



李氏大藥廠

Lee's Pharmaceutical Holdings Limited
李氏大藥廠控股有限公司*

(incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司)
(Stock Code 股份代號:950)



2023 ANNUAL REPORT 年報

*For identification purpose only 僅供識別

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Lee Siu Fong (*Chairman*)
Ms. Leelalertsuphakun Wanee (*Managing Director*)

Non-executive Directors

Dr. Li Xiaoyi
Mr. James Charles Gale

Independent Non-executive Directors

Dr. Chan Yau Ching, Bob
Ms. Cheang Yee Wah, Eva
(*appointed with effect from 17 May 2023*)
Mr. Lam Yat Cheong
(*resigned with effect from 17 May 2023*)
Dr. Tsim Wah Keung, Karl

COMPANY SECRETARY

Mr. Chow Yiu Ming

AUDIT COMMITTEE

Dr. Chan Yau Ching, Bob (*Chairman*)
Ms. Cheang Yee Wah, Eva
(*appointed with effect from 17 May 2023*)
Mr. Lam Yat Cheong
(*resigned with effect from 17 May 2023*)
Dr. Tsim Wah Keung, Karl

REMUNERATION COMMITTEE

Dr. Tsim Wah Keung, Karl (*Chairman*)
Ms. Leelalertsuphakun Wanee
Dr. Chan Yau Ching, Bob

NOMINATION COMMITTEE

Ms. Lee Siu Fong (*Chairman*)
Dr. Chan Yau Ching, Bob
Dr. Tsim Wah Keung, Karl

MANAGEMENT COMMITTEE

Ms. Leelalertsuphakun Wanee (*Chairman*)
Ms. Lee Siu Fong

董事會

執行董事

李小芳女士(*主席*)
李焯妮女士(*董事總經理*)

非執行董事

李小羿博士
James Charles Gale先生

獨立非執行董事

陳友正博士
蔣綺華女士
(*任命自二零二三年五月十七日起生效*)
林日昌先生
(*辭任自二零二三年五月十七日起生效*)
詹華強博士

公司秘書

鄒耀明先生

審核委員會

陳友正博士(*主席*)
蔣綺華女士
(*任命自二零二三年五月十七日起生效*)
林日昌先生
(*辭任自二零二三年五月十七日起生效*)
詹華強博士

薪酬委員會

詹華強博士(*主席*)
李焯妮女士
陳友正博士

提名委員會

李小芳女士(*主席*)
陳友正博士
詹華強博士

管理委員會

李焯妮女士(*主席*)
李小芳女士



AUDITOR

Confucius International CPA Limited
Certified Public Accountants

LEGAL ADVISERS

King & Wood Mallesons (*Hong Kong law*)
Beijing Wuhuan Law Firm (*PRC law*)

REGISTERED OFFICE

PO Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

PLACE OF BUSINESS IN HONG KONG

1/F, Building 20E, Phase 3
Hong Kong Science Park, Shatin
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

AUTHORISED REPRESENTATIVES

Ms. Lee Siu Fong
Ms. Leelalertsuphakun Wanee

WEBSITE

www.leespharm.com

STOCK CODE

950

核數師

天健國際會計師事務所有限公司
執業會計師

法律顧問

金杜律師事務所(*香港法律*)
北京市五環律師事務所(*中國法律*)

註冊辦事處

PO Box 309
Ugland House, Grand Cayman
KY1-1104, Cayman Islands

香港營業地點

香港
沙田香港科學園
第三期20E大樓一樓

香港股份過戶登記處

香港中央證券登記有限公司
香港
灣仔皇后大道東183號
合和中心17樓1712-1716舖

授權代表

李小芳女士
李熾妮女士

網站

www.leespharm.com

股份代號

950

Corporate Profile

公司簡介

The Company is a research-driven and market-oriented biopharmaceutical company with more than 25 years of operation in the pharmaceutical industry in China.

The Group is fully integrated with solid infrastructures in drug development, clinical development, regulatory, manufacturing, sales and marketing based in Mainland China with global perspectives. The Group has established extensive partnerships with over 20 international companies and currently markets over 25 proprietary, generic and licensed-in pharmaceutical products in Mainland China, Hong Kong, Macau and Taiwan.

The Group focuses on several key disease areas such as cardiovascular, woman health, paediatrics, rare diseases, oncology, dermatology and obstetrics. It has more than 40 products under different development stages stemming from both internal research and development as well as from the licensing of development, commercialisation, and manufacturing rights from various United States, European and Japanese companies.

The Group carries out its sales and distribution activities in Hong Kong, Macau, Taiwan and Mainland China through Hong Kong and Taiwan offices and branch offices in Chongqing, Guangzhou, Shanghai and Beijing with direct and channel sales network covering most of the provinces and cities in Mainland China, marketing both domestic self-developed and generic products and overseas licensed-in products. The Group has just established an office in Thailand with the intention of conducting sales and distribution activities within the Thai market in the near future. Zhaoke Hefei, is currently operating the manufacturing plant of the Group located in Hefei, Anhui Province of the PRC, comprising four GMP-compliant workshops for the production of topical gel, lyophilised powder for injection, small volume parenteral solutions and eye gel. Zhaoke Guangzhou, is currently operating the manufacturing site in Nansha District, Guangzhou of the PRC which include a complete range of solid dosage production lines for the development and manufacturing of tablets and capsules.

The mission of the Group is to become a successful biopharmaceutical group in Asia providing innovative products to fight diseases and improve health and quality of life.

本公司是一間結合研究主導及市場導向的生物醫藥公司，已於中國醫藥行業進行逾二十五年的經營活動。

本集團放眼國際並與在中國內地建立的藥品發展、臨床發展、規管、製造、銷售及市場推廣的穩固基礎建設緊密結合。本集團已與逾二十家國際公司建立廣泛合作關係，且目前於中國內地、香港、澳門及台灣推廣超過二十五種專利、仿製及引進醫藥產品。

本集團致力於心血管、女性健康、兒科、罕見病、腫瘤科、皮膚科及產科等多個重要疾病領域，處於不同開發階段的產品有超過四十種，來自內部研究及開發以及自美國、歐洲及日本公司引進的開發、商品化及生產權。

本集團於香港、澳門、台灣及中國內地透過香港及台灣辦事處以及重慶市、廣州市、上海市及北京市分公司，覆蓋中國內地大部分省市的直銷及管道銷售網絡進行銷售及分銷活動，推廣國內自行研發和仿製的產品及海外引進的產品。本集團剛於泰國設立一個辦事處，有意在不久的將來在泰國市場進行銷售及分銷活動。兆科合肥現時營運本集團位於中國安徽省合肥市的生產廠房，該廠房設有四間符合GMP的工場，負責生產凝膠劑、注射用凍乾粉針劑、小容量注射劑及眼凝膠。兆科廣州現正在中國廣州市南沙區營運藥廠（包括開發及生產藥片及膠囊的全套固體制劑生產線）。

本集團的使命乃成為亞洲一個成功的生物醫藥集團，提供創新產品以對抗疾病，改善健康及提高生活質素。



Corporate Profile

公司簡介

Currently, the Group has the following products in markets:

目前，本集團的下列產品已面市：

	Country of origin 來源地	Market 市場				Medical application 醫藥用途
		Mainland China 中國內地	Hong Kong 香港	Macau 澳門	Taiwan 台灣	
Proprietary products:						
專利產品：						
* Livaracine® 《立邁青®》	PRC 中國	✓				Blood clots and deep vein thrombosis 血凝及深部靜脈血栓
* Nadroparin Calcium Injection 那曲肝素鈣注射液 《立騰菁®》	PRC 中國	✓				Blood clots and deep vein thrombosis 血凝及深部靜脈血栓
* Slounase® 《速樂涓®》	PRC 中國	✓				Hemostasis 減少出血
Yallaferon® 《尤靖安®》	PRC 中國	✓				Viral infection 病毒感染疾病
Licensed-in products:						
引進產品：						
Adasuve® 《Adasuve®》	USA 美國	✓	✓			Agitation associated with schizophrenia or bipolar I disorder in adults 成人精神分裂症或雙相情感障礙I型的相關躁動
* Bredinin® 《布累迪寧®》	Japan 日本	✓				Immunosuppression in renal transplantation 抑制腎臟移植的排斥反應
Centraxal® Plus 《Centraxal® Plus》	Spain 西班牙		✓		✓	Acute otitis media with tympanostomy tubes 伴有鼓膜置管的急性中耳炎
Dicoflor® 《Dicoflor®》	Italy 意大利		✓	✓		Probiotics 益生菌
Episil® 《益普舒®》	Sweden 瑞典	✓				Oral mucositis pain 口腔黏膜炎疼痛
Ferplex® 《菲普利®》	Spain 西班牙	✓	✓	✓		Iron deficiency anemia 缺鐵性貧血
Gaslon N® 《蓋世龍®》	Japan 日本	✓				Gastric ulcer and gastritis 胃潰瘍及胃炎
Intrarosa® 《Intrarosa®》	Canada 加拿大		✓	✓	✓	Vulvovaginal atrophy 外陰陰道萎縮
Lutrate 《Lutrate》	Spain 西班牙		✓	✓	✓	Prostate cancer 前列腺癌
Mictonorm® 《邁通諾®》	Germany 德國	✓	✓			Urinary incontinence 尿失禁
Natulan® 《納治良®》	Germany 德國	✓	✓	✓		Stage III and IV Hodgkin's disease 第三及第四期霍奇金病
Nitric Oxide for Inhalation 一氧化氮吸入性氣體	USA 美國	✓				Hypoxic respiratory failure associated with pulmonary hypertension 伴隨肺動脈高壓的低氧性呼吸衰竭

Corporate Profile

公司簡介

	Country of origin 來源地	Market 市場				Medical application 醫藥用途
		Mainland China 中國內地	Hong Kong 香港	Macau 澳門	Taiwan 台灣	
Omacor® 《Omacor®》	Norway 挪威		✓			Omega-3-acid ethyl esters Omega-3酸乙酯
Readyfusor™ 《Readyfusor™》	Germany 德國			✓		Post-operative pain management 術後鎮痛管理
Sancuso® 《善可舒®》	USA 美國	✓				Chemotherapy induced nausea and vomiting 化療所引起的噁心及嘔吐
* Teglutik® 《芮舒延®》	Spain 西班牙	✓	✓	✓	✓	Amyotrophic lateral sclerosis 肌萎縮側索硬化症
* Trittico® 《曲特格®》	Italy 意大利	✓	✓	✓		Insomnia/Depression 失眠/抑鬱症
Unidrox® 《尤旋卓®》	Italy 意大利	✓	✓	✓		Urinary tract infections and respiratory tract infections 泌尿道感染及呼吸道感染
VSL#3® 《VSL#3®》	Italy 意大利		✓	✓	✓	Probiotics 益生菌
Zanidip® 《再寧平®》	Italy 意大利		✓	✓		Hypertension 高血壓
Zingo™ 《Zingo™》	Hong Kong 香港	✓	✓	✓		Topical local analgesics 局部鎮痛藥

Generic products:

仿製產品：

* Apremilast Tablets 阿普米司特片《康契樂®》	PRC 中國	✓				Plague psoriasis 斑塊狀銀屑病
* Azilsartan Tablets 阿齊沙坦片《憩曇平®》	PRC 中國	✓				Hypertension 高血壓
* Fondaparinux Sodium Injection 磺達肝癸鈉注射液 《立暢青®》	PRC 中國	✓				Deep vein thrombosis 深部靜脈血栓
Sodium Phenylbutyrate Granules 苯丁酸鈉顆粒《瑞本納平®》	PRC 中國	✓				Urea cycle disorders 尿素循環異常
* Treprostinil Injection 曲前列尼爾注射液 《芮旋爾®》	PRC 中國	✓				Pulmonary arterial hypertension 肺動脈高壓

* In the NRDL

* 於國家醫保目錄內



Financial Highlights

財務概要

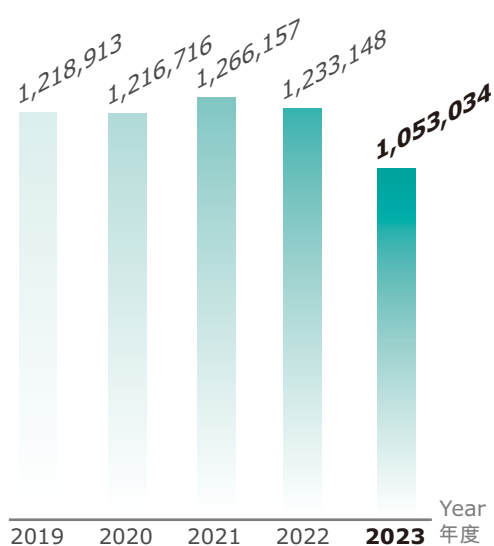
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	Change 變動
Revenue	收益	1,053,034	1,233,148	-14.6%
Gross profit	毛利	551,311	770,755	-28.5%
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	16,698	51,284	-67.4%
Equity attributable to the owners of the Company	本公司擁有人應佔權益	2,038,955	1,924,107	+6.0%
		HK cents 港仙	HK cents 港仙	
Earnings per share	每股盈利			
Basic	基本	2.84	8.71	-67.4%
Diluted	攤薄	2.84	8.71	-67.4%
Dividend per share	每股股息			
Interim	中期	0.8	1.0	
Final	末期	1.0	1.0	
Total	總計	1.8	2.0	-10.0%
Dividend payout ratio	股息派付比率	63.4%	23.0%	

Financial Highlights

財務概要

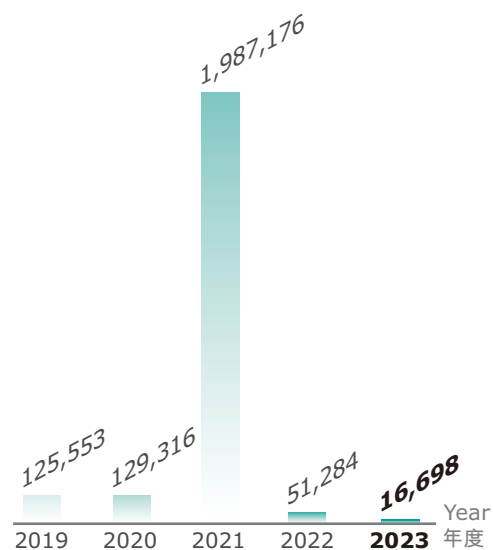
REVENUE (HK\$'000)

收益(千港元)



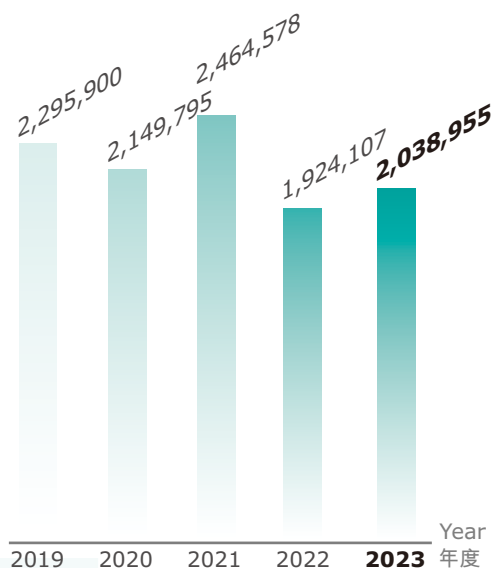
PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY (HK\$'000)

本公司擁有人應佔溢利(千港元)



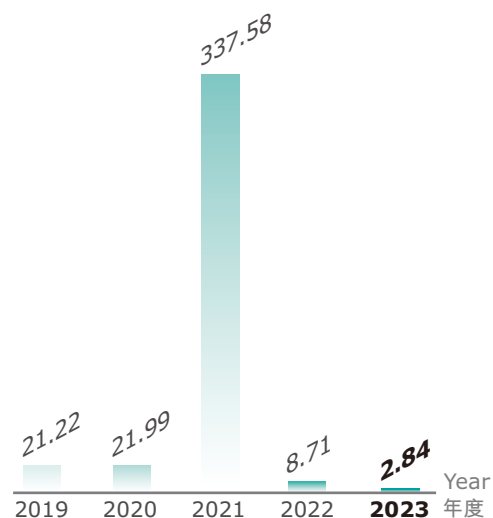
EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY (HK\$'000)

本公司擁有人應佔權益(千港元)



BASIC EARNINGS PER SHARE (HK CENTS)

每股基本盈利(港仙)



Five-Year Financial Summary

五年財務摘要

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	1,053,034	1,233,148	1,266,157	1,216,716	1,218,913
Cost of sales	銷售成本	(501,723)	(462,393)	(459,873)	(435,650)	(420,657)
Gross profit	毛利	551,311	770,755	806,284	781,066	798,256
Other income	其他收入	77,257	73,734	102,323	150,587	75,694
Other gains and losses, net	其他收益及虧損淨額	5,977	(54,427)	2,067,799	(57,588)	(91,680)
Selling and distribution expenses	銷售及分銷費用	(304,296)	(346,467)	(366,439)	(279,947)	(251,759)
Administrative expenses	行政費用	(188,612)	(198,413)	(297,265)	(237,721)	(239,088)
(Provision for)/Reversal of expected credit losses on financial assets, net	財務資產預期信貸虧損(撥備)/撥回淨額	(1,280)	263	(90,284)	(1,180)	(73)
Research and development expenses	研究及開發費用	(96,804)	(168,885)	(243,835)	(203,294)	(149,945)
Profit from operations	經營溢利	43,553	76,560	1,978,583	151,923	141,405
Finance costs	財務成本	(11,898)	(7,595)	(5,722)	(6,472)	(6,624)
Share of results of associates	分佔聯營公司業績	(870)	(1,104)	(3,495)	(11,414)	(11,895)
Profit before taxation	除稅前溢利	30,785	67,861	1,969,366	134,037	122,886
Taxation	稅項	(10,836)	(22,026)	(9,482)	(55,503)	(59,541)
Profit for the year	本年度溢利	19,949	45,835	1,959,884	78,534	63,345
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	16,698	51,284	1,987,176	129,316	125,553
Non-controlling interests	非控股權益	3,251	(5,449)	(27,292)	(50,782)	(62,208)
		19,949	45,835	1,959,884	78,534	63,345

FINANCIAL POSITION

財務狀況

		As at 31 December 於十二月三十一日				
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產	2,234,040	2,130,394	2,673,578	2,013,825	2,198,964
Current assets	流動資產	656,627	651,634	963,320	1,239,096	1,441,277
Current liabilities	流動負債	(648,818)	(650,104)	(922,580)	(944,049)	(908,493)
Net current assets	流動資產淨值	7,809	1,530	40,740	295,047	532,784
Non-current liabilities	非流動負債	(281,251)	(289,400)	(323,156)	(193,494)	(254,310)
Net assets	資產淨值	1,960,598	1,842,524	2,391,162	2,115,378	2,477,438
Equity attributable to the owners of the Company	本公司擁有人應佔權益	2,038,955	1,924,107	2,464,578	2,149,795	2,295,900
Non-controlling interests	非控股權益	(78,357)	(81,583)	(73,416)	(34,417)	181,538
Total equity	總權益	1,960,598	1,842,524	2,391,162	2,115,378	2,477,438

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Company and Board, I hereby present the annual report of the Company for the Reporting Year.

The Group's profit attributable to the Company's shareholders for the Reporting Year amounted to HK\$16,698,000, compared to HK\$51,284,000 for the last year. Basic earnings per share were HK2.84 cents, compared to HK8.71 cents for the last year. Amidst the challenges we currently encounter, we have chosen to raise the dividend payment ratio. The Board recommended the payment of a final dividend of HK1.0 cent per share for the Reporting Year. Together with the interim dividend of HK0.8 cent per share, the dividend for the full year will be HK1.8 cents per share, compared to HK2.0 cents for the last year. Subject to the approval by the Shareholders at the forthcoming AGM, the final dividend will be paid on 17 June 2024.

In terms of revenue and profit, we recorded a total revenue of HK\$1,053,034,000, representing a decrease of 14.6% from the previous year. This decline can be attributed to the expiration of product licenses and the declining performance of certain products. However, we have witnessed notable milestones with our licensed-in products. Bredinin™ and Ferplex® experienced remarkable growth rates of 18.9% and 11.3% respectively, surpassing sales milestones of HK\$100 million and HK\$200 million. Additionally, the inclusion of Treprostinil Injection (芮施爾®), Trittico®, and Teglutik® in the NRDL significantly improved their sales performance, with Trittico® experiencing an impressive increase of 219.3%. Although our in-house product, Yallaferon®, faced a decline in sales, we remain committed to its success.

One strategic move that we made during the Reporting Year was our participation in the VBP programme, through which we actively marketed Fondaparinux Sodium Injection (立暢青®) and Nadroparin Calcium Injection (立騰菁®), achieving impressive aggregate sales of HK\$22.1 million and HK\$82.7 million, respectively. These sales accounted for approximately 10.0% of our total revenue, highlighting the growing significance of our participation in the VBP programme.

While our gross profit decreased by 28.5% compared to the previous year, primarily due to increased supply prices of certain imported products and the inclusion of products under the VBP programme with lower profit margins, we remain focused on improving production yield and implementing cost-saving measures. Our commitment to research and development remains strong, as we recognise its importance for long-term growth. During this year, we strategically invested HK\$219,849,000 in R&D activities, significantly reduced by 37.5% compared to last year.

各位尊敬的股東：

本人謹代表本公司及董事會，呈列本公司於報告年度的年度報告。

報告年度內，本集團的本公司股東應佔溢利為16,698,000港元，而去年為51,284,000港元。每股基本溢利為2.84港仙，而去年為8.71港仙。面對當前挑戰，我們仍選擇提高股息派付比率。董事會建議派發報告年度末期股息每股1.0港仙。連同中期股息每股0.8港仙，全年股息將為每股1.8港仙，而去年則為2.0港仙。待股東在即將舉行的股東週年大會上批准後，末期股息將於二零二四年六月十七日派付。

收益及溢利方面，我們錄得總收益1,053,034,000港元，較上一年度減少14.6%，此乃由於若干產品許可權屆滿及表現下跌所致。然而，我們的引進產品取得多個重要里程碑。《布累迪寧™》及《菲普利®》分別錄得18.9%及11.3%的顯著增長，銷售額分別突破100,000,000港元及200,000,000港元大關。此外，曲前列尼爾注射液(《芮施爾®》)、《曲特格®》及《芮舒延®》獲納入醫保藥品目錄，銷售表現大大改善，其中《曲特格®》激增219.3%。儘管自主產品《尤靖安®》銷售額有所下跌，惟我們仍矢志推動其發展成功。

我們於報告年度內作出的一個戰略舉措為參與藥品集採計劃，積極透過此計劃營銷磺達肝癸鈉注射液(《立暢青®》)及那曲肝素鈣注射液(《立騰菁®》)，錄得理想的銷售總額分別22,100,000港元及82,700,000港元，佔我們的總收益約10.0%，突顯參與藥品集採計劃對增長的重要性。

雖然我們的毛利較上一年度減少28.5%，主要是由於若干進口產品的供貨價上升，以及納入藥品集採計劃的產品利潤率較低所致，惟我們繼續專注於提高生產產量，並同時實施節省成本的措施。我們亦依然看重研究及開發，肯定其對長遠增長的重要性。本年內，我們用於研發活動的策略性投資為219,849,000港元，較去年大減37.5%。



Chairman's Statement 主席報告

I am pleased to share that our drug development pipeline consists of over 40 projects in various stages, with an emphasis on major therapeutic areas such as cardiovascular, woman health, paediatrics, rare diseases, dermatology, obstetrics, and oncology. Notably, an application for ANDA for Epinastine Hydrochloride tablet is currently under review. Additionally, our subsidiary, China Oncology Focus Limited (COF), has made significant progress in the field of immuno-oncology, with Socazolimab obtaining conditional approval for the treatment of recurrent or metastatic cervical cancer.

In conclusion, while we faced challenges and experienced a decrease in net profit attributable to the owners of the Company, we remain confident in our long-term growth prospects. We are committed to driving innovation, expanding our product portfolio, and optimising our operations to deliver value to our shareholders.

I would like to express my sincere gratitude to our dedicated employees, loyal customers, and supportive shareholders for their continued trust and confidence. Together, we will navigate the evolving market landscape and seize opportunities for sustainable growth.

Yours sincerely,

Lee Siu Fong
Chairman

本人欣然分享，我們的藥物開發管道現已收納超過40個分別處於不同開發階段的項目，主要治療領域包括心血管、女性健康、兒科、罕見病、皮膚科、產科及腫瘤科。值得注意的是，鹽酸依匹斯汀片簡化新藥申請正在接受評審。此外，我們的附屬公司中國腫瘤醫療有限公司(COF)在免疫腫瘤療法領域取得長足進展，Socazolimab成功取得用於治療復發性或轉移性宮頸癌的有條件批文。

總括而言，我們雖然面對重重挑戰，本公司擁有人應佔純利有所下跌，但我們對長遠增長前景仍然充滿信心。我們致力於推動創新、擴充產品組合並提升營運表現，為股東創造價值。

本人謹此衷心感謝盡忠職守的僱員、忠實相隨的客戶及鼎力支持的股東一直相信和信任本集團。同心協力，我們將能克服市場轉變，把握寶貴機遇，實現持續增長。

主席
李小芳

謹啟

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Revenue and Profit

The Group recorded revenue of HK\$1,053,034,000 for the Reporting Year, representing a decrease of 14.6% from the previous year's revenue of HK\$1,233,148,000. Sales of licensed-in products was HK\$467,276,000 (2022: HK\$733,337,000) and accounted for 44.4% (2022: 59.5%) of the Group's revenue while sales of proprietary and generic products was HK\$585,758,000 (2022: HK\$499,811,000) and contributed 55.6% (2022: 40.5%) of the Group's revenue.

During the year under review, the Group achieved notable milestones with licensed-in products. Bredinin™, one of its licensed-in products, surpassed HK\$100 million in sales, reflecting a remarkable growth of 18.9%. Additionally, Ferplex® achieved sales exceeding HK\$200 million, experiencing a growth rate of 11.3%. Furthermore, the inclusion of Trepstinil Injection (芮旋爾®), Trittico®, and Teglutik® in the NRDL significantly improved their sales performance during the year. Trepstinil Injection (芮旋爾®) achieved sales of HK\$113.7 million, representing a growth of 13.9%. Trittico® demonstrated exceptional growth with sales of HK\$50.8 million, experiencing an impressive increase of 219.3%. Although Teglutik® recorded smaller sales amounts, it experienced exponential growth, with sales of HK\$8.5 million, reflecting an astonishing growth rate of over 27 times. On the other hand, the Group's in-house product, Yallaferon, achieved sales of HK\$225.8 million during the year under review, representing a decline of 9.0%.

The Group made a strategic move into sales under the VBP programme starting in 2022. To date, the Group actively markets two products, Fondaparinux Sodium Injection (立暢青®) and Nadroparin Calcium Injection (立騰菁®), through this program. During the year under review, these products achieved impressive aggregate sales of HK\$22.1 million and HK\$82.7 million, respectively, under the VBP programme. These sales accounted for approximately 10.0% of the Group's total revenue, highlighting the growing significance of its participation in the VBP programme.

Despite the sales growth achieved with numerous products, they can only partly compensate for the loss of revenue incurred due to the expiration of product license and the declining performance of certain products.

The Group achieved a gross profit of HK\$551,311,000 (2022: HK\$770,755,000), representing a decrease of 28.5% compared to the previous year and this decline was in line with the drop in sales. The gross profit margin for the year was 52.4%, which decreased by 10.1 percentage points from 62.5% in 2022. The decrease in gross profit was primarily attributable to the increased supply price of certain imported products; and the inclusion of products under the VBP programme, while contributing to sales, carried lower profit margins.

業務回顧

收益及溢利

於報告年度內，本集團錄得收益1,053,034,000港元，較上一年度的收益1,233,148,000港元減少14.6%。引進產品的銷售額為467,276,000港元(二零二二年：733,337,000港元)，佔本集團收益的44.4%(二零二二年：59.5%)，而專利及仿製產品的銷售額則為585,758,000港元(二零二二年：499,811,000港元)，佔本集團收益的55.6%(二零二二年：40.5%)。

於回顧年度內，本集團的引進產品取得多個重要里程碑。本集團的其中一款引進產品《布累迪寧™》的銷售額突破100,000,000港元，錄得18.9%的顯著增長。此外，《菲普利®》的銷售額超過200,000,000港元，增長率為11.3%。另外，於年內，曲前列尼爾注射液(《芮旋爾®》)、《曲特格®》及《芮舒延®》獲納入醫保藥品目錄，大大改善銷售表現。曲前列尼爾注射液(《芮旋爾®》)錄得銷售額113,700,000港元，增幅為13.9%。《曲特格®》的銷售額增長驕人，達50,800,000港元，急增219.3%。儘管《芮舒延®》錄得較少的銷售額8,500,000港元，惟增長率喜出望外，激增逾27倍。另一方面，於回顧年度內，本集團的自主產品《尤靖安®》錄得銷售額225,800,000港元，下跌9.0%。

本集團自二零二二年起採取戰略性行動，根據藥品集採計劃進行銷售。截至目前為止，本集團積極透過此計劃營銷兩款產品磺達肝癸鈉注射液(《立暢青®》)及那曲肝素鈣注射液(《立騰菁®》)。於回顧年度內，該等產品根據藥品集採計劃錄得理想的銷售總額分別22,100,000港元及82,700,000港元，佔本集團總收益約10.0%，突顯參與藥品集採計劃與日俱增的重要性。

儘管多款產品錄得銷售增長，惟僅能部分抵銷因若干產品之產品許可權屆滿及表現下滑所損失的收益。

本集團錄得毛利551,311,000港元(二零二二年：770,755,000港元)，較上一年度減少28.5%，與銷售下跌相符。本集團本年度的毛利率為52.4%，較二零二二年的62.5%下降10.1個百分點。毛利減少主要是由於若干進口產品的供貨價上升；以及納入藥品集採計劃的產品貢獻的銷售利潤率較低所致。



Management Discussion and Analysis 管理層討論及分析

R&D expenses represented new drugs development in major therapeutic areas such as cardiovascular, woman health, paediatrics, rare diseases, dermatology, and obstetrics, as well as in oncology under a separate R&D arm within the Group.

The Group prioritises R&D for new drug development, recognising its importance for long-term growth. However, the Group also emphasises short-term financial stability. Balancing these priorities, the Group invests strategically in R&D while ensuring immediate financial objectives are met. During the Reporting Year, HK\$219,849,000 (2022: HK\$351,602,000) was spent in R&D activities, significantly reduced by 37.5% as compared to last year and represented 20.9% (2022: 28.5%) to the corresponding yearly revenue. Among which HK\$96,804,000 (2022: HK\$168,885,000) was recognised as expenses and HK\$123,045,000 (2022: HK\$182,717,000) was capitalised as intangible assets. In additions, HK\$7,235,000 (2022: HK\$13,650,000) license fees for development, marketing and commercialisation rights of certain licensed-in products such as Cetraxal® Plus and Teglutik® were recognised as intangible assets during the Reporting Year.

The Group's selling and distribution expenses amounted to HK\$304,296,000 during the Reporting Year, reflecting a decrease of HK\$42,171,000 or 12.2% compared to the same period last year, where expenses were HK\$346,467,000. The selling expenses to revenue ratio for the Reporting Year slightly increased by 0.8 percentage points to 28.9%, compared to 28.1% in the same period last year and was mainly attributable to the launch of new products. The Group allocated adequate resources to strengthen distribution channels, prepare for the rollout of new and upcoming products, and undertake brand transformation for selected products.

During the Reporting Year, the Group's administrative expenses amounted to HK\$188,612,000, indicating a decrease of HK\$9,801,000 or 4.9% compared to the same period last year, where expenses were HK\$198,413,000. The Group remained committed to operating its business in an efficient and effective manner, implementing cost-saving measures to enhance efficiency and profitability.

Within the net profit attributable to the owners of the Company in 2023, there were specific events that had an impact on the overall result. Firstly, there was a gain of HK\$41.6 million from the disposal of Eyprotor® recognised during the year, details of which have been disclosed in the announcement dated 13 November 2023. Additionally, there was a provision of HK\$31.6 million for the diminution in value of certain land use rights and related property, plant, and equipment made due to ongoing sale and purchase transactions, details of which have been disclosed in the announcement dated 22 September 2022, that had not yet been completed. Considering these specific events, along with other factors previously mentioned, the net profit attributable to the owners of the Company in 2023 was HK\$16,698,000, reflecting a decrease of 67.4% compared to the same period in 2022.

研發費用來自心血管、女性健康、兒科、罕見病、皮膚科及產科等各個主要治療領域的新藥開發，以及本集團內的獨立腫瘤科研發分支。

本集團看重開發新藥的研發，肯定其對長期增長的重要性。然而，本集團亦重視短期財務穩定。本集團為平衡此等要務，會戰略性地投資於研發之餘，同時確保達成即時財務目標。於報告年度，219,849,000港元(二零二二年：351,602,000港元)已用於研發活動，較去年大減37.5%，且相當於相應年度收益20.9%(二零二二年：28.5%)，當中96,804,000港元(二零二二年：168,885,000港元)已確認為費用，而123,045,000港元(二零二二年：182,717,000港元)已資本化作為無形資產。此外，《Cetraxal® Plus》及《芮舒延®》等若干引進產品的開發、營銷及商業化權利的專利費7,235,000港元(二零二二年：13,650,000港元)已於報告年度確認為無形資產。

於報告年度，本集團的銷售及分銷費用為304,296,000港元，較去年同期的費用346,467,000港元減少42,171,000港元或12.2%。報告年度銷售費用對收益的比率較去年同期的28.1%微升0.8個百分點至28.9%，主要源於推出新產品。本集團已調撥充足資源支援強化分銷渠道，為推出新產品及即將面世的產品作準備，以及就選定產品進行品牌轉型。

於報告年度，本集團的行政費用為188,612,000港元，較去年同期的費用198,413,000港元減少9,801,000港元或4.9%。本集團仍會致力以具效益及效率的方式經營其業務，推行減省成本措施以提升效益及盈利能力。

於二零二三年的本公司擁有人應佔純利中，存在影響整體業績的特定事件。首先，年內確認出售《睿保特®》的收益41,600,000港元，詳情於日期為二零二三年十一月十三日的公佈內披露。此外，因尚未完成的持續買賣交易(詳情於日期為二零二二年九月二十二日的公佈內披露)就若干土地使用權及相關物業、廠房及設備作出減值撥備31,600,000港元。考慮到此等特定事件，加上前述的其他因素，二零二三年的本公司擁有人應佔純利為16,698,000港元，較二零二二年同期減少67.4%。

Management Discussion and Analysis

管理層討論及分析

Manufacturing Facilities and Production Capability

Over time, there have been considerable changes and upgrades in the Group's manufacturing and production capability.

In the Hefei site, the upgrade of the self-built production line of, and the production of the relevant validation batch of Yallaferon® have been completed, and the facility will undergo GMP compliance inspection in 2024. The production of process scale-up batches and the process validation of the production line for Treprostinil Injection (芮旋爾®) has also completed, thereby significantly increasing the production capacity. Fondaparinux Sodium Injection (立暢青®) and Nadroparin Calcium Injection (立騰菁®) have seen sales growth following the successful bids in the VBP programme and hence, the existing production lines are approaching its maximum capacity. A new pre-filled production line is being designed and constructed to further expand their production capacity and is expected to go into operation in 2024. The production validation for the Phase three clinical trial batches of oral lyophilised powder used as sensitiser in surgery for tumor has been completed. The production of the validation batches and the process validation for a supplemental application in the United States of the innovative liposomal injection for neonatal respiratory distress syndrome has completed.

In the Nansha site, the commercialisation of Azilsartan tablets (憩曇平®), an oral antihypertensive, has commenced following its marketing approval, and process scale-up and production technique enhancement have been underway. Marketing approval has been obtained for Apremilast tablets, a new oral generic drug for psoriasis, and the preparation of its commercialisation has completed. The production line for Fentanyl aerosol inhalation is undergoing process scale-up and validation batch production following the success of the Phase two clinical trial.

The Group's primary objective revolves around improving production yield while simultaneously implementing cost-saving measures. This strategic focus is driven by the necessity to adapt to the evolving market environment.

Drug Development

To date, the Group has a robust pipeline consisting of over 40 projects spanning from early to late-stage development. Notably, an application for ANDA for Epinastine Hydrochloride tablet was submitted in the previous year and is currently under review by the CDE.

製造設施及生產能力

多年來，本集團對其製造及生產能力作出多次大規模變動及升級。

合肥基地方面，《尤靖安®》已完成自建生產線提升和有關驗證批次生產，將在二零二四年進行GMP符合性檢查；曲前列尼爾注射液(《芮旋爾®》)生產線亦已完成工藝放大批次生產與工藝驗證，產能得到較大提升；磺達肝癸鈉注射液(《立暢青®》)和那曲肝素鈣注射液(《立騰菁®》)成功進入藥品集採計劃後實現了銷量增長，現有生產線產能接近飽和，正在進行一條新的放大產能的預充式生產線設計與建設工作，預計將於二零二四年建成投產；用作腫瘤手術顯影劑的口服凍乾粉新劑型產品已在生產線完成三期臨床試驗批次的生產驗證；用作新生兒呼吸窘迫綜合症的創新脂質體注射液已完成用於美國補充申請的驗證批生產與工藝驗證。

南沙基地方面，用作口服降壓藥的阿齊沙坦片(《憩曇平®》)已於獲批准上市後實現商業化生產，並對產能進行放大和生產工藝進行提升；用於銀屑病等的新劑型口服仿製藥阿普米斯特片也已獲批准上市，完成商業化生產準備；生產芬太尼氣溶膠吸入劑的生產線在二期臨床試驗成功後亦正在進行生產線的工藝放大與驗證批次生產。

本集團的主要目標是提高生產產量，並同時實施節約成本的措施。這一戰略重點的推動力來自於適應不斷變化的市場環境的必要性。

藥物開發

截至目前為止，本集團的管道茁壯成長，有超過40個分別處於早期至後期開發階段的項目。值得注意的是，過往年度已提交鹽酸依匹斯汀片簡化新藥申請，正由藥審中心評審。



Management Discussion and Analysis

管理層討論及分析

Major Therapeutic Areas

The Group is currently developing several assets in major therapeutic areas, such as cardiovascular, woman health, paediatrics, rare diseases, dermatology and obstetrics, which includes late-stage programs such as (1) the NDA for Cetraxal® Plus for acute otitis externa (AOE) and acute otitis media with tympanostomy tubes (AOMT), which concluded its Phase III clinical trial stage in 2022, was successfully submitted to and accepted by the CDE in January 2023; (2) Intrarosa® in the treatment of vulvovaginal atrophy (VVA) is currently in Phase III clinical trial stage. To date, all data cleaning and data review meetings have been completed. The clinical database has been locked and unblinded, and the release of the data is imminent; and (3) Phase IIa clinical trial of a Fentanyl aerosol for inhalation has successfully achieved its anticipated endpoints in August 2023, and the findings will be utilised to accelerate the review and approval process for NDA.

Oncology Pipeline

China Oncology Focus Limited (“COF”), a 65% owned subsidiary of the Group, is a clinical development stage company and the Group’s R&D arm focused on oncology with emphasis in immuno-oncology.

In December 2023, Socazolimab, an anti-PD-L1 antibody used in the treatment of recurrent or metastatic cervical cancer, successfully obtained conditional approval in China. This significant milestone demonstrates the Group’s dedication to advancing breakthrough therapies that address critical medical needs. The conditional approval underscores the potential of Socazolimab to provide new treatment options for patients facing this challenging condition. Moving forward, the Group remains steadfast in its commitment to obtaining full approval for Socazolimab in the treatment of recurrent or metastatic cervical cancer, further solidifying its position as an active player in the field of oncology.

To date, COF has successfully built a robust pipeline comprising 10 oncology assets, consisting of 6 innovative treatments and 4 generics. These assets have been developed through a combination of internal development and strategic licensing agreements. Currently, the company is actively advancing the development of several key assets, including (1) Socazolimab, which is currently in Phase III clinical trials for osteosarcoma; (2) Socazolimab, in combination with chemotherapy, is also in Phase III clinical trials for small cell lung cancer, with patient enrollment already completed; (3) Zotiraciclib, an oral multi-kinase inhibitor, is undergoing Phase I clinical trials for glioblastoma; (4) Gimatecan, a topoisomerase I inhibitor, is being evaluated in Phase II clinical trials for ovarian cancer, Phase Ib/II clinical trials for small cell lung cancer, and Phase I clinical trials for pancreatic cancer in China; and (5) Socazolimab in combination with Pexa-vec (an oncolytic virus) is currently in Phase Ib clinical trials for melanoma.

主要治療領域

本集團現正開發心血管、女性健康、兒科、罕見病、皮膚科及產科等主要治療領域的多項資產，包括處於後期開發階段的計劃，例如(1)《Cetraxal® Plus》新藥申請，該藥用於治療急性外耳道炎及伴有鼓膜置管的急性中耳炎，於二零二二年完成第III期臨床試驗階段，並已於二零二三年一月向藥審中心提交新藥申請並獲受理；(2)《Intrarosa®》，用於治療外陰陰道萎縮，目前處於第III期臨床試驗階段。截至目前為止已完成所有數據清洗及數據審查會議。臨床數據庫已鎖定及揭盲，數據即將發表；及(3)芬太尼氣溶膠吸入劑的第IIa期臨床試驗已於二零二三年八月成功達到預期的試驗終點，試驗結果將用於加快新藥申請的審評審批速度。

腫瘤管道

由本集團擁有65%權益的附屬公司中國腫瘤醫療有限公司(「COF」)為本集團在腫瘤科方面的研發分支，並為臨床開發階段公司，專研免疫腫瘤療法領域。

於二零二三年十二月，Socazolimab(用於治療復發性或轉移性宮頸癌的抗PD-L1抗體)，成功於中國取得有條件批文。此乃印證本集團為推進滿足重要醫療需要的突破性療法所作努力的重要里程碑。該有條件批文標誌着Socazolimab為面對此嚴峻狀況的患者提供新治療選項的潛力。展望未來，本集團仍會堅定不移地爭取Socazolimab的完整批文，以治療復發性或轉移性宮頸癌，進一步鞏固其於腫瘤領域的主導業者地位。

截至目前為止，COF的管道茁壯成長，涵蓋10項腫瘤資產，包括6項創新治療及4項仿製藥。該等資產已通過結合內部開發及戰略許可協議開發。目前，該公司現正積極推進多項主要資產的開發進程，包括(1) Socazolimab，現正處於骨肉瘤第III期臨床試驗；(2) Socazolimab，結合化療的小細胞肺癌第III期臨床試驗，已完成患者入組；(3) Zotiraciclib，一種口服多激酶抑制劑，現正進行膠質母細胞瘤第I期臨床試驗；(4) 吉馬替康，一種拓撲異構酶I抑制劑，現正於中國進行卵巢癌第II期臨床試驗、小細胞肺癌第Ib/II期臨床試驗及胰臟癌第I期臨床試驗；及(5) Socazolimab，結合Pexa-vec(溶瘤病毒)，現正進行黑色素瘤第Ib期臨床試驗。

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New Products Approval

During the period under review and up to date, the Group obtained 3 registration certificate approvals from NMPA.

INOmax DS_{IR} Plus

On 25 May 2023, the Medical Device Registration Certificate for INOmax DS_{IR} Plus Delivery System™ (“**INOmax DS_{IR} Plus**”) was obtained from the NMPA. INOmax is a therapy for the treatment of hypoxic respiratory failure (“**HRF**”) associated with pulmonary hypertension (“**PPHN**”) in term and near-term infants greater than 34 weeks gestational age. PPHN is a serious condition in which blood vessels in the lungs constrict, making it difficult to oxygenate blood, often resulting in HRF. INOmax is a vasodilator which selectively relaxes pulmonary blood vessels and, in conjunction with ventilatory support and other appropriate agents, improves oxygenation in this fragile newborn population. At present, the Group is engaged in negotiations with the supplier regarding the commercial launch date of the product. These discussions are aimed at finalising and aligning the necessary arrangements to ensure a successful and timely market introduction.

Apremilast Tablet

On 14 June 2023, the Drug Registration Certificate of a type of Apremilast tablet (specifications: 10 mg, 20 mg and 30 mg) was obtained from the NMPA. Apremilast tablet is an oral small molecule inhibitor of phosphodiesterase-4 (PDE4) specific for cyclic adenosine monophosphate (cAMP). The inhibiting effect of PDE4 increases the level of cAMP in cells. This product is approved for the treatment of adults with moderate to severe plaque psoriasis who are candidates for phototherapy or systemic therapy. In addition, on 3 July 2023, a successful application was made to change the shelf life of this product from 12 months to 36 months. The Group had initially planned to launch the product as per the original timeline. However, after careful consideration and evaluation, the decision has been made to explore the possibility of entering into the upcoming VBP programme instead.

Adasuve®

On 21 November 2023, Adasuve® (Loxapine for Inhalation) has received the Drug Registration Certificate from the NMPA. This approval allows Adasuve® to be used for the acute treatment of agitation associated with schizophrenia or bipolar disorder in adults. The decision is based on successful clinical trials conducted in the US, Europe, and China, with the most recent Phase III trial in China demonstrating a significant reduction in agitation symptoms. Adasuve® offers rapid onset of action, reaching peak plasma levels within 2 minutes, making it an effective option for managing agitation episodes.

新產品批准

於回顧期內及截至目前為止，本集團已取得國家藥監局發出三項註冊證批准。

INOmax DS_{IR} Plus

於二零二三年五月二十五日，《INOmax DS_{IR} Plus Delivery System™》(「**INOmax DS_{IR} Plus**」)取得國家藥監局的醫療器械註冊證。INOmax是一種用於治療患有低氧性呼吸衰竭伴隨肺動脈高壓的足月兒及34週以上早產兒的療法。肺動脈高壓是一種肺血管收縮導致血液難以供氧的嚴重疾病，經常導致低氧性呼吸衰竭。INOmax是一種血管擴張劑，可選擇性地放鬆肺血管，並通過配合換氣裝置及其他適當藥物，改善脆弱新生兒群體的氧合。現時，本集團正就產品的商業推出日期與供應商進行磋商。此等討論旨在落實及協調必要安排，以確保在適當時機推出市場，並獲得成功。

阿普米司特片

於二零二三年六月十四日，一款阿普米司特片(規格為10 mg、20 mg、30 mg)獲得國家藥監局的藥品註冊證。阿普米司特片是一種口服小分子磷酸二酯酶4 (PDE4) 抑制劑，對環磷酸腺苷(cAMP)有特異性，PDE4的抑制作用導致細胞內cAMP水平增加。該產品獲批用於治療符合接受光療或系統治療指徵的中度至重度斑塊狀銀屑病的成人患者。此外，於二零二三年七月三日，該產品成功申請將有效期從12個月延長至36個月。本集團初步計劃按照原訂時間表推出產品。然而，於審慎考慮及評估後，本集團已決定轉而探索進入下一個藥品集採計劃的可能性。

《Adasuve®》

於二零二三年十一月二十一日，《Adasuve®》(洛沙平吸入劑)已取得國家藥監局的藥品註冊證。《Adasuve®》獲批准用於成人精神分裂症或雙相情感障礙相關激越的急性治療。該決定建基於多項在美國、歐洲及中國進行的成功臨床試驗，最新一項為在中國顯示大幅減少激越徵狀的III期試驗。《Adasuve®》迅速起效，兩分鐘即可達到血漿水平頂峰，使其成為管理激越發作的有效選項。



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Sales and Marketing

In response to the intensifying competition within the business landscape, the Group has made significant efforts in recent years to strengthen its sales and marketing capabilities. A key focus area has been market access, recognising its vital importance. The Group has taken proactive measures to equip the market access team with the necessary skills and knowledge to navigate the intricate healthcare landscape in mainland China. These endeavors have already started yielding positive outcomes.

Remarkably, on 18 January 2023, the Group's commercialised products, namely Treprostinil Injection (芮旋爾®), Teglutik®, and Trittico®, were included for the first time in the updated NRDL issued by the China National Healthcare Security Administration. The implementation of this inclusion commenced on 1 March 2023.

To date, a total of 10 products from the Group have been successfully included in the updated NRDL, underscoring the Group's commitment to broadening market access and enhancing patient affordability.

Corporate Development

On 13 November 2023, the Group entered into an Assets Transfer Agreement to transfer the assets related to Eyprotor®, including intellectual property rights, technologies, processes, and other relevant interests, to Zhaoke (Guangzhou) Ophthalmology Pharmaceutical Co., Ltd, an indirect wholly-owned subsidiary of Zhaoke Ophthalmology Limited, for a consideration of RMB60 million, subject to adjustments. The purpose of this disposal is to align with the Group's strategy of focusing its resources on non-ophthalmic business areas. It is expected that this transaction will allow the Company to allocate its resources more effectively in major therapeutic areas and offer a broader range of products. The details of this agreement have been disclosed in the announcement dated 13 November 2023.

銷售及營銷

為應對營商環境日趨激烈的競爭，本集團近年來大力加強銷售及營銷能力。一個重點範疇為市場准入，重要性舉足輕重。本集團已採取多項主動積極措施，為市場准入團隊裝備必要技能及知識，以期於中國內地複雜的醫療形勢中大展拳腳。這些努力已開始取得回報。

值得一提的是，於二零二三年一月十八日，本集團的商業化產品曲前列尼爾注射液(《芮旋爾®》)、《芮舒延®》及《曲特格®》首次獲納入中國國家醫療保障局頒佈的最新版醫保藥品目錄。納入目錄已於二零二三年三月一日實施。

截至目前為止，本集團共有十款產品已獲納入最新版醫保藥品目錄，突顯本集團在擴大市場准入及提高患者負擔能力的努力。

企業發展

於二零二三年十一月十三日，本集團已訂立資產轉讓協議，以向兆科(廣州)眼科藥物有限公司(為兆科眼科有限公司的間接全資附屬公司)轉讓與《睿保特®》有關的資產，包括知識產權、技術、程序及其他相關利益，代價為人民幣60百萬元(可予調整)。是項出售的目的符合本集團集中資源發展非眼科業務的策略。預期此交易將讓本公司更有效調撥資源至主要治療領域，為該等領域提供更多產品。此協議的詳情於日期為二零二三年十一月十三日的公佈內披露。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue and Net Profit Attributable to the Owners of the Company

The Group's revenue decreased from HK\$1,233,148,000 in 2022 to HK\$1,053,034,000 in 2023, representing a decrease of HK\$180,114,000 or 14.6%. During the Reporting Year, sales of proprietary and generic products increased by 17.2% and sales of licensed-in products decreased by 36.3%.

Revenue	收益	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	Change 變動
Proprietary and generic products	專利及仿製產品	585,758	499,811	+17.2%
Licensed-in products	引進產品	467,276	733,337	-36.3%
Total	總計	1,053,034	1,233,148	-14.6%

Net profit attributable to the owners of the Company decreased by 67.4% from HK\$51,284,000 in 2022 to HK\$16,698,000 in 2023.

Gross Profit Margin

Gross profit margin for the Reporting Year decreased by 10.1 percentage points from 62.5% in 2022 to 52.4% in 2023. Decrease in gross profit margin was primarily attributable to the increased supply price of certain imported products; and the inclusion of products under the VBP programme, while contributing to sales, carried lower profit margin.

Other Income

Other income was HK\$77,257,000 for the Reporting Year, a mild increase of 4.8% or HK\$3,523,000 as compared to the same period in last year. Other income included development grants from local government, rental and utilities income, and research and development service income. Compared to the year 2022, the increased level of government and development grants counterbalanced the decrease in research and development service income. As a result, the overall level of other income for the Reporting Year was elevated.

財務回顧

收益及本公司擁有人應佔純利

本集團收益由二零二二年的1,233,148,000港元減至二零二三年的1,053,034,000港元，減少180,114,000港元或14.6%。於報告年度內，專利及仿製產品的銷售增加17.2%，引進產品的銷售則減少36.3%。

本公司擁有人應佔純利由二零二二年的51,284,000港元減少67.4%至二零二三年的16,698,000港元。

毛利率

報告年度的毛利率由二零二二年的62.5%下跌10.1個百分點至二零二三年的52.4%，主要由於若干進口產品的供貨價上升；以及納入藥品集採計劃的產品貢獻的銷售利潤率較低所致。

其他收入

報告年度的其他收入為77,257,000港元，較去年同期溫和增加4.8%或3,523,000港元。其他收入包括地方政府授予的開發補助、租金及公共服務收入以及研究及開發服務收入。與二零二二年度比較，政府及開發補助增加，抵銷研究及開發服務收入水平減幅。因此，報告年度的其他收入水平整體上升。



Management Discussion and Analysis

管理層討論及分析

Other Gains and Losses, Net

Other gains and losses experienced a net gain of HK\$5,977,000 for the Reporting Year in contrast to the previous year's net loss of HK\$54,427,000. Among the other gains and losses last year there was a net fair value loss of HK\$46,360,000 on certain unlisted investments due to the negative impact from the changes in market conditions. For the Reporting Year, other gains and losses included a one-time gain of HK\$41.6 million from the disposal of intangible assets, partially net off by a total impairment loss provision of HK\$33.0 million on property, plant and equipment, right-of-use assets, and intangible assets.

Selling and Distribution Expenses

Selling and distribution expenses was HK\$304,296,000 for the Reporting Year, reflecting a 12.2% decrease compared to the corresponding period of the previous year of HK\$346,467,000, representing 28.9% of the Group's revenue, increased by 0.8 percentage point from the prior year's 28.1%. The Group allocated adequate resources to strengthen distribution channels, prepare for the rollout of new and upcoming products, and undertake brand transformation for selected products.

Administrative Expenses

Administrative expenses for the Reporting Year amounted to HK\$188,612,000, indicating a decrease of HK\$9,801,000 or 4.9% compared to the same period last year, accounted for 17.9% of the Group's revenue for the Reporting Year, and increased by 1.8 percentage points from 16.1% in 2022. The Group remained committed to operating its business in an efficient and effective manner, implementing cost-saving measures to enhance efficiency and profitability.

Research and Development Expenses

R&D expenses for the Reporting Year decreased by HK\$72,081,000 compared to the corresponding year to HK\$96,804,000, and accounted for 9.2% of the Group's revenue, decreased by 4.5 percentage points from the prior year's 13.7%. Together with the capitalised R&D costs of HK\$123,045,000,000 (2022: HK\$182,717,000), the total amount spent in R&D activities during the Reporting Year was HK\$219,849,000, decreased by HK\$131,753,000 or 37.5% compared to the corresponding year.

Taxation

Income tax expense for the Reporting Year decreased by HK\$11,190,000 compared to the same period last year to HK\$10,836,000. The Group's effective tax rate was slightly increased by 2.7 percentage points from approximately 32.5% in the prior year to 35.2% for the Reporting Year. Certain impairment losses on assets with no tax impact led to the increase in effective rate in the Reporting Year.

