

# Interim Report 中期 2023 報告



股份代號 Stock Code: 00455 (於開曼群島註冊成立之公司)  
(Incorporated in the Cayman Islands with limited liability)

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Fang Wen Quan (*Chairman and Managing Director*)  
Mr. Lui Man Sang

#### Non-Executive Directors

Mr. Feng Quanming  
Mr. Zhong Tao (appointed on 29 August 2023)  
Mr. Shen Bo (resigned on 29 August 2023)

#### Independent Non-Executive Directors

Mr. Lam Yat Fai  
Mr. Chiu Sung Hong  
Dr. Xian Yanfang (appointed on 27 June 2023)  
Mr. Chiu Fan Wa (resigned on 1 July 2023)

### AUDITOR

Ernst & Young  
Certified Public Accountants  
*Registered Public Interest Entity Auditor*  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

### HONG KONG LEGAL ADVISER

Woo, Kwan, Lee & Lo  
25th Floor, Jardine House  
1 Connaught Place, Central  
Hong Kong

### COMPANY SECRETARY

Mr. Lo Tai On

### AUDIT COMMITTEE

Mr. Lam Yat Fai (*Chairman*)  
Mr. Chiu Sung Hong  
Dr. Xian Yanfang (appointed on 27 June 2023)  
Mr. Zhong Tao (appointed on 29 August 2023)  
Mr. Chiu Fan Wa (resigned on 1 July 2023)  
Mr. Shen Bo (resigned on 29 August 2023)

### REMUNERATION COMMITTEE

Mr. Chiu Sung Hong (*Chairman*)  
Mr. Fang Wen Quan  
Mr. Lam Yat Fai  
Dr. Xian Yanfang (appointed on 27 June 2023)  
Mr. Chiu Fan Wa (resigned on 1 July 2023)

### NOMINATION COMMITTEE

Mr. Fang Wen Quan (*Chairman*)  
Mr. Lam Yat Fai  
Mr. Chiu Sung Hong

### RISK MANAGEMENT COMMITTEE

Mr. Chiu Sung Hong (*Chairman*)  
Mr. Fang Wen Quan  
Mr. Lam Yat Fai

### PRINCIPAL BANKERS

Agricultural Bank of China  
Bank of China  
Bank of Communications  
China Citic Bank  
China Merchants Bank  
Industrial and Commercial Bank of China

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 2405-2410, 24th Floor  
CITIC Tower  
No. 1 Tim Mei Avenue  
Central  
Hong Kong

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
17th Floor, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### PLACE OF LISTING

The Stock Exchange of Hong Kong Limited

### STOCK CODE

00455

### CORPORATE WEBSITE

[www.tiandapharma.com](http://www.tiandapharma.com)

# MANAGEMENT DISCUSSION AND ANALYSIS

## CHANGE OF FINANCIAL YEAR END DATE

In order to align the financial year end date of the Company with that of the principal operating subsidiaries of the Company, the financial year end date of the Company has been changed from 31 March to 31 December in November last year. In view of this change, the interim consolidated financial statements cover the six-month period from 1 January 2023 to 30 June 2023 (the "Current Interim Period") and the comparative figures cover the six-month period from 1 April 2022 to 30 September 2022 (the "Previous Interim Period").

## BUSINESS REVIEW

Starting from 2023, as the negative impacts of the pandemic has significantly receded, the Chinese economy is steadily recovering. Seizing this opportunity, the Group has consolidated its core products, expanded sales channels, advanced the development of the traditional Chinese medicine ("TCM") businesses, and enriched product pipelines, continuously improving the operation and performance of its three business segments, namely the Pharmaceuticals and medical technologies business, the Chinese medicine business, and the Medical and healthcare services. As a result, the Group has achieved a total revenue of HK\$303.5 million in the Current Interim Period, representing a 21.5% growth compared with the Previous Interim Period. Excluding research and development ("R&D") expenses, the Group has turned its loss of HK\$7.1 million in the Previous Interim Period into a profit of HK\$3.78 million in the Current Interim Period.

For the Pharmaceuticals and medical technologies business, the Group's pediatric drug, Tuoen®Ibuprofen, has been benefited from the optimized epidemic prevention and control measures implemented by the Chinese government earlier this year and the inclusion in the reference list of commonly used drugs for home treatment of COVID-19 patients (新冠病毒感染者居家治療常用藥參考表). As a result, the sales of Tuoen®Ibuprofen have grown by 89.5% in the Current Interim Period as compared with the Previous Interim Period, claiming the top three position in market share in Mainland China. To meet the market demand for Tuoen®Ibuprofen and anticipated future growth, the Group adopted an unconventional approach and efficiently completed the construction of a new liquid-finished dosages production line and put it into operation within just three months. The Group's cardio-cerebrovascular drug, Tuoping®Valsartan capsules, has maintained its position as the best-selling product in its category in the mainland China market in the Current Interim Period, benefitting from attaining first place in the tender results of the third round of national centralized medicines procurement. The Group's CDMO/CMO business has also experienced steady growth, with over 10 new projects signed in the Current Interim Period.

For the Chinese medicine business, relying on its whole industrial chain build-up of traditional Chinese medicine, the Group has focused on the development of domestic and foreign trading of Chinese medicinal materials, production, sales and distribution of Chinese medicinal decoction pieces, continuing to integrate special resources in the industry's upstream and downstream segments with a focus on variety management. In response to the rising prices of Chinese medicinal materials, the Group actively strategized reserves of Chinese medicinal materials. In July 2023, the Group signed a strategic cooperation framework agreement with the Qiaocheng District Government of Bozhou city, Anhui Province, known as the "City of Chinese Medicine" to actively participate in the construction of a strategic reserve of Chinese medicinal materials and jointly promote projects related to the supply chain finance, plant extraction and preparation of Chinese medicinal materials. The Group is gradually forming a strategy for the R&D of TCM with a view of "stronger R&D, larger markets and enhanced efficacy", fully leveraging the advantages and diverse values of TCM. Through technological advancement, resource growth, and outcomes accumulation, the Group aims to realize the leapfrog development of the Chinese medicine business.

## MANAGEMENT DISCUSSION AND ANALYSIS

For the medical and healthcare services, the Group has steadily promoted the development of the new type of Chinese medicine clinic “TDMall”, with the core positioning of “specialist treatments and specialized services, effectiveness and efficacy, combination of recovery and health-preservation, and harmony between nature and mankind”. The Group invested and opened its fifth TDMall in the world and fourth TDMall in the Guangdong-Hong Kong-Macao Greater Bay Area – Shenzhen TDMall, in Shenzhen at the end of March this year. Shenzhen TDMall has launched “TDMall Lifestyle” (天大館·優生活), aiming to provide convenient and high-quality TCM healthcare services and comprehensive wellness experiences. The Group’s cloud-based Chinese medicine platform “TDMall on Cloud” empowers its physical clinics to provide patients with all-round and remote Chinese medicine services, while at the same time creating an online channel for sales of its products.

For R&D, the Group is guided by market demand, adheres to the dual focus of generic and innovative drug development, and coordinates the promotion of innovative drugs, generic drugs and secondary development; through independent R&D, R&D cooperation with external institutions, and the introduction of projects, the product pipeline is continuously enriched. At present, the main R&D projects under the Group include one innovative drug of Class 1 traditional Chinese medicine, three new drugs of Class 3 traditional Chinese medicine with classic famous prescriptions, two chemical drugs of Class 3, and six chemical drugs of Class 4, and several health products. Among them, 5 chemical drug varieties have entered the registration stage, which are expected to generate growth for the Group as several new varieties of drugs will be introduced to the market next year or the year after.

## FINANCIAL REVIEW

During the Current Interim Period, the Group recorded a revenue of HK\$303.5 million (Previous Interim Period: HK\$249.9 million). For the Pharmaceuticals and medical technologies business, revenue for the Current Interim Period was HK\$269.7 million, an increase of 28.0% from HK\$210.8 million in the Previous Interim Period, benefiting from the strong sales growth of 89.5% recorded by its pediatric drug, Tuoen®Ibuprofen, as well as the satisfactory sales performance of other major products. For the Chinese medicine business, revenue for the Current Interim Period decreased to HK\$27.5 million (Previous Interim Period: HK\$32.7 million) due to the adoption of a more stringent credit policy. For the Medical and healthcare services, revenue for the Current Interim Period amounted to HK\$6.3 million (Previous Interim Period: HK\$6.4 million). Gross profit was HK\$155.1 million (Previous Interim Period: HK\$122.2 million), and the gross profit margin increased from 48.9% in the Previous Interim Period to 51.1% in the Current Interim Period, mainly due to the improvement in the quality of the Group’s revenue and the proportion of product sales with higher gross profit increased. At the same time, the Group strictly controlled costs, and the selling and distribution expense ratio decreased by about 0.4 percentage points. The selling and distribution expenses for the Current Interim Period were HK\$111.4 million (Previous Interim Period: HK\$92.7 million).

Administrative expenses were HK\$42.0 million (Previous Interim Period: HK\$41.4 million), which were maintained at a similar level as the Previous Interim Period. R&D expenses decreased from HK\$12.0 million in the Previous Interim Period to HK\$8.7 million in the Current Interim Period. Some R&D projects have entered the registration stage and are expected to start sales next year. For the latest progress of major R&D projects, please refer to the business review section above.

## MANAGEMENT DISCUSSION AND ANALYSIS

Other income and net income decreased from HK\$7.0 million in the Previous Interim Period to HK\$3.9 million in the Current Interim Period, mainly due to the decrease in government subsidies during the Current Interim Period, including government epidemic subsidies.

In summary, the loss attributable to owners of the parent decreased significantly of 74.8% from HK\$16.3 million in the Previous Interim Period to HK\$4.1 million in the Current Interim Period. The change in profitability was mainly attributable to the Group's business performance analyzed above.

### OUTLOOK

The Group is committed to building core product brands including "Tuoen" and "Tuoping", actively increasing market penetration in the lower-tier markets to expand product market coverage; capitalizing on the advantages brought by TCM policies for high-quality development; and continuously improving the operations and services of TDMalls to establish a group-oriented operating model for TCM chain clinics. With the COVID-19 pandemic being brought under control, the Group will take advantage of the situation to boost domestic businesses while expanding its presence in international markets, establishing a solid foundation and strength for scaled development.

### APPRECIATION

On behalf of the Board, I would like to express my sincere appreciation to the shareholders of the Company for their continued support and sincerely thank the Directors and staffs for their dedication and diligence. I also wish to take this opportunity to express my gratitude to the Group's customers, suppliers and bankers for their ongoing support.

