12.20 million for the six months ended 30 June 2023.
- In respect of the progress being made with Senstend™ in the PRC, the Phase 3 double blinded placebo-controlled studies completed during the first half of 2023 and successfully met all four co-primary endpoints of Intra-vaginal ejaculation latency time ("IELT"). The Company, its regulatory consultant and Wanbang Biopharmaceutical have made significant progress in compiling the NDA dossier to NMPA with the aim of submitting the NDA by the end of Q3 2023, with approval expected 12 months thereafter. If the NMPA grants an import licence for Senstend™, US\$5 million (before deduction of PRC withholding tax) will be payable to the Group from Wanbang Biopharmaceutical. In addition, upon first commercial sale of Senstend™ in China, US\$2 million (before deduction of PRC withholding tax) shall be payable to the Group from Wanbang Biopharmaceutical.
- 本公司股東應佔虧損約12,200,000美元，主要是由於：(i)無形資產之攤銷費用約12,380,000美元（屬非現金項目）；及(ii)本集團的營運及研發開支約2,940,000美元，有關金額部分被(iii)本公司股本投資組合內之透過損益賬按公允價值處理之金融資產之已變現及未變現按市值計價收益分別約91,000美元及19,000美元所抵銷。
- 股東權益由二零二二年十二月三十一日的約2,600,000美元，增加339.01%至二零二三年六月三十日的約11,400,000美元。增長乃由於於二零二三年一月十二日供股完成後，權益總額增加約21,670,000美元（扣除開支前），有關增長被截至二零二三年六月三十日止六個月本公司股東應佔虧損約12,200,000美元所部分抵銷。
- Senstend™於中國的進展方面，第三期雙盲安慰劑對照研究已於二零二三年上半年完成，並成功達到陰道內射精延遲時間（「陰道內射精延遲時間」）的所有四個共同第一終點。本公司、其監管顧問及江蘇萬邦醫藥於新藥申請檔案籌備方面取得重大進展，旨在於二零二三年第三季度末前向國家藥品監督管理局提交新藥申請，並於此後預期12個月內獲得批准。倘國家藥品監督管理局授予Senstend™進口許可證，則江蘇萬邦醫藥將須向本集團支付5,000,000美元（扣除中國預扣稅前）。此外，Senstend™於中國進行首次商業銷售後，江蘇萬邦醫藥將須向本集團支付2,000,000美元（扣除中國預扣稅前）。



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- In respect of the progress being made with Fortacin™ in the US, there was further communication and positive progress made between the FDA and Plethora regarding the Phase 3 studies protocol and the Special Protocol Assessment (“SPA”). We are hopeful that Plethora will receive SPA agreement from the FDA in the second half of this year and thereafter that the Company can proceed with its Phase 3 studies.
- In respect of Europe, Recordati recommenced sales in Germany and Italy in February 2023 and Plethora understands that the return of Fortacin™ to the market in these countries has been very positive with the first batch of units in Germany and Italy receiving strong demand from patients. The manufacturer released 30,000 units in February 2023 and the next 30,000 units are slated for delivery at the end of August 2023. We remain hopeful that the new manufacturer will be able to offer continuous supply of Fortacin™ to Recordati and our other commercial strategic partners bringing in royalty revenue for the Group.
- In respect of the other territories, being certain countries in South-East Asia and Israel, our licensees are in discussions with the new manufacturer on terms for (i) regulatory support for submitting a variation to the relevant health authority for the appointment of the new manufacturer, and (ii) commercial terms for the manufacture and supply of Fortacin™ for their respective territories. The Group is in discussions for out licencing the rights to Fortacin™ to (i) a pharmaceutical company for the Japanese market, and (ii) a pharmaceutical company for the South Korean market.
- From a business development standpoint, the Group has continued to implement and integrate Deep Longevity with our existing business. Deep Longevity is continuing its growth journey with multiple initiatives around building out the team, product, technology and commercial models. Deep Longevity is committed to building and commercialising various aging clocks using its AI led deep learning.
- Fortacin™於美國的進展方面，美國食品及藥品監督管理局與Plethora已就第三期研究方案及特殊方案評估（「**特殊方案評估**」）展開進一步溝通並取得積極進展。我們希望Plethora能於本年度下半年接獲美國食品及藥品監督管理局的特殊方案評估協議，此後，本公司方能進行第三期研究。
- 歐洲方面，Recordati於二零二三年二月在德國及意大利重新開始銷售，據Plethora所知，Fortacin™積極重返德國及意大利市場，於該等國家的首批產品受到患者的強烈追捧。製造商於二零二三年二月推出30,000個產品，下一批30,000個產品預計將於二零二三年八月底交付。我們保持信心，新的製造商有望向Recordati及我們的其他商業戰略合作夥伴持續供應Fortacin™，從而為本集團帶來專利使用費收入。
- 其他地區（即東南亞若干國家及以色列）方面，我們的被許可方正與新製造商商討條款，包括(i)向有關衛生當局提交變更以委任新製造商的監管支援；及(ii)在其各自地區製造及供應Fortacin™的商業條款。本集團正討論將Fortacin™權利對外授權予(i)日本市場的一間製藥公司；及(ii)南韓市場的一間製藥公司。
- 從業務發展角度而言，本集團已繼續落實將Deep Longevity與現有的業務進行整合。Deep Longevity正通過建立團隊、產品、技術及商業模式的多項舉措繼續其發展之旅。Deep Longevity致力於使用其人工智能主導的深度學習構建及商業化各種老化時鐘。

PERFORMANCE OVERVIEW

業績概覽

- Pursuant to the Group's stated divestment strategy, the Group has actively managed, including certain disposals of its existing and strategic investment in DVP, representing approximately 0.09% of the equity interests in the company as at 30 June 2023. The Group's investment in DVP had a realised and an unrealised gain of approximately US\$91,000 and US\$19,000 respectively for the six months ended 30 June 2023 and a marked-to-market value of approximately US\$0.35 million as at 30 June 2023.
- 根據本集團前述撤資策略，本集團已積極管理（包括部分出售）其於DVP的現有及戰略投資，相當於二零二三年六月三十日該公司股權的約0.09%。於截至二零二三年六月三十日止六個月，本集團於DVP的投資的已變現及未變現收益分別為約91,000美元及19,000美元，於二零二三年六月三十日的市值為約350,000美元。

With a streamlined focus, the Company remains excited about the future prospects for the Group and the Shareholders and will: (i) continue to pursue the successful commercialisation of Fortacin™/Senstend™ in the remaining key markets of the US, China, South-East Asia, Latin America and the Middle East; (ii) commercialise its deep learning aging clock technology and MindAge® offering, together with partnering with clinics, laboratories and insurance companies by offering its AgeMetric™ reports and access to its online software as a service (SaaS)® platform; (iii) continue monitoring its residual investment in DVP, and (iv) continue with its existing strategy of pursuing strategic and value-led investments in the healthcare and life sciences sectors.

本公司的業務焦點經歷重整簡化，使本公司對本集團及股東的未來前景仍充滿信心，並將：(i)繼續尋求Fortacin™/Senstend™於美國、中國、東南亞、拉丁美洲及中東等餘下主要市場盡快成功商業化；(ii)商業化其深度學習老化時鐘技術及MindAge®產品，以及透過提供AgeMetric™報告及網上軟件即服務(SaaS)®平台與診所、實驗室及保險公司合作；(iii)繼續監察本公司於DVP之餘下投資；及(iv)繼續落實於醫療保健及生命科學領域尋求策略及價值主導投資之現有策略。



MAIN ACTIVITIES

During the six-month period ended 30 June 2023 we were pleased with the performance of our business. We achieved a significant milestone with the successful completion of the phase 3 randomised clinical studies in China, with all four co-primary end points being successfully met, significant progress was made in discussions with the FDA on the SPA, the approval by the EMA of a new third party manufacturer of Fortacin™ and the important relaunch of Fortacin™ in Germany and Italy bringing in royalty revenue and finally DLI launched SenoClock®, a SaaS® platform that hosts all its aging clocks. While we made significant progress towards our stated objectives, there were challenges faced, being high inflation, economic uncertainty and the war in Ukraine.

We are seeing signs that inflation is falling in the US, UK and the Eurozone and the global economy is gradually recovering from the pandemic and Russia's invasion of Ukraine. However, we expect the broader market to continue to experience volatility during the latter half of 2023, with any further tightening by the US Federal Reserve Board heightening the risk of a recession and financial instability.

As have mentioned previously, we are monitoring the evolving human tragedy in Ukraine, where at the moment we are not experiencing any material impact to our business. The Group is also continually monitoring the sanction measures applied by the European Union, UK and US to ensure we comply with the sanction orders. However, this is clearly difficult to predict exactly what will happen as events unfold, the impact of the escalation of conflict in the region on our business and that of our partners. We would say, pharmaceuticals from what we have seen historically, is a more resilient business, than many others, it is typically a sector that is protected from sanctions, obviously from the interest of patients. Of course, the first thought at times like this is towards the safety and well-being of the Ukrainian people.

During the period, the Group generated a loss attributable to shareholders of the Company of approximately US\$12.20 million, which was mainly attributable to: (i) an amortisation charge of approximately US\$12.38 million on the intangible assets, being a non-cash item; and (ii) the Group's operating and R&D expenses of approximately US\$2.94 million which were offset somewhat by (iii) a realised and an unrealised marked-to-market gain in respect of the Company's equity portfolio of FAFVPL of approximately US\$91,000 and US\$19,000 respectively.

主要業務

於截至二零二三年六月三十日止的六個月期間，我們對我們的業務表現感到滿意。我們於中國成功完成第三期隨機臨床研究，實現了重要里程碑。所有四個共同主要終點均成功達成，與美國食品及藥品監督管理局就特殊方案評估的討論取得重大進展，歐洲藥品管理局批准一家新Fortacin™第三方製造商，以及Fortacin™於德國及意大利的重要重新發佈帶來特許權使用費，最後，DLI推出SenoClock®，一個承載所有老化時鐘的SaaS®平台。儘管我們在實現既定目標方面取得了重大進展，但也面臨著高通脹、經濟不確定性及烏克蘭戰爭等挑戰。

我們看到美國、英國及歐元區通脹有下降跡象，及全球經濟逐漸從疫情及俄羅斯入侵烏克蘭的影響中恢復。然而，我們預計於二零二三年下半年，市場將持續出現更大範圍的波動，美國聯儲委員會的任何進一步收緊措施將加高經濟衰退及金融不穩定的風險。

如前所述，我們密切關注烏克蘭不斷演變的局勢，然而目前當地局勢對我們的業務並無造成任何重大影響。本集團亦持續監察歐盟、英國及美國採取的制裁措施，以確保我們遵守制裁命令。然而，我們顯然難以準確預測事態發展，以至區內衝突升級對我們業務及合作夥伴業務的影響。我們認為從歷史來看，製藥業的業務較許多其他行業更具韌性，通常是免受制裁的受保護的行業，這顯然是從病人的利益著想。當然，在這樣的形勢下，烏克蘭民眾安全和福祉應為首要考慮。

於本期間，本集團產生本公司股東應佔虧損約12,200,000美元，主要是由於：(i)無形資產之攤銷費用約12,380,000美元（屬非現金項目）；及(ii)本集團的營運及研發開支約2,940,000美元，有關金額部分被(iii)本公司股本投資組合內之透過損益賬按公允價值處理之金融資產之已變現及未變現按市值計價收益分別約91,000美元及19,000美元所抵銷。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

Shareholders' equity increased by 339.01% to approximately US\$11.40 million as at 30 June 2023 from approximately US\$2.60 million as at 31 December 2022. The increase was due to the increase of total equity by approximately US\$21.67 million (before expenses) after completion of the Rights Issue on 12 January 2023, which was somewhat net off by the loss attributable to shareholders of the Company of approximately US\$12.20 million for the six months ended 30 June 2023.

Plethora Solutions (Fortacin™/Senstend™)

China

Plethora and Wanbang Biopharmaceutical have made significant progress with Senstend™ in the PRC in respect of the phase 3 double blinded placebo-controlled studies, which were completed during the first half of 2023 and successfully met all four co-primary endpoints of IELT. Plethora and Wanbang Biopharmaceutical have also made significant progress in compiling the NDA dossier to NMPA with the aim of submitting the NDA by the end of Q3 2023, with approval expected 12 months thereafter. Based on Wanbang Biopharmaceutical's timeline, it remains on target to submit the NDA during Q3 2023 with approval expected 12 months thereafter (depending on the response received from the NMPA with respect to any deficiencies that may arise in the submission).

A brief summary of the key points of the study are:

Registration of study:	December 2021
Study type:	Phase 3 clinical trial, multi-centre, randomised, double-blinded placebo controlled studies
Estimated enrolment:	295 subjects (treatment completed)
Primary endpoint:	To determine the effects of Senstend™ on the Index of Premature Ejaculation and the IELT
Secondary endpoint:	To evaluate the safety and tolerability of Senstend™ in Premature Ejaculation subjects and their sexual partners
NDA submission:	Q3 2023

主要業務 (續)

股東權益由二零二二年十二月三十一日約2,600,000美元增加339.01%至二零二三年六月三十日約11,400,000美元。該增加乃主要由於二零二三年一月十二日供股完成後權益總額增加約21,670,000美元(扣除開支前)，被截至二零二三年六月三十日止六個月本公司股東應佔虧損約12,200,000美元部分抵銷。

Plethora Solutions (Fortacin™/Senstend™)

中國

Plethora及江蘇萬邦醫藥於中國就Senstend™第三期雙盲安慰劑對照研究取得重大進展，於二零二三年上半年完成，並成功達成陰道內射精延遲時間的所有四個共同主要終點。Plethora及江蘇萬邦醫藥亦已於編製向國家藥品監督管理局提交的新藥申請檔案取得重大進展，目標於二零二三年第三季度末提交新藥申請，預期將於12個月後獲得批准。根據江蘇萬邦醫藥的時間表，其目標仍為於二零二三年第三季度提交新藥申請並預期將於12個月後獲得批准(視乎國家藥品監督管理局就提交材料是否出現任何缺陷的回應)。

研究要點的簡要總結為：

登記研究：	二零二一年十二月
研究類型：	第三期臨床試驗、多中心、隨機、雙盲安慰劑對照研究
估計參與數目：	295名研究對象(完成治療)
第一終點：	確定Senstend™對早洩指數及陰道內射精延遲時間之影響
第二終點：	評估Senstend™對早洩研究對象及其性伴侶的安全性及耐受性
新藥申請提交時間：	二零二三年第三季度



MAIN ACTIVITIES (CONTINUED)

All costs of the clinical trials, including all other associated regulatory and submission costs are being met by Wanbang Biopharmaceutical. If the NMPA grants an import licence for Senstend™, US\$5 million (before deduction of PRC withholding tax) will be payable to the Group from Wanbang Biopharmaceutical. In addition, upon first commercial sale of Senstend™ in China, US\$2 million (before deduction of PRC withholding tax) shall be payable to the Group from Wanbang Biopharmaceutical. To this end, the Company remains pleased with the progress to date and looks forward to working together with Wanbang Biopharmaceutical on submission of and, ultimately, achieving approval of the NDA by NMPA.

United States Approval and Commercialisation Progress

By way of background, we set out below key data points of the US regulatory pathway for submission of the NDA:

On 22 December 2021, the Company submitted the Phase 2 study results entitled: "A Pilot, Randomized, Double-Blind Study Comparing the Proportion of Responders to PSD502 and Placebo Using the PEBEQ™ in Subjects with Premature Ejaculation" to the FDA.

On 13 April 2022, the FDA provided Plethora with advice/information request regarding the Final Qualitative Exit Interview Report entitled "Qualitative Exit Interviews in a Randomized, Double-Blind Multicentre Study Comparing the Proportion of Responders to PSD502 and to Placebo Using the PEBEQ™ in Subjects with Premature Ejaculation" and Psychometric Evaluation of the PEBEQ™ – ITEM 3 (event – specific bother).

On 2 June 2022, Plethora submitted a fulsome response to the FDA's information request.

On 21 September 2022, Plethora and the FDA participated in a teleconference. Plethora requested the FDA's feedback regarding their proposed Phase 3 registration studies for Fortacin™.

On 20 December 2022, Plethora submitted a "Type C" meeting request to gain feedback on its exit interview protocol and interview guide.

主要業務 (續)

臨床試驗的所有成本(包括所有其他相關的監管及提交申請成本)均由江蘇萬邦醫藥承擔。倘國家藥品監督管理局授予Senstend™進口許可證,則江蘇萬邦醫藥將須向本集團支付5,000,000美元(扣除中國預扣稅前)。此外,Senstend™於中國進行首次商業銷售後,江蘇萬邦醫藥將須向本集團支付2,000,000美元(扣除中國預扣稅前)。為此,本公司對迄今為止的進展仍感到滿意,並期待與江蘇萬邦醫藥合作提交新藥申請並最終獲得國家藥品監督管理局批准。

於美國的審批及商業化進展

作為背景,我們提交新藥申請的美國監管途徑的關鍵數據點載列如下:

於二零二一年十二月二十二日,本公司向美國食品及藥品監督管理局提交題為「針對早洩研究對象進行早洩困擾評估問卷™,以比較PSD502與安慰劑反應者比例的試點、隨機、雙盲研究」的第二期研究結果。

於二零二二年四月十三日,美國食品及藥品監督管理局向Plethora提供了關於題為「針對早洩研究對象使用早洩困擾評估問卷™以比較PSD502與安慰劑反應者比例的隨機、雙盲多中心研究的定性退出調研」的最終定性退出調研報告以及早洩困擾評估問卷™的心理測量評估—第3項(事件—特定煩惱)的意見/資料請求。

於二零二二年六月二日,Plethora提交了對美國食品及藥品監督管理局資料請求的全面回應。

於二零二二年九月二十一日,Plethora及美國食品及藥品監督管理局參加了電話會議。Plethora要求美國食品及藥品監督管理局就其提議的Fortacin™第三期登記研究提供反饋。

於二零二二年十二月二十日,Plethora提交了「C型」會議請求,以獲取有關其退出調研方案及調研指引的反饋。

REVIEW AND PROSPECTS 回顧及展望

MAIN ACTIVITIES (CONTINUED)

On 22 February 2023, the FDA provided Plethora with written responses to its "Type C" meeting request regarding its exit interview protocol and interview guide, which was received 5 days ahead of schedule.

On 20 April 2023, Plethora's regulatory consultant submitted the SPA request together with the study protocol, the revised exit interview protocol and interview guide together with the psychometric analysis plan.

In respect of the progress being made with Fortacin™ in the US, there was further communication and positive progress made between the FDA and Plethora regarding the Phase 3 studies protocol and the SPA. We are hopeful that Plethora will receive SPA agreement from the FDA in the second half of this year and thereafter that the Company can proceed with its Phase 3 studies.

Plethora has a roadmap for submission of the NDA that was agreed with the FDA on the teleconference of 21 September 2022 on the items required to submit the NDA. Once the SPA and exit interview protocol have been agreed with the FDA, Plethora will request an end-of-phase 2 (EOP2) meeting ahead of starting the Phase 3 studies. We estimate that these studies will commence in the latter half of 2023, but this is dependent on the completion of the steps mentioned above.

Overall, we view our dialogue with the FDA and the agreed roadmap for submission of the NDA as a major positive development in the Plethora's path for the commercialisation of Fortacin™ in the US. In particular, the signing of the SPA with the FDA should allow Plethora to advance negotiations to a final conclusion in respect of "out licencing" the US rights to Fortacin™ to a US strategic pharmaceutical partner.

Manufacturing and Resumption of Commercial Supply

In respect of Europe, Recordati recommenced sales in Germany and Italy in February 2023 and Plethora understands that the return of Fortacin™ to the market in these countries has been very positive with the first batch of units in Germany and Italy receiving strong demand from patients. The manufacturer released 30,000 units in February 2023 and the next 30,000 units are slated for delivery at the end of August 2023.

主要業務 (續)

於二零二三年二月二十二日，美國食品及藥品監督管理局較時間表提前五天向Plethora提供了對其「C型」會議請求的退出調研方案及調研指引的書面答覆。

於二零二三年四月二十日，Plethora的監管顧問提交了特殊方案評估請求及研究方案、修訂後的退出調研方案及調研指引以及心理測量分析計劃。

Fortacin™於美國的進展方面，美國食品及藥品監督管理局與Plethora已就第三期研究方案及特殊方案評估展開進一步溝通並取得積極進展。我們希望Plethora能於本年度下半年接獲美國食品及藥品監督管理局的特殊方案評估協議，此後，本公司方能進行第三期研究。

Plethora有一個提交新藥申請的路線圖，該路線圖與美國食品及藥品監督管理局在二零二二年九月二十一日的電話會議上就提交新藥申請所需的項目達成一致。一旦特殊方案評估及退出調研方案與美國食品及藥品監督管理局達成協定，Plethora將在開始第三期研究之前要求召開臨床二期結束 (EOP2) 會議。我們估計這些研究將在二零二三年下半年開始，但這取決於上述步驟的完成情況。

總的來說，我們認為我們與美國食品及藥品監督管理局的對話以及商定的提交新藥申請路線圖是Plethora在美國Fortacin™商業化道路上的一个重要積極進展。特別是，與美國食品及藥品監督管理局簽署特殊方案評估將使Plethora能夠就將Fortacin™的美國權利授權予美國戰略製藥合作夥伴的談判推進至最終訂立階段。

商業供應的製造及恢復

歐洲方面，Recordati於二零二三年二月在德國及意大利重新開始銷售，據Plethora所知，Fortacin™積極重返德國及意大利市場，於該等國家的首批產品受到患者的強烈追捧。製造商於二零二三年二月推出30,000個產品，下一批30,000個產品預計將於二零二三年八月底交付。



MAIN ACTIVITIES (CONTINUED)

We also expect sales will restart in Recordati's other key European markets as supply is resumed over the course of 2023. During the first half of 2023, our European commercial partner received approval from the MHRA in the UK for the European manufacturer to be approved as a third-party manufacturer. Plethora has submitted the same dossier for Senstend™ (the marketing name for Fortacin™ in China) to MHRA so that Wanbang Biopharmaceutical can add the alternative manufacturer to its dossier for submitting the NDA in China. It is important that the alternative manufacturer is added to the Senstend™ dossier as this is required for submission of the NDA in China.

We remain hopeful that the new manufacturer will be able to offer continuous supply of Fortacin™ to Recordati and our other commercial strategic partners bringing in royalty revenue for the Group.

Other territories

Now that commercial supply has been resumed to our European partner, our other commercial partners are negotiating manufacturing and supply agreements with the alternative European manufacturer for supply of Fortacin™ to their respective territories.

The Group is in discussions with a Japanese and Korean pharmaceutical company for "out licencing" the rights to Fortacin™ in Japan and South Korea.

The Group will continue to work closely and diligently with its current and prospective commercial partners and will keep the Shareholders and potential investors informed of any new developments as and when they occur.

Deep Longevity

DLI is continuing its growth journey with multiple initiatives around building out the team, product, technology and commercial models.

主要業務 (續)

隨著於二零二三年期間恢復供應，我們亦預計於其他主要歐洲市場重新開始銷售Recordati。於二零二三年上半年，我們的歐洲商業合作夥伴亦獲得英國MHRA批准，允許歐洲製造商獲批為第三方製造商。Plethora已向MHRA提交Senstend™ (Fortacin™於中國市場採用的名稱)的相同檔案，以便江蘇萬邦醫藥可以將替代製造商添加到其在中國提交新藥申請的檔案中。將替代製造商添加到Senstend™檔案十分重要，因其為於中國提交新藥申請之規定。

我們保持信心，新的製造商有望向Recordati及我們的其他商業戰略合作夥伴持續供應Fortacin™，從而為本集團帶來專利使用費收入。

其他地區

我們歐洲合作夥伴的商業供應現已恢復，我們的其他商業合作夥伴正與替代歐洲製造商協商製造及供應協議，以向其各自的地區供應Fortacin™。

本集團正與一間日韓製藥公司討論將Fortacin™權利「對外授權」予日本及南韓。

本集團將繼續與其現有及潛在商業合作夥伴緊密合作，並在有任何新進展時知會股東及潛在投資者。

Deep Longevity

DLI正通過建立團隊、產品、技術及商業模式的多項舉措繼續其發展之旅。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

Customer Adoptions

DLL has signed up several customers during the first half of 2023 and is optimistic about bringing onboard more customers to its SaaS® platform of SenoClock® as it adds more aging clocks and generates more interest.