其他收益及虧損淨額

報告年度的其他收益及虧損出現收益淨額5,977,000港元，而去年則錄得虧損淨額54,427,000港元。去年的其他收益及虧損包括因市況變動造成負面影響而令若干非上市投資產生的公平值虧損淨額46,360,000港元。報告年度內，其他收益及虧損包括出售無形資產的一次性收益41.6百萬港元，惟部分被物業、廠房及設備、使用權資產以及無形資產的減值虧損撥備合共33.0百萬港元抵銷。

銷售及分銷費用

報告年度的銷售及分銷費用為304,296,000港元，較去年同期346,467,000港元減少12.2%，佔本集團收益28.9%，較去年佔28.1%上升0.8個百分點。本集團已調撥充足資源強化分銷渠道，為推出新產品及即將面世的产品作準備，以及就選定產品進行品牌轉型。

行政費用

報告年度的行政費用為188,612,000港元，較去年同期減少9,801,000港元或4.9%，佔本集團報告年度收益17.9%，較二零二二年的16.1%上升1.8個百分點。本集團繼續致力以具效益及效率的方式經營其業務，推行節省成本措施以提升效益及盈利能力。

研究及開發費用

報告年度的研發費用較去年減少72,081,000港元至96,804,000港元，佔本集團收益9.2%，較去年的13.7%下降4.5個百分點。連同資本化的研發成本123,045,000,000港元（二零二二年：182,717,000港元），於報告年度內用於研發活動的總額為219,849,000港元，較去年減少131,753,000港元或37.5%。

稅項

報告年度的所得稅開支較去年同期減少11,190,000港元至10,836,000港元。於報告年度內，本集團實際稅率由去年約32.5%輕微上升2.7個百分點至35.2%。並無稅務影響的若干資產減值虧損導致報告年度內的實際稅率上升。

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管理層討論及分析

Investments Held

As at 31 December 2023, the Group's investment portfolio amounted to approximately HK\$699,451,000 (31 December 2022: HK\$554,751,000) as recorded in the consolidated statement of financial position under various categories including:

- interests in associates which are accounted for by using equity method;
- financial assets at fair value through profit or loss ("FVTPL"); and
- financial assets at fair value through other comprehensive income ("FVTOCI").

Changes in respective items in the consolidated statement of financial position have been disclosed in the notes to the consolidated financial statements in this annual report.

Details of the significant investments in the portfolio under financial assets as at 31 December 2023 are as follows:

持有投資

於二零二三年十二月三十一日，本集團的投資組合約達699,451,000港元(二零二二年十二月三十一日：554,751,000港元)，記錄於綜合財務狀況表中的各個類別，包括：

- 透過權益法入賬的於聯營公司的權益；
- 按公平值透過損益列賬的財務資產；及
- 按公平值透過其他全面收益列賬的財務資產。

綜合財務狀況表中各項目的變動已於本年報中的綜合財務報表附註披露。

於二零二三年十二月三十一日，財務資產項下投資組合的重大投資詳情如下：

Description of investment	Approximate investment cost as at 31 December 2023	Fair value as at 31 December 2023	Approximate percentage to the Group's audited total assets as at 31 December 2023	Changes in fair value during the year 2023 Increase/ (Decrease)
投資詳情	於二零二三年十二月三十一日的概約投資成本 HK\$'000 千港元	於二零二三年十二月三十一日的公平值 HK\$'000 千港元	佔本集團於二零二三年十二月三十一日的經審核資產總值概約百分比	二零二三年度內的公平值變動增加/(減少) HK\$'000 千港元
ZKO (Note 1) 兆科眼科(附註1)	2,321,626	545,859	18.9%	128,519
Other financial assets at FVTOCI (Note 2) 其他按公平值透過其他全面收益列賬的財務資產(附註2)	675,180	136,983	4.7%	11,774
Total financial assets at FVTOCI 按公平值透過其他全面收益列賬的財務資產總值	2,996,806	682,842	23.6%	140,293
Financial assets at FVTPL (Note 2) 按公平值透過損益列賬的財務資產(附註2)	57,078	11,564	0.4%	(1,572)
Total financial assets 財務資產總值	3,053,884	694,406	24.0%	138,721



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Notes:

1. ZKO, a company listed on the Stock Exchange (Stock code: 6622), is an ophthalmic pharmaceutical company principally engaged in the research and development, manufacturing and commercialisation of therapies that address significant unmet medical needs. The Group directly held 138,192,000 shares of ZKO, representing 25.3% of the total issued shares of ZKO as at 31 December 2023. During the Reporting Year, the Group did not receive any dividend income from ZKO. The Group takes a longer-term view on this investment and will closely monitor the progress of the clinical development programs of ZKO.
2. None of the carrying amount of each of the financial assets therein constitutes 5% or more of the Group's total assets as at 31 December 2023.

The Group will closely monitor the performance of its investment portfolio, continue to invest strategically, and explore opportunities to monetise some of the existing investments if suitable market opportunities arise.

Save as disclosed above, the Group did not have any significant investment as at 31 December 2023.

Liquidity and Financial Resources

The Group's principal sources of working capital in the current year mainly included cash flow generated from operating activities and bank borrowings.

As at 31 December 2023, the Group's current ratio (current assets divided by current liabilities) was 1.01 (31 December 2022: 1.00). As at 31 December 2023, the Group had net debt position of HK\$19,563,000 (31 December 2022: net cash of HK\$35,211,000) which represented by below:

Net (debt)/cash position	(債務)/現金淨額狀況	2023	2022
		二零二三年 HK\$'000 千港元	二零二二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	171,000	189,301
Pledged deposits	已抵押存款	2,192	-
Less: Bank borrowings and overdrafts	減：銀行借款及透支	(192,755)	(154,090)
		(19,563)	35,211

The calculation of Group's gearing ratio based on the net borrowings (after deducting cash and bank balances) to equity attributable to the owners of the Company was 0.01 as at 31 December 2023 (31 December 2022: Nil).

Taking into consideration the existing financial resources available to the Group, it is believed that the Group should have adequate financial resources to meet its operation and development requirements in the future.

附註：

1. 兆科眼科為於聯交所上市(股份代號：6622)的眼科藥品公司，主要從事療法的研究、開發、製造及商業化，以滿足巨大的醫療需求缺口。本集團直接持有138,192,000股兆科眼科股份，相當於二零二三年十二月三十一日兆科眼科已發行股份總數的25.3%。於報告年度內，本集團並無自兆科眼科收取任何股息收入。本集團視此項投資為長線投資，並將密切監察兆科眼科臨床開發計劃的進展。
2. 於二零二三年十二月三十一日，其中每項財務資產的賬面金額均不構成本集團總資產的5%或以上。

本集團將密切監察投資組合的表現，繼續進行策略性投資，並會在市場出現合適時機時，物色機會將部分現有投資變現。

除上文所披露者外，本集團於二零二三年十二月三十一日概無任何重大投資。

流動資金及財務資源

本集團於本年度的主要營運資金來源主要包括經營業務產生的現金流量及銀行借款。

於二零二三年十二月三十一日，本集團的流動比率(流動資產除以流動負債)為1.01(二零二二年十二月三十一日：1.00)。於二零二三年十二月三十一日，本集團的債務淨額狀況為19,563,000港元(二零二二年十二月三十一日：現金淨額35,211,000港元)，列示如下：

本集團基於借款淨額(扣除現金及銀行結餘後)對本公司擁有人應佔權益計算的資產負債率於二零二三年十二月三十一日為0.01(二零二二年十二月三十一日：零)。

經考慮可供本集團使用的現有財務資源後，相信本集團擁有充裕財務資源以應付日後在營運及發展方面所需。

Management Discussion and Analysis

管理層討論及分析

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial conditions of its customers. To manage liquidity risk, the management of the Group closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Foreign Exchange Exposure

Currently, the Group earns revenue and incurs costs mainly in Renminbi, Hong Kong dollars, European Union euro, Japanese Yen, New Taiwan dollars and United States dollars. The Directors believe that the Group does not have foreign exchange problems in meeting its foreign exchange requirements. The Group will continue to monitor closely its foreign currency exposure and to consider hedging significant foreign currency exposure when necessary.

Pledge of Assets

Details of the pledge of assets of the Group as at 31 December 2023 are set out in note 41 to the consolidated financial statements.

Contingent Liabilities

Details of the contingent liabilities of the Group as at 31 December 2023 are set out in note 42 to the consolidated financial statements.

Employee Information

As at 31 December 2023, the Group had 1,057 (31 December 2022: 1,102) employees working in Hong Kong, Mainland China, Taiwan and Thailand.

理財政策

本集團在理財方面採取較審慎的政策。本集團透過持續就客戶的財務狀況進行信貸評估，致力將信貸風險降至最低。就管理流動資金風險而言，本集團管理層密切監控本集團的流動資金狀況，以確保本集團資產、負債及承擔的流動資金架構可應付本集團的資金需要。

外匯風險

目前，本集團所賺取的收益及所產生的成本主要以人民幣、港元、歐元、日圓、新台幣及美元計值。董事相信本集團在應付外匯需要時不會面對外匯問題。本集團將繼續密切監察外幣風險，並考慮於有需要時對沖重大外幣風險。

資產質押

本集團於二零二三年十二月三十一日的資產質押詳情載於綜合財務報表附註41。

或然負債

本集團於二零二三年十二月三十一日的或然負債詳情載於綜合財務報表附註42。

僱員資料

於二零二三年十二月三十一日，本集團於香港、中國內地、台灣及泰國工作的僱員人數為1,057人(二零二二年十二月三十一日：1,102人)。



Management Discussion and Analysis

管理層討論及分析

The Group's emolument policies are formulated on the performance of individual employees and based on the trends of salaries in various regions, which will be reviewed regularly every year. Apart from mandatory provident fund scheme, retirement benefit scheme and medical insurance, employees share options may also award to employees according to the assessment of individual performance.

PROSPECT

The Group faces several hurdles due to increased competition and evolving market dynamics. A significant concern arises from the inclusion of lower-margin products in the national reimbursement scheme or national VBP programme, necessitating the Group's diligent approach to operations. Additionally, elevated operating costs, coupled with the impact of inflation, consistently challenge the Group, demanding strategic management and attention.

Furthermore, the Group will continue implementing cost control measures and emphasising efficiency throughout the value chain, with a particular focus on sales and R&D. These efforts aim to improve profitability and ensure long-term sustainability.

In light of these challenges, the Group will remain focused on its objectives and unwavering in its commitment to success. The Group firmly believes that these initiatives will ultimately create more value to reward its shareholders for their unwavering support.

本集團的酬金政策乃按個別僱員的表現及基於不同地區的薪金趨勢而定，並會每年定期檢討。除強制性公積金計劃、退休福利計劃及醫療保險外，本集團亦會按照個別表現評估向僱員授出僱員購股權。

展望

競爭日益激烈，市場動向亦不斷變化，令本集團面對重重障礙。其中一個關注要點源於納入國家醫保計劃或國家藥品集採計劃的產品利潤下調，本集團因而在業務營運上要精打細算。此外，運營成本上升，加上通脹影響，對本集團構成持續挑戰，需要本集團實行策略性管理並格外留神。

另外，本集團將繼續實施成本控制措施，強調整條價值鏈的效益，尤其聚焦銷售及研發。此等工作旨在提高盈利能力及確保長期可持續發展。

面對重重挑戰，本集團將繼續專心致志，發奮圖強。本集團堅信，此等舉措最終會創造更多價值，回饋股東的鼎力支持。

Directors and Key Personnel Profiles

董事及主要人員履歷

EXECUTIVE DIRECTORS

Lee Siu Fong

Chairman, chairman of nomination committee and member of management committee, aged 67

Ms. Lee Siu Fong joined the Group in April 1997 and has since been responsible for the Group's financial affairs. She is an entrepreneur and had since 1992 established and run several companies with primary responsibility in financial affairs. She is the sister of Ms. Leelalertsuphakun Wanee and Dr. Li Xiaoyi.

Leelalertsuphakun Wanee

Managing Director, Chief Marketing & Sales Officer, member of remuneration committee and chairman of management committee, aged 70

Ms. Leelalertsuphakun Wanee joined the Group in April 1997. She was appointed the Chief Marketing & Sales Officer in September 2003 and has been responsible for the Group's sales and marketing activities since then. She is a non-executive director of ZKO. She is the sister of Ms. Lee Siu Fong and Dr. Li Xiaoyi.

執行董事

李小芳

主席、提名委員會主席及管理委員會成員，**67歲**

李小芳女士於一九九七年四月加盟本集團，自此負責本集團的財務事宜。彼為企業家，而自一九九二年以來，已成立及經營多家公司並專責財務事宜。彼為李燁妮女士的胞妹及李小羿博士的胞姊。

李燁妮

董事總經理、市場推廣及銷售總監、薪酬委員會成員及管理委員會主席，**70歲**

李燁妮女士於一九九七年四月加盟本集團。於二零零三年九月，彼獲委任為市場推廣及銷售總監，自此負責本集團的銷售及市場推廣工作。彼為兆科眼科的非執行董事。彼為李小芳女士及李小羿博士的胞姊。



Directors and Key Personnel Profiles 董事及主要人員履歷

NON-EXECUTIVE DIRECTORS

Li Xiaoyi

Senior adviser, aged 61, PhD

Dr. Li Xiaoyi holds a PhD in Pharmacology from the University of Illinois at Chicago and was a postdoctoral fellow with Parke-Davis Research Division of Warner-Lambert company in the United States. He is an Honorary Fellow and Adjunct Professor at the Hong Kong University of Science and Technology. He was appointed as a member of the Chinese People's Political Consultative Conference of Anhui Province in China in January 2018. He is the founder of the Group and has been responsible for the daily operations and research and development of the Group since 1994 to April 2021. He was re-designated as a non-executive director of the Company and commenced serving as a senior adviser to the Company on 29 April 2021. He is also the chairman and executive director of ZKO.

James Charles Gale

Aged 73

Mr. James Charles Gale joined the Board on 2 January 2022. He obtained a master's degree in Business Administration from the University of Chicago. He is the co-founder and managing director of Signet Healthcare Management LLC ("Signet"), a private equity firm based in New York City. Founded in 1998, the firm provides growth equity to commercial-stage life sciences companies. He serves on the board of directors of a number of Signet portfolio companies including Ascendia Pharmaceuticals Inc, Bionpharma Inc (Chairman), Chr Olesen Synthesis A/S, Juno Pharmaceuticals Inc, Pharmaceuticals International, Inc and Pharma Nobis LLC. He is also on the board of two public companies: Knight Therapeutics Inc (TSX: GUD) and Hyloris Pharmaceuticals SA (Euronext: HYL).

非執行董事

李小羿

高級顧問，61歲，PhD

李小羿博士持有芝加哥伊利諾大學藥物學博士學位，曾在美國公司Warner-Lambert的Parke-Davis研究部門從事博士後研究。彼為香港科技大學榮譽院士及兼任教授。彼於二零一八年一月獲委任為中國安徽省中國人民政治協商會議委員。彼乃本集團的創辦人，自一九九四年起直至二零二一年四月負責本集團的日常業務及研發事務。彼於二零二一年四月二十九日調任本公司非執行董事，並開始擔任本公司的高級顧問。彼亦為兆科眼科的主席兼執行董事。

James Charles Gale

73歲

James Charles Gale先生於二零二二年一月二日加入董事會。彼取得芝加哥大學工商管理碩士學位。彼為以紐約市為基地的私募股權公司Signet Healthcare Management LLC (「Signet」)的共同創辦人及董事總經理。該公司於一九九八年創立，向處於商業階段的生命科學公司提供成長型股權。彼效力多間Signet組合公司的董事會，包括Ascendia Pharmaceuticals Inc、Bionpharma Inc (主席)、Chr Olesen Synthesis A/S、Juno Pharmaceuticals Inc、Pharmaceutics International, Inc及Pharma Nobis LLC。此外，彼亦為兩間公眾公司Knight Therapeutics Inc (TSX: GUD) 及 Hyloris Pharmaceuticals SA (Euronext: HYL)的董事會成員。

Directors and Key Personnel Profiles

董事及主要人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chan Yau Ching, Bob

Chairman of audit committee, member of remuneration committee and member of nomination committee, aged 61, PhD, MBA, BBA, CFA, MHKSI

Dr. Chan Yau Ching, Bob joined the independent Board on 14 January 2002. He has extensive experience in corporate development and financial management of high-growth companies. He had been a finance professor, researcher and consultant. He had also served directorship at various listed and privately held companies in Hong Kong and in the United States. He was appointed as the independent non-executive director of Hangzhou Huaxing Chuangye Communication Technology Co., Ltd., which is a listed company on the Shenzhen Stock Exchange, from December 2018 to November 2020. Currently, he is the managing director of KBR Capital Limited, a company engaged in advising clients on management and investment activities in China and Hong Kong. He is also the independent non-executive director of China High Speed Transmission Equipment Group Co., Ltd. and Daisho Microline Holdings Limited, which are listed companies on the Main Board of the Stock Exchange. He does not have any relationship with any Director, substantial shareholder or controlling shareholder of the Company.

Cheang Yee Wah, Eva

Member of audit committee, aged 49, CFA, CPA

Ms. Cheang Yee Wah, Eva joined the independent Board on 17 May 2023. She is a company secretary of Founder Holdings Limited, a listed company on the Main Board of the Stock Exchange, since 2018. She received a Bachelor of Business Administration from The University of Hong Kong and Master of Finance (Corporate Finance) from The Hong Kong Polytechnic University. She is a Chartered Financial Analysts Charterholder, a member of The Hong Kong Institute of Certified Public Accountants and an associate member of The Hong Kong Chartered Governance Institute. She has over 20 years' experience in financial management, including 10 years of experience in accounting, finance, audit and corporate finance with an international audit firm and listed companies in Hong Kong. She does not have any relationship with any Director, substantial shareholder or controlling shareholder of the Company.

獨立非執行董事

陳友正

審核委員會主席、薪酬委員會成員及提名委員會成員，61歲，PhD, MBA, BBA, CFA, MHKSI

陳友正博士於二零零二年一月十四日加入獨立董事會。彼於高增長公司的企業發展及財務管理方面擁有豐富經驗。彼曾為財務系教授、研究員及顧問，亦曾擔任香港及美國多間上市及私人公司的董事職務。於二零一八年十二月至二零二零年十一月，彼獲委任為杭州華星創業通信技術股份有限公司（一間深圳證券交易所上市公司）的獨立非執行董事。現時，彼為KBR Capital Limited的董事總經理，該公司於中國及香港從事向客戶提供管理及投資活動建議的業務。彼亦為中國高速傳動設備集團有限公司及大昌微綫集團有限公司（均為聯交所主板上市公司）的獨立非執行董事。彼與本公司任何董事、主要股東或控股股東概無任何關係。

蔣綺華

審核委員會成員，49歲，CFA, CPA

蔣綺華女士於二零二三年五月十七日加入獨立董事會。彼自二零一八年起為聯交所主板上市公司方正控股有限公司之公司秘書。彼擁有香港大學工商管理學士學位及香港理工大學金融學碩士（企業金融）。彼為特許金融分析師特許持有人、香港會計師公會會員及香港公司治理公會會員。彼擁有逾二十年財務管理經驗，其中十年為於國際性核數師行及香港上市公司之會計、財務、審核及企業金融經驗。彼與本公司任何董事、主要股東或控股股東概無任何關係。



Directors and Key Personnel Profiles 董事及主要人員履歷

Tsim Wah Keung, Karl

Chairman of remuneration committee, member of audit committee and member of nomination committee, aged 65, PhD, MPhil, BSc

Dr. Tsim Wah Keung, Karl joined the independent Board on 20 September 2004. He currently serves as Chair Professor of Life Science at the Hong Kong University of Science and Technology. He holds a Bachelor of Science degree and a Master degree in Biochemistry from The Chinese University of Hong Kong, and a Doctorate in Molecular Neurobiology from the University of Cambridge. He has published numerous articles in biological sciences and traditional Chinese medicines. He also serves in several local committees in advising the development of traditional Chinese medicine as health food products. He does not have any relationship with any Director, substantial shareholder or controlling shareholder of the Company.

SENIOR MANAGEMENT

Chow Yiu Ming

Group Chief Financial Officer & Company Secretary, aged 50

Mr. Chow Yiu Ming joined the Company in October 2014 and is responsible for the accounting and corporate finance functions of the Group. He has over 25 years of experience in accounting, auditing, financial management and corporate finance. Prior to joining the Company, he had held several senior positions with listed and private companies in Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Hong Kong Institute of Directors. He holds a Bachelor of Business Administration degree, majoring in Accounting and Finance, from the University of Hong Kong and a Master of Science in Professional Accountancy degree from the University of London. He is also an independent non-executive director of Fortune Sun (China) Holdings Limited which is a listed company on the Main Board of the Stock Exchange.

詹華強

薪酬委員會主席、審核委員會成員及提名委員會成員，65歲，PhD, MPhil, BSc

詹華強博士於二零零四年九月二十日加入獨立董事會。彼目前為香港科技大學生命科學部首席教授，擁有香港中文大學頒授的理學學士學位及生物化學碩士學位以及劍橋大學頒授的分子神經生物學博士學位。彼曾發表多篇有關生物科學及傳統中藥的論文，亦為本地多個有關發展傳統中藥作為保健食品的顧問委員會成員。彼與本公司任何董事、主要股東或控股股東概無任何關係。

高級管理人員

鄒耀明

集團財務總監及公司秘書，50歲

鄒耀明先生於二零一四年十月加盟本公司，負責本集團的會計及企業財務職能，於會計、審核、財務管理及企業融資方面擁有逾二十五年的經驗。在加盟本公司前，彼曾於香港多間上市及私人公司擔任要職。彼為英國特許公認會計師公會資深會員、香港會計師公會會員及香港董事學會資深會員。彼持有香港大學頒授的工商管理學士學位，主修會計及財務，並持有倫敦大學專業會計學理學碩士學位。彼亦為富陽(中國)控股有限公司(一間聯交所主板上市公司)的獨立非執行董事。

Directors and Key Personnel Profiles

董事及主要人員履歷

Jiao Zhongyu

Group Deputy General Manager & General Manager of the Risk Control Centre, aged 54

Mr. Jiao Zhongyu was appointed as the legal adviser of PRC investment by the Group in 1999 in his capacity as a practising lawyer in PRC. He has been appointed as the director of Zhaoke Hefei since 2010 and has extensive experience in the government affair and legal affairs. In 2012, he has been appointed as the Chief Officer of the enterprise development department thereof and responsible for the Group's strategic planning and development. The Group established the risk control centre in 2020 and he has been appointed as the General Manager. He is responsible for the daily operations of the Group's legal department and the compliance and audit department.

Tsui Victor Kailok

Chief Manufacturing Officer, Licensed Professional Engineer, aged 57, P.E. MSc

Mr. Victor Tsui graduated from The Hong Kong Polytechnics University and University of Wisconsin with a master degree in Engineering. Before joining the Group, he worked for various pharmaceuticals companies in the United States for over 25 years and was responsible for production management. He joined the Group in 2009 as Chief Operating Officer of Powder Pharmaceuticals Incorporated ("PPI", an associated company of the Group). He has been appointed as Chief Manufacturing Officer of the Group since 2012 to oversee the Group's manufacturing operations. He has also been appointed as director of PPI since 22 March 2013.

Yang Zhongqiang

Executive Deputy General Manager of Zhaoke Pharmaceutical (Hefei) Co. Limited, aged 49

Mr. Yang Zhongqiang holds a master's degree in Pharmaceutical Engineering from Shandong University and has a practicing pharmacist certification. He has been working for the Group for more than 20 years, and has been working in the Department of Research and Development of New Drugs and Quality Department of Zhaoke Hefei. He has extensive experience in the research and development of new drug, project management and quality management. He had served as the quality authorised person of Zhaoke Hefei since 2012 to oversee the its drug quality management and protection works. In 2017, he has been appointed as the Executive Deputy General Manager of Zhaoke Hefei.

焦仲宇

集團副總經理及風險控制中心總經理，54歲

焦仲宇先生於一九九九年以中國執業律師身份獲委任為本集團在中國投資企業的法律顧問。彼自二零一零年起出任兆科合肥的董事，在政府事務及法律事務方面擁有豐富經驗。彼於二零一二年獲委任為企業發展部總監，負責本集團戰略規劃及發展佈局等方面工作。本集團於二零二零年成立風險控制中心，彼獲委任為總經理職務並負責本集團法務部、合規審計部等日常工作。

徐啟樂

生產總監，持牌專業工程師，57歲，P.E. MSc

徐啟樂先生畢業於香港理工大學及威斯康辛大學，擁有工程碩士學位。於加盟本集團前，彼曾任職於美國不同製藥公司逾二十五年，負責生產管理工作。彼於二零零九年加盟本集團，擔任普樂藥業有限公司（「普樂藥業」，本集團的聯營公司）的營運總監。彼自二零一二年起出任為本集團的生產總監，以監督本集團的生產業務。彼自二零一三年三月二十二日起亦出任普樂藥業的董事。

楊中強

兆科藥業(合肥)有限公司常務副總經理，49歲

楊中強先生持有山東大學製藥工程碩士學位和執業藥師資格證書，効力本集團逾二十年，一直任職於兆科合肥新藥研發部及質量部，在新藥研發、項目管理及質量管理等方面擁有豐富的經驗。彼自二零一二年起出任兆科合肥質量授權人，以監督兆科合肥藥物的質量管理和保障工作。於二零一七年，彼獲委任為兆科合肥常務副總經理。



Directors and Key Personnel Profiles 董事及主要人員履歷

Zhang Zeyun

General Manager of the Group Commercial Operations Centre and Executive Deputy General Manager of Guangzhou Zhaoke Lian Fa Pharmaceutical Limited, aged 43

Mr. Zhang joined the Group in October 2018 and is responsible for the business management of the Group's direct sales team in China. He graduated from Guangzhou University of Chinese Medicine with a bachelor degree in Chinese Medicine. Before joining the Group, he worked for several multinational pharmaceutical and healthcare companies in China for over 15 years and was responsible for sales and market access management. In March 2019, he was appointed as Commercial Operations Director of the Group and Executive Deputy General Manager of Guangzhou Zhaoke Lian Fa Pharmaceutical Limited ("Zhaoke Lian Fa"), and is responsible for the commercial operations of the Group and the daily operations management of Zhaoke Lian Fa, such as rationalise marketing format innovation, responsible for the Group market access department, establish non-medical market sales team, and responsible for overall operations management of the oncology products marketing team. He is currently served as General Manager of the Group Commercial Operations Centre ("GCOC"), responsible for the development and management of the GCOC.

Fang Ling

Corporate Culture and Public Relations Director of the Group, aged 55

Ms. Fang Ling graduated from Anhui College of Traditional Chinese Medicine (currently known as Anhui University of Traditional Chinese Medicine) with a major in traditional Chinese medicine in 1992, and received her Master of Business Administration in pharmaceutical management degree from Business School, Renmin University of China in 2004. Before she joined the Group in March 1999, she had served Anhui Province Shucheng County Chengguan Town Hospital Division during 1993 to 1998 as a Chinese medicine practitioner. She had been serving for the Group for over 20 years in various positions. She has been appointed Corporate Culture and Public Relations Director of the Group in April 2019 and also serves as the chief supervisor of the Beijing branch of Zhaoke Hefei and the special assistant of the Chairman, and is responsible for the external affairs such as brand building and public relations for the Group, and internal affairs such as corporate culture development, brand development plan, corporate promotion strategy formulation, preparation and organisation. She is also responsible for the management of Lee's Pharm internet-based official account for corporate promotion, official website, management and operation of the internal newsletter "Zhaoke Communication", as well as the management of the daily operations of the Beijing branch of Zhaoke Hefei.

張澤雲

集團營銷中心總經理及廣州兆科聯發醫藥有限公司常務副總經理，43歲

張先生於二零一八年十月加盟本集團，負責本集團中國終端銷售團隊的商務管理。彼畢業於廣州中醫藥大學，擁有中藥學本科專業。在加盟本集團之前，彼曾任職於中國多間跨國醫藥及醫療公司超過十五年，負責銷售及市場准入的管理工作。於二零一九年三月，彼獲委任為本集團商務運營部總監及廣州兆科聯發醫藥有限公司（「兆科聯發」）常務副總經理，負責本集團商務運營工作及兆科聯發的日常運作管理，包括整理新營銷業態，負責本集團准入部門，成立非醫學市場銷售團隊，並負責腫瘤產品事業團隊的整體運營管理。彼目前擔任集團營銷中心總經理，負責集團營銷中心發展及管理工作。

方玲

集團企業文化及公共關係部總監，55歲

方玲女士一九九二年畢業於安徽中醫學院（現稱為安徽中醫藥大學）中醫專業，並於二零零四年取得中國人民大學商學院醫藥工商管理碩士學位。一九九九年三月加盟本集團之前，彼於一九九三年至一九九八年任職於安徽省舒城縣城關鎮醫院分院，出任中醫醫生。彼於本集團任職超過二十年，擔任過多個職位。彼於二零一九年四月獲委任為本集團企業文化及公共關係部總監，並兼任兆科合肥北京分公司總監理及董事長特別事務助理，負責對外提升本集團品牌建設、公眾關係維護，對內打造企業文化價值觀、品牌發展計劃，組織、參與企業宣傳策略制定，方案撰寫與策劃。此外，彼負責李氏大藥廠企業宣傳視窗公眾號、官網、內刊《兆科通訊》的管理及運營，以及兆科合肥北京分公司的日常業務運營管理等。

Directors and Key Personnel Profiles

董事及主要人員履歷

Chen Yueshen

Director of Administration in China, aged 65

Mr. Chen Yueshen had been serving for the Group for more than 20 years in various positions such as the director and Deputy General Manager of Zhaoke Hefei, Chief Operating Officer of the Group and the Deputy General Manager of Zhaoke Guangzhou. He was responsible for the daily operations of Zhaoke Hefei, including being responsible for the production and quality management of Zhaoke Hefei. He has extensive experience in quality management systems and GMP production. In November 2018, he was appointed as the Director of Administration in China and is responsible for the Group's administrative matters in China.

Yin Lei

Associate Director, R&D of the Group, aged 51

Mr. Yin Lei holds a bachelor's degree from the Anhui University of Chinese Medicine. He is also a licensed pharmacist. He joined the Group in 2014 and is responsible for the research and development of new drugs. He has been engaged in drug research and development for over 20 years and has led to many successful cases in the field of small molecule drugs, peptide drugs and biochemical drugs. He had served as the Deputy General Manager of Zhaoke Guangzhou. In 2019, he was appointed as Associate Director, R&D of the Group and is fully responsible for the research and development of new drugs of the Group.

Xia Hongling

Deputy General Manager of Zhaoke Pharmaceutical (Hefei) Co. Limited, aged 59

Ms. Xia Hongling holds a Bachelor's degree in Business Administration from the Renmin University of China and has the qualification of accountant in China. Before joining the Group, she had been responsible for the accounting and finance function with a large state-owned manufacturing enterprise for over 10 years. She joined the Group in 1997 and held various positions in accounting and supply chain department in Zhaoke Hefei for over 20 years. She has extensive experience in accounting, finance and logistics management in pharmaceutical industry. She was appointed as Deputy General Manager of Zhaoke Hefei since 2017 and further as the General Manager of the Shanghai branch of Zhaoke Hefei since 2020.

陳躍生

中國地區行政總監，65歲

陳躍生先生服務本集團已逾二十年，曾出任多個職位，如兆科合肥董事及副總經理、本集團的營運總監以及兆科廣州的副總經理。彼負責兆科合肥的日常運作，包括負責兆科合肥生產及質量管理等方面的工作。彼對藥廠質量管理系統及GMP生產擁有豐富經驗。於二零一八年十一月，彼獲委任為中國地區行政總監，負責本集團在中國的行政事務。

殷雷

集團研發中心副總監，51歲

殷雷先生持有安徽中醫藥大學學士學位，亦為執業藥師，於二零一四年加盟本集團，負責研發新藥。彼一直從事藥物研發工作超過二十年，在小分子藥物、多肽藥物、生化藥物領域領導多個成功案例。彼曾任兆科廣州副總經理。彼於二零一九年獲委任為本集團研發中心副總監，全面負責本集團新藥研究及開發。

夏泓凌

兆科藥業(合肥)有限公司副總經理，59歲

夏泓凌女士持有中國人民大學工商管理學士學位，並具有中國會計師資格。在加盟本集團前，彼曾於一間大型國有製造企業擔任會計及財務職位超過十年。彼於一九九七年加盟本集團，曾經在兆科合肥的會計及供應鏈部門擔任多個職位超過二十年。彼在製藥行業的會計、財務及物流管理方面擁有豐富的經驗。彼於二零一七年獲委任為兆科合肥副總經理，並於二零二零年再獲委任為兆科合肥上海分公司總經理。



Directors and Key Personnel Profiles 董事及主要人員履歷

Zhong Chengping

Deputy General Manager of Zhaoke Pharmaceutical (Guangzhou) Limited, aged 55

Ms. Zhong Chengping graduated from China Pharmaceutical University with a Bachelor of Science degree and a licensed pharmacist qualification certificate. Before joining the Group, she worked in many domestic pharmaceutical companies, including Shanghai Jinke Quanjiao Pharmaceutical Co., Ltd., Hong Kong Jiu Hua Huayuan Pharmaceutical Co., Ltd., Hangzhou Puji Pharmaceutical Technology Development Co., Ltd., etc. She has nearly 30 years of experience in quality and project management and other aspects. She joined the Group since 2012 as a quality manager. In 2019, she was appointed as the quality director and quality attorney of Zhaoke Hefei. In 2021, she was appointed as the Deputy General Manager of Zhaoke Guangzhou.

CONSULTANT

Professor Sabino Iliceto

Scientific Director of the Company

Professor Sabino Iliceto was appointed as the Scientific Director of the Company with effect from 1 February 2022. He provides consultation services on all research and development of the Group's pipeline and portfolio and supports on developing scientific and research projects and clinical developments across the Group. He is highly regarded Italian scientist in cardiology. He is currently the Professor of Cardiology and Director of the School of Cardiology of the University of Padua, Italy. He is also the director of Cardiology Unit and director of Cardiac, Thoracic and Vascular Department of Padua University Hospital. He has a considerable clinical experience as well as a long-standing tradition in planning and organising scientific projects.

鍾成萍

兆科藥業(廣州)有限公司副總經理，55歲

鍾成萍女士畢業於中國藥科大學，擁有理學學士學位和執業藥師資格證書。於加盟本集團前，彼曾任職於國內多間製藥企業，包括上海今科全椒製藥有限公司、香港九華華源製藥有限公司、杭州普濟醫藥技術開發有限公司等，在質量管理、項目管理等方面擁有近三十年豐富經驗。彼自二零一二年起加盟本集團，擔任質量經理，於二零一九年獲委任為兆科合肥質量總監及質量受權人，並於二零二一年獲委任為兆科廣州副總經理。

顧問

Sabino Iliceto教授

本公司科學總監

Sabino Iliceto教授自二零二二年二月一日起獲委任為本公司科學總監。彼就本集團管道及組合的所有研究及開發提供顧問服務，並支援本集團內的發展科學研究項目及臨床發展。彼為獲高度認受的意大利心臟學科學家，現時為意大利帕多瓦大學(University of Padua)心臟學教授及心臟學學院院長(Director of the School of Cardiology)。此外，彼為帕多瓦大學醫院(Padua University Hospital)的心臟學部總監(Director of Cardiology Unit)以及心臟、胸椎及血管科總監(Director of Cardiac, Thoracic and Vascular Department)。彼具有豐富的臨床經驗，在計劃及組織科學項目亦有深厚資歷。

Report of the Directors

董事會報告

The Directors submit their report with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding and the principal activities of the Group are the developing, manufacturing and sale and marketing of pharmaceutical products.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 8 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, including a discussion of the principal risks and uncertainties facing the Group, as well as the outlook for the Group's business, are provided in the "Chairman's Statement" (pages 10 to 11) and the "Management Discussion and Analysis" (pages 12 to 23) sections. Particulars of significant events affecting the Group that have occurred since the end of the year ended 31 December 2022, if applicable, can also be found in the aforesaid sections and the notes to the consolidated financial statements (pages 85 to 225). Description of the principal risks and uncertainties faced by the Group can be found in the section headed "Key Risks and Uncertainties" below. Description of the Group's relationships with its key stakeholders is included in the section headed "Relationships with Employees, Customers and Suppliers". Furthermore, principal corporate governance practices adopted by the Group and details regarding the Group's compliance with relevant laws and regulations which have a significant impact on the Group are provided in the "Corporate Governance Report" section (pages 56 to 67).

This discussion forms part of this report of the Directors.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Company and of the Group as at 31 December 2023 are set out in the financial statements on pages 77 to 225.

The Board has resolved to recommend a final dividend for the year ended 31 December 2023 (the "Final Dividend") equivalent to HK\$0.010 per share (2022: HK\$0.010 per share) in cash to the shareholders whose names appear on the register of members of the Company as at the close of business on 31 May 2024. Together with the interim dividend of HK\$0.008 per share (2022: HK\$0.010 per share) paid on 4 October 2023, total distribution of dividend by the Company for the year ended 31 December 2023 will be HK\$0.018 per share (2022: HK\$0.020 per share).

董事欣然提呈彼等的報告連同本集團截至二零二三年十二月三十一日止年度的經審核綜合財務報表。

主要業務及分部業務分析

本公司主要業務為投資控股，而本集團主要業務乃開發、製造、銷售及推廣藥品。

本集團本年度按業務及地區分部進行的表現分析載於綜合財務報表附註8。

業務回顧

對本集團業務的中肯審視及就年內本集團表現的討論與分析、有關其業績及財務狀況的重大因素(包括對本集團面臨的主要風險及不明朗因素的討論)，以及本集團的業務前景，已載列於「主席報告」一節(第10至11頁)及「管理層討論及分析」一節(第12至23頁)。自截至二零二二年十二月三十一日止年度末起影響本集團的重大事件詳情(如適用)，可參見上述章節及綜合財務報表附註(第85至225頁)。有關本集團面臨的主要風險及不明朗因素的詳情，可參閱下文「主要風險及不明朗因素」一節。有關本集團與其主要持份者的關係詳情已載於「與僱員、客戶及供應商的關係」一節。此外，有關本集團採納的主要企業管治常規及本集團遵守對其具有重大影響的相關法律及法規的詳情，已載於「企業管治報告」一節(第56至67頁)。

此討論構成此董事會報告的一部分。

業績及分配

本集團截至二零二三年十二月三十一日止年度的業績以及本公司及本集團於二零二三年十二月三十一日的事務狀況已載於第77至225頁的財務報表。

董事會議決建議向於二零二四年五月三十一日營業時間結束時名列本公司股東名冊的股東派發截至二零二三年十二月三十一日止年度的現金末期股息(「末期股息」)每股0.010港元(二零二二年：每股0.010港元)。連同於二零二三年十月四日派付的中期股息每股0.008港元(二零二二年：每股0.010港元)，截至二零二三年十二月三十一日止年度本公司派發的股息總額將為每股0.018港元(二零二二年：每股0.020港元)。



Report of the Directors

董事會報告

Subject to the passing of the relevant resolution at the forthcoming AGM of the Company, it is expected that the Final Dividend will be paid on 17 June 2024.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 45 to the consolidated financial statements.

ASSOCIATED COMPANIES

Particulars of the Group's principal associated companies are set out in note 22 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 81 to 82. Details of movements in the reserves of the Company during the year are set out in note 46 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserve available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to HK\$718,635,000 (31 December 2022: HK\$685,588,000). This includes the Company's share premium account in the amount of HK\$720,091,000 (31 December 2022: HK\$720,091,000) at 31 December 2023, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

DONATIONS

During the year, the Group made charitable donations amounting to HK\$1,705,000 (2022: HK\$2,734,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 19 to the consolidated financial statements.

待有關決議案於本公司即將舉行的股東週年大會上通過後，預計末期股息將於二零二四年六月十七日派付。

附屬公司

本公司主要附屬公司的詳情載於綜合財務報表附註45。

聯營公司

本集團主要聯營公司的詳情載於綜合財務報表附註22。

儲備

年內，本集團的儲備變動詳情載於第81至82頁的綜合權益變動表。年內，本公司的儲備變動詳情載於綜合財務報表附註46。

可供分派儲備

於二零二三年十二月三十一日，本公司按開曼群島公司法計算的可供分派儲備為718,635,000港元(二零二二年十二月三十一日：685,588,000港元)。該筆款項包括於二零二三年十二月三十一日的本公司股份溢價賬720,091,000港元(二零二二年十二月三十一日：720,091,000港元)，並將會在緊隨建議分派股息的日期後，本公司將有能力在日常業務過程中償還其到期的債務時，方可作出分派。

慈善捐贈

年內，本集團作出的慈善捐贈為1,705,000港元(二零二二年：2,734,000港元)。

物業、廠房及設備

年內，本集團的物業、廠房及設備的變動詳情載於綜合財務報表附註19。

Report of the Directors

董事會報告

SHARES ISSUED, REPURCHASED AND CANCELLED

There were no movement in either the authorised or issued share capital of the Company during the year.

Details of movements in the share capital of the Company during the year are set out in note 35 to the consolidated financial statements.

BANK BORROWINGS

Particulars of the bank borrowings of the Group are set out in note 32 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save for the 2012 Share Option Scheme and 2022 Share Option Scheme disclosed in the section headed "Share Option Scheme" below and note 37 to the consolidated financial statements, no equity-linked agreements were entered into by the Group, or existed during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF AND EXEMPTION

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

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

已發行、購回及註銷股份

年內，本公司的法定或已發行股本並無變動。

本公司年內股本變動詳情載於綜合財務報表附註35。

銀行借款

有關本集團銀行借款的詳情載於綜合財務報表附註32。

股票掛鈎協議

除下文「購股權計劃」一節及綜合財務報表附註37所披露的二零一二年購股權計劃及二零二二年購股權計劃外，本集團年內並無訂立或存在股票掛鈎協議。

優先購買權

本公司的組織章程細則或開曼群島法律並無優先購買權的條文，致使本公司有責任須按比例向現有股東發行新股份。

稅項寬減及豁免

本公司並不知悉其擁有人可因彼等持有本公司證券而獲任何稅項寬減及豁免。

購買、出售或贖回本公司上市證券

於截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。



Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

- Sales to the Group's five largest customers accounted for approximately 14.0% in aggregate for the Group's total revenue for the year (2022: 13.7%).
- Purchase from the Groups' five largest suppliers accounted for approximately 58.5% in aggregate for the Group's total purchases for the year (2022: 67.4%).
- The largest supplier of the Group accounted for approximately 18.5% of the Group's total purchases for the year (2022: 23.4%).

At no time during the year have the Directors, their associates (as defined in the Listing Rules) or any shareholder of the Company (who, to the knowledge of the Directors, owns more than 5% of the number of issued shares of the Company) had any interest in the Group's five major customers and suppliers.

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has also purchased and maintained directors' liability insurance throughout the year, which provides appropriate cover for the Directors.

DIRECTORS

The Directors during the year and up to the date of this report are:

Executive Directors

Lee Siu Fong, *Chairman*
Leelalertsuphakun Wanee, *Managing Director*

Non-executive Directors

Li Xiaoyi
James Charles Gale

Independent Non-executive Directors

Chan Yau Ching, Bob
Cheang Yee Wah, Eva (*appointed with effect from 17 May 2023*)
Lam Yat Cheong (*resigned with effect from 17 May 2023*)
Tsim Wah Keung, Karl

主要客戶及供應商

有關本集團於本財政年度應佔主要客戶及供應商的銷售及採購資料如下：

- 本集團五大客戶的銷售額佔本集團本年度的總收益合共約14.0%(二零二二年：13.7%)。
- 本集團五大供應商的採購額佔本集團本年度的總採購額合共約58.5%(二零二二年：67.4%)。
- 本集團最大供應商佔本集團本年度的總採購額約18.5%(二零二二年：23.4%)。

於年內任何時間，本公司的董事、彼等的聯繫人(定義見上市規則)或任何股東(據董事所知擁有本公司已發行股份逾5%)於本集團的五大客戶及供應商中概無擁有任何權益。

獲准許彌償條文

惠及董事的獲准許彌償條文現正生效，並曾於整個財政年度生效。本公司亦已於整個年度內為董事購買及維持相關責任保險，為董事提供適當範圍的保障。

董事

年內及截至本報告日期的董事如下：

執行董事

李小芳，*主席*
李焯妮，*董事總經理*

非執行董事

李小羿
James Charles Gale

獨立非執行董事

陳友正
蔣綺華(*自二零二三年五月十七日起獲委任*)
林日昌(*自二零二三年五月十七日起辭任*)
詹華強

Report of the Directors

董事會報告

In accordance with Article 16.17 of the Company's Articles of Association, Ms. Lee Siu Fong, Dr. Li Xiaoyi and Ms. Cheang Yee Wah, Eva will retire at the forthcoming AGM and, being eligible, have agreed to offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

No Director has a service contract which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

Each of Ms. Lee Siu Fong ("Ms. Lee") and Ms. Leelalertsuphakun Wanee ("Ms. Leelalertsuphakun") entered into a service contract both dated 14 January 2002 with the Company under which each of them has been appointed to act as an executive Director on a continuous basis until terminated by either party by giving to the other party not less than three months' notice in writing. During the year, the monthly salaries and allowance for Ms. Lee and Ms. Leelalertsuphakun have been revised to HK\$583,156 and HK\$628,552 respectively.

Dr. Li Xiaoyi ("Dr. Li") is a non-executive Director and he serves as a senior adviser to the Company. Dr. Li has a three-year service contract with the Company from 29 April 2021. Director's fee is HK\$300,000 per annum and bonus will not be paid for service as a non-executive director and senior adviser to the Company. Director's fee is determined by the Board with reference to the market rate. The term of Dr. Li's appointment is subject to retirement and re-election at the AGM in accordance with the Articles of Association. Dr. Li has a three-year consulting contract with the Company from 1 December 2021 for service as a senior adviser to the Company and is entitled to a service fee of HK\$100,000 per month.

In accordance with supplementary agreement dated 16 April 2017 signed between the Company and each of Ms. Lee, Ms. Leelalertsuphakun and Dr. Li (prior to his re-designation as a non-executive Director with effect from 29 April 2021), employment terms of executive Directors have been revised as follows:

1. Executive Directors are entitled to annual management bonus 1.5% to 3.0% (determined based on the growth in net profits of the Group) on the net profit of the Group for the preceding financial year. Such sum of the management bonus will be shared between all the executive Directors in such proportion with reference to their monthly salary in the final month of the complete financial year.
2. The annual salary increment shall be equal to official inflation rate if the growth in net profits of the Group is equal to or less than 15%, or should the growth exceed 15%, the sum of the official inflation rate and half of the positive difference between the growth in net profits and the 15% threshold.
3. Each of executive Directors will be entitled to lump sum payment upon retirement and monthly pension payment after retirement if he/she has engaged in continuous service with the Company for certain years.

根據本公司的組織章程細則第16.17條，李小芳女士、李小羿博士及蔣綺華女士將於即將舉行的股東週年大會上退任，並符合資格及已同意接受重選。

董事的服務合約

概無董事訂有本公司不可於一年內在毋須給予賠償的情況下終止的服務合約(法定賠償除外)。

李小芳女士(「李女士」)及李燁妮女士已分別於二零零二年一月十四日與本公司訂立服務合約，據此彼等各自獲委任持續以執行董事的身份行事，直至任何一方發出不不少於三個月的書面通知以終止合約為止。年內，李女士及李燁妮女士的每月薪金及津貼已分別修訂為583,156港元及628,552港元。

李小羿博士(「李博士」)為非執行董事，並擔任本公司的高級顧問。李博士與本公司訂有由二零二一年四月二十九日起計為期三年的服務合約。董事袍金每年300,000港元，而擔任本公司非執行董事及高級顧問不會獲發花紅。董事袍金由董事會參照市場收費釐定。李博士的任期須按照組織章程細則於股東週年大會上退任及接受重選。李博士與本公司訂有顧問合約，由二零二一年十二月一日起三年擔任本公司的高級顧問，有權享有服務費每月100,000港元。

根據本公司與李女士、李燁妮女士及李博士(其於二零二一年四月二十九日調任非執行董事前)各自於二零一七年四月十六日訂立的補充協議，執行董事的僱傭條款已修訂如下：

1. 執行董事有權收取本集團前個財政年度的純利1.5%至3.0%(根據本集團純利增長釐定)的年度管理層花紅。有關管理層花紅將由所有執行董事按有關比例分享，而有關比例乃參考彼等於完整財政年度的最後一個月的月薪釐定。
2. 倘若本集團純利的增長相等於或少於15%，則年度薪金增幅將相等於官方通貨膨脹率，或倘若本集團純利的增長超過15%，則年度薪金增幅將相等於官方通貨膨脹率加上純利增長率與15%下限間之正數差額的一半。
3. 各執行董事倘若已持續服務本公司若干年，則將有權於退休時享有一次過款項及於退休後享有每月退休金。



Report of the Directors 董事會報告

In accordance with the supplemental agreement dated 20 December 2021 signed between the Company and each of Ms. Lee and Ms. Leelalertsuphakun, employment terms of executive Directors have been revised. The revised terms state that the annual salary increment shall be equal to official inflation rate plus half of the positive difference between the growth in net profits and the 15% threshold, which shall not be less than 10% or more than 30% of their salary for the immediately preceding calendar year.

Dr. Tsim Wah Keung, Karl (“**Dr. Tsim**”) was appointed on 20 September 2004 as an independent non-executive Director. Contract with Dr. Tsim was renewed for three years from 20 September 2022. Director’s fees for Dr. Tsim are HK\$216,000 per annum and bonus will not be paid.

Dr. Chan Yau Ching, Bob had a three-year service contract with the Company from 12 October 2007. The contract was renewed for three years from 12 October 2022. Director’s fee is HK\$216,000 per annum and bonus will not be paid.

Mr. James Charles Gale had a three-year service contract with the Company from 2 January 2022. Director’s fee is HK\$300,000 per annum and bonus will not be paid.

Ms. Cheang Yee Wah, Eva has a three-year service contract with the Company from 17 May 2023. Director’s fee is HK\$216,000 per annum and bonus will not be paid.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Group’s business to which the Company or any of its subsidiaries was a party, and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY PERSONNEL

Brief biographical details of the Directors and the key personnel are set out on pages 24 to 31.

根據本公司與李女士及李燁妮女士各自於二零二一年十二月二十日訂立的補充協議，執行董事的僱傭條款已修訂。經修訂條款列明，年度薪金增幅將相等於官方通貨膨脹率加上純利增長率與15%下限間之正數差額的一半，且不得低於彼等於對上一個曆年薪金的10%或高於30%。

詹華強博士(「詹博士」)乃於二零零四年九月二十日獲委任為獨立非執行董事。與詹博士的合約已由二零二二年九月二十日起重續三年。詹博士的董事袍金為每年216,000港元，但不會獲支付花紅。

陳友正博士已經與本公司訂立由二零零七年十月十二日起計為期三年的服務合約，而合約已由二零二二年十月十二日起重續三年。董事袍金為每年216,000港元，但不會獲支付花紅。

James Charles Gale先生已經與本公司訂立由二零二二年一月二日起計為期三年的服務合約。董事袍金為每年300,000港元，但不會獲支付花紅。

蔣綺華女士已經與本公司訂立由二零二三年五月十七日起計為期三年的服務合約。董事袍金為每年216,000港元，但不會獲支付花紅。

董事於重大交易、安排或合約的權益

於本年度年底或年內任何時間，本公司或其任何附屬公司概無簽訂任何與本集團業務有關而董事於當中直接或間接擁有重大權益的重要交易、安排或合約，亦無有關交易、安排或合約存續。

董事及主要人員履歷詳情

董事及主要人員履歷詳情載於第24至31頁。

COMPETING INTERESTS

None of the Directors, the management shareholders or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, or has any other conflict of interests with the Group during the year ended 31 December 2023.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as the interests disclosed in the section headed "Directors' and Chief Executive's Interests in Securities" below, at no time during the year under review was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executive of the Company or their respective spouses or children under 18 years of age or their associates to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

競爭性權益

於截至二零二三年十二月三十一日止年度，本公司概無董事、管理層股東或主要股東或彼等各自之任何聯繫人從事(直接或間接)與或可能與本集團之業務構成競爭(定義見上市規則)之業務，或與本集團業務有任何其他利益衝突。

董事購入股份的權利

除下文「董事及最高行政人員於證券的權益」一節所披露的權益以外，本公司及其任何附屬公司均無於回顧年度內任何時間作出任何安排，致使本公司董事或最高行政人員或彼等各自的配偶或未滿十八歲子女或彼等的聯繫人可藉購入本公司或任何其他法人團體的股份而得益。



Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2023, the Directors and the chief executive of the Company and their associates had the following interests in the Shares and underlying Shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

(a) Long position in Shares

Name of director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Total 總計	Approximate percentage of shareholding 持股概約百分比
Lee Siu Fong 李小芳	Beneficial owner 實益擁有人	875		
	Interest held jointly with Leelalertsuphakun Wanee 與李燁妮共同持有的權益	1,600,000		
	Interest of a controlled corporation (Note 1) 一間受控制法團的權益(附註1)	114,000,625	115,601,500	19.63%
Leelalertsuphakun Wanee 李燁妮	Beneficial owner 實益擁有人	6,621,000		
	Interest held jointly with Lee Siu Fong 與李小芳共同持有的權益	1,600,000		
	Interest of a controlled corporation (Note 1) 一間受控制法團的權益(附註1)	114,000,625	122,221,625	20.76%
Li Xiaoyi 李小羿	Beneficial owner 實益擁有人	42,815,266		
	Family interest (Note 2) 家族權益(附註2)	16,000,000	58,815,266	9.99%
Chan Yau Ching, Bob 陳友正	Beneficial owner 實益擁有人	520,000	520,000	0.09%
Tsim Wah Keung, Karl 詹華強	Beneficial owner 實益擁有人	300,000	300,000	0.05%

Notes:

- 114,000,625 Shares are held through Huby Technology Limited ("Huby Technology"). Huby Technology is an investment holding company jointly owned by Ms. Lee Siu Fong and Ms. Leelalertsuphakun Wanee.
- These Shares are held by High Knowledge Investments Limited which is wholly owned by Dr. Li Xiaoyi's spouse, Ms. Lue Shuk Ping, Vicky ("Ms. Lue"). The interest held by Ms. Lue is deemed to be part of the interest of Dr. Li Xiaoyi.