By order of the Board  
**Tianda Pharmaceuticals Limited**

**Fang Wen Quan**  
Chairman and Managing Director

Hong Kong, 28 August 2023

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2023, the interests of Directors, chief executive of the Company and their associates in the shares and underlying shares of the Company and its associated corporation as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "SFO"), were as follows:

#### Shares of the Company

Name of Director	Capacity	Number of shares held	%
Mr. Fang Wen Quan	Held by controlled corporation	1,219,579,370 (Note)	56.72

Note: These 1,219,579,370 shares are beneficially owned by Tianda Group Limited ("Tianda Group"). Mr. Fang Wen Quan has 100% equity interests in Tianda Group and, accordingly, is deemed to have a corporate interest in the above shares owned by Tianda Group. All the interests stated above represent long positions.

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

As at 30 June 2023, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO recorded that the following shareholders had notified the Company of the relevant interests in 5% or more of the issued share capital of the Company:

Name of shareholder	Capacity	Number of shares held	%
Tianda Group	Beneficial owner	1,219,579,370 (Note 1)	56.72
Mr. Fang Wen Quan	Held by controlled corporation	1,219,579,370 (Note 1)	56.72
SIIC Medical Science and Technology (Group) Limited ("SMST")	Beneficial owner	280,517,724 (Note 2)	13.05
Shanghai Pharmaceutical Holding Co., Ltd. ("SPHL")	Held by controlled corporation	280,517,724 (Note 2)	13.05
Shanghai Industrial Investment (Holdings) Co., Ltd. ("SIIC")	Held by controlled corporation	280,517,724 (Note 2)	13.05
Hongta Tobacco (Group) Limited	Beneficial owner	207,616,264	9.66

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Notes:

- (1) These 1,219,579,370 shares are beneficially owned by Tianda Group. Mr. Fang Wen Quan has 100% equity interests in Tianda Group and, accordingly, is deemed to have an interest in the said 1,219,579,370 shares owned by Tianda Group.
- (2) These 280,517,724 shares are beneficially owned by SMST. SMST is owned as to 100% by SPHL and SIIC is the controlling shareholder of SPHL. Accordingly, SIIC and SPHL are deemed to be interested in the said 280,517,724 shares owned by SMST.

All the interests stated above represent long positions. As at 30 June 2023, no short position was recorded in the register kept by the Company under section 336 of the SFO.

Save as disclosed above, the Company has not been notified of any other interest representing 5% or more in the Company's issued share capital as at 30 June 2023.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S 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.

## CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in directors' information are as follows:

Our non-executive Director Mr. Shen Bo, an executive director and financial controller of Shanghai Pharmaceuticals Holding Co., Ltd. ("Shanghai Pharmaceuticals", a company with A shares listed on the Shanghai Stock Exchange (stock code: 601607), and H shares listed on the Stock Exchange (stock code: 02607)), was promoted from vice president to president of Shanghai Pharmaceuticals on 29 June 2023. He resigned as non-executive Director of the Company on 29 August 2023.

## EVENT AFTER THE REPORTING PERIOD

On 1 August 2023, Yunyu Bio-Pharmaceutical Co., Limited ("Yunyu Bio-Pharmaceutical"), a wholly-owned subsidiary of the Company, entered into an equity transfer agreement (the "Agreement") with Yunnan Li Nuo Biotechnology Co., Limited ("Li Nuo"), the 45% minority shareholder of Meng Sheng Pharmaceutical, which is 55% owned by the Group. Pursuant to the Agreement, Yunyu Bio-Pharmaceutical will acquire this remaining 45% interest in Meng Sheng Pharmaceutical held by Li Nuo at a consideration of RMB23,500,000 (equivalent to approximately HK\$25,600,000). Upon the completion of the transaction, Meng Sheng Pharmaceutical will become an indirect wholly-owned subsidiary of the Company. The acquisition was not yet completed up to the report date.

## SHARE OPTION SCHEME

No share option has been granted since the adoptions of the share option scheme of the Company at its annual general meeting held on 28 August 2020.

## INTERIM DIVIDEND

The Directors of the Company resolved not to declare an interim dividend for the six months ended 30 June 2023 (six months ended 30 September 2022: nil).



## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### LIQUIDITY AND FINANCIAL RESOURCES

The Group's financial position remains strong. As at 30 June 2023, the Group had cash and cash equivalents of HK\$189.7 million (31 December 2022: HK\$340.3 million), of which approximately 84.7% were denominated in Renminbi ("RMB") with the remaining in Hong Kong dollar, Australian dollar, Euro, Macau pataca and United States dollar, as well as unutilised bank loan facilities of HK\$145.8 million. As at 30 June 2023, the bank borrowings maturing in one year and maturing within two to five years amounted to HK\$70.2 million and HK\$27.8 million respectively, which were denominated in RMB and bear interest at the rate of China LPR + 1%. Since the borrowings are lesser than the cash and cash equivalents, there is no net debt (total borrowings less cash and cash equivalents) of the Group.

With this strong financial position, the Group has sufficient financial resources to finance its operational and capital expenditures.

### EXCHANGE RATE EXPOSURE

The Group's assets, liabilities and transactions are substantially denominated in Hong Kong dollar, RMB, United States dollar and Australian dollar.

The Group has sales and investments in foreign operations which use currencies other than the functional currency of the Company RMB. As such, the Group has some exposures to foreign currency risks. The management from time to time determines suitable measures, such as entering into forward currency contracts, to lessen exposure to exchange rate fluctuations in material transactions denominated in currencies other than RMB. The Group did not enter into any forward currency contracts to hedge its foreign currency risks as at 30 June 2023.

### CHARGES ON ASSETS

As at 30 June 2023, the Group pledged certain right-of-use assets and property, plant and equipment with carrying value HK\$266.9 million (31 December 2022: HK\$253.8 million) in aggregate to secure a bank loan facility granted to the Group.

### EMPLOYMENT AND REMUNERATION POLICY

As at 30 June 2023, the Group employed approximately 820 employees in Hong Kong, the PRC and Australia. The Group remunerates its employees based on market terms the qualifications and experience of the employees concerned.

### CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") during the six months ended 30 June 2023 except as mentioned below.

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Mr. Fang Wen Quan is the Chairman of the Board and the Managing Director of the Company. Pursuant to code provision of C.2.1 of the CG Code, the roles of the chairman and chief executive officer of an issuer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. Having considered the current business operation and the size of the Group, the Board is of the view that Mr. Fang Wen Quan has been the key leader of the Group, who has been primarily involved in formulation of business strategies and determination of the overall direction of the Group. He has also been chiefly responsible for the Group's operations as he directly supervises the management team of the Group. Taking into account the continuation of the implementation of the Group's business plans, the Directors (including the Independent Non-executive Directors) consider that Mr. Fang Wen Quan acting as both the Chairman of the Board and the Managing Director of the Company is acceptable and in the best interest of the Group. The Board will review this situation periodically.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. Having made specific enquiry of all the Directors, they all confirmed that they had complied with the Model Code throughout the six months ended 30 June 2023.

### AUDIT COMMITTEE AND REVIEW OF INTERIM REPORT

The Group's condensed consolidated financial information for the Current Interim Period have not been reviewed or audited by the Company's independent auditor, but they have been reviewed by the audit committee of the Company. The audit committee of the Company comprises three Independent Non-executive Directors and a Non-executive Director. The audit committee has reviewed with the management, the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including review of the interim report containing the unaudited condensed consolidated financial information of the Company for the Current Interim Period.

## 公司資料

### 董事會

#### 執行董事

方文權先生 (董事長兼董事總經理)  
呂文生先生

#### 非執行董事

馮全明先生  
鍾濤先生 (於2023年8月29日委任)  
沈波先生 (於2023年8月29日辭任)

#### 獨立非執行董事

林日輝先生  
趙崇康先生  
冼彥芳博士 (於2023年6月27日委任)  
趙帆華先生 (於2023年7月1日辭任)

### 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港鰂魚涌  
英皇道979號  
太古坊一座27樓

### 香港法律顧問

胡關李羅律師行  
香港  
中環康樂廣場1號  
怡和大廈25樓

### 公司秘書

羅泰安先生

### 審核委員會

林日輝先生 (主席)  
趙崇康先生  
冼彥芳博士 (於2023年6月27日委任)  
鍾濤先生 (於2023年8月29日委任)  
趙帆華先生 (於2023年7月1日辭任)  
沈波先生 (於2023年8月29日辭任)

### 薪酬委員會

趙崇康先生 (主席)  
方文權先生  
林日輝先生  
冼彥芳博士 (於2023年6月27日委任)  
趙帆華先生 (於2023年7月1日辭任)

### 提名委員會

方文權先生 (主席)  
林日輝先生  
趙崇康先生

### 風險管理委員會

趙崇康先生 (主席)  
方文權先生  
林日輝先生

### 主要往來銀行

中國農業銀行  
中國銀行  
交通銀行  
中信銀行  
招商銀行  
中國工商銀行

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### 總辦事處及主要營業地點

香港  
中環  
添美道1號  
中信大廈  
24樓2405-2410室

### 香港股份過戶及轉讓登記處

卓佳秘書商務有限公司  
香港  
夏愨道16號  
遠東金融中心17樓

### 上市地點

香港聯合交易所有限公司

### 股份代號

00455

### 公司網站

[www.tiandapharma.com](http://www.tiandapharma.com)

## 管理層討論與分析

### 更改財政年度結算日

為使本公司之財政年度結算日與本公司主要經營附屬公司之財政年度結算日一致，本公司已於去年11月把財政年度結算日期由3月31日更改為12月31日。鑒於此變更，本中期綜合財務報表涵蓋2023年1月1日至2023年6月30日止六個月期間（「本中期」），而比較數字涵蓋2022年4月1日至2022年9月30日止六個月期間（「上一個中期」）。

### 業務回顧

2023年起，隨著疫情影響明顯消退，中國經濟穩步恢復。本集團順勢而為，通過鞏固核心產品、拓展銷售渠道、推進中醫藥產業發展、豐富產品管線，不斷提升藥物和醫療科技、中醫藥、醫療和保健服務三大業務板塊的經營，業績持續改善。本集團於本中期錄得整體收入3億350萬港元，對比上一個中期增長21.5%。如撇除研究開發費用，本集團由上一個中期虧損710萬港元轉虧為盈，於本中期錄得378萬港元的利潤。