Business Development

DLL continues to engage with the insurance industry, focusing more on health insurance, which it believes will benefit from its Blood and Mind Age clocks. DLL is engaged with several longevity clinics, employers, insurers, providers, and consumer health companies.

Legacy Investments

Pursuant to the Group's stated divestment strategy and, should the need arise, pursuant to its disposal mandate obtained from the Shareholders on 14 March 2022, the Group has actively managed, including certain disposals of, its existing and strategic investment in DVP, representing approximately 0.09% of the equity interests in the company as at 30 June 2023. The Group's investment in DVP had a realised and an unrealised gain of approximately US\$91,000 and US\$19,000 respectively for the six months ended 30 June 2023 and a marked-to-market value of approximately US\$0.35 million as at 30 June 2023.

During the six months ended 30 June 2023, the Group disposed of 340,707 DVP shares for an aggregate consideration, before expenses, of approximately A\$1.26 million in cash (or approximately US\$0.83 million).

Plethora's Financial Results

Plethora recorded an operating loss of approximately GBP 0.35 million (or approximately US\$0.43 million) for the six months ended 30 June 2023 (Six months ended 30 June 2022: approximately GBP 0.37 million (or approximately US\$0.48 million)), excluding the amortisation cost of an intangible asset, Fortacin™, and the tax credit in respect of the deferred tax liability.

主要業務 (續)

客戶採用

於二零二三年上半年，深度青春已與若干客戶簽約，且隨著SaaS®平台SenoClock®增加更多老化時鐘並引起更多客戶的興趣，深度青春對吸引更多客戶加入該平台持樂觀態度。

業務發展

深度青春繼續與保險業合作，並更加關注健康保險，相信健康保險將受益於Blood及Mind Age時鐘。深度青春正與多家長壽診所、僱主、保險公司、供應商及消費者健康公司合作。

過往投資

根據本集團前述撤資策略及其於二零二二年三月十四日自股東獲得的出售授權（倘需要），本集團已積極管理（包括部分出售）其於DVP的現有及戰略投資，相當於二零二三年六月三十日該公司股權的約0.09%。於截至二零二三年六月三十日止六個月，本集團於DVP的投資的已變現及未變現收益分別為約91,000美元及19,000美元，於二零二三年六月三十日的市值為約350,000美元。

於截至二零二三年六月三十日止六個月，本集團出售340,707股DVP的股份，總代價（扣除費用前）為現金約1,260,000澳元（或約830,000美元）。

Plethora的財務業績

於截至二零二三年六月三十日止六個月，Plethora錄得營運虧損約350,000英鎊（或約430,000美元）（截至二零二二年六月三十日止六個月：約370,000英鎊（或約480,000美元）），不包括無形資產Fortacin™攤銷費用及就遞延稅項負債之稅項抵免。

MAIN ACTIVITIES (CONTINUED)

The operating loss of Plethora for the six months ended 30 June 2023, mainly included: (i) the royalty income of approximately GBP 66,000 (or approximately US\$82,000) (Six months ended 30 June 2022: approximately GBP 10,000 (or approximately US\$13,000)) which being offset by: (ii) R&D costs related to the regulatory and phase 3 studies in respect of the FDA approval process of Fortacin™ in the US of approximately GBP 0.28 million (or approximately US\$0.35 million) (Six months ended 30 June 2022: approximately GBP 0.24 million (or approximately US\$0.32 million)); and (iii) G&A expenses of approximately GBP 0.13 million (or approximately US\$0.16 million) (Six months ended 30 June 2022: approximately GBP 0.13 million (or approximately US\$0.17 million)).

As at 30 June 2023, Plethora had cash resources of approximately GBP 74,000 (or approximately US\$94,000) (At 31 December 2022: approximately GBP 37,000 (or approximately US\$44,000)), with ongoing financial support being provided by the Group.

INTERIM DIVIDEND

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2023 (Six months ended 30 June 2022: nil).

OUTLOOK

We are optimistic about the prospects for our businesses in the second half of 2023 and going into 2024. Achieving our strategic objective of (i) submitting the NDA to NMPA and commercialising Senstend™ in China with our commercial partner Wanbang Biopharmaceutical; and (ii) the commencement of the phase 3 studies in the US together with the 'out licensing' of the US rights remains our prime focus.

We continue to learn and remain confident about Deep Longevity as it remains a leader in its sector – AI for machine learning to determine biological age with its SaaS® platform of SenoClock® that provides all its aging clocks and longevity recommendations.

Despite the uncertainty caused by inflation, the global economy and geopolitical tension, there is much about which to be optimistic.

We wish to thank our Shareholders for their continued support and our employees for their hard work in another challenging period.

主要業務 (續)

於截至二零二三年六月三十日止六個月，Plethora的營運虧損主要包括：(i)專利使用費收入約66,000英鎊(或約82,000美元)(截至二零二二年六月三十日止六個月：約10,000英鎊(或約13,000美元))，被以下項目抵銷：(ii)與監管及就美國食品及藥品監督管理局之Fortacin™批准程序在美國進行之第三階段研究相關之研發費用約280,000英鎊(或約350,000美元)(截至二零二二年六月三十日止六個月：約240,000英鎊(或約320,000美元))；及(iii)一般及行政費用約130,000英鎊(或約160,000美元)(截至二零二二年六月三十日止六個月：約130,000英鎊(或約170,000美元))。

於二零二三年六月三十日，Plethora之現金資源約為74,000英鎊(或約94,000美元)(於二零二二年十二月三十一日：約37,000英鎊(或約44,000美元))，以及由本集團持續提供財政支援。

中期股息

董事議決不宣派截至二零二三年六月三十日止六個月之中期股息(截至二零二二年六月三十日止六個月：無)。

展望

我們對二零二三年下半年及二零二四年的業務前景持樂觀態度。我們的戰略目標為(i)與商業夥伴江蘇萬邦醫藥一起向國家藥品監督管理局提交新藥申請並在中國實現Senstend™的商業化；及(ii)在美國開始第三階段的研究並「對外授權」美國權利，實現該等目標仍是我們的首要關注點。

我們繼續學習並對Deep Longevity保持信心，因為它仍然是該領域的領導者—用於機器學習的人工智能，通過SaaS®平台SenoClock®確定生物年齡，該平台提供所有老化時鐘及長壽建議。

儘管通貨膨脹、全球經濟及地緣政治緊張局勢導致不確定性，但仍有眾多值得樂觀的因素。

我們衷心感謝股東一直支持，亦感謝僱員在又一個充滿挑戰之期間竭誠為本公司效力。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

REVENUE AND PROFIT

The Group recorded a loss attributable to the shareholders of the Company of approximately US\$12.20 million for the six months ended 30 June 2023 (Six months ended 30 June 2022: approximately US\$20.06 million).

The main elements of the loss are analysed as follows:

收益及溢利

截至二零二三年六月三十日止六個月，本集團錄得本公司股東應佔虧損約12,200,000美元（截至二零二二年六月三十日止六個月：約20,060,000美元）。

虧損之主要項目分析如下：

		Note 附註	Six months ended 30 June 截至六月三十日止六個月		Increase/ (decrease) in absolute value 絕對值 增加/(減少) %
			2023 二零二三年 US\$ million 百萬美元	2022 二零二二年 US\$ million 百萬美元	
Royalty income	專利使用費收入		0.08	0.01	700.00
Other income	其他收入		0.11	0.08	37.50
Exchange loss, net	淨匯兌虧損		(0.05)	(0.46)	(89.13)
Fair value gain/(loss) on financial instruments	金融工具之公允價值 收益/(虧損)	(i)	0.11	(5.04)	N/A不適用
Amortisation of intangible assets	無形資產攤銷		(12.38)	(12.34)	0.32
R&D expenditure	研發開支		(0.69)	(0.60)	15.00
G&A expenditure	一般及行政費用		(2.24)	(2.42)	(7.44)
Finance costs	融資成本	(ii)	(0.03)	(0.58)	(94.83)
Income tax credit	所得稅抵免	(iii)	2.89	1.29	124.03
Total loss attributable to shareholders of the Company	本公司股東應佔虧損總額		(12.20)	(20.06)	(39.18)

(i) The Group recorded a realised gain of approximately US\$91,000 and an unrealised marked-to-market gain of approximately US\$19,000 on FAFVPL for the six months ended 30 June 2023 (Six months ended 30 June 2022: loss of approximately US\$1.00 million and US\$3.36 million respectively), which was mainly due to the slightly increase in the share price of DVP during the period.

(ii) The finance costs decreased by 94.83% to approximately US\$0.03 million for the six months ended 30 June 2023 from approximately US\$0.58 million for the six months ended 30 June 2022, which was mainly due to the settlement in full of both the convertible notes in August 2022 and the shareholder's loans in January 2023.

(i) 本集團於截至二零二三年六月三十日止六個月分別錄得透過損益賬按公允價值處理之金融資產之已變現收益約91,000美元及按市值計價未變現收益約19,000美元（截至二零二二年六月三十日止六個月：虧損分別約1,000,000美元及3,360,000美元），乃主要由於期內DVP股價輕微上漲所致。

(ii) 融資成本由截至二零二二年六月三十日止六個月約580,000美元減少94.83%至截至二零二三年六月三十日止六個月約30,000美元，乃主要由於在二零二二年八月及二零二三年一月分別悉數結算可換股票據及股東貸款所致。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

REVENUE AND PROFIT (CONTINUED)

(iii) The income tax credit increased by 124.03% to approximately US\$2.89 million for the six months ended 30 June 2023 from approximately US\$1.29 million for the six months ended 30 June 2022. This was mainly because the Group recorded a deferred tax liability of approximately US\$3.05 million due to the change of Patent Box tax rate for the year ended 31 December 2022, which would be fully amortised in November 2023.

FINANCIAL POSITION

Shareholders' equity increased by 339.01% to approximately US\$11.40 million as at 30 June 2023 from approximately US\$2.60 million as at 31 December 2022. The increase was due to the increase of total equity by approximately US\$21.67 million (before expenses) after completion of the Rights Issue on 12 January 2023, which was somewhat net off by the loss attributable to shareholders of the Company of approximately US\$12.20 million for the six months ended 30 June 2023.

The Group's assets also comprised: (i) intangible assets of approximately US\$11.32 million, being Fortacin™ and the IP (Deep Longevity); (ii) listed and unlisted investments of approximately US\$0.38 million; (iii) cash and bank balances of approximately US\$4.59 million; (iv) property, plant and equipment, right-of-use assets and prepayments, deposits and other receivables of approximately US\$0.59 million; and (v) restricted bank balances of US\$32,000.

The Group's liabilities comprised: (i) deferred tax liabilities of approximately US\$2.50 million; (ii) trade payables, deposits received, accruals and other payables of approximately US\$2.95 million; (iii) lease liabilities of approximately US\$46,000; and (iv) long-term and short-term bank borrowings of approximately US\$24,000.

收益及溢利 (續)

(iii) 所得稅抵免由截至二零二二年六月三十日止六個月約1,290,000美元增加124.03%至截至二零二三年六月三十日止六個月約2,890,000美元。這主要是由於專利盒稅率於截至二零二二年十二月三十一日止年度的變動致使本集團錄得遞延稅項負債約3,050,000美元所致，該金額將於二零二三年十一月悉數攤銷。

財務狀況

股東權益由二零二二年十二月三十一日約2,600,000美元增加339.01%至二零二三年六月三十日約11,400,000美元。增加乃由於在二零二三年一月十二日完成供股後權益總額增加約21,670,000美元(扣除開支前)所致，被截至二零二三年六月三十日止六個月之本公司股東應佔虧損約12,200,000美元所部分抵銷。

本集團之資產亦包括：(i)無形資產約11,320,000美元(即Fortacin™及知識產權(Deep Longevity))；(ii)上市及非上市投資約380,000美元；(iii)現金及銀行結餘約4,590,000美元；(iv)物業、廠房及設備、使用權資產及預付款項、按金及其他應收款項約590,000美元；及(v)受限制銀行結餘32,000美元。

本集團之負債包括：(i)遞延稅項負債約2,500,000美元；(ii)應付貿易賬款、已收按金、應計賬款及其他應付款項約2,950,000美元；(iii)租賃負債約46,000美元；及(iv)長期及短期銀行借貸約24,000美元。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

RIGHTS ISSUE

To strengthen the financial status and stability of the Group, to enhance the Group's liquidity and to lower the gearing level, on 26 September 2022, the Company announced the proposed Rights Issue on the basis of one Rights Share for every one existing Share held on the record date at the subscription price of HK\$0.0785 (or net price of approximately HK\$0.076) per Rights Share to the qualifying Shareholders as explained under the prospectus of the Company dated 13 December 2022. On the above announcement date, the closing price per Share was HK\$0.10. Subsequent to the passing of the proposed resolutions in respect of the Rights Issue at the extraordinary general meeting of the Company held on 24 November 2022, the Rights Issue was completed on 12 January 2023 and 2,166,571,194 Rights Shares, with an aggregate nominal value of approximately US\$21,665,000, were allotted and issued to the qualifying Shareholders accordingly. Details are set out in the announcements of the Company dated 26 September 2022, 17 October 2022, 31 October 2022, 24 November 2022, 3 January 2023 and 11 January 2023, the circular of the Company dated 31 October 2022 and the prospectus of the Company dated 13 December 2022 respectively.

USE OF PROCEEDS FROM THE RIGHTS ISSUE

The gross proceeds from the Rights Issue (before the Set Off and expenses) were approximately HK\$170.08 million (or approximately US\$21.67 million) and the net proceeds from the Rights Issue (before the Set Off and after deducting the estimated expenses of approximately HK\$6.28 million (or approximately US\$0.80 million)) were approximately HK\$163.80 million (or approximately US\$20.87 million). The Company intends to apply the net proceeds to (i) approximately 63.63% (up to approximately HK\$104.23 million, or approximately US\$13.28 million) for the Set Off upon completion of the Rights Issue; (ii) approximately 26.37% (up to approximately HK\$43.19 million, or approximately US\$5.50 million) for implementation of business development plan as described under the paragraph headed "Business development" in the prospectus dated 13 December 2022; and (iii) the remaining 10.00% (up to approximately HK\$16.38 million, or approximately US\$2.09 million) as general working capital of the Group.

供股

為加強本集團的財務狀況和穩定性、提升本集團之資金流動性及降低資產負債水平，於二零二二年九月二十六日，本公司宣佈建議按於記錄日期每持有一股現有股份獲發一股供股股份之基準，按每股供股股份0.0785港元（或淨價約0.076港元）之認購價向合資格股東進行供股，誠如本公司日期為二零二二年十二月十三日之供股章程所述。於上述公佈日期，股份之收市價為每股0.10港元。於二零二二年十一月二十四日舉行的本公司股東特別大會上通過有關供股的建議決議案後，供股已於二零二三年一月十二日完成，且2,166,571,194股供股股份（總面值約為21,665,000美元）已據此獲配發及發行予合資格股東。詳情分別載於本公司日期為二零二二年九月二十六日、二零二二年十月十七日、二零二二年十月三十一日、二零二二年十一月二十四日、二零二三年一月三日及二零二三年一月十一日之公佈、本公司日期為二零二二年十月三十一日之通函及本公司日期為二零二二年十二月十三日之供股章程。

供股之所得款項用途

供股之所得款項總額（抵銷及扣除開支前）約為170,080,000港元（或約21,670,000美元）及供股之所得款項淨額（抵銷前及扣除估計開支約6,280,000港元（或約800,000美元）後）約為163,800,000港元（或約20,870,000美元）。本公司擬將所得款項淨額中(i)約63.63%（最多約104,230,000港元或約13,280,000美元）於供股完成時用於抵銷；(ii)約26.37%（最多約43,190,000港元或約5,500,000美元）用於按日期為二零二二年十二月十三日之供股章程「業務發展」一段項下所述執行業務發展計劃；及(iii)餘下10.00%（最多約16,380,000港元或約2,090,000美元）用作本集團的一般營運資金。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

USE OF PROCEEDS FROM THE RIGHTS ISSUE

(CONTINUED)

As at 30 June 2023, the net proceeds from the Rights Issue had been utilised as follows:

供股之所得款項用途 (續)

於二零二三年六月三十日，供股之所得款項淨額已動用如下：

	Proposed use of net proceeds as disclosed in the announcement on 11 January 2023 二零二三年一月十一日 公佈所披露之 所得款項淨額的建議用途		Actual use of net proceeds up to 30 June 2023 直至二零二三年六月三十日之 所得款項淨額的實際用途		Unutilised net proceeds as of 30 June 2023 截至二零二三年六月三十日之 未動用所得款項淨額		Expected timeline of full utilisation of the balance 悉數動用 結餘之 預期時間表
	HK\$ million 百萬港元	US\$ million 百萬美元	HK\$ million 百萬港元	US\$ million 百萬美元	HK\$ million 百萬港元	US\$ million 百萬美元	
Set Off 抵銷	104.23	13.28	(104.23)	(13.28)	-	-	
Business development 業務發展	43.19	5.50	(5.42)	(0.69)	37.77	4.81	1Q 2024 二零二四年 第一季度
General working capital 一般營運資金	16.38	2.09	(16.38)	(2.09)	-	-	
	163.80	20.87	(126.03)	(16.06)	37.77	4.81	

STRATEGIC PLAN

The Board and the Company's senior management play an active role in the Company's strategy development and planning process. The CEO regularly interacts with the Board in respect of the strategic plan and direction of the Company, during which an agreed approach for the Company to generate and preserve its long-term value was determined, while agreeing shorter term priorities and objectives. In addition, the risks associated with the current operations and strategy of the Company are currently being tested by way of an internal audit process conducted through an independent service provider, with the aim of identifying ways in which the Company can better identify and manage its risks.

策略計劃

董事會及本公司高級管理層在本公司之策略發展及規劃過程中擔當積極角色。行政總裁與董事會定期就本公司策略計劃及方向進行互動，並透過互動為本公司定出一個各方同意之方向，締造及保存其長遠價值，同時協定短期之優先次序及目標。此外，與本公司現有營運及策略有關之風險目前正透過一名獨立服務供應商進行之內部審核程序作出測試，旨在識別本公司可更好識別及管理其風險之方法。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

STRATEGIC PLAN (CONTINUED)

In order to generate or preserve value over the longer term, the Group is committed to:

- the divestment of non-core assets and investments to enable the Company to pursue growth and opportunistic investments in the life sciences sector;
- utilising international and local expertise to tackle difficult markets, deliver results and achieve global recognition; and
- employing the Company's Hong Kong listing through strong liquidity and access to international capital markets, together with maintaining our corporate governance and social responsibility standards in line with the policies set down by the Stock Exchange and best practice.

The Company is committed to creating Shareholders value and returns through accretive acquisitions and returning surplus capital to Shareholders by way of an effective dividend policy and share repurchase programme.

FUNDING

As at 30 June 2023, the Group had approximately US\$4.59 million in cash that represented approximately 40.29% of its total shareholders' equity, which does not take into account the Group's holding of securities of FAFVPL that amounted to approximately US\$0.38 million.

GEARING RATIO

As at 30 June 2023, the gearing ratio (being long-term debts over total equity and long-term debts) of the Group was approximately 0.14% (At 31 December 2022: approximately 0.69%).

MANAGEMENT OF RISK

The most significant risks affecting the profitability and viability in respect of the Group is the Group's interest in Plethora and the continued success and revenue derived from its listed equity portfolio.

策略計劃 (續)

為締造或保存長遠價值，本集團承諾：

- 出售非核心資產及投資，可讓本公司尋求於生命科學領域之增長及投資機會；
- 利用國際及當地專家處理棘手市場、創造佳績及獲得全球認可；及
- 利用本公司之香港上市地位以強大之流動資金及進入國際資本市場，並按照聯交所制定之政策及最佳慣例維持企業管治及社會責任標準等方式。

本公司致力於透過增值收購及以有效股息政策及股份購回計劃向股東退還盈餘股本之方式締造股東價值及回報。

資金

於二零二三年六月三十日，本集團持有現金約4,590,000美元，佔股東權益總額約40.29%，當中並未計算本集團持有價值約380,000美元之透過損益賬按公允價值處理之金融資產之證券。

資本負債比率

於二零二三年六月三十日，本集團資本負債比率（即長期債務除以總權益加長期債務總和之比率）約為0.14%（於二零二二年十二月三十一日：約0.69%）。

風險管理

對本集團之盈利能力與發展能力造成最深遠影響之風險是本集團於Plethora之權益以及上市股本投資組合持續成功及所產生的收益。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2023 (At 31 December 2022: nil).

SIGNIFICANT INVESTMENTS

As at 30 June 2023, the Group did not have any significant investment in equity interest in any other companies and did not own any properties (At 31 December 2022: nil).

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Group did not have any material acquisition or disposal of subsidiary during the six months ended 30 June 2023 (Six months ended 30 June 2022: nil).

MATERIAL CHANGES FOR THE INTERIM PERIOD

Saved as disclosed in this report, there were no significant changes in the Group's financial position and from the information disclosed under "Review and Prospects" and "Management's Discussion and Analysis of the Group's Performance" of this report.

EVENTS AFTER REPORTING DATE

Please refer to note 28 to this report for details of events after the reporting date.

EMPLOYEES

The Group, including subsidiaries but excluding an associate, employed 20 employees and 1 consultant as at 30 June 2023 (Six months ended 30 June 2022: 18 employees and 10 consultants). The remuneration policy is to reward key employees by a combination of salaries, profit related discretionary bonuses and share options, where appropriate. For employees below Board level, remuneration will be determined by the Director(s) responsible for the division whilst, for Directors, remuneration is determined by the Remuneration Committee. In all cases, profit related discretionary bonuses and grants of share options will be agreed by the Remuneration Committee.

