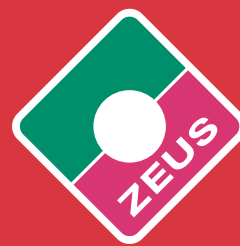


2024

ANNUAL REPORT

中智藥業控股有限公司
Zhongzhi Pharmaceutical Holdings Limited



Cell-wall Broken Herbs (CaoJingHua®)
Better Absorption Convenient Medication

(Incorporated in the Cayman Islands with limited liability) Stock code: 3737

Content

Corporate Information	2
Chairman's Statement	4
Management Discussion and Analysis	6
Biographical Details of Directors and Senior Management	13
Corporate Governance Report	18
Environmental, Social and Governance Report	35
Report of Directors	79
Independent Auditor's Report	96
Consolidated Statement of Profit or Loss	101
Consolidated Statement of Comprehensive Income	102
Consolidated Statement of Financial Position	103
Consolidated Statement of Changes in Equity	105
Consolidated Statement of Cash Flows	107
Notes to the Consolidated Financial Statements	110
Five-Year Financial Summary	192



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Lai Zhi Tian (Chairman)
Mr. Lai Ying Feng
Mr. Lai Ying Sheng
Mr. Cao Xiao Jun

Non-executive Director

Ms. Jiang Li Xia

Independent Non-executive Directors

Mr. Ng Kwun Wan
Mr. Wong Kam Wah (resigned on 10 April 2025)
Mr. Zhu Shangheng
(appointed on 10 April 2025)
Mr. Zhou Dai Han

COMMITTEES OF THE BOARD

Audit Committee

Mr. Ng Kwun Wan (Chairman)
Mr. Wong Kam Wah (resigned on 10 April 2025)
Mr. Zhu Shangheng
(appointed on 10 April 2025)
Mr. Zhou Dai Han

Remuneration Committee

Mr. Wong Kam Wah (Chairman)
(resigned on 10 April 2025)
Mr. Zhu Shangheng (Chairman)
(appointed on 10 April 2025)
Mr. Lai Zhi Tian
Mr. Lai Ying Feng
Mr. Ng Kwun Wan
Mr. Zhou Dai Han

Nomination Committee

Mr. Wong Kam Wah (Chairman)
(resigned on 10 April 2025)
Mr. Zhu Shangheng (Chairman)
(appointed on 10 April 2025)
Mr. Lai Zhi Tian
Mr. Lai Ying Feng
Mr. Ng Kwun Wan
Mr. Zhou Dai Han

AUTHORIZED REPRESENTATIVES

Mr. Lai Ying Feng
Ms. Ho Wing Yan

COMPANY SECRETARY

Ms. Ho Wing Yan

REGISTERED ADDRESS

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTER IN THE PRC

No. 3 Kangtai Road South
Torch Development Zone
Zhongshan
Guangdong Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 10B, 15/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

OFFICE IN SHENZHEN

Unit A-H on the 20th Floor
Dream City Office Tower
Mei Lin Lu, Futian Qu, Shenzhen
PRC

AUDITOR

Ernst & Young

27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

Corporate Information

PRINCIPAL BANKERS

China Construction Bank Corporation
Bank of Communications Co., Ltd.
Bank of China Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Ltd.
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

STOCK NAME

ZHONGZHIPHARM

STOCK CODE

3737

COMPANY WEBSITES

www.zeus.cn
www.caojinghua.cn

草晶华®
破壁草本



Chairman's Statement

On behalf of the board (the "Board") of directors (the "Directors") of Zhongzhi Pharmaceutical Holdings Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present to you the annual report and audited consolidated financial statements of the Group for the year ended 31 December 2024 (the "Reporting Period").

BUSINESS REVIEW

In 2024, the traditional Chinese medicine decoction pieces business continued to expand relying on the core brand Caojinghua. Leveraging the momentum of the vigorous development of traditional Chinese medicine, we successively developed and launched a number of products made from ingredients that can serve both as medicine and food. We also accelerated the expansion into e-commerce channels and supermarket channels to meet consumers' needs for convenient traditional Chinese medicine and make traditional Chinese medicine an integral part of daily life. Meanwhile, we are delighted to witness the rapid development of the traditional decoction pieces business, which has stepped into the forefront of the traditional decoction pieces industry in the whole province. In terms of the proprietary Chinese medicine business, the modern proprietary Chinese medicine production park of Honeson Pharmaceutical was completed and put into operation. The modern new park and digital and intelligent production equipment showcase a new look. The Shiqi Waigan Tea Cultural Museum and the brand exhibition hall were officially opened before the arrival of the New Year, becoming a prominent platform to showcase the Group's brand and culture.

FUTURE AND OUTLOOK

In 2024, the General Office of the People's Government of Guangdong Province issued an action plan for further promoting the high-quality development of the biopharmaceutical industry in Guangdong, which further propelled the agglomeration and growth momentum of the biopharmaceutical industry across the province. In 2025, in tune with the times, we will firmly seize the opportunities brought by the high-quality development of the biopharmaceutical industry. Riding on the spring breeze of the new era and new journey, we will continue to focus on the strategy of blockbuster products and achieve new growth through breaking through the existing situation and iterative innovation.

Pharmaceutical Manufacturing Segment

Success lies in leading development with quality. We will continue to focus on the promotion of major products such as "Caojinghua Astragalus Membranaceus Broken-cell Herbal Pieces (草晶華黃芪破壁草本)", "Zhongzhi Cough Tablets (中智克咳片)", "Zhongzhi Yinhuang Granules (中智銀黃顆粒)", "Zhongzhi Honeysuckle Oral Solution (中智銀花口服液)", "Zhongzhi Xiao'er Qixingcha Oral Solution (中智小兒七星茶口服液)", "Zhongzhi Shiqi Waigan Granules (中智石岐外感顆粒)", and "Zhongzhi Ginseng and Astragalus Oral Solution (中智參芪口服液)". We will also continuously push forward the secondary development and research of key products. While gradually expanding the production scale of traditional decoction pieces, we will plan for new production capacities to meet the development needs of the market.

Chairman's Statement

Chain Pharmacies Segment

Guided by the business philosophy of "Creating a Brand through Service, and Attracting Customers with the Brand", we will focus on the innovation of customer value. By utilizing AI health self-testing devices and traditional Chinese medicine skills in prevention, nourishment and regulation, we will provide pharmaceutical services covering the entire health lifecycle of our customers, aiming to enhance customer stickiness and the brand's reputation. Through exploring traditional Chinese medicine health tea drinks and other offerings, we will integrate ingredients that can serve both as medicine and food into daily life scenarios, expand into the light health preservation sector, broaden our customer base, meet consumers' needs for a healthy lifestyle, and create the IP of "Choose Zhongzhi Pharmacy for Herbal Health Preservation", continuously enriching the brand's connotations.

APPRECIATION

In 2024, all business segments have witnessed sound development in performance and an expansion in brand promotion. We have accelerated our transformation into a consumer-oriented brand. Looking ahead to 2025, we will remain committed to our goals, work together with determination, and seize development opportunities with firm belief. We will strive to improve our business performance, and drive the growth of overall performance through the continuous increase in product market share and service quality. On behalf of the Company, I would like to express my sincere gratitude to all our valued shareholders, customers, suppliers, banks, as well as the management and employees for their continuous trust and support to the Group.

By order of the Board

Lai Zhi Tian

Chairman and Executive Director

Hong Kong, 26 March 2025

Management Discussion and Analysis

BUSINESS OVERVIEW

During the year ended 31 December 2024 (the “Reporting Period”), the Group continued to engage principally in pharmaceutical manufacturing in the PRC and the operation of chain pharmacies in the Guangdong Province, the PRC. Revenue of the Group rose by approximately 8.0% to approximately RMB2,214.8 million.

Profit attributable to owners of the parent decreased by approximately 41.5% to RMB95.2 million.

FINANCIAL ANALYSIS

Revenue

The operation of the Group can be divided into two operating segments, namely (i) pharmaceutical manufacturing and (ii) operation of chain pharmacies. Below is an analysis of revenue by segment.

	Revenue for the year ended 31 December			% of total revenue for the year ended 31 December		
	2024 RMB'000	2023 RMB'000	Change (%)	2024 (%)	2023 (%)	Change (%)
Pharmaceutical manufacturing	1,624,289	1,415,663	14.7	73.3	69.1	4.2
Operation of chain pharmacies	590,494	634,149	-6.9	26.7	30.9	-4.2
	2,214,783	2,049,812	8.0	100.0	100.0	

Pharmaceutical manufacturing

The Group is engaged in the research and development, manufacturing and sale of (i) Chinese patent medicines; and (ii) decoction pieces (consisting of traditional decoction pieces and modern decoction pieces) under the Group's brands in the PRC. The Group's brands include “Zeus (中智)”, “Liumian (六棉)” and “Caojinghua (草晶華)”.

Revenue derived from pharmaceutical manufacturing increased by approximately 14.7% to RMB1,624.3 million for the year ended 31 December 2024 (2023: RMB1,415.7 million) and accounted for 73.3% of the total revenue during the year (2023: 69.1%). The increase in revenue was primarily attributable to the Group's adaptation to market changes and the Group's sales strategy of increasing its market investment in traditional decoction pieces on top of the its focus on cell wall-broken decoction pieces and Chinese patent medicines.

Management Discussion and Analysis

Operation of chain pharmacies

The Group has been operating chain pharmacies in Guangdong province under the brand “Zeus (中智)” for the sale of pharmaceutical products since 2001. As at 31 December 2024, the Group has 403 self-operated chain pharmacies in Guangdong province (2023: 428), of which 403 are medical insurance designated pharmacies (醫保定點藥店).

Segment revenue of the operation of chain pharmacies decreased by 6.9% to approximately RMB590.5 million for the year ended 31 December 2024 (2023: RMB634.1 million) and accounted for 26.7% of the total revenue during the year (2023: 30.9%), which was mainly attributable to the pharmaceutical retail terminal facing competitive stress from many aspects, leading to a decrease in footfall.

Gross Profit and Gross Profit Margin

Gross profit of the Group for the year was RMB1,288.4 million, representing an increase of RMB70.3 million or 5.8% as compared with RMB1,218.1 million for the year ended 31 December 2023. The analysis of gross profit by segment is as below:

	Gross profit for the year ended 31 December			Gross profit margin for the year ended 31 December		
	2024 RMB'000	2023 RMB'000	Change (%)	2024 (%)	2023 (%)	Change (%)
Pharmaceutical manufacturing	1,076,059	976,903	10.2	66.2	69.0	-2.8
Operation of chain pharmacies	212,348	241,240	-12.0	36.0	38.0	-2.0
	1,288,407	1,218,143	5.8	58.2	59.4	-1.2

Pharmaceutical manufacturing

The gross profit of pharmaceutical manufacturing segment increased by approximately 10.2% to RMB1,076.1 million for the year ended 31 December 2024 (2023: RMB976.9 million). The gross profit margin of pharmaceutical manufacturing segment decreased to 66.2% for the year ended 31 December 2024 (2023: 69.0%). The decrease in gross profit margin was mainly due to the change in the structure of product mix.

Operation of chain pharmacies

The gross profit of chain pharmacies segment decreased by approximately 12.0% to RMB212.3 million for the year ended 31 December 2024 (2023: RMB241.2 million). The gross profit margin of the chain pharmacies segment decreased to 36.0% for the year ended 31 December 2024 (2023: 38.0%). The decrease in gross profit margin was mainly due to the changes in behaviours of customers at retail terminal and changes in the structure of products.

Management Discussion and Analysis

Other Income and Gains

Other income and gains mainly comprise of bank interest income, rental income and government grants. For the year ended 31 December 2024, other income and gains of the Group were approximately RMB38.5 million (2023: RMB51.5 million), representing an decrease of approximately RMB13.0 million as compared to the previous year, which was mainly attributable to the decrease in government grants income and the decrease in fair value gains and gain on disposal of equity investments at fair value through profit or loss.

Selling and Distribution Expenses

Selling and distribution expenses mainly consists of staff costs, promotional costs and amortization of right-of-use assets of the Group. For the year ended 31 December 2024, selling and distribution expenses amounted to approximately RMB988.7 million (2023: RMB888.2 million), representing an increase of approximately 11.3% as compared to previous year. The selling and distribution expenses ratio against revenue increased to 44.6% for the year ended 31 December 2024 (2023: 43.3%), which is mainly due to the increase in investment costs through online channels and offline advertising expenses.

Administrative Expenses

Administrative expenses mainly consists of salaries and benefits of the administrative and management staff, amortization of right-of-use assets and professional services. For the year ended 31 December 2024, administrative expenses amounted to approximately RMB105.7 million (2023: RMB106.7 million), which basically remained stable compared to the previous year.

Other Expenses

Other expenses mainly represent research and development expenses. The research and development expenses mainly consist of various expenses incurred in the course of research and development of products, technologies, materials, crafts and standards. For the year ended 31 December 2024, research and development expenses amounted to approximately RMB57.0 million (2023: RMB50.0 million), representing an increase of approximately 14.1% compared to that for the same period of previous year. The increase was mainly due to the increase in the research and development expenses for outsourcing.

Finance Costs

Finance costs consist of interest on bank borrowings and interest on lease liabilities, which amounted to RMB7.0 million for the year ended 31 December 2024 (2023: RMB7.9 million), which was mainly due to the decrease in interest on lease liabilities.

Income Tax Expense

Income tax expense amounted to RMB50.8 million for the year ended 31 December 2024 (2023: RMB43.4 million), which was primarily due to the increase in the expenses not deductible for tax purposes.

Management Discussion and Analysis

Profit attributable to owners of the parent

As a result of the factors discussed above, profit attributable to owners of the parent decreased by 41.5% to RMB95.2 million for the year ended 31 December 2024 (2023: RMB162.8 million). The Group's net profit margin amounted to 4.3% for the year ended 31 December 2024 (2023: 7.9%).

LIQUIDITY AND CAPITAL RESOURCES

Net Current Assets

The Group had net current assets of approximately RMB282.6 million as at 31 December 2024 (31 December 2023: RMB265.5 million). The Group's cash and bank balances increased from RMB164.4 million as at 31 December 2023 to RMB167.1 million (which consisted of cash and bank balances of RMB165.5 million and HK\$1.6 million denominated in RMB and HKD respectively) as at 31 December 2024. The current ratio of the Group was 1.4 for the year ended 31 December 2024 (31 December 2023: 1.4%).

The equity attributable to shareholders of the Company as at 31 December 2024 amounted to approximately RMB1,121.5 million (31 December 2023: RMB1,053.3 million). The Group had outstanding unsecured borrowings of RMB 47.8 million and HK\$39.8 million at a fixed interest rate as at 31 December 2024 (2023: RMB22.7 million and HK\$30.0 million).

The Group's gearing ratio (borrowings over total equity) as at 31 December 2024 was 7.5% (31 December 2023: 4.8%).

As at 31 December 2024, the Group had available unutilized banking facilities of RMB174.2 million (31 December 2023: RMB119.3 million) and HK\$0.2 million (31 December 2023: HK\$10.0 million).

The Group adopts a centralised management of its financial resources and always maintains a prudent approach for a steady financial position.

Financing

The Board considers that the existing financial resources together with funds generated from business operations will be sufficient to meet future expansion plans and, if necessary, the Group believes that it will be capable of obtaining additional financing with favorable terms.

CAPITAL STRUCTURE

The shares of the Company (the "Share(s)") were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 13 July 2015. The capital of the Company comprises ordinary Shares and other reserves. As at 31 December 2024, the number of issued shares of the Company was 863,600,000 ordinary Shares of HK\$0.01 each.

Management Discussion and Analysis

FOREIGN EXCHANGE EXPOSURE AND EXCHANGE RATE RISK

The Group's transactions are mainly denominated in RMB. Certain of the Group's cash and bank deposits are denominated in Hong Kong dollars. In addition, the Company will pay dividend in Hong Kong dollars in the future. Any significant exchange rate fluctuations of Hong Kong dollars against RMB may have financial impacts on the Group. The Group did not use any forward contracts, currency borrowings or other means to hedge its foreign currency exposure for the year of 2024. Nevertheless, the Group will from time to time review and adjust the Group's hedging and financing strategies based on the RMB and Hong Kong dollars exchange rate movement.

EMPLOYEES AND EMOLUMENTS POLICY

The Group is committed to establishing fair remuneration system and will conduct performance evaluation for its employees on an annual basis. The key components of the Group's remuneration package include basic salary, and where appropriate, other allowances, commission, bonuses and the Group's contribution to mandatory provident funds or state-managed retirement benefits scheme (the "Defined Contribution Schemes"). Other benefits include share options to be granted under the share option scheme and Shares to be granted under the share award plan.

As at 31 December 2024, the Group had 2,577 employees (2023: 2,643) with a total remuneration of RMB331.9 million during the Reporting Period (2023: RMB323.9 million) (including wages and salaries, pension scheme contributions, staff welfare expenses, equity-settled share award expenses and others). The salaries of the employees are determined with reference to individual performance, work experience, qualification and current industry practices.

The contributions by the Group for the Defined Contribution Schemes are charged to the statement of profit or loss as they become payable in accordance with the relevant rules of the respective schemes.