藥物和醫療科技業務方面，本集團兒科用藥托恩®布洛芬受惠於國家於今年初實施優化疫情防控措施及獲納入《新冠病毒感染者居家治療常用藥參考表》，於本中期銷售額對比上一個中期增長89.5%，市場份額位列中國內地前三。為滿足市場對托恩®布洛芬產品的需求及預期的未來增長，本集團以非常規手段、非凡效率，僅用三個月高質量完成新液體車間建設和投產使用。本集團心腦血管用藥托平®繡沙坦膠囊憑藉於全國第三次集採第一順位中標的優勢，於本中期維持在中國內地市場同類產品中銷量第一。本集團CDMO/CMO業務亦穩步增長，於本中期簽訂超過10個新項目。

中醫藥業務方面，依託已形成的中醫藥全產業鏈佈局，本集團重點發展中藥材國內外貿易、中藥飲片生產銷售及配送業務，以品種經營為中心，不斷整合產業上下游特色資源。面對中藥材價格上漲的態勢，本集團着力佈局中藥材戰略儲備，於2023年7月，本集團與「中華藥都」安徽省亳州市譙城區政府簽訂了戰略合作框架協議，積極參與中藥材戰略儲備庫建設，共同推進中藥材供應鏈金融、中藥材植提和製劑等項目。本集團逐步形成「大研發、大市場、大效能」中醫藥研發戰略，充分發揮中醫藥特色優勢和多元價值，通過技術深化、資源成長、成果積累，推動中醫藥業務更好實現跨越式發展。

## 管理層討論與分析

醫療和保健服務方面，本集團穩健推進以「專病專科、特色特效、康養結合、天人合一」為核心定位的新型中醫館「天大館」的發展，本集團投資的全球第五家、粵港澳大灣區第四家天大館－深圳天大館，今年3月底於深圳開業。深圳天大館率先推出「天大館·優生活」，致力提供便捷優質的中醫藥健康服務與一站式養生體驗。中醫雲端科技平臺「雲上天大館」賦能各天大館實體館，為患者提供全方位、遠程中醫醫療服務，同時為產品銷售增加線上渠道。

研發方面，本集團以市場需求為導向，堅持仿創結合，統籌推進創新藥、仿製藥及二次開發；通過自主研發、與外部機構合作研發，以及項目引進，不斷豐富產品管線。目前，本集團正在進行的主要研發項目包括一個第1類中藥創新藥、三個經典名方第3類中藥新藥、兩個第3類化藥、六個第4類化藥、和若干健康產品。其中，5個化藥品種已進入註冊階段，預計明後年會新增若干藥品新品種上市銷售，為本集團帶來新的增長動力。

### 財務回顧

在本中期，本集團錄得收入3億350萬港元（上一個中期：2億4,990萬港元）。藥物和醫療科技業務方面，受惠於兒科用藥托恩®布洛芬錄得89.5%的強勁銷售增長及其它主要產品也保持理想銷售表現，本中期收入為2億6,970萬港元，對比上一個中期的2億1,080萬港元上升28.0%。中醫藥業務方面，由於採取較嚴格的信貸政策，本中期的收入有所下降，錄得2,750萬港元（上一個中期：3,270萬港元）。醫療和保健服務方面，本中期的收入為630萬港元（上一個中期：640萬港元）。毛利為1億5,510萬港元（上一個中期：1億2,220萬港元），毛利率由上一個中期的48.9%上升至本中期的51.1%，主要原因是本集團收入質素改善，毛利較高產品銷售額比重上升。同時，本集團嚴格控制成本，銷售及分銷費用率減少約0.4個百分點，本中期銷售及分銷費為1億1,140萬港元（上一個中期：9,270萬港元）。

行政費用為4,200萬港元（上一個中期：4,140萬港元），維持和上一個中期相若水平。研發費用由上一個中期1,200萬港元減少至本中期870萬港元，部分研發項目已進入註冊階段，預料明年可以開始市場銷售，主要研發項目最新進展見上述業務回顧章節。

## 管理層討論與分析

其它收入及淨收益由上一個中期700萬港元減少至本中期390萬港元，主要原因是本中期的政府補貼減少，其中包括政府的疫情補貼。

綜上而述，母公司股東應佔虧損由上一個中期1,630萬港元大幅減少74.8%至本中期410萬港元。盈利能力的轉變主要源自上文分析的本集團業務表現。

### 展望

本集團繼續致力打造「托恩」、「托平」等核心產品品牌，加強下沉市場滲透，擴大產品市場覆蓋；把握中醫藥政策紅利，加快高質量發展；不斷改進天大館運營和服務，打造連鎖中醫館集團化經營模式。隨著新冠疫情得到控制，集團將乘勢而為，在不斷提振國內業務的同時，佈局拓展國際市場，厚植規模化發展的根基和實力。

### 致謝

本人謹此代表董事會衷心感謝本公司股東一直以來的支持，並且感激董事與全體員工恪盡職守、勤勉盡責。同時藉此機會感謝本集團的客戶、供應商及往來銀行繼續給予支持。

承董事會命  
天大藥業有限公司

方文權  
董事長兼董事總經理

香港，2023年8月28日

## 權益披露及其它資料

### 董事於股份及相關股份之權益

於2023年6月30日，根據本公司按照證券及期貨條例（香港法例第571章）第352條所存置的登記冊之記錄，本公司的董事、最高行政人員及彼等之聯繫人於本公司及其相聯法團之股份及相關股份中擁有之權益如下：

#### 本公司股份

董事姓名	身份	所持股份數目	百分比
方文權先生	受控法團持有	1,219,579,370 (附註)	56.72

附註：上述1,219,579,370股股份由天大集團有限公司（「天大集團」）實益擁有。方文權先生擁有天大集團全部股權，因此被視為於天大集團所擁有之上述股份中擁有法團權益。上述所有權益皆為好倉。

### 主要股東於股份及相關股份之權益

於2023年6月30日，根據本公司按照證券及期貨條例第336條所存置的主要股東登記冊之記錄，下列股東已知會本公司其持有本公司5%或以上已發行股本之相關權益：

股東名稱	身份	所持股份數目	百分比
天大集團	實益擁有人	1,219,579,370 (附註1)	56.72
方文權先生	受控法團持有	1,219,579,370 (附註1)	56.72
上海實業醫藥科技(集團)有限公司(「上實醫藥」)	實益擁有人	280,517,724 (附註2)	13.05
上海醫藥集團股份有限公司(「上海醫藥」)	受控法團持有	280,517,724 (附註2)	13.05
上海實業(集團)有限公司(「上實集團」)	受控法團持有	280,517,724 (附註2)	13.05
紅塔煙草(集團)有限責任公司	實益擁有人	207,616,264	9.66

## 權益披露及其它資料

附註：

- (1) 該等1,219,579,370股股份由天大集團實益擁有。方文權先生擁有天大集團全部股權，因此被視為於天大集團上述所擁有之1,219,579,370股股份中擁有權益。
- (2) 該等280,517,724股股份由上實醫藥實益擁有。上海醫藥擁有上實醫藥全部權益，而上實集團為上海醫藥的控股股東。因此，上實集團及上海醫藥被視為於上實醫藥所擁有上述之280,517,724股股份中擁有權益。

上述全部權益皆為好倉。於2023年6月30日，本公司根據證券及期貨條例第336條存置之登記冊中並無任何淡倉記錄。

除上文所披露者外，本公司並無獲任何人士知會於2023年6月30日持有5%或以上之本公司已發行股本之權益。

### 購買、出售及贖回本公司之上市證券

於截至2023年6月30日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事資料變更

根據上市規則第13.51B(1)條，董事資料變動情況如下：

非執行董事沈波先生，上海醫藥集團股份有限公司（「上海醫藥」），其A股於上海證券交易所上市（股份代號：601607），其H股於聯交所上市（股份代號：026077）的執行董事及財務總監，於2023年6月29日獲上海醫藥由副總裁升任總裁。彼於2023年8月29日辭任本公司非執行董事。

### 報告期後事項

於2023年8月1日，本公司全資附屬公司雲玉生物製藥有限公司（「雲玉生物製藥」）與本集團持股55%之盟生藥業的45%少數股東—雲南利諾生物科技有限公司（「利諾」）簽訂了股權轉讓協議（「該協議」）。根據該協議，雲玉生物製藥將以人民幣23,500,000元（相當於約25,600,000港元）收購利諾持有的盟生藥業剩餘45%權益。交易完成後，盟生藥業將成為本公司之間接全資附屬公司。截至本報告日期，該收購尚未完成。

### 購股權計劃

自2020年8月28日舉行之本公司股東週年大會上採納本公司購股權計劃以來，並無授出任何購股權。

### 中期股息

本公司董事議決不宣派截至2023年6月30日止六個月之中期股息（截至2022年9月30日止六個月：無）。



## 權益披露及其它資料

### 流動資金及財務資源

本集團財務狀況穩健。於2023年6月30日，本集團有現金及現金等值項目共1億8,970萬港元（2022年12月31日：3億4,030萬港元），其中約84.7%以人民幣計值，餘額則以港元、澳元、歐元、澳門元及美元計值，並有未動用的銀行貸款額度1億4,580萬港元，於2023年6月30日，一年內到期的銀行借款及兩至五年內到期的銀行借款分別為7,020萬港元及2,780萬港元，均以人民幣計值，並按中國貸款市場報價利率加1%計息。由於借款少於現金及現金等值項目，本集團並無淨債務（借款總額減去現金及現金等值項目）。

於此穩固之財務狀況下，本集團具備充足財務資源以應付營運開支及資本開支。

### 匯率風險

本集團資產、負債及交易大部份以港元、人民幣、美元及澳元計值。

本集團設有海外銷售及投資業務，乃以本公司之功能貨幣人民幣以外之貨幣計算。因此，本集團面對若干外匯風險。管理層不時釐定適當措施，例如訂立外幣遠期合約，以減低以人民幣以外貨幣計值之重大交易所面臨之匯率波動風險。於2023年6月30日，本集團概無訂有任何外幣遠期合約以對沖其外幣風險。

### 資產抵押

於2023年6月30日，本集團就其獲授之一項銀行貸款融資抵押若干使用權資產以及物業、廠房及設備，賬面金額合共2億6,690萬港元（2022年12月31日：2億5,380萬港元）。

### 僱員及薪酬政策

於2023年6月30日，本集團於香港、中國及澳大利亞聘有約820名僱員。本集團根據市場條款以及有關僱員之資歷及經驗向僱員釐定薪酬。

### 企業管治

截至2023年6月30日止六個月，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則之守則條文（「企業管治守則」），惟下文所述之情況除外。