或然負債

本集團於二零二三年六月三十日並無重大或然負債(於二零二二年十二月三十一日:無)。

重大投資

於二零二三年六月三十日,本集團並無於任何其他公司擁有任何重大股權投資,亦無擁有任何物業(於二零二二年十二月三十一日:無)。

重大收購及出售附屬公司

於截至二零二三年六月三十日止六個月,本集團概無進行任何附屬公司的重大收購或出售(截至二零二二年六月三十日止六個月:無)。

中期的重大變動

除本報告所披露者外,本集團之財務狀況及本報告中「回顧及展望」及「管理層對本集團業績之討論及分析」所披露之資料概無重大變動。

報告日後事項

有關報告日後事項的詳情,請參閱本報告附註28。

僱員

本集團(包括附屬公司,但不包括聯營公司)於二零二三年六月三十日共有20名僱員及1名顧問(截至二零二二年六月三十日止六個月:18名僱員及10名顧問)。薪酬政策乃向主要僱員發放包含薪金、溢利相關之酌情花紅及購股權(如適用)之薪酬待遇。董事會級別以下之僱員,其薪酬由負責有關部門之董事釐定,而董事之酬金則由薪酬委員會釐定。在任何情況下,溢利相關之酌情花紅及授出購股權須獲薪酬委員會同意。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
	Note 附註		
Revenue	收益	82	13
Other income	其他收入	106	75
Exchange losses, net	淨匯兌虧損	(45)	(464)
Fair value loss on derivative financial instruments	衍生金融工具之 公允價值虧損	-	(691)
Fair value gain/(loss) on FAFVPL	透過損益賬按公允價值 處理之金融資產之 公允價值收益／(虧損)	19	(3,355)
Gain/(loss) on disposal of FAFVPL	出售透過損益賬按公允 價值處理之金融資產之 收益／(虧損)	91	(997)
		253	(5,419)
Expenses:	支出：		
Employee benefit expenses	僱員福利費用	(1,495)	(1,723)
Rental and office expenses	租金及辦公室費用	(295)	(293)
Information and technology expenses	資訊及科技費用	(86)	(81)
Marketing costs	市場推廣費用	(17)	(4)
Professional and consulting fees	專業及諮詢費用	(265)	(266)
Research and development expenses	研發開支	(686)	(603)
Amortisation of intangible assets	無形資產攤銷	(12,379)	(12,341)
Other operating expenses	其他營運支出	(93)	(40)
Loss from operations	營運虧損	(15,063)	(20,770)
Finance costs	融資成本	(27)	(580)
Loss before tax	除稅前虧損	(15,090)	(21,350)
Income tax credit	所得稅抵免	2,891	1,288
Loss for the period	期內虧損	(12,199)	(20,062)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
	Note 附註		
Other comprehensive income	其他全面收入		
Item that will be reclassified to profit or loss:	將會重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	65	426
Other comprehensive income for the period, net of tax	本期間其他全面收入，扣除稅項	65	426
Total comprehensive loss for the period	本期間全面虧損總額	(12,134)	(19,636)
Loss for the period attributable to:	以下應佔本期間虧損：		
Shareholders of the Company	本公司股東	(12,199)	(20,062)
Total comprehensive loss for the period attributable to:	以下應佔本期間全面虧損總額：		
Shareholders of the Company	本公司股東	(12,134)	(19,636)
Loss per share attributable to shareholders of the Company during the period	本公司股東應佔本期間之每股虧損	10	Restated 經重列
		US cents 美仙	US cents 美仙
- Basic	- 基本	(5.501)	(16.722)
- Diluted	- 攤薄	(5.501)	(16.722)
		HK cents 港仙	HK cents 港仙
- Basic	- 基本	(43.120)	(130.863)
- Diluted	- 攤薄	(43.120)	(130.863)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
	Note 附註		US\$'000 千美元	US\$'000 千美元
ASSETS AND LIABILITIES		資產及負債		
Non-current assets		非流動資產		
Property, plant and equipment	11	物業、廠房及設備	21	27
Right-of-use assets	12	使用權資產	41	276
Intangible assets	13	無形資產	11,324	23,702
Interest in an associate		於一間聯營公司之 權益	1	1
Financial assets at fair value through other comprehensive income		按公允價值計入 其他全面收入之 金融資產	-	-
			11,387	24,006
Current assets		流動資產		
Financial assets at fair value through profit or loss		透過損益賬按公允價 值處理之金融資產	375	1,097
Trade receivables	14	應收貿易賬款	-	13
Prepayments, deposits and other receivables		預付款項、按金及其 他應收款項	532	861
Restricted bank balances	24	受限制銀行結餘	32	32
Cash and bank balances		現金及銀行結餘	4,594	309
			5,533	2,312
Current liabilities		流動負債		
Trade payables, deposits received, accruals and other payables	15	應付貿易賬款、 已收按金、 應計賬款及 其他應付款項	2,953	4,604
Bank borrowings	17	銀行借貸	8	8
Shareholder's loans	19	股東貸款	-	13,402
Lease liabilities		租賃負債	46	302
			3,007	18,316
Net current assets/(liabilities)		流動資產／(負債) 淨額	2,526	(16,004)
Total assets less current liabilities		資產總值減流動負債	13,913	8,002

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
		US\$'000 千美元	US\$'000 千美元
		Note 附註	
Non-current liabilities	非流動負債		
Bank borrowings	銀行借貸	17	16
Deferred tax liabilities	遞延稅項負債		5,387
			2,512
NET ASSETS	資產淨值		11,401
			2,597
EQUITY	權益		
Capital and reserves attributable to shareholders of the Company	本公司股東應佔資本及儲備		
Share capital	股本	16	45,669
Reserves	儲備		(34,268)
			24,004
			(21,407)
TOTAL EQUITY	權益總額		11,401
			2,597
Net assets value per share:	每股資產淨值：		Restated 經重列
- US cents	- 美仙		4.99
- HK cents	- 港仙		2.16
			39.10
			16.95

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

(Unaudited)
(未經審核)
Equity attributable to shareholders of the Company
本公司股東應佔權益

		Share capital	Accumulated losses*	Share premium*	Investment revaluation reserve*	Share-based payment reserve*	Capital redemption reserve*	Statutory and other reserves*	Foreign currency exchange reserve*	Total equity
		股本	累計虧損*	股份溢價*	投資重估儲備*	為基礎的付款儲備*	股本贖回儲備*	法定及其他儲備*	外幣匯兌儲備*	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
2023										
二零二三年										
At 1 January 2023	於二零二三年一月一日	24,004	(326,933)	294,331	(1,500)	714	8,228	215	3,538	2,597
Loss for the period	期內虧損	-	(12,199)	-	-	-	-	-	-	(12,199)
Other comprehensive income	其他全面收入									
Foreign currency translation adjustment	外幣換算調整	-	-	-	-	-	-	-	65	65
Total comprehensive income for the period	期內全面收入總額	-	(12,199)	-	-	-	-	-	65	(12,134)
Issue of Shares through Rights Issue	透過供股發行股份	21,665	-	(810)	-	-	-	-	-	20,855
Equity settled share-based payment transactions (note 25)	以權益結算的股份付款交易 (附註25)	-	-	-	-	83	-	-	-	83
Share options lapsed	購股權失效	-	63	-	-	(63)	-	-	-	-
		21,665	63	(810)	-	20	-	-	-	20,938
At 30 June 2023	於二零二三年六月三十日	45,669	(339,069)	293,521	(1,500)	734	8,228	215	3,603	11,401

(Unaudited)
(未經審核)
Equity attributable to shareholders of the Company
本公司股東應佔權益

		Share capital	Accumulated losses	Share premium	Convertible notes equity reserve	Investment revaluation reserve	Share-based payment reserve	Capital redemption reserve	Statutory and other reserves	Foreign currency exchange reserve	Total equity
		股本	累計虧損	股份溢價	可換股票據權益儲備	投資重估儲備	為基礎的付款儲備	股本贖回儲備	法定及其他儲備	外幣匯兌儲備	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
2022											
二零二二年											
At 1 January 2022	於二零二二年一月一日	23,994	(291,716)	294,326	1,092	(1,500)	617	8,228	215	3,513	38,769
Loss for the period	期內虧損	-	(20,062)	-	-	-	-	-	-	-	(20,062)
Other comprehensive income	其他全面收入										
Foreign currency translation adjustment	外幣換算調整	-	-	-	-	-	-	-	-	426	426
Total comprehensive income for the period	期內全面收入總額	-	(20,062)	-	-	-	-	-	-	426	(19,636)
Equity settled share-based payment transactions (note 25)	以權益結算的股份付款交易 (附註25)	-	-	-	-	-	128	-	-	-	128
Share options lapsed	購股權失效	-	68	-	-	-	(68)	-	-	-	-
		-	68	-	-	-	60	-	-	-	128
At 30 June 2022	於二零二二年六月三十日	23,994	(311,710)	294,326	1,092	(1,500)	677	8,228	215	3,939	19,261

* As at 30 June 2023, the total of these reserves amount to a deficit of approximately US\$34,268,000 (At 31 December 2022: approximately US\$21,407,000).

* 於二零二三年六月三十日，該等儲備金額合共虧損約34,268,000美元 (二零二二年十二月三十一日：約21,407,000美元)。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
	Note 附註		
Cash flows from operating activities:	經營活動之現金流量：		
Loss before tax	除稅前虧損	(15,090)	(21,350)
Adjustments for:	就下列各項作出調整：		
Finance costs	融資成本	27	580
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8	9
Depreciation of right-of-use assets	使用權資產折舊	234	234
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	1
Amortisation of intangible assets	無形資產攤銷	12,379	12,341
Fair value loss on derivative financial instruments	衍生金融工具之公允價值虧損	-	691
Fair value (gain)/loss on FAFVPL	透過損益賬按公允價值處理之金融資產之公允價值(收益)/虧損	8	(19)
(Gain)/loss on disposal of FAFVPL	出售透過損益賬按公允價值處理之金融資產之(收益)/虧損	8	997
Equity-settled share-based payment expenses	以權益結算的股份付款開支	83	128
Operating loss before working capital changes	營運資本變動前之營運虧損	(2,469)	(3,014)
Decrease/(increase) in trade receivables	應收貿易賬款減少/(增加)	13	(2)
Decrease/(increase) in prepayments and other receivables	預付款項及其他應收款項減少/(增加)	329	(106)
Decrease in trade payables, deposits received, accruals and other payables	應付貿易賬款、已收按金、應計賬款及其他應付款項減少	(234)	(210)
Cash used in operations	經營所用現金	(2,361)	(3,332)
Interest on lease liabilities	租賃負債利息	(6)	(24)
Net cash used in operating activities	經營活動所用現金淨額	(2,367)	(3,356)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
	Note 附註		
Cash flows from investing activities:	投資活動之現金流量：		
Purchase of property, plant and equipment	購入物業、廠房及設備	(2)	(8)
Proceeds from disposal of FAFVPL	出售透過損益賬按公允價值處理之金融資產之所得款項	832	2,893
Net cash generated from investing activities	投資活動所得之現金淨額	830	2,885
Cash flows from financing activities:	融資活動之現金流量：		
Repayment of bank borrowings	償還銀行借貸	(4)	(7)
Repayment of lease liabilities	償還租賃負債	(254)	(236)
Interest paid	已付利息	-	(106)
Net proceeds from Rights Issue	供股所得款項淨額	6,015	-
Net cash generated from/(used in) financing activities	融資活動所得／(所用)之現金淨額	5,757	(349)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	4,220	(820)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等價物	309	581
Effect of foreign currency fluctuations	外幣波動之影響	65	427
Cash and cash equivalents at the end of the period	期終之現金及現金等價物	4,594	188
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘之分析：		
Cash and bank balances	現金及銀行結餘	4,594	188

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. Its registered office is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Group is 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong. The Company's shares are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange.

The Company is engaged in investment holding, and the principal activities of the Group consist of investments in biopharma companies and other corporate investments.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the Listing Rules.

The condensed consolidated financial statements should be read in conjunction with the 2022 annual consolidated financial statements. The accounting policies (including the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of the condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2022.

3. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted all new and revised Hong Kong Financial Reporting Standards issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. They do not have a material effect on the Group's condensed consolidated financial statements.

1. 一般資料

本公司於開曼群島註冊成立為有限責任公司，其註冊辦事處位於P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。本集團主要營業地點為香港皇后大道中5號衡怡大廈8樓。本公司之股份於聯交所主板上市，亦於法蘭克福證券交易所公開市場(Freiverkehr)買賣。

本公司從事投資控股，而本集團之主要業務則包括於生物醫藥公司之投資及其他企業投資。

2. 編製基準

簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及上市規則所規定之適用披露編製。

簡明綜合財務報表應與截至二零二二年年度綜合財務報表一併閱讀。會計政策（包括管理層在應用本集團會計政策時作出的重大判斷及估計不確定性因素的主要來源）及編製簡明綜合財務報表所採用的計算方法與截至二零二二年十二月三十一日止年度的年度綜合財務報表所採納者一致。

3. 採納新訂或經修訂香港財務報告準則

本集團已採納所有與其經營業務有關並於二零二三年一月一日開始之會計年度生效之由香港會計師公會頒佈之新訂及經修訂之香港財務報告準則。該等準則對本集團簡明綜合財務報表並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

3. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing the condensed consolidated financial statements.

4. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

The following table shows the carrying amounts and fair value of financial assets, including their levels in the fair value hierarchy. It does not include fair value information for financial assets not measured at fair value if the carrying amount is a reasonable approximation of fair value.

3. 採納新訂或經修訂香港財務報告準則 (續)

多項新訂準則及準則修訂本於二零二三年一月一日之後開始的年度期間生效，並允許提前應用。本集團於編製簡明綜合財務報表時並未提前採納任何即將頒佈新訂或經修訂準則。

4. 公允價值計量

本集團於簡明綜合財務狀況表中反映之金融資產及金融負債之賬面值與其各自之公允價值相若。

公允價值為市場參與者於計量日期進行有序交易出售資產時將收取或轉讓負債時將支付之價格。以下公允價值計量披露資料所用之公允價值層次按用以計量公允價值之估值技術所使用之輸入數據分為三個層次：

第一層次輸入值：根據本集團於計量日期可獲得相同資產或負債於活躍市場之報價（未經調整）。

第二層次輸入值：資產或負債直接或間接可觀察輸入值（不包括計入第一層次之報價）。

第三層次輸入值：資產或負債不可觀察輸入值。

本集團之政策是於導致轉撥之事件或情況發生當日確認三個層次之間的轉入及轉出。

下表顯示金融資產的賬面值及公允價值，包括其在公允價值層次中的層次。倘賬面值為公允價值的合理近似值，則不包括未按公允價值計量的金融資產的公允價值資料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4. FAIR VALUE MEASUREMENTS (CONTINUED)

Disclosures of level in fair value hierarchy:

4. 公允價值計量 (續)

公允價值層次披露：

Description 概述	Note 附註	Fair value measurements as at 30 June 2023 於二零二三年六月三十日之公允價值計量			
		Level 1 第一層次 US\$'000 千美元 (unaudited) (未經審核)	Level 2 第二層次 US\$'000 千美元 (unaudited) (未經審核)	Level 3 第三層次 US\$'000 千美元 (unaudited) (未經審核)	Total 總計 US\$'000 千美元 (unaudited) (未經審核)
Recurring fair value measurements: 經常性公允價值計量：					
Financial assets at FVTPL 透過損益賬按公允價值處理之金融資產					
- Unlisted club debenture	(a)	-	19	-	19
- Listed equity securities	(b)	356	-	-	356
		356	19	-	375

Description 概述	Note 附註	Fair value measurements as at 31 December 2022 於二零二二年十二月三十一日之公允價值計量			
		Level 1 第一層次 US\$'000 千美元 (audited) (經審核)	Level 2 第二層次 US\$'000 千美元 (audited) (經審核)	Level 3 第三層次 US\$'000 千美元 (audited) (經審核)	Total 總計 US\$'000 千美元 (audited) (經審核)
Recurring fair value measurements: 經常性公允價值計量：					
Financial assets at FVTPL 透過損益賬按公允價值處理之金融資產					
- Unlisted club debenture	(a)	-	19	-	19
- Listed equity securities	(b)	1,078	-	-	1,078
		1,078	19	-	1,097

The methods and valuation techniques used for the purpose of measuring FV were unchanged compared to the previous reporting periods.

就計量公允價值目的所用方式及估值技術較過往報告期間並無變動。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4. FAIR VALUE MEASUREMENTS (CONTINUED)

(a) Unlisted club debenture

The unlisted club debenture is denominated in Hong Kong dollars. The FV was determined by reference to the recent market price at the reporting date and was translated using the spot foreign currency rate at the end of the reporting period where appropriate.

(b) Listed equity investments

The listed equity securities are denominated in Canadian and Australian dollars. The FV were determined by reference to the last quoted market prices at the reporting date and were translated using the spot foreign currency rates at the end of the reporting period where appropriate.

The movements in FV measurement within Level 3 during the period were as follows:

Derivative financial instruments

		(Unaudited) (未經審核) 2023 二零二三年 US\$'000 千美元	(Unaudited) (未經審核) 2022 二零二二年 US\$'000 千美元
At 1 January	於一月一日	-	1,202
FV change recognised in profit or loss	於損益確認之公允價值變動	-	(691)
At 30 June	於六月三十日	-	511

4. 公允價值計量 (續)

(a) 非上市會所債券

非上市會所債券以港元計值。其公允價值乃參考報告日期之近期市場價格釐定，並且以報告期間結束時之現貨外幣匯率換算 (如適用)。

(b) 上市股權投資

上市股本證券以加元及澳元計值。其公允價值乃參考報告日期之最新所報市場價格釐定，並且以報告期間結束時之現貨外幣匯率換算 (如適用)。

期內，第三層次公允價值計量變動如下：

衍生金融工具

		(Unaudited) (未經審核) 2023 二零二三年 US\$'000 千美元	(Unaudited) (未經審核) 2022 二零二二年 US\$'000 千美元
At 1 January	於一月一日	-	1,202
FV change recognised in profit or loss	於損益確認之公允價值變動	-	(691)
At 30 June	於六月三十日	-	511

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

Revenue of the Group consists of royalty income. An analysis of the Group's revenue and other income for the period is as follows:

5. 收益、其他收入及分部資料

本集團之收益包括專利使用費收入。期內本集團之收益及其他收入分析如下：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 US\$'000 千美元	2022 二零二二年 US\$'000 千美元
Royalty income	專利使用費收入	82	13
Other income	其他收入		
Over-provision of long-service payment	長期服務付款之超額撥備	-	59
Government grants (note)	政府補助 (附註)	-	15
Sundry income	雜項收入	106	1
		106	75
		188	88

Note: During the six months ended 30 June 2022, a Hong Kong government grant of approximately US\$15,000 was received by the Group under the "Employment Support Scheme" launched from the "Anti-epidemic Fund".

附註：截至二零二二年六月三十日止六個月，本集團根據「防疫抗疫基金」推出的「保就業計劃」收到香港政府補助約15,000美元。

There were no unfulfilled conditions relating to the grants.

概無有關補助的未達成條件。

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the CEO for his decision about resources allocation to the Group's business components and for his review of the performance of those components. The business components in the internal financial information reported to the CEO are determined following the Group's major product and service lines.

本集團已根據定期呈報予行政總裁之內部財務資料識別其經營分部及編製分部資料，以根據該等內部財務資料決定本集團各業務組成部分之資源分配並審閱該等組成部分之表現。內部呈報予行政總裁之財務資料之業務組成部分乃根據本集團之主要產品及服務類別而釐定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

For management purpose, the Group's two product and service lines are identified as operating segments as follows:

Biopharma : Research, development, manufacturing, marketing and sale of pharmaceutical products and development of AI systems for the field of biological aging clocks

Corporate Investment : Investment in corporate entities, both listed and unlisted

These operating segments are monitored and strategic decisions are made on the basis of segment operating results. There were no sales between the reportable segments.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- Income tax credit

is not included in arriving at the operating results of the operating segment.

Segment assets include all assets except for interest in an associate.

Segment liabilities exclude shareholder's loans and deferred tax liabilities.

5. 收益、其他收入及分部資料 (續)

就管理而言，本集團兩項產品及服務已劃分為以下經營分部：

生物醫藥：研究、開發、製造、推廣及銷售生物醫藥產品以及衰老生物時鐘領域之人工智能系統

企業投資：投資於公司企業（上市及非上市）

有關經營分部受到監督，根據經營分部業績作出策略決定。可呈報分部之間並無銷售。

本集團根據香港財務報告準則第8號呈報分部業績所採用之計量政策與其根據香港財務報告準則編製之財務報表所用者相同，惟計算經營分部之經營業績時未計入以下內容：

- 所得稅抵免

分部資產包括所有資產，但不包括於一間聯營公司之權益。

分部負債不包括股東貸款及遞延稅項負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

Information regarding the Group's reportable segments is set out below:

Six months ended 30 June 2023

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US\$'000 千美元	Corporate Investment 企業投資 US\$'000 千美元	Total 總計 US\$'000 千美元
Revenue from external customers	來自外銷客戶之收益	82	-	82
Segment loss and consolidated loss before income tax credit	分部虧損及除所得稅抵免前之綜合虧損	(13,128)	(1,962)	(15,090)

As at 30 June 2023

於二零二三年六月三十日

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US\$'000 千美元	Corporate Investment 企業投資 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment assets	分部資產	11,608	5,311	16,919
Interest in an associate	於一間聯營公司之權益			1
Total assets	資產總值			16,920
Segment liabilities	分部負債	161	2,862	3,023
Deferred tax liabilities	遞延稅項負債			2,496
Total liabilities	負債總額			5,519

5. 收益、其他收入及分部資料 (續)

有關本集團呈報分部之資料載列如下：

截至二零二三年六月三十日止六個月

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5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

Six months ended 30 June 2022

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US\$'000 千美元	Corporate Investment 企業投資 US\$'000 千美元	Total 總計 US\$'000 千美元
Revenue from external customers	來自外銷客戶之收益	13	-	13
Segment loss and consolidated loss before income tax credit	分部虧損及除所得稅抵免前之綜合虧損	(13,172)	(8,178)	(21,350)

As at 31 December 2022

於二零二二年十二月三十一日

		Biopharma 生物醫藥 US\$'000 千美元	Corporate Investment 企業投資 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment assets	分部資產	23,900	2,417	26,317
Interest in an associate	於一間聯營公司之權益			1
Total assets	資產總值			26,318
Segment liabilities	分部負債	234	4,698	4,932
Shareholder's loans	股東貸款			13,402
Deferred tax liabilities	遞延稅項負債			5,387
Total liabilities	負債總額			23,721

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

Disaggregation of revenue

Disaggregation of revenue from the Group's Biopharma segment and timing of revenue recognition are as follows:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 US\$'000 千美元	2022 二零二二年 US\$'000 千美元
Timing of revenue recognition	確認收益時間		
At a point in time	於特定時間		
Royalty income	專利使用費收入	82	13
By geographical location of external customers	按外銷客戶之地區劃分		
Europe	歐洲	82	13

The geographical location of revenue from external customers is based on the location of customers of the Group's Biopharma segment.

Information about major customers

Revenue from customers of the Group's Biopharma segment contributed to 10% or more of the Group's total revenue is as follows:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 US\$'000 千美元	2022 二零二二年 US\$'000 千美元
Customer A	客戶A	82	13

5. 收益、其他收入及分部資料 (續)

收益細分

本集團生物醫藥分部收益之分類及確認收益時間如下：

外銷客戶收益之地區乃基於本集團生物醫藥分部客戶所在地區。

有關主要客戶之資料

來自本集團生物醫藥分部為本集團貢獻收益總額10%或以上之客戶之收益如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

6. FINANCE COSTS

6. 融資成本

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
Imputed interest expenses on interest-free shareholder's loan (note 19)	不計息股東貸款之推算利息 開支(附註19)	-	23
Interest expenses on shareholder's loans (note 19)	股東貸款之利息開支 (附註19)	21	252
Interest expense on lease liabilities	租賃負債之利息開支	6	24
Implicit interest expense on Convertible Notes (note 18)	可換股票據之隱含利息開支 (附註18)	-	281
		27	580

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簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

7. INCOME TAX CREDIT

The amount of income tax credit in the condensed consolidated statement of profit or loss and other comprehensive income represents:

7. 所得稅抵免

簡明綜合損益及其他全面收益表所列所得稅抵免指：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		US\$'000	US\$'000
		千美元	千美元
Outside Hong Kong	香港境外		
- Deferred tax credit	- 遞延稅項抵免	2,891	1,288

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the six months ended 30 June 2023 (Six months ended 30 June 2022: nil).

由於本集團於截至二零二三年六月三十日止六個月並無應課稅溢利（截至二零二二年六月三十日止六個月：無），故毋須就香港利得稅作出撥備。

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

其他地方應課稅溢利之稅項開支按本集團經營所在國家之現行稅率，並根據有關之現有法律、詮釋及慣例計算。

An income tax credit of approximately US\$2,891,000 for the period ended 30 June 2023 (Six months ended 30 June 2022: approximately US\$1,288,000) represents the deferred tax credit arising on the amortisation charge for the period relating to the intangible assets of the patent Fortacin™ and IP (Deep Longevity).

截至二零二三年六月三十日止期間之所得稅抵免約2,891,000美元（截至二零二二年六月三十日止六個月：約1,288,000美元）指期內與專利Fortacin™無形資產及知識產權(Deep Longevity)有關之攤銷支出產生之遞延稅項抵免。

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簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

8. LOSS FOR THE PERIOD

8. 期內虧損

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		US\$'000	US\$'000
		千美元	千美元
The Group's loss for the period is arrived at after charging/(crediting):	本集團期內虧損已扣除／(計入)：		
Auditors' remuneration	核數師酬金		
- audit services	—核數服務	-	-
- other services	—其他服務	26	45
Depreciation of:	下列各項之折舊：		
- property, plant and equipment	—物業、廠房及設備	8	9
- right-of-use assets	—使用權資產	234	234
Amortisation of intangible assets (note 13)	無形資產攤銷(附註13)	12,379	12,341
Short-term lease expenses	短期租賃支出	7	7
Low-value assets lease expenses	低價值資產租賃支出	2	2
Fair value loss on derivative financial instruments	衍生金融工具之公允價值虧損	-	691
Fair value (gain)/loss on FAFVTPL	透過損益賬按公允價值處理之金融資產之公允價值(收益)／虧損	(19)	3,355
(Gain)/loss on disposal of FAFVTPL	出售透過損益賬按公允價值處理之金融資產之(收益)／虧損	(91)	997
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	1
Exchange losses, net	淨匯兌虧損	45	464

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簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

9. DIVIDENDS

No interim dividend has been declared or paid in respect of the six months ended 30 June 2023 (Six months ended 30 June 2022: nil).

10. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to shareholders of the Company for the period and the weighted average number of ordinary shares in issue during the period.

9. 股息

本公司並無宣派或派付截至二零二三年六月三十日止六個月之中期股息(截至二零二二年六月三十日止六個月：無)。

10. 每股虧損

每股基本虧損按照期內本公司股東應佔虧損及期內已發行普通股之加權平均數計算。

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		US\$'000	US\$'000
		千美元	千美元
			(restated) (經重列)
Loss attributable to shareholders of the Company	本公司股東應佔虧損	(12,199)	(20,062)
Weighted average number of ordinary shares in issue (note)	已發行普通股之加權平均數 (附註)	221,762,449	119,971,061
Basic loss per share (US cents)	每股基本虧損(美仙)	(5.501)	(16.722)

Note: As at 30 June 2023, after the Share Consolidation, the weighted average number of ordinary shares in issue was adjusted to 221,762,449 Shares from 4,435,249,002 Shares (At 30 June 2022: adjusted to 119,971,061 Shares from 2,399,421,215 Shares).

No adjustment has been made to the basic loss per share amounts presented for the six months ended 30 June 2023 and 2022 respectively in respect of a dilution as the impact of the share option scheme had an anti-dilutive effect on the basic loss per share amounts presented.

附註：於二零二三年六月三十日，股份合併後，已發行普通股之加權平均數由4,435,249,002股股份調整為221,762,449股股份(於二零二二年六月三十日：由2,399,421,215股股份調整為119,971,061股股份)。

截至二零二三年及二零二二年六月三十日止六個月分別呈列的每股基本虧損金額並未就攤薄作出調整，原因是購股權計劃的影響對呈列的每股基本虧損金額具有反攤薄影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

10. LOSS PER SHARE (CONTINUED)

On 12 January 2023, the Company offered Rights Issue to its existing shareholders at a subscription price higher than its market price. Therefore, there were no bonus elements for this Rights Issue and the weighted average number of ordinary shares were not adjusted for the six months ended 30 June 2023.

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired computer equipment with a cost of approximately US\$2,000 (Six months ended 30 June 2022: approximately US\$8,000).

12. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2023, the Group has not entered into any new significant lease agreement. Lease liabilities of approximately US\$46,000 (At 31 December 2022: approximately US\$302,000) are recognised with related right-of-use assets of approximately US\$41,000 as at 30 June 2023 (At 31 December 2022: approximately US\$276,000). The lease agreements do not impose any covenants other than security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

10. 每股虧損 (續)

於二零二三年一月十二日，本公司以高於市價的認購價向現有股東提呈供股。因此，是次供股並無紅利成分，且並無就截至二零二三年六月三十日止六個月的普通股加權平均數作出調整。

11. 物業、廠房及設備

截至二零二三年六月三十日止六個月，本集團收購電腦設備，成本約2,000美元（截至二零二二年六月三十日止六個月：約8,000美元）。

12. 使用權資產

截至二零二三年六月三十日止六個月，本集團並未訂立任何新的重大租賃協議。於二零二三年六月三十日，已確認租賃負債約46,000美元（於二零二二年十二月三十一日：約302,000美元），相關使用權資產約41,000美元（於二零二二年十二月三十一日：約276,000美元）。除出租人持有的租賃資產的擔保權益外，租賃協議概不附帶任何契諾。租賃資產不得用作借貸擔保。

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13. INTANGIBLE ASSETS

13. 無形資產

		Patent (Fortacin™) 專利 (Fortacin™) US\$'000 千美元	Intellectual properties (Deep Longevity) 知識產權 (Deep Longevity) US\$'000 千美元	Total 總計 US\$'000 千美元
Cost	成本			
At 1 January 2022, 31 December 2022, 1 January 2023 and 30 June 2023	於二零二二年一月一日、 二零二二年十二月三十一 日、二零二三年一月一日及 二零二三年六月三十日	216,000	2,660	218,660
Accumulated amortization and impairment loss	累計攤銷及減值虧損			
At 1 January 2022	於二零二二年一月一日	169,624	382	170,006
Amortisation for the year	年內攤銷	24,572	379	24,951
Exchange difference	匯兌差額	-	1	1
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	194,196	762	194,958
Amortisation for the period	期內攤銷	12,188	191	12,379
Exchange difference	匯兌差額	-	(1)	(1)
At 30 June 2023	於二零二三年六月三十日	206,384	952	207,336
Carrying amount	賬面值			
At 30 June 2023	於二零二三年六月三十日	9,616	1,708	11,324
At 31 December 2022	於二零二二年十二月三十一日	21,804	1,898	23,702

As at 30 June 2023, the intangible assets of approximately US\$11,324,000 (At 31 December 2022: approximately US\$23,702,000) represented the patent Fortacin™, the principal asset of Plethora, which was acquired by the Group in 2016, amounting to approximately US\$9,616,000 (At 31 December 2022: approximately US\$21,804,000) and the IP (Deep Longevity), the principal asset of DLI, which was acquired in 2020, amounting to approximately US\$1,708,000 (At 31 December 2022: approximately US\$1,898,000).

於二零二三年六月三十日，約11,324,000美元（於二零二二年十二月三十一日：約23,702,000美元）之無形資產指本集團於二零一六年所收購Plethora之主要資產專利Fortacin™約9,616,000美元（於二零二二年十二月三十一日：約21,804,000美元），以及於二零二零年所收購DLI主要資產之知識產權(Deep Longevity)約1,708,000美元（於二零二二年十二月三十一日：約1,898,000美元）。

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13. INTANGIBLE ASSETS (CONTINUED)

Patent (Fortacin™)

During the six months ended 30 June 2023 and 2022, the Group determined that there was no impairment loss on the intangible asset, Fortacin™, in respect of the CGU, Plethora, as the value in use figure determined as at 30 June 2023 and 2022 was higher than the carrying value of the CGU. The recoverable amount of this CGU has been determined based on a value-in-use calculation with reference to a professional valuation performed by Grant Sherman, an independent expert valuation firm. Additional information about the valuation is disclosed below:

		30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Value-in-use	使用價值	52,679	47,230
Carrying value	賬面值	9,616	21,804
		43,063	25,426

		30 June 2023 二零二三年六月三十日			31 December 2022 二零二二年十二月三十一日		
		USA 美國	PRC 中國	Others 其他	USA 美國	PRC 中國	Others 其他
Pre-tax discount rates	稅前貼現率	37%	32%	From 30% to 46% 介乎30%至 46%	35%	32%	From 30% to 42% 介乎30%至 42%
Prevalence of pre-mature ejaculation	早洩患病率	25%	20%	30%	25%	20%	30%
Expected launch date	預期推出日期	January 2026 二零二六年 一月	January 2025 二零二五年 一月	From September 2023 to January 2024 自二零二三年 九月至二零 二四年一月	January 2026 二零二六年 一月	January 2025 二零二五年 一月	From July 2023 to January 2024 自二零二三年 七月至二零 二四年一月
Exchange rate (to US\$)	匯率 (兌美元)	N/A 不適用	7.2641	Various 多項	N/A 不適用	6.9517	Various 多項

13. 無形資產 (續)

專利(Fortacin™)

截至二零二三年及二零二二年六月三十日止六個月，由於二零二三年及二零二二年六月三十日釐定之使用價值數字高於現金產生單位之賬面值，故本集團釐定，就現金產生單位Plethora而言，無形資產Fortacin™並無減值虧損。該現金產生單位之可收回金額已按使用價值計算（經參考由獨立專門估值公司中證作出之專業估值）釐定。有關估值的其他資料披露如下：

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

13. INTANGIBLE ASSETS (CONTINUED)

Intellectual properties (Deep Longevity)

During the six months ended 30 June 2023, the Group has used FVL COD to determine the recoverable amount of the intangible asset, IP (Deep Longevity), whereas the value-in-use basis was used to determine the recoverable amount in the previous period ended 30 June 2022.

For the six months ended 30 June 2023, the Group determined that there was no impairment loss on IP (Deep Longevity) as its recoverable amount exceeded its carrying value.

For the six months ended 30 June 2022, the Group determined that there was no impairment loss on IP (Deep Longevity) as its recoverable amount exceeded its carrying value.

The valuation covered a period up to 2027 represented the remaining estimated useful life of the IP (Deep Longevity) and was determined using a post-tax discount rate of 55% for the six months ended 30 June 2023 (Six months ended 30 June 2022: 48%). Other key assumptions underlying the valuation were the terminal growth rate and overall economic growth factors.

14. TRADE RECEIVABLES

The aging analysis of trade receivables, based on the date of invoice, is as follows:

Within 1 month

一個月內

-

13

The Group applies credit policies appropriate to the particular business circumstances concerned generally requires outstanding amounts to be paid within 20 to 30 days (At 31 December 2022: 20 to 30 days) of invoice date.

13. 無形資產 (續)

知識產權 (Deep Longevity)

截至二零二三年六月三十日止六個月，本集團已使用公允價值減出售成本以確定無形資產知識產權 (Deep Longevity) 的可收回金額，而截至二零二二年六月三十日止過往期間則使用使用價值為基準以確定可收回金額。

截至二零二三年六月三十日止六個月，由於知識產權 (Deep Longevity) 之可收回金額高於其賬面值，故本集團釐定，知識產權 (Deep Longevity) 並無減值虧損。

截至二零二二年六月三十日止六個月，由於知識產權 (Deep Longevity) 之可收回金額高於其賬面值，故本集團釐定，知識產權 (Deep Longevity) 並無減值虧損。

估值已涵蓋直至二零二七年 (即知識產權 (Deep Longevity) 之剩餘估計使用年期)，及使用截至二零二三年六月三十日止六個月的稅後貼現率 55% (截至二零二二年六月三十日止六個月：48%) 而釐定。估值所依據的其他關鍵假設為最終增長率及整體經濟增長因素。

14. 應收貿易賬款

應收貿易賬款 (按其發票日期計算) 賬齡分析如下：

(Unaudited) (未經審核)	(Audited) (經審核)
30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元

本集團針對特定業務情況採用適當的信貸政策，一般須於發票日期後二十至三十日 (於二零二二年十二月三十一日：二十至三十日) 內支付未償還款項。

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簡明綜合財務報表附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

15. TRADE PAYABLES, DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES

15. 應付貿易賬款、已收按金、應計賬款及其他應付款項

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Trade payables	應付貿易賬款	36	75
Deposits received, accruals and other payables	已收按金、應計賬款及其他應付款項	2,917	4,529
		2,953	4,604

The aging analysis of the trade payables, based on the date of invoice, is as follows:

應付貿易賬款 (按發票日期計算) 賬齡分析如下:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Within 1 month or on demand	於一個月內或應要求	30	43
After 1 month but within 3 months	於一個月後但於三個月內	1	2
After 3 months but within 6 months	於三個月後但於六個月內	-	30
Over 6 months	六個月以上	5	-
		36	75

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

16. SHARE CAPITAL

16. 股本

	Note 附註	Ordinary shares 普通股		Unclassified shares 未分類股份		Total 總計	
		Number of shares 股份數目	US\$'000 千美元	Number of shares* 股份數目*	US\$'000 千美元	Number of shares 股份數目	US\$'000 千美元
Authorised:	法定：						
At 1 January 2022, 31 December 2022, 1 January 2023	於二零二二年一月一日、二零二二年十二月三十一日、二零二三年一月一日						
Share Consolidation	股份合併 (c)	14,300,000,000 (13,585,000,000)	143,000 -	55,000,000 (52,250,000)	550 -	14,355,000,000 (13,637,250,000)	143,550 -
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	715,000,000	143,000	2,750,000	550	717,750,000	143,550
Issued and fully paid:	已發行及繳足：						
At 1 January 2022	於二零二二年一月一日	2,399,421,215	23,994	-	-	2,399,421,215	23,994
Shares issued under share awards	根據股份獎勵發行股份 (a)	926,666	10	-	-	926,666	10
At 31 December 2022, 1 January 2023	於二零二二年十二月三十一日、二零二三年一月一日	2,400,347,881	24,004	-	-	2,400,347,881	24,004
Rights Issue	供股 (b)	2,166,571,194	21,665	-	-	2,166,571,194	21,665
Share Consolidation	股份合併 (c)	(4,338,573,122)	-	-	-	(4,338,573,122)	-
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	228,345,953	45,669	-	-	228,345,953	45,669

* These are unclassified shares of US\$0.2 each (31 December 2022: US\$0.01 each), which may be issued as ordinary shares or as non-voting convertible deferred shares of US\$0.2 each (31 December 2022: US\$0.01 each).

* 每股面值0.2美元(二零二二年十二月三十一日：每股面值0.01美元)之未分類股份，可發行為每股面值0.2美元(二零二二年十二月三十一日：每股面值0.01美元)之普通股或無投票權可換股遞延股份。

(a) On 14 July 2022, the Company issued and allotted 926,666 shares for the share award granted to Dr. Eric Verdin, MD and Dr. Vadim N. Gladyshev, PhD under the then general mandate pursuant to the relevant consulting agreements. Further details are set out in the Company's announcements dated 14 July 2021 and 26 July 2021 and note 35(2) to the 2022 Annual Report.

(a) 於二零二二年七月十四日，本公司根據相關顧問協議之當時一般授權就向Eric Verdin博士，MD及Vadim N. Gladyshev博士，PhD授出的股份獎勵發行及配發926,666股股份。進一步詳情載於本公司日期為二零二一年七月十四日及二零二一年七月二十六日之公佈以及二零二二年年報附註35(2)。

(b) On 12 January 2023, the Company issued and allotted 2,166,571,194 new Shares under the Rights Issue by way of rights on the basis of one (1) Rights Share for every one (1) existing Share at the subscription price of HK\$0.0785 pursuant to the prospectus documents. Full details are disclosed in the Company's announcements dated 26 September 2022, 17 October 2022, 31 October 2022, 24 November 2022, 3 January 2023 and 11 January 2023, the Company's circular dated 31 October 2022 and the Company's prospectus dated 13 December 2022 respectively and note 35(2) to the 2022 Annual Report.

(b) 於二零二三年一月十二日，本公司根據供股章程文件按每持有一(1)股現有股份獲發一(1)股供股股份之基準，按認購價0.0785港元以供股方式根據供股發行及配發2,166,571,194股新股份。全部詳情分別披露於本公司日期為二零二二年九月二十六日、二零二二年十月十七日、二零二二年十月三十一日、二零二二年十一月二十四日、二零二三年一月三日及二零二三年一月十一日之公佈、本公司日期為二零二二年十月三十一日之通函及本公司日期為二零二二年十二月十三日的供股章程以及二零二二年年報附註35(2)。

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16. SHARE CAPITAL (CONTINUED)

- (c) Effective on 5 June 2023, every twenty (20) issued and unissued shares of par value of US\$0.01 each has been consolidated into one (1) Consolidated Share of par value of US\$0.20 each.
- (d) Save as disclosed above, there were no changes in the authorised and issued share capital of the Company during the period ended 30 June 2023.
- (e) Subsequent to the period ended 30 June 2023 and up to the date of this report, 46,333 Shares were issued and allotted by the Company on 14 July 2023 for the share award granted to Dr. Eric Verdin, MD and Dr. Vadim N. Gladyshev, PhD under the then general mandate pursuant to the relevant consulting agreements. Further details of the share award and adjustments are set out in the Company's announcements dated 14 July 2021, 26 July 2021 and 1 June 2023 and note 25(2) to this report.

17. BANK BORROWINGS

In May 2020, the Group's wholly-owned UK based subsidiary borrowed a bank loan through the Bounce Back Loan Scheme launched by the Government of the UK, which was designed to support small and medium-sized businesses affected by COVID-19. The government guarantees 100% of the loan. There were no repayments and interest charges in the first twelve months of the loan. The bank loan, which is denominated in GBP, is unsecured, interest bearing at 2.5% per annum for the following five years and repayable in May 2026.

16. 股本 (續)

- (c) 於二零二三年六月五日生效以來，每二十(20)股每股面值0.01美元的已發行及未發行股份已合併為一(1)股每股面值0.20美元的合併股份。
- (d) 除上文所披露者外，於截至二零二三年六月三十日止期間，本公司的法定及已發行股本概無變動。
- (e) 於截至二零二三年六月三十日止期間後及直至本報告日期，本公司根據相關顧問協議之當時一般授權就向Eric Verdin博士，MD及Vadim N. Gladyshev博士，PhD授出的股份獎勵發行及配發46,333股股份。股份獎勵及調整的進一步詳情載於本公司日期為二零二一年七月十四日、二零二一年七月二十六日及二零二三年六月一日之公佈以及本報告附註25(2)。

17. 銀行借貸

於二零二零年五月，本集團位於英國的全資附屬公司透過由英國政府推出的企業復甦貸款計劃(Bounce Back Loan Scheme)借入一筆銀行貸款，計劃旨在支持受2019新型冠狀病毒病影響的中小型企業。政府為該筆貸款提供全額擔保。有關貸款於首十二個月並無還款及利息費用。有關銀行貸款以英鎊計值，屬無抵押，其後五年按年利率2.5%計息，並須於二零二六年五月償還。

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17. BANK BORROWINGS (CONTINUED)

The amounts payable based on the maturity terms of the bank loan is analysed as follows:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Within one year	一年內	8	8
More than one year, but not exceeding two years	多於一年但不超過兩年	8	8
More than two years, but not exceeding five years	多於兩年但不超過五年	8	10
		24	26
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內應付款項 (列於流動負債項下)	(8)	(8)
Amount due for settlement after 12 months	十二個月後應付款項	16	18

18. CONVERTIBLE NOTES

(a) As detailed in the announcement and circular issued by the Company on 29 May 2019 and 11 July 2019 respectively, the announcement issued on 23 August 2019 on the updates and this note 18, on 23 August 2019, the Company issued and allotted the Convertible Notes, pursuant to two conditional subscription agreements entered into by the Company on 29 May 2019 with various subscribers (including certain Directors) (the "Subscription Agreement(s)").

On 28 December 2020, two noteholders converted the Convertible Notes with a principal amount of US\$3,800,000 into 139,482,353 ordinary shares of the Company at a conversion price of HK\$0.2125 per share with the carrying amount of the liability and equity components of the Convertible Notes of US\$2,778,000 and US\$1,565,000 respectively at the date of conversion.

17. 銀行借貸 (續)

根據銀行貸款的到期期限應付款項分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日 US\$'000 千美元	31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Within one year	一年內	8	8
More than one year, but not exceeding two years	多於一年但不超過兩年	8	8
More than two years, but not exceeding five years	多於兩年但不超過五年	8	10
		24	26
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內應付款項 (列於流動負債項下)	(8)	(8)
Amount due for settlement after 12 months	十二個月後應付款項	16	18

18. 可換股票據

(a) 誠如本公司分別於二零一九年五月二十九日及二零一九年七月十一日刊發的公佈及通函、二零一九年八月二十三日刊發的有關最新情況的公佈及本附註18所詳述，於二零一九年八月二十三日，根據本公司於二零一九年五月二十九日與多名認購人(包括若干董事)訂立的兩份有條件認購協議(「認購協議」)，本公司發行及配發可換股票據。

於二零二零年十二月二十八日，兩名票據持有人將本金金額為3,800,000美元的可換股票據按每股0.2125港元的換股價轉換為139,482,353股本公司普通股，於轉換日期，可換股票據的負債和權益部分之賬面金額分別為2,778,000美元及1,565,000美元。

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

18. CONVERTIBLE NOTES (CONTINUED)

(a) (Continued)

During the six months ended 30 June 2022 and up to the maturity of the Convertible Notes on 23 August 2022, none of the noteholders converted their Convertible Notes and subscribed for the Shares.

As at 30 June 2022 and the maturity of the Convertible Notes on 23 August 2022, the maximum number of conversion shares to be issued and allotted upon full conversion of the Convertible Notes (assuming that all Convertible Notes were converted on the maturity date and that any and all interest that would accrue was capitalised for the remaining period from 1 July 2022 to 23 August 2022) remained at 99,786,335 conversion shares, represented approximately 4.16% of the then/existing issued share capital of the Company and approximately 3.99% of the enlarged issued share capital of the Company after the issue and allotment of the said maximum number of conversion shares.

The maturity of the Convertible Notes was on 23 August 2022 and were fully repaid by cash on that date. Details of the Subscription Agreements and the principal terms of the Convertible Notes are set out in the circular issued by the Company on 11 July 2019.

(b) The FV of the liability component and the equity conversion component were determined at the issuance of the Convertible Notes based on the valuation conducted by Grant Sherman on the Convertible Notes as at 23 August 2019. The FV of the liability component, included in financial liabilities, was calculated using a market interest rate for an equivalent non-convertible note. The residual amount, represented the value of the equity conversion component, is included in equity as convertible notes equity reserve. The redemption option of the Company is not separated from the host debt because its economic characteristics and risks are closely related to those of the host debt and accordingly, is included in the liability component of the Convertible Notes.

18. 可換股票據 (續)

(a) (續)

截至二零二二年六月三十日止六個月及直至可換股票據於二零二二年八月二十三日到期時，概無票據持有人轉換其可換股票據並認購股份。

於二零二二年六月三十日及可換股票據於二零二二年八月二十三日到期時，於可換股票據獲悉數轉換後將予發行及配發之換股股份最高數目（假設所有可換股票據於到期日獲轉換，且於二零二二年七月一日至二零二二年八月二十三日止之餘下期間之任何及所有應計利息均撥充資本）仍維持於99,786,335股換股股份，相當於本公司當時／現有已發行股本約4.16%，以及於發行及配發上述最高數目之換股股份後之本公司經擴大已發行股本約3.99%。

可換股票據於二零二二年八月二十三日到期並於同日悉數以現金償還。認購協議之詳情及可換股票據之主要條款已載於本公司於二零一九年七月十一日刊發之通函內。

(b) 負債部分及權益轉換部分之公允價值乃於發行可換股票據時根據中證於二零一九年八月二十三日就可換股票據進行之估值釐定。負債部分之公允價值（計入金融負債）乃採用同等非可換股票據之市場利率計算。餘額（指權益轉換部分之價值）乃計入權益作為可換股票據權益儲備。本公司之贖回選擇權並無從主債務分離，原因為其經濟特徵及風險與主債務之經濟特徵及風險緊密相關，因此計入可換股票據之負債部分。

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18. CONVERTIBLE NOTES (CONTINUED)

(b) (Continued)

The Convertible Notes recognised in the condensed consolidated statement of financial position is calculated as follows:

18. 可換股票據 (續)

(b) (續)

確認於簡明綜合財務狀況表內之可換股票據之計算如下：

		(Audited) (經審核) 31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Equity conversion component:	權益轉換部分：	
At 1 January	於一月一日	1,092
Reclassified to accumulated losses on repayment	償還時重新分類至累計虧損	(1,092)
At 31 December	於十二月三十一日	-
Liability component:	負債部分：	
At 1 January	於一月一日	2,338
Implicit interest expense recognised for the year (note 6)	年內確認之隱含利息開支 (附註6)	381
Interest payable	應付利息	(69)
Repayment	償還	(2,650)
At 31 December	於十二月三十一日	-
Categories as:	歸類為下列項目：	
Current liabilities	流動負債	-

The interest expense on the Convertible Notes is calculated using the effective interest method by applying the effective interest rate of 25.16% per annum to the liability component.