A directors' remuneration policy has been adopted. It aims to set out the Company's policy in respect of remuneration paid to executive Directors and non-executive Directors. The Directors' remuneration policy sets out the remuneration structure that allows the Company to attract, motivate and retain qualified Directors who can manage and lead the Company in achieving its strategic objective and contribute to the Company's performance and sustainable growth, and to provide Directors with a balanced and competitive remuneration. The remuneration policy is, therefore, aiming at being competitive but not excessive. To achieve this, remuneration package is determined with reference to a matrix of factors, including the individual performance, qualification and experience of Directors concerned and prevailing industry practice. It will be reviewed and, if necessary, updated from time to time to ensure its continued effectiveness.

The Group's contributions to the Defined Contribution Schemes vest fully and immediately with the employees. Accordingly, (i) for each of the two years ended 31 December 2023 and 31 December 2024, there was no forfeiture of contributions under the Defined Contribution Schemes; and (ii) there were no forfeited contributions available for the Group to reduce its existing level of contributions to the Defined Contribution Schemes as at 31 December 2023 and 31 December 2024.

For each of the two years ended 31 December 2023 and 31 December 2024, the Group did not have any defined benefit plan.

Management Discussion and Analysis

SIGNIFICANT INVESTMENTS

Discloseable Transaction – Construction Contract

On 23 May 2023, Zhongshan Hengsheng Pharmaceutical Group Co., Ltd. (中山市恒生藥業有限公司) (“Zhongshan Hengsheng”), a wholly-owned subsidiary of the Company, entered into the Construction Contract with Shenzhen Xinmei Decoration and Construction Group Limited (深圳新美裝飾建設集團有限公司) (“Shenzhen Xinmei”), pursuant to which Shenzhen Xinmei shall provide construction services to Zhongshan Hengsheng for the construction of the Hengsheng Factory at a consideration of RMB102.0 million.

On 31 December 2024, the above Hengsheng Factory accounted for through construction in progress with a carrying value of approximately RMB89.7 million, which equals to their fair values, accounting for approximately 4.5% of the total assets of the Company. There was no realised or unrealised gains or losses during the Reporting Period.

With the increasing health awareness of the public after the COVID-19 pandemic, Chinese medicine continues to play a fundamental role for medical purpose and healthy lifestyle in the PRC. The demand for the Company’s Chinese patent medicines increases steadily as the Group continued to record steady growth on its revenue, and it is expected that the demand in Chinese patent medicines will continue to increase in the future. As such, the Directors are of view that the Group shall expand the production capacity for Chinese patent medicine with the construction of the Hengsheng Factory to further capture market share.

The transaction constitutes a discloseable transaction of the Company and the details are set out in the Company’s announcement dated 23 May 2023.

Save as disclosed herein, the Group had no significant investments held during the Reporting Period.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group had no material acquisitions or disposals of subsidiaries, associates or joint ventures during the Reporting Period.

EVENT AFTER THE REPORTING PERIOD

There were no significant events after the Reporting Period up to the date of this report.

CAPITAL COMMITMENT

As at 31 December 2024, the Group’s capital commitment amounted to RMB18.0 million (2023: RMB28.5 million). The capital commitment is mainly related to purchasing of production equipment for the new factory of Zhongshan Honeson.

Management Discussion and Analysis

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Apart from strengthening the Group's current business and the future plans as disclosed in the prospectus, the Group will devote its best effort and resources to cope with the increasing market demand in the Group's own-branded products, in order to enhance shareholder's value. The Group will also consider any potential investment opportunities which may benefit its shareholders as and when these opportunities arise.

CONTINGENT LIABILITIES

The Group did not have any contingent liabilities as at 31 December 2024 (2023: nil).

Biographical Details of Directors and Senior Management

Biographies of Directors and senior management team are set out below:

EXECUTIVE DIRECTORS

Mr. Lai Zhi Tian (賴智填), aged 57, is the founder, controlling shareholder, an executive Director and Chairman of the Board. He is also a member of each of the remuneration committee and the nomination committee of the Company. He joined our Group on 27 September 1999 and is responsible for formulating the corporate strategies and planning the business development of our Group. He is the spouse of Ms. Jiang Li Xia, a non-executive Director, and father of both Mr. Lai Ying Feng, an executive Director and the Chief Executive, and Mr. Lai Ying Sheng, an executive Director and the Chief Financial Officer.

Mr. Lai has over 30 years of experience in the pharmaceutical industry and has extensive experience in pharmaceutical products development, manufacturing and distribution. From September 1981 to April 1994, he worked as a salesperson at the Puning Chang Mei Herbs Shop* (普寧市長美藥材站). From May 1994 to September 1998, he worked as a salesperson at Zhongshan Herbs Company* (中山市藥材公司). Mr. Lai was a manager of Zhongshan Zhongzhi Pharmaceutical Group Co., Ltd. (中山市中智藥業集團有限公司) ("Zhongzhi Pharmaceutical") before its transformation from a collective enterprise to a limited liability company. In September 1999, he became a shareholder of our Group. Under the leadership of Mr. Lai, our Group's business expanded from the distribution of pharmaceutical products to the operation of chain pharmacies and the production of pharmaceutical products.

Mr. Lai is currently the vice chairman of China Pharmaceutical Materials Association* (中國醫藥物資協會) and the president of Guangdong Pharmacies Union* (廣東藥店聯盟). Mr. Lai is an adjunct associate professor and a mentor of the Master's programme at the Research Centre of Chinese Herbal Resources (Science and Engineering)* (中藥資源科學與工程研究中心) of Guangzhou University of Chinese Medicine* (廣州中醫藥大學).

Mr. Lai Ying Feng (賴穎豐), aged 33, was appointed as an executive Director on 14 May 2018, Chief Executive of the Company on 24 March 2021 and is a member of each of the remuneration committee and the nomination committee of the Company. He joined the Group since April 2014 and has served as a director of sales in several sales divisions, helping to formulate sales strategies, and has served as the head of branding for the Company, leading the Group's brand and marketing strategies. Since July 2016, Mr. Lai has served as a director of Zhongshan Zhongzhi Pharmaceutical Group Co., Ltd.* (中山市中智藥業集團有限公司), a subsidiary of the Company, mainly responsible for organizing the formulation of business plan of the Company, investment and financing plan, and making decisions on major issues. He is the son of Mr. Lai Zhi Tian, an executive Director and the Chairman, and Ms. Jiang Li Xia, a non-executive Director, and brother to Mr. Lai Ying Sheng, an executive Director and the Chief Financial Officer.

In July 2014, Mr. Lai obtained a bachelor's degree in economics from the Faculty of Arts and Social Sciences at Simon Fraser University in Canada and obtained a qualification certificate for the secretary of the board. Since April 2016, Mr. Lai has also been the vice president of the 1st Youth Entrepreneurs Association of Zhongshan Torch Hi-tech Industrial Development Zone* (第一屆中山火炬高技術產業開發區青年企業家協會).

* For identification purpose only

Biographical Details of Directors and Senior Management

Mr. Lai Ying Sheng (賴穎盛), aged 31, was appointed as an executive Director on 24 March 2022. He joined our Group on 1 October 2018 as the Group's Assistant Financial Controller and on 24 March 2021 as the Chief Financial Officer. Mr. Lai graduated from the University of British Columbia, Canada, in 2016 with an undergraduate degree in Commerce, specialized in Accounting. Since then, he has worked in the audit practice of KPMG LLP, Vancouver office, and has completed his Chartered Professional Accounting Qualifications during his time at KPMG.

Upon joining the Group in 2018, Mr. Lai headed the Group's Accounting department in its daily operations and, over time, began to manage the Group's other management functions including Human Resources, Internal Controls, Investor Relationships and Purchasing. He is the son of Mr. Lai Zhi Tian, an executive Director and the Chairman, and Ms. Jiang Li Xia, a non-executive Director, and brother to Mr. Lai Ying Feng, an executive Director and the Chief Executive.

Mr. Cao Xiao Jun (曹曉俊), aged 57, was appointed as an executive Director on 30 January 2015 and the vice president of our Group. He joined our Group on 8 March 2010 and is responsible for supervising business development and overseeing sales and marketing activities of our Group. He obtained a Bachelor degree of Chemistry and Pharmacy Training from China Pharmaceutical University* (中國藥科學) in July 1989. Mr. Cao was qualified as a pharmaceutical manufacturing engineer* (製藥工程師) and obtained a professional qualification in pharmacy* (藥學) in July 1999 and October 2002 respectively.

Mr. Cao has over 25 years of experience in the pharmaceutical industry. He served as the marketing manager in Guangdong Shiqi Pharmaceutical Company Limited* (廣東石岐製藥公司) from July 1989 to March 1997 and since then to June 2000, he became the deputy general manager of Shenzhen Wedge Pharmaceutical Chains Company Limited* (深圳市萬澤醫藥有限公司). From June 2000 to July 2009, he served as the deputy general manager of Shenzhen Naber Medicine Company Limited* (深圳市南北醫藥有限公司).

NON-EXECUTIVE DIRECTOR

Ms. Jiang Li Xia (江麗霞), aged 60, was appointed as an executive Director on 12 September 2014 and was re-designated as non-executive Director on 19 September 2016. She is the controlling shareholder of the Company. Prior to joining our Group, Mrs. Lai has been a volunteer in the local community centre in a suburb of Vancouver, Canada from 2005 to 2008. She assisted in the operation of the centre where she gained her relevant experience in administration. Mrs. Lai joined our Group on 24 February 2009 and was responsible for supervising business administration of our Group. Her duties included overseeing human resources matters and co-ordinating among different departments to ensure sufficiency of office support for the operation of our Group. She is the spouse of Mr. Lai Zhi Tian, an executive Director and the Chairman, and mother of both Mr. Lai Ying Feng, an executive Director and the Chief Executive, and Mr. Lai Ying Sheng, an executive Director and the Chief Financial Officer.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Kwun Wan (吳冠雲), aged 61, was appointed as an independent non-executive Director on 8 June 2015. He is the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company. He obtained the Bachelor of Arts degree in Accounting and Finance from the Manchester Polytechnic in July 1988 and the Master of Commerce majoring in Accounting from the University of New South Wales in May 1990. He has been an associate member of the Hong Kong Institute of Certified Public Accountants since 1993.

* For identification purpose only

Biographical Details of Directors and Senior Management

Mr. Ng has over 20 years of experience in management. From November 1994 to October 1995 and from October 1995 to June 1998, Mr. Ng worked as a project manager for New World Development (China) Limited and New World Infrastructure Limited respectively. From July 1998 to August 2004, he worked for New World China Enterprises Projects Limited, a wholly owned subsidiary of New World Development Company Limited (Stock Code: 17), and his last position was deputy general manager. From September 2006 to March 2009, he worked as the general manager of industrial operations in the real estate department of Smart Faith Management Limited (a subsidiary of South China (China) Limited (Stock Code: 413)). Mr. Ng is currently an independent non-executive director of China Boton Group Company Limited (stock code: 3318), CT Vision S.L. (International) Holdings Limited (stock code: 994), Asia Energy Logistics Group Limited (stock code: 351) and Sunray Engineering Group Limited (stock code: 8616).

Mr. Wong Kam Wah (黃錦華), aged 56, was appointed as an independent non-executive Director on 8 June 2015 and resigned on 10 April 2025. He is the chairman of each of the remuneration committee and the nomination committee and a member of the audit committee of the Company. He obtained his Bachelor's degree in Laws from the City Polytechnic of Hong Kong, the predecessor institution of the City University of Hong Kong, in December 1994. He obtained a postgraduate certificate in laws from the City University of Hong Kong in November 1995 and a Master degree in Laws from the King's College London, the University of London in November 1996. He further completed the Diploma in Insolvency held by the Hong Kong Institute of Certified Public Accountants in June 2010. Mr. Wong was admitted as a solicitor of Hong Kong in August 1999.

Mr. Wong has over 15 years of experience in legal practice. He is currently a partner of Messrs. Lau Edward, Wong & Lou.

Mr. Zhu Shangheng (朱上恒), aged 51, was appointed as an independent non-executive Director on 10 April 2025. He is the chairman of each of the remuneration committee and the nomination committee and a member of the audit committee of the Company. He graduated from the Medical Department of Hunan University of Chinese Medicine in 1997 with a bachelor's degree in medicine. Subsequently, he entered the Law School of Hainan University for postgraduate studies through the national examination, obtaining a master's degree in laws. He received formal and systematic education in pharmacy and law, with inter-disciplinary and composite knowledge. Mr. Zhu is a member of the Medical Law Professional Committee of Guangzhou Lawyers Association and is currently a practicing lawyer at Guangdong Easwayer Law Firm (廣東嘉賢律師事務所).

Since practicing as a lawyer in 2008, Mr. Zhu has successfully represented clients in a number of cases, including contracts, mergers and acquisitions and shareholding disputes, labor and personnel disputes, medical and personal injury compensation. During his practice, he has handled a number of difficult and complicated cases, specialising in analysing and addressing complicated and difficult economic cases, providing clients with practical legal advice with operability, solving clients' problems in a timely and effective manner, and maximising the protection of clients' rights and interests. He is familiar with legal issues and risks that may be involved in the operation and management of enterprises, and is equipped with the ability to address, prevent and control legal risks.

Since March 2018, Mr. Zhu has been appointed for two consecutive terms as a member of the Expert Panel on Legal Services for SMEs by seven departments, including the Guangzhou Federation of Industry & Commerce, the Justice Bureau of Guangzhou Municipality, and the Guangzhou Municipal Industry and Information Technology Bureau.

Biographical Details of Directors and Senior Management

Currently, Mr. Zhu is in charge of the main consultancy of more than ten enterprise legal consultancy units of Guangdong Easwayer Law Firm, focusing on the indication, assessment and prediction of the legal risks of enterprises, resolving the legal risks faced by enterprises in a timely manner, and properly addressing various economic disputes of enterprises with his legal wisdom and experience accumulated over a long period of time, as well as proficiency in legal theories. He has participated in the legal advise on the establishment of rules and regulations of enterprises, corporate restructuring, capital operation, asset and debt restructuring, major investment projects, acquisition and merger planning and feasibility studies, contract preparation and review, collection of receivables, legal training, and other non-litigation legal matters. At the same time, as a lawyer specialising in pharmaceuticals in the firm, he is responsible for assisting in the handling of daily legal affairs of governmental units in Guangdong Province and municipal drug regulatory system, presiding over the formulation of relevant regulatory draft projects, and participating in more than 500 cases of administrative review and administrative litigation in respect of pharmaceuticals and food.

Mr. Zhou Dai Han (周岱翰), aged 83, was appointed as an independent non-executive Director on 8 June 2015. He is a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He obtained a Bachelor degree of Medical Treatment awarded by the Guangzhou College of Chinese Medicine* (廣州中醫學院) (the predecessor institution of the Guangzhou University of Chinese Medicine* (廣州中醫藥大學)) in August 1966. Mr. Zhou was accredited as an instructor of the Teaching and Inheritance of Experience of Famous and Veteran Doctors of Traditional Chinese Medicine* (全國老中醫藥專家學術經驗繼承指導老師) in November 2002. He was accredited as a Renowned Chinese Medical Practitioner of Guangdong Province* (廣東省名中醫) in October 2012.

Mr. Zhou has over 30 years of experience in the field of Chinese medicines. Since 1976, Mr. Zhou has been working at the Guangzhou College of Chinese Medicine as a lecturer, associate professor, associate dean of the tumor research center* (腫瘤研究室副主任), chief medical practitioner* (主任醫師), dean of the tumor department* (腫瘤科主任) and professor.

Mr. Zhou completed the Listed Companies Independent Directors Training Programme* (上市公司獨立董事培訓班) co-organised by the Securities Association of China and the Shenzhen Stock Exchange in January 2003.

SENIOR MANAGEMENT

Mr. Qiao Wei Lin (喬衛林), aged 49, holds a bachelor's degree and is a senior engineer and registered pharmacist. He is currently the vice president of Zhongzhi Pharmaceutical Group and is responsible for technical research and development, quality control, Chinese medicine resources management and administration.

Mr. Qiao graduated from Tongji Medical College of Huazhong University of Science & Technology in July 2000. He joined Grünenthal Pharmaceutical (China) Company Limited (格蘭泰製藥(中國)有限公司) in August 2000, during which he received systematic training on the German pharmaceutical manufacturing technology system. After three years of service, he joined the Company's subsidiary, Honeson Pharmaceutical, in August 2003 and worked in the quality control and production departments successively. Since 2010, he has been the director of quality and Chair of Operations of the Group, responsible for implementing the Group's quality policy, ensuring the healthy operation of the quality control system, as well as being responsible for the external public affairs of the Company.

His current social positions include: deputy secretary general of Guangdong Chinese Medicine Association (廣東省中藥協會), director of Guangdong Provincial Association of Chinese Medicine, member of the Technical Committee on Chinese Medicine Standardization of Guangdong Province (廣東省中藥標準化技術委員會), member of the Professional Committee on Lingnan Chinese Herbal Resources of the Guangdong Pharmaceutical Association (廣東省藥學會嶺南中草藥資源專業委員會), etc.