## 權益披露及其它資料

方文權先生為本公司之董事長兼董事總經理。根據企業管治守則條文第C.2.1條，發行人董事長及行政總裁之職務應分開及不應由同一人士擔任，並應以書面明確界定董事長與行政總裁各自之職責。經考慮本集團目前業務運作及規模，董事會認為方文權先生一直為本集團之主要領導人，主要負責制訂本集團之業務策略及釐定本集團之整體方針。由於彼直接監督本集團管理層，故彼亦一直為本集團之最高營運負責人。考慮到實施本集團業務計劃之連續性，董事（包括獨立非執行董事）認為，方文權先生同時出任本公司之董事長及董事總經理屬可接受之安排，並符合本集團之最佳利益。董事會將定期檢討有關情況。

### 遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的操守準則。經向全體董事作出具體查詢後，彼等均確認於截至2023年6月30日止六個月內均一直遵守標準守則。

### 審核委員會及審閱中期報告

本集團於本中期之簡明綜合財務資料並未經本公司之獨立核數師審閱或審核，惟已由本公司審核委員會審閱。本公司審核委員會由三名獨立非執行董事及一名非執行董事組成。審核委員會已與管理層審閱本集團採納的會計原則及慣例，並討論有關內部監控及財務申報事宜，包括審閱本公司於本中期之中期報告所載之未經審核簡明綜合財務資料。

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其它全面收益表

For the six months ended 30 June 2023 截至2023年6月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<b>REVENUE</b>	<b>收入</b>		
Cost of sales	銷售成本	4	303,484 (148,387)
			249,856 (127,668)
Gross profit	毛利		155,097
Other income, gains and losses, net	其它收入、收益及 虧損淨額	4	3,870
Selling and distribution expenses	銷售及分銷支出		(111,374)
Administrative expenses	行政支出		(41,994)
Research and development expenses	研發支出		(8,692)
Finance costs	融資成本	5	(2,476)
			7,021 (92,715) (41,412) (11,997) (3,282)
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	6	(5,569)
Income tax credit	所得稅抵免	7	658
			(20,197) 1,073
<b>LOSS FOR THE PERIOD</b>	<b>本期間虧損</b>		(4,911)
			(19,124)
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>	<b>其它全面收益/(虧損)</b>		
<i>Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:</i>	<i>於往後期間將不會重新分類為損益之其它全面收益/(虧損):</i>		
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資之公允價值變動		770
Exchange differences on translation of the Company's financial statements	換算本公司財務報表所產生之匯兌差額		(2,556)
			(527) (25,057)
			(1,786)
			(25,584)
<i>Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:</i>	<i>於往後期間或會重新分類為損益之其它全面虧損:</i>		
Exchange differences on translation of subsidiaries' financial statements	換算附屬公司財務報表所產生之匯兌差額		(15,375)
			(55,864)
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>本期間其它全面虧損</b>		(17,161)
			(81,448)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>本期間全面虧損總額</b>		(22,072)
			(100,572)

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 簡明綜合損益及其它全面收益表

For the six months ended 30 June 2023 截至2023年6月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註	
Loss for the period attributable to:	應佔本期間虧損：		
Owners of the parent	母公司股東	(4,127)	(16,349)
Non-controlling interests	非控股權益	(784)	(2,775)
		(4,911)	(19,124)
Total comprehensive loss attributable to:	應佔全面虧損總額：		
Owners of the parent	母公司股東	(20,654)	(94,840)
Non-controlling interests	非控股權益	(1,418)	(5,732)
		(22,072)	(100,572)
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	<b>母公司普通權益持有人 應佔每股虧損</b>	<b>HK Cent 港仙</b>	<b>HK Cent 港仙</b>
Basic and diluted	基本及攤薄	8	(0.76)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 簡明綜合財務狀況表

At 30 June 2023 於2023年6月30日

			30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	367,572	352,442
Right-of-use assets	使用權資產		43,806	48,066
Goodwill	商譽	11	93,159	95,948
Other intangible assets	其它無形資產	12	5,147	6,126
Deposits	按金	15	42,436	26,972
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	13	9,650	-
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資		1,511	741
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>563,281</b>	<b>530,295</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		67,172	48,193
Trade and bills receivables	應收賬款及應收票據	14	109,958	138,752
Prepayments, deposits and other receivables	預付款項、按金及其它應收款	15	14,360	26,385
Due from fellow subsidiaries	應收同系附屬公司款項	20(c)	297	1,399
Structured deposits	結構性存款		22,794	3,167
Cash and cash equivalents	現金及現金等值項目		189,654	340,277
<b>Total current assets</b>	<b>流動資產總值</b>		<b>404,235</b>	<b>558,173</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	16	104,483	71,340
Other payables and accruals	其它應付款及應計費用	17	109,910	207,330
Interest-bearing bank borrowings	計息銀行借款		70,195	64,674
Lease liabilities	租賃負債		5,713	5,630
Due to fellow subsidiaries	應付同系附屬公司款項	20(c)	12,612	9,734
Tax payable	應付稅項		3,612	3,717
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>306,525</b>	<b>362,425</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>97,710</b>	<b>195,748</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>660,991</b>	<b>726,043</b>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 簡明綜合財務狀況表

At 30 June 2023 於2023年6月30日

			30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank borrowings	計息銀行借款		27,812	61,972
Lease liabilities	租賃負債		5,796	8,774
Deferred income	遞延收入		36	93
Deferred tax liabilities	遞延稅項負債		767	962
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>34,411</b>	<b>71,801</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>626,580</b>	<b>654,242</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	18	215,004	215,004
Reserves	儲備		386,583	412,827
Non-controlling interests	非控股權益		601,587	627,831
			24,993	26,411
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>626,580</b>	<b>654,242</b>

# 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2023年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔										Non-controlling interests 非控股		Total equity 總權益
		Share capital 股本	Share premium 股份溢價	Capital redemption reserve 資本贖回儲備	Capital contribution reserve 資本供款儲備	Special reserve 特別儲備	Statutory reserve 法定儲備	Fair value reserve 公允價值儲備	Exchange fluctuation reserve 匯兌波動儲備	Retained profits 保留溢利	Total 總計			
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	
At 1 January 2023	於2023年1月1日	215,004	355,703	67	8,959	3,460	30,883	(10,983)	(72,544)	97,282	627,831	26,411	654,242	
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(4,127)	(4,127)	(784)	(4,911)	
Other comprehensive income/(loss) for the period	本期間其它全面收益/(虧損)：													
Changes in fair value on equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資之公允價值變動	-	-	-	-	-	-	770	-	-	770	-	770	
Exchange differences on translation of financial statements	換算財務報表所產生之匯兌差額	-	-	-	-	-	-	-	(17,297)	-	(17,297)	(634)	(17,931)	
Total comprehensive income/(loss) for the period	本期間全面收益/(虧損)總額	-	-	-	-	-	-	770	(17,297)	(4,127)	(20,654)	(1,418)	(22,072)	
Final dividend for nine months ended 31 December 2022 declared	宣派截至2022年12月31日止九個月之末期股息	-	-	-	-	-	-	-	-	(5,590)	(5,590)	-	(5,590)	
At 30 June 2023 (Unaudited)	於2023年6月30日 (未經審核)	215,004	355,703	67	8,959	3,460	30,883	(10,213)	(89,841)	87,565	601,587	24,993	626,580	
At 1 April 2022	於2022年4月1日	215,004	355,703	67	8,959	3,460	30,883	(9,957)	(3,254)	155,889	756,754	32,321	789,075	
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(16,349)	(16,349)	(2,775)	(19,124)	
Other comprehensive loss for the period	本期間其它全面虧損：													
Changes in fair value on equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資之公允價值變動	-	-	-	-	-	-	(527)	-	-	(527)	-	(527)	
Exchange differences on translation of financial statements	換算財務報表所產生之匯兌差額	-	-	-	-	-	-	-	(77,964)	-	(77,964)	(2,957)	(80,921)	
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(527)	(77,964)	(16,349)	(94,840)	(5,732)	(100,572)	
Capital contribution from non-controlling interests	非控股權益之注資	-	-	-	-	-	-	-	-	-	-	90	90	
Final and special dividends for year ended 31 March 2022 declared	宣派截至2022年3月31日止年度之末期及特別股息	-	-	-	-	-	-	-	-	(17,630)	(17,630)	-	(17,630)	
At 30 September 2022 (Unaudited)	於2022年9月30日 (未經審核)	215,004	355,703	67	8,959	3,460	30,883	(10,494)	(81,218)	121,910	644,294	26,679	670,973	

## 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2023年6月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Net cash flows used in operating activities	經營活動所用現金流量淨額	(53,275)	(28,045)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(39,005)	(19,136)
Capitalised portion of interest paid	已付利息的資本化部分	(380)	(583)
Additions to other intangible assets	增置其它無形資產	(365)	(1,951)
Interest received	已收利息	1,921	2,416
Investments in financial assets at fair value through profit or loss	按公允價值計入損益之於金融資產的投資	(10,000)	-
Investments in structured deposits	於結構性存款之投資	(179,393)	(95,780)
Proceeds from structured deposits redeemed	贖回結構性存款之所得款項	159,190	77,465
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	234	778
Net cash flows used in investing activities	投資活動所用現金流量淨額	(67,798)	(36,791)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Dividends paid	已付股息	-	(17,622)
Capital contributed by non-controlling interests	非控股權益之注資	-	90
New bank loans	新造銀行貸款	3,435	13,896
Repayment of bank loans	償還銀行貸款	(29,736)	-
Repayment of lease liabilities	償還租賃負債	(2,787)	(2,350)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(29,088)	(5,986)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目減少淨額</b>	(150,161)	(70,822)
Cash and cash equivalents at beginning of period	於期初之現金及現金等值項目	340,277	334,001
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額	(462)	(30,324)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期終之現金及現金等值項目</b>	189,654	232,855
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之分析</b>		
Cash and cash equivalents as stated in the interim condensed consolidated statement of cash flows	於中期簡明綜合現金流量表列賬之現金及現金等值項目	189,654	232,855



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2023 has been prepared in accordance with HKAS 34 *Interim Financial Reporting*. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the nine months ended 31 December 2022.

Pursuant to a resolution of the Board dated 25 November 2022, the financial year end date of the Company has been changed from 31 March to 31 December commencing from the financial period ended 31 December 2022 in order to align the financial year end date with that of the principal operating subsidiaries of the Company, which are statutorily required to fix their financial year end date at 31 December in the People's Republic of China (the "PRC"). Accordingly, the accompanying interim condensed consolidated financial information for the current financial period covers a period of six months from 1 January 2023 to 30 June 2023. The corresponding comparative figures presented for the interim condensed consolidated statement of profit or loss and other comprehensive income, interim condensed consolidated statement of changes in equity, interim condensed consolidated statement of cash flows and related notes cover the unaudited figures of the financial period from 1 April 2022 to 30 September 2022 and therefore are not comparable with those shown for the current period.