可換股票據之利息支出採用實際利率法，按實際年利率25.16%計算負債部分。

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19. SHAREHOLDER'S LOANS

		(Unaudited) (未經審核) 30 June 2023 二零二三年 六月三十日 US\$'000 千美元	(Audited) (經審核) 31 December 2022 二零二二年 十二月三十一日 US\$'000 千美元
Loan from Galloway (unsecured)	來自Galloway之貸款 (無抵押)	-	13,402
Shareholder's loans are repayable as follows:	股東貸款的償還期如下：		
Within one year	一年內	-	13,402
		-	13,402

The movements in shareholder's loans during the period are as below:

股東貸款之期內變動如下：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 US\$'000 千美元	2022 二零二二年 US\$'000 千美元
At 1 January	於一月一日	13,402	10,850
Imputed interest expenses on interest-free shareholder's loan (note 6)	不計息股東貸款之推算利息 開支(附註6)	-	23
Interest expense (note 6)	利息開支(附註6)	21	252
Interest payable	應付利息	(21)	(252)
Set Off	抵銷	(13,402)	-
At 30 June	於六月三十日	-	10,873

During the six months ended 30 June 2023, the effective interest rates of the loans were in the range of 5.000% to 6.457% (At 31 December 2022: 5.000% to 6.457%) per annum.

截至二零二三年六月三十日止六個月，貸款之實際年利率介乎5.000%至6.457%（於二零二二年十二月三十一日：5.000%至6.457%）。

20. CAPITAL COMMITMENTS

The Group had no material capital commitments as at 30 June 2023 and 31 December 2022.

20. 資本承擔

於二零二三年六月三十日及二零二二年十二月三十一日，本集團並無重大資本承擔。

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21. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2023 and 31 December 2022.

22. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the period:

21. 或然負債

於二零二三年六月三十日及二零二二年十二月三十一日，本集團並無重大或然負債。

22. 關連人士交易

除財務報表其他地方所披露者外，本集團於期內與關連人士有下列重大交易：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		US\$'000 千美元	US\$'000 千美元
Implicit interest expenses on Convertible Notes to Galloway	向Galloway支付可換股票據之隱含利息開支	-	96
Implicit interest expenses on Convertible Notes to James Mellon	向James Mellon支付可換股票據之隱含利息開支	-	53
Implicit interest expenses on Convertible Notes to Jamie Gibson	向Jamie Gibson支付可換股票據之隱含利息開支	-	32
Interest expenses on shareholder's loans to Galloway	向Galloway支付股東貸款之利息開支	21	252
Imputed interest expense on interest-free shareholder's loan from Galloway	向Galloway支付不計息股東貸款之推算利息開支	-	23
Management service fee charged by a related company, Burnbrae Limited [#]	關連公司Burnbrae Limited收取之管理服務費 [#]	6	6

The above transactions were conducted on mutually agreed terms.

上述交易按共同協定之條款進行。

[#] Mr James Mellon, a NED and Chairman of the Board, indirectly wholly owns Galloway and has a beneficial interest in Burnbrae Limited.

[#] 非執行董事兼董事會主席James Mellon先生間接全資擁有Galloway並於Burnbrae Limited擁有實益權益。

Save as disclosed above, the Group had no other material related party transactions for the period.

除上文所披露者外，本集團於期內並無其他重大關連人士交易。

All related party transactions disclosed above are not connected transactions or continuing connected transactions under Chapter 14A of the Listing Rule.

上文所披露的所有關連人士交易均不屬於上市規則第14A章規定的關連交易或持續關連交易。

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23. KEY MANAGEMENT COMPENSATION

Key management compensation amounted to US\$742,000 for the six months ended 30 June 2023 (Six months ended 30 June 2022: US\$751,000).

24. CHARGE ON ASSETS

As at 30 June 2023, a bank deposit amounting to US\$32,000 (At 31 December 2022: US\$32,000) is a deposit held by the bank as security for the corporate credit cards provided to a subsidiary of the Company.

25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

(1) Share Options

The Share Option Scheme (2016) was adopted by the Company on 10 June 2016, followed by the grant of listing status of Shares to be granted under the Scheme by the Listing Committee of the Stock Exchange on 10 June 2016. The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Scheme shall not exceed 173,725,118 Shares (or 8,686,255 Shares following adjustments after the Share Consolidation), being:

- (i) 10% of the total issued Shares as at the commencement date of the Scheme (being 10 June 2016);
- (ii) approximately 3.80% and 3.80% of the total issued Shares as at 30 June 2023 and the date of this report respectively; and
- (iii) 3.66% of the enlarged issued Shares as at 30 June 2023 and the date of this report respectively.

23. 主要管理人員酬金

截至二零二三年六月三十日止六個月，主要管理人員酬金為742,000美元（截至二零二二年六月三十日止六個月：751,000美元）。

24. 資產抵押

於二零二三年六月三十日，銀行存款32,000美元（二零二二年十二月三十一日：32,000美元）乃由銀行持有以作為本公司附屬公司獲提供企業信用卡的擔保之存款。

25. 以權益結算的股份付款交易

(1) 購股權

購股權計劃（二零一六）由本公司於二零一六年六月十日採納，之後聯交所上市委員會於二零一六年六月十日授出根據計劃將予授出股份之上市地位。根據計劃將予授出之所有購股權獲行使後可能發行之股份數目上限不得超過173,725,118股股份（或股份合併後經調整之8,686,255股股份），即：

- (i) 於計劃開始日期（即二零一六年六月十日）已發行股份總數之10%；
- (ii) 分別於二零二三年六月三十日及本報告日期之已發行股份總數之約3.80%及3.80%；及
- (iii) 分別於二零二三年六月三十日及本報告日期之經擴大已發行股份之3.66%。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The Scheme shall be valid and effective for a period of 10 years commencing from 10 June 2016 and will expire on 9 June 2026. The Company has no other share option scheme currently in force.

Upon the Share Consolidation becoming effective on 5 June 2023, the number of Options available for future grant under the mandate of the Scheme was adjusted to 1,864,975 Options. Maxa Capital Limited, the independent financial adviser of the Company, has confirmed in writing that the adjustments in respect of the exercise prices of the outstanding Options and the number of the Consolidated Shares issuable upon full exercise of the outstanding Options (the “Adjustments”) are in accordance with the terms and conditions under the Scheme upon completion of the Share Consolidation and appropriate, and satisfy the requirements of Rule 17.03(13) of the Listing Rules, the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “Stock Exchange Supplementary Guidance”) and updated in January 2023 in relation to adjustments to share options. Further details are set out in the announcement of the Company dated 1 June 2023.

The purpose of the Scheme is to provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to the eligible participants (including Directors, executives, employees, consultants and service providers of the Group). The Scheme may, at the discretion of the Directors, be used in conjunction with any cash-based compensation, incentive compensation or bonus plan. Please also refer to note 35 to the 2022 Annual Report for further details of the Scheme.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

計劃將自二零一六年六月十日起計十年內具有效力及生效，並將於二零二六年六月九日屆滿。本公司目前概無其他生效中之購股權計劃。

待股份合併於二零二三年六月五日生後，根據計劃之授權可供未來授出之購股權數目已調整至1,864,975份購股權。本公司獨立財務顧問邁時資本有限公司已書面確認，有關未行使購股權之行使價以及因悉數行使未行使購股權而可發行之合併股份數目之調整（「調整」）於完成股份合併後，符合計劃項下之條款及條件且屬適當，並符合上市規則第17.03(13)條規定、聯交所於二零二零年十一月六日就購股權調整發出並於二零二三年一月更新之常見問題第072-2020號隨附之主板上市規則第17.03(13)條及該規則隨後附註之補充指引（「聯交所補充指引」）。進一步詳情載於本公司日期二零二三年六月一日的公佈。

計劃之目的為讓本公司靈活地挽留、激勵、獎勵、酬謝、補償及／或提供福利予合資格參與者（包括董事、本集團之行政人員、僱員、顧問及服務供應商）。計劃可按董事酌情權結合任何現金賠償、獎勵賠償或花紅計劃一併運用。有關計劃之進一步詳情，請同時參閱二零二二年年報附註35。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The number of Shares issued or issuable upon exercise of the Options granted to any individual eligible participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the Shares in issue, subject to the restrictions on grants to the Directors, chief executive or substantial shareholders of the Company as set out in the Listing Rules.

Each grant of Options to any of the Directors, chief executive or substantial shareholders of the Company, or any of their respective associates, under the Scheme must be approved by the INEDs (excluding the INED(s) who is/are the grantee(s) of the Option(s)). Where any grant of Options to an INED or a substantial shareholder of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all Options granted (excluding any Options lapsed in accordance with the terms of the Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such further grant of Options must be approved by the Shareholders in general meeting in the manner set out in the Listing Rules.

An offer of the grant of an Option shall remain open for acceptance by the eligible participant concerned for a period of 28 days inclusive of and from the date on which such offer is made to that eligible participant or such shorter period as the Directors may in their absolute discretion determine. An offer which remains capable of acceptance shall be deemed to have been accepted upon the date when the duly completed and signed form of acceptance together with a remittance for HK\$10, being the consideration for the grant thereof, are received by the Company. The Option shall, following such acceptance, be deemed to have been granted and to have taken effect on the date of offer.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

於任何十二個月期間，就任何個別合資格參與者行使授予彼等之購股權（包括已行使及尚未行使之購股權）而發行或可予發行之股份數目，不得超逾已發行股份之1%，惟受上市規則所載授予董事、本公司主要行政人員或主要股東之限制所限。

根據計劃授予任何董事、本公司主要行政人員或主要股東或彼等各自之聯繫人之購股權必須經獨立非執行董事（不包括將獲授購股權之獨立非執行董事）批准。倘授出任何購股權予本公司獨立非執行董事或主要股東或彼等各自之聯繫人，將導致於截至及包括授出購股權日期之十二個月期間，就向該人士授出的所有購股權（不包括根據計劃條款失效的任何購股權）獲發行及將獲發行之股份合共佔已發行股份逾0.1%，則該等進一步授出購股權須根據上市規則所載方式於股東大會上獲股東批准，方可作實。

授出購股權之要約由向合資格參與者作出要約日期起計二十八日（包括首尾兩天）（或董事會可能全權酌情釐定之較短期間）內可供有關合資格參與者提出接納。可供接納之要約於本公司收取填妥及正式簽署之接納表格以及10港元之款項（作為授出代價）之日期被視為已獲接納。一旦獲接納，購股權被視為已於要約日期當日授出及生效。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

All Options granted are not subject to fulfilment of performance targets, except for the 18,000,000 Options (adjusted to 17,942,492 Options upon completion of the Rights Issue and further adjusted to 897,125 Options upon completion of the Share Consolidation) granted to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, that those Options are exercisable after one year but not exceeding 10 years from the date of the grant and subject to fulfilment of various targets. The first exercise date of one-third of the Options granted is after the first anniversary date of the date of grant, provided that the FDA has approved the start of the Phase 3 clinical trial for Fortacin™. The second exercise date of one-third of the Options granted is after an "out-licencing deal" for the US has been signed and announced. The third exercise date of one-third of the Options granted is on the successful completion of Study 008 (defined to mean it meets its primary and secondary end points) and the FDA has granted the NDA for Fortacin™.

The clawback mechanism is set out in the terms of the Scheme, in particular, the lapse of the Options upon cessation to be an eligible participant under the Scheme and the cancellation of Options at the discretion of the Board. The Group has not provided any financial assistance to the grantees of the Options to facilitate the purchase of Shares under the Scheme.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

所有已授出之購股權不受達成表現目標所規限，惟授予一名僱員（於授出時曾為本集團若干附屬公司的一名董事）之18,000,000份購股權（供股完成後調整為17,942,492份購股權，股份合併完成後進一步調整為897,125份購股權）除外，該等購股權可於授出日期起計一年後但不超過十年內行使，惟須達成各項目標。三分之一的已授出購股權之首個行使日期為授出日期之第一個週年日後，前提是美國食品及藥品監督管理局已批准開始Fortacin™的第三期臨床試驗。三分之一的已授出購股權之第二個行使日期為美國的「對外許可協議」簽署及公佈後。三分之一的已授出購股權之第三個行使日期為成功完成008研究（定義為意味著達到其主要及次要目標），且Fortacin™之新藥申請獲美國食品及藥品監督管理局批准之後。

回撥機制載於計劃條款內，特別是，購股權於根據計劃不再為合資格參與者及董事會酌情取消購股權時失效。本集團並未向購股權承授人提供任何財務支援，以促使購買計劃項下之股份。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The vesting period for Options shall not be less than 12 months. Options granted under the Scheme entitle the Option holder to exercise one-third of the Options at each of the first, second and third anniversary dates after the date of grant, and subject to fulfilment of the various targets, if any, as specified in the relevant offer letter in relation to the grant of the individual Options, provided that the Option holder remains as an eligible participant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of offer of the relevant Options. All entitlements of the Options then remain unexercised will lapse.

The exercise price is to be determined by the Directors at their absolute discretion when the Option is offered, provided that in no event shall such price be at least the highest of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer, which must be a business day;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of offer; and
- (iii) the nominal value of the Shares.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

購股權的歸屬期不得少於十二個月。根據計劃授出之購股權，購股權持有人可於授出日期後第一、第二及第三個週年日各行使購股權之三分之一，並須待達成有關授出個別購股權之相關要約函內所訂明之各項目標（如有）後方可作實，惟購股權持有人仍然須為合資格參與者。於任何先前期間未有行使之任何權益可結轉至下一個期間，惟無論如何須在有關購股權授出日期起計十年內行使，其時仍未行使之所有購股權權益將告失效。

董事於要約授出購股權時全權酌情釐定行使價，惟無論如何行使價至少為下列之最高者：

- (i) 於要約日期（必須為營業日）聯交所每日報價表所報股份之收市價；
- (ii) 緊接要約日期前五個營業日聯交所每日報價表所報股份之平均收市價；及
- (iii) 股份之面值。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The FV of the Options granted on 14 October 2020, 17 December 2020, 7 June 2021 and 3 May 2023 respectively was calculated by an external valuer using the Binomial Model. The assumptions used were as follows:

		Granted on 14 October 2020 於二零二零年 十月十四日 授出	Granted on 17 December 2020 於二零二零年 十二月十七日 授出	Granted on 7 June 2021 於二零二一年 六月七日 授出	Granted on 3 May 2023 於二零二三年 五月三日 授出
Grant date share price	授出日期股價	HK\$0.149 0.149港元	HK\$0.179 0.179港元	HK\$0.179 0.179港元	HK\$0.055 0.055港元
Adjusted grant date share price after Share Consolidation	股份合併後的經調整授出日期股價	HK\$2.980 2.980港元	HK\$3.580 3.580港元	HK\$3.580 3.580港元	HK\$1.100 1.100港元
Exercise price	行使價	HK\$0.149 0.149港元	HK\$0.183 0.183港元	HK\$0.185 0.185港元	HK\$0.078 0.078港元
Adjusted exercise price after Rights Issue in 2023	於二零二三年供股後之經調整行使價	HK\$0.150 0.150港元	HK\$0.184 0.184港元	HK\$0.186 0.186港元	N/A 不適用
Adjusted exercise price after Rights Issue and Share Consolidation in 2023	於二零二三年供股及股份合併後之經調整行使價	HK\$3.000 3.000港元	HK\$3.680 3.680港元	HK\$3.720 3.720港元	HK\$1.560 1.560港元
Expected volatility	預期波幅	64%	64%	64%	67%
Contractual Option life	合約購股權壽命	10 years 10年	10 years 10年	10 years 10年	10 years 10年
Risk-free rate	無風險利率	0.598%	0.754%	1.102%	3.143%
Expected dividend yield	預期股息收益率	0%	0%	0%	0%

The expected volatility is based on historical price volatility of the Company in the past few years. The risk-free rate is the yield of Hong Kong exchange fund bills and notes or the yield of HK\$ Hong Kong Sovereign Curve from Bloomberg as at the grant dates. The dividend yield of the Company of 0% was adopted.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

分別於二零二零年十月十四日、二零二零年十二月十七日、二零二一年六月七日及二零二三年五月三日授出的購股權的公允價值由外部估值師使用二項式模型計算。所用假設如下：

預期波幅乃根據本公司過去數年的歷史價格波幅計算。無風險利率為於授出日期的香港外匯基金票據及債券的收益率或從彭博社的香港主權港元債券曲線的收益率。本公司的股息收益率採納為0%。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Based on the FV derived from the above pricing model, the FV of the Options granted on 14 October 2020, 17 December 2020, 7 June 2021 and 3 May 2023 was approximately HK\$5,317,000 (or approximately US\$686,000), HK\$1,890,000 (or approximately US\$244,000), HK\$276,000 (or approximately US\$36,000) and HK\$2,361,000 (or approximately US\$302,000) respectively. For the six months ended 30 June 2023, the Company has recognised a share-based payment expense of approximately HK\$476,000 (or approximately US\$61,000) (Six months ended 30 June 2022: approximately HK\$840,000 or US\$108,000) for employees and approximately HK\$95,000 (or approximately US\$12,000) for two consultants (Six months ended 30 June 2022: approximately HK\$77,000 or US\$10,000 for a consultant) in profit or loss.

The assumptions used in computing the FV of the Options are based on management's best estimate. The valuation of Options is dependent upon a number of variables using subjective assumptions. Any changes in the variables may materially affect the estimation of the FV of an Option.

There was no market vesting condition associated with the Options granted.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

根據上述定價模式得出的公允價值，於二零二零年十月十四日、二零二零年十二月十七日、二零二一年六月七日及二零二三年五月三日授出的購股權的公允價值分別約為5,317,000港元(或約686,000美元)、1,890,000港元(或約244,000美元)、276,000港元(或約36,000美元)及2,361,000港元(或約302,000美元)。截至二零二三年六月三十日止六個月，本公司已於損益中確認以股份為基礎的僱員付款開支約476,000港元(或約61,000美元)(截至二零二二年六月三十日止六個月：約840,000港元或108,000美元)，及兩名顧問的付款開支約95,000港元(或約12,000美元)(截至二零二二年六月三十日止六個月：一名顧問的付款開支約77,000港元或10,000美元)。

計算購股權公允價值所使用的假設是基於管理層的最佳估計。購股權的估值取決於使用主觀假設的多項變數。變動的任何變數可能對購股權公允價值的估計造成重大影響。

所授購股權並無相關市場歸屬條件。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The movement in the number of Options under the Scheme are as follows:

For the six months ended 30 June 2023

Grantees	Date of grant ^(note 1)	Adjusted exercise price* HK\$	Outstanding at 1 January 2023 於 二零二三年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Adjustment after Rights Issue 供股後調整	Adjustment after Share Consolidation 股份合併後調整	Outstanding at 30 June 2023 於 二零二三年六月三十日 尚未行使
承授人	授出日期 ^(附註1)	經調整行使價* 港元	二零二三年一月一日 尚未行使	期內授出	期內行使	期內失效	供股後調整	股份合併後調整	二零二三年六月三十日 尚未行使
Directors 董事	14.10.2020	3.000	25,718,000	-	-	-	(82,166)	(24,354,042)	1,281,792
Employees 僱員	14.10.2020	3.000	14,000,000	-	-	-	(44,729)	(13,257,509)	697,762
	17.12.2020	3.680	18,000,000	-	-	-	(57,508)	(17,045,367)	897,125
	03.05.2023	1.560	-	58,000,000	-	-	-	(55,100,000)	2,900,000
Other eligible participants ^(note 3) 其他合資格參與者 ^(附註3)	14.10.2020	3.000	6,000,000	-	-	(5,980,831)	(19,169)	-	-
	07.06.2021	3.720	2,500,000	-	-	-	(7,987)	(2,367,412)	124,601
	03.05.2023	1.560	-	18,400,000	-	-	-	(17,480,000)	920,000
			66,218,000	76,400,000*	-	(5,980,831)	(211,559)	(129,604,330)	6,821,280
Weighted average exercise price 加權平均行使價			HK\$3.212 3.212港元	HK\$1.560 1.560港元	-	HK\$3.000 3.000港元	N/A 不適用	N/A 不適用	HK\$2.296 2.296港元

The number of Shares that may be issued in respect of Options granted under the Scheme during the six months ended 30 June 2023 divided by the weighted average number of Shares for the six months ended 30 June 2023 is 1.72%.

* Exercise price as of 30 June 2023 after Rights Issue and Share Consolidation adjustments.

For the Options outstanding as at 30 June 2023, the weighted average remaining contractual life was 8.76 years (At 31 December 2022: 7.19 years).

For the Options outstanding as at 30 June 2023, the total vested and exercisable number, after the adjustments of Rights Issue and Share Consolidation, is 1,402,766 Options (At 30 June 2022: 21,405,997 Options.)

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

計劃項下之購股權數目變動如下：

截至二零二三年六月三十日止六個月

截至二零二三年六月三十日止六個月，就根據計劃授出之購股權可能發行之股份數目除以截至二零二三年六月三十日止六個月之股份加權平均數為1.72%。

* 供股及股份合併調整後截至二零二三年六月三十日的行使價。

截至二零二三年六月三十日尚未行使的購股權而言，加權平均剩餘合同期為8.76年(於二零二二年十二月三十一日：7.19年)。

截至二零二三年六月三十日尚未行使的購股權而言，經供股及股份合併調整後的已歸屬及可行使總數為1,402,766份購股權(於二零二二年六月三十日：21,405,997份購股權)。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The movement in the number of Options under the Scheme are as follows: (Continued)

For the six months ended 30 June 2022

Grantees	Date of grant ^(note 1)	Exercise price HK\$	Outstanding at 1 January 2022 於二零二二年 一月一日 尚未行使	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30 June 2022 於二零二二年 六月三十日 尚未行使
承授人	授出日期 ^(附註1)	行使價 港元		期內授出	期內行使	期內失效	
Directors 董事	14.10.2020	0.149	25,718,000	-	-	-	25,718,000
Employees 僱員	14.10.2020 17.12.2020	0.149 0.183	33,000,000 18,000,000	- -	- -	(9,000,000) -	24,000,000 18,000,000
Other eligible participants ^(note 3) 其他合資格 參與者 ^(附註3)	07.06.2021	0.185	2,500,000	-	-	-	2,500,000
			79,218,000	-	-	(9,000,000)	70,218,000
Weighted average exercise price 加權平均行使價			HK\$0.158 0.158港元	-	-	HK\$0.149 0.149港元	HK\$0.159 0.159港元

Notes:

- The consideration for the grant of Options as disclosed below was HK\$10.
 - On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees with an exercise price of HK\$0.149 per Share (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees). The closing price immediately before the date on which the Options were granted was HK\$0.156 per Share. Further details are set out in the announcements of the Company dated 15 October 2020 and 20 October 2020 respectively.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

計劃項下之購股權數目變動如下：
(續)

截至二零二二年六月三十日止六個月

附註：

- 就下文所披露授出購股權之代價為10港元。
 - 於二零二零年十月十四日，本公司向董事及僱員授出62,718,000份購股權，行使價為每股股份0.149港元（包括25,718,000份購股權給董事及37,000,000份購股權給僱員）。緊接購股權授出之日前的收市價為每股股份0.156港元。進一步詳情分別載於本公司日期為二零二零年十月十五日及二零二零年十月二十日的公佈。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Notes: (Continued)

1. (Continued)

- (b) On 17 December 2020, the Company granted 18,000,000 Options to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, with an exercise price of HK\$0.183 per Share. The Options granted are exercisable after one year but not exceeding ten years from the date of the grant and subject to fulfilment of various targets. As at 30 June 2023, the targets were not fulfilled and no Option was vested. The closing price immediately before the date on which the Options were granted was HK\$0.183 per Share. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020 respectively.
- (c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Company, namely Leverage IQ Iberica SL, of which Mr Lars Gehrman is a director as well as the only and ultimate shareholder and who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement, with an exercise price of HK\$0.185 per Share. The closing price immediately before the date on which the Options were granted was HK\$0.179 per Share. Further details are set out in the announcements of the Company dated 8 June 2021 and 15 June 2021 respectively.
- (d) On 3 May 2023, the Company granted 76,400,000 Options to employees of the Group and a consultant of a subsidiary of the Company, namely FOKI Limited, of which Mr Deepankar Nayak is a director as well as the only and ultimate shareholder and who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement, with an exercise price of HK\$0.078 per Share. The closing price immediately before the date on which the Options were granted was HK\$0.056 per Share. Further details are set out in the announcements of the Company dated 4 May 2023 and 18 May 2023 respectively.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

附註：(續)

1. (續)

- (b) 於二零二零年十二月十七日，本公司向一名僱員（先前於授出時為本集團若干附屬公司的一名董事）授出18,000,000份購股權，行使價為每股股份0.183港元。授出的購股權可於授出日期起計一年後但不超過十年內行使，惟須達成若干目標。於二零二三年六月三十日，並無達成目標及概無購股權獲歸屬。緊接購股權授出之日前的收市價為每股股份0.183港元。進一步詳情分別載於本公司日期為二零二零年十二月十八日及二零二零年十二月三十日的公佈。
- (c) 於二零二一年六月七日，本公司向本公司一家附屬公司之一名顧問（即Leverage IQ Iberica SL，Lars Gehrman先生為其董事兼唯一及最終股東，並非本集團董事）就其根據顧問協議條款所提供的服務而授出2,500,000份購股權，行使價為每股股份0.185港元。緊接購股權授出日期前的收市價為每股股份0.179港元。進一步詳情載於本公司日期分別為二零二一年六月八日及二零二一年六月十五日的公佈。
- (d) 於二零二三年五月三日，本公司向本集團僱員及本公司一家附屬公司之一名顧問（即FOKI Limited，Deepankar Nayak先生為其董事兼唯一及最終股東，並非本集團董事）就其根據顧問協議條款所提供的服務而授出76,400,000份購股權，行使價為每股股份0.078港元。緊接購股權授出日期前的收市價為每股股份0.056港元。進一步詳情載於本公司日期分別為二零二三年五月四日及二零二三年五月十八日的公佈。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Notes: (Continued)

- Save as disclosed above, during the six months ended 30 June 2023 and up to the date of this report, no Options were granted to or held by (i) any Directors, chief executive or substantial shareholders of the Company, or their respective associates; (ii) any participants in excess of the 1% individual limit referred to under the Listing Rules; (iii) any related entity participant or service provider in any 12-month period exceeding 0.1% of the relevant class of shares in issue; or (iv) other employees participants, related entity participants and service providers.
- Besides directors, executives and employees, other eligible participants of the Scheme include consultants and service providers of the Group.

25. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

附註：(續)

- 除上文所披露者外，於截至二零二三年六月三十日止六個月及直至本報告日期，(i)概無任何董事、本公司主要行政人員或主要股東或彼等各自的聯繫人獲授或持有購股權；(ii)概無任何參與者獲授或持有超過上市規則所述的1%個人限額的購股權；(iii)概無任何關連實體參與者或服務供應商於任何十二個月期間獲授或持有購股權超過相關已發行股份類別的0.1%；或(iv)概無其他僱員參與者、關連實體參與者及服務供應商獲授或持有購股權。
- 除董事、行政人員及僱員外，計劃的其它合資格參與者包括顧問及本集團服務提供者。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(2) Share Awards

On 14 July 2021, the Company announced that, by way of consideration for two consultants' (Dr Verdin and Dr Gladyshev, the "Consultants") entire term of services, unless otherwise agreed both consultants will not receive any cash (save for expenses), but instead both consultants will receive an award of 1,670,000 and 1,110,000 Shares, respectively, with a nominal value of US\$0.01 each to be issued by the Company ("Consultant Shares"). Subject to the continuation of the consultants' service for the Company pursuant to the relevant consulting agreement, one-third of the Consultant Shares will vest and become issuable on the first, second and third anniversaries of the award date, being the date of the relevant consulting agreement. In the event that any of the consultants' services cease and/or the relevant consulting agreement is terminated for whatever reason prior the satisfaction of any vesting condition in respect of the Consultant Shares that may be issued to the consultants, any unvested Consultant Shares previously awarded shall become null and void and any unvested Consultant Shares will not be issued or remain issuable to the Consultants and the Consultants will have no claim or entitlement in respect of such Consultant Shares whatsoever. Management used the share price of HK\$0.166 (or approximately US\$0.021) at the grant date (14 July 2021) as the FV of the Share Awards.

25. 以權益結算的股份付款交易 (續)

(2) 股份獎勵

於二零二一年七月十四日，本公司宣佈，作為兩名顧問 (Verdin博士及Gladyshev博士，「顧問」) 整個服務年期的代價，除非另行協定，否則兩名顧問將不會收取任何現金 (開支除外)，但取而代之，兩名顧問將分別收取本公司將予發行的1,670,000股及1,110,000股每股面值0.01美元的股份 (「顧問股份」) 的獎勵。待顧問根據相關顧問協議繼續為本公司提供服務後，三分之一的顧問股份將於獎勵日期 (即相關顧問協議日期) 的第一、第二及第三週年歸屬及可予發行。倘任何顧問服務終止及/或相關顧問協議因任何原因於達成可能向顧問發行的顧問股份的任何歸屬條件前終止，則先前授出的任何未歸屬顧問股份將告失效及無效，且任何未歸屬顧問股份將不會發行或仍可發行予顧問，而顧問將不會就該等顧問股份提出任何申索或享有權利。管理層使用授出日期 (二零二一年七月十四日) 的股價0.166港元 (或約0.021美元) 作為股份獎勵的公允價值。

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25. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(2) Share Awards (Continued)

Movements of the number of unvested share awards:

		2023 二零二三年	2022 二零二二年
At 1 January	於一月一日	1,853,334	2,780,000
Vested	已歸屬	-	(926,666)*
Adjustment on Share Consolidation	股份合併調整	(1,760,668)	-
At 30 June/31 December	於六月三十日/ 十二月三十一日	92,666	1,853,334

* The weighted average closing price of the Shares immediately before the dates on which the Consultant Shares were vested was HK\$2.40 (after the adjustment of Share Consolidation).

On 14 July 2023, one-third of the Consultant Shares were vested and accordingly 46,333 Shares were issued to the Consultants (note 16(e)).

For the six months ended 30 June 2023:

- No shares (Six months ended 30 June 2022: no shares) were vested to the Consultants.
- No shares (Six months ended 30 June 2022: no shares) were lapsed or cancelled.
- The Company has recognised total share-based payment expenses arising from the share awards of approximately HK\$76,000 (or approximately US\$10,000) (Six months ended 30 June 2022: HK\$76,000 (or approximately US\$10,000)) in profit or loss.

25. 以權益結算的股份付款交易 (續)

(2) 股份獎勵 (續)

未歸屬股份獎勵數目變動：

	2023 二零二三年	2022 二零二二年
At 1 January	1,853,334	2,780,000
Vested	-	(926,666)*
Adjustment on Share Consolidation	(1,760,668)	-
At 30 June/31 December	92,666	1,853,334

* 緊接顧問股份獲歸屬日期前的股份加權平均收市價為2.40港元(經股份合併調整後)。

於二零二三年七月十四日，三分之一的顧問股份獲歸屬，故向顧問發行46,333股股份(附註16(e))。

於截至二零二三年六月三十日止六個月：

- 概無股份(截至二零二二年六月三十日止六個月：無股份)歸屬予顧問。
- 概無股份(截至二零二二年六月三十日止六個月：無股份)失效或註銷。
- 本公司已於損益中確認股份獎勵產生的以股份為基礎的付款開支總額約76,000港元(或約10,000美元)(截至二零二二年六月三十日止六個月：約76,000港元(或約10,000美元))。

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26. MAJOR NON-CASH TRANSACTION

During the six months ended 30 June 2023, the proceeds (net of direct expenses of approximately US\$810,000) of approximately US\$20,855,000 from the Rights Issue was settled by offsetting the shareholder's loans with principal of approximately US\$13,402,000 and accrued interest of approximately US\$1,438,000.

27. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

28. EVENTS AFTER REPORTING DATE

On 13 July 2023, the Company announced the change of company name with effect from 6 July 2023:

- a. changed the name of the Company back to "Regent Pacific Group Limited" from "Endurance RP Limited"; and
- b. adopted a foreign name in Chinese of "勵晶太平洋集團有限公司" to replace the then existing name of the Company, "壽康集團有限公司", which was used for identification purposes only.

On 2 August 2023, the Company announced that the effective time and date for the Capital Reduction and the Share Subdivision was before 9:00 a.m. on 3 August 2023 (Hong Kong time) and the commencement of dealing in the Adjusted Shares was revised to 9:00 a.m. on 3 August 2023 (Hong Kong time).

29. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on 29 August 2023.

26. 主要非現金交易

於截至二零二三年六月三十日止六個月，供股之所得款項（扣除直接開支約810,000美元）約20,855,000美元以用股東貸款本金約13,402,000美元及應計利息約1,438,000美元抵銷之方式結算。

27. 比較數字

若干比較數字已重新分類以符合本期間之呈報方式。會計項目的新分類方式被認為可更恰當地呈報本集團之事務狀況。

28. 報告日後事項

於二零二三年七月十三日，本公司宣佈更改公司名稱，自二零二三年七月六日起生效：

- a. 本公司名稱已由「Endurance RP Limited」改回「Regent Pacific Group Limited」；及
- b. 採用中文外文名稱「勵晶太平洋集團有限公司」，以此取代本公司當時之名稱「壽康集團有限公司」，後者僅供識別之用。

於二零二三年八月二日，本公司宣佈股本削減及股份拆細已於二零二三年八月三日上午九時正（香港時間）前生效，及經調整股份修訂至二零二三年八月三日上午九時正（香港時間）開始買賣。

29. 批准財務報表

簡明綜合財務報表經董事會於二零二三年八月二十九日批准及授權發行。

TRADING RECORD OVER LAST FIVE YEARS

過去五年營業紀錄

		Six months ended	For the year ended 31 December				
		30 June	截至十二月三十一日止年度				
		截至六月三十日止六個月					
		2023	2022	2021	2020	2019	2018
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
Total income and other gains/ (losses)	總收入及其他收益/(虧損)	253	(4,020)	18,235	2,149	(313)	2,843
Income less expenses before reversal/(impairment losses) and provision	收入減撥回/(減值虧損)及撥備前之支出	(15,063)	(34,995)	(13,873)	(24,880)	(38,114)	(33,971)
Reversal of impairment	減值撥回	-	-	-	6,126	-	-
Impairment losses	減值虧損	-	-	-	(5,700)	(26,000)	-
Operating loss after reversal/ (impairment losses) and provision	撥回/(減值虧損)及撥備後之營運虧損	(15,063)	(34,995)	(13,873)	(24,454)	(64,114)	(33,971)
Finance costs	融資成本	(27)	(1,013)	(1,218)	(1,706)	(620)	-
Gain on disposal of an associate	出售一間聯營公司之收益	-	-	-	-	-	209
Loss before tax	除稅前虧損	(15,090)	(36,008)	(15,091)	(26,160)	(64,734)	(33,762)
Income tax credit/(expense)	所得稅抵免/(開支)	2,891	(419)	2,493	1,764	(1,265)	2,669
Loss for the period/year	期/年內虧損	(12,199)	(36,427)	(12,598)	(24,396)	(65,999)	(31,093)
Non-controlling interests	非控股權益	-	-	-	1	(49)	6
Loss attributable to shareholders of the Company	本公司股東應佔虧損	(12,199)	(36,427)	(12,598)	(24,395)	(66,048)	(31,087)

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining high standards of corporate governance. The Board is responsible for performing the corporate governance functions as set out under Code Provision A.2.1 of the CG Code.

During the six months ended 30 June 2023, the Company has complied with the Code Provisions set out in the CG Code. The corporate governance policy and practices adopted during the six months ended 30 June 2023 remained in line with those in place for the financial year ended 31 December 2022 as disclosed in the corporate governance report of the 2022 Annual Report.

As at 30 June 2023 and as of the date of this report, the Board had six Directors, including one ED (being the CEO), two NEDs and three INEDs. The Chairman (who is a NED) leads and is responsible for running the Board. The CEO leads the management team and is responsible for running business and daily operations of the Company. The two roles are separate and performed by different individuals. In the course of overseeing management and business performance, the Board is assisted by the Audit Committee, the Remuneration Committee and the Nomination Committee, with each operating under written terms of reference as approved and reviewed from time to time by the Board. There are also an Investment Committee and an Inside Information Committee under the authority of the Board to oversee various matters, including but not limited to compliance and disclosure. During the six months ended 30 June 2023, Mr David Comba retired as an INED and Mr Adrian Chan was appointed as an INED and a member of the Audit Committee. Subsequent to the six months ended 30 June 2023 and up to the date of this report, Mrs Julie Oates resigned as an INED, the chairperson and a member of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee; Mr Ihsan Al Chalabi was appointed as an INED; and Mr Adrian Chan was appointed as the chairperson of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee.

企業管治

本公司致力於達成及維持高標準之企業管治。董事會負責履行企業管治守則守則條文第A.2.1條所載的企業管治職能。

截至二零二三年六月三十日止六個月，本公司已遵守企業管治守則所載守則條文。於截至二零二三年六月三十日止六個月採納之企業管治政策及常規，與二零二二年年報內企業管治報告所披露截至二零二二年十二月三十一日止財政年度實行的政策及常規保持一致。

於二零二三年六月三十日及於本報告日期，董事會有六名董事，包括一名執行董事（即行政總裁）、兩名非執行董事及三名獨立非執行董事。主席（為非執行董事）領導並負責董事會的運作。行政總裁領導管理團隊並負責本公司業務及日常營運的運作。兩個角色獨立並由不同人士履行。在監察管理層及業務表現的過程中，董事會獲審核委員會、薪酬委員會及提名委員會協助，而各個董事委員會均按照經董事會批准及不時審閱的書面職權範圍運作。投資委員會及內幕消息委員會亦在董事會授權下負責監察多個事項，包括但不限於合規情況及披露。截至二零二三年六月三十日止六個月，David Comba先生退任獨立非執行董事，陳弘俊先生獲委任為獨立非執行董事兼審核委員會成員。於截至二零二三年六月三十日止六個月後及直至本報告日期，Julie Oates女士辭任獨立非執行董事、審核委員會主席兼成員，以及提名委員會及薪酬委員會各自之成員；Ihsan Al Chalabi先生獲委任為獨立非執行董事；及陳弘俊先生獲委任為審核委員會主席，以及提名委員會及薪酬委員會各自之成員。

OTHER INFORMATION 其他資料

THE CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted its own Securities Dealing Code regarding securities transactions by Directors and relevant employees on terms no less exacting than the required standards set out in the Model Code. Reminders are sent to the Directors and relevant employees that they should comply with the restriction on dealing of the securities of the Company as specified in the Securities Dealing Code. The Securities Dealing Code is available on the Company's website.

Having made specific enquiries with the Directors, the Company confirmed that all Directors have complied with the required standards set out in the Securities Dealing Code and the Model Code during the six months ended 30 June 2023.

CHANGE OF COMPANY NAME

With effect from 6 July 2023,

- (i) the name of the Company has been changed from "Endurance RP Limited" to "Regent Pacific Group Limited"; and
- (ii) the foreign name in Chinese of "勵晶太平洋集團有限公司" was adopted to replace the then existing Chinese name of the Company, "壽康集團有限公司", which was used for identification purposes only.

The stock short name of the Company for trading in the Shares on the Stock Exchange has been changed from "ENDURANCE RP" to "REGENT PACIFIC" in English and from "壽康集團" to "勵晶太平洋" in Chinese with effect from 9:00 a.m. on 18 July 2023. The stock code of the Company on the Stock Exchange remains unchanged as "575". The logo of the Company has been changed to "" with effect from 13 July 2023 to reflect the change of company name. The website of the Company has been changed from "www.endurancerp.com" to "www.regentpac.com" with effect from 18 July 2023 to reflect the change of company name.

董事及相關僱員進行證券交易之守則


本公司已採納其自身有關董事及相關僱員進行證券交易的證券交易守則，其嚴格程度不遜於標準守則載列的規定標準。本公司會發出通知予董事及相關僱員，提醒彼等不應於證券交易守則所規定的禁止買賣期內買賣本公司證券。證券交易守則於本公司網站可供查閱。

經向董事作出具體查詢後，本公司確認全體董事於截至二零二三年六月三十日止六個月內已一直遵守證券交易守則及標準守則載列的規定標準。

更改公司名稱

自二零二三年七月六日起，

- (i) 本公司名稱已由「Endurance RP Limited」改為「Regent Pacific Group Limited」；及
- (ii) 採用中文外文名稱「勵晶太平洋集團有限公司」，以此取代本公司當時之中文名稱「壽康集團有限公司」，後者僅供識別之用。

本公司用於聯交所買賣股份之英文及中文股份簡稱已分別由「ENDURANCE RP」及「壽康集團」改為「REGENT PACIFIC」及「勵晶太平洋」，自二零二三年七月十八日上午九時正起生效。本公司於聯交所之股份代號「575」維持不變。本公司標誌已改為""，自二零二三年七月十三日起生效，以反映更改公司名稱。本公司之網站已由「www.endurancerp.com」改為「www.regentpac.com」，自二零二三年七月十八日起生效，以反映更改公司名稱。



CHANGE OF COMPANY NAME (CONTINUED)

The change of company name was duly passed by a special resolution of the Company at the 2023 AGM. The change of company name and change of stock short name of the Company will not affect the rights of any Shareholders or the Company's daily business operation and its financial position. Further details are set out in the Company's announcements dated 29 March 2023, 27 April 2023, 1 June 2023 and 13 July 2023 and the Company's circular dated 27 April 2023 respectively.

ADOPTION OF AMENDED AND RE-STATE MEMORANDUM AND ARTICLES OF ASSOCIATION

During the six months ended 30 June 2023, the Board proposed to make certain amendments to the Memorandum and Articles of Association in order to, among other things, (i) align them with the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules and the applicable laws and regulations of the Cayman Islands; (ii) allow general meetings of the Company to be held as electronic meetings or hybrid meetings where Shareholders may attend and vote by electronic means in addition to or in place of attending physical meetings in person; and (iii) incorporate various housekeeping amendments and corresponding consequential changes (collectively, the "Amendments").

The Amendments and the adoption of the new set of Amended and Re-stated Memorandum and Articles of Association incorporating the Amendments was duly passed by a special resolution of the Company at the 2023 AGM. The new set of Amended and Re-stated Memorandum and Articles of Association is available on the websites of the Stock Exchange and the Company. Further details are set out in the Company's announcements dated 29 March 2023, 27 April 2023 and 1 June 2023 and the Company's circular dated 27 April 2023 respectively.

更改公司名稱 (續)

更改公司名稱已於二零二三年股東週年大會上以本公司特別決議案正式獲通過。本公司之更改公司名稱及更改股份簡稱將不會影響任何股東之權利或本公司之日常業務運作及其財務狀況。進一步詳情分別載於本公司日期為二零二三年三月二十九日、二零二三年四月二十七日、二零二三年六月一日及二零二三年七月十三日的公佈以及本公司日期為二零二三年四月二十七日的通函。

採納經修訂及重列之公司組織章程大綱及細則

截至二零二三年六月三十日止六個月，董事會建議對公司組織章程大綱及細則作出若干修訂，以便(其中包括)(i)使其符合上市規則附錄3所載的核心股東保障標準以及開曼群島的適用法律及法規；(ii)允許本公司的股東大會以電子會議或混合會議的形式舉行，股東可通過電子方式出席並投票，以此作為親身出席實體會議的增補或替代方案；及(iii)納入各種內務修訂及相應變化(統稱「該等修訂」)。

該等修訂及採納已納入該等修訂的新版經修訂及重列之公司組織章程大綱及細則已於二零二三年股東週年大會上以本公司特別決議案正式獲通過。新版經修訂及重列之公司組織章程大綱及細則於聯交所及本公司網站可供查閱。進一步詳情分別載於本公司日期為二零二三年三月二十九日、二零二三年四月二十七日及二零二三年六月一日的公佈以及本公司日期為二零二三年四月二十七日的通函。

OTHER INFORMATION 其他資料

CAPITAL REORGANISATION

During the six months ended 30 June 2023, the Board proposed to implement the Capital Reorganisation, which involved the following:

- (i) the Share Consolidation whereby every twenty (20) issued and unissued Shares of par value of US\$0.01 each would be consolidated into one (1) Consolidated Share of par value of US\$0.20 each;
- (ii) the Capital Reduction whereby the par value of each issued Consolidated Share would be reduced from US\$0.20 to US\$0.001 by cancelling the paid-up capital to the extent of US\$0.199 on each issued Consolidated Share;
- (iii) the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of US\$0.20 each be sub-divided into 200 Adjusted Shares with par value of US\$0.001 each. Forthwith the Share Subdivision becoming effective, the authorised share capital of the Company be increased to US\$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US\$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares; and
- (iv) the credit arising from the Capital Reduction would be applied towards offsetting the Accumulated Losses in a manner as permitted by all applicable laws and the Amended and Re-stated Memorandum and Articles of Association and as the Board considered appropriate. The balance of the credit (if any) of the Share Premium Account after offsetting the Accumulated Losses would be applied by the Company in any manner as permitted by all applicable laws and the Amended and Re-stated Memorandum and Articles of Association.

The Adjusted Shares would rank pari passu in all respects with each other and would have rights and privileges and be subject to the restrictions contained in the Amended and Re-stated Memorandum and Articles of Association.

股本重組

截至二零二三年六月三十日止六個月，董事會建議實施股本重組，涉及以下各項：

- (i) 股份合併，據此，每二十(20)股每股面值0.01美元的已發行及未發行股份將合併為一(1)股每股面值0.20美元的合併股份；
- (ii) 股本削減，據此，通過註銷每股已發行合併股份的繳足股本0.199美元而將每股已發行合併股份的面值由0.20美元削減至0.001美元；
- (iii) 股份拆細，據此，緊隨股本削減後，每股面值0.20美元的每股法定但未發行合併股份將拆細為200股每股面值0.001美元之經調整股份。待股份拆細生效後，本公司之法定股本將通過增設數目足以使本公司法定股本增至143,550,000.00美元的額外經調整股份而增至143,550,000.00美元，分為(a) 143,000,000,000股普通經調整股份及(b) 550,000,000股未分類經調整股份；及
- (iv) 股本削減產生的進項將以所有適用法律和經修訂及重列之公司組織章程大綱及細則所允許且董事會認為適當的方式用於抵銷累計虧損。抵銷累計虧損後的股份溢價賬貸方餘額(如有)，將由本公司以所有適用法律和經修訂及重列之公司組織章程大綱及細則所允許的任何方式加以應用。

經調整股份將在各方面與其他股份享有同等地位，亦將擁有權利和特權，同時受限於經修訂及重列之公司組織章程大綱及細則所載限制。

CAPITAL REORGANISATION (CONTINUED)

Other than the relevant expenses incurred and to be incurred, the implementation of the Capital Reorganisation would have no material effect on the consolidated net asset value of the Group, nor would it alter the underlying assets, business, operations, management or financial position of the Company.

The Capital Reorganisation would not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor would it result in any change in the relative rights of the Shareholders.

On 5 June 2023, the Share Consolidation became effective whereby every twenty (20) issued and unissued Shares of par value of US\$0.01 each has been consolidated into one (1) Consolidated Share of par value of US\$0.20 each.

On 26 July 2023 (Cayman Islands time), the Court made an order confirming the Capital Reduction and such order together with the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction were filed and duly registered with the Registrar of Companies in the Cayman Islands on 31 July 2023 (Cayman Islands time) (the “Registration”). Upon the Registration, all the conditions precedent for the implementation of the Capital Reduction and the Share Subdivision have been fulfilled. Accordingly, the effective time and date for the Capital Reduction and the Share Subdivision was before 9:00 a.m. on 3 August 2023 (Hong Kong time) and the dealing in the Adjusted Shares commenced at 9:00 a.m. on 3 August 2023 (Hong Kong time).

Further details are set out in the Company’s announcements dated 29 March 2023, 27 April 2023, 1 June 2023 and 2 August 2023 and the Company’s circular dated 27 April 2023 respectively.