* For identification purpose only

Biographical Details of Directors and Senior Management

Mr. He Gui Quan (何貴全), aged 45, joined Honeson Pharmaceutical in July 2003. He worked as a production workshop supervisor from July 2003 to December 2007. From January 2008 to December 2009, he was the production manager of Honeson Pharmaceutical. From January 2010 to December 2015, he worked as the assistant to the general manager of Honeson Pharmaceutical and worked as the general manager from January 2016 to December 2020, responsible for the overall management of Honeson Pharmaceutical. In January 2021, he was promoted to the vice president of the Group, responsible for the management of production segments of the Group.

Mr. He graduated from Guangdong Pharmaceutical University* (廣東藥學院) and is a licensed pharmacist as approved by the Ministry of Personnel of the PRC* (中華人民共和國人事部).

Mr. Ran Qiang (冉強), aged 51, joined Zhongshan Zhongzhi Pharmaceutical Group Co., Ltd. (中山市中智藥業集團有限公司) in March 2016 and is currently the vice president of the Group, the deputy secretary general of the Academic Expert Committee of the Key Research Laboratories (重點研究室學術專家委員會), member of the Professional Committee on Quality and Safety of Chinese Medicines of China Association of Traditional Chinese Medicine (中國中藥協會中藥品質與安全專業委員會) and executive director of Guangdong Provincial Association of Chinese Medicine. He graduated from Anhui College of Traditional Chinese Medicine in 1996 with a degree in pharmacology and from the Business School of Renmin University of China in 2005 with an MBA in Pharmaceutical Business Administration.

Prior to joining the Group, he worked for Buchang Pharmaceutical Co., Ltd. (步長製藥有限公司).

Ms. Shen Man Na (沈嫻娜), aged 44, currently works as the general manager of Zhongzhi Chain Pharmacies, and the representative of the People's Congress of Zhongshan. In 2001, she joined Zhongzhi Pharmaceutical Group and worked in quality department and procuring department successively. From 2007 to March 2017, she worked as the manager of the commodities department, manager of the procuring department and the director of the commodities department of Zhongzhi Chain Pharmacies successively. Since April 2017, she has served as the general manager of the Zhongzhi Chain Pharmacies.

She graduated from Shaoguan Health College (韶關衛生學校) in 2000, majoring in pharmaceutics and from Guangzhou University of Chinese Medicine in 2013, majoring in Chinese medicine. She obtained the qualification of Senior Nutritionist (高級營養師) in 2014, and the qualification of licensed pharmacist of Chinese medicine (執業中藥師) in 2015.

Mr. Chen Jiong (陳炯), aged 51, joined our Group on 31 August 2007 as the production manager of Honeson Pharmaceutical. In July 1997, Mr. Chen obtained a Bachelor degree of Science in pharmacy awarded by the Guangdong Pharmaceutical University* (廣東藥學院). In February 2001, Mr. Chen became a licensed pharmacist as approved by the Ministry of Personnel of the PRC* (中華人民共和國人事部).

Prior to joining our Group, from July 1997 to November 2001, Mr. Chen served as the production worker of Guangzhou Chen Li Ji Pharmaceutical Factory* (廣州陳李濟藥廠) responsible for the operation of the production line and maintaining the GMP production standard. From January 2004 to December 2007, he worked as the manager of the production department of Honeson Pharmaceutical. From January 2008 to June 2008, he was the production supervisor of the same department. From July 2008 to December 2009, he worked as the assistant to the general manager of Honeson Pharmaceutical and was the general manager of Honeson Pharmaceutical from January 2010 to December 2015. Mr. Chen is now the general manager of Guangdong Caojinghua Cell-broken Herb Company Limited* (廣東草晶華破壁草本有限公司) ("Guangdong Caojinghua"), an indirect wholly owned subsidiary of the Company, and is responsible for the overall management of Guangdong Caojinghua.

* For identification purpose only

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to the principles of corporate governance and corporate responsibility consistent with prudent management. The Board believes that such commitment will in the long term serve to enhance the Shareholders' value. The Company has applied the principles and adopted all code provisions, where applicable, as set out in the Corporate Governance Code ("CG Code") as contained in Appendix C1 to the Listing Rules as its own code of corporate governance.

During the year ended 31 December 2024, the Directors consider that the Company has applied the principles and complied with all applicable code provisions set out in the CG Code.

THE BOARD

The Board currently comprises four executive Directors, namely Mr. Lai Zhi Tian (Chairman), Mr. Lai Ying Feng, Mr. Lai Ying Sheng and Mr. Cao Xiao Jun; one non-executive Director, namely Ms. Jiang Li Xia; and three independent non-executive Directors, namely Mr. Ng Kwun Wan, Mr. Wong Kam Wah (resigned on 10 April 2025), Mr. Zhu Shangheng (appointed on 10 April 2025) and Mr. Zhou Dai Han. The number of independent non-executive Directors represents more than one third of the Board. The biographical details of and relationships among the members of the Board are disclosed under the section headed "Biographical Details of Directors and Senior Management" on pages 13 to 17 of this annual report.

The Directors believe that the composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership as all the Executive Directors possess extensive experience in management and professional knowledge in business, while the three independent non-executive Directors possess professional knowledge and broad experience in finance, law and business. The Directors are of the opinion that the present structure of the Board can ensure the independence and objectivity of the Board and provide a system of checks and balances to safeguard the interests of the shareholders of the Company and the Company.

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2024. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 96 to 100.

The Board is responsible for leadership and control of the Company and oversees the Group's business, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board shall take decisions objectively in the interests of the Company.

DELEGATION BY THE BOARD

In general, the Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group's strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management.

Corporate Governance Report

CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to the CG Code provision C.1.4, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors. During the year ended 31 December 2024, the Company had arranged to provide trainings to all the Directors.

For the year ended 31 December 2024, the Directors participated in the following continuous professional development:

Name of Directors	Training organized by professional organization ¹	Reading materials updating on new rules and regulations
Executive Directors		
Mr. Lai Zhi Tian	✓	✓
Mr. Lai Ying Feng	✓	✓
Mr. Lai Ying Sheng	✓	✓
Mr. Cao Xiao Jun	✓	✓
Non-executive Director		
Ms. Jiang Li Xia	✓	✓
Independent Non-executive Directors		
Mr. Ng Kwun Wan	✓	✓
Mr. Wong Kam Wah (resigned on 10 April 2025)	✓	✓
Mr. Zhu Shangheng* (appointed on 10 April 2025)	NA	NA
Mr. Zhou Dai Han	✓	✓

Notes:

- Professional training namely "Analysis of securities trading by Directors" was arranged by the Company to update the Directors' knowledge.
 - The Company received from each of the Directors the confirmations on taking continuous professional training.
- * As at the date of his appointment, the Director has obtained the legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the Listing Rules that are applicable to him as the Director and any possible consequences of making a false declaration or giving false information to the Stock Exchange. And the Director confirmed that he has understood his obligations as the Director.

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provisions C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 December 2024 and as at the date of this report, the roles of the chairman and the chief executive officer are separate. Mr. Lai Zhi Tian was the chairman while the role of the chief executive was performed by Mr. Lai Ying Feng.

TERM OF APPOINTMENT

All Directors are appointed for a specific term. Each of the executive Directors and the non-executive Directors is under a service contract with the Company for a term of 3 years, which will continue thereafter. Each of the independent non-executive Directors is appointed for a term of 3 years.

RE-ELECTION OF DIRECTORS

According to the articles of association of the Company (the "Articles"), all Directors are subject to retirement by rotation at least once every 3 years and are eligible for re-election at the Company's annual general meeting ("AGM"). Any new director appointed by the Board to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after his/her appointment, and any new director appointed by the Board as an addition to the Board shall submit himself/herself for re-election by shareholders at the next AGM.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance, law and business. Their skills, expertise and number in the Board ensure that strong independent views and judgement are brought in the Board's deliberations and that such views and judgement carry weight in the Board's decision-making process. Their presence and participation also enable the Board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

The Company annually assesses the independence of each independent non-executive Director during their terms of appointment. During the Reporting Period, the Company received from each of the independent non-executive Directors a written confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

Corporate Governance Report

PROCEEDINGS OF BOARD MEETINGS AND BOARD COMMITTEE MEETINGS

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meeting and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. An AGM shall be called by at least 21 days' notice in writing, and a general meeting of the Company other than an AGM shall be called by at least 14 days' notice in writing. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting.

When a Director and the enterprise(s) involved in a proposal of a Board meeting have connected relations, such Director shall not exercise his/her voting rights on such proposal nor shall he/she exercise any voting rights on behalf of other Directors.

Set out below are details of the attendance record of each Director at the Board, committee and general meetings of the Company held during the year ended 31 December 2024:

Name of Directors	Attendance/Number of Meetings Held				
	Regular Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	General Meeting
Executive Directors					
Mr. Lai Zhi Tian	4/4	—	1/1	1/1	1/1
Mr. Lai Ying Feng	4/4	—	1/1	1/1	1/1
Mr. Lai Ying Sheng	4/4	—	—	—	1/1
Mr. Cao Xiao Jun	4/4	—	—	—	1/1
Non-executive Director					
Ms. Jiang Li Xia	4/4	—	—	—	1/1
Independent Non-executive Directors					
Mr. Ng Kwun Wan	4/4	*2/2	1/1	1/1	1/1
Mr. Wong Kam Wah (resigned on 10 April 2025)	4/4	2/2	*1/1	*1/1	1/1
Mr. Zhu Shangheng (appointed on 10 April 2025)	NA	NA	NA	NA	NA
Mr. Zhou Dai Han	4/4	2/2	1/1	1/1	1/1

* representing chairman of the board or the committees

Corporate Governance Report

The Board has established three committees, namely, the audit committee ("Audit Committee"), the remuneration committee ("Remuneration Committee") and the nomination committee ("Nomination Committee"), for overseeing particular aspects of the Company's affairs. All committees have been established with defined written terms of reference, which were posted on the Stock Exchange (www.hkexnews.hk) and the Company website (www.zeus.cn). All committees should report to the Board on their decisions or recommendations made.

All committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee was established on 8 June 2015 with terms of reference (amended on 31 December 2015) in compliance with the CG Code for the purpose of making recommendations to the Board on the appointment and removal of the external auditor, to review the financial statements and related materials and provide advice in respect of the financial reporting process, and to oversee the risk management and internal control systems of the Group. The Audit Committee comprises three members, all being independent non-executive Directors, namely, Mr. Ng Kwun Wan (Chairman), Mr. Wong Kam Wah and Mr. Zhou Dai Han. The Group's accounting principles and policies, financial statements and related materials for the year had been reviewed by the Audit Committee.

The external auditor was invited to attend two Audit Committee meetings held during the year to discuss with the Audit Committee members on the audit and financial reporting related matters. The Chairman of the Audit Committee provided the Board with a briefing on the significant issues after each Audit Committee meeting. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor.

Remuneration Committee

The Remuneration Committee was established on 8 June 2015 with terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board on the overall remuneration policy and structure relating to the Directors and senior management of the Group, to review and evaluate their performance in order to make recommendations on the remuneration package of each of the Directors and senior management as well as other employee benefit arrangements including reviewing and/or approving matters relating to share option scheme and share award scheme. The Remuneration Committee comprises a total of five members, being two executive Directors, namely, Mr. Lai Zhi Tian and Mr. Lai Ying Feng, and three independent non-executive Directors, namely, Mr. Ng Kwun Wan, Mr. Wong Kam Wah (Chairman) and Mr. Zhou Dai Han. Accordingly, a majority of the members are independent non-executive Directors.

During the year ended 31 December 2024, the Remuneration Committee has held one meeting. Full minutes of the Remuneration Committee meetings are kept by the Company Secretary. Draft and final versions of the minutes of the Remuneration Committee meetings are circulated to all members of the Remuneration Committee for comments and approval and all decisions of the Remuneration Committee are reported to the Board subject to applicable restriction.

The terms of reference of the Remuneration Committee are available on the website of the Company and of the Stock Exchange.

Corporate Governance Report

For the year ended 31 December 2024, the annual salary of the senior management of the Company falls within the following bands.

Remuneration bands (HK\$)	Number of senior management
Nil to 500,000	1
500,000 to 1,200,000	4

Nomination Committee

The Nomination Committee was established on 8 June 2015 with terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board on the appointment of Directors and the management of the Board succession. The Nomination Committee comprises a total of five members, being two executive Directors, namely, Mr. Lai Zhi Tian and Mr. Lai Ying Feng, and three independent non-executive Directors, namely, Mr. Ng Kwun Wan, Mr. Wong Kam Wah (Chairman) and Mr. Zhou Dai Han. Accordingly, a majority of the members are independent non-executive Directors.

The Board would follow a set of formal, considered and transparent procedures for the appointment of new directors to the Board. The appointment of a new director has been a collective decision of the Board, taking into consideration the candidate's qualification, expertise, experience, integrity and commitment to his/her responsibilities within the Group. In addition, all candidates to be selected and appointed as a director must be able to meet the standards set out in Rules 3.08 and 3.09 of the Listing Rules.

During the year ended 31 December 2024, the Nomination Committee has held one meeting. Full minutes of the Nomination Committee meetings are kept by the Company Secretary. Draft and final versions of the minutes of the Nomination Committee meetings are circulated to all members of the Nomination Committee for comments and approval and all decisions of the Nomination Committee are reported to the Board subject to applicable restriction.

The terms of reference of the Nomination Committee are available on the website of the Company and of the Stock Exchange.

Nomination Policy

The Board has adopted the nomination policy (the "Nomination Policy") on 29 August 2018 which sets out the nomination criteria and procedures for the Company to select candidate(s) for possible inclusion in the Board. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

When assessing the suitability of a candidate, factors such as the qualifications, skills, integrity and experience will be taken into consideration as a whole. In the case of independent non-executive Directors, they must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules. Since the selection of candidates should ensure that diversity remains a central feature of the Board, a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, or professional experience would be considered.

Corporate Governance Report

The process to identify potential candidates for the Board would be as follows:

- (1) identifying potential candidates, including recommendations from the Board members, professional search firms and the shareholders of the Company;
- (2) evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;
- (3) reviewing the profiles of the shortlisted candidates and interview them; and
- (4) making recommendations to the Board on the selected candidates.

The Nomination Policy also includes the Board succession plan to assess whether vacancies on the Board would be created or expected due to the Directors' resignation, retirement, death and other circumstances and to identify candidates in advance if necessary. The Nomination Policy will be reviewed on a regular basis.

CORPORATE GOVERNANCE FUNCTION

The Board does not have a Corporate Governance Committee. The functions that would be carried out by a Corporate Governance Committee are performed by the Board as a whole and are as follows:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company's compliance with the CG code and disclosure in the Corporate Governance Report.

The corporate governance policy is formulated with an emphasis on the Board's quality, effective internal control, stringent disclosure practices and transparency and accountability to all shareholders of the Company. The Board strives to comply with the code provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of the Group's operations with applicable laws and regulations.

COMPANY SECRETARY

Ms. Ho Wing Yan ("Ms. Ho") has been appointed as the company secretary of the Company since 5 May 2017 and is responsible for overseeing all the company secretarial matters of the Group. In the opinion of the Board, Ms. Ho possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. Mr. Lai Zhi Tian, the chairman of the Company, is the primary corporate contact person of the Company with Ms. Ho. During the year ended 31 December 2024, Ms. Ho confirmed that she has taken no less than 15 hours of relevant professional training. The Company will provide fund for Ms. Ho to take no less than 15 hours of appropriate professional training in each financial year as required under Rule 3.29 of the Listing Rules.

Corporate Governance Report

MODEL CODE FOR SECURITIES TRANSACTIONS OF DIRECTORS OF LISTED ISSUERS (THE "MODEL CODE")

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors' securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code during the year ended 31 December 2024.

INTERNAL CONTROL

Risk Management and Internal Control

The Board puts emphasis on risk management and has established and maintained suitable and effective risk management and internal control system. Such system aims to manage, rather than eliminate, risks of failure to achieve business objective, and provides reasonable, though not absolute, assurance against material misstatement or loss by the Group.

To attain the objective, with reference to the COSO (Committee of Sponsoring Organizations of the Treadway Commission) standards and best practices from excellent management companies, the management balances the actual situation and business features of the Company, while continuously allocates resources to optimize risk management and internal control system. The management assessed the effectiveness and appropriateness of the internal control system on the ground of the above to ensure the effective operation of the control system.

Risk Management Organization System

With respect to the organizational structure, the Group has established a set of complete organizational structure to manage risks that the Group is exposed to.

Risk Supervision Function

The Board's Responsibilities to Shareholders Regarding the Effectiveness of Comprehensive Risk Management

- Recognizing overall objectives of risk management, risk appetite and risk tolerance of the corporation, approving risk management strategies and substantial risk-mitigating plans as well as risk management measures;
- Understanding every material risk that the corporation will encounter and its current risk management status and making effective risk-control decisions;
- Approving the annual comprehensive risk management report;
- Overseeing the cultivation of risk management culture of the corporation.

Corporate Governance Report

Risk Management Function

Audit Committee is the top risk management body of the Company and is held accountable to the Board

- Considering the construction plan of comprehensive risk management system;
- Determining the plan on set-up of risk management organizational structure and their duties;
- Approving the regulation, system and the key procedures in risk management;
- Considering and assessing on the strategies of the Group in risk management;
- Approving the annual risk management work plan;
- Considering and assessing the significant solutions and measures in risk management;
- Reviewing and submitting annual comprehensive risk management report to the Board.