The interim condensed consolidated financial information are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

#### 1. 編製基準

截至2023年6月30日止六個月之中期簡明綜合財務資料乃根據香港會計準則第34號*中期財務報告*編製。中期簡明綜合財務資料並未包含年度財務報表所需之所有資料及披露，應與本集團截至2022年12月31日止九個月之年度綜合財務報表一併閱覽。

根據日期為2022年11月25日的董事會決議案，自截至2022年12月31日止財政期間起，本公司的財政年度結算日已由3月31日變更為12月31日，以使財政年度結算日與本公司的主要經營附屬公司的財政年度結算日一致，該等附屬公司按法定規定須在中華人民共和國（「中國」）將其財政年度結算日定於12月31日。因此，本財政期間的隨附中期簡明綜合財務資料涵蓋由2023年1月1日至2023年6月30日止六個月期間。中期簡明綜合損益及其它全面收益表、中期簡明綜合權益變動表、中期簡明綜合現金流量表及相關附註所呈列的相應比較數字涵蓋由2022年4月1日至2022年9月30日止財政期間的未經審核數字，故與本期間所呈列的數字不可比。

中期簡明綜合財務資料以港元呈列，而除另有指明外，所有數值均約整至最近的千位數。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 2. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the nine months ended 31 December 2022, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the current period's financial information.

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKFRS 17	<i>Insurance Contracts</i>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The application of the new and revised HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial information.

### 2. 主要會計政策變動

除採納對本期之中期簡明綜合財務資料首次生效之以下新訂及經修訂香港財務報告準則（「香港財務報告準則」）外，編製本中期簡明綜合財務資料所採納之會計政策與編製本集團截至2022年12月31日止九個月之年度綜合財務報表所應用者一致：

香港財務報告準則第17號	保險合約
香港財務報告準則第17號之修訂	保險合約
香港財務報告準則第17號之修訂	首次應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料
香港會計準則第1號及香港財務報告準則實務聲明第2號之修訂	會計政策的披露
香港會計準則第8號之修訂	會計估計的定義
香港會計準則第12號之修訂	單一交易產生的資產及負債相關遞延稅項
香港會計準則第12號之修訂	國際租稅變革—支柱二規則範本

於本中期應用新訂及經修訂香港財務報告準則對本集團本期間及過往期間的財務狀況及業績及／或本簡明綜合財務資料中的披露資料並無重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 3. OPERATING SEGMENT INFORMATION

Information reported to the managing director of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance, focuses on the types of goods delivered or services provided, being the Chinese medicine business, pharmaceuticals and medical technologies business and medical and healthcare services. The CODM monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. In addition, the CODM monitors the Group's assets and liabilities as a whole and, accordingly, no segment assets and liabilities are presented.

Segment performance is evaluated based on segment profit or loss, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that allocation of central administration costs, certain other income, gains and losses, net are excluded from such measurement.

#### 3. 經營分部資料

本公司為分配資源及評估分部表現而向本公司董事總經理(即「主要營運決策者」)呈報之資料集中說明已交付之貨物或提供之服務類別,即中醫藥業務、藥物和醫療科技業務以及醫療和保健服務。主要營運決策者監察本集團各經營分部之業績以作出有關資源分配及表現評估之決定。此外,主要營運決策者監察本集團的整體資產及負債,因此並無呈列分部資產及負債。

分部表現乃根據分部溢利或虧損(即經調整除稅前虧損之計量)評估。經調整除稅前虧損按與本集團除稅前虧損一致之方式計量,但此計量乃未作中央行政成本、若干其它收入以及收益及虧損淨額之分配。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 3. OPERATING SEGMENT INFORMATION (continued)

### 3. 經營分部資料(續)

For the six months ended 30 June 2023

截至2023年6月30日止六個月

		Pharmaceuticals			Total
		Chinese medicine business	and medical technologies business	Medical and healthcare services	
		中醫藥業務	藥物和醫療 科技業務	醫療和保健 服務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Segment revenue (note 4):</b>	<b>分部收入(附註4):</b>				
Sales to external customers	向外部客戶銷售	27,508	269,690	6,286	303,484
Intersegment sales	分部間銷售	2,019	512	-	2,531
		29,527	270,202	6,286	306,015
<b>Reconciliation:</b>	<b>對賬:</b>				
Elimination of intersegment sales	抵銷分部間銷售				(2,531)
Revenue	收入				303,484
<b>Segment results</b>	<b>分部業績</b>	(4,028)	13,071	(7,594)	1,449
<b>Reconciliation:</b>	<b>對賬:</b>				
Other income, gains and losses, net	其它收入、收益及 虧損淨額				603
Corporate and other unallocated expenses	企業及其它未分配 開支				(7,621)
Loss before tax	除稅前虧損				(5,569)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 3. OPERATING SEGMENT INFORMATION (continued)

For the six months ended 30 September 2022

#### 3. 經營分部資料(續)

截至2022年9月30日止六個月

		Pharmaceuticals			
		Chinese medicine business	and medical technologies business	Medical and healthcare services	Total
		中醫藥業務	藥物和醫療 科技業務	醫療和保健 服務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Segment revenue (note 4):</b>	<b>分部收入(附註4):</b>				
Sales to external customers	向外部客戶銷售	32,669	210,769	6,418	249,856
Intersegment sales	分部間銷售	1,030	55	-	1,085
		33,699	210,824	6,418	250,941
<b>Reconciliation:</b>	<b>對賬:</b>				
Elimination of intersegment sales	抵銷分部間銷售				(1,085)
Revenue	收入				249,856
<b>Segment results</b>	<b>分部業績</b>	(4,112)	(6,611)	(4,180)	(14,903)
<b>Reconciliation:</b>	<b>對賬:</b>				
Other income, gains and losses, net	其它收入、收益及 虧損淨額				2,824
Corporate and other unallocated expenses	企業及其它未分配 開支				(8,118)
Loss before tax	除稅前虧損				(20,197)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 4. REVENUE, OTHER INCOME, GAINS AND LOSSES, NET

An analysis of revenue is as follows:

### 4. 收入、其它收入、收益及虧損淨額

有關收入之分析如下：

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
<i>Revenue from contracts with customers</i>	客戶合約收入		
Sale of pharmaceutical, biotechnology and healthcare products	銷售醫藥、生物科技及保健產品	268,168	210,036
Sale of Chinese medicine products	銷售中醫藥產品	31,194	36,199
Provision of Chinese medical services	提供中醫服務	2,600	2,888
Provision of contract development and manufacturing organization ("CDMO") services	提供合同開發與生產運營(「CDMO」)服務	1,522	733
		<b>303,484</b>	<b>249,856</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 4. REVENUE, OTHER INCOME, GAINS AND LOSSES, NET (continued)

##### Disaggregated revenue information for revenue from contracts with customers

For the six months ended 30 June 2023

#### 4. 收入、其它收入、收益及虧損淨額(續)

##### 客戶合約收入之經分拆收入資料

截至2023年6月30日止六個月

Segments 分部		Pharmaceuticals			Total 總計
		Chinese medicine business 中醫藥業務 HK\$'000 千港元 (Unaudited) (未經審核)	and medical technologies business 藥物和醫療 科技業務 HK\$'000 千港元 (Unaudited) (未經審核)	Medical and healthcare services 醫療和保健 服務 HK\$'000 千港元 (Unaudited) (未經審核)	
Types of goods or services	貨品或服務類別				
Sale of products	銷售貨品	27,508	268,168	3,686	299,362
Chinese medical services	中醫服務	-	-	2,600	2,600
CDMO services	CDMO服務	-	1,522	-	1,522
Total revenue from contracts with customers	客戶合約收入總額	27,508	269,690	6,286	303,484
Geographical markets	地域市場				
Mainland China	中國大陸	27,508	269,327	2,760	299,595
Hong Kong	香港	-	35	3,143	3,178
Australia	澳大利亞	-	328	383	711
Total revenue from contracts with customers	客戶合約收入總額	27,508	269,690	6,286	303,484
Timing of revenue recognition	收入確認之時間性				
Goods transferred at a point in time	於某時點轉移之貨品	27,508	268,168	3,686	299,362
Services rendered over time	於一段時間提供之服務	-	1,522	2,600	4,122
Total revenue from contracts with customers	客戶合約收入總額	27,508	269,690	6,286	303,484

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 4. REVENUE, OTHER INCOME, GAINS AND LOSSES, NET (continued)

#### Disaggregated revenue information for revenue from contracts with customers (continued)

For the six months ended 30 September 2022

### 4. 收入、其它收入、收益及虧損淨額 (續)

#### 客戶合約收入之經分拆收入資料 (續)

截至2022年9月30日止六個月

Segments 分部		Pharmaceuticals			Total 總計
		Chinese and medical business 中醫藥業務	Pharmaceuticals and medical technologies business 藥物和醫療 科技業務	Medical and healthcare services 醫療和保健 服務	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Types of goods or services</b>	<b>貨品或服務類別</b>				
Sale of products	銷售貨品	32,669	210,036	3,530	246,235
Chinese medical services	中醫服務	-	-	2,888	2,888
CDMO	CDMO服務	-	733	-	733
<b>Total revenue from contracts with customers</b>	<b>客戶合約收入總額</b>	<b>32,669</b>	<b>210,769</b>	<b>6,418</b>	<b>249,856</b>
<b>Geographical markets</b>	<b>地域市場</b>				
Mainland China	中國大陸	32,669	210,379	2,489	245,537
Hong Kong	香港	-	252	3,605	3,857
Australia	澳大利亞	-	138	324	462
<b>Total revenue from contracts with customers</b>	<b>客戶合約收入總額</b>	<b>32,669</b>	<b>210,769</b>	<b>6,418</b>	<b>249,856</b>
<b>Timing of revenue recognition</b>	<b>收入確認之時間性</b>				
Goods transferred at a point in time	於某時點轉移之貨品	32,669	210,036	3,530	246,235
Services rendered over time	於一段時間提供之服務	-	733	2,888	3,621
<b>Total revenue from contracts with customers</b>	<b>客戶合約收入總額</b>	<b>32,669</b>	<b>210,769</b>	<b>6,418</b>	<b>249,856</b>



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 4. REVENUE, OTHER INCOME, GAINS AND LOSSES, NET (continued)

An analysis of other income, gains and losses, net, is as follows:

#### 4. 收入、其它收入、收益及虧損淨額(續)

有關其它收入、收益及虧損淨額之分析如下：

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other income</b>	<b>其它收入</b>		
Bank interest income	銀行利息收入	1,921	2,416
Government subsidies*	政府補貼*	608	3,099
Forfeiture of trade deposits	沒收貿易按金	–	682
Others	其它	463	156
		<b>2,992</b>	<b>6,353</b>
<b>Gains and losses, net</b>	<b>收益及虧損，淨額</b>		
Fair value (losses)/gains, net:	公允價值(虧損)/ 收益，淨額：		
Structured deposits	結構性存款	452	304
Financial assets at fair value through profit or loss	按公允價值計入 損益之金融資產	(350)	–
Foreign exchange differences, net	外匯差額，淨額	605	(304)
Gain on disposal of items of property, plant and equipment, net	出售/撇銷物業、出售 物業、廠房及設備項 目之收益，淨額	171	668
		<b>878</b>	<b>668</b>
		<b>3,870</b>	<b>7,021</b>

\* There are no unfulfilled conditions or contingencies relating to these grants.