股本重組 (續)

除已產生及將產生的相關費用外，實施股本重組將不會對本集團的綜合資產淨值產生重大影響，亦不會改變本公司的相關資產、業務、營運、管理或財務狀況。

股本重組不會涉及減少本公司對任何未繳資本的任何責任或影響向股東償還本公司任何未繳資本，亦不會導致股東的相關權利發生任何變化。

於二零二三年六月五日，股份合併生效，據此，每二十(20)股每股面值0.01美元的已發行及未發行股份已合併為一(1)股每股面值0.20美元的合併股份。

於二零二三年七月二十六日(開曼群島時間)，法院頒令確認股本削減，且有關頒令及法院批准的會議記錄(其中載有公司法規定的有關股本削減的詳情)已於二零二三年七月三十一日(開曼群島時間)於開曼群島公司註冊處備案並正式登記(「登記」)。於登記後，實施股本削減及股份拆細的所有先決條件均已獲達成。因此，股本削減及股份拆細已於二零二三年八月三日上午九時正(香港時間)前生效，及經調整股份已於二零二三年八月三日上午九時正(香港時間)開始買賣。

進一步詳情分別載於本公司日期為二零二三年三月二十九日、二零二三年四月二十七日、二零二三年六月一日及二零二三年八月二日的公佈以及本公司日期為二零二三年四月二十七日的通函。

OTHER INFORMATION 其他資料

CHANGES IN DIRECTORS' INFORMATION

Changes in information of Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, since the publication of the 2022 Annual Report, are set out below:

Mr Adrian Chan has been appointed as an INED and a member of the Audit Committee with effect from 21 April 2023. Subsequently, he has been appointed as the chairperson of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 15 August 2023.

Mr David Comba retired as an INED at the conclusion of the 2023 AGM.

Mrs Julie Oates resigned as an INED, the chairperson and a member of the Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee with effect from 15 August 2023.

Mr Ihsan Al Chalabi has been appointed as an INED with effect from 15 August 2023.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2023.

SHARE OPTION SCHEME (2016)

Terms of the Share Option Scheme (2016) adopted by the Company on 10 June 2016 and other details are set out in note 25 of this report.

董事資料變更

自刊發二零二二年年報以來，根據上市規則第13.51B(1)條須予披露的董事資料變更載列如下：

陳弘俊先生已獲委任為獨立非執行董事兼審核委員會成員，自二零二三年四月二十一日起生效。其後，彼已獲委任為審核委員會主席，以及提名委員會及薪酬委員會各自之成員，自二零二三年八月十五日起生效。

David Comba先生於二零二三年股東週年大會結束時退任獨立非執行董事。

Julie Oates女士辭任獨立非執行董事、審核委員會主席兼成員，以及提名委員會及薪酬委員會各自之成員，自二零二三年八月十五日起生效。

Ihsan Al Chalabi先生已獲委任為獨立非執行董事，自二零二三年八月十五日起生效。

中期股息

董事會議決不宣派截至二零二三年六月三十日止六個月之中期股息。

購股權計劃 (二零一六)

本公司於二零一六年六月十日採納之購股權計劃 (二零一六) 之條款及其他詳情載於本報告附註25。

SHARE OPTION SCHEME (2016) (CONTINUED)

On 3 May 2023, among the total of 76,400,000 Options (adjusted to 3,820,000 Options upon completion of the Share Consolidation) granted, (i) 58,000,000 Options (adjusted to 2,900,000 Options upon completion of the Share Consolidation) were granted to certain eligible employees of the Group; (ii) 18,400,000 Options (adjusted to 920,000 Options upon completion of the Share Consolidation) were granted to FOKI Limited, a consultant (as service provider (as defined under the Listing Rules) of the Group), providing services to DLL; and (iii) no Options were granted to the Directors, chief executive and substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them. The exercise price of the Options was HK\$0.078 per Share (adjusted to HK\$1.560 per Share upon completion of the Share Consolidation). Further details are set out in the Company's announcements dated 4 May 2023, 18 May 2023 and 1 June 2023 respectively.

The number of Options available for grant under the Scheme as of 1 January 2023 and 30 June 2023 was 107,507,118 Options and 1,864,975 Options respectively, subject to refreshment of the scheme mandate limit.

As at 30 June 2023, there were 6,821,280 Options outstanding, representing approximately 2.99% of the then issued Shares and approximately 2.90% of the issued Shares as to be enlarged by the issue and allotment of the said number of new Shares upon full exercise of the outstanding Options.

Following the lapse of 91,557 Options arising from the resignation of a Director on 15 August 2023 and as at the date of this report, there were 6,729,723 Options outstanding, representing approximately 2.95% of the then issued Shares and approximately 2.86% of the issued Shares as to be enlarged by the issue and allotment of the said number of new Shares upon full exercise of the outstanding Options.

A summary of the particulars and movements of the Options during the six months ended 30 June 2023 with the adjustments made to the exercise price and Options outstanding after completion of the Rights Issue on 12 January 2023 and the Share Consolidation on 5 June 2023 is set out below:

購股權計劃 (二零一六) (續)

於二零二三年五月三日，於合共76,400,000份（於股份合併完成後調整為3,820,000份）已授出購股權中，(i) 58,000,000份購股權（於股份合併完成後調整為2,900,000份購股權）已授予本集團若干合資格僱員；(ii) 18,400,000份購股權（於股份合併完成後調整為920,000份購股權）已授予一名顧問FOKI Limited（作為本集團之服務供應商（定義見上市規則）），該顧問向深度青春提供服務；及(iii) 概無向董事、本公司主要行政人員及主要股東，或彼等任何之聯繫人（定義見上市規則）授出購股權。購股權之行使價為每股股份0.078港元（於股份合併完成後調整為每股股份1.560港元）。進一步詳情分別載於本公司日期為二零二三年五月四日、二零二三年五月十八日及二零二三年六月一日的公佈。

於二零二三年一月一日及二零二三年六月三十日，根據計劃可供授予之購股權數目分別為107,507,118份購股權及1,864,975份購股權，惟可經更新計劃授權限額予以調整。

於二零二三年六月三十日，6,821,280份購股權尚未行使，相當於當時已發行股份約2.99%，及於悉數行使尚未行使購股權後經發行及配發上述新股份數目擴大後之已發行股份約2.90%。

因一名董事辭任導致91,557份購股權於二零二三年八月十五日失效後及於本報告日期，6,729,723份購股權尚未行使，相當於當時已發行股份約2.95%，及於悉數行使尚未行使購股權後經發行及配發上述新股份數目擴大後之已發行股份約2.86%。

截至二零二三年六月三十日止六個月之購股權詳情及變動連同於二零二三年一月十二日完成供股及於二零二三年六月五日完成股份合併後對行使價及尚未行使購股權作出之調整之概要載列如下：

OTHER INFORMATION 其他資料

SHARE OPTION SCHEME (2016) (CONTINUED)

購股權計劃 (二零一六) (續)

Name or Category of Grantees	Date of grant (note 1)	Adjusted exercise price (HK\$) (note 2)	Outstanding as at 01.01.2023	Granted during the period (note 1)	Exercised during the period (note 3)	Lapsed during the period (note 4)	Adjustment after completion of Rights Issue (note 2)	Adjustment after completion of Share Consolidation (note 2)	Outstanding as at 30.06.2023	Vesting date (note 3)	Expiry date (note 3)	Number of Options vested/ (unvested) as at 30.06.2023 (note 3) 於二零二三年六月三十日之已歸屬/ (未歸屬) 購股權數目 (附註3)
Directors 董事												
James Mellon	14.10.2020	3.000	1,837,000	—	—	—	(5,869)	(1,739,574)	91,557	14.10.2021	13.10.2030	30,519
										14.10.2022	13.10.2030	30,519
										14.10.2023	13.10.2030	(30,519)
Jamie Gibson	14.10.2020	3.000	18,370,000	—	—	—	(58,690)	(17,395,746)	915,564	14.10.2021	13.10.2030	305,188
										14.10.2022	13.10.2030	305,188
										14.10.2023	13.10.2030	(305,188)
Julie Oates (note 4) (附註4)	14.10.2020	3.000	1,837,000	—	—	—	(5,869)	(1,739,574)	91,557	14.10.2021	13.10.2030	30,519
										14.10.2022	13.10.2030	30,519
										14.10.2023	13.10.2030	(30,519)
Mark Searle	14.10.2020	3.000	1,837,000	—	—	—	(5,869)	(1,739,574)	91,557	14.10.2021	13.10.2030	30,519
										14.10.2022	13.10.2030	30,519
										14.10.2023	13.10.2030	(30,519)
Jayne Sutcliffe	14.10.2020	3.000	1,837,000	—	—	—	(5,869)	(1,739,574)	91,557	14.10.2021	13.10.2030	30,519
										14.10.2022	13.10.2030	30,519
										14.10.2023	13.10.2030	(30,519)
Employees 僱員	14.10.2020	3.000	14,000,000	—	—	—	(44,729)	(13,257,509)	697,762	14.10.2021	13.10.2030	232,586
										14.10.2022	13.10.2030	232,586
										14.10.2023	13.10.2030	(232,590)
Employees 僱員	17.12.2020	3.680	18,000,000	—	—	—	(57,508)	(17,045,367)	897,125	Note 1 (b)	16.12.2030	(897,125)
Employees 僱員	03.05.2023	1.560	—	58,000,000	—	—	—	(55,100,000)	2,900,000	03.05.2024	02.05.2033	(966,663)
										03.05.2025	02.05.2033	(966,663)
										03.05.2026	02.05.2033	(966,674)
Other (note 4) 其他 (附註4)	14.10.2020	3.000	6,000,000	—	—	(5,980,831)	(19,169)	—	—	01.05.2021	30.04.2023	—
Other (note 5) 其他 (附註5)	07.06.2021	3.720	2,500,000	—	—	—	(7,987)	(2,367,412)	124,601	07.06.2022	06.06.2031	41,533
										07.06.2023	06.06.2031	41,533
										07.06.2024	06.06.2031	(41,535)
Other (note 5) 其他 (附註5)	03.05.2023	1.560	—	18,400,000	—	—	—	(17,480,000)	920,000	03.05.2024	02.05.2033	(306,666)
										03.05.2025	02.05.2033	(306,666)
										03.05.2026	02.05.2033	(306,668)
Total 總計			66,218,000	76,400,000	—	(5,980,831)	(211,559)	(129,604,330)	6,821,280			

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes:

1. The consideration for the grant of Options as disclosed above was HK\$10.

(a) On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees) with an exercise price of HK\$0.149 per Share (adjusted to HK\$0.150 per Share upon completion of the Rights Issue and further adjusted to HK\$3.000 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was HK\$0.156 per Share. Further details are set out in the announcements of the Company dated 15 October 2020 and 20 October 2020 respectively.

(b) On 17 December 2020, the Company granted 18,000,000 Options to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, with an exercise price of HK\$0.183 per Share (adjusted to HK\$0.184 per Share upon completion of the Rights Issue and further adjusted to HK\$3.680 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was HK\$0.183 per Share. The Options granted are exercisable after one year but not exceeding 10 years from the date of the grant and subject to fulfilment of the various targets. Upon vesting and within such exercise period, the Option holder is entitled to exercise:

- (i) as to one-third after the first anniversary date of the date of grant, provided that the FDA has approved the start of the Phase III clinical trial for Fortacin™;
- (ii) as to one-third after an "out-licencing deal" for the US has been signed and announced; and
- (iii) as to one-third on the successful completion of Study 008 (defined to mean it meets its primary and secondary end points) and the FDA has granted the NDA for Fortacin™.

As at 30 June 2023, the targets were not fulfilled and no Option was vested. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020 respectively.

購股權計劃 (二零一六) (續)

附註：

1. 就上文所披露授出購股權之代價為10港元。

(a) 於二零二零年十月十四日，本公司向董事及僱員授出62,718,000份購股權（包括25,718,000份購股權給董事及37,000,000份購股權給僱員），行使價為每股股份0.149港元（於供股完成後調整至每股股份0.150港元，並於股份合併完成後進一步調整至每股股份3.000港元）。緊接購股權授出日期前的收市價為每股股份0.156港元。進一步詳情分別載於本公司日期為二零二零年十月十五日及二零二零年十月二十日的公佈。

(b) 於二零二零年十二月十七日，本公司向一名僱員（於授出時曾為本集團若干附屬公司的一名董事）授出18,000,000份購股權，行使價為每股股份0.183港元（於供股完成後調整至每股股份0.184港元，並於股份合併完成後進一步調整至每股股份3.680港元）。緊接購股權授出日期前的收市價為每股股份0.183港元。授出的購股權可於授出日期起計一年後但不超過十年內行使，惟須達成各項目標。於歸屬後及於該行使期內，購股權持有人有權行使：

- (i) 於授出日期之第個一週年日後行使三分之一購股權，前提是美國食品及藥品監督管理局已批准開始Fortacin™的第三期臨床試驗；
- (ii) 於美國的「對外許可協議」簽署及公佈後行使三分之一購股權；及
- (iii) 成功完成008研究（定義為意味著達到其主要及次要目標），且Fortacin™之新藥申請獲美國食品及藥品監督管理局批准之後行使三分之一購股權。

於二零二三年六月三十日，並無達成目標及概無購股權獲歸屬。進一步詳情分別載於本公司日期為二零二零年十二月十八日及二零二零年十二月三十日的公佈。

OTHER INFORMATION 其他資料

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes: (Continued)

1. (Continued)

- (c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Company, namely Leverage IQ Iberica SL, of which Mr Lars Gehrmann is a director as well as the only and ultimate shareholder and who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement, with an exercise price of HK\$0.185 per Share (adjusted to HK\$0.186 per Share upon completion of the Rights Issue and further adjusted to HK\$3.720 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was HK\$0.179 per Share. Further details are set out in the announcements of the Company dated 8 June 2021 and 15 June 2021 respectively.
- (d) On 3 May 2023, the Company granted a total of 76,400,000 Options to employees and a consultant of a subsidiary of the Company with an exercise price of HK\$0.078 per Share (adjusted to HK\$1.560 per Share upon completion of the Share Consolidation). Out of which, (i) 58,000,000 Options were granted to certain eligible employees of the Group; (ii) 18,400,000 Options were granted to FOKI Limited, of which Mr Deep Deepankar Nayak is a director as well as the only and ultimate shareholder and who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement. The closing price immediately before the date on which the Options were granted was HK\$0.056 per Share. Further details are set out in the announcements of the Company dated 4 May 2023 and 18 May 2023 respectively.

Save as disclosed herein, no Options were granted to or held by (i) any Directors, chief executive or substantial shareholders of the Company, or their respective associates; (ii) any participants in any 12-month period exceeding the 1% individual limit referred to under the Listing Rules; (iii) any related entity participant or service provider (as defined under the Listing Rules) in any 12-month period exceeding 0.1% of the relevant class of shares in issue; or (iv) other employee participants, related entity participants and service providers during the six months ended 30 June 2023 and up to the date of this report.

2. Details of the adjustments to the exercise price and the outstanding Options following completion of the Rights Issue and the Share Consolidation are set out in this report and the announcements of the Company dated 11 January 2023 and 1 June 2023 respectively.

購股權計劃 (二零一六) (續)

附註：(續)

1. (續)

- (c) 於二零二一年六月七日，本公司向其一家附屬公司之一名顧問（即Leverage IQ Iberica SL，Lars Gehrmann先生為其董事兼唯一及最終股東，並非本集團董事）就其根據顧問協議條款所提供的服務而授出2,500,000份購股權，行使價為每股股份0.185港元（於供股完成後調整至每股股份0.186港元，並於股份合併完成後進一步調整至每股股份3.720港元）。緊接購股權授出日期前的收市價為每股股份0.179港元。進一步詳情分別載於本公司日期為二零二一年六月八日及二零二一年六月十五日的公佈。
- (d) 於二零二三年五月三日，本公司向其僱員及一家附屬公司之一名顧問授出合共76,400,000份購股權，行使價為每股股份0.078港元（於股份合併完成後調整至每股股份1.560港元）。其中，(i) 58,000,000份購股權已授予本集團若干合資格僱員；(ii) 18,400,000份購股權已根據顧問協議之條款就所提供的服務授予FOKI Limited（Deep Deepankar Nayak先生為其董事兼唯一及最終股東，並非本集團董事）。緊接購股權授出日期前的收市價為每股股份0.056港元。進一步詳情分別載於本公司日期為二零二三年五月四日及二零二三年五月十八日的公佈。

除本文所披露者外，於截至二零二三年六月三十日止六個月及直至本報告日期，(i)概無任何董事、本公司主要行政人員或主要股東或彼等各自的聯繫人獲授或持有購股權；(ii)概無任何參與者於任何十二個月期間獲授或持有超過上市規則所述的1%個人限額的購股權；(iii)概無任何關連實體參與者或服務供應商（定義見上市規則）於任何十二個月期間獲授或持有購股權超過相關已發行股份類別的0.1%；或(iv)概無其他僱員參與者、關連實體參與者及服務供應商獲授或持有購股權。

2. 於供股及股份合併完成後的行使價及未行使購股權調整的詳情分別載於本報告及本公司日期為二零二三年一月十一日及二零二三年六月一日的公佈。

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes: (Continued)

3. The exercise periods of the Options start from the respective vesting dates and end on the respective expiry dates.

Except for 1(b) above, the Options shall vest over a period of three years starting from the date of the grant, entitling the holders to exercise one-third of the Options at each of the first, second and third anniversary dates after the date of the grant. The Options granted are exercisable after one year but not exceeding 10 years from the date of the grant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of the grant of the Options. All entitlements then remain unexercised will lapse.

On 7 June 2023, 41,533 Options granted to a consultant of a subsidiary of the Company, who is not a director of the Group, were fully vested and exercisable in accordance with the rules of the Scheme. None of the above Options were exercised during the six months ended 30 June 2023 and up to the date of this report.

Save as disclosed herein, no Options were vested or exercised during the six months ended 30 June 2023 and up to the date of this report.

4. The 6,000,000 Options (adjusted to 5,980,831 Options upon completion of the Rights Issue) were exercisable by a retired employee at any time during the period from 1 May 2021 to 30 April 2023, being the three-year adjusted vesting period for the above Options. Please refer to note 25 to this report for details of the adjusted exercise price. None of the above Options were exercised up to the expiration date and the above Options were lapsed upon expiry of the vesting period on 30 April 2023 in accordance with the rules of the Scheme.

On 15 August 2023, 91,557 Options were lapsed upon resignation of a Director on the same date.

Save as disclosed herein, no Options were lapsed or cancelled during the six months ended 30 June 2023 and up to the date of this report.

5. Besides Directors, chief executive and employees, other eligible participants of the Scheme include consultants and service providers of the Group.

購股權計劃 (二零一六) (續)

附註：(續)

3. 購股權的行使期自各歸屬日期起至各屆滿日期止。

除上文1(b)項外，購股權由授出日期起三年內歸屬，持有人有權在授出日期後第一、第二及第三個週年日各行使三分之一購股權。所授出的購股權可於授出日期起計一年後但不超過十年內行使。於任何先前期間未有行使之任何權利可結轉至下一個期間，惟無論如何必須於授出日期起計十年內行使相關購股權。其時仍未行使之所有權利將告失效。

於二零二三年六月七日，向本公司一間附屬公司之一名顧問（並非本集團董事）授出的41,533份購股權已根據計劃規則全數歸屬及可行使。於截至二零二三年六月三十日止六個月及直至本報告日期期間概無上述購股權獲行使。

除本文所披露者外，於截至二零二三年六月三十日止六個月及直至本報告日期期間概無購股權獲歸屬或行使。

4. 該6,000,000份購股權（於供股完成後調整至5,980,831份購股權）可由一名已退休僱員於二零二一年五月一日至二零二三年四月三十日（即上述購股權的三年經調整歸屬期）期間的任何時間行使。經調整行使價的詳情請參閱本報告附註25。直至屆滿日期，上述購股權概無獲行使且上述購股權於二零二三年四月三十日之歸屬期屆滿後根據計劃規則失效。

於二零二三年八月十五日，91,557份購股權於一名董事辭任後於同日失效。

除本文所披露者外，於截至二零二三年六月三十日止六個月及直至本報告日期，概無購股權失效或被註銷。

5. 除董事、主要行政人員及僱員外，計劃的其他合資格參與者包括本集團的顧問及服務供應商。

OTHER INFORMATION 其他資料

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

As at 30 June 2023, the Directors had the following beneficial interests in the shares and underlying shares (in respect of positions held pursuant to equity derivatives) of the Company or of its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Section 352 of the SFO or which were otherwise notified to the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including those interests which the Directors were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code as set out in Appendix 10 to the Listing Rules:

a. Shares

Name of Director 董事姓名	Capacity 身份	Number of Shares held (note 1) 持有的 股份數目 (附註1)	Approximate % of issued Shares (note 2) 佔已發行股份之 概約百分比 (附註2)
James Mellon (note 3) (附註3)	Beneficial owner 實益擁有人	40,380,607	
	Interests held by controlled corporations 控股公司所持有之權益	88,772,977	
		129,153,584	56.56%
Jamie Gibson	Beneficial owner 實益擁有人	6,939,674	3.04%
Julie Oates (note 4) (附註4)	Interests held jointly with another person 與其他人士共同持有之權益	100,000	0.04%
Mark Searle (note 5) (附註5)	Beneficial owner 實益擁有人	23,561	
	Family interest 家族權益	31,415	
	Beneficiary of a trust 信託受益人	163,778	
		218,754	0.10%
Jayne Sutcliffe	Beneficial owner 實益擁有人	85,802	0.04%
Adrian Chan 陳弘俊	-	-	-

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份（有關根據股本衍生工具持有之持倉），擁有記錄於本公司根據證券及期貨條例第352條規定須存置之董事及主要行政人員權益及淡倉登記冊中，或根據證券及期貨條例第XV部第7及8分部（包括根據證券及期貨條例該等條文董事被視為或當作擁有之該等權益）或根據上市規則附錄十所載之標準守則而以其他方式知會聯交所之實益權益如下：

a. 股份

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

a. Shares (Continued)

Notes:

1. Directors' personal interests in Shares as stated above are long positions interests. There are no short position interests held by any Director.
2. These numbers do not include the number of Shares to be issued upon exercise of Options held by the Directors as disclosed below. As at 30 June 2023, the total number of issued Shares was 228,345,953 Shares.
3. As at 30 June 2023, an aggregate of 88,772,977 Shares were held by Indigo and Galloway which are beneficially wholly-owned by James Mellon, each holding 2,579,190 Shares and 86,193,787 Shares respectively.
4. As at 30 June 2023, 100,000 Shares were held by Julie Oates for the beneficial interests jointly with her spouse, Alan Clucas Oates. Julie Oates resigned as a Director with effect from 15 August 2023.
5. As at 30 June 2023, 163,778 Shares were held to the order of a pension fund, of which Mark Searle was the sole beneficiary and the 31,415 Shares were held by his spouse, Juliet Mary Druce Searle.
6. Ihsan Al Chalabi was appointed as a Director with effect from 15 August 2023. He holds 15,750 Shares in the capacity of a beneficial owner.

b. Options

Details of the Directors' interests in the Options under the Share Option Scheme (2016) are set out in the section headed "Share Option Scheme (2016)" to this report.

Save as disclosed above, as at 30 June 2023 and the date of this report, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying shares (in respect of positions held pursuant to equity derivatives) or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉 (續)

a. 股份 (續)

附註：

1. 董事於上文所述股份之個人權益均為好倉權益，概無任何董事持有淡倉權益。
2. 該等數目並未包括下文所披露行使由董事所持有之購股權後將予發行之股份數目。於二零二三年六月三十日，已發行股份總數為228,345,953股股份。
3. 於二零二三年六月三十日，合共88,772,977股股份由James Mellon實益全資擁有之Indigo及Galloway持有，各自分別持有2,579,190股股份及86,193,787股股份。
4. 於二零二三年六月三十日，Julie Oates及其配偶Alan Clucas Oates共同持有實益權益100,000股股份。Julie Oates已辭任董事，自二零二三年八月十五日起生效。
5. 於二零二三年六月三十日，163,778股股份乃由一項退休基金持有，Mark Searle為該項退休基金之唯一受益人，而31,415股股份乃由Mark Searle之配偶Juliet Mary Druce Searle持有。
6. Ihsan Al Chalabi獲委任為董事，自二零二三年八月十五日起生效。彼以實益擁有人身份持有15,750股股份。

b. 購股權

董事於購股權計劃 (二零一六) 項下購股權權益之詳情載於本報告「購股權計劃 (二零一六)」一節。

除上文所披露者外，於二零二三年六月三十日及本報告日期，董事或本公司主要行政人員概無於本公司或其任何相聯法團 (定義見證券及期貨條例第XV部) 之股份、相關股份 (有關根據股本衍生工具持有之持倉) 或債券，擁有記錄於本公司根據證券及期貨條例第352條規定須存置之登記冊中，或根據證券及期貨條例第XV部第7及8分部或根據上市規則附錄十所載之標準守則而以其他方式知會本公司及聯交所之任何權益或淡倉。

OTHER INFORMATION 其他資料

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Share Option Scheme (2016)" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the six months ended 30 June 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of the Shares in or debentures of the Company and none of the Directors, their spouses or children under 18 years of age, had any rights to subscribe for securities of the Company, or had exercised any such rights.