Daily Risk Management Function

Risk Management Project Team leads daily risk management works and reports to Audit Committee

- Responsible for the establishment and improvement of the risk management system and mechanism of the Company;
- Proposing annual risk management work plan and submitting the plan to Audit Committee for consideration;
- Organizing the process owners from various functions and departments of the Group and the respective subsidiaries to identify and assess risks on regular basis, and identify significant risks the Company is exposed to;
- Organizing the process owners from various functions and departments of the Group and the respective subsidiaries to discuss and formulate risk response strategies and solutions for the risks the Company is exposed to and to prepare comprehensive risk management report;
- Organizing or jointly organizing various functions and departments of the Group and the respective subsidiaries to improve the internal control system based on the risk response plan;
- Following up the implementation of the risk response plan performed by various functions and departments of the Group and the respective subsidiaries, and reviewing the operational effectiveness of the internal control system.

Corporate Governance Report

Risk Management Implementation Function

Respective functional departments of the Company commences risk management under the coordination of risk management project team

- Executing basic procedures for risk management and internal control;
- Identifying and assessing risks, and recognizing significant risks that the Company is exposed to under the guidance of risk management project team;
- Discussing and implementing risk control measures and solutions against risks the Company is exposed to under the guidance of the risk management project team;
- Enhancing the internal control system of the functions and departments in accordance with the risk response plan.

Internal Audit Function

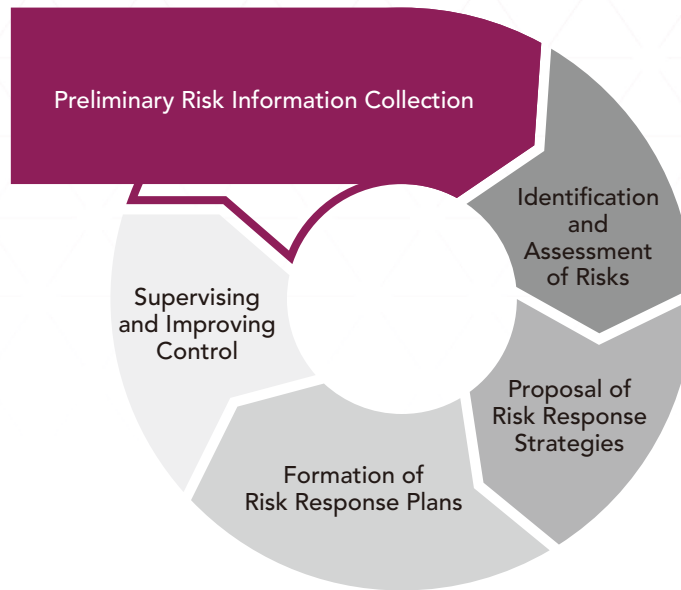
Internal Audit Department analyzes and makes independent assessment on the adequacy and effectiveness of the risk management and internal control system of the Group

- Responsible for establishing and amending the internal reviewing system and work mechanism of the Company;
- Formulating internal audit plan and determining internal audit focuses, audit methods and procedures, time of audit and staff arrangement/engagement arrangement of third party professional institutions based on the substantial risks and business fields the Company is exposed to, and submitting the Board and Audit Committee for consideration;
- Reviewing the effectiveness of risk management and the internal control system, including the annual comprehensive risk management report, risk management plan and daily risk management solutions; assessing the design and operational effectiveness of the internal control system;
- Auditing the assessment results of risk management and internal control system issued by the third party;
- Reporting the risk management and internal control works to Audit Committee and the Board.

Corporate Governance Report

Risk Management Procedures

The Group has established a set of complete risk management procedures to identify, assess and manage substantial risks, to review the effectiveness of risk management and the internal control system, and to resolve serious deficiencies on internal control. Specific procedures of risk management are as follows:



(a) Preliminary Risk Information Collection:

The risk management project team organizes various functions and departments of the Company and the Group and the respective subsidiaries to extensively and continuously collect internal and external preliminary information related to risk management for the list of risk information.

(b) Identification and Assessment of Risks:

Risk assessment questionnaires were designed based on the list of risk information by the risk management project team. Various functions and departments of the Company and the Group and the respective subsidiaries are regularly organized to carry out risk analysis and assessment. Risks are sorted and significant risks are identified according to the assessment results.

For material issues, the risk management project team organizes and convenes special assessment meetings for the assessment of material issues and risk issues in order to provide support regarding decisions-making.

(c) Proposal of Risk Response Strategies:

The risk management project team organizes various functions and departments of the Company and the Group and the respective subsidiaries to select management strategies for each of the risks.

Corporate Governance Report

(d) Formation of Risk Response Plans:

The risk management project team organizes various functions and departments of the Group and the respective subsidiaries to discuss and propose risk response plans and designs, amends or optimizes internal control files based on the risk response plans.

(e) Supervising and Improving the Implementation of Risk Management of Each Business Unit:

The risk management project team supervises and assesses the implementation of risk management and the effectiveness of internal control of each business unit; Keeping track of the development of material risk issues.

Internal audit department analyzes and makes independent assessment on whether risk management and the internal control system of the Group are sufficient and effective.

Identification, Assessment and Management of Risks

In 2024, the risk management project team, in accordance with the risk management procedures aforementioned, commenced risk identification and assessment from five dimensions, namely strategies, marketing, operation, compliance and finance. Senior management as well as middle-and-basic level staff of the Group were extensively organized to identify and assess the risks exposed to in the course of their work. In the light of the top ten significant risks assessed and identified, the risk management project team organized senior management of the Group to discuss and determine risk response strategies and specific risk response plans based on the level of risk tolerance. For other identified risks, the risk management project team assessed the risk response plans of business units and formed a comprehensive risk management report by proposing adjustments or recommendations for improvement.

The risk management project team kept track on the execution of response plans and measures of significant risks and reported to senior management of the Group.

Assessment on the Effectiveness of the Risk Management and the Internal Control System

In 2024, the Board continuously supervised and performed annual review on the effectiveness of the risk management and the internal control system of the Group and its subsidiaries through the Audit Committee. The review covered aspects of significant control, such as financial control, operational control, supervision on compliance and risk management. The directors are of the view that, the operation of the internal control system is effective and sufficient, and effectively controls various risks that might disturb the Company from achieving its objectives. The Board was not aware of any significant issues that might affect the shareholders and needed to be brought to their attention, and believed that the internal control of the Group has complied with every code provision in connection with internal control within the CG Code, including the compliance of the requirements of laws and regulations.

Corporate Governance Report

The Board has, with reference to the assessment made by Audit Committee, reviewed in the board meeting on whether the resources in accounting, internal audit and financial reporting functions, staff's qualification and experience, and training courses provided to staff and the relevant budget were sufficient. In 2024, the Internal Audit Department, based on the aforementioned risk management procedures, entrusted third party professional institutions to conduct review and assessment on the effectiveness of design and operational compliance of the relevant internal control system in relation to risk management, control and governance practices, regarding the risk management system and the internal control system of significant business fields. Audit Committee under the Board reviewed the assessment results of risk management and internal control system of the Group for the year ended 31 December 2024 issued by third party professional institution and no significant concern that constituted impacts to the Company's shareholders was found.

Management of Inside Information

The Group has formulated a set of complete procedures for inside information management to supervise the inside information revealed during business development and standardized the practice of conveying relevant information to shareholders, media and analysts. Those management procedures state expressly that confidential or inside information is strictly prohibited to use without permission and set out the reply procedures in respect of the enquiry towards the Group's affairs made by external parties.

EXTERNAL AUDITOR'S REMUNERATION

The Company engaged Ernst & Young as its external auditor for the year ended 31 December 2024. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

During the year ended 31 December 2024, the fee payable to Ernst & Young, is set out as follows:

Nature of Services	Fee paid/payable RMB'000
Audit services	2,400
Non-audit services	323

Non-audit services fees include fee for providing internal control services.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. The Company recognises the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors in the Board members' selection process, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. 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.

Corporate Governance Report

In respect of the gender diversity of the Board, as at the date of the Annual Report, there are 8 male Directors and one female Director. The Company is well-aware of the requirements under the new CG Code where diversity on the Board needs to be achieved. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance, and sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

Moreover, the current gender ratio of the company workforce (including senior management) is 906 males per 906 females, as compared with 906 females per 906 males of last year. The Company has already achieved gender diversity and will continue focusing on the area because workforce gender diversity is associated with resources that can provide a sustained competitive advantage to the company, which include market insight, creativity and innovation, and improved problem-solving. Men's and women's different experiences may provide insights into the different needs of male and female customers. Further, men and women may have different cognitive abilities, such as men's proficiency in mathematics and women's proficiency in verbal and interpersonal skills. Therefore, a mix of cognitive abilities in a gender diverse team may enhance the team's overall creativity and innovation as proved by research. Moreover, a gender diverse team produces high quality decisions. Although there may be some mitigating circumstances where gender diversity can be very hard to achieve (for instance, male workers are more commonly seen regarding physical labor and female workers are more often seen during psychological consultation), the Company will keep focusing on the workforce gender diversity to maintain its current strength as well as to further improve its competitiveness in the future.

The Nomination Committee will review the board diversity policy, as appropriate, to ensure the effectiveness of the board diversity policy and also discusses any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

MECHANISMS TO ENSURE INDEPENDENT VIEWS

The Company makes certain that the Board has access to independent views and input through the mechanisms listed below:

1. The Nomination Committee should review the Board composition and the independence of the independent non-executive Directors annually, in particular the portion of the independent non-executive Directors and the independence of the independent non-executive Director who has served for more than nine years.
2. A written confirmation was received by the Company under Rule 3.13 of the Listing Rules from each of the independent non-executive Directors in relation to his/her independence to the Company. The Company considers all its independent non-executive Directors to be independent.
3. In view of good corporate governance practices and to avoid conflict of interests, the Directors who are also Directors and/or senior management of the Company's controlling shareholders and/or certain subsidiaries of the controlling shareholders, would abstain from voting in the relevant Board resolutions on the transactions with the controlling shareholders and/or its associates.
4. The chairman of the Board shall meet with independent non-executive Directors at least once annually.
5. All members of the Board can seek independent professional advice when necessary to perform their responsibilities in accordance with the Company's policy.

Corporate Governance Report

The mechanisms to ensure independent views are reviewed by the Nomination Committee for ensuring independent views and input are available to the Board on an annual basis, whether in terms of proportion, recruitment and independence of independent non-executive Directors, and their contribution and access to external independent professional advice.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An AGM of the Company shall be held each year and at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting.

Shareholders to Convene an Extraordinary General Meeting

Pursuant to article 64 of the Articles, extraordinary general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisition(s) himself (themselves) may do so in the same manner.

Putting Enquiries by Shareholders to the Board

Shareholders may send written enquiries to the Company for the attention of the Company Secretary at the Company's principal place of business in Hong Kong.

Procedures for Putting Forward Proposals by Shareholders at Shareholders' Meetings

Shareholders of the Company are requested to follow article 64 of the Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Shareholders to convene an extraordinary general meeting".

Pursuant to article 113 of the Articles, no person (other than a retiring Director) shall be eligible for election to the office and Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office of the Company or at the Hong Kong branch share registrar and transfer office of the Company no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

The procedures for shareholders of the Company to propose a person for election as a Director is posted on the website of the Company. Shareholders or the Company may refer to the above procedures for putting forward any other proposals at general meetings.

Corporate Governance Report

Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions to be set out in the notice of AGM will be voted by poll.

DIVIDEND POLICY

The Board has adopted the dividend policy (the “Dividend Policy”) on 29 August 2018 which sets out the appropriate procedure on declaring and recommending the dividend payment of the Company. The Company takes priority to distributing dividends in cash and shares its profits with the shareholders of the Company. The dividend distribution decision of the Company will depend on, among others, the financial results, the current and future operations, liquidity and capital requirements, financial condition and other factors as the Board may deem relevant. The Board may also declare special dividends from time to time. The Dividend Policy will be reviewed on a regular basis.

INVESTORS RELATIONS

Constitutional Documents

There was no significant changes in the constitutional documents of the Company during the year ended 31 December 2024.

SHAREHOLDERS’ COMMUNICATION POLICY

Purpose

The Company recognises the importance of providing current and relevant information to its shareholders (the “Shareholders”). This shareholders’ communication policy (the “Policy”) aims to set out the provisions with the objective to ensure that the Shareholders and potential investors are provided with equal and timely access to balanced and understandable information about the Company, in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and potential investors to engage actively with the Company.

Corporate Governance Report

General Policy

The Board shall maintain an on-going dialogue with Shareholders and will regularly review the Policy to ensure its effectiveness.

Information is communicated to the Shareholders as well as the stakeholders through periodic disclosure through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and other corporate publications on the Stock Exchange's website and corporate communications on the Stock Exchange's website (www.hkex.com.hk) and the Company's website (<http://www.zeus.cn>).

Effective and timely dissemination of information to Shareholders shall be ensured at all times. Any questions, requests and comments can be addressed to the Company by mail to Unit 10B, 15/F Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong or by email to zeuschina@126.com or through the Company's share registrar.

The Company believes that communication with Shareholders by electronic means, particularly through its website, is an efficient way to distribute information in a timely and convenient manner. Shareholders are encouraged to access to the corporate communications posted on the Company's website to help reduce the quantity of printed copies and hence reduce the impact on the environment.

The Company's website will be updated with material posted to the Stock Exchange's website immediately thereafter. Such material includes but not limited to financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents.

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.

Shareholders shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company.

The Company has reviewed the shareholders' communication policy conducted for the year ended 31 December 2024 and considered that the shareholders' communication policy has been well implemented and effective.

Environmental, Social and Governance Report

ABOUT THIS REPORT

This report is the ninth environmental, social and governance (“ESG”) report (the “Report”) of Zhongzhi Pharmaceutical Holdings Limited (“Zhongzhi Pharmaceutical” or the “Company”; or together with its subsidiaries, the “Group” or “We”), aiming to present the Group’s ESG policies, measures and performance to stakeholders.

The data and other information in the Report are mainly from the relevant documents, reports and statistic results of the Group. Zhongzhi Pharmaceutical, in the name of the Board, undertakes that the Report contains no false statements or misleading statements, and is responsible for the truthfulness, accuracy and completeness of its contents. The Report is confirmed by the management and reviewed and approved by the Board on 26 March 2025.

Reporting Basis

The Report is prepared in accordance with the mandatory disclosure requirements and the “comply or explain” provisions of Environmental, Social and Governance Reporting Guide (the “Guide”) as set out in Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Report is formulated in accordance with its systematic procedures, which include:



Environmental, Social and Governance Report

Reporting Principles

The Report is prepared on the basis of the reporting principles in the Guide:

Reporting principle	Definition	Responses of the Group
Materiality	When ESG issues are determined by the Board to be creating significant impacts to investors and other stakeholders, they should be reported by the issuer.	The Group collected opinions from stakeholders through various channels, and conducted internal materiality assessment to identify and confirm key environmental, social and governance issues. The material issues are disclosed with priority in the Report.
Quantitative	Key performance indicators (“KPIs”) in respect of historical data need to be measurable. The issuer should set targets (which may be actual numerical figures or directional, forward-looking statements) to reduce a particular impact. In this way the effectiveness of environmental, social and governance policies and management systems can be evaluated and validated. Quantitative information should be accompanied by a narrative, explaining its purpose, impacts, and providing comparative data where appropriate.	The Group established environmental and social KPIs and made quantitative disclosure with reference to the Appendix 2: Reporting Guidance on Environmental KPIs and Appendix 3: Reporting Guidance on Social KPIs of “How to prepare an ESG Report” issued by the Stock Exchange to monitor and evaluate the Group’s progress in implementing environmental and social responsibility initiatives.
Consistency	The issuer should use consistent methodologies to allow for meaningful comparisons of environmental, social and governance data over time.	The Report adopts consistent methodologies for effective and meaningful comparisons of the data over time. If there is any changes in the methodologies and reporting scope, we will interpret them in remarks for reference.
Balance	Environmental, Social and Governance Report should provide an unbiased picture of the issuer’s performance and avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the Report reader.	The Report impartially presents the Group’s ESG performance in order to achieve comprehensive and fair reporting.

Environmental, Social and Governance Report

Reporting Period and Scope

The Report presents strategy and performance in relation to the sustainable development of the Group for the period from 1 January to 31 December 2024 (the "Reporting Period"). Unless otherwise specified, the reporting scope in the Report is consistent with the 2024 annual report of Zhongzhi Pharmaceutical. The environmental and social KPIs among which cover:

- Zhongshan Zhongzhi Pharmaceutical Group Co., Ltd. (中山市中智藥業集團有限公司) ("Zhongzhi Pharmaceutical");
- Guangdong Caojinghua Cell-broken Herb Co., Ltd. (廣東草晶華破壁草本有限公司) ("Guangdong Caojinghua");
- Zhongshan Zhongzhi Chinese Medicine Herb in Pieces Co., Ltd. (中山市中智中藥飲片有限公司) ("Zhongzhi Herb Pieces");
- Zhongshan Honeson Pharmaceutical Co., Ltd. (中山市恒生藥業有限公司) ("Honeson Pharmaceutical");
- Zhongshan Zhongzhi Chain Pharmacies Co., Ltd. (中山市中智大藥房連鎖有限公司) ("Zhongzhi Chain");
- Guangdong Yunzhi Chinese Medicine Herb in Pieces Co., Ltd. (廣東雲智中藥飲片有限公司) ("Guangdong Yunzhi"); and
- Jingyun Technology (Guangdong) Co., Ltd. (晶雲科技(廣東)有限公司) ("Jingyun Technology").