附註：

- 114,000,625股股份乃透過Huby Technology Limited(「Huby Technology」)持有。Huby Technology為一間投資控股公司，由李小芳女士及李燁妮女士共同擁有。
- 該等股份由High Knowledge Investments Limited持有。該公司由李小羿博士的配偶呂淑冰女士(「呂女士」)全資擁有。呂女士持有的權益被視作李小羿博士的部分權益。

董事及最高行政人員於證券的權益

於二零二三年十二月三十一日，本公司董事及最高行政人員及彼等的聯繫人於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份及相關股份中擁有以下已記錄於根據證券及期貨條例第352條須存置的登記冊，或根據標準守則已另行知會本公司及聯交所的權益：

(a) 於股份的好倉

Report of the Directors

董事會報告

(b) Long position in underlying shares – share options of the Company

Under the share option schemes of the Company, the following Directors have personal interest in options to subscribe for the Shares. Details of the share options granted to them are as follows:

Name of director	Date of grant	Exercisable period	Balance	During the year			Balance	Exercise price per share
			as at 1 January 2023	Granted	Exercised	Lapsed	as at 31 December 2023	
董事姓名	授出日期	行使期 (Notes) (附註)	於二零二三年一月一日的結餘	授出	行使	失效	於二零二三年十二月三十一日的結餘	每股行使價 HK\$ 港元
Lee Siu Fong 李小芳	30 December 2013 二零一三年十二月三十日	(1)	538,000	-	-	(538,000)	-	7.300
	31 March 2015 二零一五年三月三十一日	(2)	446,000	-	-	-	446,000	11.200
	31 March 2016 二零一六年三月三十一日	(3)	587,000	-	-	-	587,000	5.754
	13 April 2017 二零一七年四月十三日	(4)	590,000	-	-	-	590,000	7.548
	13 April 2018 二零一八年四月十三日	(5)	456,000	-	-	-	456,000	11.216
	15 April 2019 二零一九年四月十五日	(6)	592,000	-	-	-	592,000	7.324
	15 April 2020 二零二零年四月十五日	(7)	588,000	-	-	-	588,000	3.648
	21 April 2021 二零二一年四月二十一日	(8)	588,000	-	-	-	588,000	5.806
	25 April 2022 二零二二年四月二十五日	(9)	588,000	-	-	-	588,000	2.076
			4,973,000	-	-	(538,000)	4,435,000	

(b) 於相關股份的好倉—本公司購股權

根據本公司的購股權計劃，下列董事於可認購股份的購股權中擁有個人權益。授予彼等的購股權詳情如下：



Report of the Directors

董事會報告

Name of director 董事姓名	Date of grant 授出日期	Exercisable period 行使期 (Notes) (附註)	Balance as at 1 January 2023 於二零二三年 一月一日 的結餘	During the year 年內			Balance as at 31 December 2023 於二零二三年 十二月三十一日 的結餘	Exercise price per share 每股 行使價 HK\$ 港元
			Granted 授出	Exercised 行使	Lapsed 失效			
Leelalertsuphakun Wanee 李焯妮	30 December 2013 二零一三年十二月三十日	(1)	338,000	-	-	(338,000)	-	7.300
	31 March 2015 二零一五年三月三十一日	(2)	446,000	-	-	-	446,000	11.200
	31 March 2016 二零一六年三月三十一日	(3)	587,000	-	-	-	587,000	5.754
	13 April 2017 二零一七年四月十三日	(4)	590,000	-	-	-	590,000	7.548
	13 April 2018 二零一八年四月十三日	(5)	456,000	-	-	-	456,000	11.216
	15 April 2019 二零一九年四月十五日	(6)	592,000	-	-	-	592,000	7.324
	15 April 2020 二零二零年四月十五日	(7)	588,000	-	-	-	588,000	3.648
	21 April 2021 二零二一年四月二十一日	(8)	588,000	-	-	-	588,000	5.806
	25 April 2022 二零二二年四月二十五日	(9)	588,000	-	-	-	588,000	2.076
				4,773,000	-	-	(338,000)	4,435,000
Li Xiaoyi 李小羿	31 March 2015 二零一五年三月三十一日	(2)	446,000	-	-	-	446,000	11.200
	31 March 2016 二零一六年三月三十一日	(3)	587,000	-	-	-	587,000	5.754
	13 April 2017 二零一七年四月十三日	(4)	590,000	-	-	-	590,000	7.548
	13 April 2018 二零一八年四月十三日	(5)	456,000	-	-	-	456,000	11.216
	15 April 2019 二零一九年四月十五日	(6)	592,000	-	-	-	592,000	7.324
	15 April 2020 二零二零年四月十五日	(7)	588,000	-	-	-	588,000	3.648
	21 April 2021 二零二一年四月二十一日	(8)	588,000	-	-	-	588,000	5.806
				3,847,000	-	-	-	3,847,000

Report of the Directors

董事會報告

Notes:

- (1) Divided into 2 tranches exercisable from 30 June 2014 and 30 March 2015 respectively to 29 December 2023.
- (2) Divided into 2 tranches exercisable from 30 September 2015 and 30 June 2016 respectively to 30 March 2025.
- (3) Divided into 2 tranches exercisable from 30 September 2016 and 30 June 2017 respectively to 30 March 2026.
- (4) Divided into 2 tranches exercisable from 13 October 2017 and 13 July 2018 respectively to 12 April 2027.
- (5) Divided into 2 tranches exercisable from 13 October 2018 and 13 July 2019 respectively to 12 April 2028.
- (6) Divided into 2 tranches exercisable from 15 October 2019 and 15 July 2020 respectively to 14 April 2029.
- (7) Divided into 2 tranches exercisable from 15 October 2020 and 15 July 2021 respectively to 14 April 2030.
- (8) Divided into 2 tranches exercisable from 21 October 2021 and 21 July 2022 respectively to 20 April 2031.
- (9) Divided into 2 tranches exercisable from 25 October 2022 and 25 July 2023 respectively to 24 April 2032.

(c) As at 31 December 2023, Dr. Li Xiaoyi had beneficial interest in (a) 12,740 ordinary shares in Powder Pharmaceuticals Incorporated; and (b) 830 share options which can be converted into 830 ordinary shares of Powder Pharmaceuticals Incorporated when exercised.

(d) As at 31 December 2023, Dr. Li Xiaoyi had beneficial interest in 14,702,800 share options which can be converted into 14,702,800 ordinary shares of ZKO when exercised, an associated corporation within the meaning of Part XV of the SFO, when exercised. Dr. Li Xiaoyi spouse's, Ms. Lue, had beneficial interest in 166,666 ordinary shares of ZKO. The interest held by Ms. Lue is deemed to be part of the interest of Dr. Li Xiaoyi. Dr. Li Xiaoyi holds 65% of the equity interest of Lee's Healthcare Industry Investments Limited, which in turn is the general partner of Lee's Healthcare Industry Fund L.P. For the purpose of the SFO, Dr. Li Xiaoyi is deemed to have an interest in the 2,187,600 ordinary shares of ZKO held by Lee's Healthcare Industry Fund L.P.

附註：

- (1) 分拆成兩批，分別可由二零一四年六月三十日及二零一五年三月三十日起至二零二三年十二月二十九日止行使。
- (2) 分拆成兩批，分別可由二零一五年九月三十日及二零一六年六月三十日起至二零二五年三月三十日止行使。
- (3) 分拆成兩批，分別可由二零一六年九月三十日及二零一七年六月三十日起至二零二六年三月三十日止行使。
- (4) 分拆成兩批，分別可由二零一七年十月十三日及二零一八年七月十三日起至二零二七年四月十二日止行使。
- (5) 分拆成兩批，分別可由二零一八年十月十三日及二零一九年七月十三日起至二零二八年四月十二日止行使。
- (6) 分拆成兩批，分別可由二零一九年十月十五日及二零二零年七月十五日起至二零二九年四月十四日止行使。
- (7) 分拆成兩批，分別可由二零二零年十月十五日及二零二一年七月十五日起至二零三零年四月十四日止行使。
- (8) 分拆成兩批，分別可由二零二一年十月二十一日及二零二二年七月二十一日起至二零三一年四月二十日止行使。
- (9) 分拆成兩批，分別可由二零二二年十月二十五日及二零二三年七月二十五日起至二零三二年四月二十四日止行使。

(c) 於二零二三年十二月三十一日，李小羿博士於(a) 12,740股普樂藥業有限公司普通股；及(b)在行使時可轉換為830股普樂藥業有限公司普通股的830份購股權中擁有實益權益。

(d) 於二零二三年十二月三十一日，李小羿博士於在行使時可轉換為14,702,800股兆科眼科(按證券及期貨條例第XV部所界定為相聯法團)普通股的14,702,800份購股權中擁有實益權益。李小羿博士的配偶呂女士於166,666股兆科眼科普通股中擁有實益權益。呂女士持有的權益被視為李小羿博士的部分權益。李小羿博士持有 Lee's Healthcare Industry Investments Limited 的 65% 股權，而 Lee's Healthcare Industry Investments Limited 為 Lee's Healthcare Industry Fund L.P. 的普通合夥人。根據證券及期貨條例，李小羿博士被視為於 Lee's Healthcare Industry Fund L.P. 持有的 2,187,600股兆科眼科普通股中擁有權益。



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- (e) As at 31 December 2023, Ms. Leelalertsuphakun Wanee had beneficial interest in (a) 23,557 ordinary shares of ZKO; and (b) 200,000 share options which can be converted into 200,000 ordinary shares of ZKO when exercised.
- (f) As at 31 December 2023, Dr. Chan Yau Ching, Bob, had beneficial interest in 1,000 ordinary shares of ZKO. Ms. Chan Sau Lin, the spouse of Dr. Chan Yau Ching, Bob, had beneficial interest in 1,000 ordinary shares of ZKO. The interest held by the spouse of Dr. Chan Yau Ching, Bob, is deemed to be part of the interest of Dr. Chan Yau Ching, Bob.
- (g) As at 31 December 2023, Dr. Tsim Wah Keung, Karl, had beneficial interest in 34,323 ordinary shares of ZKO.
- (h) Save as disclosed above, no interests and short positions were held or deemed to be or taken to be held under Part XV of the SFO by any Director or chief executive of the Company or their respective associates in the Shares and the underlying Shares of the Company or any of its associated corporations which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein.

SHARE OPTION SCHEMES

Pursuant to a written resolution passed by all Shareholders of the Company on 26 June 2002, the Company adopted a share options scheme (the “**2002 Share Option Scheme**”). At the AGM held on 10 May 2012, a new share option scheme of the Company (the “**2012 Share Option Scheme**”) was adopted upon expiry of the 2002 Share Option Scheme. At the AGM held on 19 May 2022, a new share option scheme of the Company (the “**2022 Share Option Scheme**”) was adopted upon expiry of the 2012 Share Option Scheme. The 2002 Share Option Scheme expired on 9 May 2012. However, share options granted under the 2012 Share Option Scheme before its expiry date will remain valid, subject to the same terms and conditions.

2012 Share Option Scheme

(a) Purpose of the Scheme

The purpose of the 2012 Share Option Scheme is to advance the interests of the Company and its Shareholders by providing to Eligible Persons of the 2012 Share Option Scheme (as defined below) a performance incentive for continued and improved service with the Group and by enhancing such persons’ contribution to increase profits by encouraging capital accumulation and share ownership.

- (e) 於二零二三年十二月三十一日，李燁妮女士於(a) 23,557股兆科眼科普通股；及(b)在行使時可轉換為200,000股兆科眼科普通股的200,000份購股權中擁有實益權益。
- (f) 於二零二三年十二月三十一日，陳友正博士於1,000股兆科眼科普通股中擁有實益權益。陳友正博士的配偶陳秀蓮女士於1,000股兆科眼科普通股中擁有實益權益。陳友正博士配偶持有的權益被視為陳友正博士的部分權益。
- (g) 於二零二三年十二月三十一日，詹華強博士於34,323股兆科眼科普通股中擁有實益權益。
- (h) 除上文所披露者外，本公司任何董事或最高行政人員或彼等各自的聯繫人概無根據證券及期貨條例第XV部於本公司或其任何相聯法團的股份及相關股份中持有或被視為或當作持有任何權益及淡倉，而根據證券及期貨條例第XV部或標準守則須知會本公司及聯交所或根據證券及期貨條例第352條須記入該條所指的登記冊。

購股權計劃

根據本公司全體股東於二零零二年六月二十六日通過的書面決議案，本公司採納一項購股權計劃(「**二零零二年購股權計劃**」)。於二零一二年五月十日舉行的股東週年大會上，本公司於二零零二年購股權計劃屆滿時採納一項新購股權計劃(「**二零一二年購股權計劃**」)。於二零二二年五月十九日舉行的股東週年大會上，本公司於二零一二年購股權計劃屆滿時採納一項新購股權計劃(「**二零二二年購股權計劃**」)。二零零二年購股權計劃已於二零一二年五月九日屆滿。然而，於二零一二年購股權計劃屆滿日期前根據二零一二年購股權計劃授出之購股權將仍然有效，受相同條款及條件規限。

二零一二年購股權計劃

(a) 計劃之目的

二零一二年購股權計劃之目的，是向二零一二年購股權計劃合資格人士(定義見下文)提供表現獎勵以激勵彼等繼續努力不懈地為本集團提供並改善服務，以及透過鼓勵累積資本和擁有股份激勵彼等為提升溢利作出貢獻，從而促進本公司及股東之利益。

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(b) Participants of the Scheme

A committee of the Board comprising the two independent non-executive Directors (the “Committee”) may, at its discretion, invite the following persons (the “Eligible Persons of the 2012 Share Option Scheme”) to participate in the 2012 Share Option Scheme:

- i. Employees – Persons who are employed by the Company or any of its subsidiaries, and who remain employed, and work in excess of 20 hours per week;
- ii. Executive Directors – Subject to the same requirement as employees. Additionally, any grants of options to executive directors require the approval of the independent directors who make up the Committee, as well as compliance with Rule 17.04 of the Listing Rules;
- iii. Non-executive Directors, including independent nonexecutive Directors – Persons who act as non-executive Directors and who remain so engaged, in addition to compliance with Rule 3.11 and Rule 17.04 of the Listing Rules; and
- iv. Advisers and consultants – Members from time to time of the Company’s scientific advisory board and other persons as long-term advisers or consultants to the Group in any country where it operates. The scientific advisory board provides the Company with guidance and evaluation on the development progress of research project undertaken by the Group.

(c) Maximum numbers available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the 2012 Share Option Scheme shall be subject to a maximum limit of 10% of the Shares in issue on 10 May 2012, the date on which the 2012 Share Option Scheme is conditionally adopted and approved by the Shareholders at the AGM, which is 47,023,543 Shares.

The total number of Shares available for issue under the 2012 Share Option Scheme as at 31 December 2023 were Nil, representing 0% of the Company’s total number of issued shares as at the date of this annual report. As at 31 December 2023, the number of Shares in respect of which options had been granted and remained outstanding under the 2012 Share Option Scheme was 24,367,000 (31 December 2022: 27,417,000), representing 4.1% (31 December 2022: 4.7%) of the Shares in issue at the date of this annual report.

(b) 計劃之參與人士

由兩名獨立非執行董事組成的董事委員會(「委員會」)可酌情邀請下列人士(「二零一二年購股權計劃合資格人士」)參與二零一二年購股權計劃：

- i. 僱員—由本公司或其任何附屬公司聘用的人士，及每星期連續受聘用及工作超過20個小時的人士；
- ii. 執行董事—須符合與僱員相同的規定。此外，凡向執行董事授出購股權均須經組成委員會的獨立董事批准，以及符合上市規則第17.04條；
- iii. 非執行董事(包括獨立非執行董事)—作為非執行董事並繼續擔任該職責的人士。此外，須符合上市規則第3.11條及第17.04條；及
- iv. 顧問及專家顧問—本公司科學顧問委員會不時的成員及其他人士，作為本集團於其所經營的任何國家的長期顧問或專家顧問。科學顧問委員會向本公司就本集團所進行研究項目的發展進程提供指引及評估。

(c) 可供發行之上限

根據二零一二年購股權計劃授出之所有購股權獲行使時可能發行之股份總數受限於二零一二年五月十日(即股東於股東週年大會上有條件採納及批准二零一二年購股權計劃之日期)已發行股份10%之上限(47,023,543股股份)。

於二零二三年十二月三十一日，根據二零一二年購股權計劃可供發行之股份總數為零，相當於本年報日期本公司已發行股份總數0%。於二零二三年十二月三十一日，根據二零一二年購股權計劃已授出而尚未行使之購股權所涉及之股份數目為24,367,000股(二零二二年十二月三十一日：27,417,000股)，相當於本年報日期已發行股份數目之4.1%(二零二二年十二月三十一日：4.7%)。



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(d) Maximum entitlement of each Eligible Person of the 2012 Share Option Scheme

The total number of the Shares issued and to be issued upon exercise of the options granted (including those granted (whether or not cancelled) under the 2012 Share Option Scheme) and to be granted to any Eligible Persons of the 2012 Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period up to the date of the grant to such Eligible Person of the 2012 Share Option Scheme shall not exceed 1% of the issued Shares from time to time (the “**1 per cent. Limit of 2012 Share Option Scheme**”). Any further grant of options in excess of this 1 per cent. Limit of 2012 Share Option Scheme must be subject to (i) separate Shareholders’ approval with that Eligible Persons of the 2012 Share Option Scheme and his close associates (or his associates if the Eligible Person is a connected person) abstaining from voting and (ii) the issue of a circular.

(e) Time of exercise and vesting of the option

An option may be exercised in accordance with the terms of the 2012 Share Option Scheme at any time during a period as specified by the Committee in relation to each such option in its terms of grant provided that the period within which the option must be exercised (that is, the final expiration date) shall not be earlier than six months but not more than 10 years from its date of grant (subject to earlier termination in accordance with the rules of the 2012 Share Option Scheme).

The Committee may provide restrictions on how and when an option during the period for which an option may be exercised, including, if appropriate, a minimum period for which an option must be held or a performance target, if any, which must be achieved before an option can be exercised. The 2012 Share Option Scheme has not specified any performance target that must be achieved before an option can be exercised.

Under the 2012 Share Option Scheme, the total vesting period of options granted ranges from approximately 6 to 48 months.

(f) Basis for determining the exercise price and acceptance of offer

The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price of the Shares on the date of grant; (ii) the average closing price of the Shares for five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

Under the 2012 Share Option Scheme, upon acceptance of the option, the grantee of an option must pay HK\$1 to the Company by way of consideration for the grant thereof.

(d) 二零一二年購股權計劃合資格人士各自之最高限額

於截至向任何二零一二年購股權計劃合資格人士授出購股權之日止任何12個月期間向該等合資格人士授出(包括根據二零一二年購股權計劃授出(不論是否已註銷))及將授出之購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數,不得超逾不時已發行股份之1%(「二零一二年購股權計劃1%限額」)。進一步授出超逾此二零一二年購股權計劃1%限額之購股權必須(i)經股東另行批准,且二零一二年購股權計劃合資格人士及其緊密聯繫人(倘合資格人士為關連人士,則其聯繫人)須放棄表決權及(ii)發出通函。

(e) 購股權行使期及歸屬期

購股權可於由委員會於授出條款中就每一批購股權指明之期間內任何時間按照二零一二年購股權計劃之條款行使,惟必須行使購股權之期限(即最終期滿日)不得早於由授出日期起計六個月,但不得遲於由授出日期起計10年(可按照二零一二年購股權計劃之規則提早終止)。

委員會可訂明購股權於可行使期間之行使方式及時間限制,包括(如適當)必須持有購股權之最短期間或購股權可行使前必須達到之表現目標(如有)。二零一二年購股權計劃並無指定於購股權可行使前必須達到之任何表現目標。

根據二零一二年購股權計劃,所授出購股權之總歸屬期介乎約6至48個月。

(f) 釐定行使價之基準及接納要約

行使價由各董事釐定,且將不少於以下各項之最高者:(i)授出當日之股份收市價;(ii)緊接授出當日前五個營業日之股份平均收市價;及(iii)股份面值。

根據二零一二年購股權計劃,於接納購股權時,購股權承授人必須支付1港元予本公司,作為其接納授出購股權之代價。

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(g) Remaining life of the Scheme

The 2012 Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption, i.e. 10 May 2012. The 2012 Share Option Scheme expired on 9 May 2022.

2022 Share Option Scheme

(a) Purpose of the Scheme

The purpose of the 2022 Share Option Scheme is to advance the interests of the Company and its Shareholders by providing to Eligible Persons of the 2022 Share Option Scheme (as defined below) a performance incentive for continued and improved service with the Group and by enhancing such persons' contribution to increase profits by encouraging capital accumulation and share ownership.

(b) Participants of the Scheme

The Board may at its discretion invite the following persons (the "**Eligible Persons of the 2022 Share Option Scheme**") to participate in the 2022 Share Option Scheme:

- i. Employees – Any employee (whether full-time or part-time) of the Company or any of its subsidiaries who has contributed to the Group's research and development, including but not limited to project leader, project member, engineer and technician;
- ii. Staff and advisers – Any staff, adviser (professional or otherwise), consultant, agent or business partner that the Company deems important to provide support to the Group;
- iii. Directors – Any director (including executive, non-executive and independent non-executive directors) of the Group.

The Board would assess the Eligible Persons of the 2022 Share Option Scheme based on factors such as their working experience, industry knowledge and their past and/or expected contribution to the development and success of the Group. For the basis of determining the eligibility of employees, staff, advisers and Directors as the Eligible Persons of the 2022 Share Option Scheme, the Board would consider period of employment, responsibilities, time commitment, knowledge in the industry and prevailing market practice.

(g) 計劃餘下有效期

二零一二年購股權計劃自採納日期(即二零一二年五月十日)起計十年內有效。二零一二年購股權計劃已於二零二二年五月九日屆滿。

二零二二年購股權計劃

(a) 計劃之目的

二零二二年購股權計劃之目的，是向二零二二年購股權計劃合資格人士(定義見下文)提供表現獎勵以激勵彼等繼續努力不懈地為本集團提供並改善服務，以及透過鼓勵累積資本和擁有股份激勵彼等為提升溢利作出貢獻，從而促進本公司及股東之利益。

(b) 計劃之參與人士

董事會可酌情邀請下列人士(「二零二二年購股權計劃合資格人士」)參與二零二二年購股權計劃：

- i. 僱員 – 對本集團之研發有貢獻之本公司或其任何附屬公司之任何僱員(不論全職或兼職)，包括但不限於項目主管、項目成員、工程師及技術員；
- ii. 員工及顧問 – 本公司視其為本集團提供重要支援之任何員工、顧問(專業或其他性質)、專家顧問、代理或業務夥伴；
- iii. 董事 – 本集團之任何董事(包括執行、非執行及獨立非執行董事)。

董事會將基於多項因素評估二零二二年購股權計劃合資格人士，例如工作經驗、行業知識以及過往及／或預期為本集團發展及成功所作貢獻。就釐定僱員、員工、顧問及董事是否符合二零二二年購股權計劃合資格人士資格之基準而言，董事會將考慮僱用期、責任、投放時間、行業知識及當前市場慣例。



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(c) Maximum numbers available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme shall be subject to a maximum limit of 10% of the Shares in issue on 19 May 2022, the date on which the 2022 Share Option Scheme is conditionally adopted and approved by the Shareholders at the AGM, which is 58,883,534 Shares.

The total number of Shares available for issue under the 2022 Share Option Scheme as at 31 December 2023 were 57,633,534, representing approximately 9.8% of the Company's total number of issued shares as at the date of this annual report. As at 31 December 2023, the number of Shares in respect of which options had been granted and remained outstanding under the 2022 Share Option Scheme was 1,250,000 (31 December 2022: 1,250,000), representing 0.2% (31 December 2022: 0.2%) of the Shares in issue at the date of this annual report.

(d) Maximum entitlement of each Eligible Persons of the 2022 Share Option Scheme

The total number of the Shares issued and to be issued upon exercise of the options granted (including those granted (whether or not cancelled) under the 2022 Share Option Scheme) and to be granted to any Eligible Persons of the 2022 Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period up to and including the date of grant to such Eligible Persons of the 2022 Share Option Scheme shall not exceed 1% of the issued Shares from time to time (the "**1 per cent. Limit of the 2022 Share Option Scheme**"). Any further grant of options in excess of this 1 per cent. Limit of the 2022 Share Option Scheme must be subject to (i) separate Shareholders' approval with that Eligible Persons of the 2022 Share Option Scheme and his close associates (or his associates if the Eligible Person of the 2022 Share Option Scheme is a connected person) abstaining from voting and (ii) the issue of a circular.

(c) 可供發行之上限

於根據二零二二年購股權計劃將予授出之所有購股權獲行使時可予發行之股份總數，不得超逾二零二二年五月十九日(即股東於股東週年大會上有條件採納及批准二零二二年購股權計劃之日期)已發行股份10%之上限(58,883,534股股份)。

於二零二三年十二月三十一日，根據二零二二年購股權計劃可供發行之股份總數為57,633,534股，相當於本年報日期本公司已發行股份總數約9.8%。於二零二三年十二月三十一日，根據二零二二年購股權計劃已授出而尚未行使之購股權所涉及之股份數目為1,250,000股(二零二二年十二月三十一日：1,250,000股)，相當於本年報日期已發行股份數目之0.2%(二零二二年十二月三十一日：0.2%)。

(d) 二零二二年購股權計劃合資格人士各自之最高限額

於截至向任何二零二二年購股權計劃合資格人士授出購股權之日(包括當日)止任何12個月期間向該等合資格人士已授出(包括根據二零二二年購股權計劃授出(不論是否已註銷))及將授出之購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數，不得超逾不時已發行股份之1%(「二零二二年購股權計劃1%限額」)。進一步授出超逾二零二二年購股權計劃1%限額之購股權必須(i)經股東另行批准，且二零二二年購股權計劃合資格人士及其緊密聯繫人(倘二零二二年購股權計劃合資格人士為關連人士，則其聯繫人)須放棄表決權及(ii)發出通函。

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(e) Time of exercise and vesting of the option

An option may be exercised in accordance with the terms of the 2022 Share Option Scheme at any time during a period as specified by the Board in relation to each such option in its terms of grant provided that the period within which the option must be exercised (that is, the final expiration date) shall not be more than 10 years from its date of grant (subject to earlier termination in accordance with the rules of the 2022 Share Option Scheme).

The Board may provide restrictions on how and when an option during the period for which an option may be exercised, including, if appropriate, a minimum period for which an option must be held or a performance target, if any, which must be achieved before an option can be exercised. The 2022 Share Option Scheme has not specified any performance target that must be achieved before an option can be exercised.

Under the 2022 Share Option Scheme, the total vesting period of options granted ranges from approximately 12 to 48 months.

(f) Basis for determining the exercise price and acceptance of offer

The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price of the Shares on the date of grant; and (ii) the average closing price of the Shares for five business days immediately preceding the date of grant, or (where applicable) such price as from time to time adjusted pursuant to the 2022 Share Option Scheme and subject to the requirements under Chapter 17 of the Listing Rules.

Under the 2022 Share Option Scheme, upon acceptance of the option, the grantee of an option must pay HK\$1 to the Company by way of consideration for the grant thereof.

(g) Remaining life of the Scheme

The 2022 Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption, i.e. 19 May 2022. As at 31 December 2023, the remaining life of the 2022 Share Option Scheme was approximately 8.4 years (i.e. until 18 May 2032).

Details of the Company's share option schemes are set out in note 37 to the consolidated financial statements.

(e) 購股權行使期及歸屬期

購股權可於由董事會於授出條款中就每一批購股權指明之期間內任何時間按照二零二二年購股權計劃之條款行使，惟必須行使購股權之期限（即最終期滿日）由授出日期起計不得遲於10年（可按照二零二二年購股權計劃之規則提早終止）。

董事會可訂明購股權於可行使期間之行使方式及時間限制，包括（如適當）必須持有購股權之最短期間或購股權可行使前必須達到之表現目標（如有）。二零二二年購股權計劃並無指定於購股權可行使前必須達到之任何表現目標。

根據二零二二年購股權計劃，所授出購股權之總歸屬期介乎約12至48個月。

(f) 釐定行使價之基準及接納要約

行使價由各董事釐定，且將不少於以下各項之最高者：(i) 授出當日之股份收市價；及(ii) 緊接授出當日前五個營業日之股份平均收市價，或（如適用）在上市規則第十七章之規定規限下，不時根據二零二二年購股權計劃調整之價格。

根據二零二二年購股權計劃，於接納購股權時，購股權承授人必須支付1港元予本公司，作為其接納授出購股權之代價。

(g) 計劃餘下有效期

二零二二年購股權計劃自採納日期（即二零二二年五月十九日）起計十年內有效。於二零二三年十二月三十一日，二零二二年購股權計劃餘下有效期約為8.4年（即直至二零三二年五月十八日）。

本公司的購股權計劃詳情載於綜合財務報表附註37。



SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2023, the following parties (other than a Director or chief executive of the Company) who had interests or short positions in the Shares and underlying Shares of the Company which are required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO:

(a) Long position in Shares

主要股東於證券的權益

於二零二三年十二月三十一日，下列人士(本公司董事或最高行政人員除外)於本公司的股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部須知會本公司，以及須記入本公司根據證券及期貨條例第336條所置存登記冊的權益或淡倉：

(a) 於股份的好倉

Name 名稱/姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 持股概約百分比
Huby Technology Limited	Beneficial owner 實益擁有人	114,000,625	19.36%
Assicurazioni Generali S.p.A.	Interest of a controlled corporation 一間受控制法團的權益	81,405,000	13.82%
Li Zhenfu	Interest of a controlled corporation 一間受控制法團的權益	81,405,000	13.82%
Lion River I N.V.	Interest of a controlled corporation 一間受控制法團的權益	81,405,000	13.82%
GL Partners Capital Management Limited	Interest of a controlled corporation 一間受控制法團的權益	76,165,488	12.93%
Apta Finance S.A.	Interest of a controlled corporation 一間受控制法團的權益	76,580,898	13.01%
Cavazza Paolo	Interest of a controlled corporation 一間受控制法團的權益	76,580,898	13.01%
Paponi Claudia	Family interest 家族權益	76,580,898	13.01%
Qualister SA	Beneficial owner 實益擁有人	70,676,577	12.00%
Gortune Investment Co. Limited 廣東民營投資股份有限公司	Interest of a controlled corporation 一間受控制法團的權益	31,076,999	5.28%
UBS Group AG	Interest of a controlled corporation 一間受控制法團的權益	29,704,121	5.04%
Panacea Innovation Limited	Interest of a controlled corporation 一間受控制法團的權益	29,500,000	5.01%
Panacea Venture Healthcare Fund II, L.P.	Beneficial owner 實益擁有人	29,500,000	5.01%
Huang Zuie-Chin 黃瑞璿	Interest of a controlled corporation 一間受控制法團的權益	29,500,000	5.01%
	Beneficial owner 實益擁有人	500,000	0.08%
High Knowledge Investments Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	16,000,000	2.72%
Lue Shuk Ping, Vicky 呂淑冰	Interest of a controlled corporation (Note 1) 一間受控制法團的權益(附註1)	16,000,000	2.72%
	Family interest (Note 2) 家族權益(附註2)	42,815,266	7.27%

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Notes:

- (1) These Shares are legally owned by High Knowledge Investments Limited, which is entirely and beneficially owned by Dr. Li Xiaoyi's spouse, Ms. Lue.
- (2) These Shares are owned by Ms. Lue's spouse, Dr. Li Xiaoyi.

附註：

- (1) 該等股份在法律上由 High Knowledge Investments Limited 擁有，該公司由李小羿博士的配偶呂女士全資及實益擁有。
- (2) 該等股份由呂女士的配偶李小羿博士擁有。

(b) Long position in underlying shares – share options of the Company

(b) 於相關股份的好倉 – 本公司購股權

Name 姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 持股概約百分比
Lue Shuk Ping, Vicky 呂淑冰	Family interest (Note 1) 家族權益(附註1)	3,847,000	0.65%

Note:

- (1) These share options are owned by Ms. Lue's spouse, Dr. Li Xiaoyi.

附註：

- (1) 該等購股權由呂女士的配偶李小羿博士擁有。

(c) Short position in Shares

(c) 於股份的淡倉

No short positions of other persons and substantial shareholders in the Shares or underlying Shares of the Company and its associated corporations were recorded in the register.

登記冊中概無記錄其他人士及主要股東於本公司及其相聯法團的股份或相關股份中的淡倉。

Saved as disclosed above, as at 31 December 2023, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於二零二三年十二月三十一日，董事概不知悉任何其他人士或法團於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須披露的權益或淡倉。

SUFFICIENCY OF PUBLIC FLOAT

充足公眾持股量

According to information that is available to the Company the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares during the year and up to the date of this annual report.

根據本公司可查閱的資料，於年內及直至本年報日期，公眾所持本公司股份的百分比超過本公司已發行股份總數的25%。



RELATED PARTY TRANSACTIONS

During the year ended 31 December 2023, the Group conducted certain transactions with parties deemed as “related parties” under applicable accounting standards. The details of these transactions are set out in note 43 to the consolidated financial statements. Save for the transactions mentioned in the section headed “Connected Transactions and Continuing Connected Transactions” which is subject to announcement and disclosure requirements under Chapter 14A of the Listing Rules, certain transactions mentioned in note 43 to the consolidated financial statements also constituted connected transactions or continuing connecting transactions as defined in Chapter 14A of the Listing Rules but are exempt from the disclosure requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year, the Company and the Group had the following continuing connected transactions, and details of which have been disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

Continuing Connected Transactions

1. Provision of financial guarantee to PPI, an associate of the Group

On 11 February 2020 (as supplemented), the Company as guarantor provided a corporate guarantee in favour of a bank as a security for the provision of a revolving loan facility of up to HK\$13,000,000, a demand loan facility of up to HK\$40,000,000 and an overdraft facility of up to HK\$6,000,000, provided that the total outstanding balance of the overdraft facility and revolving loan facility shall not at any time exceed HK\$13,000,000, to PPI for the purpose of funding its normal commercial operation.

The above continuing connected transactions have been reviewed by the independent non-executive Directors and they have confirmed that the transactions:

- have been entered into in the usual and ordinary course of businesses of the Company and its subsidiaries.
- are conducted on normal commercial terms.
- are entered into in accordance with the terms of relevant agreements that are fair and reasonable and in the interests of shareholders as a whole.
- have not exceeded the cap disclosed in previous announcements.

關聯方交易

於截至二零二三年十二月三十一日止年度，本集團曾與根據適用會計準則被視作「關聯方」的人士進行若干交易。該等交易的詳情載於綜合財務報表附註43。除「關連交易及持續關連交易」一節所述交易須遵守上市規則第十四A章的公告及披露規定外，綜合財務報表附註43所述若干交易亦構成上市規則第十四A章所界定的關連交易或持續關連交易，惟獲豁免遵守上市規則第十四A章的披露規定。

關連交易及持續關連交易

年內，本公司及本集團曾進行下列持續關連交易，而有關詳情已遵照上市規則第十四A章的規定披露。

持續關連交易

1. 向本集團聯營公司普樂提供財務擔保

於二零二零年二月十一日（經補充），本公司以擔保人身份以某銀行為受益人向普樂提供企業擔保，作為獲提供一筆最多為13,000,000港元的循環貸款融資、一筆最多為40,000,000港元的活期貸款融資及一筆最多為6,000,000港元的透支融資的抵押，惟透支融資及循環貸款融資的未償還結餘總額於任何時間不可超逾13,000,000港元，該融資乃用作撥資普樂的日常商業運作。

上述持續關連交易已獲獨立非執行董事審核並確認該等交易乃：

- 在本公司及其附屬公司一般及日常業務中訂立。
- 以一般商業條款進行。
- 乃按照有關協議的條款訂立，公平合理，並符合股東整體利益。
- 並無超過先前公告所披露的上限。

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The Company's auditor, Confucius International CPA Limited, also has confirmed that the above continuing connected transactions:

- a. have received the approval of the Company's Board of Directors;
- b. have been entered into in accordance with the relevant agreement governing the transactions; and
- c. have not exceeded the cap disclosed in previous announcements.

Save as disclosed above, there was no other transaction requiring disclosure of connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors are independent.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 9.

KEY RISKS AND UNCERTAINTIES

The Board acknowledges its responsibility for the effectiveness of the internal control and risk management systems of the Group, which are designed to manage the risk of failure to achieve business objectives and provide reasonable assurance against material misstatement or loss.

Business Risk

The Group's business risks include rapid change in the general market conditions, downturn pressure on the overall economy of China and price competition from other market players. The Board is responsible for the overall management of the business and review of material business decisions involving material risks exposures from time to time.

Financial Risk

The Group adopts financial risk management policies to manage its currency risk, interest rate risk, credit risk, and liquidity risk. The Board also reviews monthly management accounts, capital structure and key operating data of the Group.

本公司核數師天健國際會計師事務所有限公司亦已確認上述持續關連交易：

- a. 已獲本公司董事會批准；
- b. 乃根據規管該等交易的有關協議訂立；及
- c. 並無超過先前公告所披露的上限。

除上文所披露者外，概無其他交易須按照上市規則的規定披露為關連交易及持續關連交易。

獨立性的確認

本公司已接獲上市規則第3.13條所規定各獨立非執行董事的年度獨立性確認書，並認為全體獨立非執行董事均屬獨立人士。

五年財務摘要

本集團過去五個財政年度的業績以及資產及負債摘要載於第9頁。

主要風險及不明朗因素

董事會知悉其維持本集團內部控制及風險管理系統有效性的責任。該等系統旨在管理未能達成業務目標的風險，並針對重大失實陳述或損失提供合理的保證。

業務風險

本集團的業務風險包括整體市場狀況的急劇變化、中國整體經濟的下行壓力及其他市場對手的價格競爭。董事會負責業務的整體管理以及檢討涉及不時的重大風險敞口的重大業務決策。

財務風險

本集團已採納財務風險管理政策管理其貨幣風險、利率風險、信貸風險及流動資金風險。董事會亦每月檢討本集團的管理賬目、資本架構及主要營運數據。



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Compliance Risk

The Board adopts procedures to ensure the Group is in compliance with applicable laws, rules and regulations. The Group engages professional advisers and consultants to keep the Group abreast of the latest developments in the regulatory environment, including legal, financial, environmental, and operational developments. The Group also adopts a strict policy in prohibiting any unauthorised use or dissemination of confidential or inside information.

Operational Risk

The Group adopts procedures to manage its operational risk, such as inadequate management efficiency, inefficient raw material procurement, and production facilities utilisation. The Board has reviewed the effectiveness of the Group's internal control and risk management systems covering business, financial, compliance and operational risks of the Group and is satisfied that such systems are effective and adequate.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The sustainability of the Group's business relies on the growth of the Group's employees. Remuneration packages of the employees are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors.

Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance related bonus. Share options may also be granted to eligible employees of the Group.

Relationship is the fundamentals of business. The Group fully understands this principal and thus maintain good relationship with the customers to fulfil their immediate and long-term need.

The Group strives to maintain fair and co-operating relationship with the suppliers.

SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group is committed to the long-term sustainability of its businesses and the communities with which it engages. The Group pursues this business approach by managing its business prudently and executing management decisions with due care and attention. Over the years, the Group has been fully committed to environmental protection. Periodic internal control meetings are held to review environmental issues in the production plants to update environmental laws and regulations and to make valuable suggestions and recommendations for improvement.

合規風險

董事會亦採取程序確保本集團遵守適用法律、規則及法規。本集團委聘專業諮詢人員及顧問以讓本集團緊貼監管環境的最新發展，包括法律、財務、環境及營運發展。本集團亦採取嚴格政策，禁止任何未經授權使用或發佈機密資料或內幕消息。

運作風險

本集團採取多項程序管理其運作風險，如管理效率不足、原料採購效率低及生產設施的使用。董事會已就本集團內部控制及風險管理系統的有效性進行檢討，涵蓋本集團的業務、財務、合規及運作風險，且信納該等系統屬有效充足。

與僱員、客戶及供應商的關係

本集團業務的可持續發展有賴於本集團僱員的成長。僱員薪酬待遇一般參考現行市場條款及個人資歷制定。薪金及工資通常會每年根據表現評估及其他相關因素檢討。

除薪金外，本集團另設有其他員工福利，包括強制性公積金、醫療保險及與表現掛鉤的花紅。本集團亦會向合資格僱員授出購股權。

關係乃業務的根本。本集團深明此理，與客戶保持良好關係以滿足其目前及長期的需要。

本集團致力與供應商維持公平及合作的關係。

社會責任與服務及環境政策

本集團致力於業務的長期可持續發展以及業務經營所在社區。本集團所追求的經營方針是審慎處理業務並以適切的關懷及照顧執行管理決策。多年以來，本集團一直全力實踐對環境保護的承諾，定期舉辦內部控制會議，以檢討生產廠房的環境事務，並回顧最新的環境法律及法規，以及就改善環境提出寶貴建議與意見。

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COMPLIANCE WITH REGULATIONS

The Group is not aware of any instances of material breach of or non-compliance with the applicable laws and regulations such as the Hong Kong Companies Ordinance (Cap. 622), Listing Rules, and other applicable local laws and regulations in various jurisdictions during the year ended 31 December 2023 and up to the date of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report prepared in accordance with Appendix C2 of the Listing Rules will be published on the websites of the Company and the Stock Exchange separately.

STAFF RETIREMENT SCHEMES

The group companies operated in Hong Kong are required to participate in a defined contribution retirement scheme set up in accordance with the Mandatory Provident Fund Schemes Ordinance (Cap. 485). Under the scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries up to a maximum of HK\$1,500 (the "Mandatory Contributions"), and are charged to the profit or loss as they become payable in accordance with the rules of the scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65 years old, death or total incapacity.

In addition, pursuant to the government regulations in the PRC and Taiwan, the employees of the group companies operated in the PRC and Taiwan are members of a state-managed retirement benefit plan operated by the government of the PRC and Taiwan. Those group companies are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement is to make the specified contributions.

Certain Directors will be entitled to lump sum payment upon retirement and monthly pension payment after retirement if they have engaged in continuous service with the Company for certain years.

Particulars of the scheme of the Group are set out in note 38 to the consolidated financial statements.

遵守法規

於截至二零二三年十二月三十一日止年度及直至本年報日期，本集團並不知悉任何實例嚴重違反或不遵守適用的法律及法規，如香港公司條例(第622章)、上市規則以及於不同司法管轄區適用的其他當地法律及法規。

環境、社會及管治報告

根據上市規則附錄C2編製的環境、社會及管治報告，將另行於本公司網站及聯交所網站發佈。

員工退休計劃

在香港營運的集團公司須根據強制性公積金計劃條例(第485章)參與定額供款退休計劃。根據計劃，僱員須每月按月薪5%供款(最多為1,500港元)，並可選擇作出額外供款。僱主每月供款為僱員月薪5%(最多為1,500港元)(「強制供款」)，並根據計劃的規則於應付時自損益扣除。該計劃的資產與本集團的資產分開持有，並存放於獨立管理的基金內。僱員於65歲退休、身故或完全喪失工作能力時，可取回僱主全部強制供款。

此外，根據中國和台灣政府規定，本集團於中國和台灣營運公司的僱員為中國和台灣政府運作的國家管理退休福利計劃的成員。該等集團公司均須按工資成本的特定百分比向退休福利計劃供款，以便為福利提供資金。本集團就退休福利僅須承擔的責任為作出特定供款。

若干董事倘若已持續服務本公司指定年期，將有權於退休時享有一次過款項及於退休後享有每月退休金。

本集團計劃的詳情載於綜合財務報表附註38。



Report of the Directors 董事會報告

AUDITOR

The consolidated financial statements for the years ended 31 December 2020, 2021 and 2022 were audited by HLM CPA Limited (“**HLM**”) and the consolidated financial statements for the year ended 31 December 2023 were audited by Confucius International CPA Limited (“**Confucius**”).

HLM resigned as auditor of the Company with effect from 6 July 2023 and Confucius was appointed as auditor of the Company with effect from 6 July 2023 to fill the casual vacancy and to hold office until the conclusion of the forthcoming AGM. Save as disclosed above, there was no other changes of auditor of the Company in the preceding three years.

Confucius will retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of Confucius as auditor of the Company is to be proposed at the AGM.

On behalf of the Board

Lee Siu Fong
Chairman

Hong Kong, 26 March 2024

核數師

截至二零二零年、二零二一年及二零二二年十二月三十一日止年度的綜合財務報表乃由恒健會計師行有限公司(「**恒健**」)審核，而截至二零二三年十二月三十一日止年度的綜合財務報表則由天健國際會計師事務所有限公司(「**天健**」)審核。

恒健已辭任本公司核數師，自二零二三年七月六日起生效，而天健則已獲委任為本公司核數師，自二零二三年七月六日起生效，以填補臨時空缺，並將任職至即將舉行的股東週年大會結束為止。除上文所披露者外，過去三年本公司核數師並無其他變動。

天健行將退任，惟符合資格並將願意接受續聘。本公司將於股東週年大會上提呈決議案續聘天健為其核數師。

代表董事會

主席
李小芳

香港，二零二四年三月二十六日

Corporate Governance Report

企業管治報告

The Board believes that corporate governance is essential to the success of the Company and has adopted various measures to uphold good corporate governance to safeguard the interests of our shareholders, investors, customers and staff.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the CG Code throughout the year ended 31 December 2023.

Looking forward, the Board will continue to conduct reviews on the Company's corporate governance practices from time to time to ensure compliance with the CG Code.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

During the year ended 31 December 2023, the Company has adopted the Model Code. The Company has made specific enquiries of all the Directors and the Company was not aware of any non-compliance with such Model Code and required standard of dealing throughout the year ended 31 December 2023.

BOARD OF DIRECTORS

The non-executive Directors provide the Group with a wide range of expertise and knowledge in the pharmaceutical sector. The independent non-executive Directors are persons of high calibre; with academic and professional qualifications in the areas of accounting, financial and pharmaceutical field. With their experience gained from senior positions held in other companies, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

The Company has a Board diversity policy whereby it recognises and embraces the benefits of a diversity of Board members. It endeavors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge.

The list of Directors and their roles and functions is posted on the websites of the Company and the Stock Exchange.

董事會相信，企業管治對本公司的成功甚為重要，並已採納多項措施，以維持良好的企業管治，保障我們股東、投資者、客戶及員工的利益。

企業管治常規

本公司已於截至二零二三年十二月三十一日止年度內一直遵守企管守則。

日後，董事會將繼續不時審閱本公司之企業管治常規，以確保遵守企管守則。

遵守董事進行證券交易的標準守則

於截至二零二三年十二月三十一日止年度，本公司已採納標準守則。本公司已向全體董事作出特定查詢，而於截至二零二三年十二月三十一日止整個年度內，本公司並不知悉有任何並無遵守標準守則及交易必守標準的事項。

董事會

非執行董事為本集團提供醫藥領域的廣泛專長及知識。獨立非執行董事為高素質人才；擁有會計、金融及醫藥領域的學術及專業資格。憑藉彼等在其他公司擔任高級職位所獲得的經驗，彼等為有效履行董事會職責及責任提供了強而有力的支持。

本公司已制定董事會多元化政策，以認可及博採董事會成員多元化的裨益，致力確保董事會具備適合本公司業務需求的技能、經驗及多元化觀點。所有董事會成員將繼續以用人唯才為原則進行委任，並充分顧及董事會成員多元化的裨益。甄選人選將根據一系列多元化觀點進行，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。

董事名單及彼等的角色及職能於本公司網站及聯交所網站登載。



Corporate Governance Report

企業管治報告

The roles of the Chairman and Chief Executive Officer are segregated and are not exercised by the same individual. The Chairman of the Company is Ms. Lee Siu Fong and the management committee is responsible for the effective and timely management of the daily activities and business dealings of the Group, as well as implementation of all policies and decision approved by the Board and to assist the Board in implementing the Group's strategic plans.

主席與行政總裁的角色已區分，並非由一人同時兼任。本公司的主席為李小芳女士，而管理委員會負責本集團日常活動及業務交易的有效適時管理，以及推行所有經董事會批准的政策及決定，以及協助董事會推行本集團的策略規劃。

The Board formulates overall strategic plans and key policies of the Group, monitors its financial performance, maintains effective oversight over the management, risks assessment, controls over business operations and ensures good corporate governance and compliance with legal and regulatory requirements. Responsibility in relation to daily operations and execution of the strategic business plans are delegated to each of the executive Directors and senior management.

董事會制定本集團的總體策略規劃及重大政策、監管其財務表現、維持對管理、風險評估的有效監督、對業務經營控制，並確保良好的公司管治及遵守法律法規及監管規定。日常運作與執行策略業務計劃的責任委派予各執行董事及高級管理層。

During the year ended 31 December 2023, 10 Board meetings and 1 shareholders meeting were held and the attendance of individual Director at these meetings is set out below:

截至二零二三年十二月三十一日止年度曾舉行10次董事會會議及一次股東大會，以下為各董事出席會議的記錄：

Attendees		Number of Board meeting attended/ Total	Number of shareholders meeting attended/ Total
與會者		出席董事會會議次數/總次數	出席股東大會次數/總次數
Executive Directors	執行董事		
Lee Siu Fong (<i>Chairman</i>)	李小芳 (<i>主席</i>)	10/10	1/1
Leelalertsuphakun Wanee (<i>Managing Director</i>)	李煒妮 (<i>董事總經理</i>)	10/10	1/1
Non-executive Directors	非執行董事		
Li Xiaoyi	李小羿	10/10	1/1
James Charles Gale	James Charles Gale	10/10	0/1
Independent non-executive Directors	獨立非執行董事		
Chan Yau Ching, Bob	陳友正	10/10	0/1
Cheang Yee Wah, Eva	蔣綺華	5/5	1/1
Lam Yat Cheong	林日昌	5/5	1/1
Tsim Wah Keung, Karl	詹華強	10/10	0/1

The then Company's auditor, HLM CPA Limited, also attended the shareholders meeting.

本公司當時的核數師恒健會計師行有限公司亦出席股東大會。

During the year under review, a meeting was held between the Chairman and all independent non-executive Directors in accordance with provision C.2.7 of the CG Code.

於回顧年度，主席已根據企管守則條文C.2.7與全體獨立非執行董事舉行一次會議。

Corporate Governance Report

企業管治報告

NON-EXECUTIVE DIRECTORS

All non-executive Directors are appointed for a specific term, subject to retirement by rotation at least once every three years.

All the independent non-executive Directors have confirmed in writing to the Company that they have met all the guidelines for assessing their independence as set out in Rule 3.13 of the Listing Rules. Notwithstanding that Dr. Chan Yau Ching, Bob and Dr. Tsim Wah Keung, Karl of the independent non-executive Directors have served on the Board for more than nine years, in view that they have demonstrated the attributes as independent non-executive Directors during their tenure in office and taking into account their written confirmation of independence as regards Rule 3.13 of the Listing Rules, the Company considers that all the independent non-executive Directors to be independent and believes that their continued service as independent non-executive Directors will be beneficial to the Company and the shareholders.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group regularly updates Directors on the latest development regarding the Listing Rules and other applicable legal and regulatory requirements regarding subjects necessary in the discharge of their duties. In addition, the Group has been encouraging Directors to attend training courses or via online aids or reading relevant materials on the latest development of applicable laws, rules and regulations so that they can continuously update and further enhance their knowledge and skills.

Records of the Directors' training during 2023 are as follows:

非執行董事

所有非執行董事均有指定任期，且須至少每三年輪流退任一次。

所有獨立非執行董事已向本公司書面確認，彼等已符合上市規則第3.13條所載評估彼等獨立性的所有指引。儘管獨立非執行董事陳友正博士及詹華強博士於董事會服務超過9年，鑒於彼等於任期內已證明為獨立非執行董事的優點，並已考慮彼等就上市規則第3.13條的書面確認，本公司認為所有獨立非執行董事均屬獨立，並相信彼等作為獨立非執行董事的持續服務將對本公司及股東有利。

董事培訓及專業發展

本集團定期知會董事有關上市規則及與彼等履行職務時所需事項相關的其他適用法律及監管規定的最新發展。此外，本集團一直鼓勵董事出席有關適用法律、規則及規例最新發展的培訓課程或網上資源或閱讀相關資料，使彼等可持續更新及進一步提高其相關知識及技能。

董事於二零二三年的培訓記錄如下：

Directors		Type of continuous professional development training 持續專業發展培訓類別
董事		
Executive Directors	執行董事	
Lee Siu Fong (<i>Chairman</i>)	李小芳(主席)	(2) & (3)
Leelalertsuphakun Wanee (<i>Managing Director</i>)	李焯妮(董事總經理)	(2) & (3)
Non-executive Directors	非執行董事	
Li Xiaoyi	李小羿	(2) & (3)
James Charles Gale	James Charles Gale	(2) & (3)
Independent non-executive Directors	獨立非執行董事	
Chan Yau Ching, Bob	陳友正	(2) & (3)
Cheang Yee Wah, Eva (Note 1)	蔣綺華(附註1)	(2) & (3)
Lam Yat Cheong	林日昌	(2) & (3)
Tsim Wah Keung, Karl	詹華強	(2) & (3)



Corporate Governance Report

企業管治報告

Notes:

- (1) Ms. Cheang Yee Wah, Eva was appointed as an Independent non-executive Director of the Company with effect from 17 May 2023. She obtained the legal advice from the Company's legal advisor as regards the requirements under the Listing Rules that are applicable to her as a Director and the possible consequences of making a false declaration or giving false information to the Hong Kong Stock Exchange on 9 May 2023 and confirmed that she understood her obligations as a Director.
- (2) Attending seminar(s) or training session(s).
- (3) Reading newspapers, journals and updates relating to the Company's business or Directors' duties and responsibilities, the latest development of the Listing Rules and other applicable regulatory requirements, etc.

AUDIT COMMITTEE AND ACCOUNTABILITY

The Board is responsible for presenting a balanced, clear and comprehensible assessment of the Group's performance and prospects. The Board is also responsible for preparing the accounts of the Group, which give a true and fair view of the financial position of the Group on a going concern basis.

The Company set up an audit committee with written terms of reference in compliance with Rules 3.21 and the CG Code as set out in Appendix C1 of the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process, internal control and risks management system of the Group.

The Audit Committee is to serve as a focal point for communication between other Directors, the external auditors, the internal auditors (where an internal audit function exists) of the Company, and the management as regards their duties relating to financial and other reporting, risk management, internal controls, external and internal audits and such other financial and accounting matters as the Board determines from time to time. The Audit Committee is to assist the Board in providing an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time.

附註：

- (1) 蔣綺華女士已獲委任為本公司獨立非執行董事，自二零二三年五月十七日起生效。於二零二三年五月九日，彼已取得本公司法律顧問的法律意見，內容關於適用於彼出任董事的上市規則規定，以及向香港聯交所作出虛假聲明或提供虛假資料的可能後果，而彼已確認明白其作為董事的義務。
- (2) 出席座講會或培訓課程。
- (3) 閱讀有關本公司業務或董事職責、上市規則及其他適用監管規定的最新發展的報章、期刊及最新資料。

審核委員會及問責

董事會負責呈列本集團表現及前景的客觀、清晰及全面評估。董事會亦負責以持續經營基準編製真實兼公平地反映本集團財務狀況的本集團賬目。

本公司已設立審核委員會，並以書面訂明其職權範圍，以符合上市規則第3.21條以及附錄C1所載的企業管治守則。審核委員會的主要職責為檢討及監督本集團的財務申報程序、內部監控系統及風險管理。

審核委員會乃作為其他董事、外聘核數師、內部核數師（倘存在內部審核職能）及管理層之間的溝通橋樑，關乎彼等職責中相關的財務及其他報告、風險管理、內部監控、外部及內部審核以及董事會不時決定的其他財務及會計事宜。審核委員會乃為協助董事會獨立檢討本集團財務報告過程、內部監控及風險管理制度的成效、監管審核過程及履行董事會不時指派的其他職責及責任。

Corporate Governance Report

企業管治報告

Audit Committee comprises three members, Dr. Chan Yau Ching, Bob (chairman of the audit committee), Ms. Cheang Yee Wah, Eva (appointed with effect on 17 May 2023), Mr. Lam Yat Cheong (resigned with effect on 17 May 2023) and Dr. Tsim Wah Keung, Karl, who are the independent non-executive Directors of the Company. During the financial year ended 31 December 2023, three meetings were held by Audit Committee to review and comment on the Group's draft annual and interim financial reports, met with external auditor and provided advices and recommendations to the Board and make recommendation on change in auditor of the Company to the Board. The individual attendance record of each member is as follows:

審核委員會由三名成員組成，即陳友正博士（審核委員會主席）、蔣綺華女士（自二零二三年五月十七日起獲委任）、林日昌先生（自二零二三年五月十七日起辭任）及詹華強博士，彼等均為本公司的獨立非執行董事。於截至二零二三年十二月三十一日止財政年度，審核委員會舉行了三次會議，以審閱本集團的年度及中期財務報告草案並提供意見，與外聘核數師舉行會議，並向董事會提供意見及推薦意見，以及就本公司核數師的變更向董事會提供推薦意見。每名成員的個別出席記錄如下：

Attendees		Number of audit committee meeting attended/	Attendance percentage
		Total 出席審核委員會 會議次數／總次數	出席率
與會者			
Chan Yau Ching, Bob	陳友正	3/3	100%
Cheang Yee Wah, Eva	蔣綺華	2/2	100%
Lam Yat Cheong	林日昌	1/1	100%
Tsim Wah Keung, Karl	詹華強	3/3	100%

REMUNERATION COMMITTEE

Remuneration Committee has been established in February 2012 in accordance with the requirement of Appendix C1 of the Listing Rules. Remuneration Committee comprises two independent non-executive Directors and one executive Director.