\* 並無有關此等補貼之尚未達成條件或或有事項。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 5. FINANCE COSTS

An analysis of finance costs is as follows:

### 5. 融資成本

融資成本之分析如下：

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank borrowings	銀行貸款之利息	2,534	3,561
Interest on lease liabilities	租賃負債之利息	322	304
Total interest expenses	利息開支總額	2,856	3,865
Less: Interest capitalised	減：已資本化之利息	(380)	(583)
		2,476	3,282

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/  
(crediting):

#### 6. 除稅前虧損

本集團除稅前虧損已扣除／(計入)：

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	148,387	127,668
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,200	12,773
Depreciation of right-of-use assets	使用權資產折舊	3,220	2,881
Amortisation of other intangible assets	其它無形資產攤銷	1,218	3,569
(Reversal of)/impairment of financial assets, net:	金融資產(撥回)／減值淨額：		
(Reversal of)/impairment of trade and bills receivables, net	應收賬款及應收票據(撥回)／減值，淨額	(153)	85
(Reversal of)/impairment of financial assets included in prepayments deposits and other receivables, net	計入預付款項、按金及其它應收款之金融資產(撥回)／減值，淨額	(60)	20

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 7. INCOME TAX

No provision for Hong Kong profits tax, Macau complementary tax and Australia income tax has been made as the Group did not generate any assessable profits arising in Hong Kong, Macau and Australia during the period (six months ended 30 September 2022: nil). Tax on profits assessable in Mainland China has been calculated at the applicable Mainland China corporate income tax ("CIT") rate of 25% (six months ended 30 September 2022: 25%), except for Tianda Pharmaceuticals (Zhuhai) Ltd. ("Tianda Pharmaceuticals (Zhuhai)") and Yunnan Meng Sheng Pharmaceutical Limited ("Meng Sheng Pharmaceutical"), subsidiaries of the Group. Pursuant to relevant laws and regulations in the PRC, Tianda Pharmaceuticals (Zhuhai) is qualified as an advanced technology enterprise and has obtained approvals from the relevant tax authorities for a preferential tax rate of 15% for a period of 3 years up to December 2025. Meng Sheng Pharmaceutical is established in the Kunming Economic and Technological Development Zone. Pursuant to relevant laws and regulations in the PRC, Meng Sheng Pharmaceutical is engaged in the Western China Development and is entitled to a preferential tax rate of 15% during the period (six months ended 30 September 2022: 15%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

### 7. 所得稅

由於本集團在期內並無在香港、澳門及澳大利亞產生任何應課稅溢利，故並無作出香港利得稅、澳門所得補充稅及澳大利亞利得稅撥備（截至2022年9月30日止六個月：無）。除本集團附屬公司天大藥業（珠海）有限公司（「天大藥業（珠海）」）及雲南盟生藥業有限公司（「盟生藥業」）外，於中國大陸就應課稅溢利徵收之稅項，乃按照適用中國大陸企業所得稅（「企業所得稅」）稅率25%（截至2022年9月30日止六個月：25%）計算。根據中國之相關法律及法規，天大藥業（珠海）符合高新技術企業資格，獲得相關稅務機關批准按優惠稅率15%繳稅，為期三年，直至2025年12月為止。盟生藥業成立於昆明市經濟技術開發區。根據中國的相關法律及法規，盟生藥業從事中國西部大開發，並於期內可按優惠稅率15%（截至2022年9月30日止六個月：15%）繳稅。其它地區的應課稅溢利之稅項已按本集團經營所在司法權區之當前稅率計算。

#### Six months ended 截至以下日期止六個月

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Current – Mainland China	即期－中國大陸		
Charge for the period	本期間支出	273	487
Overprovision in prior periods	以往期間超額撥備	(755)	(855)
Deferred tax	遞延稅項	(176)	(705)
Total tax credit for the period	本期間稅項抵免總額	(658)	(1,073)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss attributable to the owners of the parent, and the weighted average number of ordinary shares of 2,150,041,884 (six months ended 30 September 2022: 2,150,041,884) in issue during the period.

#### 8. 母公司普通權益持有人應佔每股虧損

每股基本虧損金額按母公司股東應佔虧損及期內已發行普通股加權平均數2,150,041,884股(截至2022年9月30日止六個月: 2,150,041,884股)計算。

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Loss attributable to ordinary equity holders of the parent for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之母公司普通權益持有人應佔虧損	(4,127)	(16,349)
		Number of shares 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損之期內已發行普通股加權平均數	2,150,041,884	2,150,041,884

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 9. DIVIDENDS

The directors of the Company resolved not to declare any interim dividend for the period (six months ended 30 September 2022: nil).

During the six months ended 30 June 2023, a final dividend of HK0.26 cent per share, amounting to HK\$5,590,000, for the nine months ended 31 December 2022 was approved by the shareholders of the Company on the annual general meeting held on 27 June 2023. The final dividend was subsequently paid on 14 July 2023.

During the six months ended 30 September 2022, a final dividend of HK0.26 cent per share, amounting to HK\$5,590,000 and special dividend of HK0.56 cent per share, amounting to HK\$12,040,000, for the year ended 31 March 2022 were paid to the shareholders of the Company.

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired items of property, plant and equipment of HK\$39,385,000 (six months ended 30 September 2022: HK\$19,719,000). In addition, the Group has disposed of certain items of property, plant and equipment with an aggregate carrying amount of HK\$63,000 (six months ended 30 September 2022: HK\$110,000), resulting in a gain on disposal of HK\$171,000 for the current reporting period (six months ended 30 September 2022: a gain on disposal of HK\$668,000).

### 9. 股息

本公司董事議決不就本期間宣派任何中期股息(截至2022年9月30日止六個月：無)。

截至2023年6月30日止六個月，本公司股東於2023年6月27日舉行的股東週年大會上批准派發截至2022年12月31日止九個月之末期股息每股0.26港仙，總額為5,590,000港元。末期股息隨後已於2023年7月14日派付。

截至2022年9月30日止六個月，就截至2022年3月31日止年度已付本公司股東之末期股息為每股0.26港仙，總額為5,590,000港元，以及特別股息為每股0.56港仙，總額為12,040,000港元。

### 10. 物業、廠房及設備

於截至2023年6月30日止六個月，本集團購入39,385,000港元(截至2022年9月30日止六個月：19,719,000港元)之物業、廠房及設備項目。此外，本集團出售賬面總值為63,000港元(截至2022年9月30日止六個月：110,000港元)之若干物業、廠房及設備項目，因而於本報告期間產生出售收益171,000港元(截至2022年9月30日止六個月：出售收益668,000港元)。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 11. GOODWILL

#### 11. 商譽

		HK\$'000 千港元
<b>30 June 2023 (Unaudited)</b>	<b>2023年6月30日 (未經審核)</b>	
At 1 January 2023	於2023年1月1日	
Cost	成本值	100,344
Accumulated impairment	累計減值	(4,396)
Net carrying amount	賬面淨值	95,948
Cost at 1 January 2023, net of accumulated impairment	於2023年1月1日之成本值， 扣除累計減值	95,948
Exchange realignment	匯兌調整	(2,789)
At 30 June 2023	於2023年6月30日	93,159
At 30 June 2023	於2023年6月30日	
Cost	成本值	97,432
Accumulated impairment	累計減值	(4,273)
Net carrying amount	賬面淨值	93,159
<b>31 December 2022 (Audited)</b>	<b>2022年12月31日 (經審核)</b>	
At 1 April 2022	於2022年4月1日	
Cost	成本值	111,061
Accumulated impairment	累計減值	(4,847)
Net carrying amount	賬面淨值	106,214
Cost at 1 April 2022, net of accumulated impairment	於2022年4月1日之成本值， 扣除累計減值	106,214
Exchange realignment	匯兌調整	(10,266)
At 31 December 2022	於2022年12月31日	95,948
At 31 December 2022	於2022年12月31日	
Cost	成本值	100,344
Accumulated impairment	累計減值	(4,396)
Net carrying amount	賬面淨值	95,948

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 12. OTHER INTANGIBLE ASSETS

### 12. 其它無形資產

		Licences and permits 執照及許可證 HK\$'000 千港元	Development costs 開發成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>30 June 2023 (Unaudited)</b>	<b>2023年6月30日 (未經審核)</b>			
At 1 January 2023:	於2023年1月1日：			
Cost	成本值	90,567	9,071	99,638
Accumulated amortisation and impairment	累計攤銷及減值	(88,814)	(4,698)	(93,512)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>1,753</b>	<b>4,373</b>	<b>6,126</b>
Cost at 1 January 2023, net of accumulated amortisation and impairment	於2023年1月1日之 成本值，扣除 累計攤銷及減值	1,753	4,373	6,126
Additions	添置	-	365	365
Amortisation provided for the period	本期間攤銷撥備	(218)	(1,000)	(1,218)
Exchange realignment	匯兌調整	(39)	(87)	(126)
<b>At 30 June 2023</b>	<b>於2023年6月30日</b>	<b>1,496</b>	<b>3,651</b>	<b>5,147</b>
At 30 June 2023:	於2023年6月30日：			
Cost	成本值	88,491	9,163	97,654
Accumulated amortisation and impairment	累計攤銷及減值	(86,995)	(5,512)	(92,507)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>1,496</b>	<b>3,651</b>	<b>5,147</b>



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 12. OTHER INTANGIBLE ASSETS (continued)

### 12. 其它無形資產 (續)

		Licences and permits 執照及許可證 HK\$'000 千港元	Development costs 開發成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2022 (Audited)</b>	<b>2022年12月31日 (經審核)</b>			
At 1 April 2022:	於2022年4月1日：			
Cost	成本值	100,061	10,003	110,064
Accumulated amortisation and impairment	累計攤銷及減值	(84,554)	(3,573)	(88,127)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>15,507</b>	<b>6,430</b>	<b>21,937</b>
Cost at 1 April 2022, net of accumulated amortisation and impairment	於2022年4月1日之 成本值，扣除累計 攤銷及減值	15,507	6,430	21,937
Amortisation provided for the period	期內攤銷撥備	(12,661)	(1,499)	(14,160)
Exchange realignment	匯兌調整	(1,093)	(558)	(1,651)
<b>At 31 December 2022</b>	<b>於2022年12月31日</b>	<b>1,753</b>	<b>4,373</b>	<b>6,126</b>
At 31 December 2022:	於2022年12月31日：			
Cost	成本值	90,567	9,071	99,638
Accumulated amortisation and impairment	累計攤銷及減值	(88,814)	(4,698)	(93,512)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>1,753</b>	<b>4,373</b>	<b>6,126</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

#### 13. 按公允價值計入損益之金融資產

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Unlisted fund investment, at fair value	非上市基金投資， 按公允價值計量	9,650	-

The above unlisted fund investment was mandatorily classified as a financial asset at fair value through profit or loss as its contractual cash flows are not solely payments of principal and interest.