Access to the Report

The Report is prepared in both Chinese and English and has been uploaded to the website of the Stock Exchange and the official website of the Group (<http://www.zeus.cn>). In the event of any conflict or inconsistency between the Chinese and English versions, the Chinese version shall prevail.

Feedback

Should you have any advice on the Report or the sustainable development strategy and performance of the Group, please contact us through the official website of the Group.

SUSTAINABILITY GOVERNANCE

Against the backdrop of global sustainable development, ESG principles have become a key consideration in corporate development. In order to effectively implement systematic management of environmental, social and governance issues, the Group has continued to improve the ESG-related management system that divides the work in relation to the sustainable development policy into three levels of "decision-making", "communication and coordination" and "execution". We believe that a good ESG mechanism can definitely promote the Group's sustainable development in an effective manner and facilitate further business development.

The Board

Mainly responsible for decision-making of ESG issues, including but not limited to discussing major ESG matters and future development, reviewing ESG strategy, approach, action plans and results, reviewing the effectiveness of ESG management and reviewing ESG objectives and progress regularly.

Environmental, Social and Governance Report

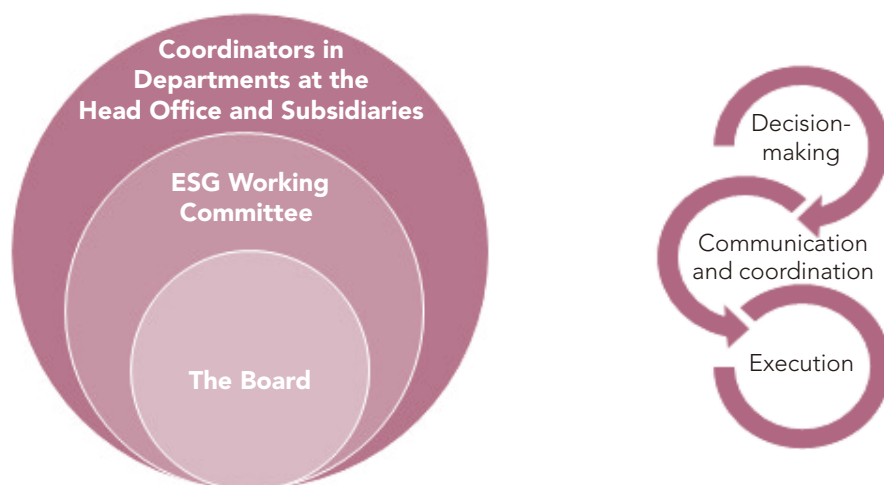
ESG Working Committee (the “Committee”)

Mainly responsible for ESG management coordination. The Committee is chaired by Mr. Lai Ying Feng, an Executive Director of the Group and president of the Company, with members including the Chair of Operations of the Group, all department heads at our head office and employees capable of identifying and managing ESG risks.

In strict compliance with the related guide issued by the Stock Exchange and with reference to the “Social Responsibility System” formulated by the Group, the Committee identifies ESG risks and opportunities, and regularly reviews the effectiveness of the Group’s ESG-related management systems and reports to the Board on ESG management status. Furthermore, the Committee is also responsible for coordinating stakeholder communications and materiality assessment of ESG issues, formulating ESG strategy and approach, developing ESG action plans, coordinating day-to-day ESG management and information disclosure, as well as setting ESG objectives and reviewing progress regularly.

Coordinators in Departments at the Head Office and Subsidiaries

Mainly responsible for implementing ESG information and policy management, implementing ESG targets, and reporting on progress and relevant outcomes to the ESG Working Committee on a regular basis.



We have engaged Riskory Consultancy Limited as an independent ESG consultant, to assist in preparation of ESG Report and provide carbon offset-related consultancy services. For the Group’s corporate governance structure and other related information, please refer to the Corporate Governance Report in the 2024 annual report of the Company.

STAKEHOLDER ENGAGEMENT

Stakeholder engagement helps the Group identify the risks and opportunities arising from the development. Maintaining continuous communication with stakeholders is also important to formulate sustainable development strategies. In view of this, Zhongzhi Pharmaceutical has identified key stakeholders who are critical to Group’s business and collected their opinions through various communication channels, including but not limited to face-to-face interview, telephone interview and on-site visit. After understanding their needs and expectations, we will maintain close communications with stakeholders and provide adequate responses through different ways.

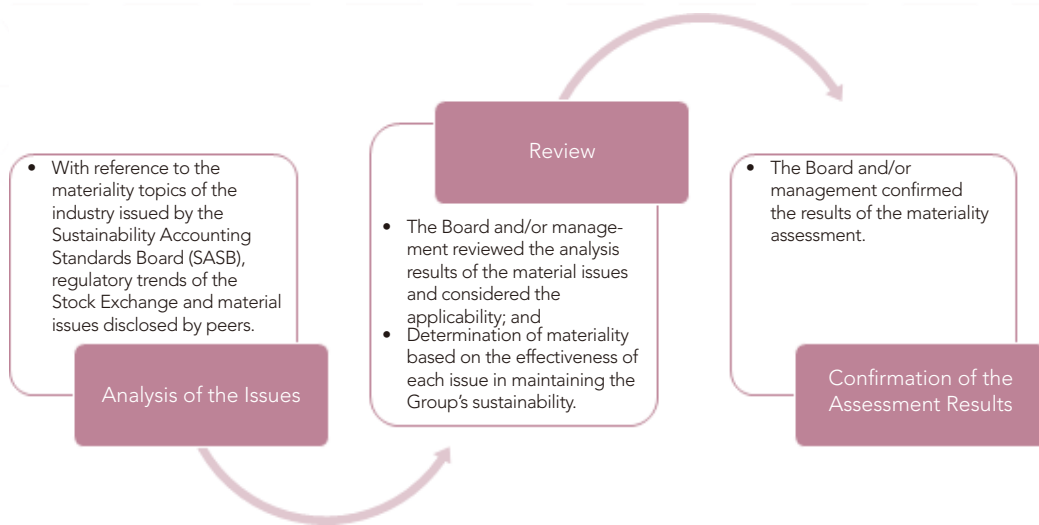
Environmental, Social and Governance Report

Stakeholder Groups	Communication Channels	Needs and Expectations for the Group
 <p>Government and regulators</p>	<ul style="list-style-type: none"> • Announcements and information disclosure • On-site investigations and inspections 	<ul style="list-style-type: none"> • Operate, manage and pay taxes in accordance with the law • Enhance safety management
 <p>Investors</p>	<ul style="list-style-type: none"> • General meetings • Announcements and information disclosures • Investor relations 	<ul style="list-style-type: none"> • Investment return • Timely and transparent disclosures
 <p>Customers and consumers</p>	<ul style="list-style-type: none"> • Customer satisfaction survey • Customer service and complaint 	<ul style="list-style-type: none"> • Products and service quality • Protection of consumers' interest
 <p>Cooperations and industry partners</p>	<ul style="list-style-type: none"> • Supervision on suppliers • Industry exchange and promotion activities 	<ul style="list-style-type: none"> • Maintain sound industrial development • Win-win partnership
 <p>Employees</p>	<ul style="list-style-type: none"> • Internal meetings • Training, seminars and briefing sessions • Intranet and emails • Monthly and annual performance appraisal • A feedback and communication mechanism with multiple channels 	<ul style="list-style-type: none"> • Reasonable remuneration and benefits • Employee training, development and promotion • Employee care and welfare • Democratic management
 <p>Media</p>	<ul style="list-style-type: none"> • Publicity materials and products • Press conference • Company website 	<ul style="list-style-type: none"> • Positive interaction with media • Keep information transparent
 <p>Environmental groups</p>	<ul style="list-style-type: none"> • Press conference • Company website 	<ul style="list-style-type: none"> • Environmental protection • Energy conservation and emission reduction
 <p>Community</p>	<ul style="list-style-type: none"> • Volunteer service and public charity campaigns • Press conference • Company website 	<ul style="list-style-type: none"> • Support for community charity • Promote health knowledge and culture

Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

The Group believes that thoroughly understanding and responding to the expectations of stakeholders forms the foundation for achieving sound sustainable development. In order to effectively identify and assess potential and material environmental, social and governance issues that may exert a significant impact on the Group and its stakeholders, we have conducted a comprehensive review of the material issues identified last year, and taken into account the opinions of various stakeholders and our operations with reference to the regulatory trends of the Stock Exchange, international standards and material issues of industrial peers, to identify and prioritise the material ESG issues for the year.



Environmental, Social and Governance Report

RESULTS OF THE MATERIALITY ASSESSMENT

The results of the materiality assessment are presented in the following table:

Material Issues	Importance
Environmental protection	
1. Efficient use of resources (such as water, paper, packaging materials)	Most important
2. Ecology protection	Most important
3. Emission management (such as air, greenhouse gas and sewage)	Important
4. Waste management	Important
5. Climate change risk identification and management	Important
Operating practice	
6. Compliant operation	Most important
7. Supplier management (including environmental and social risk management)	Most important
8. Green procurement (such as the use of environmentally friendly raw materials, etc.)	Important
9. Anti-corruption, anti-fraud and whistle-blowing mechanism	Important
10. Crisis or emergency handling	Important
Product and service responsibility	
11. Product quality and safety	Most important
12. Protection of intellectual property rights	Most important
13. Complaint handling	Important
14. New product research and development	Important
15. Information security and transparency	Important
16. Advertising and promotion	Important
Human rights and employees	
17. Prevention of child and forced labour	Most important
18. Equal opportunity, diversity and anti-discrimination	Most important
19. Employee health and safety	Most important
20. Employment relationship, employee welfare and benefits	Important
21. Employee training and development	Relevant
Community contribution	
22. Universal access to health products and services	Important
23. Public welfare participation and contribution	Relevant

Environmental, Social and Governance Report

INTEGRITY AND COMPLIANCE

Business ethics, integrity and compliance are critical to the management and sustainable development of Zhongzhi Pharmaceutical. The Group is committed to maintaining an honest corporate culture, strictly preventing and eliminating all unethical behaviors such as bribery, extortion, fraud and money laundering. We vigorously implement various anti-corruption measures, and continue to deepen operation with integrity to ensure transparency and compliance across all operations. The Group strictly complies with relevant laws and regulations, including but not limited to:

- the Interim Provisions on Banning Commercial Bribery;
- the Anti-Unfair Competition Law of the People's Republic of China;
- the Anti-Money Laundering Law of the People's Republic of China;
- the Criminal Law of the People's Republic of China; and
- the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong).

The Company has also formulated various internal systems and codes of conduct, such as the Integrity System, the Directors and Management's Code of Ethics and the Staff Code of Ethics, requiring employees to strictly comply with the relevant systems and codes. In addition, we have a legal department and legal counsels to specifically deal with corruption behavior centrally and seriously.

During the Reporting Period, the Group was not aware of any cases of corruption litigation against the Company or employees, nor was it aware of any material non-compliance with the laws and regulations related to corruption, bribery, extortion, fraud and money laundering, that would have a significant impact on the Group.

Environmental, Social and Governance Report

Code of Conduct

The Integrity System of the Group clearly states the stringent anti-corruption and anti-fraud requirements, and specifies a range of requirements for business operation and employee behaviors. In terms of business operation, the Group advocates an honest corporate culture, encourages and protects employees to report the illegal and dishonest behaviors in the Company. We strengthen the safety management measures for whistle-blowing mailbox, hotline and e-mail, and strictly distinguish the division of responsibilities between whistle-blowing information management and whistle-blowing investigation. For the usage of information and files, we shall undergo stringent approval procedures.

In terms of professional ethics of employee, the Group emphasises that the employees shall consciously resist fraud, strengthen awareness of prevention of fraud, effectively prevent and report fraud behaviors, obey the supervision of the State and the capital market regulatory institutions according to law, and consciously safeguard the legitimate interests of the Company. The employees shall also strictly comply with the laws, regulations and regulatory provisions on anti-commercial bribery, distinguish the boundaries between ordinary business dealings and inappropriate trading, rectify the inappropriate trading behaviors that violate business ethics and market rules and affect the fair competition in business activities, and cooperate with the regulatory authorities to investigate and handle the commercial bribery cases that violate laws or in which the property or other benefits are given or received.

Whistle-blowing Policy

Zhongzhi Pharmaceutical encourages employees to report any internal improper behaviors immediately in order to strengthen the Company's management and internal monitoring, and safeguard the legitimate rights and interests of the Company and shareholders. In order to achieve goal, the Group has formulated the Management Procedures of Staff Whistle-blowing and Complaints to provide employees with various whistle-blowing channels, including but not limited to the whistle-blowing mailbox, hotline and e-mail.

With respect to external suppliers, Zhongzhi Pharmaceutical is committed to preventing commercial bribery and eliminating corruption. When entering into contracts with suppliers, the Group stipulates that all suppliers must sign the Business Integrity Agreement, which clearly states a reporting hotline to ensure smooth reporting channels.

Anti-corruption Training

Zhongzhi Pharmaceutical stipulates that all new employees must participate in the training of integrity in order to enhance employees' awareness on corruption incidents in the operation and their daily work. During the Reporting Period, the Group arranged a total of 1,198 new employees to participate in the training of integrity systems.

Environmental, Social and Governance Report

PRODUCT RESPONSIBILITY

With the goal of “creating a healthy life through intelligent manufacturing”, the Group attaches great importance to product quality and insists on providing healthy and safe products to the public. We enhance our core competitiveness by continuously strengthening the quality management system.

Regarding product publicity and promotion, we strictly comply with the Administration of Labelling of Chinese Medicine Decoction Pieces, update the packaging materials of products to continuously abide by the regulatory requirements, avoid inappropriate labelling and presentation, and prohibit the introduction of our products to consumers in an exaggerated and unrealistic manner.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations concerning health and safety, advertising, labelling and privacy matters relating to products and services and methods of redress that would have a significant impact on the Group. During the Reporting Period, the Group’s products have been recognised with the following awards and honors:

- The Group’s Zhongzhi Cough Tablets (中智克咳片), Yinhuang Granules (銀黃顆粒) and Shiqi Waigan Granules (石岐外感顆粒) were awarded the title of “Product of Famous Brand in Pharmaceutical Industry of Guangdong (廣東省醫藥行業名牌產品)”;
- Caojinghua Cell-broken Heartleaf Houltuynia Herb (草晶華破壁魚腥草) and Cell-broken Chrysanthemum (破壁菊花) were awarded the title of “Quality Decoction Pieces in Pharmaceutical Industry of Guangdong (廣東省醫藥行業優質飲片)”;
- Yunzhi Herb Pieces’ Astragalus, Angelica, Codonopsis and Poria were selected as Quality Chinese Medicine Decoction Pieces of Guangdong (廣東省優質中藥飲片);
- “Caojinghua”, our core brand, was included in the “Key Trademarks Protection List in Guangdong Province (廣東省重點商標保護名錄)”, and awarded the “CPEO Golden Award”, a top honor in the pharmaceutical industry; and
- Milkvetch Root Modern Decoction Pieces (黃芪破壁飲片), Houltuynia Cordatacell Wall Broken Decoction Pieces (魚腥草破壁飲片), the full product line of Chinese medicine decoction pieces, as well as Cough Tablets (克咳片), Milkvetch Root and Jujube Oral Solution (芪棗口服液) and Ginseng and Astragalus Oral Solution (參芪口服液) were accredited as “2024 Famous and High-tech Products of Guangdong (二零二四年廣東省名優高新技術產品)”.

Environmental, Social and Governance Report

Sustainable Quality Management System

Zhongzhi Pharmaceutical continues to improve the quality management systems of all subsidiaries to fully guarantee the safety, effectiveness and quality reliability of drugs in the process of development, production, operation and use. The Group strictly complies with relevant laws and regulations, including but not limited to:

- the Good Manufacturing Practice for Pharmaceutical Products (the “GMP”);
- the Good Supply Practice for Pharmaceutical Products (the “GSP”);
- the Specifications for Pharmacovigilance Quality Management;
- the Notice of the State Administration for Market Regulation on Strengthening the Quality and Safety Supervision of Solid Beverages;
- the Dosage Forms and Technical Requirements for Recording of Five Health Food Ingredients Including Coenzyme Q10;
- the Regulations for the Administration of Labeling of Chinese Medicine Decoction Pieces;
- the Measures for the Supervision and Administration of the Quality of Drug Operation and Use;
- the Several Regulations of Guangdong Medical Products Administration on Storage and Transportation Management of Pharmaceutical Wholesale Enterprises;
- the National Rules for Processing Prepared Ready-for-Use TCM; and
- the Measures for the Administration of Drug Quality Authorised Persons by the Guangdong Medical Products Administration.