Dr. Tsim Wah Keung, Karl is the chairman of the Remuneration Committee and Ms. Leelalertsuphakun Wanee and Dr. Chan Yau Ching, Bob are members of the Remuneration Committee. The Company has adopted the model to make recommendations to the Board to determine the remuneration packages of individual executive Director and senior management. The major roles and functions of Remuneration Committee are as follows:

- Establish and apply a formal and transparent procedure for setting policy on remuneration for executive Directors and senior management, and for fixing the remuneration packages for all Directors and senior management; and
- Ensure that procedures and principles for fixing packages of all Directors and senior management are proper so that the levels of remuneration of Directors commensurate with their qualifications and competencies, and that such remuneration is sufficient to attract and retain the Directors and senior management but not excessive.

薪酬委員會

薪酬委員會於二零一二年二月根據上市規則附錄C1的規定成立。薪酬委員會包括兩名獨立非執行董事及一名執行董事。

詹華強博士乃該委員會的主席，而李焯妮女士及陳友正博士乃薪酬委員會的成員。本公司已採納向董事會提供建議的模式，以釐定個別執行董事及高級管理層的薪酬待遇。薪酬委員會的主要角色及職能如下：

- 設立並應用正規而具透明度的程序，以制定有關執行董事及高級管理人員的酬金的政策，並釐定所有董事及高級管理人員的薪酬待遇；及
- 確保以正規的程序及原則釐定所有董事及高級管理人員的待遇，以使董事酬金水平與彼等的資格及能力相稱，且有關薪酬足以吸引及挽留董事及高級管理人員，但不致過多。



Corporate Governance Report

企業管治報告

The terms of reference of the Remuneration Committee are posted on the websites of the Company and the Stock Exchange. The Remuneration Committee meets at least once a year. During the year ended 31 December 2023, two meetings are held by the Remuneration Committee and all the committee members attended the meetings to approve the annual bonus payable to executive Directors for the financial year 2022, the remuneration packages of executive Directors and the new appointed independent non-executive Director during the year under review.

Pursuant to code provision E.1.5 of the CG Code, the Board has resolved that the senior management of the Company comprise only the Executive Directors of the Company. Please refer to note 14 to the consolidated financial statements for details of the remuneration payable to the Directors.

NOMINATION COMMITTEE

Nomination Committee has been established in January 2022 in accordance with the requirement of Appendix C1 of the Listing Rules. The Nomination Committee of the Company comprises one executive Director and two independent non-executive Directors.

Ms. Lee Siu Fong is the chairman of the Nomination Committee and Dr. Chan Yau Ching, Bob and Dr. Tsim Wah Keung, Karl are members of the Nomination Committee. The major roles and functions of the Nomination Committee are as follows:

- Review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- Assess the independence of independent non-executive directors;
- Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman or chairlady and the chief executive officer);
- Review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its progress on its review results in the annual report of the Company annually; and

薪酬委員會的職權範圍於本公司網站及聯交所網站登載。薪酬委員會至少每年舉行一次會議。於截至二零二三年十二月三十一日止年度，薪酬委員會舉行了兩次會議，而所有委員會成員出席該會議，以批准二零二二財政年度應付執行董事的年度獎金，以及回顧年度內執行董事及新委任獨立非執行董事的薪酬待遇。

根據企管守則的守則條文E.1.5，董事會議決本公司高級管理層只包括本公司執行董事。有關應付董事酬金的詳情請參閱綜合財務報表附註14。

提名委員會

提名委員會於二零二二年一月根據上市規則附錄C1的規定成立。提名委員會包括一名執行董事及兩名獨立非執行董事。

李小芳女士乃提名委員會的主席，而陳友正博士及詹華強博士乃提名委員會的成員。提名委員會的主要角色及職能如下：

- 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及觀點與角度多元性方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
- 評核獨立非執行董事的獨立性；
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；
- 不時檢討董事會多元化政策及董事會為執行董事會多元化政策而定的任何可計量目標及達標的進度；以及每年於本公司的年報內披露其檢討結果的處理進度；及

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- f. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity to the Board.

The terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange. During the year ended 31 December 2023, two meetings are held by the Nomination Committee with all committee members attended to assess and review the effectiveness of the Board Diversity Policy and the independence of independent non-executive Directors and make recommendation to the Board for the individuals nominated for directorships.

MANAGEMENT COMMITTEE

Management Committee was established in April 2021 which comprises two executive Directors and several key management personnels of the Group in respect of research and development, manufacturing, sales and marketing and finance. The Management Committee is established for the purpose of effective and timely management of the day-to-day activities and business dealings of the Group, as well as implement all policies and decisions approved by the Board and to assist the Board in implementing the strategic plans of the Group.

Ms. Leelalertsuphakun Wanee is the chairman of the Management Committee and Ms. Lee Siu Fong and several key management personnels are members of the Management Committee. The major roles and functions of the Management Committee are as follows:

- a. Oversee the management and the administrative functions of the day-to-day operations of the Group;
- b. Review the documents from the senior management of the Company on issues relating to its operation, management, strategies and developments (such as vision, mission, and annual strategy of the Company) on a regular basis and make recommendations to the Board regarding any proposed changes;

- f. 若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明：

- (i) 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
- (ii) 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- (iii) 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- (iv) 該名人士如何促進董事會成員多元化。

提名委員會的職權範圍於本公司網站及聯交所網站登載。截至二零二三年十二月三十一日止年度，提名委員會舉行了兩次會議，全體委員會成員均有出席，以評估及檢討董事會多元化政策之成效及獨立非執行董事之獨立性，以及就獲董事職務提名的個人向董事會提供推薦意見。

管理委員會

管理委員會於二零二一年四月成立，成員包括兩名執行董事以及本集團在研究及開發、製造、銷售及營銷以及財務等範疇的若干主要管理人員。成立管理委員會旨在有效及迅速地管理本集團的日常事務及業務運作，並執行所有經董事會批准的政策和決定，以及協助董事會實行本集團的戰略計劃。

李焯妮女士乃管理委員會的主席，而李小芳女士及若干主要管理人員乃管理委員會成員。管理委員會的主要角色及職能如下：

- a. 監督本集團日常運作的管理及行政職能；
- b. 定期審閱本公司高級管理層就本公司的運作、管理、策略及發展等事宜(例如本公司的願景、宗旨及年度策略)提交的文件，並就任何建議變動向董事會提出建議；



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- c. Identify market changes and competition or make recommendations to the Board on issues relating to the Company's operation, management, strategies and developments, such as Company's market positions, pricing strategies, new markets and strategic partnerships;
 - d. Make recommendations to the Board on matters relating to the Company's operation, management, strategies and developments;
 - e. Handle such other matters as delegated by the Board from time to time; and
 - f. Perform all such duties and all such acts in relation to paragraphs above pursuant to the Company's Articles of Association and all applicable statutory rules and regulations in force from time to time.
- c. 確定市場變化及競爭或就本公司的運作、管理、策略及發展等事宜(例如本公司的市場定位、定價策略、新市場及戰略夥伴合作)向董事會提出建議；
 - d. 就本公司的運作、管理、策略及發展等事宜向董事會提出建議；
 - e. 處理董事會不時指派的其他事宜；及
 - f. 根據本公司的組織章程細則及所有不時生效的適用法定規則及法規履行一切與以上各段有關的職務及行動。

The terms of reference of the Management Committee are posted on the websites of the Company and the Stock Exchange. The Management Committee meets at least twice a year. During the year ended 31 December 2023, four meetings are held by the Management Committee and all the committee members attended the meeting.

管理委員會的職權範圍於本公司網站及聯交所網站登載。管理委員會最少須每年舉行兩次。於截至二零二三年十二月三十一日止年度，管理委員會舉行了四次會議，而所有委員會成員均有出席會議。

COMPANY SECRETARY

The company secretary's biography is set out in the section under "Directors and Key Personnel Profiles" of this annual report. During the year ended 31 December 2023, the company secretary has taken no less than 15 hours of professional training to update his skills and knowledge.

公司秘書

公司秘書履歷載於本年度「董事及主要人員履歷」一節。於截至二零二三年十二月三十一日止年度，公司秘書共接受不少於15小時更新其技能及知識的專業培訓。

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems over the Group's asset and shareholders' interests, as well as for reviewing such systems' effectiveness. Such systems are designed to provide reasonable, but not absolute, assurance against misstatement or loss, and to manage risks of failure in the Group's operational systems. The systems include a well-established organisational structure with clearly defined lines of responsibility and authority, which is designed to safeguard assets from inappropriate use, maintain proper accounts, ensure compliance with regulations and regulate the handling and dissemination of inside information of the Group.

內部監控及風險管理

董事會須對維護本集團資產及股東權益的健全及有效內部監控及風險管理系統負責，並有責任檢討該等制度的有效性。該等系統旨在就不會有失實陳述或損失作出合理而非絕對的保證，並管理本集團營運系統的失敗風險。系統包括建立已久、清晰界定責任及權限的組織架構，設計該架構旨在保護資產免受不適當使用、維持妥當賬目、確保遵守規例以及規管本集團內幕消息的處理與發佈。

For the year ended 31 December 2023, the Board has, through the Audit Committee with the Group's internal audit team and the assistance of the management, conducted a review of the Group's internal control and risk management system, including without limitation to financial control, operational control, and compliance control. The Board assesses the effectiveness of internal controls by considering reviews performed by the Audit Committee, executive management and auditors.

於截至二零二三年十二月三十一日止年度，董事會已透過審核委員會在本集團內部審核團隊與管理層的協助下檢討本集團的內部監控及風險管理系統是否有效，有關檢討包括(但不限於)財務監控、運作監控及合規監控。董事會經考慮審核委員會、行政管理人員及核數師所進行的檢討，評估內部監控的有效性。

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The Board is of the view that the internal control and risk management systems are effective and there are no irregularities, improprieties, fraud or other deficiencies that suggest material deficiency in the effectiveness of the Group's internal control system.

AUDITOR'S REMUNERATION

Total auditor's remuneration for the fiscal year 2023 in relation to statutory audit work of the Group amounted to HK\$1,270,000 of which a sum of HK\$1,106,000 was payable to Confucius International CPA Limited, auditor of the Company.

DIVERSITY POLICY

Pursuant to the Board Diversity Policy, the Board shall consider the benefits of diversity when it reviews the Board composition. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Measurable objectives include (i) at least one Director is female; (ii) at least one third of the Board shall be independent non-executive Directors; and (iii) the Board possesses a balance skills appropriate for the requirements of the business of the Company. Such objectives will be reviewed from time to time to ensure their appropriateness. The Board is mindful of the objectives for the factors as set out above for assessing the candidacy of the Board members, and will ensure that any successors to the Board shall follow the gender diversity policy. For the Reporting Year, all items (i) to (iii) have been fulfilled.

The Board comprises seven Directors, among which, three of them are female. The Board are also characterised by significant diversity, whether considered in terms of gender, nationality, length of service, professional background and skills.

At the work place level, as at 31 December 2023, the Group had 1,057 employees in total composing of 488 male and 569 female (i.e. a female-to-male ratio of approximately 54:46), reflecting a gender equality principle generally adhere by the Group. The Group is determined to continue maintain gender diversity and equality in terms of the whole workforce. The Company expects this is achievable with suitable effort in promoting the gender diversity culture, which the Group has been advocating for so.

董事會認為內部監控及風險管理系統有效，並無違規、不當行為、欺詐或其他不足的處以顯示本集團內部監控系統的有效性存在重大缺失。

核數師酬金

於二零二三財政年度，有關本集團法定核數服務的核數師總酬金為1,270,000港元，其中1,106,000港元乃應付予本公司核數師天健國際會計師事務所有限公司。

多元化政策

根據董事會多元化政策，董事會於檢討董事會成員組合時應考慮多元化的好處。本公司於設定董事會成員組合時會從多個方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗及資格、技能、知識、服務年期及行業和區域經驗。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多元化的裨益。

可衡量目標包括(i)至少一名董事為女性；(ii)至少三分之一的董事會成員須為獨立非執行董事；及(iii)董事會具備適合本公司業務需要的均衡技能。該等目標將不時予以檢討以確保其適當性。董事會銘記上文所載評估董事會成員候選人資格的因素的目標，並將確保董事會的任何繼任者均應遵循性別多元化政策。就報告年度而言，第(i)至(iii)項均已實現。

董事會由七名董事組成，其中三名為女性。不論從性別、國籍、年資、專業背景及技能方面考慮，董事會亦具有成員十分多元化的特徵。

在工作地點層面，於二零二三年十二月三十一日，本集團共有1,057名僱員，包括488名男性及569名女性(即女性與男性的比例約為54:46)，反映出本集團已大致遵守性別平等原則。本集團決定繼續保持全體員工的性別多元性及平等性。本公司預期通過適當努力促進性別多元文化可實現此目標，而本集團一直倡導如此行事。



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In terms of the Board's composition, currently, three of the Directors are independent non-executive Directors, thereby promoting critical review and control of the management process. Our independent non-executive Directors are of sufficient caliber and stature for their views to carry weight. The Board has a mix of background and experience in various fields including accounting and finance, legal, management, investment and pharmaceutical. These diverse backgrounds, when taken together, could provide the Group with considerable experience in a range of activities.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and review the Board composition under diversified perspectives annually to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the businesses of the Company.

DIVIDEND POLICY

The Company has adopted a dividend policy on payment of dividends. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the dividend policy (including but not limited to the Group's financial results, cash flow position, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans), dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

INVESTOR RELATIONS

The Company is committed to fair disclosure and comprehensive, transparent reporting. The Board is ultimately responsible for ensuring that there is effective communication with investors and that the Board understands the views of the major Shareholders. On a day-to-day basis, the primary contact with the major Shareholders is through the Board and the chief financial officer of the Company.

Printed copies of the quarterly (on or before fiscal year 2022), interim and annual reports are sent to all Shareholders. The most recent general meeting of the Company was held on 17 May 2023. The meeting was opened to all Shareholders and was attended by substantial Shareholders personally present or by proxy.

As part of a regular programme of investor relations, senior management holds briefings and attends conferences with institutional investors and financial analysts to engage in a two-way communication on the Company's performance and objectives. A wide range of information on the Group's business activities is made available to investors and the public through the websites of the Company and the Stock Exchange. Announcements of the quarterly (on or before fiscal year 2022), interim and annual results are also available on the websites of the Company and the Stock Exchange.

董事會組成方面，目前有三名董事為獨立非執行董事，從而促進批判性檢討及對管理過程的控制。我們的獨立非執行董事具有足夠的才能和地位，其觀點具有影響力。董事會於會計及財務、法律、管理、投資及製藥等多個領域擁有深厚背景及豐富經驗。該等多元化背景結合在一起可為本集團在一系列活動中積累豐富的經驗。

提名委員會將每年從多元化角度監督董事會多元化政策的實施及檢討董事會的組成，確保董事會有平衡的技能、經驗和多元化角度，並且適合本公司業務需要。

股息政策

本公司已採納支付股息的股息政策。視乎本公司及本集團的財務狀況以及股息政策所載的條件及因素(包括但不限於本集團的財務業績、現金流量狀況、業務狀況及策略、未來營運及盈利、資本要求以及支出計劃)，董事會可在財政年度內建議及/或宣派股息，而財政年度的任何末期股息將由股東批准。

投資者關係

本公司致力於提供公平的披露及全面而透明的報告。董事會負有最終責任，確保與投資者進行有效溝通，以及董事會了解大股東的意見。與大股東的聯絡主要透過董事會及本公司財務總監進行。

季度(二零二二財務年度或之前)、中期及年度報告的印刷本均會發送予全體股東。本公司最近期的股東大會於二零二三年五月十七日舉行。全體股東均可出席，而主要股東已親身或委派代表出席。

作為投資者關係常規計劃一部分，高級管理層舉行簡佈會及出席機構投資者及金融分析員會議，從而達至本公司表現及目標的雙向溝通。有關本公司業務活動的豐富資料已登載於本公司及聯交所的網站，供投資者及公眾人士瀏覽。季度(二零二二財務年度或之前)、中期及年度業績公佈亦可於本公司及聯交所的網站瀏覽。

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In 2023, the Company held 2 teleconferences with analysts and investors at its Hong Kong office. These activities allowed them to have good opportunities to directly communicate with and understand the senior management, operating management and general staff of the Company.

The Company has reviewed its prevailing shareholders' communication policy during the reporting period, and believes the shareholders' communication policy is still appropriate and effective. Enquiries to the Board may be made by contacting the company secretary through the email, or directly by questions at an annual general meeting or a special general meeting of the Company.

CONVENING OF EXTRAORDINARY GENERAL MEETINGS ON REQUISITION BY SHAREHOLDERS

Shareholders shall have the right to request the Board to convene an extraordinary general meeting ("EGM") of the Company. Two or more shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company which carries the right of voting at the general meeting of the Company may send a written request to the Board of the Company to request for an EGM. The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the registered office of the Company.

Shareholders who wish to move a resolution at general meetings may follow the procedures set out in the preceding paragraph.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary whose contact details are as follows:

Lee's Pharmaceutical Holdings Limited
1/F, Building 20E, Phase 3
Hong Kong Science Park, Shatin, Hong Kong
Telephone: (852) 2314 1282
Fax: (852) 2314 1708
Email: investor@leespharm.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

於二零二三年，本集團曾於香港辦事處與分析員及投資者舉行兩次電話會議。有關活動讓彼等有機會直接與本公司高級管理層、營運管理層及一般員工溝通並加深了解。

報告期內，本公司已檢討其現行股東溝通政策，並相信股東溝通政策仍然合適而有效。如欲向董事會作出查詢，可透過電郵聯絡公司秘書，或於本公司的股東週年大會或股東特別大會上直接提問。

應股東請求召開股東特別大會

股東將有權要求董事會召開本公司的股東特別大會（「股東特別大會」）。合共持有本公司附帶本公司股東大會的投票權的繳足股本不少於十分之一（10%）的兩名或以上股東可以書面形式向本公司董事會發出請求召開股東特別大會。由有關股東正式簽署的書面請求必須陳述該大會的目的，且必須遞交至本公司的註冊辦事處。

欲於股東大會上動議一項決議案的股東可遵循上段所載的程序。

指導股東向董事會作出查詢的程序

股東可於任何時間以書面形式透過公司秘書向董事會作出查詢及提出關注，而公司秘書的聯繫方式詳情如下：

李氏大藥廠控股有限公司
香港沙田香港科學園
第三期20E大樓一樓
電話：(852) 2314 1282
傳真：(852) 2314 1708
電郵：investor@leespharm.com

股東亦可於本公司股東大會上向董事會作出查詢。



CHANGE IN CONSTITUTIONAL DOCUMENTS

On 17 April 2023, the Board proposed to make certain amendments to the then articles of association of the Company and adopt the amended and restated articles of association of the Company (the “**Amended and Restated M&A**”) to (i) bring the Amended and Restated M&A in line with amendments to Listing Rules and applicable laws of the Cayman Islands; (ii) allow general meetings of the Company to be held as a physical meeting, hybrid meeting or an electronic meeting; and (iii) make certain minor housekeeping amendments.

A special resolution of the Shareholders was passed at the annual general meeting of the Company held on 17 May 2023 to approve the amendments to the then articles of association of the Company and the adoption of the Amended and Restated M&A with effect from the same date.

For further details, please refer to the announcement of the Company dated 6 April 2022, 19 May 2022 and 17 April 2023 and the circular of the Company dated 21 April 2023.

The full set of the Amended and Restated M&A was published on the websites of the Company (www.leespharm.com) and the Stock Exchange (www.hkexnews.hk).

憲章文件變動

於二零二三年四月十七日，董事會建議對本公司當時的組織章程細則作出若干修訂，並採納本公司經修訂及重列組織章程細則（「**經修訂及重列大綱及細則**」），以(i)使經修訂及重列大綱及細則符合對上市規則及開曼群島適用法律之修訂；(ii)讓本公司以實體會議、混合會議或電子會議方式舉行股東大會；及(iii)作出若干輕微內務修訂。

於二零二三年五月十七日舉行的本公司股東週年大會上通過一項股東特別決議案，批准修訂本公司當時的組織章程細則及採納經修訂及重列大綱及細則，自同日起生效。

進一步詳情請參閱本公司日期為二零二二年四月六日、二零二二年五月十九日及二零二三年四月十七日的公佈以及日期為二零二三年四月二十一日的通函。

經修訂及重列大綱及細則全文已於本公司網站 (www.leespharm.com) 及 聯 交 所 網 站 (www.hkexnews.hk) 登載。

Independent Auditor's Report

獨立核數師報告



天健國際會計師事務所有限公司

Confucius International CPA Limited

Certified Public Accountants

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TO THE MEMBERS OF LEE'S PHARMACEUTICAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

致李氏大藥廠控股有限公司
(於開曼群島註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of Lee's Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 77 to 225, which comprise the consolidated statement of financial position as at 31 December 2023, and consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第77頁至第225頁李氏大藥廠控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團在二零二三年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

意見的基礎

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

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

Revenue Recognition (Refer to Notes 7 and 8 to the Consolidated Financial Statements)

The Group's revenue amounted to HK\$1,053 million for the year ended 31 December 2023. Sales of goods are recognised as revenue when goods are delivered and titles have been passed.

We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue.

Our response

Our main procedures in relation to revenue recognition included:

- Obtaining evidence regarding the transfer of control of ownership.
- Testing the key internal controls over revenue recognition, and assessing whether the accounting policy related to revenue recognition was applied appropriately and consistently throughout the year.
- On a sample basis, making selections from sales records and delivery records, and tracing to their contracts, delivery orders and customer's acknowledgement of receipts, and paying special attention to samples before and after the end of the reporting period to assess whether the relevant revenue was recognised in the correct period.

Based on our procedures described, we found that the amount and timing of the revenue recorded were supported by available evidence.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

收益確認 (參閱綜合財務報表附註7及8)

貴集團於截至二零二三年十二月三十一日止年度的收益為1,053百萬港元。銷售貨品於交付貨品及所有權已易手時確認。

我們將收益確認識別為關鍵審計事項，乃由於收益為貴集團關鍵業績指標之一，因此存在操縱收益確認時點的內在風險。

我們的回應

我們有關收益確認的主要程序包括：

- 取得有關擁有權的控制權轉移的憑證。
- 測試與收益確認相關的關鍵內部控制，並評估收益確認的相關會計政策在本年度是否適當且一貫地運用。
- 以抽查為基礎，從銷售記錄及交付記錄中作出甄選，追查與該筆銷售相關的合同、交付單及客戶確認收據，特別關注報告期完結前後的樣本，以評估相關收益是否在正確的期間確認。

基於上述程序，我們發現所記錄收益的金額及時間可以現有憑證佐證。

Independent Auditor's Report

獨立核數師報告

Valuation of Retirement Benefits on Defined Benefit Plan (Refer to Note 38 to the Consolidated Financial Statements)

The Group entered into service contracts with the eligible directors to provide certain retirement benefits. There is judgement in determining valuation of the retirement benefits as recorded at the end of the reporting period. The valuation is based on a number of assumptions including discount rate, growth rate of salary and life expectancy. As at 31 December 2023, the Group reported retirement benefits of HK\$110 million.

Our response

Our main procedures in relation to the valuation of the retirement benefits on defined benefit plan included:

- Assessing the independence and competence of the independent external valuer appointed by the Group to calculate the fair value of the retirement benefits.
- Assessing the accuracy and relevance of the input data provided by management to the independent external valuer by challenging and corroborating the market data and information from similar transactions from independent sources.
- Evaluating appropriateness of the methodology and assumptions used by the independent external valuer.
- Testing mathematical accuracy of the underlying valuation.

We found the methodology and key assumptions to be reasonable.

Intangible Assets Recognition and Impairment Assessment (Refer to Note 20 to the Consolidated Financial Statements)

As at 31 December 2023, the Group reported intangible assets of HK\$1,077 million, of which HK\$795 million were capitalised development expenditure and HK\$282 million were license fees.

Development expenditure mainly comprised of development of pharmaceutical products. The Group capitalised eligible product development costs upon meeting the criteria as described in Hong Kong Accounting Standard 38 "Intangible Assets" ("HKAS 38"). Capitalisation criteria assessment requires significant management judgement and there is measurement uncertainty at inception and throughout the lives of the individual projects.

對定額福利計劃的退休福利進行估值

(參閱綜合財務報表附註38)

貴集團與合資格董事訂有服務合約以提供若干退休福利。在釐定退休福利於報告期完結時的估值時須作出判斷。有關估值乃以多項假設為基礎，包括貼現率、薪金增長率及預期壽命。於二零二三年十二月三十一日，貴集團錄得退休福利110百萬港元。

我們的回應

我們有關定額福利計劃的退休福利估值的主要程序包括：

- 評估 貴集團為計算退休福利公平值委聘的獨立外部估值師的獨立性及能力。
- 通過質疑及核實源自獨立來源的類似交易的市場數據及資料，評估管理層向獨立外部估值師提供的輸入數據是否準確及相關。
- 評估獨立外部估值師所採用方法與假設是否合適。
- 測試相關估值計算的算術準確性。

我們發現該等方法及主要假設誠屬合理。

無形資產確認及減值評估

(參閱綜合財務報表附註20)

於二零二三年十二月三十一日，貴集團錄得無形資產1,077百萬港元，當中795百萬港元為已撥充資本的開發支出及282百萬港元為專利費。

開發支出主要包括開發醫藥產品。貴集團在合資格產品開發成本符合《香港會計準則》第38號「無形資產」(「香港會計準則第38號」)所述條件時將之撥充資本。評定資本化條件須作出重大管理判斷，且個別項目開始及整個年期均涉及計量上的不明朗性。



Independent Auditor's Report

獨立核數師報告

Management is required to assess at the end of each reporting period whether any indicator of impairment exists, which requires significant management judgement and assumptions with reference to the ability to use or sell the products, its future market or economic development.

Our response

Our main procedures in relation to the recognition of intangible assets included:

- Gaining an understanding of the business process undertaken by management to assess the appropriate accounting treatment for each project.
- Assessing the reasonableness of recognition and eligibility criteria for intangible assets by challenging the key assumptions used or estimates made in capitalising the cost.
- Testing on a sample basis the expenditure capitalised against source documents and signed contracts.
- Assessing the ownership of license fees.

Our main procedures in relation to the impairment assessment of intangible assets included:

- Assessing management's determination of the impairment based on our understanding of the nature of the Group's business.
- Assessing whether there are any indicators of impairment by understanding the business and rationale for the products under development.
- Discussing with and interviewing the responsible staff and managers on the progress and future prospects of respective development projects.
- Selecting products with significant development cost and request for independent valuation to be done for impairment assessment.

Based on our procedures described, we found the recognition and impairment assessment on intangible assets to be reasonable.

管理層須在每個報告期完結時評估是否有任何減值跡象存在，而有關評估是需要按使用或銷售產品能力、未來市場或經濟發展作出重要管理判斷及假設。

我們的回應

我們有關確認無形資產的主要程序包括：

- 了解管理層所從事的業務程序，以評估各項目的合適會計處理方法。
- 通過質疑將成本撥充資本時所使用的主要假設或估計，評定無形資產確認的合理性及合格性準則。
- 以抽查為基礎，為撥充資本的開支追查文件及所簽署合約。
- 評定專利費的擁有權。

我們有關無形資產減值評估的主要程序包括：

- 根據我們對貴集團業務性質的認識，評定管理層所釐定的減值。
- 通過了解業務及發展中產品的基礎理論，評定是否出現任何減值跡象。
- 就相關發展項目的進展及未來前景與負責員工及經理進行討論及面談。
- 甄選開發成本重大的產品以及為減值評估而要求進行獨立估值。

基於上述程序，我們發現無形資產的確認與減值評估誠屬合理。

Independent Auditor's Report

獨立核數師報告

Impairment Assessment of Goodwill (Refer to Note 21 to the Consolidated Financial Statements)

Management is required to assess at the end of each reporting period whether there is any indicator that goodwill may be impaired. If any such indication exists, the management shall estimate the recoverable amount of the asset.

Our response

Our main procedures in relation to the impairment assessment of goodwill included:

- Assessing management's determination of the Group's cash-generating units based on our understanding of the nature of the business and the economic environment in which the cash-generating units operate.
- Based on our knowledge of the business and industry, challenging the reasonableness of the underlying key assumptions and data used in the cash flow forecasts (including revenue growth rate, operating profit, and discount rate used).

Based on our procedures described, we found the estimations of management in relation to goodwill are supported by plausible evidence.

Fair Value Measurement of Unlisted Investments Held As Financial Assets at Fair Value Through Other Comprehensive Income and Through Profit Or Loss (Refer to Notes 23 and 24 to the Consolidated Financial Statements)

The Group held several unlisted investments which were measured using either market observable inputs or unobservable inputs, and valuation techniques. The Group's fair value measurement of the financial assets arising from the unobservable inputs used in determining the fair value of the unlisted investments was grouped under level 3 of fair value hierarchy.

As at 31 December 2023, the Group's unlisted investments which were measured at fair value amounted to HK\$136 million, which had significant unobservable inputs in the valuation, and categorised within level 3 of fair value hierarchy, representing 4.71% of the Group's total assets as at 31 December 2023.

The valuations of these unlisted investments are conducted by an independent qualified valuer. The appropriateness of the valuation is dependent on determination of different valuation techniques and certain key assumptions. With different valuation techniques and assumptions applied, the valuation result can vary significantly.

商譽的減值評估 (參閱綜合財務報表附註21)

管理層須在每個報告期完結時評估商譽是否有任何減值跡象存在。倘若有任何跡象存在，管理層須估計有關資產的可收回金額。

我們的回應

我們有關評估商譽減值的主要程序包括：

- 基於我們對 貴集團現金產生單位經營所在業務性質與經濟環境的認識，評定管理層對現金產生單位的釐定。
- 基於我們對業務及行業的認識，質疑現金流量預測所用的相關主要假設及數據(包括所用的收益增長率、經營溢利及貼現率)的合理性。

基於上述程序，我們發現管理層對有關商譽的估計可以合理憑證佐證。

持作按公平值透過其他全面收益及 透過損益列賬之財務資產之非上市 投資之公平值計量

(參閱綜合財務報表附註23及24)

貴集團持有若干非上市投資，乃以市場上可觀測輸入數據或不可觀測輸入數據及估值技術計量。 貴集團在釐定非上市投資公平值時使用不可觀測數據所產生財務資產公平值計量乃歸屬於第三級公平值等級的組別內。

於二零二三年十二月三十一日， 貴集團以公平值計量的非上市投資為136百萬港元，該等非上市投資的估值採用了重大不可觀測數據，並分類於第三級公平值等級的組別內，佔 貴集團於二零二三年十二月三十一日資產總值的4.71%。

該等非上市投資的估值由獨立合資格估值師進行。估值的合適性取決於不同估值技術的釐定與若干關鍵假設。視乎不同估值技術與所應用的假設，估值結果可能有很大的差異。



Independent Auditor's Report 獨立核數師報告

As the unlisted investments are considered significant due to the size of the balance and the inherent judgement involved in determining the fair value measurement, is considered as a key audit matter.

The fair value was determined using market approach, income approach and reference to the prices of underlying investment portfolio quoted by administrator. The determination of fair value measurement requires the management to exercise their judgement to ensure the appropriateness of the estimates and assumptions.

Our response

Our procedures in relation to management's fair value measurement of unlisted investments included:

- Evaluating the independent professional valuer's competence, capabilities and objectivity.
- Focusing on the valuation methodologies and assumptions of unlisted fund investments that were classified as level 3 in the fair value hierarchy and involving valuation specialists in evaluating and assessing:
 - the valuation techniques through comparison with the valuation techniques that are commonly used in the market;
 - the validation of observable inputs using external market data; and
 - the reasonableness of management's assumptions.
- Checking the accuracy and reasonableness of the input data provided by management to the independent professional valuer.
- Review sensitivity analysis in consideration of the potential impact of reasonably possible upside or downside changes in these key assumptions.

Based on our procedures described, we found the impairment assessment on unlisted investments adopted by management to be reasonable.

由於計量非上市投資公平值所涉及的結餘規模與固有判斷被視為屬重大，故被視為關鍵審計事項。

公平值的計量採用市場法、收入法及參考基金管理人所報的相關投資組合價格。釐定所計量公平值須管理層在確保估計及假設的合適性上作出判斷。

我們的回應

我們有關管理層對非上市投資的公平值計量的程序包括：

- 評估獨立專業估值師的技能、能力及客觀性。
- 關注在公平值等級中被歸類為第三級的非上市基金投資的估值方法及假設，並於估值專家估值及評估以下各項：
 - 通過與市場上常用的估值技術比較估值技術；
 - 使用外部市場數據驗證可觀察輸入數據；及
 - 管理層假設的合理性。
- 檢查管理層向獨立專業估值師提供的輸入數據的準確性和合理性。
- 考慮到該等關鍵假設中合理可能的上行或下行變化的潛在影響，檢討敏感度分析。

基於上述程序，我們發現管理層就非上市投資所採納的減值評估誠屬合理。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團財務報告過程。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)按照協定的委聘條款報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士承擔或負上任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report

獨立核數師報告

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足、適當的審計憑證，以就綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

Confucius International CPA Limited
Certified Public Accountants

Chan Lap Chi
Practising Certificate number: P04084

Hong Kong, 26 March 2024

天健國際會計師事務所有限公司
執業會計師

陳立志
執業證書編號：P04084

香港，二零二四年三月二十六日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
Revenue	收益	7	1,053,034	1,233,148
Cost of sales	銷售成本		(501,723)	(462,393)
Gross profit	毛利		551,311	770,755
Other income	其他收入	10	77,257	73,734
Other gains and losses, net	其他收益及虧損淨額	11	5,977	(54,427)
Selling and distribution expenses	銷售及分銷費用		(304,296)	(346,467)
Administrative expenses	行政費用		(188,612)	(198,413)
(Provision for)/Reversal of expected credit losses on financial assets, net	財務資產預期信貸虧損(撥備)/撥回淨額		(1,280)	263
Research and development expenses	研究及開發費用		(96,804)	(168,885)
Profit from operations	經營溢利	12	43,553	76,560
Finance costs	財務成本	13	(11,898)	(7,595)
Share of results of associates	分佔聯營公司業績	22	(870)	(1,104)
Profit before taxation	除稅前溢利		30,785	67,861
Taxation	稅項	16	(10,836)	(22,026)
Profit for the year	本年度溢利		19,949	45,835
Attributable to:	下列人士應佔：			
Owners of the Company	本公司擁有人		16,698	51,284
Non-controlling interests	非控股權益		3,251	(5,449)
			19,949	45,835
			HK cents 港仙	HK cents 港仙
Earnings per share	每股盈利	18		
Basic	基本		2.84	8.71
Diluted	攤薄		2.84	8.71

The notes on pages 85 to 225 form an integral part of these consolidated financial statements.

第85頁至第225頁之附註構成本綜合財務報表之一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit for the year	本年度溢利	19,949	45,835
Other comprehensive (expense)/income:	其他全面(開支)/收益：		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
- Exchange differences on translation of financial statements of overseas subsidiaries	- 換算海外附屬公司財務報表之匯兌差額	(32,660)	(95,690)
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益之項目：		
- Fair value changes of financial assets at fair value through other comprehensive income	- 按公平值透過其他全面收益列賬之財務資產之公平值變動	140,293	(486,750)
Other comprehensive income/(expense) for the year, net of tax	本年度其他全面收益/(開支)，已扣除稅項	107,633	(582,440)
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	127,582	(536,605)
Total comprehensive income/(expense) for the year attributable to:	下列人士應佔本年度全面收益/(開支)總額：		
Owners of the Company	本公司擁有人	124,663	(528,438)
Non-controlling interests	非控股權益	2,919	(8,167)
		127,582	(536,605)

The notes on pages 85 to 225 form an integral part of these consolidated financial statements.

第85頁至第225頁之附註構成本綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2023
於二零二三年十二月三十一日

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	443,369	540,665
Intangible assets	無形資產	20	1,076,655	1,023,494
Goodwill	商譽	21	4,366	3,900
Interests in associates	於聯營公司之權益	22	5,045	5,163
Financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產	23	11,564	13,136
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益列賬之財務資產	24	682,842	536,452
Deferred tax assets	遞延稅項資產	34	10,199	7,584
			2,234,040	2,130,394
Current assets	流動資產			
Inventories	存貨	25	298,106	249,222
Trade receivables	應收貿易賬款	26	84,590	111,278
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	27	100,170	101,833
Advance to associates	墊付予聯營公司之款項	28	-	-
Tax recoverable	可收回稅項		569	-
Pledged deposits	已抵押存款	29	2,192	-
Cash and bank balances	現金及銀行結餘	29	171,000	189,301
			656,627	651,634
Current liabilities	流動負債			
Trade payables	應付貿易賬款	30	74,147	101,301
Other payables and accruals	其他應付款項及應計費用	31	439,021	462,182
Bank borrowings and overdrafts	銀行借款及透支	32	122,119	76,727
Lease liabilities	租賃負債	33	7,452	6,831
Tax payables	應付稅項		6,079	3,063
			648,818	650,104
Net current assets	流動資產淨值		7,809	1,530
Total assets less current liabilities	資產總值減流動負債		2,241,849	2,131,924

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2023

於二零二三年十二月三十一日

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
Capital and reserves	資本及儲備			
Share capital	股本	35	29,442	29,442
Reserves	儲備	36	2,009,513	1,894,665
Equity attributable to the owners of the Company	本公司擁有人應佔權益		2,038,955	1,924,107
Non-controlling interests	非控股權益		(78,357)	(81,583)
Total equity	總權益		1,960,598	1,842,524
Non-current liabilities	非流動負債			
Other payables and accruals	其他應付款項及應計費用	31	23,152	39,337
Bank borrowings and overdrafts	銀行借款及透支	32	70,636	77,363
Lease liabilities	租賃負債	33	3,933	2,573
Retirement benefits	退休福利	38	110,100	96,230
Deferred tax liabilities	遞延稅項負債	34	73,430	73,897
			281,251	289,400
			2,241,849	2,131,924

The notes on pages 85 to 225 form an integral part of these consolidated financial statements.

第85頁至第225頁之附註構成本綜合財務報表之一部分。

The consolidated financial statements on pages 77 to 225 were approved and authorised for issue by the board of directors on 26 March 2024 and are signed on its behalf by:

第77頁至第225頁所載綜合財務報表已於二零二四年三月二十六日經董事會核准及授權公佈，並由下列董事代表簽署：

Lee Siu Fong
李小芳
DIRECTOR
董事

Leelalertsuphakun Wanee
李燁妮
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Attributable to the owners of the Company								Attributable to non-controlling interests		Total
		本公司擁有人應佔										
		Share capital	Share premium	Merger difference	Share-based compensation reserve	Other reserves	Investments revaluation reserve	Exchange reserve	Retained profits	Sub-total		
		股本	股份溢價	合併差額	以股份支付之酬金儲備	其他儲備	投資重估儲備	匯兌儲備	保留溢利	小計	非控股權益應佔	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023	於二零二三年一月一日	29,442	720,091	9,200	61,792	65,302	(2,433,314)	(72,385)	3,543,979	1,924,107	(81,583)	1,842,524
Employee share option benefits	僱員購股權福利	-	-	-	793	-	-	-	-	793	-	793
Share options lapsed	已失效購股權	-	-	-	(10,447)	-	-	-	10,447	-	-	-
Acquisition of a subsidiary (Note 44)	收購一間附屬公司(附註44)	-	-	-	-	-	-	-	-	-	313	313
Acquisition of additional interest in a subsidiary (Note 45)	增購一間附屬公司之權益(附註45)	-	-	-	-	(9)	-	-	-	(9)	(6)	(15)
Profit for the year	本年度溢利	-	-	-	-	-	-	-	16,698	16,698	3,251	19,949
Other comprehensive (expense)/ income for the year	本年度其他全面(開支)/收益	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of financial statements of overseas subsidiaries	- 換算海外附屬公司財務報表之匯兌差額	-	-	-	-	-	-	(32,571)	-	(32,571)	(89)	(32,660)
- Fair value changes of financial assets at fair value through other comprehensive income	- 按公平值透過其他全面收益列賬之財務資產之公平值變動	-	-	-	-	-	140,536	-	-	140,536	(243)	140,293
Total comprehensive income/ (expense) for the year	本年度全面收益/(開支)總額	-	-	-	-	-	140,536	(32,571)	16,698	124,663	2,919	127,582
2022 final dividend paid (Note 17)	已付二零二二年末期股息(附註17)	-	-	-	-	-	-	-	(5,888)	(5,888)	-	(5,888)
2023 interim dividend paid (Note 17)	已付二零二三年中期股息(附註17)	-	-	-	-	-	-	-	(4,711)	(4,711)	-	(4,711)
At 31 December 2023	於二零二三年十二月三十一日	29,442	720,091	9,200	52,138	65,293	(2,292,778)	(104,956)	3,560,525	2,038,955	(78,357)	1,960,598

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Attributable to the owners of the Company								Attributable to non-controlling interests		Total
		本公司擁有人應佔										
		Share capital	Share premium	Merger difference	Share-based compensation reserve	Other reserves	Investments revaluation reserve	Exchange reserve	Retained profits	Sub-total		
		股本	股份溢價	合併差額	以股份支付之酬金儲備	其他儲備	投資重估儲備	匯兌儲備	保留溢利	小計	非控股權益應佔	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2022	於二零二二年一月一日	29,442	720,091	9,200	55,964	65,302	(1,948,815)	22,838	3,510,556	2,464,578	(73,416)	2,391,162
Employee share option benefits	僱員購股權福利	-	-	-	12,109	-	-	-	-	12,109	-	12,109
Share options lapsed	已失效購股權	-	-	-	(6,281)	-	-	-	6,281	-	-	-
Profit/(Loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	-	51,284	51,284	(5,449)	45,835
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of financial statements of overseas subsidiaries	- 換算海外附屬公司財務報表之匯兌差額	-	-	-	-	-	-	(95,223)	-	(95,223)	(467)	(95,690)
- Fair value changes of financial assets at fair value through other comprehensive income	- 按公平值透過其他全面收益列賬之財務資產之公平值變動	-	-	-	-	-	(484,499)	-	-	(484,499)	(2,251)	(486,750)
Total comprehensive (expense)/income for the year	本年度全面(開支)/收益總額	-	-	-	-	-	(484,499)	(95,223)	51,284	(528,438)	(8,167)	(536,605)
2021 final dividend paid (Note 17)	已付二零二一年末期股息(附註17)	-	-	-	-	-	-	-	(18,254)	(18,254)	-	(18,254)
2022 interim dividend paid (Note 17)	已付二零二二年中期股息(附註17)	-	-	-	-	-	-	-	(5,888)	(5,888)	-	(5,888)
At 31 December 2022	於二零二二年十二月三十一日	29,442	720,091	9,200	61,792	65,302	(2,433,314)	(72,385)	3,543,979	1,924,107	(81,583)	1,842,524

The notes on pages 85 to 225 form an integral part of these consolidated financial statements.

第85頁至第225頁之附註構成本綜合財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註		
Operating activities	經營業務		
Profit before taxation	除稅前溢利	30,785	67,861
Adjustments for:	就下列項目作出調整：		
Amortisation of intangible assets	無形資產攤銷	56,307	38,857
Depreciation of property, plant and equipment	物業、廠房及設備折舊	93,194	113,642
Fair value loss on financial assets at fair value through profit or loss, net	按公平值透過損益列賬之財務資產之公平值虧損淨額	1,572	46,360
Foreign exchange loss, net	外匯虧損淨額	877	5,625
Gain on deemed disposal of interests in associates	視為出售聯營公司權益之收益	(147)	-
Gain on disposal of intangible assets	出售無形資產之收益	(41,623)	-
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益淨額	(10)	(242)
Interest expenses	利息開支	11,277	6,619
Interest income	利息收入	(1,534)	(2,393)
Impairment loss recognised	已確認減值虧損	32,964	2,022
Loss on termination of lease agreement	終止租賃協議之虧損	40	-
Provision for/(Reversal of) expected credit losses on financial assets, net	財務資產之預期信貸虧損撥備/(撥回)淨額	1,280	(263)
Provision for/(Reversal of) retirement benefits	退休福利撥備/(撥回)	13,870	(15,740)
Provision for slow moving stock	滯銷存貨撥備	7,242	10,060
Share-based payments	以股份支付之款項	793	12,109
Share of results of associates	分佔聯營公司業績	870	1,104
Write-off of expired stock	撇銷過期存貨	244	5,710
Write-off of intangible assets	撇銷無形資產	-	-
Write-off of property, plant and equipment	撇銷物業、廠房及設備	350	662
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	208,351	291,993
(Increase)/Decrease in inventories	存貨(增加)/減少	(61,961)	43,278
Decrease in trade receivables	應收貿易賬款減少	21,086	39,903
Decrease in other receivables, deposits and prepayments	其他應收款項、按金及預付款項減少	22,349	52,448
Increase in pledged deposits	已抵押存款增加	(2,206)	-
(Decrease)/Increase in trade payables	應付貿易賬款(減少)/增加	(26,823)	39,482
Decrease in other payables and accruals	其他應付款項及應計費用減少	(30,771)	(190,116)
Cash from operations	經營所產生之現金	130,025	276,988
Interest paid	已付利息	(10,402)	(6,238)
Income tax refund	退回所得稅	-	14,083
Income tax paid	已付所得稅	(9,541)	(1,199)
Net cash generated from operating activities	經營業務產生之現金淨額	110,082	283,634

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
Investing activities	投資活動			
Additions of development cost and license fee	開發成本及專利費增加	20	(130,280)	(196,367)
Acquisition of additional interest in a subsidiary	增購一間附屬公司之權益	45	(15)	-
Acquisition of financial assets at fair value through other comprehensive income	收購按公平值透過其他全面收益列賬之財務資產	24	(6,097)	(16,485)
Acquisition of financial assets at fair value through profit or loss	收購按公平值透過損益列賬之財務資產		-	(29,016)
Total interest received	已收利息總額		1,534	2,393
Purchase of plant and equipment	購入廠房及設備	19	(27,468)	(14,899)
Payment for construction in progress	在建工程付款	19	(1,964)	(2,559)
Proceeds from disposal of intangible assets	出售無形資產之所得款項		19,563	-
Proceeds from disposal of plant and equipment	出售廠房及設備之所得款項		114	880
Acquisition of shares of associates	收購聯營公司股份	22	(605)	-
Net cash used in investing activities	投資活動所用之現金淨額		(145,218)	(256,053)
Financing activities	融資活動			
New loans	新增貸款	39	104,266	60,000
Repayment of loans	償還貸款	39	(68,933)	(151,880)
Repayment of lease liabilities	償還租賃負債	39	(11,477)	(12,574)
Refund from lease agreement	租賃協議退款		182	-
Dividend paid	已付股息	17	(10,599)	(24,142)
Net cash generated from/(used in) financing activities	融資活動產生/(所用)之現金淨額		13,439	(128,596)
Net decrease in cash and cash equivalents	現金及現金等值減少淨額		(21,697)	(101,015)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值		189,301	277,529
Effect of foreign exchange rate changes	外幣匯率變動之影響		(76)	12,787
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值		167,528	189,301
Analysis of cash and cash equivalents	現金及現金等值分析			
Cash and bank balances	現金及銀行結餘		171,000	189,301
Less: Bank overdrafts	減：銀行透支		(3,472)	-
			167,528	189,301

The notes on pages 85 to 225 form an integral part of these consolidated financial statements.

第85頁至第225頁之附註構成本綜合財務報表之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

1. GENERAL INFORMATION

Lee's Pharmaceutical Holdings Limited (the "Company") is a limited company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" in this annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") are the developing, manufacturing and sales and marketing of pharmaceutical products.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time which are mandatorily effective for the Group's annual periods beginning on 1 January 2023 for the preparation of the consolidated financial statements. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards ("HKASs"); and Hong Kong (IFRIC) Interpretations, Hong Kong Interpretations and Hong Kong (SIC) Interpretations (collectively referred to as "Interpretations").

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8 Amendments to HKAS 12	Definition of Accounting Estimates Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax reform – Pillar Two Model Rules

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or disclosures set out in these consolidated financial statements.

1. 一般資料

李氏大藥廠控股有限公司(「本公司」)為於開曼群島註冊成立之有限公司，而其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處及主要營業地點之地址於本年報「公司資料」一節內披露。

本公司及其附屬公司(統稱「本集團」)之主要業務為開發、製造、銷售及營銷藥品。

本綜合財務報表乃以港元呈列，而港元亦為本公司之功能貨幣。

2. 應用新增香港財務報告準則及香港財務報告準則之修訂

於本年度強制生效之新增香港財務報告準則及香港財務報告準則之修訂

於本年度，本集團就編製綜合財務報表首次應用香港會計師公會所頒佈於二零二三年一月一日開始之本集團年度期間強制生效之下列新增香港財務報告準則及香港財務報告準則之修訂。香港財務報告準則包括香港財務報告準則；香港會計準則；以及香港(國際財務報告詮釋委員會)詮釋、香港詮釋及香港(準則詮釋委員會)詮釋(統稱為「詮釋」)。

香港財務報告準則第17號 (包括於二零二零年 十月及二零二二年二月 對香港財務報告準則 第17號之修訂)	保險合約
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	會計政策披露
香港會計準則第8號之修訂 香港會計準則第12號之 修訂	會計估計定義 與一項單一交易產生之 資產及負債有關之遞延 稅項
香港會計準則第12號之 修訂	國際稅收改革 – 支柱二 立法模板

於本年度應用該等新增香港財務報告準則及香港財務報告準則之修訂對本集團於本年度及過往年度之財務狀況及表現及/或本綜合財務報表所載之披露事項並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

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

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ Effective date to be determined

The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

In additions, the Group has already commenced an assessment of the impact of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payments (“LSP”) offsetting mechanism in Hong Kong, but is not yet in a position to state whether this would have a material impact on its results of operations and financial positions.

2. 應用新增香港財務報告準則及香港財務報告準則之修訂(續)

已頒佈但尚未生效之新增香港財務報告準則及香港財務報告準則之修訂

本集團並無提早應用下列已頒佈但尚未生效之新增香港財務報告準則及香港財務報告準則之修訂：

香港會計準則第1號之修訂	流動或非流動負債之分類及香港詮釋第5號(二零二零年)之相關修訂 ¹
香港會計準則第1號之修訂	附帶契諾之非流動負債 ¹
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ¹
香港會計準則第21號之修訂	缺乏可兌換性 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 ³
香港財務報告準則第16號之修訂	售後租回之租賃負債 ¹

¹ 於二零二四年一月一日或之後開始之年度期間生效

² 於二零二五年一月一日或之後開始之年度期間生效

³ 生效日期待定

本公司董事預期，應用所有新增香港財務報告準則及香港財務報告準則之修訂於可見將來不會對綜合財務報表有重大影響。

此外，本集團已開始評估香港會計師公會指引對香港廢除強制性公積金(「強積金」)一長期服務金對銷機制之會計涵義之影響，惟目前尚未可說明會否對本集團的經營業績及財務狀況造成重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In additions, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Hong Kong Companies Ordinance (“**CO**”).