由於上述非上市基金投資的合約現金流量並非僅支付本金及利息，因此被強制歸類為按公允價值計入損益之金融資產。

On 19 April 2023, the Group entered into an agreement to subscribe for an investment fund in a principal amount of HK\$10,000,000. The principal objective of the fund is to maximise capital appreciation and achieve returns to investors. The fund is managed by Tianda Asset Management Limited, a fellow subsidiary of the Company.

於2023年4月19日，本集團訂立協議認購本金額為10,000,000港元的投資基金。該基金主要旨在為投資者獲取最大資本增值及回報。該基金由本公司的同系附屬公司天大資產管理有限公司管理。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 14. TRADE AND BILLS RECEIVABLES

An ageing analysis of the trade and bills receivables as at the end of each reporting period, based on the invoice date and net of loss allowance for impairment of trade receivables, is as follows:

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Within 2 months	2個月內	73,085	105,161
2 to 3 months	2至3個月	9,672	3,275
Over 3 months	3個月以上	27,201	30,316
		<b>109,958</b>	<b>138,752</b>

The Group's trading terms with its customers are mainly on credit, except for new customers where prepayment in advance is normally required. The credit periods range from 60 to 180 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimize credit risk. Overdue balances are reviewed regularly by senior management. Trade and bills receivables are non-interest-bearing.

#### 14. 應收賬款及應收票據

根據發票日期為基準及扣除應收賬款之減值虧損撥備後，於各報告期末之應收賬款及應收票據賬齡分析如下：

本集團與客戶之貿易方式以記賬為主，惟新客戶一般需要預先付款。信貸期通常為60至180天不等。本集團對未償還應收款項維持嚴格監控，並設有信貸監控部門將信貸風險減至最低。高級管理層定期審閱逾期結欠。應收賬款及應收票據為不計息。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 15. 預付款項、按金及其它應收款

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current</b>	<b>非流動</b>		
Deposits for acquisition of items of:	收購以下項目之按金：		
Property, plant and equipment	物業、廠房及設備	1,382	981
Other intangible assets	其它無形資產	41,054	25,991
		<b>42,436</b>	<b>26,972</b>
<b>Current</b>	<b>流動</b>		
Prepayments	預付款項	1,640	1,987
Deposits	按金	10,662	21,730
Other receivables	其它應收款	2,156	2,826
		<b>14,458</b>	<b>26,543</b>
Impairment allowance	減值撥備	(98)	(158)
		<b>14,360</b>	<b>26,385</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 16. TRADE PAYABLES

An ageing analysis of trade payables as at the end of each of the reporting period, based on the invoice date, is as follows:

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Within 2 months	2個月內	91,844	63,757
2 to 3 months	2至3個月	4,729	988
Over 3 months	3個月以上	7,910	6,595
		<b>104,483</b>	<b>71,340</b>

Trade payables are non-interest bearing and are normally settled with credit terms of 30 to 60 days.

#### 17. OTHER PAYABLES AND ACCRUALS

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Contract liabilities	合約負債	18,247	111,733
Other payables	其它應付款	7,546	24,717
Accruals	應計費用	78,487	70,841
Dividend payables	應付股息	5,630	39
		<b>109,910</b>	<b>207,330</b>

Other payables are non-interest bearing and have an average credit term of three months.

#### 16. 應付賬款

根據發票日期為基準，於各報告期末之應付賬款賬齡分析如下：

應付賬款為不計息，一般於信貸期30至60天內清償。

#### 17. 其它應付款及應計費用

其它應付款不計利息，平均信貸期為三個月。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 18. SHARE CAPITAL

### 18. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：		
At 31 December 2022 and 30 June 2023	於2022年12月31日及 2023年6月30日	4,000,000,000	400,000
Issued and fully paid:	已發行及繳足：		
At 31 December 2022 and 30 June 2023	於2022年12月31日及 2023年6月30日	2,150,041,884	215,004

There was no movement in share capital during the six months ended 30 June 2023.

截至2023年6月30日止六個月期間，股本並無變動。

### 19. COMMITMENTS

### 19. 承擔

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted, but not provided for:	已訂約但尚未撥備：		
Property, plant and equipment	物業、廠房及設備	49,311	80,039
Other intangible assets	其它無形資產	6,265	6,446
		55,576	86,485

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 20. RELATED PARTY TRANSACTIONS

- (a) The Group had the following transactions with related parties during the periods:

#### 20. 關連人士交易

- (a) 本集團於期內與關連人士進行以下交易：

		Six months ended 截至以下日期止六個月		
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	
		Notes 附註		
Sales of healthcare products: Yunnan Pu' Er Tea Developments Ltd.	銷售保健產品： 雲南普洱茶產業 發展有限公司	(ii)	49	-
Sales of healthcare products: Tianda Group (Australia) Pty Ltd.	銷售保健產品： 天大集團(澳大利 亞)有限公司	(iii)	272	-
Sales of healthcare products: Zhuhai Tianda Realty Limited	銷售保健產品： 珠海天大置業有限 公司	(iv)	16	-
Purchases of package and design fee expenses: Zhuhai S.E.Z. Cheng Cheng Printing Co. Ltd.	採購包裝及設計費 支出： 珠海經濟特區誠成 印務有限公司	(i, v)	8,401	7,291
Design fee expenses: Shenzhen Tianda Creative Ltd.	設計費支出： 深圳天大創意有限 公司	(i, vi)	34	20
Purchases of consumer goods: Tianda (China) Ltd.	採購消費品： 天大實業(中國) 有限公司	(vii)	58	24
Short-term lease payment of office: Tianda (China) Ltd.	辦公室短期租賃： 天大實業(中國)有 限公司	(viii)	279	287
Short-term lease payment of clinics and warehouses: Zhuhai Tianda Realty Limited	診所及倉庫短期租賃： 珠海天大置業有限 公司	(viii)	529	544

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 20. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) These related party transactions also constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) Yunnan Pu' Er Tea Developments Ltd. is a fellow subsidiary of the Company. The sales to Yunnan Pu'Er Tea Developments Ltd. were made according to the published prices and conditions offered to major customers of the Group.
- (iii) Tianda Group (Australia) Pty Ltd. is a fellow subsidiary of the Company. The sales to Tianda Group (Australia) Pty Ltd. were made according to the published prices and conditions offered to major customers of the Group.
- (iv) Zhuhai Tianda Realty Limited is a fellow subsidiary of the Company. The sales to Zhuhai Tianda Realty Limited were made according to the published prices and conditions offered to major customers of the Group.
- (v) Zhuhai S.E.Z. Cheng Cheng Printing Co. Ltd. is a fellow subsidiary of the Company. The purchases from Zhuhai S.E.Z. Cheng Cheng Printing Co. Ltd. were made according to the published prices and conditions offered by Zhuhai S.E.Z. Cheng Cheng Printing Co. Ltd. to its major customers.
- (vi) Shenzhen Tianda Creative Ltd. is a fellow subsidiary of the Company. These transactions were conducted in accordance with the terms and conditions mutually agreed by both parties.
- (vii) Tianda (China) Ltd. is a fellow subsidiary of the Company. The purchases from Tianda (China) Ltd. were made according to the published prices and conditions offered by Tianda (China) Ltd. to its major customers.
- (viii) These transactions were conducted in accordance with the terms and conditions mutually agreed by both parties.

### 20. 關連人士交易 (續)

附註：

- (i) 該等關連人士交易亦構成上市規則第14A章所界定的持續關連交易。
- (ii) 雲南普洱茶產業發展有限公司為本公司的同系附屬公司。向雲南普洱茶產業發展有限公司的銷售乃按公開價格及向本集團主要客戶提供的條件進行。
- (iii) 天大集團(澳大利亞)有限公司為本公司的同系附屬公司。向天大集團(澳大利亞)有限公司的銷售乃按公開價格及向本集團主要客戶提供的條件進行。
- (iv) 珠海天大置業有限公司為本公司的同系附屬公司。向珠海天大置業有限公司的銷售乃按公開價格及向本集團主要客戶提供的條件進行。
- (v) 珠海經濟特區誠成印務有限公司為本公司的同系附屬公司。向珠海經濟特區誠成印務有限公司採購是按珠海經濟特區誠成印務有限公司提供給其主要客戶之已公佈價格及條款。
- (vi) 深圳天大創意有限公司為本公司的同系附屬公司。有關交易乃按雙方相互同意之條款及條件進行。
- (vii) 天大實業(中國)有限公司為本公司的同系附屬公司。向天大實業(中國)有限公司採購是按天大實業(中國)有限公司提供給其主要客戶之已公佈價格及條款。
- (viii) 有關交易乃按雙方相互同意之條款及條件進行。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 20. RELATED PARTY TRANSACTIONS (continued)

#### (b) Other transactions with a related party:

During the period, on 19 April 2023, the Group entered into an agreement to subscribe for an investment fund in a principal amount of HK\$10,000,000. The principal objective of the fund is to maximise capital appreciation and achieve returns to investors. The fund is managed by Tianda Asset Management Limited, a fellow subsidiary of the Company. This related party transaction also constituted a connected transaction as defined in Chapter 14A of the Listing Rules.