Environmental, Social and Governance Report

Amid intense market competition and growing consumer focus on quality, the quality of products and services is not only the foundation of an enterprise, but also a key factor in shaping the brand image and gaining customer trust. In order to maintain the quality of products and services, the Group required its subsidiaries to implement measures to ensure product quality:

Guangdong Caojinghua Cell-broken Herb Co., Ltd.* (廣東草晶華破壁草本有限公司)

- The Quality Management Department comprehensively interpreted the Food Safety Law, strictly complied with the requirements of the revised contents, including the Marketing Authorization Holder ("MAH"), and supplemented and improved the existing quality management system of Guangdong Caojinghua; and
- It amended and optimised the product quality standards, packaging design drafts, etc. according to the latest version of the Pharmacopoeia of the People's Republic of China and the up-to-date laws and regulations and national standards related to health supplements and food, so as to ensure the quality control is better in line with the requirements of current laws and regulations.

Zhongshan Zhongzhi Chinese Medicine Herb in Pieces Co., Ltd.* (中山市中智中藥飲片有限公司)

- It amended the Quality Standard of Cell-broken Traditional Chinese Medicine of Guangdong Province (廣東省中藥破壁飲片質量標準) according to the product characteristics and the Pharmacopoeia of the People's Republic of China, and updated the internal monitoring quality standards of products and the printing samples of the packaging to ensure that the products met the quality standards;
- According to the Regulations on the Administration of Annual Report of the Drug Marketing Authorisation Holder System (藥品上市許可持有人年度報告管理規定) issued by the National Medical Products Administration, the Regulations on the Administration of Annual Report of Holders has been added to ensure the production is more in line with the requirements of laws and regulations;
- According to the Appendix for Clinical Trial Drugs to the Good Manufacturing Practices for Pharmaceutical Excipients, the establishment of the documentation system was further improved to strengthen the guidance and regulations on the preparation of drugs for clinical trials; and
- It updated the packaging materials of products in accordance with the Regulations for the Administration of Labeling of Chinese Medicine Decoction Pieces of the State in order to continue to comply with laws and regulations.

Zhongshan Honeson Pharmaceutical Co., Ltd. (中山市恒生藥業有限公司)

- According to the Appendix for Clinical Trial Drugs to the Good Manufacturing Practices for Pharmaceutical Excipients, the establishment of the documentation system was further improved to strengthen the guidance and regulations on the preparation of drugs for clinical trials.

Environmental, Social and Governance Report

Case: Quality management training

In order to ensure that employees understand the contents of quality management standards, the Group has organised a GMP and GSP training academy, the training contents of which include relevant job responsibilities, job skills and related professional knowledge. Through the training on GMP and GSP, the Group strives to build up a professional GMP and GSP team to enhance the quality awareness of its employees in multiple aspects, and continue to promote the high-quality development of the Group as a whole.

The Group provides the training programs on health supplements and food-related laws and regulations every year. The training contents include but are not limited to:

- Supplier management;
- Incoming merchandise inspection;
- Production process control; and
- Packaging design requirements.

In addition to classroom training, we also assess the trainers by oral questioning and/or written examination in combination with the requirements of the training management system.

Product Quality Assurance

Given the nature of its health supplement manufacturing operations, the Group has identified quality control as a core issue. We strictly inspect product quality to avoid any factors that affect the quality. In order to further implement the requirements of the MAH system in the Drug Administration Law and the Provisions on the Supervision and Administration of the Implementation of Main Responsibility for Food Safety by Enterprises (企業落實食品安全主題責任監督管理規定), Zhongzhi Pharmaceutical, led by the Administrative Quality Center of the Group, formulated annual quality audit work plan in accordance with the Administrative Measures for Supervision on Drug Production, and cooperated with the quality management department of each pharmaceutical production unit to carry out quality audit in accordance with the plan.

The internal quality audit team conducted at least one quality audit of the production units each year, conducted a comprehensive evaluation in accordance with the five elements of "human, machine, material, law and environment" in accordance with the GMP norms, and assisted each production unit to respond to the quality inspection from the drug supervision and management department to timely identify problems and provide recommendations and suggestions for improvement.

Environmental, Social and Governance Report

Case: Quality inspection

During the Reporting Period, the Group and its subsidiaries carried out internal quality audits. The Group and its subsidiaries Zhongzhi Herb Pieces, Guangdong Caojinghua, Guangdong Yunzhi and Zhongzhi Pharmacy all passed the random inspections by the relevant regulatory authorities, and no major quality incidents were found. After that, the Group and the above subsidiaries completed rectifications in time according to the guidance of on-site inspection experts.

The Group adheres to advancing the quality standardisation of laboratories. During the Reporting Period, China National Accreditation Service for Conformity Assessment (the "CNAS") appointed an accreditation team to continue to regularly reassess the physical, chemical and microbiological testing of Zhongzhi Herb Pieces testing center and Honeson Pharmaceutical Quality Control Laboratory. The center satisfied the CNAS accreditation requirements after implementing various measures, marking further recognition of the testing capability of laboratory of Zhongzhi Pharmaceutical by China National Accreditation Service for Conformity Assessment.

Drugs Recall System

In order to ensure customer health and safety, Zhongzhi Pharmaceutical has systems related to quality assurance procedures that clearly defines the handling procedures and measures in case of significant quality and safety incidents, so as to trace and recall products in time, including but not limited to:

- the Emergency Plan for Material Quality and Safety Incidents of Products;
- the Management System for Sub-standard Product Disposal;
- the Operating Procedures for Quality Control Standard of Returned Products;
- the Management of Drug Inspection and Acceptance; and
- the Management of Drug Recalls.

The Administrative Quality Center and each production unit have also carried out research on and interpreted the updated Administrative Measures for Drug Recalls to add important contents to the amended system documents of the Company. During the Reporting Period, the Group did not have any sold products that required a recall due to safety and health concerns.

Environmental, Social and Governance Report

Emphasising Customer Opinions

Customers' opinions are crucial to Zhongzhi Pharmaceutical's product research and quality enhancement. Therefore, the Group values all opinions from customers and strictly complies with relevant laws and regulations, including but not limited to:

- the requirements of drug management in the Medicinal Product Administration Law; and
- the Law of the People's Republic of China on the Protection of Consumer Rights and Interests.

In order to protect customer rights and interests, the Company has also established internal management systems, including but not limited to:

- the Management of Consumer Complaints;
- the Complaint Management Standard; and
- the Standard Operating Procedures for Complaint Handling.

The Group has also provided various communication channels including but not limited to service hotline, email box and official Weibo account to collect customer feedback. Each communication channel has a dedicated department responsible to follow up and handle customer feedback. During the Reporting Period, the Group received a total of 38 complaints related to its products and services, all of them were properly handled.

Protecting Customer Information

The Group attaches great importance to the protection of customer privacy and data security. We strive to prevent the leakage of personal information in both online and physical business operations. The Group diligently fulfils its responsibilities in safeguarding data security, ensuring that customer information is processed in a lawful and secure manner. The Group strictly complies with the Measures for the Supervision and Administration of Online Sale of Medicinal Products, and has formulated the Management and Measures of Consumer Privacy Protection in order to pursue those responsible for illegal leakage of customer information and deal with relevant issues seriously.

In the meantime, we continuously improve the construction of information system security. To improve employees' legal and professional qualities, we carry out standardised data security and privacy protection laws and regulations and company system promotions for all employees in the pharmaceutical business unit. We follow relevant policies to provide regular training sessions to employees and all employees are required to keep consumer privacy in strict confidence, to ensure that employees properly handle and keep the customers' personal information. During the Reporting Period, the Group was not aware of any violations of leakage of customer privacy information.

Environmental, Social and Governance Report

Promoting Innovation and Research and Development

Research and development (“R&D”) and innovation is one of the key elements for sustainable development of the Group. We have devoted ourselves to the research and innovation of technology of cell-broken decoction pieces, and continuously expanded the size of our R&D team to meet the needs for different users.

Innovation and R&D Team

At present, the Group has 24 national, provincial and municipal scientific and technological innovation platforms, and a research team mainly comprising professors, doctors, masters and senior engineers. In 2022, the Academic Committee completed the new election to form the third Academic Committee. It consists of 17 members, including Academician Liu Liang as director member, Academician Chen Kaixian, Academician Wang Guangji, Academician Wang Qi (national medical master), Academician Chen Shilin, and national medical master Zhou Daihan as deputy director members and other famous experts in the industry.

The Group has set up the National Enterprise Technology Center, the national and local joint engineering research center of Chinese medicine decoction pieces, and other national, provincial and municipal scientific research platforms. It also undertook national torch plans, national major new drug creation and provincial and municipal scientific and technological innovation projects. In the meantime, the Group also established close industrial-university-research cooperation with the University of Mississippi, Hong Kong Baptist University, University of Macau, Macau University of Science and Technology, Shanghai Institute of Materia Medica, Chinese Academy of Chinese Medical Sciences and other reputable universities and research institutes at home and abroad.

Key R&D Achievement

The international standard “Traditional Chinese Medicine – General requirements for the ultrafine powder of herbs” (ISO 6904, Traditional Chinese medicine – General requirements for the ultrafine powder of herbs) led and proposed by the Company was officially published in June 2024.

During the Reporting Period, the R&D team of Zhongzhi Pharmaceutical has published a cumulative of 119 academic papers relating to Chinese medicine decoction pieces, 13 of which have been indexed by the Science Citation Index (“SCI”), a database of science and technology journals.

Environmental, Social and Governance Report

Protection of Intellectual Property Rights

Zhongzhi Pharmaceutical also places strong emphasis on R&D, actively allocating resources in research projects. In this regard, the Group recognises the importance of protecting intellectual property rights and has always regarded it as a key component of its R&D strategy. In order to avoid infringement of external intellectual property rights, the innovative Chinese medicine research institute of the Group comprehensively conducted patent search and investigation of risks before product R&D was initiated, and comprehensively collected and screened relevant patent literatures. We also strictly comply with the Patent Law of the People's Republic of China and other laws and regulations in relation to intellectual property rights.

We actively safeguarded brand rights to fully protect the Group's intellectual property rights. We reported to the market supervision and management department and complained about counterfeit and inferior products of well-known trademarks owned by the Group such as "Caojinghua" in the market in accordance with relevant trademark management regulations and systems.

We value our own R&D achievements and has carried out patent registration and declaration in strict accordance with the Requirements on Relevant Works on Confidentiality of Corporate Technologies (企業技術保密相關工作的規定). During the Reporting Period, the Group applied for a total of 24 trademarks and had a total of 1,218 registered trademarks, with 1,133 trademarks and 85 trademarks at home and abroad, respectively. The "Zhongzhi" category 5 (pharmaceuticals) trademark of Zhongzhi Pharmaceutical was included in the Key Trademarks Protection List in Guangdong Province (Renewal) (廣東省重點商標保護名錄(續期)) by the Key Trademarks Protection Committee of Guangdong Trademark Association (廣東商標協會重點商標保護委員會).

SUPPLY CHAIN MANAGEMENT

Raw materials are the core of product quality. As a result, the Group attaches great importance to supply chain management, strictly controls every link of procurement, and spares no effort to fulfill its solemn commitment to the principle of "quality first". We comply with relevant laws and regulations, including but not limited to:

- the GSP; and
- "On-site inspection project for GSP certification of headquarters of pharmaceutical retail chain enterprises of Guangdong Province (廣東省藥品零售連鎖企業總部GSP認證現場檢查項目)".

We have formulated the Management Regulations on Suppliers in accordance with the above regulations to evaluate suppliers in terms of qualification, environmental safety, digitalisation and other factors, so as to ensure that the quality of procured materials satisfies the requirements of the Group.

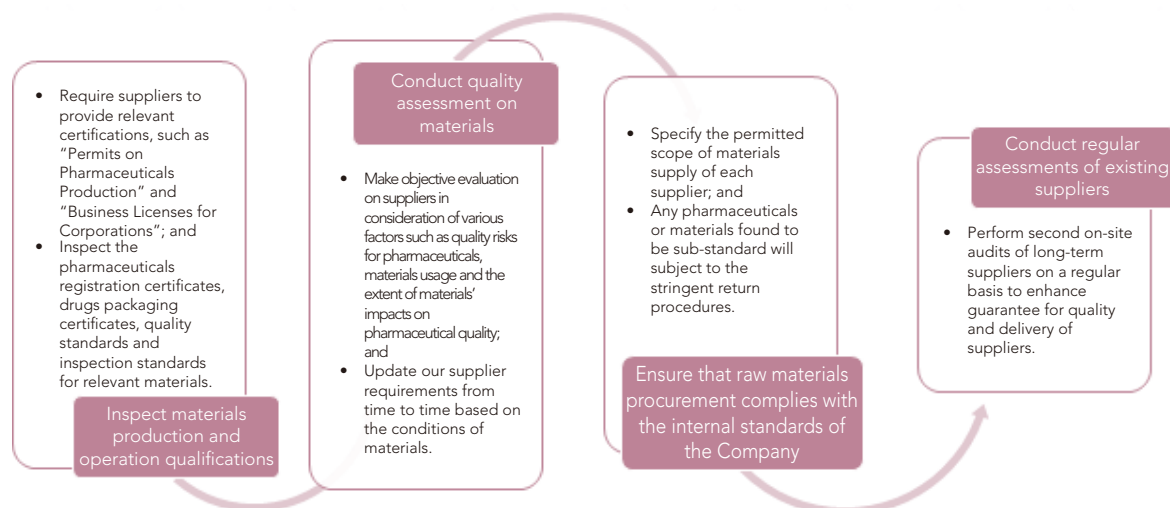
Environmental, Social and Governance Report

We select quality suppliers across the country to ensure the quality of our products. As at 31 December 2024, Zhongzhi Pharmaceutical had a total of 407 suppliers. The regional distribution of suppliers was as follows:

		Unit	2024	2023
Total number of suppliers		Number	407	673
By geographical region				
Mainland China	South China	Number	247	432
	Non-South China	Number	160	241

Suppliers Assessment

Zhongzhi Pharmaceutical emphasizes the quality of raw materials and strictly adheres to the following procedures to select suitable suppliers:



During the Reporting Period, we conducted monthly performance evaluations of 205 suppliers (2023: 30 suppliers) in terms of delivery quality, delivery service and coordination, and required each supplier of subsidiaries to make notifications and carry out improvement to the complaints. In order to comprehensively rectify the problems of suppliers, we reviewed 205 suppliers (2023: 45 suppliers) and requested them to immediately rectify the problems identified in the audits and implement comprehensive rectification measures. During the Reporting Period, we evaluated a total of 368 suppliers (2023: 227 suppliers).

Environmental, Social and Governance Report

Sustainable Supply Chain

In order to achieve a sustainable supply chain, Zhongzhi Pharmaceutical has added “environmental, ethical and corporate social responsibility” information feedback to the questionnaire and included it in the scope of scoring of the access qualification assessment of suppliers. We have actively promoted and encouraged suppliers to implement environmental protection measures such as green packaging and green transportation, given priority to selecting products and projects that exert less impact on the environment. Meanwhile, in accordance with the regulations of local environmental protection departments, suppliers are strictly required to improve the construction of environmental protection supporting facilities. In addition, the Group emphasises the environmental risks and operational integrity of suppliers and strengthens the assessment of these two aspects:

Environmental risk control

Perform environment evaluation on suppliers in the process of appraisal and sign environmental protection agreements. We put forward requirements in aspects of packaging materials reduction, energy-saving and emissions reduction, chemical management and product transportation, etc.

Operational integrity assessment

Implement disciplinary management on suppliers, who are required to sign integrity agreements covering operation with integrity and self-discipline. Bribery of any kind is strictly prohibited in procurement.

EMPLOYMENT RELATIONSHIP

“An enterprise is fundamentally rooted in its people. When people thrive, the enterprise prospers; when people depart, the enterprise ceases.” Employees are the core driving force behind the sustainable development of a business, and their hard work constitutes the most valuable asset of the enterprise. The Group is fully committed to creating an excellent working environment for its employees and strictly adheres to the labour laws and regulations enacted by China and local authorities, including but not limited to:

- the Labour Law of the People’s Republic of China;
- the Labour Contract Law of the People’s Republic of China; and
- the Social Insurance Law of the People’s Republic of China.

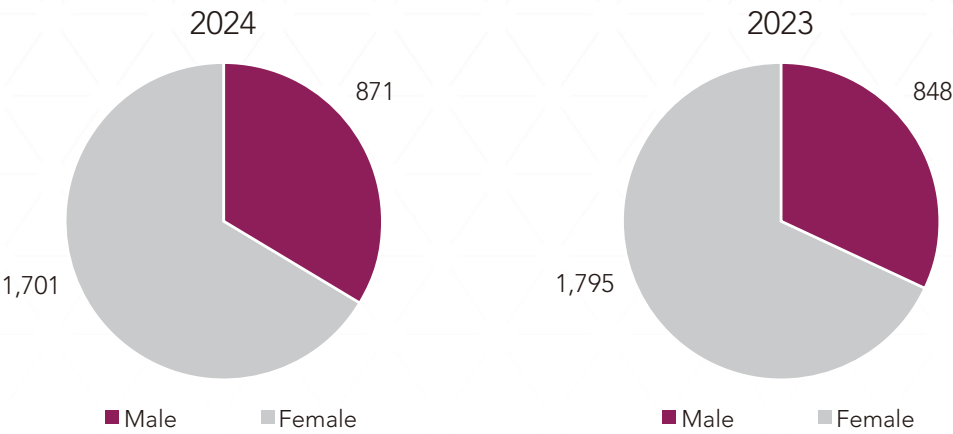
In order to achieve our talent strategic objectives, we have developed the Human Resources Management System and related systems to optimise the management of personalised and revitalised resources in a systematic and standardised manner.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that have a significant impact on the Group.