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

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

3. 綜合財務報表編製基準及重大會計政策資料

合規聲明

本綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。就編製綜合財務報表而言，如果合理預期有關資訊可能影響主要使用者所作出之決定，則被視作重大。此外，本綜合財務報表包括香港聯合交易所有限公司證券上市規則（「**上市規則**」）及香港公司條例（「**公司條例**」）規定之適用披露資料。

編製基準

本綜合財務報表乃根據歷史成本慣例編製，惟於各報告期末，若干財務工具乃按公平值計量。

歷史成本一般基於為交換貨品及服務而給予之代價之公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Basis of preparation (Continued)

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. 綜合財務報表編製基準及重大會計政策資料(續)

編製基準(續)

公平值指市場參與者之間在計量日進行之有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，無論該價格乃直接觀察到之結果，或是採用其他估值技術作出之估計。在對資產或負債之公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮之該等特徵。於本綜合財務報表內計量及／或披露之公平值均按此基準釐定，惟香港財務報告準則第2號「以股份支付之款項」(「香港財務報告準則第2號」)範圍內之以股份支付之交易、按照香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)入賬之租賃交易及與公平值類似但並非公平值之計量(如香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」(「香港會計準則第36號」)中之使用價值)除外。

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據乃就資產或負債可直接或間接地觀察之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

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

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合基準

本綜合財務報表包括本公司及本公司及其附屬公司控制之實體之財務報表。倘本公司同時符合以下標準，則本公司取得控制權：

- 對被投資方擁有權力；
- 面對或擁有自其參與被投資方產生之可變回報之風險或權利；及
- 有能力行使其權力以影響其回報時。

倘事實及情況表明上述控制之三個要素之其中一項或多項出現變化，則本集團將重新評估其是否對被投資方擁有控制權。

對一間附屬公司之綜合入賬乃由本集團獲得對該附屬公司之控制權開始，並於本集團失去對該附屬公司之控制權時終止。具體而言，年內所收購或出售之附屬公司收益及開支乃由本集團獲得控制權當日起包含於綜合損益表內，直至本集團失去對該附屬公司之控制權當日終止。

損益及其他全面收益之各項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益擁有虧絀結餘。

倘有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

與本集團各成員公司間交易有關之所有集團內公司間資產及負債、權益、收益、開支及現金流量乃於綜合賬目時全面對銷。

附屬公司之非控股權益與本集團於當中之權益分開呈列，而該等權益指賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產之權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Basis of consolidation (Continued)

Changes in the Group's interests in existing subsidiaries

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合基準(續)

本集團於現有附屬公司之權益之變動

本集團於現有附屬公司權益之變動並無導致本集團失去對該等附屬公司之控制權，會作為權益交易入賬。本集團權益之相關部分及非控股權益之賬面金額經調整以反映彼等於附屬公司之有關權益變動包括根據本集團與非控股權益之權益比例重新劃撥本集團與非控股權益之相關儲備。

獲調整之非控股權益金額與所支付或收取代價之公平值之間之任何差額直接於權益確認並歸屬於本公司擁有人。

當本集團失去對一間附屬公司之控制權時，該附屬公司之資產及負債以及非控股權益(如有)將終止確認。收益或虧損於損益內確認，並按：(i)已收代價公平值及任何保留權益公平值總額與(ii)本公司擁有人應佔該附屬公司資產(包括商譽)及負債之賬面金額之差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港財務報告準則第9號「財務工具」(「香港財務報告準則第9號」)，於其後入賬時被列作初始確認之公平值，或(如適用)於初始確認時於聯營公司之投資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting (the “**Conceptual Framework**”) except for transactions and events within the scope of HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” (“**HKAS 37**”) or HK(IFRIC)-Interpretation 21 “Levies” (“**HK(IFRIC)-Int 21**”), in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併

業務是一套綜合之活動及資產，包含共同為建設產出之能力作出重大貢獻之輸入及實質性流程。如所收購之流程對持續產生產出之能力至關重要，包括具備履行相關流程之必要技能、知識或經驗的經統籌人力資源，或對持續產生產出之能力有重大貢獻並被視為獨特或罕有或非得以重大成本、精力取代之流程，或拖累持續產生產出能力之流程，則該等流程被視為實質性。

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，而計算為本集團轉撥之資產及本集團產生之負債(至被收購方之前擁有人及本集團為交換被收購方之控制權而發行之股權)於收購日期之公平值總和。與收購事項有關之成本一般於產生時在損益確認。

所收購之可識別資產及所承擔之負債必須符合財務報告概念框架(「**概念框架**»)下資產及負債之定義，惟香港會計準則第37號「撥備、或然負債及或然資產」(「**香港會計準則第37號**»)或香港(國際財務報告詮釋委員會)－詮釋第21號「徵費」(「**香港(國際財務報告詮釋委員會)－詮釋第21號**»)範圍內之交易及事件除外，在該等情況下就業務合併識別已承擔負債時，本集團應用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號，而非概念框架。或然資產不予確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

於收購日期，所收購之可識別資產與所承擔之負債按彼等之公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方之以股份支付之款項安排或本集團所訂立以取代被收購方之以股份支付之款項安排有關之負債或股本工具乃於收購日期根據香港財務報告準則第2號計量；
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組合)根據該準則計量；及
- 租賃負債按剩餘租賃付款額(定義見香港財務報告準則第16號)之現值確認及計量，猶如所收購租賃為收購日期之新租賃一樣，惟(a)租賃期於收購日期十二個月內終止；或(b)相關資產價值低之租賃除外。使用權資產按與相關租賃負債之相同金額確認及計量，並進行調整以反映與市場條款相比之有利或不利租賃條款。

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持有被收購方股本權益(如有)公平值之總和減所收購之可識別資產及所承擔負債於收購日期之淨額後，所超出之差額計量。倘經過重估後，所收購之可識別資產與所承擔負債之淨額高於轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持有被收購方股本權益(如有)公平值之總和，則差額即時於損益內確認為議價購買收益。

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綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that does not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔相關附屬公司之淨資產之非控股權益，初始按非控股權益應佔被收購方可識別資產淨值之已確認金額比例或按公平值計量。計量基準視乎每項交易而作出選擇。

當本集團於業務合併中轉讓之代價包括或然代價安排時，或然代價按收購日期之公平值計量，並視為於業務合併中所轉撥之代價一部分。或然代價之公平值變動(證實為計量期間調整)可回顧調整。計量期間調整乃於「計量期間」(其不可超過自收購日期起計一年)內所獲得之有關於收購日期存在之事實及情況之額外資料所產生之調整。

或然代價之隨後入賬並無確認為計量期間調整，而取決於或然代價如何劃分。劃分為權益之或然代價並無於隨後申報日期重新計量，而其隨後結算於權益入賬。劃分為資產或負債之或然代價於隨後申報日期重新計量公平值，而相應之收益或虧損於損益內確認。

當業務合併分階段達成時，本集團先前於被收購方持有之股權重新計量至收購日期之公平值(即本集團取得控制權當日)，而所產生之收益或虧損(如有)在適當時計入損益或其他全面收益。先前於其他全面收益確認並根據香港財務報告準則第9號計量之收購日期前於被收購方權益產生之金額將以與本集團直接處置先前持有之權益所需之相同基準入賬。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Business combinations (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("**CGUs**") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU (or group of CGUs) is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

3. 綜合財務報表編製基準及重大會計政策資料(續)

業務合併(續)

倘業務合併之初始會計處理於合併發生之報告期末尚未完成，則本集團報告未能完成會計處理之項目臨時數額。該等臨時數額會於計量期間(見上文)追溯調整，以及確認額外資產或負債，以反映於收購日期已存在而據所知可能影響該日已確認款額之事實與情況所取得之新資訊。

於附屬公司之投資

於附屬公司之投資乃按成本值扣減任何已識別之減值虧損後計入本公司財務狀況表。附屬公司之業績乃由本公司按已收及應收股息基準入賬。

商譽

收購業務產生之商譽按於業務收購結束時確定之成本值(見上文會計政策)減累計減值虧損(如有)列賬。

為進行減值測試，商譽乃分配至預期將從合併所帶來之協同效益中受惠之本集團各個現金產生單位或現金產生單位組合，而該單位或單位組合指就內部管理目之監控商譽之最低水平且不超過經營分部。

本集團會每年或更頻密地於現金產生單位可能出現減值跡象時對獲分配商譽之該單位或現金產生單位組合進行減值測試。至於報告期內進行收購產生之商譽，獲分配商譽之現金產生單位或現金產生單位組合於該報告期末前進行減值測試。倘現金產生單位或現金產生單位組合之可收回金額低於其賬面金額，則本集團會首先分配減值虧損以削減任何商譽之賬面金額，然後根據該單位或現金產生單位組合中每項資產之賬面金額按比例削減其他資產之賬面金額。商譽之任何減值虧損直接於損益內確認。商譽之減值虧損不會於其後期間撥回。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Goodwill (Continued)

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

3. 綜合財務報表編製基準及重大會計政策資料(續)

商譽(續)

出售有關現金產生單位或現金產生單位組合中任何現金產生單位時，商譽應佔之金額乃於釐定出售之損益金額時入賬。倘本集團出售現金產生單位或現金產生單位組合中之現金產生單位之營運，所出售商譽金額按所出售營運(或現金產生單位)與所保留現金產生單位或現金產生單位組合部分之相對價值計量。

本集團有關收購聯營公司所產生商譽之政策闡述如下。

於聯營公司之投資

聯營公司為本集團對其擁有重大影響力之實體。重大影響力為參與被投資方財務及經營政策決定但不控制或共同控制該等政策之權力。

聯營公司之業績及資產與負債乃採用權益會計法計入本綜合財務報表。以權益會計法處理之聯營公司財務報表乃按與本集團就於類似情況下之交易及事件所採用者相同之會計政策編製。根據權益法，於聯營公司之投資初始按成本於綜合財務狀況表確認，並於其後作出調整，以確認本集團分佔之聯營公司損益及其他全面收益。聯營公司淨資產(並非損益及其他全面收益)變動不會入賬，除非有關變動導致本集團所持所有權權益出現變動。當本集團分佔之聯營公司虧損超過本集團於該聯營公司之權益(其包括實質上構成本集團於該聯營公司之投資淨額一部分之任何長期權益)時，本集團不再繼續確認其分佔之進一步虧損。僅當本集團已產生法定或推定責任或代表該聯營公司作出付款時，方會確認額外虧損。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Investments in associates (Continued)

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

於聯營公司之投資(續)

於聯營公司之投資乃自該被投資方成為聯營公司當日起採用權益法入賬。收購於聯營公司之投資時，該投資成本超出本集團分佔該被投資方之可識別資產及負債之公平淨值之任何部分乃確認為商譽，該商譽計入該投資之賬面金額。本集團分佔可識別資產及負債之公平淨值超過該投資成本之任何部分經重新評估後即時於收購該投資期間之損益確認。

本集團會評估是否在客觀證據顯示聯營公司之權益可能出現減值。如存在任何客觀證據，根據香港會計準則第36號作為單一資產對該投資(包括商譽)之全部賬面金額進行減值測試，方法為比較其可收回金額(使用價值與公平值減出售成本兩者之較高者)與其賬面金額。已確認之任何減值虧損不會分配至構成該投資賬面金額之一部分之任何資產(包括商譽)。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該投資虧損之任何撥回。

當本集團對聯營公司失去重大影響力時，其入賬列作出售被投資方之全部權益，所產生之收益或虧損於損益內確認。當根據香港財務報告準則第9號之範圍，本集團保留於前聯營公司之權益且該保留權益為財務資產時，本集團會於該日按公平值計量保留權益，而該公平值則被視為於初始確認時之公平值。聯營公司之賬面金額於權益法終止當日與任何保留權益及出售該聯營公司之相關權益之所得款項公平值間之差額。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售有關聯營公司時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Investments in associates (Continued)

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

Changes in the Group's interests in associates

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

When the Group increases its ownership interest in an associate but the Group continues to use the equity method, goodwill is recognised at acquisition date if there is excess of the consideration paid over the share of carrying amount of net assets attributable to the additional interests in associates acquired. Any excess of share of carrying amount of net assets attributable to the additional interests in associates acquired over the consideration paid are recognised in the profit or loss in the period in which the additional interests are acquired.

Revenue from contracts with customers

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

於聯營公司之投資(續)

當集團實體與本集團之聯營公司進行交易時，僅在該聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表確認與該聯營公司進行交易所產生之溢利及虧損。

本集團於聯營公司之權益變動

當本集團削減其於聯營公司之所有權權益而本集團繼續採用權益法時，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前已於其他全面收益確認與削減所有權權益有關之收益或虧損部分重新分類至損益。

當本集團增加其於聯營公司之所有權權益而本集團繼續採用權益法時，若已付代價高於已收購聯營公司新增權益分佔之淨資產賬面金額，則於收購日期確認商譽，而已收購聯營公司新增權益分佔之淨資產賬面金額高於已付代價之差額則於增購該權益期間之損益確認。

客戶合約之收益

本集團於達成履約責任時(即當特定履約責任相關之貨品或服務之「控制權」轉移至客戶時)確認收益。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同之明確貨品或服務。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Revenue from contracts with customers (Continued)

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

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

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

Further details of the Group's revenue and other income recognition policies are as follows:

Manufacturing of proprietary and generic products and trading of licensed-in products

Revenue from manufacturing of proprietary and generic products and trading of licensed-in products are recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the product and accepted by the customers. No right of return by customers is allowed based on contractual terms. Revenue is thus recognised when the products are delivered to the customers and the customers accepted the products. There is generally only one performance obligation and the consideration include no variable amount.

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約之收益(續)

倘符合以下其中一項條件而控制權隨時間轉移，則收益可參考完成相關履約責任之進度而按時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供之利益；
- 本集團履約創建或增強客戶隨本集團履約而控制之資產；或
- 本集團履約未能創建對本集團具有替代用途之資產，而本集團有強制執行權收取至今已履約部分之款項。

除此之外，於客戶獲得明確貨品或服務控制權時確認收益。

本集團收益及其他收入確認政策之進一步詳情如下：

製造專利及仿製產品及買賣引進產品

製造專利及仿製產品以及買賣引進產品之收益乃於資產之控制權轉移到客戶時確認，一般乃指產品運付到客戶及獲客戶接納之時。根據合約條款，客戶並無退貨權。因此，收益會在產品付運到客戶並獲客戶接納產品時確認。一般而言，此僅為一次性履約責任，而代價並不包括可變金額。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Revenue from contracts with customers (Continued)

Other income

Licensing income is recognised over time on a time proportion basis throughout the license period as providing the licensees the right to use the Group's intellectual property.

Research and development service income is recognised when the Group renders the services and all the benefits are received and consumed simultaneously by customer throughout the contract period. Thus, the Group satisfies a performance obligation and recognises as over time.

Rental and utilities income is recognised on a time proportion basis over the lease terms.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Contract balances

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 綜合財務報表編製基準及重大會計政策資料(續)

客戶合約之收益(續)

其他收入

專利收入乃於向專利持有人提供權利使用本集團知識產權之專利期間內按時間比例基準隨時間確認。

研究及開發服務收入於合約期內本集團提供服務而客戶同時收取並使用所有利益時確認。因此，本集團隨時間履行履約責任並進行確認。

租金及公共服務收入於租期內按時間比例確認。

利息收入就未償還本金根據適用利率按時間基準累計，而該利率為按財務資產之預計年期將估計未來現金收入準確貼現至該資產於初始確認時之賬面淨額之利率。

合約結餘

合約資產指本集團尚未擁有向客戶轉移貨品或服務而收取代價之無條件權利，乃按照香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即代價付款僅需隨時間流逝到期收回。

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)之貨品或服務之責任。倘客戶於本集團向該客戶轉移貨物或服務前支付代價，則合約負債於付款或款項到期時(以較早者為準)確認。合約負債於本集團根據合約履約時確認為收益。

與相同合約有關之合約資產及合約負債以淨額基準入賬及呈列。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

The Group as a lessee

(a) Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

(b) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and equipment and premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃

租賃之定義

一份合約如賦予在一段時期內控制一項已識別資產之使用之權利以代價換取，則屬於或包含一項租賃。

對於首次應用香港財務報告準則第16號日期或之後訂立或修訂或業務合併產生之合約，本集團根據香港財務報告準則第16號項下之定義，於開始日、修訂日或收購日(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款和條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人

(a) 將代價分攤至合約之各組成部分

對於包含一個租賃組成部分以及一個或多個額外之租賃或非租賃組成部分之合約，本集團基於租賃組成部分之相關單獨價格及非租賃組成部分之單獨價格總和，將合約中之代價在各租賃組成部分之間進行分攤。

(b) 短期租賃及低價值資產租賃

本集團對從租賃期開始日起租賃期為12個月或更短之租賃及不包含購買選擇權之租賃機器及設備以及物業應用短期租賃之確認豁免。本集團亦對低價值資產租賃應用該項豁免。短期租賃及低價值資產租賃之付款額在租賃期內採用直線法確認為費用。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

(c) *Right-of-use assets*

The cost of right-of-use asset includes:

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

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

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

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

The Group presents right-of-use assets in "property, plant and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

(c) *使用權資產*

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 在租賃期開始日或之前支付之任何租賃付款額，減去所取得之任何租賃獎勵金額；
- 本集團產生之任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定之狀態所產生之預計成本。

使用權資產按成本減去任何累計折舊和減值虧損進行計量，並對租賃負債之任何重新計量作出調整。

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權之使用權資產，自租賃期開始日至使用壽命結束之期間內計提折舊。否則，使用權資產應按估計使用壽命和租賃期兩者中之較短者以直線法計提折舊。

當本集團於租賃期結束時獲得相關租賃資產之所有權時，於行使購股權後，相關使用權資產之成本以及相關之累計折舊及減值虧損將轉移至物業、廠房及設備。

本集團於「物業、廠房及設備」呈列使用權資產，即於對應相關資產(倘擁有)所屬之相同項目內呈列。

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綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

(d) Refundable rental deposits

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

(e) Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

(d) 可退回租賃按金

已支付之可退回租賃按金根據香港財務報告準則第9號入賬，並且按公平值進行初始計量。初始確認時之公平值調整視為額外租賃付款並計入使用權資產之成本。

(e) 租賃負債

於租賃期開始日，本集團應當按該日尚未支付之租賃付款額現值確認及計量租賃負債。在計算租賃付款額之現值時，如不易於確定租賃之內含利率，則本集團使用租賃期開始日之增量借款利率。

租賃付款包括：

- 固定付款額(包括實質上之固定付款額)，減去應收之租賃獎勵措施金額；
- 取決於指數或費率之可變租賃付款額，初始計量時使用租賃期開始日之指數或利率；
- 本集團根據剩餘價值擔保預期應付之金額；
- 倘在本集團合理確定將行使購買選擇權之情況下該選擇權之行使價；及
- 終止租賃之罰款金額，如果租賃期反映出本集團將行使終止租賃之選擇權。

租賃期開始日之後，租賃負債通過利息增加和租賃付款額進行調整。



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綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

(e) Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

(e) 租賃負債(續)

每當符合下述情況時，本集團會重新計量租賃負債(並相應調整相關使用權資產)：

- 租賃期發生變化或對行使購買選擇權之評估發生變化，在此情況下，使用重新評估日修改後之折現率對修正後之租賃付款額進行折現重新計量相關之租賃負債。
- 租賃付款因市場租金審查後之市場租金變化／保證剩餘價值下之預期付款而變化，在此情況下，使用初始折現率對修正後之租賃付款額進行折現來重新計量相關之租賃負債。

本集團於綜合財務狀況表將租賃負債作為單獨之項目呈列。

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綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessee (Continued)

(f) Lease modifications

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

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

(f) 租賃修改

倘符合以下條件，則本集團將租賃修改作為一項單獨租賃進行會計處理：

- 該修改通過增加對一項或多項相關資產之使用權擴大了租賃範圍；及
- 租賃代價增加之金額與針對擴大租賃範圍之單獨價格及為反映特定合約之具體情況而對單獨價格作出之任何適當之調整相稱。

對於不作為一項單獨租賃進行會計處理之租賃修改，在租賃修改之生效日，本集團根據修改後租賃之租賃期，通過使用修改後之折現率對修改後之租賃付款額進行折現以重新計量租賃負債減任何應收租賃獎勵。

本集團通過對相關使用權資產進行相應調整，對租賃負債重新計量進行會計處理。當修改後之合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分之相對獨立價格及非租賃組成部分之總獨立價格將修改後之合約中之代價分配至每個租賃組成部分。

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綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessor

(a) Classification and measurement of leases

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

Rental income from operating leases is recognised in profit or loss on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term. Rental income is included in "other income" in profit or loss.

(b) Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 "Revenue from Contracts with Customers" ("**HKFRS 15**") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

(c) Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為出租人

(a) 租賃之分類及計量

本集團為出租人之租賃分類為融資或經營租賃。如租賃條款將相關資產所有權附帶之絕大部分風險及回報轉移至承租人，該合約分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃之租金收入按相關租賃年期以直線法於損益內確認。於協商及安排經營租賃時引致之初始直接成本加入租賃資產之賬面金額，而有關成本按租賃期以直線法確認為開支。租金收入計入損益內之「其他收入」。

(b) 分配代價至各合約組成部分

如合約同時包含租賃及非租賃組成部分，本集團應用香港財務報告準則第15號「客戶合約之收益」(「**香港財務報告準則第15號**」)將合約代價分配至租賃及非租賃組成部分。非租賃組成部分會根據相應獨立售價從租賃組成部分中分拆。

(c) 可退回租賃按金

已收可退回租賃按金根據香港財務報告準則第9號入賬，初始按公平值計量。對初始確認公平值之調整被視為從承租人額外收取之租賃付款。

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綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Leases (Continued)

The Group as a lessor (Continued)

(d) Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates.

3. 綜合財務報表編製基準及重大會計政策資料(續)

租賃(續)

本集團作為出租人(續)

(d) 租賃修改

租賃合約代價如出現不屬於原有條款及條件一部分之變動，則入賬列作租賃修改，包括透過租金寬免或寬減提供之租賃獎勵。

本集團自租賃修改生效日期起將經營租賃修改入賬列作新租賃，當中視原有租賃任何相關預付或應計租賃付款為新租賃之租賃付款一部分。

外幣

於編製各單獨集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易初始按於交易日期之通行匯率記錄。於報告期末，以外幣計值之貨幣項目按該日適用之通行匯率重新換算。以外幣計值並按公平值列賬之非貨幣項目乃按已釐定公平值之日期之通行匯率重新換算。以外幣為單位之歷史成本計量之非貨幣項目並不予重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額，於其產生期間在損益確認，惟應收或應付一項境外業務之貨幣項目匯兌差額，既無計劃結算，或發生結算之可能性亦不大，故為境外業務投資淨額之一部分，初始於其他全面收益確認，並於出售或部分出售本集團於聯營公司之權益時自權益重新分類至損益。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Foreign currencies (Continued)

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

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

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

外幣(續)

為呈列綜合財務報表，本集團海外業務之資產及負債乃按報告期末之適用匯率換算為本集團之呈列貨幣(即港元)。收入及支出項目按該期間之平均匯率換算，惟倘匯率於該年度內出現大幅波動則除外，在此情況下，採用交易日之匯率換算。所產生之匯兌差額(如有)乃於其他全面收益確認並根據匯兌儲備(歸屬於非控股權益(如適用))於權益累計。

於出售海外業務(即出售本集團於海外業務之全部權益，或部分出售涉及失去包含海外業務附屬公司之控制權或出售於聯營公司(包含海外業務)之權益，當中之保留權益成為財務資產時)時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

此外，對於不會導致本集團失去對附屬公司控制權之附屬公司之部分出售，累計匯兌差額之按比例份額會重新分配予非控股權益且不會於損益內確認。對於所有其他部分出售，累計匯兌差額之按比例份額會重新分類至損益。

對收購海外業務產生之可識別收購資產所作之商譽及公平值調整作為該海外業務之資產及負債進行處理，並按各報告期末現行之匯率換算。所產生之匯兌差額於其他全面收益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost to those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

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

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

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purposes of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income" in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料(續)

借款成本

直接歸屬於收購、建造或生產合資格資產(為需用較長期間才可供其擬定用途或出售之資產)之借款成本計入該等資產之成本，直至資產大致可用於其擬定用途或出售時為止。

有待於合資格資產支銷之有關特定借款暫時投資所賺取之投資收入，自合資格資本化之借款成本中扣除。

所有其他借款成本於其所產生期間於損益內確認。

政府補助

政府補助直至合理保證本集團將遵守彼等所附帶之條件及該補助將獲接獲，方予確認。

政府補助於本集團確認有關成本為開支期間有系統地於損益內確認，該補助擬用於補償相關成本。具體而言，政府補助之主要條件指本集團購買、建設或收購非流動資產並確認於綜合財務狀況表內之相關資產之賬面金額中扣除及按有關資產之使用期限有系統及理性地轉移至損益。

作為已產生之開支或損失之補償而應收取或為了向本集團提供即時財務支持而無日後相關成本之與收入有關政府補助乃於彼等成為應收之期間內在損益確認。該等補助於損益內之「其他收入」呈列。

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綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Retirement benefits

Defined contribution plan

Retirement benefits are provided to eligible staff of the Group. Hong Kong employees enjoy retirement benefits under the Mandatory Provident Fund Scheme. The employer's monthly contribution is 5% of each employee's monthly salary with maximum amount of HK\$1,500 per month for each employee.

The pension schemes covering all the Group's employees in the People's Republic of China (the "PRC") and Taiwan are defined contribution schemes at various funding rates, and are in accordance with the local practices and regulations.

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

Defined benefit plan

For defined retirement benefits plan, the cost of providing benefits is determined by the valuation conducted by independent valuer at the end of the reporting period, amortised over the expected average remaining working lives of the participating directors.

The retirement benefits recognised in the consolidated statement of financial position represents the cost of providing benefits, based on the valuation.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the service. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 綜合財務報表編製基準及重大會計政策資料(續)

退休福利

定額供款計劃

本集團為其合資格之員工提供退休金福利。香港僱員可獲得強制性公積金計劃之退休福利。僱主之每月供款是每位僱員月薪之5%，每位僱員每月最多獲供1,500港元。

本集團為所有中華人民共和國(「中國」)及台灣僱員而設之退休金計劃是按多個供款率定額供款之計劃，供款率按當地慣例及規定而制定。

用以支付界定之供款退休福利計劃(包括國家管理退休福利計劃及強制性公積金計劃)之款項於僱員已提供使彼等有權享受供款之服務時確認為開支。

定額福利計劃

就定額退休福利計劃而言，提供福利之成本乃按獨立估值師於報告期末所進行之估值釐定，按參與董事之預期平均餘下工作年期攤銷。

於綜合財務狀況表確認之退休福利指提供福利之成本(基於估值)。

短期僱員福利

短期僱員福利按預期就僱員提供服務所支付之福利之未折現金額確認。所有短期僱員福利確認為支出，惟另一項香港財務報告準則規定或允許將該其計入資產成本之情況則除外。

僱員福利(如工資及薪金、年假及病假)乃在扣除任何已付款額後確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Share-based payment arrangements

Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 37 to the consolidated financial statements.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based compensation reserve.

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained profits.

Taxation

Income tax expense represents the sum of current and deferred income tax expenses.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

以股份支付之款項安排

以股權結算以股份支付之交易

向僱員及提供類似服務之其他人士作出以股權結算以股份支付之款項乃按授出日期股本工具之公平值計量。有關釐定以股權結算以股份支付之交易公平值之詳情載於綜合財務報表附註37。

不論所有非市場歸屬條件，以股權結算以股份支付之款項於授出日期所釐定之公平值乃根據本集團估計最終將會歸屬之股本工具，於歸屬期內按直線法撥作費用，而相應增加計入權益(以股份支付之酬金儲備)內。於各報告期末，本集團會按照所有非市場歸屬條件修訂預期可歸屬之股本工具數目之估計。修正原有估計之影響(如有)於損益內確認以至累計開支反映經修訂之估計，並對以股份支付之酬金儲備作出相應調整。

當購股權獲行使時，之前已於以股份支付之酬金儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後失效或於屆滿日期仍未獲行使，之前已於以股份支付之酬金儲備確認之金額將轉撥至保留溢利。

稅項

所得稅開支指即期及遞延所得稅開支。

即期應付之稅項根據本年度之應課稅溢利計算。應課稅溢利與除稅前溢利/虧損有所不同，是由於其他年度應課稅或可予扣減之收入或開支，及永遠毋須課稅或不可扣減之項目所致。本集團即期稅項之負債乃採用於報告期間結束前已實行或大致實行之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Taxation (Continued)

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

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

稅項(續)

遞延稅項按在綜合財務報表內資產與負債之賬面金額與採用應課稅溢利計算之相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產一般則會在預期應課稅溢利可供用作抵銷可予扣減暫時差額時就所有可扣減暫時差額確認。倘暫時差額乃因一項交易涉及之資產及負債進行初始確認時(不包括業務合併)產生，而不會影響應課稅溢利或會計溢利，且於交易之時並無產生同等應課稅及可扣稅暫時差額，則不會確認該等遞延稅項資產及負債。此外，倘暫時差額是因商譽進行初始確認時產生，則不會確認遞延稅項負債。

本集團就與於附屬公司及聯營公司之投資相關之應課稅暫時差額確認遞延稅項負債，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額不會在可見將來撥回者除外。可扣減暫時差額產生之遞延稅項資產(與該等投資有關)可確認，惟僅以可能將有足夠應課稅溢利可動用暫時差額之利益，且彼等預期於可預見將來撥回為限。

遞延稅項資產之賬面金額於各報告期末檢討，並於預期不可能有充裕之應課稅溢利以收回所有或部分資產時調低。

遞延稅項資產及負債根據於報告期末已施行或大致施行之稅率(及稅法)於預期結算負債或變現資產期間內可應用之稅率為基準計量。

遞延稅項負債及資產之計量反映以本集團於報告期末預期之方式收回或結算其資產及負債之賬面金額之稅務影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Taxation (Continued)

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the lease liabilities and the related assets separately. The Group recognised a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary difference.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

3. 綜合財務報表編製基準及重大會計政策資料(續)

稅項(續)

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定扣稅額是否源自使用權資產或租賃負債。

就扣稅額源於租賃負債之租賃交易而言，本集團分開對租賃負債及相關資產採用香港會計準則第12號「所得稅」規定。本集團於可能將有應課稅溢利可供用於抵銷可予扣減暫時差額時就租賃負債確認遞延稅項資產，並就所有應課稅暫時差額確認遞延稅項負債。

當有合法執行權利許可將即期稅項資產與即期稅項負債抵銷且其與由同一稅務機關向同一應稅實體徵收之所得稅有關時，遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益內確認，惟當即期及遞延稅項與在其他全面收益確認或直接於權益確認之項目相關，則即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘因業務合併之初始會計方法而產生即期及遞延稅項，有關稅務影響會計入業務合併之會計方法內。

於評估所得稅處理之任何不明朗因素時，本集團考慮相關稅務機關是否有可能接受個別集團實體於其所得稅申報中使用或擬使用之不確定稅務處理。如果可能，即期及遞延稅項之確定與所得稅申報中之稅務處理一致。如有關稅務機關不太可能接受不確定之稅務處理，則通過使用最可能之數額或預期值反映每項不明朗因素之影響。

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綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Property, plant and equipment

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

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

Some properties comprise a portion that is held to earn rentals and another portion is held for use in the supply of goods or services or for administrative purpose. If these portions could be sold separately (or leased out separately under a finance lease), these portions shall be accounted for separately, if the portions could not be sold separately, the property is classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their useful lives, using the straight-line method, at the following rates per annum:

Buildings	2%–20%
Leasehold improvement	7%–33%
Plant and machinery	10%–33%
Office and laboratory equipment and electronic equipment	10%–33%
Motor vehicles	10%–33%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備

持有作生產或作提供貨品或服務之用，或用作行政用途之物業、廠房及設備(不包括下文所述之在建工程)乃有形資產，按成本值減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

作生產、供應或行政用途之在建物業按成本值減任何已確認減值虧損列賬。成本包括直接歸因於將資產移至使其能夠以管理層預期之方式運作所必需之地點和條件之任何成本，以及(就合資格資產而言)根據本集團會計政策資本化之借款成本。該等資產之折舊於資產可投入擬定用途時開始按與其他物業資產相同之基準計算。

若干物業有一部分乃為賺取租金而另一部分則用作供應貨品或服務或作行政用途而持有。如該等部分可獨立出售或根據融資租賃單獨出租，則該等部分會分開記賬。如該等部分不可以獨立出售，則該物業會分類為物業、廠房及設備。

本集團會確認折舊，以按下列年率於估計可使用年期採用直線法撇銷資產(在建工程除外)之成本減彼等之剩餘價值：

樓宇	2%–20%
租賃物業裝修	7%–33%
廠房及機器	10%–33%
辦公室及研究所設備及電子設備	10%–33%
汽車	10%–33%

估計可使用年期、剩餘價值及折舊方法於每個報告期末檢討，以使任何估計變動可按未來適用法基準列賬。

當出售時或預期不會從繼續使用該項資產中獲得未來經濟利益時，物業、廠房及設備項目被終止確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損按資產出售所得款項與賬面金額之差額釐定並於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Intangible assets

License fee (intangible assets acquired separately)

License fees are consideration paid for the license contracts and are carried at cost less accumulated amortisation and accumulated impairment losses. License fees with finite useful lives are amortised from the date they are ready for intended use over the remaining license period. The license period ranges from 3 to 10 years, with certain licenses contain renewal clause.

Both the period and method of amortisation are reviewed annually, with the effect of any changes in estimate being accounted for on a prospective basis.

License fees with indefinite useful lives are carried at cost less accumulated impairment losses, if any.

Development cost (internally-generated intangible assets – research and development expenditure)

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development of licensed-in products or from the development phase of internal projects is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. 綜合財務報表編製基準及重大會計政策資料(續)

無形資產

專利費(獨立收購之無形資產)

專利費乃就專利合約支付之代價，並按成本減累計攤銷及累計減值虧損列賬。具有限定可使用年期之專利費自可作擬定用途日期起根據餘下專利期攤銷。專利期介乎三至十年，若干專利含有重續條款。

每年對攤銷期及攤銷方法進行審閱，而任何估計變動之影響按未來適用基準入賬。

具不限定可使用年期之專利費按成本減累計減值虧損(如有)列賬。

開發成本(內部產生之無形資產－研發開支)

研究活動之開支在其產生之期間內確認為一項開支。

僅當所有下列事項已獲證實時，方會確認開發引進產品或從內部項目開發階段所產生之內部生成無形資產：

- 在技術可行性上能完成該無形資產以供使用或出售；
- 有意完成該無形資產並將予使用或出售；
- 有能力使用或出售該無形資產；
- 該無形資產日後可能產生經濟利益之方式；
- 可動用足夠科技、財務及其他資源完成開發及使用或出售該無形資產；及
- 可於開發期間可靠地計算該無形資產應佔之開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Intangible assets (Continued)

Development cost (internally-generated intangible assets – research and development expenditure) (Continued)

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation commences when the development of products completes. Amortisation of development cost of internal projects is over the estimated useful life of 5 years, while amortisation of development cost of licensed-in products is on the same basis as license fees.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

無形資產(續)

開發成本(內部產生之無形資產—研發開支)(續)

就內部產生之無形資產而初始確認之金額指從該無形資產首次符合上文所列之確認條件當日起所產生之總開支金額。倘不能確認內部產生之無形資產，則開發開支會於產生期間內於損益內確認。

初始確認之後，內部產生之無形資產按成本減累計攤銷及累計減值虧損呈報。攤銷於完成產品開發時開始。內部項目開發成本按估計可使用年期五年攤銷，而引進產品之開發成本按與專利費相同之基準攤銷。

於各報告期末將審閱估計可使用年期及攤銷方法，而任何估計變動之影響會根據未來適用法入賬。

業務合併所收購之無形資產

業務合併所收購並與商譽分開確認之無形資產初始按收購日期之公平值(視為彼等之成本)確認。

於初始確認後，業務合併所收購之無形資產按成本減累計攤銷及累計減值虧損按個別收購之無形資產之相同基準呈報。

終止確認無形資產

無形資產乃於出售時或當預期不會從使用或出售中獲得未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損(按出售所得款項淨額與資產賬面金額間之差額計量)乃於資產終止確認時在損益確認。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

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

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

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)之減值

於各報告期末，本集團審閱具有有限使用期之物業、廠房及設備、使用權資產以及無形資產之賬面金額，以確定有否任何跡象顯示該等資產已承受減值虧損。倘有任何有關跡象顯示出現減值，則估計資產之可收回金額，從而釐定減值虧損(如有)之程度。

物業、廠房及設備、使用權資產以及無形資產之可收回金額乃個別進行估計。倘無法估計個別資產之可收回金額，則本集團估計該資產所屬現金產生單位之可收回金額。

此外，本集團評估是否有跡象顯示公司資產可能出現減值。倘有跡象顯示出現減值，則在可識別合理一致之分配基準時，公司資產亦會分配至個別現金產生單位，否則，彼等會被分配至可識別合理一致分配基準之最小組別現金產生單位。

可收回金額乃公平值減出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場估計及未來現金流量預期未經調整之資產(或現金產生單位)有關風險。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

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

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average method. Cost of finished goods and work in progress comprises raw materials, direct labour, other direct cost and related production overheads (based on normal operating capacity). Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 綜合財務報表編製基準及重大會計政策資料(續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)之減值(續)

倘資產(或現金產生單位)之可收回金額估計少於其賬面金額,則資產(或現金產生單位)之賬面金額會被削減至其可收回金額。就無法按合理一致之基準分配至現金產生單位之公司資產或部分公司資產而言,本集團將一組現金產生單位之賬面金額(包括分配至該組現金產生單位之公司資產或部分公司資產之賬面金額)與該組現金產生單位之可收回金額進行比較。於分配減值虧損時,減值虧損首先會用作撇減任何商譽之賬面金額(如適用),然後根據該單位或現金產生單位組別中每項資產之賬面金額按比例分配至其他資產。資產賬面金額不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可確定)與零之間之最高值。原應分配予該資產之減值虧損數額按比例分配至該單位或現金產生單位組別其他資產中。減值虧損即時於損益內確認。

倘減值虧損其後撥回,則該資產(或現金產生單位或一組現金產生單位)之賬面金額將增至重新估計之可收回金額,但經增加之賬面金額不得超過資產(或現金產生單位或一組現金產生單位)於過去數年若未確認減值虧損所釐定之賬面金額,而減值虧損撥回會即時於損益內確認。

存貨

存貨乃按成本及可變現淨值兩者之較低者列賬。存貨之成本按加權平均法釐定。製成品及在製品成本包括原材料、直接人工費用、其他直接成本及相關之間接生產費用(按正常運營能力計)。可變現淨值指存貨之估計銷售價格減完成之所有估計成本及作出銷售之所需成本。

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綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3. 綜合財務報表編製基準及重大會計政策資料(續)

撥備

若本集團須就過往事件而承擔現有責任(法律上或推定)，及本集團有可能須履行該責任並對責任之金額可作出可靠估計時，則會確認撥備。

確認為撥備之金額為於報告期末履行現時責任所需代價之最佳估計，而估計乃經考慮圍繞責任之風險及不明朗因素而作出。倘撥備以估計履行現時責任之現金流量計量時，其賬面金額為該等現金流量之現值(倘貨幣時間價值之影響屬重大)。

當結算撥備所需之部分或全部經濟利益預期可自第三方收回時，倘大致確定將可獲償付及應收款項金額可作可靠估算，則將應收款項確認為資產。

倘需要流出經濟利益之可能性不大，或責任金額無法可靠地估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任，其存在與否將取決於日後會否發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則該等責任亦披露為或然負債。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments

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

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

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

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具

當集團實體成為工具合約條款之一方時，會確認財務資產及財務負債。所有一般性購買或銷售財務資產按交易日期基準確認及取消確認。一般性購買或銷售為按於市場規定或慣例確立之時間期限內交付資產之財務資產之購買或銷售。

財務資產及財務負債初始以公平值計量，惟客戶合約所產生之應收貿易賬款乃根據香港財務報告準則第15號作初始計量。直接歸屬於購置或發行財務資產及財務負債(按公平值透過損益列賬之財務資產或財務負債除外)之交易費用在初始確認時於各財務資產或財務負債(視何者適用而定)之公平值計入或扣除。直接歸屬於購置按公平值透過損益列賬之財務資產或財務負債之交易費用即時在損益確認。

實際利率法為計算財務資產或財務負債之攤銷成本以及於相關期間分配利息收入及利息開支之方法。實際利率乃於初始確認時按財務資產或財務負債之預期可使用年期或適用之較短期間內確切貼現估計未來現金收入及款項(包括構成實際利率不可或缺部分之所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨額之利率。

財務資產

財務資產之分類及其後計量

符合下列條件之財務資產其後按攤銷成本計量：

- 在以收取合約現金流量為目的之經營模式內持有財務資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產之分類及其後計量(續)

符合下列條件之財務資產其後以按公平值透過其他全面收益列賬之方式計量：

- 在以出售及收取合約現金流量為目的之經營模式內持有財務資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他財務資產隨後以按公平值透過損益列賬之方式計量，惟倘非交易用途權益投資亦非於香港財務報告準則第3號「業務合併」適用之業務合併中收購方所確認之或然代價，則於財務資產初始確認日期，本集團可不可撤回地選擇在其他全面收益呈列權益投資公平值之其後變動。

財務資產在下列情況下被列作持作買賣：

- 其購買主要用於在不久將來出售；或
- 於初始確認時其乃已識別財務工具組合之一部分，受本集團共同管理，並於近期顯示短期盈利實際模式；或
- 其屬衍生工具，既無被指定且實際上亦非對沖工具。

此外，本集團或會不可撤回地指定一項須按攤銷成本或以按公平值透過其他全面收益列賬之方式計量之財務資產以按公平值透過損益列賬之方式計量，前提為有關指定可消除或大幅減少會計錯配。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

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

(ii) Equity instruments/partnership interests designated as at FVTOCI

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產之分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量之財務資產及其後以按公平值透過其他全面收益列賬之方式計量之債務工具／應收款項以實際利息法確認利息收入。利息收入乃就一項財務資產賬面總額應用實際利率計算，惟其後出現信貸減值之財務資產除外(見下文)。就其後出現信貸減值之財務資產而言，自下一報告期起，利息收入按財務資產攤銷成本應用實際利率確認。倘出現信貸減值之財務工具之信貸風險好轉，使財務資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始利息收入乃就財務資產賬面總額應用實際利率確認。

(ii) 指定為按公平值透過其他全面收益列賬之權益工具／合夥權益

按公平值透過其他全面收益列賬之權益工具／合夥權益之投資其後按公平值計量，其公平值變動產生之收益及虧損於其他全面收益確認並於投資重估儲備累積，無須作減值評估。累計損益將不重新分類至出售股本投資／合夥權益之損益，並將轉為保留溢利。

當本集團確認收取股息之權利時，該等權益工具投資之股息於損益內確認，除非該等股息明確意味着收回部分投資成本則作別論。股息乃計入損益內。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets as at FVTPL

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

This category contains investments in life insurance policies. The Group accounts for the investments at FVTPL.

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

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables (excluding prepayments and other items which were not financial instruments), deposits, advance to associates, pledged deposits, time deposits and cash and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產之分類及其後計量(續)

(iii) 按公平值透過損益列賬之財務資產

未符合按攤銷成本或按公平值透過其他全面收益列賬或指定為按公平值透過其他全面收益列賬計量之財務資產，均以按公平值透過損益列賬之方式計量。

該類別包括於人壽保險保單之投資。本集團以按公平值透過損益列賬之方式將該等投資入賬。

按公平值透過損益列賬之財務資產按各報告期末之公平值計量，任何公平值收益或虧損於損益內確認。於損益內確認之淨收益或虧損不包括該財務資產所賺取之任何股息或利息，並計入「其他收益及虧損」項目。

財務資產減值

本集團根據香港財務報告準則第9號對出現減值之財務資產(包括應收貿易賬款及其他應收款項(不包括預付款及其他非財務工具項目)、存款、墊付予聯營公司之款項、已抵押存款、定期存款以及現金及銀行結餘)按預期信貸虧損模型進行減值評估。預期信貸虧損之金額於各報告日期更新，以反映自初始確認以來信貸風險之變動。

全期預期信貸虧損指將相關工具之預期使用期內所有可能之違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損將預期於報告日期後12個月內可能發生之違約事件導致之全期預期信貸虧損部分。評估乃根據本集團之歷史信貸虧損經驗進行，並根據債務人特有之因素、一般經濟狀況以及對報告日期當前狀況之評估以及對未來狀況之預測作出調整。

本集團一直就並無重大融資成分之應收貿易賬款確認全期預期信貸虧損。該等資產之預期信貸虧損對使用適宜組別之撥備矩陣進行集體評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

對於所有其他工具，本集團計量之虧損撥備等於12個月預期信貸虧損，除非自初始確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。應否確認全期預期信貸虧損之評估乃基於自初始確認以來發生違約之可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期財務工具發生之違約風險與初始確認日起財務工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持之定量及定性資料，包括無需付出不必要之成本或努力而可得之歷史經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 財務工具之外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 外部市場信貸風險指標之顯著惡化，如信貸利差大幅增加，債務人之信貸違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降之業務、財務或經濟狀況之現有或預測之不利變化；
- 債務人經營業績之實際或預期顯著惡化；
- 導致債務人償還其債務能力大幅下降之債務人監管、經濟或技術環境之實際或預期之重大不利變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 365 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

For loan commitments, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加(續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過365天，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明情況並非如此。

儘管上文所述，倘債務工具釐定為於報告日期具有較低信貸風險，則本集團假設債務工具之信貸風險自初始確認以來並無顯著增加。倘出現以下情況，則債務工具被釐定為具有較低信貸風險：(i) 具有低違約風險，(ii) 借款人擁有雄厚實力，可於短期內履行其合約現金流量責任及(iii) 經濟及業務狀況之長期不利變動可能但未必會削弱借款人履行其合約現金流量責任之能力。倘債務工具之內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具存在較低信貸風險。

就貸款承擔而言，本集團成為不可撤回承諾訂約方當日被視為就評估減值之初始確認日期。評估信貸風險是否自初始確認貸款承擔以來大幅增加時，本集團考慮與貸款承擔有關之貸款出現違約之風險變動；就財務擔保合約而言，本集團考慮指定債務人出現違約之風險變動。

本集團定期監控用以識別信貸風險有否顯著增加之標準之效益，且修訂標準(如適當)以確保標準能在金額逾期前識別信貸風險之顯著增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers default has occurred when a financial asset is more than 365 days pass due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源之資料顯示債務人不大可能悉數向債權人(包括本集團)還款時發生。

雖有上文所述，但本集團認為，財務資產逾期超過365日即出現違約，除非本集團有合理且可支持之資料顯示更加滯後之違約標準更為恰當。

(iii) 出現信貸減值之財務資產

財務資產在一項或多項違約事件(對該財務資產估計未來現金流量構成不利影響)發生時出現信貸減值。財務資產出現信貸減值之證據包括下列事件之可觀察數據：

- 發行人或借款人出現重大財務困難；
- 違反合約(如違約或逾期事件)；
- 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- 借款人將可能陷入破產或其他財務重組；或
- 該財務資產因出現財務困難而失去活躍市場。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難及無實際收回可能時(例如對手方被清盤或已進入破產程序時,以較早發生者為準),本集團則撇銷財務資產。經考慮法律意見後(倘合適),遭撇銷之財務資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損程度)及違約時風險之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損之估計反映無偏頗及概率加權之數額,其乃根據加權之相應違約風險而確定。

一般而言,預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間之差額(按初始確認時釐定之實際利率貼現)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零二三年十二月三十一日止年度



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis:

- Nature of financial instruments (i.e. the Group's trade receivables and other receivables (excluding prepayment and other items which were not financial instruments), deposits, advance to associates and cash and bank balances;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

在預期信貸虧損按集體基準計量或尚無法獲得個別工具層面證據之情況下，財務工具按以下基準歸類：

- 財務工具性質(即本集團應收貿易賬款及其他應收款(不包括預付款及其他非財務工具項目)、按金、墊付予聯營公司之款項以及現金及銀行結餘；
- 逾期狀況；
- 債務人之性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類工作經管理層定期檢討，以確保各組別成分繼續分擔類似信貸風險特性。

利息收入乃按財務資產之賬面總額計算，除非該財務資產出現信貸減值，在此情況下，利息收入按財務資產之攤銷成本計算。

除按公平值透過其他全面收益列賬之財務資產外，本集團透過調整其有關財務工具之賬面金額而於損益內確認所有財務工具之減值收益或虧損，惟應收貿易賬款例外，其透過虧損撥備賬確認相應調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "Other gains and losses, net" line item as part of the foreign exchange gains/(losses);
- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange difference are recognised in profit or loss in the "Other gains and losses, net" line item as part of the gain/(loss) from changes in fair value of financial assets;
- For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the fair value through investments revaluation reserve.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

外匯收益及虧損

以外幣計值之財務資產的賬面金額以該外幣釐定，並按於各報告期末之現貨匯率換算。具體而言：

- 就並非指定對沖關係一部分之按攤銷成本計量之財務資產而言，匯兌差額於損益之「其他收益及虧損淨額」項下確認為外匯收益／(虧損)之一部分；
- 就並非指定對沖關係一部分之以按公平值透過損益列賬之方式計量之財務資產而言，匯兌差額於損益之「其他收益及虧損淨額」項下確認為財務資產公平值變動產生之收益／(虧損)之一部分；
- 就以按公平值透過其他全面收益列賬之方式計量之股本工具而言，匯兌差額於其他全面收益之透過投資重估儲備之公平值確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

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

Financial liabilities and equity instruments

Classification as debt or equity

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務資產(續)

終止確認財務資產

僅當從資產收取現金流之合約權利屆滿時，或當本集團轉讓財務資產及與資產所有權有關之全部風險及回報實質上已轉移至另一實體時，本集團方會終止確認財務資產。倘本集團既無轉移亦無保留所有權之大部分風險及報酬，並繼續控制已轉移之資產，則本集團確認其於該資產之保留權益，並確認其可能須支付之相關負債金額。倘本集團保留已轉移財務資產所有權之大部分風險及報酬，則本集團繼續確認該財務資產，亦就已收取之所得款項確認有抵押借款。

於終止確認按攤銷成本計量之財務資產時，資產賬面金額與已收及應收代價總和間之差額於損益內確認。

於終止確認分類為按公平值透過其他全面收益列賬之債務工具投資時，先前投資重估儲備內累計之累計收益或虧損乃重新分類至損益。

於終止確認本集團選擇於初始確認時以按公平值透過其他全面收益列賬之方式計量之股本工具投資時，先前於投資重估儲備內累計之累計收益或虧損不會重新分類至損益，但會轉撥至保留溢利。

財務負債及股本工具

分類為債務或股本

已發行債務及股本工具根據所訂立之合約安排之實質內容以及財務負債及股本工具之定義歸類為財務負債或股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instruments

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

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務負債及股本工具(續)

股本工具

股本工具乃證明於該實體之資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具按已收取所得款項減直接發行成本確認。

購回本公司之自有股本工具直接於權益確認及扣除。購買、出售、發行或註銷本公司自有股本工具之任何損益不會於損益內確認。

財務負債

所有財務負債其後均採用實際利率法按攤銷成本或以按公平值透過損益列賬之方式計量。

按公平值透過損益列賬之財務負債

倘財務負債持作買賣或於初始確認時被指定為按公平值透過損益列賬，則財務負債分類為按公平值透過損益列賬。

財務負債在下列情況下被列作持作買賣：

- 主要因近期購回而產生；或
- 於初始確認時其乃已識別財務工具組合一部分，受本集團共同管理，並於近期顯示短期盈利實際模式；或
- 其屬衍生工具，既非被指定且實際上亦非對沖工具。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract (asset or liability) to be designated as FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as derivative financial liabilities, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost

Other financial liabilities (including trade payables, other payables (excluding contract liabilities and other tax payables) and accruals, obligations under license contracts, retirement benefits and bank borrowings and overdrafts) are subsequently measured at amortised cost using the effective interest method.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務負債及股本工具(續)

按公平值透過損益列賬之財務負債(續)

在下列情況下，財務負債(除持作買賣之財務負債)於初始確認時，可被指定為按公平值透過損益列賬：

- 有關指定撤銷或大幅減低原會出現之計量或確認不一致之情況；或
- 該財務負債構成一組財務資產或財務負債或兩者之一部分，並根據本集團既定風險管理或投資策略按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 該財務資產構成包含一種或以上內含衍生工具之合約之一部分，而香港財務報告準則第9號允許整份合併合約(資產或負債)指定為按公平值透過損益列賬。

對於指定為按公平值透過損益列賬之財務負債而言，由財務負債之信貸風險變動引起之財務負債公平值變動金額於其他全面收益確認，除非於其他全面收益確認該項財務負債信貸風險變動之影響將會導致或擴大損益之會計錯配。就內含衍生工具(比如衍生財務負債)之財務負債而言，內含衍生工具之公平值變動乃不計入釐定其他全面收益將呈列之金額。已於其他全面收益確認之財務負債信貸風險應佔公平值變動，其後不會重新分類至損益；反而會於終止確認財務負債時轉撥至保留溢利。

按攤銷成本計量之財務負債

其他財務負債(包括應付貿易賬款、其他應付賬款(不包括合約負債及其他應付稅項)及應計費用、專利合約承擔、退休福利以及銀行借款及透支)其後使用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract issued by the Group is initially measured at their fair values and, if not designated as at FVTPL, is subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

Derecognition/modification of financial liabilities

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

Derecognition-substantial modification of financial liabilities

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10%.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務負債及股本工具(續)

財務擔保合約

財務擔保合約為發行人因指定債務人未能按債務工具之條款如期付款而須向合約持有人支付指定款項以補償其所遭受虧損之合約。

本集團所發行之財務擔保合約按其公平值初始計量，倘並非指定為按公平值透過損益列賬，則隨後按以下較高者計量：

- 根據香港財務報告準則第9號釐定之合約責任金額；及
- 初始確認之金額減(如適用)根據收益確認政策確認之累計攤銷。

終止確認/修訂財務負債

當且僅當本集團之責任獲解除、取消或屆滿時，本集團方會終止確認財務負債。終止確認之財務負債之賬面金額與已付及應付代價間之差額於損益內確認。

終止確認—大幅修訂財務負債

當財務負債之合約條款作出修訂時，本集團會考慮所有相關事實及情況(包括定性因素)評估經修訂條款有否導致原有條款作出重大修訂。倘定性評估並無定論，而新條款下現金流量(包括任何已付費用扣除任何已收費用，並使用原有實際利率貼現)之經貼現現值與原有財務負債剩餘現金流量之經貼現現值相差至少10%，則本集團認為條款出現重大差異。因此，該條款修訂入賬為終止確認，任何已產生之成本或費用確認為終止確認之收益或虧損一部分。當差別少於10%時，該交換或修訂被視為非重大修訂。

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綜合財務報表附註

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截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition—substantial modification of financial liabilities (Continued)

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, and time deposits with banks and other financial institutions, having been within three months of maturity at acquisition.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are present as bank borrowing and overdrafts in the consolidated statement of financial position.

3. 綜合財務報表編製基準及重大會計政策資料(續)

財務工具(續)

財務負債及股本工具(續)

終止確認—大幅修訂財務負債(續)

有關不造成終止確認之財務負債之非重大修訂，相關財務負債之賬面金額以修訂合約現金流量之現值計算，按該財務負債之原始實際利率折現。產生之交易成本或費用按經修訂財務負債之賬面金額調整且於餘下期間攤銷。財務負債賬面金額之任何調整於修訂當日於損益內確認。

抵銷財務資產及財務負債

於且僅於本集團當前有法定可執行權抵銷已確認金額，且擬以淨額基準結算或同時變現資產及清償負債時，方抵銷財務資產與財務負債及於財務狀況表呈列之淨額。

現金及現金等值

現金及現金等值包括銀行及手頭現金以及存放於銀行及其他金融機構於收購時到期日為三個月內之定期存款。

就綜合現金流量表而言，現金及現金等值包括上文所界定之現金及現金等值扣除按要還款並組成本集團現金管理不可或缺部分之未償還銀行透支。該等透支於綜合財務狀況表呈列為銀行借款及透支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) the entity is an associate or joint venture of the Group (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) the entity is a joint venture of a third entity and the Group is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

3. 綜合財務報表編製基準及重大會計政策資料(續)

關聯方

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關聯：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團之主要管理層成員。
- (b) 倘符合下列任何條件，則實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)；
 - (ii) 該實體為本集團之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)；
 - (iii) 該實體及本集團均為同一第三方之合營企業；
 - (iv) 該實體為第三方實體之合營企業，而本集團為該第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。倘本集團本身為該計劃，則營辦僱主亦與本集團有關聯；
 - (vi) 該實體受(a)所界定人士控制或受共同控制；
 - (vii) 於(a)(i)所界定人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員；或
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團提供管理要員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2023
截至二零二三年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity, and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

Key sources of estimation uncertainty

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

關聯方(續)

個體之近親家族成員為預期彼等於與實體進行交易時，可能影響該人士(或受該人士影響)之該等家族成員，包括：

- (a) 該人士之子女及配偶或同居伴侶；
- (b) 該人士之配偶或同居伴侶之子女；及
- (c) 該人士之受養人或該人士之配偶或同居伴侶之受養人。

4. 關鍵會計判斷及估計不明朗因素之主要來源

於應用綜合財務報表附註3所述之本集團會計政策時，本公司董事須作出有關不可自其他來源輕易獲得之資產及負債賬面金額之判斷、估計及假設。估計及相關假設乃基於過往經驗及被視為相關之其他因素。實際結果可能有異於該等估計。

估計及相關假設乃按持續經營基準檢討。會計估計之修訂倘若僅影響估計作出修訂之期間，則於作出修訂之期間內確認，或倘若修訂影響本期間及未來期間，則於修訂期間及未來期間內確認。

估計不明朗因素之主要來源

以下為於報告期末對有關未來之主要假設及不明朗因素估計之其他主要來源，可能存在重大風險導致須對下一個財政年度之資產及負債賬面金額作出重大調整。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Estimated impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the CGUs to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows. As at 31 December 2023, the carrying amount of goodwill is HK\$4,366,000 (net of impairment loss provision HK\$2,342,000) (31 December 2022: HK\$3,900,000, net of HK\$2,342,000 impairment loss provision). Details of the recoverable amount calculation are disclosed in note 21 to the consolidated financial statements.

Determination of impairment loss event and estimated impairment of trade and other receivables

The Group uses provision matrix to calculate ECL for the trade and other receivables. The provision rates are based on past-due status of debtors as groupings of various debtors on this basis demonstrate similar loss patterns with shared credit risk characteristics. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade and other receivables with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2023, the carrying amount of trade receivables is HK\$84,590,000, net of allowance for ECL of HK\$1,921,000 (31 December 2022: HK\$111,278,000, net of allowance for ECL of HK\$706,000).

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

商譽之估計減值

本集團至少每年進行一次商譽減值測試，當中須估計已獲分配商譽之現金產生單位之使用價值。於估計使用價值時，本集團須估計現金產生單位之預計未來現金流量，並選擇適當貼現率，以計算該等現金流量之現值。於二零二三年十二月三十一日，商譽之賬面金額為4,366,000港元(扣除減值虧損撥備2,342,000港元)(二零二二年十二月三十一日：3,900,000港元(扣除減值虧損撥備2,342,000港元))。有關計算可收回金額之詳情於綜合財務報表附註21披露。

釐定減值虧損事項以及估計應收貿易賬款及其他應收款項之減值

本集團採用撥備矩陣計算應收貿易賬款及其他應收款項之預期信貸虧損。透過按照此基準將具有類似虧損模式且有共同信貸風險特性之不同債務人歸類，以債務人逾期狀況計算撥備率。撥備矩陣乃基於本集團之歷史違約率，並考慮合理且可支持之前瞻性資料，減少不必要之成本及努力。於各報告日期，可觀察之歷史違約率會重新評估，並考慮前瞻性資料之變動。此外，結餘重大或具有信用減值之應收貿易賬款及其他應收款項將個別評估預期信貸虧損。

預期信貸虧損撥備對估計變動尤為敏感。倘實際未來現金流低於預期，則可能產生重大減值虧損。於二零二三年十二月三十一日，應收貿易賬款之賬面金額為84,590,000港元，已扣除預期信貸虧損撥備1,921,000港元(二零二二年十二月三十一日：111,278,000港元，已扣除預期信貸虧損撥備706,000港元)。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Fair value measurements of financial instruments

As at 31 December 2023, certain of the Group's financial assets (including financial assets at FVTPL and financial assets at FVTOCI) are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. Details of the fair value measurement are disclosed in note 6 to the consolidated financial statements.