#### (c) Outstanding balances with related parties:

The Group had trade balances due from fellow subsidiaries of the Company with an aggregate amount of HK\$297,000 (31 December 2022: HK\$1,399,000) as at the end of the reporting period. The balances are unsecured, non-interest bearing and with a credit term within 90 days. As at the end of the reporting period, the balances were aged within 2 months based on invoice date.

The Group had trade balances due to fellow subsidiaries of the Company with an aggregate amount of HK\$12,491,000 (31 December 2022: HK\$9,390,000) as at the end of the reporting period. The balances are unsecured, non-interest bearing and with a credit term within 90 days. As at the end of the reporting period, the balances were aged within 2 months based on invoice date.

The Group had lease payable due to a fellow subsidiary of the Company of HK\$121,000 (31 December 2022: HK\$344,000) as at the end of the reporting period. The balance is unsecured, non-interest bearing and repayable on demand.

### 20. 關連人士交易(續)

#### (b) 與關連人士的其它交易：

期內，於2023年4月19日，本集團訂立協議認購本金額為10,000,000港元的投資基金。該基金主要旨在為投資者獲取最大資本增值及回報。該基金由本公司的同系附屬公司天大資產管理有限公司管理。該關連人士交易亦構成上市規則第14A章所界定的關連交易。

#### (c) 與關連人士之未償還結餘：

本集團於報告期末應收本公司同系附屬公司之貿易結餘為297,000港元（2022年12月31日：1,399,000港元）。該等結餘為無抵押、免息及信貸期為90天內。於報告期末，該結餘根據發票日期計之賬齡為2個月內。

本集團於報告期末應付本公司同系附屬公司之貿易結餘為12,491,000港元（2022年12月31日：9,390,000港元）。該等結餘為無抵押、免息及信貸期為90天內。於報告期末，該結餘根據發票日期計之賬齡為2個月內。

本集團於報告期末應付本公司一間同系附屬公司之應付租賃為121,000港元（2022年12月31日：344,000港元）。該等結餘為無抵押、免息及須按按要求償還。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 20. RELATED PARTY TRANSACTIONS (continued)

- (d) Compensation of key management personnel of the Group:

### 20. 關連人士交易 (續)

- (d) 本集團主要管理人員酬金：

		Six months ended 截至以下日期止六個月	
		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2022 2022年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	1,752	3,462
Post-employment benefits	退休福利	9	18
Total compensation paid to key management personnel	已付主要管理人員酬金總額	1,761	3,480

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 21. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the reporting periods are as follows:

### 21. 按類別分類的金融工具

於各報告期末，各類金融工具的賬面值如下：

As at 30 June 2023 (Unaudited)

於2023年6月30日 (未經審核)

#### Financial assets

#### 金融資產

		Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Total
	按公允價值計入損益之金融資產	按攤銷成本列賬之金融資產	按公允價值計入其它全面收益之金融資產	總額	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	9,650	-	-	9,650
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資	-	-	1,511	1,511
Trade and bills receivables	應收賬款及應收票據	-	109,958	-	109,958
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其它應收款之金融資產	-	55,156	-	55,156
Due from fellow subsidiaries	應收同系附屬公司	-	297	-	297
Structured deposits	結構性存款	22,794	-	-	22,794
Cash and cash equivalents	現金及現金等值項目	-	189,654	-	189,654
		32,444	355,065	1,511	389,020

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 21. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

As at 30 June 2023 (Unaudited)

Financial liabilities

### 21. 按類別分類的金融工具(續)

於2023年6月30日(未經審核)

金融負債

		Financial liabilities at amortised cost 按攤銷成本 計量之金融負債 HK\$'000 千港元
Trade payables	應付賬款	104,483
Financial liabilities included in other payables and accruals	計入其它應付款及應計費用的金融負債	74,486
Interest-bearing bank borrowings	計息銀行借款	98,007
Lease liabilities	租賃負債	11,509
Due to fellow subsidiaries	應付同系附屬公司款項	12,612
		301,097

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 21. FINANCIAL INSTRUMENTS BY CATEGORY (continued) 21. 按類別分類的金融工具(續)

As at 31 December 2022 (Audited)

於2022年12月31日(經審核)

#### Financial assets

#### 金融資產

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Total
	按公允價值計入損益之金融資產	按攤銷成本列賬之金融資產	按公允價值計入其它全面收益之金融資產	總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其它全面收益之股本投資	-	741	741
Trade and bills receivables	應收賬款及應收票據	138,752	-	138,752
Due from a fellow subsidiary	應收一間同系附屬公司	1,399	-	1,399
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其它應收款的金融資產	51,370	-	51,370
Structured deposits	結構性存款	3,167	-	3,167
Cash and cash equivalents	現金及現金等值項目	340,277	-	340,277
	3,167	531,798	741	535,706

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For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 21. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

As at 31 December 2022 (Audited)

#### Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元
Trade payables	應付賬款	71,340
Financial liabilities included in other payables and accruals	計入其它應付款及應計費用的金融負債	80,085
Interest-bearing bank borrowings	計息銀行借款	126,646
Lease liabilities	租賃負債	14,404
Due to a fellow subsidiary	應付一間同系附屬公司款項	9,734
		302,209

### 22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of trade and bills receivables, financial assets included in prepayments, deposits and other receivables, cash and cash equivalents, trade payables, financial liabilities included in other payables and accruals and amounts due from/to fellow subsidiaries approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:

The fair value of the equity investments at fair value through other comprehensive income and financial assets at fair value through profit of loss are based on quoted market prices.

### 21. 按類別分類的金融工具(續)

於2022年12月31日(經審核)

#### 金融負債

	Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元
應付賬款	71,340
計入其它應付款及應計費用的金融負債	80,085
計息銀行借款	126,646
租賃負債	14,404
應付一間同系附屬公司款項	9,734
	302,209

### 22. 金融工具的公允價值及公允價值層級

管理層已評定應收賬款及應收票據、計入預付款項、按金及其它應收款的金融資產、現金及現金等值項目、應付賬款、計入其它應付款及應計費用的金融負債以及應收及應付同系附屬公司款項之公允價值與彼等的賬面值相若，乃主要由於該等工具於短期內到期。

金融資產及負債的公允價值以有關工具在自願交易方當前交易(強迫或清盤出售除外)中可交易金額入賬。以下方法及假設用於估計彼等的公允價值：

按公允價值計入其它全面收益之股本投資及按公允價值計入損益之金融資產之公允價值乃基於市場報價。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

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### 22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of structured deposits were based on the market values provided by the bank at the end of the reporting period. They are estimated with the principal plus estimated interest income based on the expected annual rate of return.

The fair values of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair values of the interest-bearing bank borrowings are categorised in Level 2 of the fair value hierarchy.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value

		30 June 2023 2023年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Structured deposits	結構性存款		
- Fair value measurement using significant observable inputs (Level 2)	- 以重大可觀察輸入數據進行公允價值計量 (第2級)	22,794	3,167
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產		
- Fair value measurement using quoted prices in active markets (Level 1)	- 以活躍市場報價進行公允價值計量 (第1級)	9,650	-
Equity investments at fair value through other comprehensive income	按公允價值計入其它全面收益之股本投資		
- Fair value measurement using quoted prices in active markets (Level 1)	- 以活躍市場報價進行公允價值計量 (第1級)	1,511	741

### 22. 金融工具的公允價值及公允價值層級 (續)

結構性存款的公允價值乃根據銀行於報告期末提供的市值計算。該等存款以本金加上按預期年回報率計算的估計利息收入估計。

計息銀行借款的公允價值乃按具有類似條款、信貸風險及剩餘到期日的工具的現利率貼現預期未來現金流量計算。計息銀行借款的公允價值分類為公允價值等級內的第2級。

#### 公允價值層級

下表列示本集團金融工具的公允價值計量層級：

#### 按公允價值計量的資產

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

### 22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group did not have any financial liabilities measured at fair value as at 30 June 2023 and 31 December 2022.

During the six months ended 30 June 2023, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

The directors of the Company considered that the carrying amounts of all financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial information approximate to their corresponding fair values.

### 22. 金融工具的公允價值及公允價值層級(續)

本集團於2023年6月30日及2022年12月31日並無任何按公允價值計量之金融負債。

於截至2023年6月30日止六個月，就金融資產及金融負債而言，第1級及第2級之間並無公允價值計量之轉撥，亦無轉入或轉出第3級。

本公司董事認為，簡明綜合財務資料中按攤銷成本入賬的所有金融資產及金融負債的賬面值與其相應公允價值相若。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 簡明綜合財務資料附註

For the six months ended 30 June 2023 截至2023年6月30日止六個月

#### 23. EVENT AFTER THE REPORTING PERIOD

On 1 August 2023, Yunyu Bio-Pharmaceutical Co., Limited (“Yunyu Bio-Pharmaceutical”), a wholly-owned subsidiary of the Company, entered into an equity transfer agreement (the “Agreement”) with Yunnan Li Nuo Biotechnology Co., Limited (“Li Nuo”), the 45% minority shareholder of Meng Sheng Pharmaceutical, which is 55% owned by the Group. Pursuant to the Agreement, Yunyu Bio-Pharmaceutical will acquire this remaining 45% interest in Meng Sheng Pharmaceutical held by Li Nuo at a consideration of RMB23,500,000 (equivalent to approximately HK\$25,600,000). Upon the completion of the transaction, Meng Sheng Pharmaceutical will become an indirect wholly-owned subsidiary of the Company. This transaction does not involve in a change in control over Meng Sheng Pharmaceutical.

Further details of the acquisition can be found in the announcement of the Company dated 1 August 2023.

The acquisition was not yet completed up to the date of issue of the condensed consolidated financial information.

#### 24. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified and re-presented to conform to the current period’s presentation.

#### 23. 報告期後事項

於2023年8月1日，本公司全資附屬公司雲玉生物製藥有限公司（「雲玉生物製藥」）與持有盟生藥業（由本集團持有55%股權）45%股權的少數股東雲南利諾生物技術有限公司（「利諾」）訂立股權轉讓協議（「協議」）。根據協議，雲玉生物製藥將以人民幣23,500,000元（相當於約25,600,000港元）的代價收購利諾持有的盟生藥業剩餘45%的股權。交易完成後，盟生藥業將成為本公司的間接全資附屬公司。該交易不涉及對盟生藥業控制權的變更。

有關收購事項的進一步詳情，請參閱本公司日期為2023年8月1日的公告。

於簡明綜合財務資料刊發日期，該收購事項尚未完成。

#### 24. 比較金額

已重新分類及重列若干比較金額，以符合本期間的呈列方式。

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