SUBSTANTIAL SHAREHOLDERS INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As far as the Directors are aware, as at 30 June 2023, the following entity or person (other than James Mellon, being a Director), whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report, had interests or short positions in the Shares or the underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Stock Exchange and the Company pursuant to Divisions 2 and 3 of Part XV of the SFO:

Name of Shareholder	Class of Shares	Capacity in Shares	Long/Short position	Total interests (Number of Shares held) (note) 權益總額 (持有股份數目) (附註)	Approximate percentage holding	Derivative interests (Number of Shares held) 衍生權益 (持有股份數目)
股東名稱	股份類別	持有股份之身份	好/淡倉		概約持股百分比	
Galloway Limited	Ordinary shares 普通股	Beneficial owner 實益擁有人	Long position 好倉	86,193,787	37.74%	Nil 無

Note:

After completion of the Rights Issue on 12 January 2023, completion of the Share Consolidation on 5 June 2023 and as of 30 June 2023, the aggregate number of Shares held by Galloway were 1,723,875,752 Shares, 86,193,787 Shares and 86,193,787 Shares respectively.

Save for such interests, the Directors are not aware of any other persons, who, as at 30 June 2023 or the date of this report, had any interest or short positions in the Shares or the underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Stock Exchange and the Company pursuant to Divisions 2 and 3 of Part XV of the SFO.

董事收購股份或債券的權利

除上文「購股權計劃(二零一六)」及「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」章節所披露者外，於截至二零二三年六月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購買本公司股份或債券而獲益，亦無董事、彼等的配偶或未滿18歲的子女擁有任何認購本公司證券的權利或已行使任何該等權利。

主要股東於股份及相關股份之權益及淡倉

據董事所知悉，於二零二三年六月三十日，以下實體或人士(除一名董事James Mellon(其權益載於本報告「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節)外)於本公司股份或相關股份，擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊中，或根據證券及期貨條例第XV部第2及3分部而以其他方式知會聯交所及本公司之權益或淡倉：

附註：

於供股於二零二三年一月十二日完成、股份合併於二零二三年六月五日完成後及截至二零二三年六月三十日，Galloway持有的股份總數分別為1,723,875,752股股份、86,193,787股股份及86,193,787股股份。

除該等權益外，董事概不知悉任何其他人士於二零二三年六月三十日或本報告日期於本公司股份或相關股份，擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊中，或根據證券及期貨條例第XV部第2及3分部而以其他方式知會聯交所及本公司之任何權益或淡倉。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound and effective risk management and internal control systems and reviewing their effectiveness to safeguard shareholders' investment and the Group's assets, on an ongoing basis. The Board acknowledged that management continues to allocate resources for the internal control and risk management systems which 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 material misstatement or loss. The Board has delegated responsibility to the Audit Committee to review the Group's risk management and internal control matters semi-annually.

The Board, through the Audit Committee, has reviewed the effectiveness and adequacy of the Group's risk management and internal control systems as set out in Code Provision D.2.1 for the year ended 31 December 2022. The Audit Committee engaged an internal audit and business consulting firm to undertake a review of the effectiveness of the Group's risk management and internal control systems on all material controls for the year, including financial, operational and compliance controls. The Board and the Audit Committee considered the Group's risk management and internal control systems effective and adequate. In addition, the Board has also reviewed and is satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit, financial reporting functions, as well as those relating to the environmental, social and governance performance and reporting of the Group.

The internal audit function conducted reviews of the risk assessment framework and results of the Group. In-depth review of internal controls related to certain process are concluded on a rotational basis according to the internal audit plan. Observations and recommendations were communicated with management such that risk mitigation plans were developed and executed by management to address the issues identified. During the six months ended 30 June 2023, a formal risk assessment was conducted by the management with reference to the Group's business objectives and strategies, to identify and assess enterprise risks, including environmental, social and governance risks, and to perform an overall review on the corresponding control measures and management actions. Key findings were reported to and reviewed by the Audit Committee on a timely basis.

風險管理及內部監控

董事會全面負責評估及釐定於達成本集團策略目標時所願意接納的風險性質及程度，維持健全有效的風險管理及內部監控系統，並持續檢討其成效，以保障股東投資及本集團資產。董事會知悉，管理層持續分配資源予內部監控及風險管理系統，該等系統旨在管理（而非消除）未能達成業務目標的風險，並只能提供合理（而非絕對）保證並無重大失實陳述或損失。董事會已授權審核委員會每半年檢討本集團的風險管理及內部監控事宜。

截至二零二二年十二月三十一日止年度，董事會已透過審核委員會檢討守則條文第D.2.1條所載本集團風險管理及內部監控系統的有效性及其充足性。審核委員會已委聘內部核數及業務諮詢公司檢討本集團風險管理及內部監控系統於年內所有重大監察（包括財務、營運及合規監察）的有效性。董事會及審核委員會認為本集團的風險管理及內部監控系統有效及充足。此外，董事會亦已審閱本集團會計、內部審核及財務匯報職能方面以及有關本集團環境、社會及管治表現及報告的資源、員工資歷及經驗、培訓課程及有關預算是否充足，並信納審閱結果。

內部審核職能已就本集團風險管理框架及業績進行檢討。若干程序之內部監控深入檢討根據內部審核計劃按輪值基準進行。觀察結果及推薦建議已向管理層妥善傳達，以便管理層制定及實施風險管理計劃從而解決發現之問題。截至二零二三年六月三十日止六個月，管理層參考本集團的業務目標及策略進行正式風險評估，以識別和評估企業風險（包括環境、社會及管治風險），並全面審核相應的控制措施及管理措施。主要發現已及時向審核委員會報告並供其審閱。

OTHER INFORMATION 其他資料

REVIEW OF UNAUDITED FINANCIAL INFORMATION

The unaudited consolidated financial information of the Group for the six months ended 30 June 2023 has been reviewed by the Audit Committee. The Directors acknowledge their responsibility for preparing the accounts and presenting a balanced, clear and comprehensive assessment of the Group's performance, position and prospects. An explanation of the basis on which the Company generates or preserves value over the longer term (the business model) and the strategy for delivering the Company's objectives are set out in the paragraph headed "Strategic Plan" in the "Management's Discussion and Analysis of the Group's Performance" in this report.

AUDITOR

Reference is made to the announcement of the Company in relation to the change of Auditor dated 21 June 2023. The Board had conducted an external audit tender process in accordance with good corporate governance practice as BDO Limited ("BDO"), the resigning external auditor of the Company, has provided auditing services to the Company for 12 financial years. As a result of this process, the Company announced that BDO had resigned as the Auditor with effect from 21 June 2023 and RSM Hong Kong ("RSM") had been appointed as the Auditor with effect from 21 June 2023. BDO had confirmed in its resignation letter to the Company and the Audit Committee that there were no matters in respect of its resignation that needed to be brought to the attention of the Shareholders.

The Board, with the recommendation of the Audit Committee, had resolved to appoint RSM with effect from 21 June 2023 as the new Auditor to fill the casual vacancy following the resignation of BDO, and to hold office until the conclusion of the next annual general meeting of the Company subject to appointment by the Shareholders in accordance with the articles of association of the Company by way of ordinary resolution.

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

審閱未經審核財務資料

本集團截至二零二三年六月三十日止六個月之未經審核綜合財務資料經審核委員會審閱。董事確認彼等有編製賬目之責任，並有責任對本集團之業績、情況及前景發表平衡、清晰及全面的評核。本報告「管理層對本集團業績之討論及分析」內「策略計劃」一段，載有本公司所產生或長期續存的價值基準（經營模式）及實現本公司目標之策略闡述。

核數師

茲提述本公司日期為二零二三年六月二十一日之公佈，內容有關更換核數師。由於本公司辭任的外聘核數師香港立信德豪會計師事務所有限公司（「香港立信德豪」）已為本公司提供了十二個財政年度的核數服務，故董事會已根據良好企業管治常規進行外聘核數師投標程序。根據該程序，本公司宣佈香港立信德豪已辭任核數師，自二零二三年六月二十一日起生效，及羅申美會計師事務所有限公司（「羅申美」）獲委任為核數師，自二零二三年六月二十一日起生效。香港立信德豪已於其辭任函中向本公司及審核委員會確認，概無有關其辭任的事宜須提請股東垂注。

董事會在審核委員會的推薦下，決定委任羅申美擔任新核數師，自二零二三年六月二十一日起生效，以填補香港立信德豪辭任後的臨時空缺，任期直至本公司下屆股東週年大會結束為止，惟須根據本公司組織章程細則以普通決議案的方式由股東委任。

購回、出售及贖回上市證券

截至二零二三年六月三十日止六個月，本公司或其任何附屬公司概無購回、出售或贖回任何本公司之上市證券。

DEFINITIONS

釋義

In this interim report, the following expressions shall have the following meanings unless the context indicates otherwise:

於本中期報告內，除文義另有指定外，下列詞彙具有以下涵義：

2022 Annual Report 二零二二年年報	the Company's annual report for the year ended 31 December 2022 本公司截至二零二二年十二月三十一日止年度之年度報告
2023 AGM 二零二三年股東週年大會	the last annual general meeting of the Company held on 1 June 2023 本公司於二零二三年六月一日舉行之最近期股東週年大會
Accumulated Losses 累計虧損	the accumulated losses of the Company as at the effective date of the Capital Reduction 本公司於股本削減生效日期之累計虧損
Adjusted Share(s) 經調整股份	ordinary share(s) of US\$0.001 each in the share capital of the Company immediately following the Capital Reorganisation becoming effective 緊隨股本重組生效後，本公司股本中每股0.001美元之普通股
AI 人工智能	artificial intelligence 人工智能
Amended and Re-stated Memorandum and Articles of Association 經修訂及重列之 公司組織章程大綱及細則	the amended and re-stated memorandum and articles of association of the Company incorporating and consolidating all amendments adopted at the 2023 AGM 本公司經修訂及重列之公司組織章程大綱及細則，其中納入及合併了於二零二三年股東週年大會上所採納的所有修訂
ASX 澳洲證券交易所	Australian Securities Exchange 澳洲證券交易所
Audit Committee 審核委員會	Audit Committee of the Company 本公司之審核委員會
Auditor 核數師	auditor of the Group 本集團之核數師
Board or Board of Directors 董事會	Board of Directors of the Company 本公司之董事會
Capital Reduction 股本削減	the reduction of the issued share capital of the Company by reducing the par value of each issued Consolidated Share from US\$0.20 to US\$0.001 by cancelling the paid up share capital to the extent of US\$0.199 per issued Consolidated Share, effective on 3 August 2023 藉註銷每股已發行合併股份0.199美元之繳足股本而將每股已發行合併股份之面值由0.20美元削減至0.001美元，從而削減本公司已發行股本，於二零二三年八月三日生效



DEFINITIONS

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Capital Reorganisation 股本重組	the share capital reorganisation, including the Share Consolidation as well as the Capital Reduction and the Share Subdivision 股本重組，包括股份合併以及股本削減及股份拆細
CEO 行政總裁	Chief Executive Officer 行政總裁
CG Code 企業管治守則	Corporate Governance Code as set out in Appendix 14 of the Listing Rules 載於上市規則附錄十四之企業管治守則
CGU 現金產生單位	cash generating unit 現金產生單位
Companies Act 公司法	the Companies Act (As Revised) of the Cayman Islands, as consolidated and revised 開曼群島公司法 (修訂版)，經綜合及修訂
Company 本公司	Regent Pacific Group Limited (formerly named Endurance RP Limited prior to the change of company name effective on 6 July 2023), a company incorporated in the Cayman Islands with limited liabilities, the shares of which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange 勵晶太平洋集團有限公司 (於公司名稱變更於二零二三年七月六日生效前稱壽康集團有限公司*)，一家於開曼群島註冊成立之有限公司，其股份於聯交所主板上市，並於法蘭克福證券交易所公開市場 (Freiverkehr) 買賣 * 謹供識別
Consolidated Share(s) 合併股份	ordinary share(s) of US\$0.20 each in the share capital of the Company after the Share Consolidation becoming effective on 5 June 2023 於二零二三年六月五日股份合併生效後本公司股本中每股面值0.20美元之普通股
Convertible Note(s) 可換股票據	the 4% coupon unlisted convertible notes due on 23 August 2022 issued by the Company on 23 August 2019 which are convertible into new Shares, details are set out in the announcement of the Company dated 23 August 2019 本公司在二零一九年八月二十三日發行，並於二零二二年八月二十三日到期之4%票息非上市可換股票據，此等票據可兌換為新股份，詳情載於本公司日期為二零一九年八月二十三日的公佈
Court 法院	the Grand Court of the Cayman Islands 開曼群島大法院
DCF 貼現現金流量	discounted cash flow 貼現現金流量

DEFINITIONS

釋義

Director(s) 董事	director(s) of the Company 本公司之董事
DLI or Deep Longevity DLI或Deep Longevity	Deep Longevity, Inc, a wholly-owned subsidiary of the Company Deep Longevity, Inc，為本公司之一家全資附屬公司
DLL 深度青春	Deep Longevity Limited, a wholly-owned subsidiary of DLI 深度青春有限公司，為DLI之一家全資附屬公司
DVP	DEVELOP Global Limited, a public listed company incorporated in Australia, whose shares are listed on ASX (ASX: DVP)
DVP	DEVELOP Global Limited，一家於澳洲註冊成立之上市公司，其股份於澳洲證券交易所上市（澳洲證券交易所：DVP）
ED 執行董事	Executive Director of the Company 本公司之執行董事
EMA 歐洲藥品管理局	the European Medicines Agency 歐洲藥品管理局
FAFVOCI 按公允價值計入其他全面收入之 金融資產	financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入之金融資產
FAFVPL 透過損益賬按公允價值 處理之金融資產	financial assets at fair value through profit or loss 透過損益賬按公允價值處理之金融資產
FDA 美國食品及藥品監督管理局	The Food and Drug Administration of the US 美國食品及藥品監督管理局
FV 公允價值	fair value 公允價值
FVLCOD 公允價值減出售成本	fair value less costs of disposal 公允價值減出售成本
G&A 一般及行政	general and administrative 一般及行政
Galloway	Galloway Limited, a private limited liability company which is indirectly wholly-owned by James Mellon, a substantial Shareholder who is also a NED and Chairman of the Board
Galloway	Galloway Limited，一家由主要股東James Mellon（亦為非執行董事兼董事會主席）間接全資擁有之私人有限公司
Grant Sherman 中證	Grant Sherman Appraisal Limited 中證評估有限公司
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司



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HKAS(s) 香港會計準則	the Hong Kong Accounting Standard(s) 香港會計準則
HKFRS(s) 香港財務報告準則	new or revised Hong Kong Financial Reporting Standard(s) 新訂或經修訂香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
Indigo	Indigo Securities Limited, a private limited liability company which is indirectly wholly-owned by James Mellon, a substantial Shareholder who is also a NED and Chairman of the Board
Indigo	Indigo Securities Limited, 一家由主要股東James Mellon (亦為非執行董事兼董事會主席) 間接全資擁有之私人有限公司
INED(s) 獨立非執行董事	Independent Non-Executive Director(s) of the Company 本公司之獨立非執行董事
IP 知識產權	intellectual property(ies) 知識產權
Listing Rules 上市規則	Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Memorandum and Articles of Association 公司組織章程大綱及細則	the memorandum and articles of association of the Company adopted on 6 June 2019, as amended and supplemented from time to time 本公司於二零一九年六月六日採納的公司組織章程大綱及細則，經不時修訂及補充
MHRA MHRA	Medicines and Healthcare products Regulatory Agency 藥品及保健品監管機構
Model Code 標準守則	The Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 載於上市規則附錄十之上市發行人董事進行證券交易的標準守則
NDA 新藥申請	New Drug Application 新藥申請
NED(s) 非執行董事	Non-Executive Director(s) of the Company 本公司之非執行董事
NMPA 國家藥品監督管理局	the National Medical Products Administration 國家藥品監督管理局

Nomination Committee 提名委員會	the nomination committee of the Company 本公司之提名委員會
Option(s) 購股權	option(s) granted and exercisable under the Share Option Scheme (2016) 根據購股權計劃 (二零一六) 授出及可予行使之購股權
PEBEQ™ 早洩困擾評估問卷™	Premature Ejaculation Bothersome Evaluation Questionnaire 早洩困擾評估問卷
Plethora	Plethora Solutions Holdings plc, a wholly-owned subsidiary of the Company
Plethora	Plethora Solutions Holdings plc, 為本公司之一家全資附屬公司
PRC or China 中國	The People's Republic of China 中華人民共和國
R&D 研發	research and development 研究及發展
Recordati Recordati	Recordati S.p.A Recordati S.p.A
Remuneration Committee 薪酬委員會	the remuneration committee of the Company 本公司之薪酬委員會
Rights Issue 供股	the rights issue on the basis of one (1) Rights Share for every one (1) existing Share held on the record date, completed on 12 January 2023 按於記錄日期每持有一(1)股現有股份獲發一(1)股供股股份之基準進行供股，於二零二三年一月十二日完成
Rights Share(s) 供股股份	the new Share(s) allotted and issued under the Rights Issue 根據供股配發及發行之新股份
Securities Dealing Code 證券交易守則	the code governing securities transactions by Directors and relevant employees of the Group, which was adopted on no less exacting the terms and required standard set out in the Model Code 監管本集團董事及相關僱員進行證券交易的守則，乃按照不遜於標準守則所載列的規定標準獲得採納
Set Off 抵銷	the set off of the total amount of subscription monies payable by Galloway as the underwriter, James Mellon and Indigo for the Rights Shares to which they are entitled to and/or are required to subscribe for (if any) under the Rights Issue and the underwriting agreement respectively, against the equivalent amount of the shareholder's loans and accrued interest thereon on a dollar-to-dollar basis on the completion date of the Rights Issue 於供股完成日期，Galloway (作為包銷商)、James Mellon及Indigo就根據供股及包銷協議分別有權及／或須認購 (如有) 之供股股份所應付認購款項總額，按等額基準抵銷等額股東貸款及應計利息

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SFO 證券及期貨條例	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 證券及期貨條例 (香港法例第571章)
Share(s) 股份	ordinary share(s), with voting rights, of US\$0.01 each (or US\$0.001 each upon Capital Reduction becoming effective on 3 August 2023) in the capital of the Company, which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange 本公司股本中每股面值0.01美元 (或股本削減於二零二三年八月三日生效後,每股面值0.001美元),附有投票權之普通股份,此等股份於聯交所主板上市,並於法蘭克福證券交易所公開市場(Freiverkehr)買賣
Share Consolidation 股份合併	the share consolidation whereby every twenty (20) issued and unissued Shares of par value of US\$0.01 each consolidated into one (1) Consolidated Share of par value of US\$0.20 each, effective on 5 June 2023 股份合併,據此,每二十(20)股每股面值0.01美元的已發行及未發行股份合併為一(1)股每股面值0.20美元的合併股份,於二零二三年六月五日生效
Share Options Scheme (2016) or Scheme 購股權計劃 (二零一六) 或計劃	the share option scheme of the Company named the "Share Option Scheme (2016)" adopted on 10 June 2016, with Shareholders' approval at the Company's extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the scheme 本公司於二零一六年六月十日採納,名為「購股權計劃 (二零一六)」之購股權計劃,該計劃於本公司於二零一六年六月八日舉行之股東特別大會上經股東批准,繼而於二零一六年六月十日獲聯交所上市委員會批准因根據計劃將授出之購股權獲行使而將予發行之股份上市及買賣
Share Premium Account 股份溢價賬	the share premium account of the Company 本公司之股份溢價賬
Share Subdivision 股份拆細	the subdivision of one (1) authorised but unissued Consolidated Share into 200 Adjusted Shares and forthwith the Share Subdivision, the increase of the authorised share capital of the Company to US\$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US\$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares, effective on 3 August 2023 將一(1)股法定但未發行合併股份拆細為200股經調整股份;且於股份拆細後隨即透過增設足以將本公司之法定股本增加至143,550,000.00美元 (分為(a) 143,000,000,000股普通經調整股份及(b) 550,000,000股未分類經調整股份) 之額外經調整股份有關數目,將本公司之法定股本增加至143,550,000.00美元,於二零二三年八月三日生效

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Shareholder(s) 股東	holder(s) of the Share(s) 股份持有人
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
UK 英國	the United Kingdom 英國
US 美國	the United States 美利堅合眾國
Wanbang Biopharmaceutical 江蘇萬邦醫藥	Wanbang Biopharmaceutical Co., Ltd., a wholly-controlled company of Shanghai Fosun Pharmaceutical (Group) Co. Ltd. 江蘇萬邦生化醫藥集團有限責任公司，為上海復星醫藥（集團）股份有限公司之完全控股公司
A\$ 澳元	Australian dollars, the lawful currency in Australia 澳洲法定貨幣澳元
GBP 英鎊	Great British pounds, the lawful currency in the UK 英國法定貨幣英鎊
HK\$ 港元	Hong Kong dollars, the lawful currency in Hong Kong 香港法定貨幣港元
US\$ 美元	US dollars, the lawful currency in the US 美國法定貨幣美元



CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTOR

Jamie Gibson (*CEO*)

NON-EXECUTIVE DIRECTORS

James Mellon (*Chairman*)

Jayne Sutcliffe

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mark Searle

Adrian Chan

Ihsan Al Chalabi

COMPANY SECRETARY

Winnie Lui

INDEPENDENT AUDITOR

RSM Hong Kong

Certified Public Accountants

(Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance)

29th Floor, Lee Garden Two

28 Yun Ping Road, Causeway Bay

Hong Kong

PRINCIPAL BANKER

Citibank, N.A.

REGISTERED OFFICE

P.O. Box 309, Ugland House, Grand Cayman

KY1-1104, Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Henley Building

5 Queen's Road Central, Hong Kong

SHARE REGISTRAR

Tricor Tengis Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

INVESTOR RELATIONS CONSULTANT

LBS Communications Consulting Limited

WEBSITE

www.regentpac.com

STOCK CODE

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執行董事

Jamie Gibson (*行政總裁*)

非執行董事

James Mellon (*主席*)

Jayne Sutcliffe

獨立非執行董事

Mark Searle

陳弘俊

Ihsan Al Chalabi

公司秘書

雷美欣

獨立核數師

羅申美會計師事務所有限公司

執業會計師

(根據《會計及財務匯報局條例》註冊的公眾利益實體核數師)

香港

銅鑼灣恩平道28號

利園二期29樓

主要往來銀行

花旗銀行

註冊辦事處

P.O. Box 309, Ugland House, Grand Cayman

KY1-1104, Cayman Islands

香港總部及 主要營業地點

香港中環皇后大道中5號

衡怡大廈8樓

股份過戶登記處

卓佳登捷時有限公司

香港

夏慤道16號

遠東金融中心17樓

投資者關係顧問

達博思傳訊顧問有限公司

網址

www.regentpac.com

股份代號

575





8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong
香港中環皇后大道中5號衡怡大廈8樓

Telephone 電話： (852) 2514 6111

Facsimile 圖文傳真： (852) 2810 4792

Email 電子郵件： info@regentpac.com

Website 網址： www.regentpac.com