Estimated impairment of intangible assets, property, plant and equipment and right of use assets

Incidental to its principal activities, the Group acquired certain license fees and capitalised development cost relating to the development of pharmaceutical products, since these costs meet the recognition criteria of HKAS 38. The Group reviews the carrying amount of all intangible assets held at the end of the reporting period and HK\$1,335,000 (2022: HK\$2,022,000) impairment was considered necessary for these assets.

As at 31 December 2023, in view of impairment indicators, the Group performed impairment assessment on property, plant and equipment (excluding right-of-use assets) of approximately HK\$325,368,000 (31 December 2022: HK\$409,600,000) and right-of-use assets of approximately HK\$118,001,000 (31 December 2022: HK\$131,065,000) respectively. HK\$22,658,000 (2022: HK\$Nil) and HK\$8,971,000 (2022: HK\$Nil) impairment in each of property, plant and equipment and right-of-use assets were considered necessary and have been recognised for the year ended 31 December 2023.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

財務工具之公平值計量

於二零二三年十二月三十一日，本集團若干財務資產(包括按公平值透過損益列賬之財務資產及按公平值透過其他全面收益列賬之財務資產)按公平值計量，而該公平值乃根據使用估值技術之主要不可觀測輸入數據釐定。於確定相關估值技術及其相關輸入數據時須使用判斷及估計。倘有關該等因素之假設有所變動，則可能導致對該等工具之公平值作出重大調整。公平值計量之詳情於綜合財務報表附註6披露。

無形資產、物業、廠房及設備以及使用權資產之估計減值

作為主要業務一部分，本集團收取若干與開發藥品有關之專利費及資本化開發成本，因為該等成本符合香港會計準則第38號之確認條件。本集團於報告期末審閱所持有之全部無形資產之賬面金額，且認為須對該等資產減值1,335,000港元(二零二二年：2,022,000港元)。

於二零二三年十二月三十一日，就減值指標而言，本集團分別對物業、廠房及設備(不包括使用權資產)約325,368,000港元(二零二二年十二月三十一日：409,600,000港元)及使用權資產約118,001,000港元(二零二二年十二月三十一日：131,065,000港元)進行減值評估。截至二零二三年十二月三十一日止年度，物業、廠房及設備以及使用權資產各自的減值22,658,000港元(二零二二年：零港元)及8,971,000港元(二零二二年：零港元)被視為必要，並已予確認。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Depreciation

The Group's net carrying amount of property, plant and equipment (excluding right-of-use assets) as at 31 December 2023 was approximately HK\$325,368,000 (31 December 2022: approximately HK\$409,600,000). The Group depreciates the property, plant and equipment, using the straight-line method, at the rates of 2% to 33% (2022: 5% to 33%) per annum, commencing from the date the asset is placed into productive use. The estimated useful lives and dates that the Group places the assets into productive use reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the assets.

Share-based payments

The Group recognises share-based payments expense on options granted. Share-based payments expense is based on the estimated fair value of each option at its grant date, the estimation of which requires the directors to make assumptions about future volatility of the Group's stock price, future interest rates and the timing with respect to exercise of the options. The effects of a change in one or more of these variables could result in a materially different fair value. No share options were granted during the year ended 31 December 2023 (2022: the fair value of the share options granted was estimated at HK\$1,278,000) and the amount associated with share-based payments for the year ended 31 December 2023 is HK\$793,000 (2022: HK\$12,109,000).

Income taxes

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes in various jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

折舊

於二零二三年十二月三十一日，本集團物業、廠房及設備(不包括使用權資產)之賬面淨額約為325,368,000港元(二零二二年十二月三十一日：約409,600,000港元)。從資產投入生產使用當日起，本集團採用直線法按每年2%至33%(二零二二年：5%至33%)之比例對物業、廠房及設備進行折舊。本集團將資產投入生產使用之估計可使用年期和日期反映了董事對本集團擬從資產使用中獲得未來經濟利益之期間之估計。

以股份支付之款項

本集團就授出之購股權確認以股份支付之款項。以股份支付之款項乃根據各購股權於其授出日期之估計公平值計算，董事須就該估計對有關本集團股價之日後波幅、未來利率及有關行使購股權之時間作出假設。一項或以上該等變數之變動所帶來之影響可能令公平值出現重大差異。於截至二零二三年十二月三十一日止年度並無授出購股權(二零二二年：已授出之購股權之公平值估計為1,278,000港元)，而截至二零二三年十二月三十一日止年度與以股份支付之款項有關之金額為793,000港元(二零二二年：12,109,000港元)。

所得稅

本集團須於多個司法權區繳納所得稅。於釐定不同司法權區所得稅撥備時，須作出重大判斷。若干交易和計算所涉及之最終稅項釐定並不確定。本集團根據對是否須繳納額外稅項之估計就預期稅項審計項目確認負債。倘此等事項之最終稅項結果與最初記錄之金額不同，該等差額將影響作出此等釐定期間之即期及遞延所得稅資產及負債。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt (which includes borrowings net of cash and cash equivalents) and equity attributable to the owners of the Company (comprising issued share capital, share premium, reserves and retained profits).

Gearing ratio

The gearing ratio at end of the reporting period was as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Debt (Note a)	債務(附註a)	189,283	154,090
Cash and cash equivalents	現金及現金等值	(167,528)	(189,301)
Net debt	債務淨額	21,755	(35,211)
Equity (Note b)	權益(附註b)	2,038,955	1,924,107
Net debt to equity ratio	淨負債與權益之比率	0.01	N/A 不適用

Notes:

- Debts are defined as bank borrowings as described in note 32 to the consolidated financial statements.
- Equity includes all capital and reserves attributable to the owners of the Company.

5. 資本風險管理

本集團進行資本管理，以確保本集團之實體能夠持續經營，同時通過優化債務及權益結餘使本公司擁有人回報最大化。由去年至今，本集團之整體策略保持不變。

本集團之資本結構包括債務淨額(包括借款，扣除現金及現金等值)及本公司擁有人應佔權益(包括已發行股本、股份溢價、儲備及保留溢利)。

資產負債比率

於報告期末之資產負債比率如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Debt (Note a)	189,283	154,090
Cash and cash equivalents	(167,528)	(189,301)
Net debt	21,755	(35,211)
Equity (Note b)	2,038,955	1,924,107
Net debt to equity ratio	0.01	N/A 不適用

附註：

- 債務定義為綜合財務報表內附註32所述之銀行借款。
- 權益包括本公司擁有人應佔之所有資本及儲備。

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6. FINANCIAL RISK MANAGEMENT

Categories of financial instruments

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets	財務資產		
At FVTPL	按公平值透過損益列賬	11,564	13,136
At FVTOCI	按公平值透過其他全面收益列賬	682,842	536,452
At amortised cost	按攤銷成本列賬	305,957	341,678
		1,000,363	891,266
Financial liabilities	財務負債		
At amortised cost	按攤銷成本列賬	768,134	774,304

Financial risk management objectives

The Group's corporate treasury function provides services to the business units, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, interest rate risk, and other price risk), credit risk and liquidity risk.

The Group seeks to minimise the effects of these risks and may use derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. The Group does not enter into or trade derivative financial instruments for speculative purposes.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

6. 財務風險管理

財務工具類別

財務風險管理目標

本集團企業理財職能為業務單位提供服務，協調進入國內及國際金融市場，透過內部風險報告（其按風險之程度及範圍分析風險）監察及管理與本集團營運有關之財務風險。此等風險包括市場風險（包括外幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。

本集團可透過使用衍生財務工具對沖風險，以尋求將此等風險之影響最小化。財務衍生工具之使用受經董事會批准之本集團政策所監管，該等政策提供外匯風險、利率風險、信貸風險、使用財務衍生工具與非衍生財務工具，以及投資多餘之流動資金之書面原則。本集團並無訂立或買賣衍生財務工具作投機用途。

本集團有關財務工具之風險之類型或本集團管理及計量有關風險之方法並無變動。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market risk management

The Group's activities expose it primarily to the risks of changes in foreign currency exchange rates, interest rates and other price. The Group may enter into foreign currency forward contracts to hedge the exchange rate risk arising on foreign currency purchase.

Market risk exposures are measured using sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Renminbi ("RMB")	人民幣	232,978	253,958	327,456	276,648
United States Dollars ("US\$")	美元	57,250	60,104	86,568	123,132
Euro ("EUR")	歐元	298	474	24,726	54,255
Pound Sterling ("GBP")	英鎊	-	3	-	-
New Taiwan Dollars ("NTD")	新台幣	691	1,163	2,413	402
Thai Baht ("THB")	泰銖	428	-	19	-
Japanese Yen ("JPY")	日圓	1,835	-	8,962	19,081
		293,480	315,702	450,144	473,518

6. 財務風險管理(續)

市場風險管理

本集團業務面對之主要風險為外幣匯率、利率及其他價格之變動。本集團可訂立外幣遠期合約以對沖購買外幣所產生之匯率風險。

市場風險以敏感度分析計量。

本集團面對市場風險或管理及計量此等風險之方法並無變動。

外幣風險管理

本集團進行以外幣定值之交易；因此，匯率浮動風險產生。

本集團於報告期末以外幣定值之貨幣資產及貨幣負債之賬面金額如下：

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market risk management (Continued)

Foreign currency risk sensitivity analysis

The following table details the Group's sensitivity to a 5% (2022: 5%) increase in the relevant foreign currencies against HK\$. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusted their translation at the period end for a 5% change in foreign currency rates. A positive number indicates an increase in profit or equity whereas a number in bracket indicates a decrease in profit or equity. For a 5% (2022: 5%) decrease in the relevant foreign currencies against HK\$, there would be an equal and opposite impact on the profit or equity.

		Profit or loss 損益		Other comprehensive income 其他全面收益	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
RMB	人民幣	(1,131)	(2,919)	(3,936)	1,120
US\$	美元	(1,804)	(3,338)	338	187
EUR	歐元	(1,452)	(2,689)	-	-
NTD	新台幣	-	(2)	(86)	40
THB	泰銖	-	-	20	-
JPY	日圓	(356)	(954)	-	-
		(4,743)	(9,902)	(3,664)	1,347

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk management

The Group is exposed to interest rate risk because certain funds are borrowed at floating rates. The Group currently does not have any interest rate hedging policy. However, the management monitors interest rate exposure periodically.

6. 財務風險管理(續)

市場風險管理(續)

外幣風險敏感度分析

下表詳述本集團就相關外幣兌港元之匯率上升5%(二零二二年:5%)之敏感度分析。敏感度分析僅包括以外幣定值之尚未償還貨幣項目,並以外幣兌換率變動5%對其期末換算作調整。正數顯示溢利或權益之增加,而括號數則顯示溢利或權益減少。若相關外幣兌港元之匯率下跌5%(二零二二年:5%),則將對溢利或權益產生相同數額但相反之影響。

管理層認為,敏感度分析並未能代表固有外匯風險,乃由於年終風險並不反映年內風險。

利率風險管理

由於若干資金以浮動利率借取,故本集團須面對利率風險。本集團現時並無制定任何利率對沖政策。然而,管理層會定期監察利率風險。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market risk management (Continued)

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis points (2022: 50 basis points) increase or decrease in variable-rate borrowings is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow rate risk from variable-rate bank balances is insignificant.

If interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's pre-tax profit for the year ended 31 December 2023 would decrease/increase by HK\$964,000 (2022: decrease/increase by HK\$770,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

Other price risk

The Group is exposed to equity price risk mainly through its investment in financial assets measured at FVTPL and FVTOCI with the underlying assets are equity securities. The Group's equity price risk is mainly concentrated on entities operating in biopharmaceutical industry which are either listed in Nasdaq Capital Market® or Hong Kong, or are unlisted.

Other price risk sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting period.

For the year ended 31 December 2023, if the price of the equity instruments had been 5% (2022: 5%) higher/lower, the Group's pre-tax profit would increase by HK\$6,000 (2022: HK\$140,000) or decrease by HK\$6,000 (2022: HK\$131,000) as a result of the changes in fair value of financial assets at FVTPL, while the other comprehensive income would increase/decrease by HK\$30,315,000 (2022: increase/decrease by HK\$24,284,000) as a result of the changes in fair value of financial assets at FVTOCI.

6. 財務風險管理(續)

市場風險管理(續)

利率敏感度分析

下文所載敏感度分析乃按於報告期末衍生工具及非衍生工具之利率風險釐定。就浮息負債而言，此項分析仍假設於報告期末未償還負債金額於整個年度均未償還而編製。向主要管理人員內部匯報利率風險時，利用可變利息借款增減50個基點(二零二二年：50個基點)，代表管理層對利率之合理潛在變動作出之評估。銀行結餘乃撇除於敏感度分析，因本公司董事認為浮息銀行結餘引致之現金流風險甚微。

倘利率上調/下調50個基點(二零二二年：50個基點)，而所有其他變數維持不變，則本集團截至二零二三年十二月三十一日止年度之稅前溢利將減少/增加964,000港元(二零二二年：減少/增加770,000港元)，主要因為本集團就其變動息率借款承受利率風險。

其他價格風險

本集團主要通過於以按公平值透過損益列賬之方式及以按公平值透過其他全面收益列賬之方式計量之財務資產(其中相關資產為股本證券)之投資而承受股本價格風險。本集團之股本價格風險主要集中於在生物製藥行業營運之實體，而該等實體在納斯達克資本市場®或香港上市或並無上市。

其他價格風險敏感度分析

以下敏感度分析乃根據於報告期末之股本價格風險承擔而釐定。

截至二零二三年十二月三十一日止年度，倘若股本工具價格上升/下降5%(二零二二年：5%)，則本集團之稅前溢利將增加6,000港元(二零二二年：140,000港元)或減少6,000港元(二零二二年：131,000港元)，此乃按公平值透過損益列賬之財務資產公平值之變動所致，而其他全面收益將增加/減少30,315,000港元(二零二二年：增加/減少24,284,000港元)，此乃按公平值透過其他全面收益列賬之財務資產公平值之變動所致。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk management

As at 31 December 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by counterparties is the carrying amount of each financial asset as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate ECL provision are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk exposure is spread over a number of counterparties and customers. Hence, it has no significant concentration of credit risk by single counterparty. Ongoing credit evaluation is performed on the financial condition of receivables.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

6. 財務風險管理(續)

信貸風險管理

於二零二三年十二月三十一日，本集團所面對之最大信貸風險(其可能由於對方未能履行責任導致本集團產生財務虧損)乃來自各財務資產之賬面金額(誠如綜合財務狀況表所呈列)。

為將信貸風險減至最低，本集團管理層已委派一支團隊負責釐定信貸限額、信貸批准及其他監察程序，以確保可採取跟進措施以收回逾期債務。此外，本集團於報告期末審閱各項個別貿易債務之可收回金額，以確保就不可收回金額計提足夠之預期信貸虧損撥備。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

本集團之信貸風險乃分散於多名對手方及客戶。因此，信貸風險並非主要集中於單一對手方。本集團會就應收款項之財務狀況持續進行信貸評估。

由於對手方均為具有高信用評級之銀行，故流動資金之信貸風險有限。

本集團並無就與其財務資產有關之信貸風險持有任何抵押品或其他信用增級。

流動資金風險管理

流動資金風險管理之最終責任在於董事會，董事會已建立適當之流動資金風險管理框架，以切合本集團之短期、中期及長期資金供應及流動資金管理要求。本集團透過維持足夠儲備、銀行融資及儲備借款融資，持續監察預測及實際之現金流量及配對財務資產及負債之到期日概況管理流動資金風險。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk management (Continued)

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a Repayment on Demand Clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

		Interest rate	On demand or less than 1 year	More than 1 year	Total undiscounted cash flows	Carrying amount
		利率	按要求或 少於一年	超過一年	未貼現現金 流量總額	賬面金額
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元
At 31 December 2023	於二零二三年十二月三十一日					
Non-derivative financial liabilities	非衍生財務負債					
Trade and other payables	應付貿易賬款及其他應付款項	-	436,646	17,248	453,894	453,894
Leases liabilities	租賃負債	1.76-6.69	7,807	4,040	11,847	11,385
Bank borrowings and overdrafts	銀行借款及透支	2.50-8.59	128,438	77,031	205,469	192,755
Retirement benefits	退休福利	6.65-7.61	-	255,095	255,095	110,100
			572,891	353,414	926,305	768,134
At 31 December 2022	於二零二二年十二月三十一日					
Non-derivative financial liabilities	非衍生財務負債					
Trade and other payables	應付貿易賬款及其他應付款項	-	475,243	39,337	514,580	514,580
Leases liabilities	租賃負債	1.76-4.02	6,956	2,591	9,547	9,404
Bank borrowings and overdrafts	銀行借款及透支	6.42-6.75	83,045	88,930	171,975	154,090
Retirement benefits	退休福利	7.71-8.71	-	254,746	254,746	96,230
			565,244	385,604	950,848	774,304

6. 財務風險管理(續)

流動資金風險管理(續)

流動資金表

下表詳述本集團非衍生財務負債之餘下合約到期日。該等表格乃根據本集團可能須支付之最早日期之財務負債之非貼現現金流量編製。具體而言，附有按要求還款條款之銀行借款計入最早時段，而不論銀行選擇行使其權利之可能性。其他非衍生財務負債之到期日以協議還款日期為準。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value measurements of financial instruments

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial asset 財務資產	Fair value as at 於下列日期之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs 主要不可觀測輸入數據
	31.12.2023 二零二三年十二月三十一日	31.12.2022 二零二二年十二月三十一日			
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Investments in life insurance policies HK\$6,619,000 人壽保險保單投資 6,619,000港元	Investments in life insurance policies HK\$6,255,000 人壽保險保單投資 6,255,000港元	Level 2 第二級	Based on cash value 基於現金價值	N/A 不適用
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Investments in club debenture HK\$3,300,000 會所會籍債券投資 3,300,000港元	Investments in club debenture HK\$3,540,000 會所會籍債券投資 3,540,000港元	Level 2 第二級	Based on market price 基於市場價格	N/A 不適用
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Unlisted warrants HK\$Nil 非上市認股權證零港元	Unlisted warrants HK\$581,000 非上市認股權證 581,000港元	Level 2 第二級	Note a 附註a	N/A 不適用
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Convertible notes HK\$1,533,000 可換股票據 1,533,000港元	Convertible notes HK\$2,425,000 可換股票據 2,425,000港元	Level 2 第二級	Note b 附註b	N/A 不適用
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Convertible notes HK\$112,000 可換股票據 112,000港元	Convertible notes HK\$335,000 可換股票據 335,000港元	Level 3 第三級	Note c 附註c	Price-to-sale ratio of 1.99 (2022: 1.92) (Note f) Discount rate of 10.16% (2022: 10.39%) (Note g) 市銷率1.99 (二零二二年: 1.92)(附註f) 貼現率10.16% (二零二二年: 10.39%)(附註g)

6. 財務風險管理(續)

財務工具之公平值計量

本集團若干財務資產及財務負債乃按各報告期末之公平值計量。下表提供如何釐定該等財務資產及財務負債公平值之資料(尤其是所採用之估值技術及輸入數據)。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value measurements of financial instruments (Continued)

6. 財務風險管理(續)

財務工具之公平值計量(續)

Financial asset 財務資產	Fair value as at 於下列日期之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs 主要不可觀測輸入數據
	31.12.2023 二零二三年十二月三十一日	31.12.2022 二零二二年十二月三十一日			
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Unlisted warrants HK\$Nil	Unlisted warrants HK\$Nil	Level 3 第三級	Note h 附註h	Not applicable 不適用
Financial assets at fair value through profit or loss 按公平值透過損益列賬之財務資產	Unlisted warrants HK\$Nil	Unlisted warrants HK\$Nil	Level 3 第三級	Note a 附註a	Price-to-sale ratio of 1.99 (2022: 1.92) (Note f) 市銷率1.99(二零二二年: 1.92) (附註f)
Financial assets at fair value through other comprehensive income 按公平值透過其他全面收益列賬之財務資產	Listed equity securities (both Hong Kong and overseas) HK\$546,762,000 上市股本證券(香港及海外) 546,762,000港元	Listed equity securities (both Hong Kong and overseas) HK\$426,357,000 上市股本證券(香港及海外) 426,357,000港元	Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報之買入價	N/A 不適用
Financial assets at fair value through other comprehensive income 按公平值透過其他全面收益列賬之財務資產	Unlisted partnership investment HK\$76,540,000 非上市合夥投資 76,540,000港元	Unlisted partnership investment HK\$50,774,000 非上市合夥投資 50,774,000港元	Level 3 第三級	Based on the net asset quoted by fund administrator. The net asset value of the partnership investment is based on the fair value of underlying investment portfolio 基於基金管理人所報淨資產。合夥投資之資產淨值乃基於相關投資組合之公平值	The fair value of underlying investment portfolio 相關投資組合之公平值

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value measurements of financial instruments (Continued)

6. 財務風險管理(續)

財務工具之公平值計量(續)

Financial asset 財務資產	Fair value as at 於下列日期之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs 主要不可觀測輸入數據
	31.12.2023 二零二三年十二月三十一日	31.12.2022 二零二二年十二月三十一日			
Financial assets at fair value through other comprehensive income 按公平值透過其他全面收益列賬之財務資產	Unlisted equity securities HK\$59,540,000	Unlisted equity securities HK\$59,321,000	Level 3 第三級	Income approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of this investee, based on an appropriate discount rate 收入法—使用貼現現金流量法以根據適當之貼現率計算從該被投資方之所有權獲得之預期未來經濟利益之現值	Long-term revenue growth rate ranging from 3% to 251% (2022: 3% to 251%) (Note d) Discount rate of 15.10% derived from the ownership of this investee, based on an appropriate discount rate (2022: 15.90%) (Note e) 長期收益增長率介乎3%至251% (二零二二年：3%至251%) (附註d) 貼現率15.10% (二零二二年：15.90%)(附註e)
Financial assets at fair value through other comprehensive income 按公平值透過其他全面收益列賬之財務資產	Unlisted equity securities HK\$Nil	Unlisted equity securities HK\$Nil	Level 3 第三級	Note h 附註h	Not applicable 不適用

Notes:

- Binomial Model was used by applying discrete timestep lattice model of the varying price over time of the underlying financial instruments which based on the exercise price, time to expiration, risk free rate and stock price as quoted in active market (for fair value measurement within Level 2) or as determined by Income approach or Market approach (for fair value measurement within Level 3).
- Partial differential equation, especially the Crank-Nicolson finite-difference method, was used by applying discount rate, volatility level and underlying stock price as quoted in active market.

附註：

- 二項式模型乃透過應用相關財務工具價格隨時間而有所不同之離散時間點陣模型(以行使價、到期時間、無風險利率及按活躍市場所報(就第二級公平值計量而言)或按收入法或市場法釐定(就第三級公平值計量而言)之股價為基礎)使用。
- 透過應用貼現率、波幅水平及活躍市場所報之相關股價以偏微分方程式，尤其是Crank-Nicolson有限差分法釐定。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value measurements of financial instruments (Continued)

Notes: (Continued)

- c. Partial differential equation, especially the Crank-Nicolson finite-difference method, was used by applying discount rate, volatility level and underlying stock price as determined by Income approach.
- d. Long-term revenue growth rate was determined by taking into account of management's experience and knowledge of market conditions of the specific industry. Increase in long-term revenue growth rate would result in an increase in fair value measurement, and vice versa.
- e. Discount rate was estimated by considering the weighted average cost of capital determined by using a Capital Asset Pricing Model. Decrease in discount rate would result in an increase in fair value measurement, and vice versa.
- f. Price-to-sale was estimated by considering companies operating in similar industries to the investee. Increase in price-to-sale would result in an increase in fair value measurements, and vice versa.
- g. Discount rate was estimated by considering corporate bonds with similar grading. Decrease in discount rate would result in an increase in fair value measurements, and vice versa.
- h. The underlying investees are under liquidation and no accounting records are available for fair value estimation. As a result, the management assessed the fair value is approximately HK\$Nil.

There were no transfers between Levels 1 and 2 in the current year.

6. 財務風險管理(續)

財務工具之公平值計量(續)

附註：(續)

- c. 透過應用貼現率、波幅水平及按收入法釐定之相關股價使用偏微分方程式，尤其是Crank-Nicolson有限差分法。
- d. 長期收益增長率經考慮管理層之特定行業市況經驗及知識釐定。長期收益增長率上升將導致公平值計量增加，反之亦然。
- e. 貼現率經考慮使用資本資產定價模型釐定之加權平均資本成本估計。貼現率下降將導致公平值計量增加，反之亦然。
- f. 市銷率經考慮經營與被投資方行業相若之公司估計。市銷率上升將導致公平值計量增加，反之亦然。
- g. 貼現率經考慮評級相若之公司債券估計。貼現率下跌將導致公平值計量增加，反之亦然。
- h. 相關被投資方正在清算中，沒有會計記錄可用於估算其公平值。因此，管理層評定其公平值約為零港元。

於本年度，第一級與第二級之間並無轉撥。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Reconciliation of Level 3 fair value measurements

6. 財務風險管理(續)

第三級公平值計量之對賬

		Financial assets (liabilities) 財務資產(負債)			
		At FVTPL – Unlisted warrants 按公平值透過 損益列賬 – 非上市 認股權證 HK\$'000 千港元	At FVTPL – Convertible notes 按公平值透過 損益列賬 – 可換股票據 HK\$'000 千港元	At FVTOCI – Unlisted equity securities 按公平值透過 其他全面 收益列賬 – 非上市股本證券 HK\$'000 千港元	At FVTOCI – Unlisted partnership investment 按公平值透過 其他全面 收益列賬 – 非上市合夥投資 HK\$'000 千港元
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度				
Opening balance	年初結餘	–	335	59,321	50,774
Additions	添置	–	–	–	6,097
Fair value (losses)/gains:	公平值(虧損)/收益:				
– in profit or loss	– 於損益	–	(223)	–	–
– in other comprehensive income	– 於其他全面收益	–	–	219	19,669
Closing balance	年終結餘	–	112	59,540	76,540
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
Opening balance	年初結餘	–	15,600	78,940	66,472
Additions	添置	–	29,016	–	16,485
Fair value losses:	公平值虧損:				
– in profit or loss	– 於損益	–	(44,281)	–	–
– in other comprehensive income	– 於其他全面收益	–	–	(19,619)	(32,183)
Closing balance	年終結餘	–	335	59,321	50,774

Of the total gains or losses for the year included in profit or loss:

- there are HK\$223,000 loss (2022: HK\$44,281,000 loss) related to financial assets at FVTPL recognised under “other gains and losses, net”.

Included in other comprehensive income there is HK\$19,888,000 gain (2022: HK\$51,802,000 loss) related to unlisted equity securities and unlisted partnership investment classified as financial assets at FVTOCI held at the end of the reporting period and is reported as changes of “investments revaluation reserve”.

計入損益之年內收益或虧損總額中：

- 於「其他收益及虧損淨額」項下確認有關按公平值透過損益列賬之財務資產為223,000港元虧損(二零二二年：44,281,000港元虧損)。

計入其他全面收益內與於報告期末持有並以按公平值透過其他全面收益列賬之財務資產分類之非上市股本證券及非上市合夥投資有關金額為19,888,000港元收益(二零二二年：51,802,000港元虧損)，並作為「投資重估儲備」變動呈報。



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7. REVENUE

Revenue represents the net amounts received and receivable for goods sold by the Group to outside customers during the year which is recognised at a point in time.

8. SEGMENT INFORMATION

Information reported to the Chairman of the Company, being the chief operating decision maker, for the purpose of resources allocation and assessment of segment performance focuses on the types of goods delivered.

During the year, the Group commenced the business in generic products after obtaining the approval for manufacturing and marketing the generic products from the relevant authority, and it has been aggregated into the proprietary segments for reporting.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

Proprietary and generic products	- Manufacturing and sales of self-developed and generic pharmaceutical products
Licensed-in products	- Trading of licensed-in pharmaceutical products

7. 收益

收益指於某個時間點確認之年內本集團向外部客戶出售貨品之已收及應收款項淨額。

8. 分部資料

向本公司主席(即主要經營決策者)呈報以供分配資源及評估分部表現之資料側重於所交付貨品之類型。

於本年度內，本集團於獲得有關當局批准製造及營銷仿製產品後開展仿製產品業務，並就呈報目的將其匯入專利分部。

具體而言，根據香港財務報告準則第8號，本集團之可呈報分部如下：

專利及仿製產品	- 製造及銷售自行研發及仿製之藥品
引進產品	- 買賣引進之藥品

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8. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

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

		Proprietary and generic products 專利及仿製產品		Licensed-in products 引進產品		Consolidated 綜合	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Segment revenue	分部收益	585,758	499,811	467,276	733,337	1,053,034	1,233,148
Segment operating results	分部經營業績	137,713	167,329	55,575	91,319	193,288	258,648
Research and development expenses	研究及開發費用	(39,725)	(65,174)	(57,079)	(103,711)	(96,804)	(168,885)
Impairment of intangible assets	無形資產減值	-	-	(1,335)	(2,022)	(1,335)	(2,022)
Write-off of intangible assets	撤銷無形資產	-	-	-	-	-	-
Segment results	分部業績	97,988	102,155	(2,839)	(14,414)	95,149	87,741
Unallocated income	未分配收入					19,424	17,398
Unallocated expenses	未分配費用					(71,020)	(28,579)
Profit from operations	經營溢利					43,553	76,560
Finance costs	財務成本					(11,898)	(7,595)
Profit before share of results of associates	分佔聯營公司業績前溢利					31,655	68,965
Share of results of associates	分佔聯營公司業績					(870)	(1,104)
Profit before taxation	除稅前溢利					30,785	67,861
Taxation	稅項					(10,836)	(22,026)
Profit for the year	本年度溢利					19,949	45,835

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2022: Nil).

8. 分部資料(續)

分部收益及業績

以下為按可呈報分部劃分之本集團收益及業績分析：

上文呈報之分部收益指來自外部客戶之收益。於年內並無分部間銷售(二零二二年：無)。

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8. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represents the profit earned by/loss from each segment without allocation of central administration costs including directors' emoluments, certain transactions with associates, gain on deemed disposal of associates, fair value changes of certain financial instruments at fair value through profit or loss, impairment provision on property, plant and equipment and right-of-use assets, foreign exchange gain/loss, interest income, finance costs, share of results of associates, and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and assessment of segment performance.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

		Proprietary and generic products 專利及仿製產品		Licensed-in products 引進產品		Consolidated 綜合	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Segment assets	分部資產	763,594	726,742	1,283,310	1,311,699	2,046,904	2,038,441
Unallocated assets	未分配資產					843,763	743,587
Total assets	資產總值					2,890,667	2,782,028
Segment liabilities	分部負債	234,569	176,617	346,401	398,145	580,970	574,762
Unallocated liabilities	未分配負債					349,099	364,742
Total liabilities	負債總額					930,069	939,504

8. 分部資料(續)

分部收益及業績(續)

經營分部之會計政策與本集團之會計政策相同。分部業績指在未分配中央行政成本(包括董事酬金、與聯營公司之若干交易、視作出售若干聯營公司之收益、按公平值透過損益列賬之若干財務工具之公平值變動、物業、廠房及設備以及使用權資產之減值撥備、外匯收益/虧損、利息收入、財務成本、分佔聯營公司業績及所得稅開支)之情況下各分部所賺取之溢利/蒙受之虧損。此乃向主要經營決策者呈報以供分配資源及評估分部表現之方式。

分部資產及負債

以下為按可呈報分部劃分之本集團資產及負債分析：

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8. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates, deferred tax assets, certain right-of-use assets and financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, assets related to central administration and unallocated cash-generating units, balances with associates, tax recoverable and cash and bank balances; and
- all liabilities are allocated to operating segments other than bank borrowings and overdrafts, liabilities related to central administration and unallocated cash-generating units, tax payables, deferred tax liabilities and retirement benefits.

Other segment information (included in the measure of segment profit or loss or segment assets or regularly provided to the chief operating decision maker)

8. 分部資料(續)

分部資產及負債(續)

為監察分部表現及於分部間分配資源：

- 除於聯營公司之權益、遞延稅項資產、若干使用權資產、按公平值透過損益列賬之財務資產、按公平值透過其他全面收益列賬之財務資產、中央行政及未分配現金產生單位相關資產、與聯營公司之結餘、可收回稅項以及現金及銀行結餘外，所有資產皆分配至經營分部；及
- 除銀行借款及透支、中央行政及未分配現金產生單位相關負債、應付稅項、遞延稅項負債及退休福利外，所有負債皆分配至經營分部。

其他分部資料(用於計量分部損益或分部資產或定期向主要經營決策者提供)

	Proprietary and generic products		Licensed-in products		Consolidated		
	專利及仿製產品		引進產品		綜合		
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	
Depreciation of property, plant and equipment (including right-of-use assets)	物業、廠房及設備 (包括使用權資產) 折舊	49,887	56,941	43,307	56,701	93,194	113,642
Amortisation of intangible assets	無形資產攤銷	41,152	26,144	15,155	12,713	56,307	38,857
Additions to non-current assets (Property, plant and equipment, and intangible assets) during the year	年內新增非流動資產 (物業、廠房及設備 以及無形資產)	94,067	61,012	78,615	155,238	172,682	216,250
Impairment of intangible assets	無形資產減值	-	-	1,335	2,022	1,335	2,022
Write-off of intangible assets	撇銷無形資產	-	-	-	-	-	-

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8. SEGMENT INFORMATION (CONTINUED)

Geographical information

During the years ended 31 December 2023 and 2022, more than 90% of the Group's revenue was derived from activities conducted in the People's Republic of China (the "PRC"), therefore no geographical information on revenue is presented.

The following is an analysis of the Group's assets and liabilities by geographical markets:

		The PRC 中國		Hong Kong and others 香港及其他		Total 總計	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Total assets	資產總值	1,656,662	1,696,915	1,234,005	1,085,113	2,890,667	2,782,028
Total liabilities	負債總額	458,509	406,734	471,560	532,770	930,069	939,504

9. INFORMATION ABOUT MAJOR CUSTOMERS

For both the years ended 31 December 2023 and 2022, no single customer accounted for 10% or more of the Group's total revenue.

8. 分部資料(續)

地區資料

於截至二零二三年及二零二二年十二月三十一日止年度，本集團逾90%收益源自於中華人民共和國(「中國」)進行之業務，故此並無呈列收益地區資料。

以下為按地區市場劃分之本集團資產及負債分析：

9. 有關主要客戶之資料

截至二零二三年及二零二二年十二月三十一日止兩個年度，概無單一客戶佔本集團總收益之10%或以上。

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10. OTHER INCOME

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest income on bank deposits	銀行存款之利息收入	1,534	2,393
Government and development grants	政府及開發補助	32,322	19,276
Licensing income	專利收入	1,266	3,922
Rental and utilities income	租金及公共服務收入	15,211	14,376
Research and development service income	研究及開發服務收入	17,812	29,481
Sundry income	雜項收入	9,112	4,286
		77,257	73,734

The Group received the development grants from the local government as recognition of the Group's performance and development of high-technology pharmaceutical products.

During the year 2022, the Group recognised government grants of approximately HK\$1,152,000 from Employment Support Scheme provided by Hong Kong government in respect of COVID-19-related subsidies.

10. 其他收入

本集團收到地方政府為認可本集團表現及開發高新科技藥品而授予之開發補助。

於二零二二年度內，本集團確認來自保就業計劃約1,152,000港元之政府補助，該補助由香港政府就COVID-19相關補貼提供。

11. OTHER GAINS AND LOSSES, NET

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fair value loss in respect of financial assets at fair value through profit or loss, net	有關按公平值透過損益列賬之財務資產之公平值虧損淨額	(1,572)	(46,360)
Gain on deemed disposal of interest in associates	視作出售聯營公司權益之收益	147	-
Gain on disposal of	出售以下各項之收益		
– Property, plant and equipment, net	– 物業、廠房及設備淨額	10	242
– Intangible assets	– 無形資產	41,623	-
Impairment loss recognised in respect of	就以下各項確認之減值虧損		
– Property, plant and equipment	– 物業、廠房及設備	(22,658)	-
– Right-of-use assets	– 使用權資產	(8,971)	-
– Intangible assets	– 無形資產	(1,335)	(2,022)
Loss on termination of lease agreement	終止租賃協議之虧損	(40)	-
Write-off of	撤銷		
– Property, plant and equipment	– 物業、廠房及設備	(350)	(662)
– Intangible assets	– 無形資產	-	-
Foreign exchange loss, net	外匯虧損淨額	(877)	(5,625)
		5,977	(54,427)

11. 其他收益及虧損淨額

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12. PROFIT FROM OPERATIONS

Profit from operations has been arrived at after charging:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation of property, plant and equipment (including right-of-use assets)	物業、廠房及設備(包括使用權資產)折舊	93,194	113,642
Amortisation of intangible assets (included in cost of sales)	無形資產攤銷(計入銷售成本)	56,307	38,857
Total depreciation and amortisation	折舊及攤銷總額	149,501	152,499
Auditors' remuneration	核數師酬金	1,270	1,366
Staff costs	員工成本	287,803	311,040
Share-based payments	以股份支付之款項	793	12,109
Research and development costs	研究及開發費用	96,804	168,885
Cost of inventories charged to profit or loss	自損益扣除之存貨成本	434,509	410,501

12. 經營溢利

經營溢利已扣除下列各項：

13. FINANCE COSTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest expenses on:	就以下各項之利息開支：		
Bank borrowings and overdrafts	銀行借款及透支	10,614	6,238
Lease liabilities (effective)	租賃負債(有效)	663	381
Total interest expenses for financial liabilities not classified as FVTPL	並非分類為按公平值透過損益列賬之財務負債之利息開支總額	11,277	6,619
Bank charges	銀行費用	621	976
		11,898	7,595

13. 財務成本

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

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

14. 董事及最高行政人員酬金

根據適用上市規則及公司條例披露之董事及最高行政人員於本年度之薪酬如下：

		Salaries, allowances, and other remuneration	Management bonus	Employer's contributions to pension schemes	Sub-total	Retirement benefits	Equity-settled share option expense	2023 Total emoluments
	Fees	薪金、津貼及其他薪酬	管理層花紅	退休金計劃僱主供款	小計	退休福利	以股權結算購股權開支	二零二三年酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Executive Directors	執行董事							
Lee Siu Fong	李小芳	-	7,851	-	7,851	4,220	105	12,176
Leelalertsuphakun Wanee	李輝妮	-	8,463	-	8,463	4,630	105	13,198
Non-executive Directors	非執行董事							
Li Xiaoyi	李小平	300	1,200	-	1,518	5,020	-	6,538
James Charles Gale	James Charles Gale	300	-	-	300	-	-	300
Independent Non-executive Directors	獨立非執行董事							
Chan Yau Ching, Bob	陳友正	216	-	-	216	-	-	216
Cheang Yee Wah, Eva (Note i)	蔣綺華(附註i)	135	-	-	135	-	-	135
Lam Yat Cheong (Note ii)	林日昌(附註ii)	82	-	-	82	-	-	82
Tsim Wah Keung, Karl	詹華強	216	-	-	216	-	-	216
Total	總計	1,249	17,514	-	18,781	13,870	210	32,861

Notes:

- Appointed with effect from 17 May 2023.
- Resigned with effect from 17 May 2023.

附註：

- 任命自二零二三年五月十七日起生效。
- 辭任自二零二三年五月十七日起生效。

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

14. 董事及最高行政人員酬金(續)

		Fees	Salaries, allowances, and other remuneration 薪金、津貼及其他薪酬	Management bonus 管理層花紅	Employer's contributions to pension schemes 退休金計劃 僱主供款	Sub-total	Retirement benefits 退休福利	Equity-settled share option expense 以股權結算購股權開支	2022 Total emoluments 二零二二年酬金總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors	執行董事								
Lee Siu Fong	李小芳	-	7,332	-	-	7,332	(5,230)	2,990	5,092
Leelalertsuphakun Wanee	李岸妮	-	7,888	-	-	7,888	(3,800)	2,912	7,000
Non-executive Directors	非執行董事								
Li Xiaoyi	李小平	300	1,200	-	18	1,518	(6,710)	2,416	(2,776)
James Charles Gale	James Charles Gale	300	-	-	-	300	-	-	300
Independent Non-executive Directors	獨立非執行董事								
Chan Yau Ching, Bob	陳友正	216	-	-	-	216	-	-	216
Lam Yat Cheong	林日昌	216	-	-	-	216	-	-	216
Tsim Wah Keung, Karl	詹華強	216	-	-	-	216	-	-	216
Total	總計	1,248	16,420	-	18	17,686	(15,740)	8,318	10,264

The directors' and chief executive's emoluments shown above were for their service in connection with the management of the affairs of the Company and the Group.

上文顯示之董事及最高行政人員酬金乃彼等與本公司及本集團管理事務有關之服務酬金。

No directors of the Company waived any emoluments for the years ended 31 December 2023 and 2022.

截至二零二三年及二零二二年十二月三十一日止年度，並無本公司董事放棄任何酬金。

Certain directors of the Company are entitled to bonus payments which are determined based on a percentage of the Group's profit after tax for the year.

本公司若干董事有權收取按本集團本年度除稅後溢利百分比計算之花紅。

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14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Transactions, arrangements or contracts of significance in which directors of the Company have material interests

No transactions, arrangements or contracts of significance to which the Company or its subsidiaries was a party and in which a director of the Company had material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2022: Nil).

Loans, quasi-loans and other dealings in favour of directors

No loans, quasi-loans and other dealings in favour of directors of the Company or body corporate controlled by such directors, or entities connected with such directors, subsisted at the end of the year or at any time during the year (2022: Nil).

15. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group during the year included three (2022: two) directors, details of whose remuneration are set out in note 14 above. Details of the remuneration for the year of the remaining two (2022: three) highest paid individuals who are neither a director nor chief executive of the Company are as follows:

14. 董事及最高行政人員酬金(續)

本公司董事擁有重大權益之重大交易、安排或合約

於本年度年末或本年度內任何時間，本公司或其附屬公司概無訂立任何本公司董事直接或間接於其中擁有重大權益之重大交易、安排或合約(二零二二年：無)。

以董事為受益人之貸款、準貸款及其他交易

於本年度年末或本年度內任何時間，概無以本公司董事、受該等董事控制之法人團體或與該等董事有關聯之實體為受益人之貸款、準貸款及其他交易(二零二二年：無)。

15. 五名最高薪人士

於本年度內，本集團五名最高薪人士當中，三名(二零二二年：兩名)為董事，其薪酬已載於上文附註14。最高薪人士中其餘兩名(二零二二年：三名)人士並非本公司董事或最高行政人員，彼等之薪酬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,197	6,423
Employer's contributions to pension schemes	退休金計劃僱主供款	116	272
Equity-settled share option expense	以股權結算購股權開支	246	1,369
		5,559	8,064

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15. FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

The number of the highest paid individuals who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	–	2
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	2	–
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	–	1
		2	3

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

15. 五名最高薪人士(續)

最高薪人士(並非本公司董事)之薪酬介乎下列組別之人數如下：

於本年度內，本集團並無付予五名最高薪人士酬金作為招攬其加入本集團，或於加入時之獎勵或離職補償。

16. TAXATION

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	6,597	13,443
PRC Enterprise Income Tax	中國企業所得稅	5,416	–
		12,013	13,443
(Over)/Under provision in prior years	過往年度(超額撥備)/撥備不足		
Hong Kong Profits Tax	香港利得稅	(20)	(58)
PRC Enterprise Income Tax	中國企業所得稅	29	–
		9	(58)
Deferred tax	遞延稅項		
(Reversal)/Origination of temporary differences	(撥回)/產生暫時差額	(1,186)	8,641
		10,836	22,026

16. 稅項

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16. TAXATION (CONTINUED)

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. Profits of other group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rates of the PRC subsidiaries range from 15% to 25% (2022: 15% to 25%).

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

16. 稅項(續)

根據香港利得稅之利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%之稅率徵稅，而2百萬港元以上溢利則按16.5%之稅率徵稅。不符合利得稅兩級制之其他集團實體之溢利將繼續按16.5%之統一稅率徵稅。

根據中國《企業所得稅法》(「企業所得稅法」)及《企業所得稅法實施條例》，中國附屬公司之稅率介乎15%至25%(二零二二年：15%至25%)。

於其他司法權區產生之稅項按有關司法權區之現行稅率計算。

本年度之稅項支出與綜合損益表內之除稅前溢利對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before taxation	除稅前溢利	30,785	67,861
Notional tax at the rates applicable to results in regions concern	按適用於相關地區業績之稅率計算之名義稅項	(1,584)	7,607
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	144	182
Tax effect of expenses not deductible for tax purpose	就稅項而言不可扣減開支之稅務影響	15,308	15,458
Tax effect of income not taxable for tax purpose	就稅項而言毋須課稅收入之稅務影響	(1,146)	(1,211)
Under/(Over) provision in prior years	過往年度撥備不足/(超額撥備)	9	(58)
Tax effect on temporary differences not recognised	未確認暫時差額之稅務影響	(5,213)	(5,529)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	22,597	23,897
Tax effect of preferential tax allowance	優惠稅項寬免之稅務影響	(19,190)	(13,867)
Utilisation of tax loss previously not recognised	動用先前未確認之稅項虧損	(89)	(4,453)
Tax charge for the year	本年度之稅項支出	10,836	22,026

As at 31 December 2023, the Group has estimated unused tax losses of approximately HK\$1,056 million (2022: HK\$912 million) available for offset against future profits. No deferred tax asset has been recognised in respect of the estimated tax losses due to the unpredictability of future profits streams.

於二零二三年十二月三十一日，本集團估計尚未動用之可供用作抵銷將來溢利之稅項虧損約為1,056百萬港元(二零二二年：912百萬港元)。由於未能預測將來溢利之來源，因此並無就估計稅項虧損確認遞延稅項資產。

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17. DIVIDEND

17. 股息

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Dividends for ordinary shareholders of the Company recognised as distribution during the year:	年內確認為分派之本公司普通股股東之股息：		
2023 interim dividend HK\$0.008 (2022: 2022 interim dividend HK\$0.010) per share	二零二三年中期股息每股0.008港元 (二零二二年：二零二二年中期股息0.010港元)	4,711	5,888
2022 final dividend HK\$0.010 (2022: 2021 final dividend HK\$0.031) per share	二零二二年末期股息每股0.010港元 (二零二二年：二零二一年末期股息0.031港元)	5,888	18,254
		10,599	24,142

Subsequent to the end of the reporting period, final dividend in respect of the year ended 31 December 2023 of HK1.0 cent per share (2022: final dividend in respect of the year ended 31 December 2022 of HK1.0 cent per share), in an aggregate amount of HK\$5,888,000 (2022: HK\$5,888,000) has been proposed by the directors and is subject to approval by shareholders at the forthcoming annual general meeting, and is not included as a dividend payable in the consolidated statement of financial position as at 31 December 2023.

於報告期末後，董事建議派付截至二零二三年十二月三十一日止年度之末期股息每股1.0港仙（二零二二年：截至二零二二年十二月三十一日止年度之末期股息每股1.0港仙），總額5,888,000港元（二零二二年：5,888,000港元），惟須待股東於應屆股東週年大會上批准方可作實。擬派股息不會計入二零二三年十二月三十一日綜合財務狀況表內之應付股息。

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18. EARNINGS PER SHARE

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

18. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃基於下列數據計算：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<i>Earnings:</i>	<i>盈利：</i>		
Net profit attributable to owners of the Company for the purpose of basic and diluted earnings per share	就計算每股基本及攤薄盈利而言之本公司擁有人應佔純利	16,698	51,284
		2023 二零二三年 '000 Share(s) 千股	2022 二零二二年 '000 Share(s) 千股
<i>Number of shares:</i>	<i>股份數目：</i>		
Weighted average number of ordinary shares for the purposes of basic earnings per share	就計算每股基本盈利而言之普通股加權平均數	588,835	588,835
Effect of dilutive potential ordinary shares: Options	潛在攤薄普通股之影響： 購股權	1	-
Weighted average number of ordinary shares for the purposes of diluted earnings per share	就計算每股攤薄盈利而言之普通股加權平均數	588,836	588,835

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19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Buildings	Leasehold land	Leased premises	Leasehold improvement	Plant and machinery	Office and laboratory equipment and electronic equipment 辦公室及研究所設備及電子設備	Motor vehicles	Construction in progress	Total
		樓宇	租賃土地	租賃物業	租賃物業裝修	廠房及機器	設備及電子設備	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
COST	成本									
At 1 January 2022	於二零二二年一月一日	259,650	156,792	41,199	80,995	398,618	160,931	13,115	52,569	1,163,869
Exchange rate adjustments	匯率調整	(27,360)	(12,661)	(2,165)	(5,797)	(28,570)	(11,904)	(621)	(1,581)	(90,659)
Additions	添置	-	-	2,425	718	9,929	4,252	-	2,559	19,883
Transfer in/(out)	轉入/(出)	-	-	-	7,119	2,636	5,132	-	(14,887)	-
Disposals	出售	-	-	-	-	(27)	(2,952)	-	-	(2,979)
Write-off	撇銷	-	-	(11,974)	(7,290)	(1,467)	(656)	-	(42)	(21,429)
Modification of lease term	租賃期修訂	-	-	(569)	-	-	-	-	-	(569)
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	232,290	144,131	28,916	75,745	381,119	154,803	12,494	38,618	1,068,116
Exchange rate adjustments	匯率調整	(6,386)	(3,964)	(433)	(1,836)	(10,614)	(3,945)	(192)	(982)	(28,352)
Reclassification	重新分類	(550)	-	-	550	-	-	-	-	-
Additions	添置	-	-	12,970	6,110	8,684	12,674	-	1,964	42,402
Transfer in/(out)	轉入/(出)	-	-	-	4,553	6,611	3,312	-	(14,476)	-
Disposals	出售	-	-	-	-	(1,543)	(451)	(291)	-	(2,285)
Write-off	撇銷	-	-	(7,824)	(9,433)	(1,023)	(270)	-	(345)	(18,895)
Modification of lease term	租賃期修訂	-	-	(77)	-	-	-	-	-	(77)
Acquisition of a subsidiary (Note 44)	收購一間附屬公司(附註44)	-	-	-	-	-	4	-	-	4
Write-off due to early termination	因提早終止而撇銷	-	-	(2,771)	-	-	-	-	-	(2,771)
At 31 December 2023	於二零二三年十二月三十一日	225,354	140,167	30,781	75,689	383,234	166,127	12,011	24,779	1,058,142
DEPRECIATION AND IMPAIRMENT	折舊及減值									
At 1 January 2022	於二零二二年一月一日	77,786	20,956	21,059	28,739	201,963	114,518	10,583	-	475,604
Exchange rate adjustments	匯率調整	(6,633)	(1,777)	(1,349)	(1,954)	(17,695)	(8,670)	(609)	-	(38,687)
Charge for the year	本年度撥備	12,318	2,967	12,100	16,386	48,782	20,407	682	-	113,642
Eliminated upon disposal	出售後對銷	-	-	-	-	(6)	(2,335)	-	-	(2,341)
Eliminated upon write-off	撇銷後對銷	-	-	(11,974)	(7,290)	(888)	(615)	-	-	(20,767)
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	83,471	22,146	19,836	35,881	232,156	123,305	10,656	-	527,451
Exchange rate adjustments	匯率調整	(2,337)	(683)	(324)	(758)	(6,668)	(3,121)	(192)	(143)	(14,226)
Reclassification	重新分類	(121)	-	-	121	-	-	-	-	-
Charge for the year	本年度撥備	6,573	2,821	10,553	11,514	44,928	16,332	473	-	93,194
Impairment provision	減值撥備	-	8,971	-	-	-	-	-	22,658	31,629
Eliminated upon disposal	出售後對銷	-	-	-	-	(1,476)	(414)	(291)	-	(2,181)
Eliminated upon write-off	撇銷後對銷	-	-	(7,824)	(9,433)	(1,018)	(270)	-	-	(18,545)
Eliminated upon early termination	提早終止後對銷	-	-	(2,549)	-	-	-	-	-	(2,549)
At 31 December 2023	於二零二三年十二月三十一日	87,586	33,255	19,692	37,325	267,922	135,832	10,646	22,515	614,773
CARRYING AMOUNTS	賬面金額									
At 31 December 2023	於二零二三年十二月三十一日	137,768	106,912	11,089	38,364	115,312	30,295	1,365	2,264	443,369
At 31 December 2022	於二零二二年十二月三十一日	148,819	121,985	9,080	39,864	148,963	31,498	1,838	38,618	540,665

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19. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The leasehold land, which is held under medium-term lease, and buildings are situated in the PRC.

The Group as lessee

Right-of-use assets (included in the property, plant and equipment)

The analysis of right-of-use assets by class of underlying asset is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Leasehold land	租賃土地	106,912	121,985
Leased premises	租賃物業	11,089	9,080
		118,001	131,065

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets by class of underlying assets:	按相關資產類別劃分之使用權資產折舊費用：		
Leasehold land	租賃土地	2,821	2,967
Leased premises	租賃物業	10,553	12,100
		13,374	15,067
Expense relating to short-term leases and other leases with lease terms end within 12 months from date of initial application	與租賃期自首次應用當日起十二個月內到期之短期租賃及其他租賃相關之費用	733	1,108

Total cash outflow for leases in 2023 was approximately HK\$12,210,000 (2022: approximately HK\$13,682,000).

Total additions to right-of-use assets in 2023 was approximately HK\$12,970,000 (2022: HK\$2,425,000).

19. 物業、廠房及設備(續)

租賃土地(以中期租賃形式持有)及樓宇位於中國。

本集團作為承租人

使用權資產(計入物業、廠房及設備)

按相關資產類別對使用權資產之分析如下：

有關在損益確認之租賃之支出項目分析如下：

二零二三年之租賃現金流出總額約為12,210,000港元(二零二二年：約13,682,000港元)。

二零二三年新增使用權資產總額約12,970,000港元(二零二二年：2,425,000港元)。



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19. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group as lessee (Continued)

Right-of-use assets (included in the property, plant and equipment) (Continued)

For both years 2023 and 2022, the Group leases various offices and warehouses for its operations. Lease contracts are entered into for fixed term of 2 years to 5 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several leasehold land where its manufacturing facilities and office buildings are primarily located. The Group is the registered owner of these leasehold land. Lump sum payments were made upfront to acquire these leasehold land.

The Group regularly entered into short-term leases for leased premises and equipment.