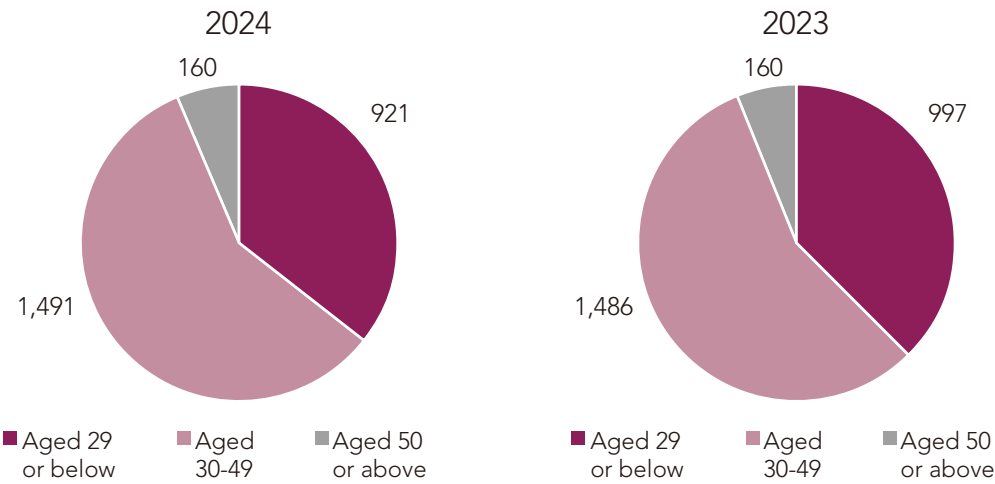
Environmental, Social and Governance Report

As at 31 December 2024, the Group had a total of 2,572 employees (2023: 2,643 employees), and the distribution of employees by gender, age group, employment type and geographical region is as follows:

By gender

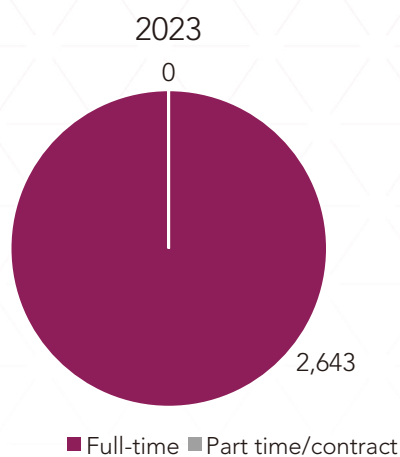
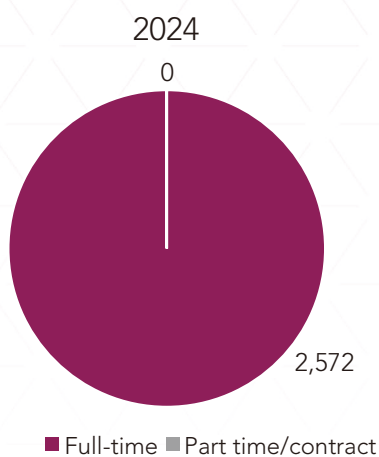


By age group

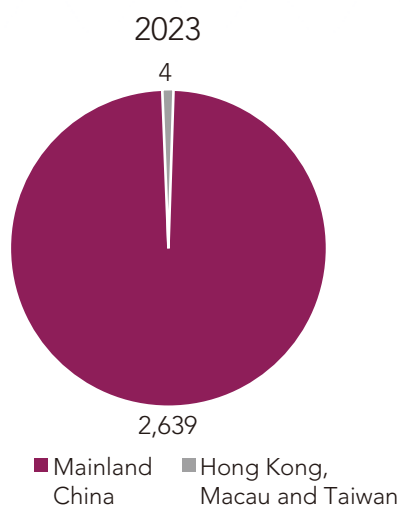
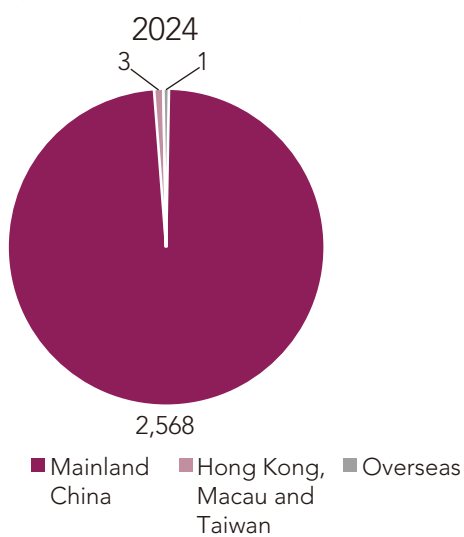


Environmental, Social and Governance Report

By employment type



By geographical region



Environmental, Social and Governance Report

The Group stipulates the approval procedures for dismissal in the Company's internal system and manages the turnover of employees. The employee turnover data for the Reporting Period are as follows:

		Unit	2024	2023
Total Employee Turnover Rate		Percentage	49.3	51.6
By gender	Male	Percentage	46.3	52.6
	Female	Percentage	50.9	51.1
By age group	Aged 29 or below	Percentage	83.0	78.6
	Aged 30-49	Percentage	29.7	36.1
	Aged 50 or above	Percentage	38.1	26.9
By geographical region	Mainland China	Percentage	49.4	51.6
	Hong Kong, Macau and Taiwan	Percentage	0	25.0
	Overseas	Percentage	0	—

Equal Opportunity and Diversity Inclusion

Zhongzhi Pharmaceutical upholds a diversified employment policy and adheres to the principles of "justice, fairness and openness", in order to actively promote the development of a diverse talent pool, facilitates the rational allocation of human resources, and strives to foster a fair and equal workplace environment. Within its remuneration system and promotion mechanisms, the Group ensures that no employee faces any form of discrimination based on social identity differences such as ethnicity, race, nationality, religious belief, gender, age, sexual orientation, political affiliation or marital status, guaranteeing equal treatment for every employee.

In order to protect the rights and interests of the Company and its employees, the employment contract is entered into upon negotiation between both parties. The Group has also formulated policies, such as the Management Rules on the Confirmation after Probation for New Employees of the Group and the Management Rules on Employee Rehiring, to standardise the management process of new staff appraisal and employee rehiring. We continuously upgrade our talent introduction incentives, optimise the interview process and improve recruitment efficiency to improve our talent pipeline. During the Reporting Period, the Group continued to launch campus recruitment by visiting universities to conduct briefing sessions and offline job interviews, which has provided a number of outstanding fresh graduates to the Company's talent pool to meet the demand for talents from various departments to the greatest extent.

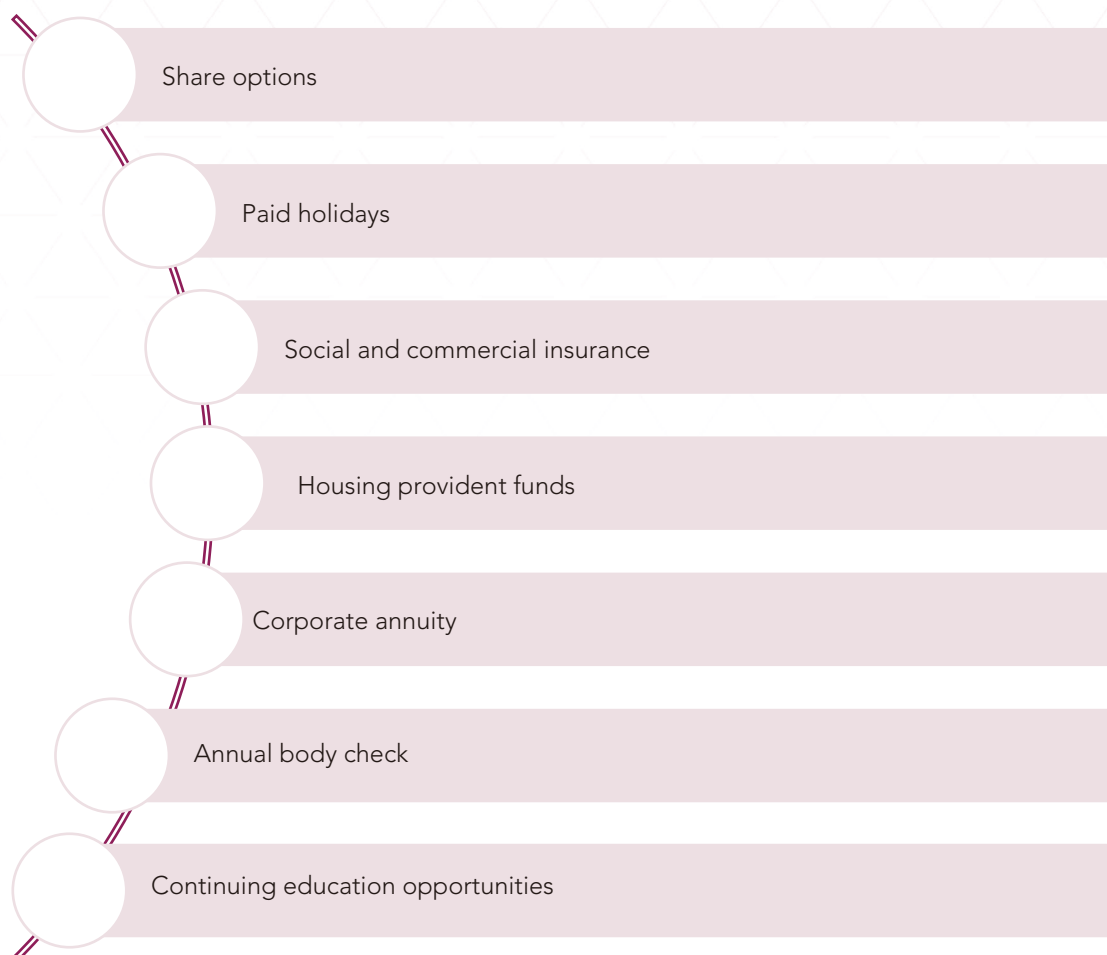
Remuneration and Benefits

Zhongzhi Pharmaceutical places great emphasis on protecting employee benefits and remuneration, has formulated a comprehensive system of policies to regulate attendance, vacation and remuneration, including but not limited to:

- the Attendance Management System;
- the Remuneration Structure Management Methods;
- the Production Piecework Compensation Scheme; and
- the Performance Management Regulations of Guangdong Caojinghua.

Environmental, Social and Governance Report

The policies of the Group expressly stipulate that the staff remuneration comprises basic salary, other allowances, commissions, bonuses and contributions to the mandatory provident fund or stated-managed retirement benefit scheme. Other benefits include:



Establishment of Good Communication

Zhongzhi Pharmaceutical consistently upholds an attitude of respect and recognition towards its employees, valuing every opinion they put forward. The Group is committed to fostering open communication with its workforce, building strong interactive relationships, and creating a warm and harmonious working environment, all in an effort to build an ideal workplace. We have established the Management Procedures of Staff Whistle-blowing and Complaints to understand the needs of our staff through communication and feedback, including but not limited to regular staff and departmental meetings, bulletin board and internal publication, intranet communication, and employee satisfaction surveys, and to actively work on improvements based on feedback from staff.

During the Reporting Period, we understood the daily work process by visiting employees and encouraged them to share their views on different matters and trends, so as to establish a working environment that respects different opinions and is full of care.

Environmental, Social and Governance Report

LABOUR STANDARDS

Zhongzhi Pharmaceutical fully recognises that child labour and forced labour violate fundamental human rights. Grounded in its respect for human rights and commitment to corporate social responsibility, the Group adopts a “zero tolerance” policy towards child labour and forced labour. The Group strictly complies with the laws and regulations promulgated by national and local governments, including but not limited to:

- the Labour Law of the People’s Republic of China;
- the Labour Contract Law of the People’s Republic of China;
- the Social Insurance Law of the People’s Republic of China; and
- the Provisions on the Prohibition of Using Child Labour.

The Group conducts stringent scrutiny of candidate identity, such as identity documents, during recruitment. In case of child labour, the child labour would be sent to his/her original place of residence and handed over to their parents or other guardians by the relevant authorities. At the same time, we initiate investigations into the relevant incidents to clarify the persons involved in the employment of child labour or forced labour and their responsibilities to prevent the recurrence of relevant incidents.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations relating to preventing child labour and forced labour that would have a significant impact on the Group.

EMPLOYEE SAFETY AND HEALTH

Upholding a spirit of humanistic care, Zhongzhi Pharmaceutical regards safeguarding employee safety and health as its foremost responsibility. With the operational goal of achieving “zero work-related injuries”, the Group has established a comprehensive safety management system. The Group strictly complies with national and local laws and regulations, including but not limited to:

- the Work Safety Law of the People’s Republic of China; and
- the Law of the People’s Republic of China on the Prevention and Control of Occupational Diseases.

The Group has formulated the Occupational Health Management System and strives to create a safe working environment for its employees by continuously improving the safety conditions in the workplace.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards that would have a significant impact on the Group.

Environmental, Social and Governance Report

Production Safety Management

Zhongzhi Pharmaceutical steadfastly adheres to the baseline of safe production, taking concrete steps to prevent work-related fatalities, reduce work-related injuries, and continuously enhance its robust safety management framework. It formulated the Safety Standard Document and set annual production safety targets for the Group and its subsidiaries. The Group also adopted a number of measures to improve the safety of working environment and achieve the goal of safety production, including but not limited to:

Safety of working environment	Goal of safety production
<ul style="list-style-type: none"> requiring that production areas should be designed reasonably to separate hazardous operating area from non-hazardous ones; installing alarm systems and formulating emergency plans; and setting on-site emergency appliance and having necessary venting area, so as to provide work environment and conditions which meet the production safety requirements. 	<ul style="list-style-type: none"> strengthening the reminding of risk points in key areas; identifying and rectifying potential safety hazards; conducting safety training and drills; implementing the operating positions certification; and implementing a safety reward and punishment system.

Case: Guangdong Caojinghua – screening and rectification of potential safety hazards

In order to provide a safe working environment, Guangdong Caojinghua carried out 23 safety inspections during the Reporting Period, including the scenarios or topics such as post-holiday resumption of work, special equipment, key areas, summer electric rooms, outdoor electric cabinets on the roof, etc. 100% of hidden dangers detected were rectified on time.

During the Reporting Period, the Group's occupational health and safety data is as follows:

	Unit	2024	2023	2022
Work-related fatalities	Person	0	1	0
	Percentage	0	0.04	0
Work injury	Number	3	4	7
	Lost days	42	95.5	172

Environmental, Social and Governance Report

Case: Examination for production and operation positions

Examination for production and operation positions was one of the Group's safety production priorities for the Reporting Period to ensure that candidates for key production and operation positions pass both theoretical and practical examinations before they are allowed to take up their duties. Candidates have to pass "four barriers" – competition, study, examination and practical operation. The Safety Office has set up a "job – specific" assessment scheme for the major risk factors of production positions, covering safety precautions before, during and after production process to ensure that candidates have adequate knowledge of safe production.

Occupational Safety

Zhongzhi Pharmaceutical also cares for the occupational safety of employees in their positions. In order to reduce occupational hazards and prevent occupational diseases, the Group has formulated the Management System of Corporate Potential Occupational Hazards and performed regular review of causes of occupational hazards as required by the system. Our Yunzhi Herb Pieces has obtained certification under the Occupational Health and Safety Management System ("OHSMS"). If the relevant employees hold special positions and are exposed to certain occupational disease risks for a long time, the Group will arrange for the relevant employees to receive special medical check at the Disease Control Center or the approved and recognized hospitals, and the result of the medical check shall be included in the "Occupational Health Monitoring File" for record retention. At the same time, in accordance with the Management Rules of Occupational Health, we have implemented a number of protective measures to protect the health of our staff, including:

- providing labour protection articles such as anti-static clothing, anti-dust respirators, sterilized gloves and others for every position in workshop;
- requiring the department which generates dust to strictly manage all dust-generating equipment and opening and closing of dust source points; and
- posting warning signs in obvious workplaces for the operational positions that are vulnerable to occupational diseases as a reminder for the threat posed by such diseases.

Case: Guangdong Caojinghua – on-site spot tests on occupational hygiene and health

In order to protect the health and safety of the Company's employees, during the Reporting Period, Guangdong Caojinghua commissioned an independent third-party testing institute to conduct on-site spot tests on occupational hygiene and health in the working environment of the production workshops, including coarse powder, micro powder, granulation, packaging, outsourcing and laboratories, etc. The test results showed that the standards were met, effectively preventing the risk of occupational diseases.

In addition to the occupational health of staff, the Group is also concerned about the mental health of staff. In order to create a positive workplace environment, the Group has demonstrated its care and concern for its staff in its various personnel management policies, as well as hosted a wide range of activities, such as garden party, annual tour and birthday gifts to create a harmonious and friendly workplace atmosphere.

We have set up one hobby club to promote work-life balance among our staff. We also have a staff recreation center, which provides a physical fitness environment for our staff and encourages them to exercise and strengthen their bodies after work.