19. 物業、廠房及設備(續)

本集團作為承租人(續)

使用權資產(計入物業、廠房及設備)(續)

於二零二三年及二零二二年兩個年度，本集團租賃多個辦公室及倉庫作經營之用。租賃合約之固定期限為2年至5年。

租賃期乃按個別基準協商確定，且包含各種不同之條款及條件。本集團於釐定租賃期及評估不可撤銷之期限時，採用合約之定義並確定合約可強制執行之期限。

此外，本集團擁有數塊租賃土地(其生產設施及辦公樓宇主要位於該等土地)。本集團為該等租賃土地之註冊擁有人。收購該等租賃土地已一次性預付一筆總價。

本集團定期訂立租賃物業及設備之短期租賃。

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20. INTANGIBLE ASSETS

20. 無形資產

		License fee 專利費 HK\$'000 千港元	Development cost 開發成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本			
At 1 January 2022	於二零二二年一月一日	406,867	808,191	1,215,058
Exchange rate adjustments	匯率調整	(10,102)	(57,384)	(67,486)
Additions	添置	13,650	182,717	196,367
Write-off	撇銷	(43,046)	(4,685)	(47,731)
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	367,369	928,839	1,296,208
Exchange rate adjustments	匯率調整	(3,164)	(21,063)	(24,227)
Additions	添置	7,235	123,045	130,280
Disposal	出售	-	(1,357)	(1,357)
Write-off	撇銷	-	(522)	(522)
At 31 December 2023	於二零二三年十二月三十一日	371,440	1,028,942	1,400,382
AMORTISATION AND IMPAIRMENT	攤銷及減值			
At 1 January 2022	於二零二二年一月一日	104,604	187,929	292,533
Exchange rate adjustments	匯率調整	(1,845)	(11,122)	(12,967)
Charge for the year	本年度撥備	11,881	26,976	38,857
Eliminated upon write-off	撇銷後對銷	(43,046)	(4,685)	(47,731)
Impairment provision for the year	本年度減值撥備	2,022	-	2,022
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	73,616	199,098	272,714
Exchange rate adjustments	匯率調整	(631)	(4,119)	(4,750)
Charge for the year	本年度撥備	14,759	41,548	56,307
Eliminated upon disposal	出售後撇銷	-	(1,357)	(1,357)
Eliminated upon write-off	撇銷後對銷	-	(522)	(522)
Impairment provision for the year	本年度減值撥備	1,335	-	1,335
At 31 December 2023	於二零二三年十二月三十一日	89,079	234,648	323,727
CARRYING AMOUNTS	賬面金額			
At 31 December 2023	於二零二三年十二月三十一日	282,361	794,294	1,076,655
At 31 December 2022	於二零二二年十二月三十一日	293,753	729,741	1,023,494

Included in HK\$1,076,655,000 of intangible assets, there was no intangible assets with indefinite useful lives (31 December 2022: Nil), and HK\$734,812,000 (31 December 2022: HK\$746,040,000) of intangible assets are not yet available for use as at 31 December 2023.

在為數1,076,655,000港元之無形資產當中，概無具不固定可使用年期之無形資產(二零二二年十二月三十一日：無)，而734,812,000港元(二零二二年十二月三十一日：746,040,000港元)無形資產於二零二三年十二月三十一日尚未可供使用。

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20. INTANGIBLE ASSETS (CONTINUED)

Impairment of intangible assets

During the year 31 December 2023, the management of the Company has conducted a review of its intangible assets portfolio and concluded there is impairment of HK\$1,335,000 (2022: HK\$2,022,000) provision in respect of a license under development.

Development programme

The Group has over 40 early- to late-stage development in various therapeutics areas. Key development programme is set out below:

1. Anfibatide

Anfibatide is a new molecular entity discovered and developed by the Group. It is a first-in-class platelet GPIIb/IIIa receptor antagonist that has fast onset, potent, and reversible antithrombotic effect among healthy subjects without impairing coagulation or prolonging bleeding time. As at 31 December 2023 and 2022, Anfibatide was not ready for sales and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on its recoverable amount. Management determined the recoverable amount of this asset using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialisation, royalty rate and success rate of commercialisation over useful life of Anfibatide. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

20. 無形資產(續)

無形資產減值

於截至二零二三年十二月三十一日止年度，本公司管理層已審閱本公司之無形資產組合，並認為須就一項開發中專利計提減值撥備1,335,000港元(二零二二年：2,022,000港元)。

開發項目

本集團在不同治療領域擁有超過40項分別處於早期至後期開發階段之項目。主要開發項目載列如下：

1. 安菲博肽

安菲博肽為本集團發現和開發之新分子實體，是首創血小板GPIIb/IIIa受體對抗劑，在健康受試者中具有快速起效、有效及可逆之抗血栓作用，不會損害凝血功能或延長出血時間。於二零二三年及二零二二年十二月三十一日，安菲博肽尚未可供銷售，而本集團繼續進行相關研究及開發活動。因此，安菲博肽須基於其可收回金額進行年度減值測試。管理層運用使用價值計算法釐定該資產之可收回金額。此等計算方法使用基於管理層對安菲博肽在使用年期內之商業化時間、專利權費及商業化成功率之預期得出之現金流預測。基於估值使用不可觀察輸入數據，估值被視為公平值計量等級之第三級。

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20. INTANGIBLE ASSETS (CONTINUED)

Development programme (Continued)

1. Anfibatide (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of Anfibatide based on the following approach and the key assumptions:

- Anfibatide will be launched in year 2030 (2022: year 2030) based on the research and development process and experience of the approval process;
- The estimated royalty rate by reference to general pharmaceutical market;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialisation by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at 31 December 2023 and 2022 are as follows:

		2023 二零二三年	2022 二零二二年
Pre-tax discount rate	稅前貼現率	14.83%	15.74%
Expected success rate of commercialisation	預期商業化成功率	20.71%	20.71%
Recoverable amount (in HK\$'000)	可收回金額(千港元)	237,284	187,520
Carrying amount (in HK\$'000)	賬面金額(千港元)	142,857	140,530

Based on the result of impairment assessment, there was no impairment as at 31 December 2023 and 2022.

20. 無形資產(續)

開發項目(續)

1. 安菲博肽(續)

在外部評值師協助下，管理層基於以下方針及主要假設釐定安菲博肽之可收回金額：

- 按照研究及開發進度及審批過程之經驗，安菲博肽將於二零三零年度(二零二二年：二零三零年度)推出；
- 參照整體藥業市場得出之估計專利權費；
- 所採用之貼現率為稅前，以及反映與相關產品有關之特定風險；及
- 參照藥業慣例、技術發展及相關行政法規得出之預期商業化成功率。

於二零二三年及二零二二年十二月三十一日計算公平值採用之主要假設如下：

基於減值評估結果，於二零二三年及二零二二年十二月三十一日並無減值。

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20. INTANGIBLE ASSETS (CONTINUED)

Development programme (Continued)

1. Anfibatide (Continued)

Impairment test – sensitivity

The Group has performed sensitivity test by increasing 0.35% (2022: 0.35%) of pre-tax discount rate or decreasing 3% (2022: 3%) of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Headroom	向上空間	94,427	46,990
Impact by increasing pre-tax discount rate	上調稅前貼現率之影響	(9,717)	(8,385)
Impact by decreasing expected revenue	下調預期收益之影響	(7,801)	(6,330)

Considering the headroom available based on the assessment, the management consider that a reasonably possible change in the key assumptions on which management has based on its determination on the asset's recoverable amount would not cause an impairment loss.

20. 無形資產(續)

開發項目(續)

1. 安菲博肽(續)

減值測試－敏感度

本集團已透過上調0.35%(二零二二年：0.35%)稅前貼現率或下調3%(二零二二年：3%)預期收益進行敏感度測試，而所有其他變數維持不變。稅前貼現率及預期收益乃釐定無形資產可收回金額之主要假設。對無形資產可收回金額超出其賬面金額之數額(向上空間)之影響如下：

考慮到估計所得之向上空間，管理層認為其於釐定資產可收回金額所依據之主要假設之合理可能變動不會產生減值虧損。

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21. GOODWILL

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
COST	成本		
At beginning of the year	於年初	6,242	6,242
Additions (Note 44)	添置(附註44)	466	-
At end of the year	於年末	6,708	6,242
IMPAIRMENT	減值		
At beginning and at end of the year	於年初及年末	2,342	2,342
CARRYING AMOUNTS	賬面金額		
At end of the year	於年末	4,366	3,900

Impairment testing on goodwill

Goodwill is assessed for impairment annually irrespective of whether there is any indication of impairment.

For the purpose of impairment testing, goodwill has been allocated to the following CGUs. At the end of the reporting period, the carrying amount of goodwill mainly represents goodwill arising from:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Licensed-in products CGU	引進產品現金產生單位	-	-
Proprietary products CGU	專利產品現金產生單位	3,900	3,900
Unallocated CGU	未分配現金產生單位	466	-
At end of the year	於年末	4,366	3,900

For the purpose of impairment testing, the recoverable amounts of the CGUs are determined by value in use calculations by using cash flow projections based on financial budgets covering a five-year period. The discount rate applied to the cash flow projections is 10% per annum (2022: 10% per annum).

Based on assessment, the recoverable amount of Proprietary products CGU and Unallocated CGU are higher than their respective carrying amount and accordingly, management of the Group determined that there is no impairment of goodwill for both years ended 31 December 2023 and 2022.

21. 商譽

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
COST	成本		
At beginning of the year	於年初	6,242	6,242
Additions (Note 44)	添置(附註44)	466	-
At end of the year	於年末	6,708	6,242
IMPAIRMENT	減值		
At beginning and at end of the year	於年初及年末	2,342	2,342
CARRYING AMOUNTS	賬面金額		
At end of the year	於年末	4,366	3,900

商譽減值測試

商譽每年進行減值評估，不論有否出現減值跡象。

為進行減值測試，商譽乃分配至以下現金產生單位。於報告期末，商譽之賬面金額主要指因以下各項而產生之商譽：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Licensed-in products CGU	引進產品現金產生單位	-	-
Proprietary products CGU	專利產品現金產生單位	3,900	3,900
Unallocated CGU	未分配現金產生單位	466	-
At end of the year	於年末	4,366	3,900

為進行減值測試，現金產生單位之可收回金額使用基於涵蓋五年期之財務預算之現金流量預測，以使用價值計算法釐定。應用於現金流量預測之貼現率為每年10%(二零二二年：每年10%)。

基於評估結果，專利產品現金產生單位及未分配現金產生單位之可收回金額高於各自之賬面金額，故本集團管理層釐定截至二零二三年及二零二二年十二月三十一日止兩個年度並無商譽減值。

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22. INTERESTS IN ASSOCIATES

The movements in the Group's interests in associates during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	5,163	6,267
Acquisition of additional interest in associates	增購聯營公司之權益	605	-
Gain on deemed disposal of interest in associates	視作出售聯營公司權益之收益	147	-
Share of post-acquisition loss	分佔收購後虧損	(870)	(1,104)
At end of the year	於年末	5,045	5,163

22. 於聯營公司之權益

本集團於聯營公司之權益年內之變動如下：

Details of the Group's associates at the end of the reporting period are as follow:

於報告期末，本集團聯營公司之詳情如下：

Name of associate 聯營公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Proportion of ownership interest held by the Group 本集團所持有之所有權權益比例		Proportion of voting rights held by the Group 本集團所持有之投票權比例		Principal activities 主要業務
		2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
		Powder Pharmaceuticals Incorporated ("PPI") (Note a)	British Virgin Islands/ Hong Kong	33.92%	33.92%	
普樂藥業有限公司(「普樂」)(附註a) ZERO Biotech Company Limited ("ZERO") (Note b)	英屬處女群島/香港 Hong Kong/Hong Kong	29.25%	36.32%	29.25%	36.32%	Operate a central pharmacy for compounding radiopharmaceuticals
智和生物科技有限公司(「智和」)(附註b)	香港/香港					經營複合放射性藥物之中央藥房

Notes:

- a Included its wholly owned subsidiaries.
b Included its non-wholly owned subsidiaries.

附註：

- a 包括其全資附屬公司。
b 包括其非全資附屬公司。

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22. INTERESTS IN ASSOCIATES (CONTINUED)

(i) Summarised financial information of associates

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

All of these associates are accounted for using the equity method in these consolidated financial statements.

22. 於聯營公司之權益(續)

(i) 聯營公司之財務資料概要

有關本集團聯營公司之財務資料概要載列如下。以下財務資料概要為根據香港財務報告準則編製之聯營公司財務報表所顯示之金額。

所有該等聯營公司均採用權益法於本綜合財務報表中入賬。

		PPI 普樂		ZERO 智和	
		31 December 十二月三十一日		31 December 十二月三十一日	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	9,966	10,400	14,761	12,423
Non-current assets	非流動資產	40,421	36,365	5,012	6,223
Current liabilities	流動負債	174,069	154,460	2,157	1,374
Non-current liabilities	非流動負債	4,834	-	216	624
Non-controlling interest	非控股權益	-	-	1,578	2,434

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22. INTERESTS IN ASSOCIATES (CONTINUED)

(i) Summarised financial information of associates (Continued)

22. 於聯營公司之權益(續)

(i) 聯營公司之財務資料概要(續)

		PPI 普樂		ZERO 智和	
		Year ended 2023 截至 二零二三年 止年度 HK\$'000 千港元	Year ended 2022 截至 二零二二年 止年度 HK\$'000 千港元	Year ended 2023 截至 二零二三年 止年度 HK\$'000 千港元	Year ended 2022 截至 二零二二年 止年度 HK\$'000 千港元
Revenue	收益	1,308	277	17,267	6,950
Loss from operations	經營虧損	(15,830)	(13,619)	(3,283)	556
Loss for the year	本年度虧損	(20,279)	(18,366)	(3,348)	520
Other comprehensive expenses	其他全面開支	(698)	(2,222)	-	-
Total comprehensive expense for the year	本年度全面開支總額	(20,977)	(20,588)	(3,348)	520
Dividend received during the year	年內已收股息	-	-	-	-

During the year ended 31 December 2023, the Group has unrecognised share of loss of associates of approximately HK\$6,878,000 (2022: HK\$6,230,000). As at 31 December 2023, the cumulative unrecognised share of loss of associates is approximately HK\$18,952,000 (31 December 2022: HK\$12,074,000).

於截至二零二三年十二月三十一日止年度，本集團之未確認分佔聯營公司虧損約為6,878,000港元(二零二二年：6,230,000港元)。於二零二三年十二月三十一日，累計未確認分佔聯營公司虧損約為18,952,000港元(二零二二年十二月三十一日：12,074,000港元)。

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22. INTERESTS IN ASSOCIATES (CONTINUED)

(i) Summarised financial information of associates (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interests in the associates in the consolidated financial statements is as follows:

		PPI 普樂		ZERO 智和	
		31 December 十二月三十一日	2022 二零二二年	31 December 十二月三十一日	2022 二零二二年
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net (liabilities)/assets	(負債淨額)/資產淨值	(128,516)	(107,695)	15,822	14,214
Proportion of the Group's ownership interests	本集團所有權益比例	33.92%	33.92%	29.25%	36.32%
Goodwill	商譽	23,995	23,995	417	-
Carrying amount of the Group's interests	本集團權益之賬面金額	-	-	5,045	5,163

(ii) Deemed disposal of interests in associates

For the year ended 31 December 2023

In April 2023, the Group acquired certain shares in ZERO at consideration of HK\$605,000, and the Group's equity interest in ZERO is increased from 36.32% to 37.69%.

In September 2023, ZERO issued certain new shares to an existing shareholder thereof and the Group's equity interest in ZERO is effectively diluted from 37.69% to 29.25%, and the Group recognises a gain on deemed disposal of approximately HK\$147,000 in profit or loss which was included in "other gains and losses, net".

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There is no deemed disposal of interest in associates.

22. 於聯營公司之權益(續)

(i) 聯營公司之財務資料概要(續)

上述財務資料概要與於綜合財務報表內之聯營公司權益之賬面金額對賬如下：

		PPI 普樂		ZERO 智和	
		31 December 十二月三十一日	2022 二零二二年	31 December 十二月三十一日	2022 二零二二年
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net (liabilities)/assets	(負債淨額)/資產淨值	(128,516)	(107,695)	15,822	14,214
Proportion of the Group's ownership interests	本集團所有權益比例	33.92%	33.92%	29.25%	36.32%
Goodwill	商譽	23,995	23,995	417	-
Carrying amount of the Group's interests	本集團權益之賬面金額	-	-	5,045	5,163

(ii) 視為出售於聯營公司之權益

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於二零二三年四月，本集團以代價605,000港元收購智和若干股份，而本集團在智和之股權由36.32%增至37.69%。

於二零二三年九月，智和向其一位現有股東發行若干新股，本集團在智和之股權由37.69%實際攤薄至29.25%。本集團在損益中確認約147,000港元之視作出售收益，該項收益乃計入「其他收益及虧損淨額」。

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並無視作出售於聯營公司之權益。

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23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公平值透過損益列賬之財務資產

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Investments in life insurance policies (Note a) 人壽保險保單投資(附註a)	6,619	6,255
Unlisted warrants (Note b) 非上市認股權證(附註b)	-	581
Club membership debenture 會所會籍債券	3,300	3,540
Convertible instruments (Note c) 可換股工具(附註c)	1,645	2,760
	11,564	13,136

The fair value measurement of these assets are disclosed in note 6 to the consolidated financial statements.

該等資產之公平值計量於綜合財務報表附註6披露。

Notes:

附註：

- a. These represent the life insurance policies with an insurance company to insure certain directors of the Company. Under the policy, the Company is both the beneficiary and the policy holder. The Group is required to pay an one-off premium payment. The Group can terminate the policy at any time and receive cash based on the cash value of the policy at the date of withdrawal ("**Cash Value**"), which is determined by the premium payment plus accumulated interest earned minus the accumulated insurance charges, policy expense charges and a specified amount of surrender charge if the withdrawal is made between 1st to 15th policy year.
- b. These represent the warrants issued by public and private pharmaceutical companies operated in the United States.
- c. These represents convertible notes issued by both public and private pharmaceutical companies (the "**Issuers**") operated in the United States, and they could be converted into equity instruments of the Issuers. Pursuant to the underlying agreements, the notes carry interest at 5% to 10% (31 December 2022: 5% to 10%) per annum and will be matured in year 2024 (31 December 2022: years 2023 and 2024).

- a. 此乃本公司與一間保險公司訂立之人壽保險保單，對本公司若干董事投保。根據保單，本公司同時為受益人及保單持有人。本集團須支付一次性保費。本集團可隨時終止保單，並基於保單於撤回當日之現金價值(「現金價值」)收回現金，有關現金價值乃按保費付款加上所賺取累計利息，再減累計保險費用、保單開支費用及特定金額之退保手續費(如於保單第一至十五年撤回)釐定。
- b. 此乃由美國之公營及私營藥業公司發出之認股權證。
- c. 此乃在美國營運之公眾及私營藥業公司(「發行人」)發行之可換股票據，可轉換為發行人之權益工具。根據相關協議，該等票據之年利率為5%至10%(二零二二年十二月三十一日：5%至10%)，將於二零二四年度(二零二二年十二月三十一日：二零二三年度及二零二四年度)到期。

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

24. 按公平值透過其他全面收益列賬之財務資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Equity securities listed outside Hong Kong (Note b)	於香港以外地區上市之股本證券(附註b)	903	9,017
Equity securities listed in Hong Kong (Note b)	於香港上市之股本證券(附註b)	545,859	417,340
Unlisted equity securities (Note a, b)	非上市股本證券(附註a、b)	59,540	59,321
Unlisted partnership investments (Note c)	非上市合夥投資(附註c)	76,540	50,774
		682,842	536,452

The fair value measurement of these assets are disclosed in note 6 to the consolidated financial statements.

該等資產之公平值計量於綜合財務報表附註6披露。

Notes:

附註：

- These represent the Group's equity interests in private entities incorporated in Switzerland and the United States.
- These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in financial assets at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.
- These represent partnership interests in private funds.

- 此乃本集團於瑞士及美國註冊成立之私人實體之股權。
- 該等投資並非持作買賣，而是持有作長期策略目的。本公司董事已選擇指定該等投資為按公平值透過其他全面收益列賬之財務資產，原因為彼等相信於損益內確認該等投資公平值之短期波動將不符本集團持有該等投資作長期目的並從長遠角度實現其表現潛力之策略。
- 此乃於私人基金之合夥權益。

The movement of financial assets at FVTOCI for both years ended 31 December 2023 and 2022 are as follows:

截至二零二三年及二零二二年十二月三十一日止年度，按公平值透過其他全面收益列賬之財務資產變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of the year	於年初	536,452	1,006,717
Addition	添置	6,097	16,485
Fair value gains/(losses) on revaluation recognised, net	已確認重估公平值收益/(虧損)淨額	140,293	(486,750)
At end of the year	於年末	682,842	536,452

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25. INVENTORIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Research materials	研究材料	34,236	36,759
Raw materials	原材料	89,086	66,336
Work-in-progress	在製品	62,007	22,700
Finished goods	製成品	112,777	123,427
		298,106	249,222

No inventories are carried at net realisable value at both 31 December 2023 and 2022.

於二零二三年及二零二二年十二月三十一日，概無存貨按可變現淨值列賬。

26. TRADE RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	應收貿易賬款	86,511	111,984
Less: Allowances for expected credit losses ("ECL")	減：預期信貸虧損撥備	(1,921)	(706)
		84,590	111,278

The credit period on sales of goods is 30 – 120 days. The Group has recognised an allowance for ECL of 100% against all receivables over 365 days because historical experience has been that receivables that are past due beyond 365 days are not recoverable. Allowances for ECL are recognised against trade receivables over 180 days based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

貨品銷售之信貸期為30至120日。本集團已就所有超過365日之應收款項確認100%預期信貸虧損撥備，原因為按過往經驗，逾期超過365日之應收款項乃無法收回。超過180日之應收貿易賬款則根據估計不可收回金額確認預期信貸虧損撥備，而估計不可收回金額乃參考對手方之過往違約經驗及對其現時財務狀況所作之分析釐定。

The following is an analysis of trade receivables by age, presented based on the invoice date and net of allowance for ECL at the end of the reporting period:

以下為基於發票日期所呈列應收貿易賬款於報告期末之賬齡分析，當中已扣除預期信貸虧損撥備：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 – 30 days	0至30日	41,315	55,268
31 – 120 days	31至120日	43,053	39,643
121 – 180 days	121至180日	132	9,057
181 – 365 days	181至365日	82	7,282
Over 365 days and under 3 years	365日以上及三年以內	8	28
		84,590	111,278

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26. TRADE RECEIVABLES (CONTINUED)

Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for ECL because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

Aging analysis of receivables that are past due but no allowance for ECL provided

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Overdue by:	逾期：		
1 – 180 days	1至180日	33,176	46,741
181 – 365 days	181至365日	229	281
		33,405	47,022

Movement in allowance for ECL

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Balance at beginning of the year	年初之結餘	706	1,046
Exchange rate adjustments	匯率調整	(23)	(77)
Write-off	撇銷	(42)	-
Charge/(Credit) to profit or loss for the year	扣自/(計入)本年度損益	1,280	(263)
Balance at end of the year	年末之結餘	1,921	706

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Aging analysis of receivables that are past due and allowance for ECL provided

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Overdue by:	逾期：		
181 – 365 days	181至365日	229	281
Over 365 days and under 3 years	365日以上及三年以內	1,692	425
		1,921	706

26. 應收貿易賬款(續)

上文所披露之應收貿易賬款包括於報告期末已逾期但尚未獲本集團確認預期信貸虧損撥備之金額，原因為有關金額之信貸質素並無重大變動且認為仍可收回。本集團並無就此等結餘持有任何抵押品或其他信貸加強項目，亦無法律權利可以本集團結欠對手方之任何金額作抵銷。

已逾期但尚未計提預期信貸虧損撥備之應收款項之賬齡分析

預期信貸虧損撥備變動

於釐定應收貿易賬款之可收回程度時，本集團考慮應收貿易賬款自初始授出信貸日期起至報告期末為止信貸質素之任何變動。由於客戶基礎龐大且互無關連，故信貸集中風險有限。

已逾期並已計提預期信貸虧損撥備之應收款項之賬齡分析

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27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Utilities and rental deposits	公共服務及租金按金	3,336	3,439
Prepayment for acquisition of plant and equipment, services and purchase	收購廠房及設備、服務以及購買之預付款項	44,413	44,511
Prepaid value-added tax	預付增值稅	7,582	16,223
Others (Note)	其他(附註)	44,839	37,660
		100,170	101,833

Note: Others includes receivables from other debtors and a consideration receivable of HK\$21,920,000 from disposal of intangible assets.

There is no provision for impairment loss on other receivables recognised in profit or loss for both years ended 31 December 2023 and 2022.

27. 其他應收款項、按金及預付款項

附註：其他包括應收其他債務人之款項及應收出售無形資產之代價21,920,000港元。

截至二零二三年及二零二二年十二月三十一日止兩個年度，概無於損益內確認其他應收款項減值虧損撥備。

28. ADVANCE TO ASSOCIATES

This represents the principal and interest receivables from loans to associates which carry interest rate of 4% (2022: 4%) per annum and are repayable within one year.

As at both 31 December 2023 and 2022, the carrying amount of advance to associates is HK\$Nil, net of HK\$90,838,000 ECL provision.

28. 墊付予聯營公司之款項

此指向聯營公司借出之貸款之本金及應收利息，利率為每年4厘(二零二二年：4厘)，須於一年內償還。

於二零二三年及二零二二年十二月三十一日，墊付予聯營公司之款項之賬面金額均為零港元，當中已扣除預期信貸虧損撥備90,838,000港元。

29. PLEDGED DEPOSITS/CASH AND BANK BALANCES

As at 31 December 2023, pledged deposits represent security given for bill payable.

Bank balances carry prevailing interest rates at both 31 December 2023 and 2022. Pledged deposits carry interest rate of 1.45% per annum as at 31 December 2023 (31 December 2022: not applicable).

29. 已抵押存款／現金及銀行結餘

於二零二三年十二月三十一日，已抵押存款指就應付票據提供之擔保。

於二零二三年及二零二二年十二月三十一日，銀行結餘按當前利率計息。於二零二三年十二月三十一日，已抵押存款之年利率為1.45%(二零二二年十二月三十一日：不適用)。

30. TRADE PAYABLES

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0-90 days	0至90日	63,209	75,204
91-180 days	91至180日	4,913	-
181-365 days	181至365日	5,556	26,037
Over 365 days	365日以上	469	60
		74,147	101,301

30. 應付貿易賬款

以下為基於發票日期所呈列應付貿易賬款於報告期末之賬齡分析：

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30. TRADE PAYABLES (CONTINUED)

The average credit period on purchases of certain goods is 90 days. The Group has financial risk policies in place to ensure that all payables are paid within the credit timeframe.

30. 應付貿易賬款(續)

購買貨品之平均信貸期為90日。本集團訂有財務風險政策，確保所有應付款項能於信貸時間框架內支付。

31. OTHER PAYABLES AND ACCRUALS

31. 其他應付款項及應計費用

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities	合約負債	72,570	79,233
Sales guarantee deposits	銷售保證按金	136,318	122,845
Other payables for plant and equipment and services	就廠房及設備與服務之其他應付款項	105,526	122,716
Other tax payables	其他應付稅項	4,818	6,709
Obligations under license contract	專利合約承擔	517	499
Accrued staff salaries and welfare	累計僱員薪金及福利	53,599	62,338
Others (Note)	其他(附註)	88,825	107,179
		462,173	501,519
Classified as:	分類為：		
Current	流動	439,021	462,182
Non-current	非流動	23,152	39,337
		462,173	501,519

Note: Others includes bill payable, payable to other creditors and accrued expenses.

附註：其他包括應付票據、應付其他債權人之款項及應計費用。

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32. BANK BORROWINGS AND OVERDRAFTS

32. 銀行借款及透支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current	流動		
Bank overdrafts – secured	銀行透支—有抵押	3,472	–
Bank borrowings – secured	銀行借款—有抵押	96,727	76,727
Bank borrowings – unsecured	銀行借款—無抵押	21,920	–
		122,119	76,727
Non-current	非流動		
Bank borrowings – secured	銀行借款—有抵押	70,636	77,363
Total	總額	192,755	154,090
Carrying amount of the bank borrowings and overdrafts are repayable (Note a):	銀行借款及透支賬面金額須於下列期間償還(附註a):		
Within 1 year	一年內	122,119	76,727
After 1 year but not exceeding 2 years	超過一年但不超過兩年	6,727	6,727
After 2 years but not exceeding 5 years	超過兩年但不超過五年	63,909	70,636
		192,755	154,090

Note:

- a. The table is based on the agreed repayment schedule provided by banks.

Bank borrowings and overdrafts carry floating interest rate which is adjusted with reference to Hong Kong Interbank Offered Rate or Loan Prime Rate at both 31 December 2023 and 2022. As at 31 December 2023, the effective interest rates of the Group's bank borrowings ranged from 2.50% to 8.59% (31 December 2022: 6.42% to 6.75%) per annum.

The Group's bank borrowings are denominated in the following currencies:

附註:

- a. 該表以銀行提供之協定還款時間表為基礎。

於二零二三年及二零二二年十二月三十一日，銀行借款及透支均按浮動利率(參考香港銀行同業拆息或貸款最優惠利率調整)計息。於二零二三年十二月三十一日，本集團銀行借款之實際年利率介乎2.50%至8.59%(二零二二年十二月三十一日：6.42%至6.75%)。

本集團銀行借款以下列貨幣計值：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong Dollars	港元	170,835	154,090
Renminbi	人民幣	21,920	–
		192,755	154,090

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33. LEASE LIABILITIES

33. 租賃負債

		2023 二零二三年		2022 二零二二年	
		Present value of the lease payments 租賃付款現值 HK\$'000 千港元	Total lease payments 租賃付款總額 HK\$'000 千港元	Present value of the lease payments 租賃付款現值 HK\$'000 千港元	Total lease payments 租賃付款總額 HK\$'000 千港元
Within 1 year	一年內	7,452	7,807	6,831	6,956
After 1 year but within 2 years	一年後但兩年內	3,713	3,819	2,556	2,573
After 2 years but within 5 years	兩年後但五年內	220	221	17	18
After 5 years	五年後	-	-	-	-
		3,933	4,040	2,573	2,591
		11,385	11,847	9,404	9,547
Less: Total future interest expenses	減：未來利息開支總額		(462)		(143)
Present value of lease liabilities	租賃負債現值		11,385		9,404

Lease obligations are denominated in currencies of the functional currencies of the relevant group entities.

租賃承擔以相關集團實體之功能貨幣計值。

34. DEFERRED TAXATION

34. 遞延稅項

The following is the major deferred tax balances recognised and movements thereon during the current and prior years:

以下為於本年度及過往年度確認之主要遞延稅項結餘及其變動：

Deferred tax (assets)/liabilities

遞延稅項(資產)/負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元	Tax on unrealised profit 未變現溢利 之稅項 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	(190)	79,460	(15,399)	3,491	(3,559)	63,803
Exchange difference	匯兌差額	-	(6,125)	-	(146)	140	(6,131)
(Credit)/Charge to profit or loss	(計入損益)/自損益扣除	(405)	1,044	8,002	(1,715)	1,715	8,641
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	(595)	74,379	(7,397)	1,630	(1,704)	66,313
Exchange difference	匯兌差額	-	(1,895)	-	(25)	24	(1,896)
(Credit)/Charge to profit or loss	(計入損益)/自損益扣除	(205)	1,662	(2,668)	(3)	28	(1,186)
At 31 December 2023	於二零二三年十二月三十一日	(800)	74,146	(10,065)	1,602	(1,652)	63,231

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34. DEFERRED TAXATION (CONTINUED)

34. 遞延稅項(續)

Deferred tax (assets)/liabilities (Continued)

遞延稅項(資產)/負債(續)

For the purpose of presentation in the consolidated statement of financial position, deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

為呈列綜合財務狀況表，遞延稅項資產及負債經已抵銷。以下為供財務申報之用之遞延稅項結餘分析：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(10,199)	(7,584)
Deferred tax liabilities	遞延稅項負債	73,430	73,897
		63,231	66,313

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits earned by the PRC subsidiaries amounting to approximately HK\$631 million (31 December 2022: HK\$580 million) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司就所賺取溢利宣派之股息須繳納預扣稅。由於本集團能夠控制撥回中國附屬公司所賺取累計溢利應佔暫時差額約631百萬港元(二零二二年十二月三十一日：580百萬港元)之時間且該等暫時差額可能不會於可預見將來撥回，故綜合財務報表內並無就該等暫時差額計提遞延稅項。

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35. SHARE CAPITAL

		Number of shares 股份數目		Share capital 股本	
		2023 二零二三年	2022 二零二二年	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each	每股面值0.05港元之普通股	1,000,000,000	1,000,000,000	50,000	50,000
Issued and fully paid:	已發行及已繳足：				
At beginning and end of the year	於年初及年末	588,835,343	588,835,343	29,442	29,442

There were no movement in either the authorised or issued share capital of the Company during the years ended 31 December 2023 and 2022.

於截至二零二三年及二零二二年十二月三十一日止年度內，本公司之法定或已發行股本並無變動。

36. RESERVES

Share premium

Share premium represents the difference between the nominal value and the issuing value of the shares of the Company

Merger difference

Merger difference represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the Group's reorganisation prior to the listing of the Company's shares in 2002.

Share-based compensation reserve

Share-based compensation reserve comprises the fair value of share options granted which have not yet been exercised.

Other reserves

Other reserves represent (i) the difference between the consideration and the carrying amount of the net assets attributable to the reduction of, or additions of, interests in subsidiaries being disposed to, or acquired from, non-controlling interests; and (ii) share of associates' reserve.

36. 儲備

股份溢價

股份溢價指本公司股份面值與發行價值之間的差額。

合併差額

合併差額指所收購附屬公司之股份面值與於二零二二年本公司股份上市前進行本集團重組時就收購所發行本公司股份之面值之間的差額。

以股份支付之酬金儲備

以股份支付之酬金儲備包括已授出而未獲行使之購股權之公平值。

其他儲備

其他儲備指(i)代價與向非控股權益出售或從非控股權益收購附屬公司之權益增減應佔淨資產賬面金額之間的差額；及(ii)分佔聯營公司之儲備。

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36. RESERVES (CONTINUED)

Investments revaluation reserve

Investments revaluation reserve represents the cumulative fair value changes, net of tax, of financial assets at FVTOCI until they are disposed of or impaired.

Exchange reserve

Exchange reserve relating to the translation of the net assets of the Group's foreign subsidiaries from their functional currencies to the Group's presentation currency are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve will be reclassified to profit or loss upon the disposal of the foreign subsidiaries.

37. SHARE OPTION SCHEMES

The Company

The Company's 2012 share option scheme (the "2012 Share Option Scheme") and 2022 share option scheme (the "2022 Share Option Scheme", together with the 2012 Share Option Scheme referred to as "Share Option Schemes") were adopted on 10 May 2012 and 19 May 2022 respectively for the primary purpose of providing incentives to directors, eligible employees, advisers and consultants.

For the 2012 Share Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the 2012 Share Option Scheme shall be subject to a maximum limit of 10% of the Shares in issue on the date on which the 2012 Share Option Scheme is conditionally adopted and approved by the shareholders at the AGM, unless the Company obtains an approval from the shareholders in general meeting to refresh such 10% in accordance with the Listing Rules. Options lapsed in accordance with the terms of the 2012 Share Option Scheme will not be counted for the purpose of calculating such 10%. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2012 Share Option Scheme and any other share option schemes must not exceed 30% of the Shares in issue from time to time.

36. 儲備(續)

投資重估儲備

投資重估儲備指按公平值透過其他全面收益列賬之財務資產於出售或減值前之累計公平值變動(扣除稅項)。

匯兌儲備

有關將本集團海外附屬公司之資產淨值從其功能貨幣換算為本集團呈報貨幣之匯兌儲備直接於其他全面收益確認並於匯兌儲備累計。該等在匯兌儲備累計之匯兌差額將於出售海外附屬公司時重新分類至損益。

37. 購股權計劃

本公司

本公司之二零一二年購股權計劃(「二零一二年購股權計劃」)及二零二二年購股權計劃(「二零二二年購股權計劃」，連同二零一二年購股權計劃統稱「購股權計劃」)分別於二零一二年五月十日及二零二二年五月十九日採納，旨在向董事、合資格僱員、顧問及諮詢人士提供獎勵。

就二零一二年購股權計劃而言，於行使根據二零一二年購股權計劃將授出之所有購股權時可能發行之股份總數將受股東於股東週年大會上有條件採納及批准二零一二年購股權計劃當日已發行股份10%之最高上限所規限，除非本公司根據上市規則於股東大會上獲得股東批准更新有關10%限額。就計算該10%限額而言，根據二零一二年購股權計劃之條款失效之購股權將不會計算在內。根據二零一二年購股權計劃及任何其他購股權計劃已授出而尚未行使之所有發行在外購股權獲行使而可能發行之股份數目整體限額不得超過不時之已發行股份之30%。

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37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

For the 2012 Share Option Scheme, the exercise price is determined by the directors, and will not be less than the highest of (i) the closing price of the Shares on the date of grant; (ii) the average closing price of the Shares for five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

For the 2022 Share Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme shall be subject to a maximum limit of 10% of the Shares in issue on the date on which the 2022 Share Option Scheme is conditionally adopted and approved by the shareholders at the AGM, unless the Company obtains an approval from the shareholders in general meeting to refresh such 10% in accordance with the Listing Rules. Options lapsed in accordance with the terms of the 2022 Share Option Scheme will not be counted for the purpose of calculating such 10%. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2022 Share Option Scheme and any other share option schemes must not exceed 30% of the Shares in issue from time to time.

For the 2022 Share Option Scheme, the exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price of the Shares on the date of grant; and (ii) the average closing price of the Shares for five business days immediately preceding the date of grant, or (where applicable) such price as from time to time adjusted pursuant to the 2022 Share Option Scheme and subject to the requirements under Chapter 17 of the Listing Rules.

37. 購股權計劃(續)

本公司(續)

就二零一二年購股權計劃而言，行使價乃由董事釐定，並將不少於以下各項之最高者：(i) 股份於授出日期之收市價；(ii) 股份於緊接授出日期前五個營業日之平均收市價；及(iii) 股份面值。

就二零二二年購股權計劃而言，於行使根據二零二二年購股權計劃將授出之所有購股權時可能發行之股份總數將受股東於股東週年大會上有條件採納及批准二零二二年購股權計劃當日已發行股份10%之最高上限所規限，除非本公司根據上市規則於股東大會上獲得股東批准更新有關10%限額。就計算該10%限額而言，根據二零二二年購股權計劃之條款失效之購股權將不會計算在內。根據二零二二年購股權計劃及任何其他購股權計劃已授出而尚未行使之所有發行在外購股權獲行使而可能發行之股份數目整體限額不得超過不時之已發行股份之30%。

就二零二二年購股權計劃而言，行使價乃由董事釐定，並將不少於以下各項之最高者：(i) 股份於授出日期之收市價；及(ii) 股份於緊接授出日期前五個營業日之平均收市價，或(如適用)在上市規則第十七章之規限下，不時根據二零二二年購股權計劃經調整之價格。

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37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

Details of the Company's Share Option Schemes during the current year are summarised as follow:

37. 購股權計劃(續)

本公司(續)

於本年度，本公司之購股權計劃詳情概述如下：

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At		Exercise price per share HK\$ 港元
			At 1 January 2023 於二零二三年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效	31 December 2023 於二零二三年 十二月三十一日	Exercise period 行使期	
<i>Category I:</i>									
<i>第一類:</i>									
<i>Directors</i>									
<i>董事</i>									
Lee Siu Fong 李小芳	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.06.2014 二零一三年十二月三十日至 二零一四年六月二十九日	269,000	-	-	(269,000)	-	30.06.2014 to 29.12.2023 二零一四年六月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.03.2015 二零一三年十二月三十日至 二零一五年三月二十九日	269,000	-	-	(269,000)	-	30.03.2015 to 29.12.2023 二零一五年三月三十日至 二零二三年十二月二十九日	7.300
	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000	30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000	30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500	30.09.2016 to 30.03.2026 二零一六年九月三十日至二零 二六年三月三十日	5.754
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500	30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000	13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000	13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2023	Exercise period	Exercise price per share
			At 1 January 2023	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
承授人	授出日期	歸屬期	於二零二三年 一月一日	年內授出	年內行使	年內註銷或失效	於二零二三年 十二月三十一日 行使期	每股行使價 HK\$ 港元	
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000 15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324	
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000 15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324	
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000 15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零三零年四月十四日	3.648	
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000 15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零三零年四月十四日	3.648	
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000 21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零三一年四月二十日	5.806	
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000 21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零三一年四月二十日	5.806	
	25.04.2022 二零二二年四月二十五日	25.04.2022 to 24.10.2022 二零二二年四月二十五日至 二零二二年十月二十四日	294,000	-	-	-	294,000 25.10.2022 to 24.04.2032 二零二二年十月二十五日至 二零三二年四月二十四日	2.076	
		25.04.2022 to 24.07.2023 二零二二年四月二十五日至 二零二三年七月二十四日	294,000	-	-	-	294,000 25.07.2023 to 24.04.2032 二零二三年七月二十五日至 二零三二年四月二十四日	2.076	
Leelalertsaphakun Wanee 李岸妮	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.06.2014 二零一三年十二月三十日至 二零一四年六月二十九日	69,000	-	-	(69,000)	- 30.06.2014 to 29.12.2023 二零一四年六月三十日至 二零三三年十二月二十九日	7.300	
		30.12.2013 to 29.03.2015 二零一三年十二月三十日至 二零一五年三月二十九日	269,000	-	-	(269,000)	- 30.03.2015 to 29.12.2023 二零一五年三月三十日至 二零三三年十二月二十九日	7.300	
	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000 30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200	
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000 30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200	

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截至二零二三年十二月三十一日止年度

37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At		Exercise price per share
			At 1 January 2023 於二零二三年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效	31 December 2023 於二零二三年 十二月三十一日	Exercise period 行使期	
承授人	授出日期	歸屬期							
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500	30.09.2016 to 30.03.2026 二零一六年九月三十日至 二零二六年三月三十日	5.754
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500	30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000	13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000	13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000	15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000	15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000	15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零三零年四月十四日	3.648
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000	15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零三零年四月十四日	3.648
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000	21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零三一年四月二十日	5.806
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000	21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零三一年四月二十日	5.806

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2023	Exercise period	Exercise price per share
			At 1 January 2023 於二零二三年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效			
	25.04.2022 二零二二年四月二十五日	25.04.2022 to 24.10.2022 二零二二年四月二十五日至 二零二二年十月二十四日	294,000	-	-	-	294,000	25.10.2022 to 24.04.2032 二零二二年十月二十五日至 二零二三年四月二十四日	2.076
		25.04.2022 to 24.07.2023 二零二二年四月二十五日至 二零二三年七月二十四日	294,000	-	-	-	294,000	25.07.2023 to 24.04.2032 二零二三年七月二十五日至 二零二三年四月二十四日	2.076
Li Xiaoyi 李小羿	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000	30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000	30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500	30.09.2016 to 30.03.2026 二零一六年九月三十日至 二零二六年三月三十日	5.754
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500	30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000	13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000	13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000	15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000	15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options				At 31 December 2023	Exercise period	Exercise price per share
			At 1 January 2023	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
承授人	授出日期	歸屬期	於二零二三年 一月一日	年內授出	年內行使	年內註銷或失效	於二零二三年 十二月三十一日 行使期	每股行使價 HK\$ 港元	
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000	15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零二零年四月十四日	3.648
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000	15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零二零年四月十四日	3.648
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000	21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零二一年四月二十日	5.806
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000	21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零二一年四月二十日	5.806
Category II: 第二類: Employees 僱員	05.04.2013 二零一三年四月五日	05.04.2013 to 04.10.2013 二零一三年四月五日至 二零一三年十月四日	150,000	-	-	(150,000)	-	05.10.2013 to 04.04.2023 二零一三年十月五日至 二零二三年四月四日	5.620
		05.04.2013 to 04.07.2014 二零一三年四月五日至 二零一四年七月四日	150,000	-	-	(150,000)	-	05.07.2014 to 04.04.2023 二零一四年七月五日至 二零二三年四月四日	5.620
	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.12.2014 二零一三年十二月三十日至 二零一四年十二月二十九日	604,000	-	-	(604,000)	-	30.12.2014 to 29.12.2023 二零一四年十二月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.12.2015 二零一三年十二月三十日至 二零一五年十二月二十九日	620,000	-	-	(620,000)	-	30.12.2015 to 29.12.2023 二零一五年十二月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.12.2016 二零一三年十二月三十日至 二零一六年十二月二十九日	650,000	-	-	(650,000)	-	30.12.2016 to 29.12.2023 二零一六年十二月三十日至 二零二三年十二月二十九日	7.300

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options				At 31 December 2023	Exercise period	Exercise price per share
			At 1 January 2023	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
承授人	授出日期	歸屬期	於二零二三年 一月一日	年內授出	年內行使	年內註銷或失效	於二零二三年 十二月三十一日 行使期	每股行使價 HK\$ 港元	
	07.10.2014 二零一四年十月七日	07.10.2014 to 29.06.2015 二零一四年十月七日至 二零一五年六月二十九日	300,000	-	-	-	300,000 30.06.2015 to 06.10.2024 二零一五年六月三十日至 二零二四年十月六日	10.340	
		07.10.2014 to 02.10.2015 二零一四年十月七日至 二零一五年十月二日	250,000	-	-	-	250,000 03.10.2015 to 06.10.2024 二零一五年十月三日至 二零二四年十月六日	10.340	
		07.10.2014 to 29.06.2016 二零一四年十月七日至 二零一六年六月二十九日	300,000	-	-	-	300,000 30.06.2016 to 06.10.2024 二零一六年六月三十日至 二零二四年十月六日	10.340	
		07.10.2014 to 02.10.2016 二零一四年十月七日至 二零一六年十月二日	250,000	-	-	-	250,000 03.10.2016 to 06.10.2024 二零一六年十月三日至 二零二四年十月六日	10.340	
		07.10.2014 to 02.10.2017 二零一四年十月七日至 二零一七年十月二日	250,000	-	-	-	250,000 03.10.2017 to 06.10.2024 二零一七年十月三日至 二零二四年十月六日	10.340	
	03.10.2017 二零一七年十月三日	03.10.2017 to 02.10.2018 二零一七年十月三日至 二零一八年十月二日	250,000	-	-	-	250,000 03.10.2018 to 02.10.2027 二零一八年十月三日至 二零二七年十月二日	6.190	
		03.10.2017 to 02.10.2019 二零一七年十月三日至 二零一九年十月二日	250,000	-	-	-	250,000 03.10.2019 to 02.10.2027 二零一九年十月三日至 二零二七年十月二日	6.190	
		03.10.2017 to 02.10.2020 二零一七年十月三日至 二零二零年十月二日	250,000	-	-	-	250,000 03.10.2020 to 02.10.2027 二零二零年十月三日至 二零二七年十月二日	6.190	
		03.10.2017 to 02.10.2021 二零一七年十月三日至 二零二一年十月二日	500,000	-	-	-	500,000 03.10.2021 to 02.10.2027 二零二一年十月三日至 二零二七年十月二日	6.190	
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2021 二零二零年四月十五日至 二零二一年十月十四日	3,525,000	-	-	-	3,525,000 15.10.2021 to 14.04.2030 二零二一年十月十五日至 二零二零年四月十四日	3.648	
		15.04.2020 to 14.04.2023 二零二零年四月十五日至 二零二三年四月十四日	3,525,000	-	-	-	3,525,000 15.04.2023 to 14.04.2030 二零二三年四月十五日至 二零二零年四月十四日	3.648	

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截至二零二三年十二月三十一日止年度

37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options				At 31 December 2023	Exercise period	Exercise price per share
			At 1 January 2023	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
承授人	授出日期	歸屬期	於二零二三年 一月一日	年內授出	年內行使	年內註銷或失效	於二零二三年 十二月三十一日 行使期	每股行使價 HK\$ 港元	
	23.10.2020 二零二零年十月二十三日	23.10.2020 to 22.10.2021	500,000	-	-	-	500,000	23.10.2021 to 22.10.2030	5.310
		二零二零年十月二十三日至 二零二一年十月二十二日						二零二一年十月二十三日至 二零三零年十月二十二日	
		23.10.2020 to 22.10.2022	500,000	-	-	-	500,000	23.10.2022 to 22.10.2030	5.310
		二零二零年十月二十三日至 二零二二年十月二十二日						二零二二年十月二十三日至 二零三零年十月二十二日	
	23.10.2020 to 22.10.2023	23.10.2020 to 22.10.2023	500,000	-	-	-	500,000	23.10.2023 to 22.10.2030	5.310
		二零二零年十月二十三日至 二零二三年十月二十二日						二零二三年十月二十三日至 二零三零年十月二十二日	
		23.10.2020 to 22.10.2024	500,000	-	-	-	500,000	23.10.2024 to 22.10.2030	5.310
		二零二零年十月二十三日至 二零二四年十月二十二日						二零二四年十月二十三日至 二零三零年十月二十二日	
	02.12.2022 二零二二年十二月二日	02.12.2022 to 01.12.2023	250,000	-	-	-	250,000	02.12.2023 to 01.12.2032	1.420
		二零二二年十二月二日至 二零二三年十二月一日						二零二三年十二月二日至 二零三二年十二月一日	
		02.12.2022 to 02.10.2024	250,000	-	-	-	250,000	03.10.2024 to 01.12.2032	1.420
		二零二二年十二月二日至 二零二四年十月二日						二零二四年十月三日至 二零三二年十二月一日	
	02.12.2022 to 02.10.2025	250,000	-	-	-	250,000	03.10.2025 to 01.12.2032	1.420	
	二零二二年十二月二日至 二零二五年十月二日						二零二五年十月三日至 二零三二年十二月一日		
	02.12.2022 to 02.10.2026	500,000	-	-	-	500,000	03.10.2026 to 01.12.2032	1.420	
	二零二二年十二月二日至 二零二六年十月二日						二零二六年十月三日至 二零三二年十二月一日		
			28,667,000	-	-	(3,050,000)	25,617,000		
Exercisable at the end of the year							24,117,000		
於年末可行使									
Weighted average exercise price			HK\$5.844	-	-	HK\$7.135	HK\$5.690		
加權平均行使價			5.844港元	-	-	7.135港元	5.690港元		

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截至二零二三年十二月三十一日止年度

37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

There was no options being granted during the year ended 31 December 2023.

During the year 31 December 2023, 3,050,000 options were lapsed in accordance with the terms of the 2012 Share Option Scheme and no share option was cancelled.

The number of options available for grant under the Share Option Schemes as at 1 January 2023 and 31 December 2023 were 57,633,534 and 57,633,534 respectively.

Details of the Company's share option schemes during the prior year are summarised as follow:

37. 購股權計劃(續)

本公司(續)

於截至二零二三年十二月三十一日止年度，概無授出購股權。

於截至二零二三年十二月三十一日止年度，3,050,000份購股權按照二零一二年購股權計劃之條款已失效及並無購股權被註銷。

於二零二三年一月一日及二零二三年十二月三十一日，根據購股權計劃可供授出之購股權數目分別為57,633,534份及57,633,534份。

於上一年度，本公司之購股權計劃詳情概述如下：

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
Category I:									
第一類:									
Directors									
董事									
Lee Siu Fong 李小芳	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.06.2014 二零一三年十二月三十日至 二零一四年六月二十九日	269,000	-	-	-	269,000	30.06.2014 to 29.12.2023 二零一四年六月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.03.2015 二零一三年十二月三十日至 二零一五年三月二十九日	269,000	-	-	-	269,000	30.03.2015 to 29.12.2023 二零一五年三月三十日至 二零二三年十二月二十九日	7.300
	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000	30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000	30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500	30.09.2016 to 30.03.2026 二零一六年九月三十日至 二零二六年三月三十日	5.754
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500	30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000 13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216	
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000 13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216	
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000 15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324	
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000 15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324	
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000 15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零二零年四月十四日	3.648	
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000 15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零二零年四月十四日	3.648	
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000 21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零二一年四月二十日	5.806	
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000 21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零二一年四月二十日	5.806	
	25.04.2022 二零二二年四月二十五日	25.04.2022 to 24.10.2022 二零二二年四月二十五日至 二零二二年十月二十四日	-	294,000	-	-	294,000 25.10.2022 to 24.04.2032 二零二二年十月二十五日至 二零二二年四月二十四日	2.076	
		25.04.2022 to 24.07.2023 二零二二年四月二十五日至 二零二三年七月二十四日	-	294,000	-	-	294,000 25.07.2023 to 24.04.2032 二零二三年七月二十五日至 二零二二年四月二十四日	2.076	
Leelalertsuphakun Wanee 李耀妮	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.06.2014 二零一三年十二月三十日至 二零一四年六月二十九日	69,000	-	-	-	69,000 30.06.2014 to 29.12.2023 二零一四年六月三十日至 二零二三年十二月二十九日	7.300	
		30.12.2013 to 29.03.2015 二零一三年十二月三十日至 二零一五年三月二十九日	269,000	-	-	-	269,000 30.03.2015 to 29.12.2023 二零一五年三月三十日至 二零二三年十二月二十九日	7.300	
	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000 30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200	
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000 30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200	
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500 30.09.2016 to 30.03.2026 二零一六年九月三十日至 二零二六年三月三十日	5.754	
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500 30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754	

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效			
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000	13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000	13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000	15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000	15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000	15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零二零年四月十四日	3.648
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000	15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零二零年四月十四日	3.648
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000	21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零二一年四月二十日	5.806
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000	21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零二一年四月二十日	5.806
	25.04.2022 二零二二年四月二十五日	25.04.2022 to 24.10.2022 二零二二年四月二十五日至 二零二二年十月二十四日	-	294,000	-	-	294,000	25.10.2022 to 24.04.2032 二零二二年十月二十五日至 二零二二年四月二十四日	2.076
		25.04.2022 to 24.07.2023 二零二二年四月二十五日至 二零二三年七月二十四日	-	294,000	-	-	294,000	25.07.2023 to 24.04.2032 二零二三年七月二十五日至 二零二二年四月二十四日	2.076
Li Xiaoyi 李小羿	31.03.2015 二零一五年三月三十一日	31.03.2015 to 29.09.2015 二零一五年三月三十一日至 二零一五年九月二十九日	223,000	-	-	-	223,000	30.09.2015 to 30.03.2025 二零一五年九月三十日至 二零二五年三月三十日	11.200
		31.03.2015 to 29.06.2016 二零一五年三月三十一日至 二零一六年六月二十九日	223,000	-	-	-	223,000	30.06.2016 to 30.03.2025 二零一六年六月三十日至 二零二五年三月三十日	11.200
	31.03.2016 二零一六年三月三十一日	31.03.2016 to 29.09.2016 二零一六年三月三十一日至 二零一六年九月二十九日	293,500	-	-	-	293,500	30.09.2016 to 30.03.2026 二零一六年九月三十日至 二零二六年三月三十日	5.754
		31.03.2016 to 29.06.2017 二零一六年三月三十一日至 二零一七年六月二十九日	293,500	-	-	-	293,500	30.06.2017 to 30.03.2026 二零一七年六月三十日至 二零二六年三月三十日	5.754

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截至二零二三年十二月三十一日止年度

37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year	Exercised during the year	Cancelled or lapsed during the year			
	13.04.2017 二零一七年四月十三日	13.04.2017 to 12.10.2017 二零一七年四月十三日至 二零一七年十月十二日	295,000	-	-	-	295,000	13.10.2017 to 12.04.2027 二零一七年十月十三日至 二零二七年四月十二日	7.548
		13.04.2017 to 12.07.2018 二零一七年四月十三日至 二零一八年七月十二日	295,000	-	-	-	295,000	13.07.2018 to 12.04.2027 二零一八年七月十三日至 二零二七年四月十二日	7.548
	13.04.2018 二零一八年四月十三日	13.04.2018 to 12.10.2018 二零一八年四月十三日至 二零一八年十月十二日	228,000	-	-	-	228,000	13.10.2018 to 12.04.2028 二零一八年十月十三日至 二零二八年四月十二日	11.216
		13.04.2018 to 12.07.2019 二零一八年四月十三日至 二零一九年七月十二日	228,000	-	-	-	228,000	13.07.2019 to 12.04.2028 二零一九年七月十三日至 二零二八年四月十二日	11.216
	15.04.2019 二零一九年四月十五日	15.04.2019 to 14.10.2019 二零一九年四月十五日至 二零一九年十月十四日	296,000	-	-	-	296,000	15.10.2019 to 14.04.2029 二零一九年十月十五日至 二零二九年四月十四日	7.324
		15.04.2019 to 14.07.2020 二零一九年四月十五日至 二零二零年七月十四日	296,000	-	-	-	296,000	15.07.2020 to 14.04.2029 二零二零年七月十五日至 二零二九年四月十四日	7.324
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2020 二零二零年四月十五日至 二零二零年十月十四日	294,000	-	-	-	294,000	15.10.2020 to 14.04.2030 二零二零年十月十五日至 二零二零年四月十四日	3.648
		15.04.2020 to 14.07.2021 二零二零年四月十五日至 二零二一年七月十四日	294,000	-	-	-	294,000	15.07.2021 to 14.04.2030 二零二一年七月十五日至 二零二零年四月十四日	3.648
	21.04.2021 二零二一年四月二十一日	21.04.2021 to 20.10.2021 二零二一年四月二十一日至 二零二一年十月二十日	294,000	-	-	-	294,000	21.10.2021 to 20.04.2031 二零二一年十月二十一日至 二零三一年四月二十日	5.806
		21.04.2021 to 20.07.2022 二零二一年四月二十一日至 二零二二年七月二十日	294,000	-	-	-	294,000	21.07.2022 to 20.04.2031 二零二二年七月二十一日至 二零三一年四月二十日	5.806
Category II: 第二類:									
Employees 僱員									
	08.10.2012 二零一二年十月八日	08.10.2012 to 07.10.2013 二零一二年十月八日至 二零一三年十月七日	200,000	-	-	(200,000)	-	08.10.2013 to 07.10.2022 二零一三年十月八日至 二零二二年十月七日	4.996
		08.10.2012 to 07.10.2014 二零一二年十月八日至 二零一四年十月七日	635,000	-	-	(635,000)	-	08.10.2014 to 07.10.2022 二零一四年十月八日至 二零二二年十月七日	4.996
		08.10.2012 to 07.10.2015 二零一二年十月八日至 二零一五年十月七日	1,675,000	-	-	(1,675,000)	-	08.10.2015 to 07.10.2022 二零一五年十月八日至 二零二二年十月七日	4.996
	05.04.2013 二零一三年四月五日	05.04.2013 to 04.10.2013 二零一三年四月五日至 二零一三年十月四日	150,000	-	-	-	150,000	05.10.2013 to 04.04.2023 二零一三年十月五日至 二零二三年四月四日	5.620
		05.04.2013 to 04.07.2014 二零一三年四月五日至 二零一四年七月四日	150,000	-	-	-	150,000	05.07.2014 to 04.04.2023 二零一四年七月五日至 二零二三年四月四日	5.620

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效			
	30.12.2013 二零一三年十二月三十日	30.12.2013 to 29.12.2014 二零一三年十二月三十日至 二零一四年十二月二十九日	604,000	-	-	-	604,000	30.12.2014 to 29.12.2023 二零一四年十二月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.12.2015 二零一三年十二月三十日至 二零一五年十二月二十九日	620,000	-	-	-	620,000	30.12.2015 to 29.12.2023 二零一五年十二月三十日至 二零二三年十二月二十九日	7.300
		30.12.2013 to 29.12.2016 二零一三年十二月三十日至 二零一六年十二月二十九日	650,000	-	-	-	650,000	30.12.2016 to 29.12.2023 二零一六年十二月三十日至 二零二三年十二月二十九日	7.300
	07.10.2014 二零一四年十月七日	07.10.2014 to 29.06.2015 二零一四年十月七日至 二零一五年六月二十九日	300,000	-	-	-	300,000	30.06.2015 to 06.10.2024 二零一五年六月三十日至 二零二四年十月六日	10.340
		07.10.2014 to 02.10.2015 二零一四年十月七日至 二零一五年十月二日	250,000	-	-	-	250,000	03.10.2015 to 06.10.2024 二零一五年十月三日至 二零二四年十月六日	10.340
		07.10.2014 to 29.06.2016 二零一四年十月七日至 二零一六年六月二十九日	300,000	-	-	-	300,000	30.06.2016 to 06.10.2024 二零一六年六月三十日至 二零二四年十月六日	10.340
		07.10.2014 to 02.10.2016 二零一四年十月七日至 二零一六年十月二日	250,000	-	-	-	250,000	03.10.2016 to 06.10.2024 二零一六年十月三日至 二零二四年十月六日	10.340
		07.10.2014 to 02.10.2017 二零一四年十月七日至 二零一七年十月二日	250,000	-	-	-	250,000	03.10.2017 to 06.10.2024 二零一七年十月三日至 二零二四年十月六日	10.340
	03.10.2017 二零一七年十月三日	03.10.2017 to 02.10.2018 二零一七年十月三日至 二零一八年十月二日	250,000	-	-	-	250,000	03.10.2018 to 02.10.2027 二零一八年十月三日至 二零二七年十月二日	6.190
		03.10.2017 to 02.10.2019 二零一七年十月三日至 二零一九年十月二日	250,000	-	-	-	250,000	03.10.2019 to 02.10.2027 二零一九年十月三日至 二零二七年十月二日	6.190
		03.10.2017 to 02.10.2020 二零一七年十月三日至 二零二零年十月二日	250,000	-	-	-	250,000	03.10.2020 to 02.10.2027 二零二零年十月三日至 二零二七年十月二日	6.190
		03.10.2017 to 02.10.2021 二零一七年十月三日至 二零二一年十月二日	500,000	-	-	-	500,000	03.10.2021 to 02.10.2027 二零二一年十月三日至 二零二七年十月二日	6.190
	15.04.2020 二零二零年四月十五日	15.04.2020 to 14.10.2021 二零二零年四月十五日至 二零二一年十月十四日	3,525,000	-	-	-	3,525,000	15.10.2021 to 14.04.2030 二零二一年十月十五日至 二零二零年四月十四日	3.648
		15.04.2020 to 14.04.2023 二零二零年四月十五日至 二零二三年四月十四日	3,525,000	-	-	-	3,525,000	15.04.2023 to 14.04.2030 二零二三年四月十五日至 二零二零年四月十四日	3.648

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Grantee	Date of grant	Vesting period	No. of options 購股權數目				At 31 December 2022 於二零二二年 十二月三十一日	Exercise period	Exercise price per share 每股行使價 HK\$ 港元
			At 1 January 2022 於二零二二年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效			
	23.10.2020 二零二零年十月二十三日	23.10.2020 to 22.10.2021 二零二零年十月二十三日至 二零二一年十月二十二日	500,000	-	-	-	500,000 二零二一年十月二十三日至 二零二零年十月二十二日	5.310	
		23.10.2020 to 22.10.2022 二零二零年十月二十三日至 二零二二年十月二十二日	500,000	-	-	-	500,000 二零二二年十月二十三日至 二零二零年十月二十二日	5.310	
		23.10.2020 to 22.10.2023 二零二零年十月二十三日至 二零二三年十月二十二日	500,000	-	-	-	500,000 二零二三年十月二十三日至 二零二零年十月二十二日	5.310	
		23.10.2020 to 22.10.2024 二零二零年十月二十三日至 二零二四年十月二十二日	500,000	-	-	-	500,000 二零二四年十月二十三日至 二零二零年十月二十二日	5.310	
	02.12.2022 二零二二年十二月二日	02.12.2022 to 01.12.2023 二零二二年十二月二日至 二零二三年十二月一日	-	250,000	-	-	250,000 二零二三年十二月二日至 二零二二年十二月一日	1.420	
		02.12.2022 to 02.10.2024 二零二二年十二月二日至 二零二四年十月二日	-	250,000	-	-	250,000 二零二四年十月三日至 二零二二年十二月一日	1.420	
		02.12.2022 to 02.10.2025 二零二二年十二月二日至 二零二五年十月二日	-	250,000	-	-	250,000 二零二五年十月三日至 二零二二年十二月一日	1.420	
		02.12.2022 to 02.10.2026 二零二二年十二月二日至 二零二六年十月二日	-	500,000	-	-	500,000 二零二六年十月三日至 二零二二年十二月一日	1.420	
			28,751,000	2,426,000	-	(2,510,000)	28,667,000	22,304,000	
	Exercisable at the end of the year 於年末可行使								
	Weighted average exercise price 加權平均行使價		HK\$6.116 6.116港元	HK\$1.738 1.738港元	-	HK\$4.996 4.996港元	HK\$5.844 5.844港元		

On 25 April 2022 and 2 December 2022, the Company has granted share options to subscribe for a total of 1,176,000 and 1,250,000 ordinary shares of the Company under the 2012 Share Option Scheme and 2022 Share Option Scheme respectively, and the closing price of the shares of the Company immediately before the date of which the options were granted was HK\$2.06 and HK\$1.42 respectively.

During the year 31 December 2022, 2,510,000 options were lapsed in accordance with the terms of the 2012 Share Option Scheme and no share option was cancelled.

於二零二二年四月二十五日及二零二二年十二月二日，本公司已根據二零一二年購股權計劃及二零二二年購股權計劃分別授出可認購合共1,176,000股及1,250,000股本公司普通股之購股權，緊接購股權授出日期前之本公司股份收市價分別為2.06港元及1.42港元。

於截至二零二二年十二月三十一日止年度，2,510,000份購股權按照二零一二年購股權計劃之條款已失效及並無購股權被註銷。

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37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

Particulars of share options:

37. 購股權計劃(續)

本公司(續)

購股權詳情：

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
05.04.2013 二零一三年四月五日	(i) 50% exercisable not less than 6 months but not more than 10 years from the date of grant, i.e. 05.10.2013–04.04.2023 (i) 當中之50%可在不少於自授出日期起計六個月但不多於十年(即二零一三年十月五日至二零二三年四月四日期間)內行使	5.620
30.12.2013 二零一三年十二月三十日	(ii) unexercised balance thereof be exercisable not less than 15 months from date of grant but not more than 10 years, i.e. 05.07.2014–04.04.2023 (ii) 尚未行使之餘額可在不少於自授出日期起計十五個月但不多於十年(即二零一四年七月五日至二零二三年四月四日期間)內行使 (i) 1,614,000 options: 50% exercisable not less than 6 months but not more than 10 years from the date of grant, i.e. 30.06.2014–29.12.2023; and in respect of the unexercised balance thereof be exercisable not less than 15 months but not more than 10 years from the date of grant, i.e. 30.03.2015–29.12.2023 (i) 1,614,000份購股權：當中之50%可在不少於自授出日期起計六個月但不多於十年(即二零一四年六月三十日至二零二三年十二月二十九日期間)內行使；而就其尚未行使之餘額而言，可在不少於自授出日期起計十五個月但不多於十年(即二零一五年三月三十日至二零二三年十二月二十九日期間)內行使 (ii) 669,000 options will be exercisable during the period from 30.12.2014 to 29.12.2023 (ii) 669,000份購股權可於二零一四年十二月三十日至二零二三年十二月二十九日期間內行使 (iii) 669,000 options will be exercisable during the period from 30.12.2015 to 29.12.2023 (iii) 669,000份購股權可於二零一五年十二月三十日至二零二三年十二月二十九日期間內行使 (iv) 702,000 options will be exercisable during the period from 30.12.2016 to 29.12.2023 (iv) 702,000份購股權可於二零一六年十二月三十日至二零二三年十二月二十九日期間內行使	7.300

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
07.10.2014 二零一四年十月七日	(i) 600,000 options: 50% will be exercisable during the period from 30.06.2015 to 06.10.2024; and 50% will be exercisable during the period from 30.06.2016 to 06.10.2024 (i) 600,000份購股權：當中之50%可於二零一五年六月三十日至二零二四年十月六日期間內行使；及50%可於二零一六年六月三十日至二零二四年十月六日期間內行使 (ii) 250,000 options will be exercisable during the period from 03.10.2015 to 06.10.2024 (ii) 250,000份購股權可於二零一五年十月三日至二零二四年十月六日期間內行使 (iii) 250,000 options will be exercisable during the period from 03.10.2016 to 06.10.2024 (iii) 250,000份購股權可於二零一六年十月三日至二零二四年十月六日期間內行使 (iv) 250,000 options will be exercisable during the period from 03.10.2017 to 06.10.2024 (iv) 250,000份購股權可於二零一七年十月三日至二零二四年十月六日期間內行使	10.340
31.03.2015 二零一五年三月三十一日	(i) 669,000 options will be exercisable during the period from 30.09.2015 to 30.03.2025 (i) 669,000份購股權可於二零一五年九月三十日至二零二五年三月三十一日期間內行使 (ii) 669,000 options will be exercisable during the period from 30.06.2016 to 30.03.2025 (ii) 669,000份購股權可於二零一六年六月三十日至二零二五年三月三十一日期間內行使	11.200
31.03.2016 二零一六年三月三十一日	(i) 880,500 options will be exercisable during the period from 30.09.2016 to 30.03.2026 (i) 880,500份購股權可於二零一六年九月三十日至二零二六年三月三十一日期間內行使 (ii) 880,500 options will be exercisable during the period from 30.06.2017 to 30.03.2026 (ii) 880,500份購股權可於二零一七年六月三十日至二零二六年三月三十一日期間內行使	5.754
13.04.2017 二零一七年四月十三日	(i) 885,000 options will be exercisable during the period from 13.10.2017 to 12.04.2027 (i) 885,000份購股權可於二零一七年十月十三日至二零二七年四月十二日期間內行使 (ii) 885,000 options will be exercisable during the period from 13.07.2018 to 12.04.2027 (ii) 885,000份購股權可於二零一八年七月十三日至二零二七年四月十二日期間內行使	7.548

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
03.10.2017 二零一七年十月三日	(i) 250,000 options will be exercisable during the period from 03.10.2018 to 02.10.2027 250,000份購股權可於二零一八年十月三日至二零二七年十月二日期間內行使	6.190
	(ii) 250,000 options will be exercisable during the period from 03.10.2019 to 02.10.2027 250,000份購股權可於二零一九年十月三日至二零二七年十月二日期間內行使	
	(iii) 250,000 options will be exercisable during the period from 03.10.2020 to 02.10.2027 250,000份購股權可於二零二零年十月三日至二零二七年十月二日期間內行使	
	(iv) 500,000 options will be exercisable during the period from 03.10.2021 to 02.10.2027 500,000份購股權可於二零二一年十月三日至二零二七年十月二日期間內行使	
13.04.2018 二零一八年四月十三日	(i) 684,000 options will be exercisable during the period from 13.10.2018 to 12.04.2028 684,000份購股權可於二零一八年十月十三日至二零二八年四月十二日期間內行使	11.216
	(ii) 684,000 options will be exercisable during the period from 13.07.2019 to 12.04.2028 684,000份購股權可於二零一九年七月十三日至二零二八年四月十二日期間內行使	
15.04.2019 二零一九年四月十五日	(i) 888,000 options will be exercisable during the period from 15.10.2019 to 14.04.2029 888,000份購股權可於二零一九年十月十五日至二零二九年四月十四日期間內行使	7.324
	(ii) 888,000 options will be exercisable during the period from 15.07.2020 to 14.04.2029 888,000份購股權可於二零二零年七月十五日至二零二九年四月十四日期間內行使	
15.04.2020 二零二零年四月十五日	(i) 882,000 options will be exercisable during the period from 15.10.2020 to 14.04.2030 882,000份購股權可於二零二零年十月十五日至二零三零年四月十四日期間內行使	3.648
	(ii) 882,000 options will be exercisable during the period from 15.07.2021 to 14.04.2030 882,000份購股權可於二零二一年七月十五日至二零三零年四月十四日期間內行使	
	(iii) 3,525,000 options will be exercisable during the period from 15.10.2021 to 14.04.2030 3,525,000份購股權可於二零二一年十月十五日至二零三零年四月十四日期間內行使	
	(iv) 3,525,000 options will be exercisable during the period from 15.04.2023 to 14.04.2030 3,525,000份購股權可於二零二三年四月十五日至二零三零年四月十四日期間內行使	

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37. SHARE OPTION SCHEMES (CONTINUED)

37. 購股權計劃(續)

The Company (Continued)

本公司(續)

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	
23.10.2020 二零二零年十月二十三日	(i) 500,000 options will be exercisable during the period from 23.10.2021 to 22.10.2030 500,000份購股權可於二零二一年十月二十三日至二零三零年十月二十二日期間內行使	5.310	
	(ii) 500,000 options will be exercisable during the period from 23.10.2022 to 22.10.2030 500,000份購股權可於二零二二年十月二十三日至二零三零年十月二十二日期間內行使		
	(iii) 500,000 options will be exercisable during the period from 23.10.2023 to 22.10.2030 500,000份購股權可於二零二三年十月二十三日至二零三零年十月二十二日期間內行使		
	(iv) 500,000 options will be exercisable during the period from 23.10.2024 to 22.10.2030 500,000份購股權可於二零二四年十月二十三日至二零三零年十月二十二日期間內行使		
21.04.2021 二零二一年四月二十一日	(i) 882,000 options will be exercisable during the period from 21.10.2021 to 20.04.2031 882,000份購股權可於二零二一年十月二十一日至二零三一年四月二十日期間內行使		5.806
	(ii) 882,000 options will be exercisable during the period from 21.07.2022 to 20.04.2031 882,000份購股權可於二零二二年七月二十一日至二零三一年四月二十日期間內行使		
25.04.2022 二零二二年四月二十五日	(i) 588,000 options will be exercisable during the period from 25.10.2022 to 24.04.2032 588,000份購股權可於二零二二年十月二十五日至二零三二年四月二十四日期間內行使	2.076	
	(ii) 588,000 options will be exercisable during the period from 25.07.2023 to 24.04.2032 588,000份購股權可於二零二三年七月二十五日至二零三二年四月二十四日期間內行使		
02.12.2022 二零二二年十二月二日	(i) 250,000 options will be exercisable during the period from 02.12.2023 to 01.12.2032 250,000份購股權可於二零二三年十二月二日至二零三二年十二月一日期間內行使		1.420
	(ii) 250,000 options will be exercisable during the period from 03.10.2024 to 01.12.2032 250,000份購股權可於二零二四年十月三日至二零三二年十二月一日期間內行使		
	(iii) 250,000 options will be exercisable during the period from 03.10.2025 to 01.12.2032 250,000份購股權可於二零二五年十月三日至二零三二年十二月一日期間內行使		
	(iv) 500,000 options will be exercisable during the period from 03.10.2026 to 01.12.2032 500,000份購股權可於二零二六年十月三日至二零三二年十二月一日期間內行使		
	(iv) 500,000 options will be exercisable during the period from 03.10.2026 to 01.12.2032 500,000份購股權可於二零二六年十月三日至二零三二年十二月一日期間內行使		

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37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

The following table summarised movements in the Company's share options during the year:

		Outstanding at 1 January 2023 於二零二三年 一月一日 尚未行使	During the year 年內			Outstanding at 31 December 2023 於二零二三年 十二月三十一日 尚未行使
			Granted 已授出	Exercised 已行使	Cancelled or lapsed 已註銷或失效	
<i>Directors</i>	<i>董事</i>					
Lee Siu Fong	李小芳	4,973,000	-	-	(538,000)	4,435,000
Leelalertsuphakun Wanee	李舜妮	4,773,000	-	-	(338,000)	4,435,000
Li Xiaoyi	李小羿	3,847,000	-	-	-	3,847,000
Total for directors	董事之總數	13,593,000	-	-	(876,000)	12,717,000
<i>Employees</i>	<i>僱員</i>					
		15,074,000	-	-	(2,174,000)	12,900,000
Grand total	總計	28,667,000	-	-	(3,050,000)	25,617,000

Equity-settled share options are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share options is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually become vested.

During the year 2023, no options were granted.

During the year 2022, options were granted on 25 April 2022 and 2 December 2022, and the estimated fair values of the options granted on those dates are HK\$938,000 and HK\$340,000 respectively.

The fair value was derived by the Binomial Option Pricing Model taking into account the terms and conditions upon which the options were granted. There were no market conditions associated with the share option grant.

37. 購股權計劃(續)

本公司(續)

下表概述本公司購股權於年內之變動：

以股權結算之購股權按授出日期之公平值計量(不包括非市場性歸屬條件之影響)。以股權結算之購股權於授出日期釐定之公平值，乃按照本集團所估計最終歸屬之股份，於歸屬期內以直線法支銷。

於二零二三年度，並無授出購股權。

於二零二二年度，分別於二零二二年四月二十五日及二零二二年十二月二日授出購股權，而於該等日期授出之購股權之估計公平值分別為938,000港元及340,000港元。

公平值乃於考慮授出購股權之條款及條件後以二項式期權定價模式得出。概無出現與授出購股權相關之市場狀況。



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37. SHARE OPTION SCHEMES (CONTINUED)

The Company (Continued)

The following significant assumptions were used to derive the fair value of share options granted in year 2022:

1. exercise price of HK\$2.076 and HK\$1.420;
2. expected volatility of 44.67% and 45.49%;
3. the options life is 10 years;
4. annualised dividend yield of 3.21% and 2.89%; and
5. the risk free rate of 2.64% and 3.45%.

The expected volatility is determined by using the historical volatility of the Company's share price over option life. Annualised dividend yield are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The Group has recognised an expense of HK\$793,000 for the year ended 31 December 2023 (2022: HK\$12,109,000) in relation to share options granted by the Company.

37. 購股權計劃(續)

本公司(續)

以下為計算二零二二年度所授出購股權公平值所用之重要假設：

1. 行使價2.076港元及1.420港元；
2. 預期波幅44.67%及45.49%；
3. 購股權有效期為十年；
4. 年化股息率3.21%及2.89%；及
5. 無風險利率2.64%及3.45%。

預期波幅乃採用購股權有效期內本公司股價之歷史波幅釐定。年化股息率以歷史股息為基礎。主觀輸入數據假設出現變動對公平值之估計可構成重大影響。

截至二零二三年十二月三十一日止年度，本集團確認與本公司授出之購股權有關之開支793,000港元(二零二二年：12,109,000港元)。

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38. EMPLOYEE RETIREMENT BENEFITS

Defined contribution plan

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Scheme Ordinance for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

The total expenses recognised in profit or loss of HK\$754,000 (2022: HK\$758,000) represents contributions payable to the MPF Scheme by the Group at rates specified in the rules of the plans.

The employees of the Group’s subsidiaries in the PRC and Taiwan are members of a state-managed retirement benefit plan operated by the government of the PRC and Taiwan. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits is to make the specified contributions.

38. 僱員退休福利

定額供款計劃

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員營辦強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開持有，由獨立受託人控制之基金持有。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃作出供款，每月相關收入上限為30,000港元。計劃供款即時歸屬，並無可由本集團用於減低現時供款水平之已沒收供款。

於損益內確認之754,000港元(二零二二年：758,000港元)總開支為本集團按計劃規則所訂明比率須向強積金計劃支付之供款。

本集團中國及台灣附屬公司之僱員為中國及台灣政府運作之國家管理退休福利計劃之成員。附屬公司均須按工資成本之特定百分比向退休福利計劃供款，以便為福利提供資金。本集團就退休福利僅須承擔之責任為作出特定供款。

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38. EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

Defined benefit plan

Retirement benefits scheme represents the retirement benefits provided to certain directors of the Company in accordance with their service contract (as supplemented).

Each of the eligible directors will be entitled to lump sum payment upon retirement and monthly pension payment after retirement if he/she has engaged in continuous service with the Group for certain years.

The carrying amount of the retirement benefits represents the cost of providing benefits determined by valuation conducted by independent valuer at the end of the reporting period, amortised over the expected average remaining working lives of the eligible employees. The fair value of the retirement benefits at 31 December 2023 was valued by Peak Vision Appraisal Limited, an independent professional valuer not connected to the Group. The fair value is measured by using discounted cash flows method to capture the present value of the expected future economic benefits that will flow out of the Group arising from the retirement benefits. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation. Details of key unobservable inputs are as follows:

		2023 二零二三年	2022 二零二二年
Discount rate	貼現率	6.65%–7.61%	7.71%–8.71%
Salary growth rate	薪金增長率	2.28%–10.00%	2.18%–10.00%

Provision for retirement benefits was accrued in the consolidated financial statements but the retirement benefits scheme was not established up to the date of this report. Thus, no actuarial gain or loss is considered.

During the year, HK\$13,870,000 provision for retirement benefits (2022: HK\$15,740,000 reversal of provision) was recognised in profit or loss.

38. 僱員退休福利(續)

定額福利計劃

退休福利計劃為按照服務合約(經補充)向本公司若干董事提供之退休福利。

各合資格董事倘若已持續服務本集團若干年數，則有權於退休時享有一筆過款項及於退休後享有每月退休金。

退休福利之賬面金額為提供福利之成本，乃按獨立估值師於報告期末所進行之估值釐定，並按合資格僱員之預期平均餘下工作年期攤銷。退休福利於二零二三年十二月三十一日之公平值乃由瀑鋒評估有限公司(與本集團並無關連之獨立專業估值師)估值。公平值採用貼現現金流量法所得出因退休福利而流出本集團之預計未來經濟利益之現值計量。基於估值使用不可觀察輸入數據，估值被視為公平值計量等級之第三級。主要不可觀察輸入數據詳情如下：

退休福利撥備於綜合財務報表內應計，但截至本報告日期，退休福利計劃並無設立，因此，不會考慮實際收益或虧損。

年內，於損益內確認13,870,000港元退休福利撥備(二零二二年：15,740,000港元撥備撥回)。

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39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows are, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

39. 因融資活動而產生之負債之對賬

下表詳細列出本集團因融資活動而產生之負債之變動，包括現金及非現金變動。因融資活動而產生之負債乃指現金流量或未來現金流量在本集團之綜合現金流量表內歸類為融資活動所得現金流量之負債。

		Interest payable (included in other payables and accruals) 應付利息 (計入其他應付款項及應計費用) HK\$'000 千港元	Bank borrowings 銀行借款 HK\$'000 千港元 (Note 32) (附註32)	Lease liabilities 租賃負債 HK\$'000 千港元 (Note 33) (附註33)	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	-	246,630	20,508	267,138
Changes from financing cash flows:	融資現金流變動：				
New loans raised	新增貸款	-	60,000	-	60,000
Repayment of loans	償還貸款	-	(151,880)	-	(151,880)
Repayment of lease liabilities	償還租賃負債	-	-	(12,574)	(12,574)
Other changes:	其他變動：				
Interest payable	應付利息	-	6,238	381	6,619
Interest paid	已付利息	-	(6,238)	-	(6,238)
New leases entered/lease modified	新訂租賃／修訂租賃	-	-	1,856	1,856
Exchange rate adjustments	匯率調整	-	(660)	(767)	(1,427)
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	-	154,090	9,404	163,494
Changes from financing cash flows:	融資現金流變動：				
New loans raised	新增貸款	-	104,266	-	104,266
Repayment of loans	償還貸款	-	(68,933)	-	(68,933)
Repayment of lease liabilities	償還租賃負債	-	-	(11,477)	(11,477)
Other changes:	其他變動：				
Interest payable	應付利息	10,614	-	663	11,277
Interest paid	已付利息	(10,402)	-	-	(10,402)
New leases entered/lease modified	新訂租賃／修訂租賃	-	-	12,893	12,893
Exchange rate adjustments	匯率調整	-	(140)	(98)	(238)
At 31 December 2023	於二零二三年十二月三十一日	212	189,283	11,385	200,880

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40. CAPITAL COMMITMENTS

40. 資本承擔

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Capital commitments contracted for:	已就下列各項訂約之資本承擔：		
Investment in financial assets at fair value through other comprehensive income	於按公平值透過其他全面收益列賬之財務資產之投資	16,556	22,654
Intangible assets – license fee and development cost	無形資產 – 專利費及開發成本	100,081	129,770
Property, plant and equipment	物業、廠房及設備	26,159	79,295
		142,796	231,719

41. PLEDGE OF ASSETS

At 31 December 2023, the Group has pledged deposits for bill payable amounting to HK\$2,192,000.

There were no assets being pledged as at 31 December 2022.

41. 資產質押

於二零二三年十二月三十一日，本集團已就應付票據質押存款2,192,000港元。

於二零二二年十二月三十一日並無質押資產。

42. CONTINGENT LIABILITIES

Financial guarantee to associates

As at 31 December 2023, the Group had contingent liabilities amounting to HK\$12,879,000 (2022: HK\$18,289,000) in respect of financial guarantees given to bank for the banking facilities granted to associate.

The directors of the Company have considered the probability of default is remote. Accordingly, no provision has been made in the consolidated financial statements for these guarantees.

42. 或然負債

向聯營公司提供財務擔保

於二零二三年十二月三十一日，本集團有12,879,000港元(二零二二年：18,289,000港元)或然負債，與就一間聯營公司獲授銀行融資向銀行作出財務擔保有關。

本公司董事認為違約之可能性甚低。因此，並無於綜合財務報表內就該等擔保作出撥備。

43. RELATED PARTIES TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of the balances between the Group and the related parties as at 31 December 2023 and 2022 are disclosed in notes 27 and 28 to the consolidated financial statements. Details of transactions between the Group and other related parties are disclosed below.

43. 關聯方交易

本公司與其附屬公司(為本公司之關聯方)間之結餘及交易於綜合賬目時對銷，並無於本附註披露。本集團與關聯方於二零二三年及二零二二年十二月三十一日之餘額詳情於綜合財務報表附註27及28披露。本集團與其他關聯方間之交易詳情於下文披露。

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43. RELATED PARTIES TRANSACTIONS (CONTINUED)

During the year, the Group entered into the following transactions with related parties. In the opinion of the directors, the following transactions arose in the ordinary course of the Group's business:

(a) Compensation of key management personnel

The remuneration of directors and key management during the year was as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term benefits	短期福利	18,763	17,668
Share-based payments	以股份支付之款項	211	8,317
Retirement benefits and other post-employment benefits	退休福利及其他離職後福利	13,888	(15,722)
- Defined contribution plan	- 定額供款計劃	18	18
- Retirement benefits	- 退休福利	13,870	(15,740)
		32,862	10,263

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

43. 關聯方交易(續)

年內，本集團與關聯方進行以下交易。董事認為，下列交易乃於本集團日常業務中產生：

(a) 主要管理人員之補償

年內，董事及主要管理人員之薪酬如下：

董事及主要管理人員之薪酬由薪酬委員會經考慮個人表現及市場趨勢後釐定。

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43. RELATED PARTIES TRANSACTIONS (CONTINUED)

(b) Transaction with associates

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Purchase of consumables	採購消耗品	–	5
Service expenses	服務支出	–	2

(c) Donation to Lee's Pharmaceutical – Kanya Lee Scholarship Limited ("Kanya Lee Scholarship")

During the year ended 31 December 2023, a total of HK\$1,650,000 (2022: HK\$2,433,000) was donated to Kanya Lee Scholarship. Ms. Leelalertsuphakun Wanee and Ms. Lee Siu Fong, director of the Company, are also a member of key management of Kanya Lee Scholarship and Kanya Lee Scholarship is considered as a related party to the Group.

43. 關聯方交易(續)

(b) 與聯營公司之交易

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Purchase of consumables	採購消耗品	–	5
Service expenses	服務支出	–	2

(c) 向李氏大藥廠 – 李杜靜芳獎 學金有限公司(「李杜靜芳獎 學金」)作出捐獻

於截至二零二三年十二月三十一日止年度，向李杜靜芳獎學金捐獻合共 1,650,000 港元(二零二二年：2,433,000 港元)。本公司董事李燁妮女士及李小芳女士亦為李杜靜芳獎學金之主要管理層成員，而李杜靜芳獎學金被視為本集團之關聯方。

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44. ACQUISITION OF A SUBSIDIARY

In November 2023, the Group, through an indirect wholly-owned subsidiary Zhaoke Pharmaceutical (HK) Limited, subscribed and Lee Pharmaceutical Company Limited (“Lee Thailand”) issued 50% of the total issued share capital of Lee Thailand. Lee Thailand is engaged in trading of drugs. Upon completion of the subscription, Lee Thailand became a non-wholly-owned subsidiary of the Group. The transaction has been accounted for by the acquisition method of accounting.

Consideration transferred

		HK\$'000 千港元
Cash consideration	現金代價	780

Assets acquired and liabilities recognised at date of acquisition

		HK\$'000 千港元
Non-current asset	非流動資產	
Property, plant and equipment	物業、廠房及設備	4
Current assets	流動資產	
Inventories	存貨	205
Other receivables	其他應收款項	361
Bank balances	銀行結餘	780
Current liability	流動負債	
Other payables	其他應付款項	(723)
Net assets recognised	已確認資產淨值	627

Non-controlling interests

The non-controlling interest (50%) in Lee Thailand recognised at the acquisition date was measured by reference to the proportionate share of amounts of net asset recognised and amounted to HK\$313,000.

44. 收購一間附屬公司

於二零二三年十一月，本集團透過一間間接全資附屬公司兆科藥業(香港)有限公司認購而Lee Pharmaceutical Company Limited (「Lee Thailand」)發行Lee Thailand已發行股本總額之50%。Lee Thailand從事藥品貿易業務。於認購事項完成後，Lee Thailand成為本集團之非全資附屬公司。該項交易已使用收購會計法入賬。

已轉讓代價

	HK\$'000 千港元
Cash consideration	780

於收購日期收購之資產及確認之負債

	HK\$'000 千港元
Non-current asset	
Property, plant and equipment	4
Current assets	
Inventories	205
Other receivables	361
Bank balances	780
Current liability	
Other payables	(723)
Net assets recognised	627

非控股權益

於收購日期確認之Lee Thailand非控股權益(50%)乃參照分佔已確認資產淨值金額比例計量，為數313,000港元。

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44. ACQUISITION OF A SUBSIDIARY (CONTINUED)

Assets acquired and liabilities recognised at date of acquisition (Continued)

Goodwill arising on acquisition

		HK\$'000 千港元
Consideration transferred	已轉讓代價	780
Add: Non-controlling interest	加：非控股權益	313
Less: Net assets recognised	減：已確認資產淨值	(627)
Goodwill recognised	已確認商譽	466

None of the goodwill arising on acquisition is expected to be deductible for tax purpose.

44. 收購一間附屬公司(續)

於收購日期收購之資產及確認之 負債(續)

收購產生之商譽

收購產生之商譽預計一概不可扣稅。

Net cash inflow on acquisition

		HK\$'000 千港元
Cash consideration paid	已付現金代價	780
Less: Cash and cash equivalent acquired of	減：已收購之現金及現金等值	(780)
		-

收購產生之現金流入淨額

Impact of acquisition on the result of the Group

Included in the profit for the year ended 31 December 2023 is approximately HK\$Nil result attributable to the additional business generated by Lee Thailand.

Had the acquisition been completed on 1 January 2023, in the opinion of the directors of the Company, the Group's revenue and profit for the year would not be materially impacted.

收購對本集團業績之影響

截至二零二三年十二月三十一日止年度之溢利中歸屬於Lee Thailand所產生額外業務之金額約為零港元。

本公司董事認為，倘該項收購於二零二三年一月一日已完成，本集團之年內收益及溢利不會受到重大影響。

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

1. General information of subsidiaries

Details of the Company's principal subsidiaries as at 31 December 2023 are set out as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 登記/經營地點	Class of share 股份類別	Paid up issued/ registered capital 繳足已發行/ 註冊股本	Proportion ownership interest held by the Company 本公司所持有之所有權權益比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Lee's Pharmaceutical International Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$1 1美元	100%	100%	-	-	Investment holding 投資控股
LPH Investments Limited	Cayman Islands 開曼群島	Ordinary 普通股	US\$100 100美元	74%	74%	-	-	Investment holding 投資控股
LPH II Investments Limited	Cayman Islands 開曼群島	Ordinary 普通股	US\$100 100美元	100%	100%	-	-	Investment holding 投資控股
China Cardiovascular Focus Limited 中國心血管醫療有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$1 1美元	-	-	100%	100%	Investment holding 投資控股
Guangzhou Zhao Kang Hospital Co. Ltd* (Note a) 廣州兆康醫院有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	US\$19,000,000 19,000,000美元	-	-	100%	100%	Hospital and medical care 醫院及醫療護理
Lee's Pharmaceutical (HK) Limited	Hong Kong 香港	Ordinary 普通股	HK\$18,400,000 18,400,000港元	-	-	100%	100%	Investment holding and trading of pharmaceutical products 投資控股及買賣藥品
Zhaoke Pharmaceutical (HK) Limited 兆科藥業(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 1,000,000港元	-	-	100%	100%	Investment holding 投資控股
Zhaoke Pharmaceutical (Hefei) Co. Limited* (Note a) 兆科藥業(合肥)有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	US\$2,000,000 2,000,000美元	-	-	100%	100%	Manufactures and sale of pharmaceutical products 製造及銷售藥品

45. 本公司主要附屬公司詳情

1. 附屬公司之一般資料

本公司主要附屬公司於二零二三年十二月三十一日之詳情載列如下：

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

45. 本公司主要附屬公司詳情(續)

1. General information of subsidiaries (Continued)

1. 附屬公司之一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 登記/經營地點	Class of share 股份類別	Paid up issued/ registered capital 繳足已發行/ 註冊股本	Proportion ownership interest held by the Company 本公司所持有之所有權權益比例		Principal activities 主要業務		
				Directly 直接	Indirectly 間接			
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Zhaoke Pharmaceutical (Guangzhou) Limited* (Note a) 兆科藥業(廣州)有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	US\$16,000,000 16,000,000美元	-	-	100%	100%	Trading of pharmaceutical products 買賣藥品
Zhao Kang Medical Investment Limited (Note c) 兆康醫療投資有限公司 (附註c)	Cayman Islands 開曼群島	N/A 不適用	N/A 不適用	-	-	N/A 不適用	100%	N/A 不適用
Guangzhou Zhaoke Lian Fa Pharmaceutical Limited* (Note a) 廣州兆科聯發醫藥有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	US\$1,000,000 1,000,000美元	-	-	100%	100%	Trading of pharmaceutical products 買賣藥品
Zhaoke Lian Fa (Guangzhou) Biotechnology Limited* (Note a) 兆科聯發(廣州)生物科技股份有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	RMB900,000 人民幣900,000元	-	-	100%	100%	Not yet commenced business 尚未開展業務
Zhaoke Lian Fa (Guangzhou) Logistic Limited* (Note a) 兆科聯發(廣州)物流有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	RMB500,000 人民幣500,000元	-	-	100%	100%	Not yet commenced business 尚未開展業務
Zhaoke Lian Fa (Guangzhou) Business Services Limited* (Note a) 兆科聯發(廣州)商務服務有限公司 (附註a)	PRC 中國	Paid-up capital 繳足股本	RMB500,000 人民幣500,000元	-	-	100%	100%	Not yet commenced business 尚未開展業務

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

1. General information of subsidiaries (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 登記/經營地點	Class of share 股份類別	Paid up issued/ registered capital 繳足已發行/ 註冊股本	Proportion ownership interest held by the Company 本公司所持有之所有權權益比例				Principal activities 主要業務	
				Directly 直接		Indirectly 間接			
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年		
Lee's Pharmaceutical Taiwan Limited* (Note a) 台灣李氏藥業有限公司 (附註a)	Taiwan 台灣	Ordinary 普通股	NTD1,000,000 新台幣1,000,000元	-	-	100%	100%	Trading of pharmaceutical products 買賣藥品	
Lee's Pharm Genomics Lab Limited 李氏大藥廠基因實驗室有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	-	100%	100%	Drug development and service 藥品開發及服務	
Dreamboat Ventures Limited Dreamboat Ventures Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$1 1美元	-	-	100%	100%	Investment holding 投資控股	
Lee's Keno Pharmaceutical Limited 李氏可諾醫藥有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	-	100%	100%	Not yet commenced business 尚未開展業務	
Beijing Keno Pharmaceutical Technology Limited* (Note b) 北京可諾醫藥科技有限公司 (附註b)	PRC 中國	Paid-up capital 繳足股本	Nil 零	-	-	51%	51%	Marketing and selling of pharmaceutical device 醫藥器材市場推廣及銷售	
CVie Therapeutics Company Limited 中國生命藥物治療有限公司	Cayman Islands 開曼群島	Ordinary 普通股	US\$135,000 135,000美元	-	-	56.26%	56.26%	Development and trading of pharmaceutical products 開發及買賣藥品	

45. 本公司主要附屬公司詳情(續)

1. 附屬公司之一般資料(續)

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

45. 本公司主要附屬公司詳情(續)

1. General information of subsidiaries (Continued)

1. 附屬公司之一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 登記/經營地點	Class of share 股份類別	Paid up issued/ registered capital 繳足已發行/ 註冊股本	Proportion ownership interest held by the Company 本公司所持有之所有權權益比例				Principal activities 主要業務	
				Directly 直接		Indirectly 間接			
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年		
China Oncology Focus Limited 中國腫瘤醫療有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$226,200 226,200美元	-	-	65%	65%	Development of oncology products 開發腫瘤產品	
Zhaoke (Hong Kong) Oncology Pharmaceutical Limited 兆科(香港)腫瘤藥物有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	-	65%	65%	Development of oncology products 開發腫瘤產品	
Zhaoke (Guangzhou) Oncology Pharmaceutical Limited* (Note a) 兆科(廣州)腫瘤藥物有限公司(附註a)	PRC 中國	Paid-up capital 繳足股本	US\$9,640,000 9,640,000美元	-	-	65%	65%	Development of oncology products 開發腫瘤產品	
Lee Pharmaceutical Company Limited Lee Pharmaceutical Company Limited	Thailand 泰國	Ordinary 普通股	THB5,000,000 5,000,000泰銖	-	-	51%	-	Trading of drugs 藥品貿易	

* For identification purpose only

* 僅供識別

Notes:

附註:

- These are wholly-foreign-owned enterprises.
- These are sino-foreign equity joint enterprises.
- Being stroke-off during the year 2023.

- 此為外商獨資企業。
- 此為中外合資經營企業。
- 於二零二三年度剔除註冊。

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

45. 本公司主要附屬公司詳情(續)

2. Details of non-wholly owned subsidiaries that have material non-controlling interests

2. 擁有重大非控股權益之非全資附屬公司之詳情

The table below show details of non-wholly owned subsidiaries of the Group that has material non-controlling interests at the end of the current year:

下表顯示本集團於本年度末擁有重大非控股權益之非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operations 註冊成立/經營地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持有之所有權權益及投票權比例		Profit/(Loss) allocated to non-controlling interests 分配予非控股權益之溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
China Oncology Focus Limited ("COF") (Note) 中國腫瘤醫療有限公司(「COF」)(附註)	British Virgin Islands 英屬處女群島	35.00%	35.00%	3,698	(3,853)	(43,700)	(47,213)

Note: Include its wholly-owned subsidiaries.

附註：包括其全資附屬公司。

Summarised financial information in respect of Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關擁有重大非控股權益之本集團附屬公司之財務資料概要載列如下。以下財務資料概要為於集團內公司間對銷前之金額。

		COF and its subsidiaries COF及其附屬公司	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Current assets	流動資產	60,540	31,903
Non-current assets	非流動資產	170,933	166,951
Current liabilities	流動負債	348,448	328,930
Non-current liabilities	非流動負債	7,882	4,818
Equity attributable to the owners of the Company	本公司擁有人應佔權益	(81,157)	(87,681)
Non-controlling interests	非控股權益	(43,700)	(47,213)

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

2. Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

45. 本公司主要附屬公司詳情(續)

2. 擁有重大非控股權益之非全資附屬公司之詳情(續)

		COF and its subsidiaries COF及其附屬公司	
		Year ended 2023 截至 二零二三年止 年度 HK\$'000 千港元	Year ended 2022 截至 二零二二年止 年度 HK\$'000 千港元
Revenue	收益	23,179	8,342
Expenses	開支	(12,614)	(19,352)
Profit/(Loss) for the year	本年度溢利/(虧損)	10,565	(11,010)
Profit/(Loss) attributable to the owners of the Company	本公司擁有人應佔溢利/(虧損)	6,867	(7,157)
Profit/(Loss) attributable to the non-controlling interests	非控股權益應佔溢利/(虧損)	3,698	(3,853)
Profit/(Loss) for the year	本年度溢利/(虧損)	10,565	(11,010)
Other comprehensive expense attributable to the owners of the Company	本公司擁有人應佔其他全面開支	(344)	(1,310)
Other comprehensive expense attributable to non-controlling interests	非控股權益應佔其他全面開支	(185)	(705)
Other comprehensive expense for the year	本年度其他全面開支	(529)	(2,015)
Total comprehensive income/(expense) attributable to the owners of the Company	本公司擁有人應佔全面收益/(開支)總額	6,523	(8,467)
Total comprehensive income/(expense) attributable to non-controlling interests	非控股權益應佔全面收益/(開支)總額	3,513	(4,558)
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	10,036	(13,025)
Dividend paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow from operating activities	經營活動現金流入淨額	11,820	37,470
Net cash outflow from investing activities	投資活動現金流出淨額	(6,125)	(25,445)
Net cash outflow from financing activities	融資活動現金流出淨額	(5,775)	(11,909)
Net cash (outflow)/inflow	現金(流出)/流入淨額	(80)	116

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

3. *Change in ownership interest in subsidiaries*

In December 2023, the Group further acquired 1% equity interest in Lee Thailand from the existing non-controlling interests for consideration of US\$2,000 (equivalent to approximately HK\$15,000) and upon completion, the Group's shareholding in Lee Thailand is increased from 50% to 51%.

As the Group retained control over Lee Thailand, the Group recognised a loss on acquisition of additional interest in a subsidiary of approximately HK\$9,000 under "other reserves" within equity, and a decrease in non-controlling interests of approximately HK\$6,000.

45. 本公司主要附屬公司詳情(續)

3. 附屬公司擁有權權益變動

於二零二三年十二月，本集團向現有非控股權益增購Lee Thailand之1%股權，代價為2,000美元(相等於約15,000港元)，於完成後，本集團於Lee Thailand之持股量由50%上升至51%。

由於本集團保留Lee Thailand之控制權，本集團在權益內之「其他儲備」確認增購附屬公司之權益之虧損約9,000港元，非控股權益則減少約6,000港元。

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

46. 本公司財務狀況表及儲備

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	718,621	689,827
Investment in associates	於聯營公司之投資	5,045	4,684
Financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產	8,264	9,596
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益列賬之財務資產	136,897	118,091
		868,827	822,198
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	14,526	16,397
Tax recoverable	可收回稅項	522	-
Cash and bank balances	現金及銀行結餘	7,586	10,168
		22,634	26,565
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	16,036	5,003
Tax payables	應付稅項	-	41
		16,036	5,044
Net current assets	流動資產淨值	6,598	21,521
Total assets less current liabilities	資產總值減流動負債	875,425	843,719
Capital and reserves	資本及儲備		
Share capital	股本	29,442	29,442
Reserves	儲備	718,635	685,588
Total equity	總權益	748,077	715,030
Non-current liabilities	非流動負債		
Other payables and accruals	其他應付款項及應計費用	17,248	32,459
Retirement benefits	退休福利	110,100	96,230
		127,348	128,689
		875,425	843,719

The Company's statement of financial position was approved and authorised for issue by the board of directors on 26 March 2024 and are signed on its behalf by:

本公司財務狀況表已於二零二四年三月二十六日經董事會核准及授權公佈，並由下列董事代表簽署：

Lee Siu Fong
李小芳
DIRECTOR
董事

Leelalertsuphakun Wanee
李燁妮
DIRECTOR
董事

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

46. 本公司財務狀況表及儲備(續)

Movement in the Company's reserves

本公司之儲備變動

		Share premium	Merger difference	Share-based compensation reserve	Investments revaluation reserve	Retained profits	Total
		股份溢價	合併差額	以股份支付之酬金儲備	投資重估儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023	於二零二三年一月一日	720,091	9,200	61,792	(144,945)	39,450	685,588
Employee share option benefits	僱員購股權福利	-	-	793	-	-	793
Share options lapsed	已失效購股權	-	-	(10,447)	-	10,447	-
Profit for the year	本年度溢利	-	-	-	-	30,145	30,145
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-	-	-
- Fair value changes of financial assets at fair value through other comprehensive income	- 按公平值透過其他全面收益列賬之財務資產之公平值變動	-	-	-	12,708	-	12,708
Total comprehensive income for the year	本年度全面收益總額	-	-	-	12,708	30,145	42,853
2022 final dividend paid	已付二零二二年末期股息	-	-	-	-	(5,888)	(5,888)
2023 interim dividend paid	已付二零二三年中期股息	-	-	-	-	(4,711)	(4,711)
At 31 December 2023	於二零二三年十二月三十一日	720,091	9,200	52,138	(132,237)	69,443	718,635
At 1 January 2022	於二零二二年一月一日	720,091	9,200	55,964	(46,363)	51,888	790,780
Employee share option benefits	僱員購股權福利	-	-	12,109	-	-	12,109
Share options lapsed	已失效購股權	-	-	(6,281)	-	6,281	-
Profit for the year	本年度溢利	-	-	-	-	5,423	5,423
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	-
- Fair value changes of financial assets at fair value through other comprehensive income	- 按公平值透過其他全面收益列賬之財務資產之公平值變動	-	-	-	(98,582)	-	(98,582)
Total comprehensive (expense)/income for the year	本年度全面(開支)/收益總額	-	-	-	(98,582)	5,423	(93,159)
2021 final dividend paid	已付二零二一年末期股息	-	-	-	-	(18,254)	(18,254)
2022 interim dividend paid	已付二零二二年中期股息	-	-	-	-	(5,888)	(5,888)
At 31 December 2022	於二零二二年十二月三十一日	720,091	9,200	61,792	(144,945)	39,450	685,588

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47. OPERATING LEASE ARRANGEMENTS

The Group as lessor

The Group usually, as a lessor, entered into leasing arrangements for a period of 1 to 3 years.

Undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	3,016	3,004

48. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

47. 經營租賃安排

本集團作為出租人

本集團一般(作為出租人)訂立為期一至三年之租賃安排。

本集團於未來期間根據與其租戶訂立之不可撤銷經營租賃應收之未貼現租賃付款如下：

48. 比較數字

若干比較數字已重新分類，以符合本年度之列報方式。

Definition

釋義

“AGM” 「股東週年大會」	指	the annual general meeting of the Company 本公司股東週年大會
“ANDA” 「簡化新藥申請」	指	abbreviated new drug application, an application for a generic drug to an approved drug in China 簡化新藥上市申請，於中國對已獲批藥物的仿製藥申請
“Audit Committee” 「審核委員會」	指	the audit committee of the Board 董事會轄下的審核委員會
“Board” or “Board of Directors” 「董事會」	指	the board of directors of the Company 本公司董事會
“CDE” 「藥品審評中心」	指	the Center for Drug Evaluation of NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA mainly responsible for review and approval of IND and NDA 國家藥品監督管理局藥品審評中心，國家藥監局的下屬部門，主要負責新藥試驗申請及新藥申請的審批
“CEO” or “Chief Executive Officer” 「行政總裁」	指	chief executive officer 行政總裁
“CG Code” 「企業管治守則」	指	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules 上市規則附錄C1所載企業管治守則
“China”, “Mainland China” or “the PRC” 「中國」或「中國大陸」	指	the People’s Republic of China excluding, for the purpose of this annual report, Hong Kong, Macau Special Administrative Region and Taiwan 中華人民共和國，就本年報而言不包括香港、澳門特別行政區及台灣
“Company”, “our Company”, “the Company”, “we” or “Lee’s Pharm” 「本公司」、「我們」或「李氏大藥廠」	指	Lee’s Pharmaceutical Holdings Limited 李氏大藥廠控股有限公司
“Director(s)” 「董事」	指	the director(s) of our Company, including all executive directors, non-executive directors and independent non-executive directors 本公司董事，包括全體執行董事、非執行董事及獨立非執行董事
“GMP” 「GMP」	指	good manufacturing practice 藥品生產質量管理規範
“Group”, “our Group”, “the Group” or “we” 「本集團」或「我們」	指	the Company and its subsidiaries 本公司及其附屬公司
“HKFRS” 「香港財務報告準則」	指	Hong Kong Financial Reporting Standards 香港財務報告準則
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong dollars” or “HK dollars” or “HK\$” 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元



<p>“IDL” 「進口藥品註冊證」</p>	<p>指</p>	<p>Import Drug License 進口藥品註冊證</p>
<p>“Listing Rules” 「上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time 聯交所證券上市規則，經不時修訂或補充</p>
<p>“Main Board” 「主板」</p>	<p>指</p>	<p>the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 聯交所運作的證券交易所(不包括期權市場)，獨立於聯交所GEM並與之並行運作</p>
<p>“Management Committee” 「管理委員會」</p>	<p>指</p>	<p>the management committee of the Board 董事會轄下的管理委員會</p>
<p>“Model Code” 「標準守則」</p>	<p>指</p>	<p>the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules 上市規則附錄C3所載上市發行人董事進行證券交易的標準守則</p>
<p>“NDA” 「新藥申請」</p>	<p>指</p>	<p>new drug application, an application through which the drug sponsor formally proposes that the relevant regulatory authority approve a new drug for sales and marketing 新藥上市申請，新藥研發主辦人通過該申請正式建議相關監管機構批准新藥銷售及上市</p>
<p>“NMPA” 「國家藥監局」</p>	<p>指</p>	<p>National Medical Products Administration, the institution that performs the functions of China Food and Drug Administration instead according to the Institutional Reform Plan of the State Council of the PRC 國家藥品監督管理局，根據中國國務院的機構改革方案，代替國家食品藥品監督管理局履行職能的機構</p>
<p>“NRDL” 「醫保藥品目錄」</p>	<p>指</p>	<p>National Reimbursement Drug List issued by the China National Healthcare Security Administration 中國國家醫療保障局頒佈之《國家基本醫療保險、工傷保險和生育保險藥品目錄》</p>
<p>“Nomination Committee” 「提名委員會」</p>	<p>指</p>	<p>the nomination committee of the Board 董事會轄下的提名委員會</p>
<p>“R&D” 「研發」</p>	<p>指</p>	<p>research and development 研究及開發</p>
<p>“RMB” 「人民幣」</p>	<p>指</p>	<p>Renminbi 人民幣</p>
<p>“Remuneration Committee” 「薪酬委員會」</p>	<p>指</p>	<p>the remuneration committee of the Board 董事會轄下的薪酬委員會</p>
<p>“Reporting Year” 「報告年度」</p>	<p>指</p>	<p>the year ended 31 December 2023 截至二零二三年十二月三十一日止年度</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>指</p>	<p>Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例，經不時修訂、補充或以其他方式修改</p>

Definition

釋義

“Share(s)” 「股份」	指	ordinary shares in the share capital of our Company of HK\$0.05 each 本公司股本中每股面值0.05港元的普通股
“Shareholder(s)” 「股東」	指	holder(s) of Shares 股份持有人
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited 香港聯合交易所有限公司，為香港交易及結算所有限公司的全資附屬公司
“United States” 「美國」	指	the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國、其領土、屬地及受其司法管轄的所有地區
“US dollars”, “U.S. dollars”, “US\$” or “USD” 「美元」	指	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“VBP” 「藥品集採」	指	volume-based procurement 藥品集採
“ZKO” 「兆科眼科」	指	Zhaoke Ophthalmology Limited, a limited company incorporated in the British Virgin Islands on 20 January 2017 and redomiciled to the Cayman Islands on 2 June 2020 with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 6622) 兆科眼科有限公司，於二零一七年一月二十日在英屬處女群島註冊成立之有限公司，並於二零二零年六月二日遷冊至開曼群島為有限公司，其股份於聯交所主板上市(股份代號：6622)
“Zhaoke Guangzhou” 「兆科廣州」	指	Zhaoke Pharmaceutical (Guangzhou) Limited (兆科藥業(廣州)有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company 兆科藥業(廣州)有限公司，於中國成立之有限責任公司，為本公司的間接全資附屬公司
“Zhaoke Hefei” 「兆科合肥」	指	Zhaoke Pharmaceutical (Hefei) Co. Limited (兆科藥業(合肥)有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of our Company 兆科藥業(合肥)有限公司，於中國成立之有限責任公司，為本公司的間接全資附屬公司