Environmental, Social and Governance Report

TRAINING AND DEVELOPMENT

Zhongzhi Pharmaceutical firmly believes that enhancing employees' occupational and professional competitiveness is of paramount importance to the Company's sustainable development. Therefore, we actively allocate resources in employees training and establish a comprehensive training system that enables employees to access diverse professional knowledge and improve their expertise.

We also attach great importance to the personal growth and career development of employees, always adhere to the a four-pronged talent development principle of "integration of uniform plan, personnel leveling and diversification of methods with supervision control", and encourage employees to obtain occupational development opportunities through outstanding performances and work performance. In order to improve the efficiency of work output and provide an environment inspired by competition, the Group has developed a talent reserve plan, carried out job level screening and evaluation, and optimized human resource allocation and internal promotion, and competent and suitable employees will be cultivated as leaders in their respective fields. In order to find suitable talents and give feedback on work to employees, we evaluate the performance of managerial and technical employees on a semi-annual basis, and offer promotion opportunities based on their performance.

Talent Training

To strengthen talent capabilities and improve corporate competitiveness, Zhongzhi Pharmaceutical aligns its efforts with market demands and industry trends, periodically updating its training management policies. The Group has formulated policies, such as the Management System on Training and the Training Structure and Plan, including the division of employee's ability, placement training and training frequency after the optimization. The Group provided trainings and opportunities in a variety of content and form, covering regular professional training, induction training, safety and the up-to-date training contents related to consumer health education and disease education.

Case: Zhongzhi Pharmacy Business School

In order to cultivate employees' professional skills, improve employees' professional service skills, better serve the team and customers and build a professional team, Zhongshan Zhongzhi Chain Pharmacies Co., Ltd. established "Zhongzhi Pharmacy Business School". During the Reporting Period, the instructional courses covered face-to-face lectures, live classes, and recording and broadcasting classes, and courses relating to diseases, product knowledge, sales skills, service processes and management, etc. Such classes and live streaming were held every month, and external teachers were hired to improve management skills and team core abilities.

Environmental, Social and Governance Report

			Unit	2024	2023
Total percentage of staff participated in training			Percentage	83.8	89.9
Percentage of staff trained					
By gender	Male		Percentage	66.2	85.7
	Female		Percentage	92.8	91.9
By employee category	Senior management		Percentage	100	71.4
	Middle management		Percentage	57.5	70.0
	Non-management		Percentage	84.2	90.3
Average training hours per staff					
By gender	Male		Hour	5.2	51.3
	Female		Hour	4.4	58.2
By employee category	Senior management		Hour	5.2	7.5
	Middle management		Hour	14.7	21.8
	Non-management		Hour	4.5	56.7

GREEN OPERATION

Zhongzhi Pharmaceutical always adheres to the philosophy of green operation and pays close attention to the regulations and matters regarding environment, which demonstrates the Group's emphasis and commitments to environmental protection. The Group strictly complies with laws and regulations related to the environment in the course of operation, including but not limited to:

- the Environmental Protection Law of the People's Republic of China; and
- the Administrative Measures on Environmental Protection for Pharmaceutical Industry.

In order to effectively reduce the compliance risk in the operations, the Group regularly checks for updates on compliance requirements and at the same time has formulated a comprehensive corporate internal environmental management system in accordance with the requirements of regulations. The system quantifies and monitors emissions and usage of resources under an effective organisational structure and information system. The Group expects to continuously improve its environmental performance and strive to build a green corporate image by carrying out other dedicated projects.

Environmental, Social and Governance Report

Cherishing Natural Resources

As an enterprise proactively fulfilling its environment commitments, Zhongzhi Pharmaceutical always upholds ecological protection as its core development philosophy and strives to maintain a harmonious relationship between corporate development and societal sustainability. As its business involves the extraction of natural resources to produce health products, the Group carried out a range of procedures and identified the potential impact of its business activities on the ecological environment. We have formulated and strictly implemented the "Environmental Protection Emergency Plan", which seeks to minimise the adverse impact caused by accidents in production on the ecological environment and responds to the stakeholders' expectations for protection of the ecological environment.

The Group is committed to reducing its dependence on natural resources and intensively engages in the development of standardised plantation bases for Chinese medicine herbs. We expect to reduce the environmental impact of base planting activities, maintain the local biodiversity and improve the quality and security of the Chinese medicinal herbs while developing ecological planting techniques.

The Group launched organic planting projects in Astragalus Base, Gansu, and made raw herbal materials in Astragalus planted by harmless planting techniques to meet the requirements of organic products certification while protecting the environment to the greatest extent. Astragalus, the result of the project, has obtained the organic certification of the European Union, the United States and China. The planting bases of Astragalus and Angelica of Gansu Zhongzhi Shunhe Chinese Medicinal Materials Co., Ltd. passed the GAP compliance inspection of Gansu Medical Products Administration with announcement. The base of the cell-broken decoction pieces and raw materials of Salvia miltiorrhiza passed the GAP compliance inspection of Shandong Medical Products Administration with announcement.

In addition, we have completed the construction of a 120-mu research and demonstration base for Southern Chinese medicinal herbs planting, carrying out the transition technology development and planting promotion of Shiqi Waigan Granules' raw materials from wild-harvested to farm-grown, which boosts herb quality and guarantees sustainable resource utilization and development.

Emission Management

The emissions management is an important part of environmental protection, so Zhongzhi Pharmaceutical is committed to controlling the impact of production processes on the environment. To this end, the Group has complied with all relevant laws and regulations and formulated the Environmental Protection Management System of Zhongzhi Pharmaceutical Company according to the regulations. Each of the subsidiaries has developed its detailed policies in line with their own production processes and compliance requirements on environmental protection of the places where they operate, including but not limited to:

- the Sewage Discharge Management System;
- Gas Emission Management System;
- Solid Waste Management Measures; and
- SMP-HB-001-00 Environmental Protection Management Standards of Honeson Pharmaceutical.

In order to minimise the environmental impact of production and operation activities, the subsidiaries of the Group have also taken various measures to reduce emissions.

Environmental, Social and Governance Report

We regularly assess whether the environmental policies are still applicable to the regulatory requirements in the places where we operate and amend them where necessary to meet the latest requirements. In order to further achieve energy saving, consumption reduction, pollution reduction and efficiency enhancement, Honeson Pharmaceutical, a subsidiary of the Group, passed the Cleaner Production Audit in 2019 and continued its green production efforts during the Reporting Period. Yunzhi Medicine, a subsidiary of the Group, successfully passed the Environmental Management System ("EMS") certification by the NGW Certification Center and was listed among the 31st batch of Cleaner Production Enterprises in Yunfu City.

During the Reporting Period, the Group was not aware of any material non-compliance with the laws and regulations related to the exhaust gas and greenhouse gas emission, discharges into water and land, and generation of hazardous and non-hazardous wastes that would have a significant impact on the Group.

Air emission management

The Group is committed to reducing air emissions and ensuring that air emissions meet standards. As the Group's emissions mainly arise from the operation of gas boilers and vehicle driving, we conduct regular repair and inspection on our boilers and related equipment, as well as environmental protection facilities, and have entrusted a qualified third-party testing firm to monitor our emissions. During the Reporting Period, the air emission data of the Group is as follows:

Types of Emissions	Unit	2024	2023
Nitrogen Oxides (NO _x)	Tonne	10.99	5.20
Sulphur Oxides (SO _x)	Tonne	0.47	0.09
Particulate Matters (PM)	Tonne	77.50	85.16

Greenhouse gas emission management

The Report focused on the disclosure of the Scope 1 and Scope 2 greenhouse gas emission. The Scope 1 greenhouse gas emission are generated from the use of automobiles and burning of fossil fuels in the operation of staff canteen, while the Scope 2 greenhouse gas emission are mainly from the use of electricity and steam systems. During the Reporting Period, the data of greenhouse gas emissions of the Group is as follows:

Emission of Greenhouse Gas ¹	Unit	2024	2023
Direct emission (Scope 1)	tCO ₂ e	6,190.25	4,269.20
Greenhouse gas emission (Scope 1) removals from newly planted trees	tCO ₂ e	0.00	0.00
Energy indirect emission (Scope 2)	tCO ₂ e	18,601.59	18,202.42
Total greenhouse gas emissions	tCO ₂ e	24,791.84	22,471.62
Intensity	tCO ₂ e/revenue in million RMB	11.19	10.96

Note 1: The calculation method of the greenhouse gas emissions in the Report mainly refers to the relevant contents listed in the "Guidelines for Accounting and Reporting of Greenhouse Gas Emissions of Enterprises in Other Industries by the National Development and Reform Commission (Trial)" and "Appendix II: Reporting Guidance on Environmental KPIs" of the Stock Exchange of Hong Kong.

In order to reduce air emissions and resource consumption, we adopted a number of energy conservation and emission reduction measures during the Reporting Period. Please refer to the section headed "Use of Resources" in the Report for relevant measures.

Environmental, Social and Governance Report

Solid Waste Management

With the increasingly serious shortage of resources and energy, countries all over the world pay more attention to reducing wastes at source. Zhongzhi Pharmaceutical understands the importance of waste management and recycling to the Company's sustainable development, so Zhongzhi Pharmaceutical is committed to reducing the generated wastes by improving the management system. The Group strictly complies with relevant laws and regulations, including but not limited to:

- the Standard for Pollution Control on Hazardous Waste Storage;
- the Law of People's Republic of China on the Prevention and Treatment of Solid Waste Pollution to Environment; and
- Directory of National Hazardous Wastes.

We formulated the Solid Waste Management Measures in line with the regulations, and mainly divided the wastes generated in the process of research and development, production and office operations into hazardous and non-hazardous wastes to enable systematic management of wastes.

Hazardous wastes

The hazardous wastes generated by the Group mainly include laboratory waste liquids, reagents and waste medicines. During the Reporting Period, the related data of the hazardous wastes is as follows:

	Unit	2024	2023
Total amount of hazardous waste	Tonne	10.67	7.56
Intensity	Kg/revenue in million RMB	4.82	3.69

For the treatment of hazardous wastes, we have set up storage areas for hazardous wastes and added hazard warning signs in prominent places pursuant to the Standard for Pollution Control on Hazardous Waste Storage of China and other rules. The appointed dedicated personnel shall be responsible for the storage, transport, handling and contingency management of hazardous wastes. At the same time, we conducted prudent review and filing of important documents such as disposal contracts and transfer notes of hazardous wastes.

Case: Environmental Emergency Response Plans

In order to sort out potential environmental risks, Zhongshan Honeson Pharmaceutical Co., Ltd., a subsidiary of the Group, has prepared Hazardous Wastes Contingency Plan for Zhongshan Honeson Pharmaceutical in accordance with the requirements of the Guidelines for the Development and Implementation of Environmental Emergency Response Plans for Enterprises and Institutions in Guangdong Province (Trial) and has established a sound emergency mechanism for environmental pollution incidents. At the same time, another subsidiary of the Group, Zhongzhi Herb Pieces has also established a corresponding plan mechanism to enhance its ability to respond to emergencies and dangerous situations.

Environmental, Social and Governance Report

Non-hazardous wastes

The non-hazardous wastes generated by the Group mainly include office and domestic wastes, discarded packaging materials, wastes containing herb residues and other general industrial wastes. During the Reporting Period, the related data of non-hazardous waste is as follows:

	Unit	2024	2023
Total amount of non-hazardous waste	Tonne	679.85	836.93
Intensity	Tonne/revenue in million RMB	0.31	0.41

In order to continuously reduce non-hazardous wastes, the Group has placed resource recycling bins in various places and handed over recyclable wastes, including scrap iron cans and waste paper, to recycling agencies for treatment. The Group centrally stores non-recyclable wastes and arranges relevant personnel and organizations to dispose the non-recyclable wastes regularly.

The Group launched a comprehensive equipment preventive maintenance programme to prevent and reduce equipment breakdown so as to reduce the amount of waste plastic film and packaging materials generated. In order to reduce the equipment breakdown rate, we carried out regular maintenance of equipment according to schedule, conducted equipment checks on a regular basis, established an equipment lubrication management mechanism and implemented on-site management of equipment lubrication.

Sewage Discharge Management

The Group identify the waste water as one of our major discharges, therefore, we keep statistics on the discharges and make supplementary disclosure. In order to prevent waste water from polluting the environment, we strictly comply with the Water Pollution Prevention and Control Law of the People's Republic of China, conduct regular examination and maintenance for the sewage treatment facilities, conduct discharge examination and make detailed records on the daily operation of the facilities according to relevant requirements of the Sewage Discharge Management System. The production of Chinese patent medicine and decoction pieces products and equipment maintenance are the main sources of sewage production. The sewage was discharged into the municipal drainage pipeline after being treated in the treatment facility located in the factory. In case of unfortunate equipment breakdown, the Environmental Protection Emergency Plan we established also specified the guideline for the emergency. During the Reporting Period, the sewage generated during the operation of the Group and related data are as follows:

	Unit	2024	2023
Sewage	Tonne	386,989.19	351,320.49
Chemical Oxygen Demand (COD)	Tonne	65.66	40.41
Ammonia nitrogen	Tonne	4.87	4.93

During the Reporting Period, the headquarters of the Group completed the rain and sewage separate discharge system and obtained discharge permit to avoid or reduce water pollution to the greatest extent. The Group's subsidiary, Guangdong Yunzhi, completed pollution discharge registration for fixed pollution sources. The Company strictly complied with the management requirements to ensure that sewage discharge meets the standards. In addition, Guangdong Caojinghua reformed the rain and sewage separate discharge system to avoid or reduce water pollution to the greatest extent.

Environmental, Social and Governance Report

Use of Resources

In order to promote the sustainable development of the Company, Zhongzhi Pharmaceutical actively carries out management work in effective resource use and energy conservation and emission reduction, and strives to improve the utilization efficiency of natural resources. The Group always adheres to the equipment energy management policy of “improving overall efficiency, ensuring normal operation and reducing operating costs”, improves performance and reduces greenhouse gas emissions through day-to-day lean management and implementation of energy conservation and transform projects and continues to review and optimise the systems. During the Reporting Period, the energy consumption data of the Group is as follows:

Energy Consumption	Unit	2024	2023
Gasoline	MWh	1,052.45	1,097.48
Diesel	MWh	473.50	478.82
Natural gas	MWh	26,820.80	15,272.90
Liquefied Petroleum Gas	MWh	81.31	14.86
Steam	MWh	1,854.63	986.36
Solar power	MWh	77.70	—
Purchased electricity	MWh	32,617.20	31,917.27
Total energy consumption	MWh	62,977.59	49,767.69
Intensity	MWh/revenue in million RMB	28.44	24.28

According to the Workplace Safety Management System of Zhongzhi Pharmaceutical Company, the Group conducted regular examinations of equipment operation, lighting management and pipeline opening and closure. In order to avoid energy waste and maximise the utilization rate of the Company's production equipment, we have revised the Specification of Good Condition of Equipment to conduct normalised management of daily equipment operations. Workshops of each subsidiary actively responded to the energy conservation call of the Group and reviewed energy conservation in depth so as to maximize energy management in safety inspection and energy-consuming equipment maintenance in line with their circumstances.

Environmental, Social and Governance Report

The Group implemented of the “Efficiency Improvement Program for Equipment and Facilities Management”, established a “Management Efficiency Improvement” action group led by the Group’s executive directors and the leadership of the Safety Office, and set action targets from saving power and water for production and improving equipment utilisation and other aspects, and through the improvement of procedure and assessment system to achieve the current target more effectively:

Procedure	Assessment
<ul style="list-style-type: none"> each level assumes corresponding responsibility, and the overall goal is broken down into specific targets for implementation in each department to make the goals of action become clear. 	<ul style="list-style-type: none"> an assessment, reward and penalty mechanism is established; and the performance assessment team and the machine transport area conduct monthly assessments of the energy consumption of functional departments and units with specific targets and honor rewards and penalties.

In order to achieve the standardized management of idle equipment in a comprehensive way, the Group continues to strengthen and strictly implements the energy-saving system and continuously improve the approval procedure for equipment engineering projects. At the same time, we implemented initiatives, including “Internet + Equipment” data-based monitoring and operation, to practice energy saving from three aspects, including the management mechanism security, efficiency improvement, and equipment improvement.

In order to further save energy consumption and improve energy efficiency, we improved the energy use from the following two aspects. In order to reduce energy waste, the Group actively promotes the appointment system for the use of public systems on production lines. The appointment system for air compressors, steam, air conditioning and pure water is adopted to enable energy used according to demand and enabled production time to be matched, as well as energy to be supplied centrally and shut down in a timely manner after use.

Meanwhile, centralised production was achieved through the production scheduling system:

Production Department	Other Functional Departments
<p>The production department formulated weekly, monthly and annual production plans through production orders and sales forecasts, such as arranging for centralised production of small items, which directly reduced the need for single process or small number of processes production arrangements for multiple periods, in order to efficiently coordinate with departments and workshops to realise centralized use of water, electricity and steam, thus achieving the goal of efficient energy utilisation.</p>	<p>The other functional departments ensured the use of materials in production through planned material procurement control, timely material acceptance and accurate material inspection, as well as equipment running time through spare parts planning and a timely maintenance response system.</p>

Environmental, Social and Governance Report

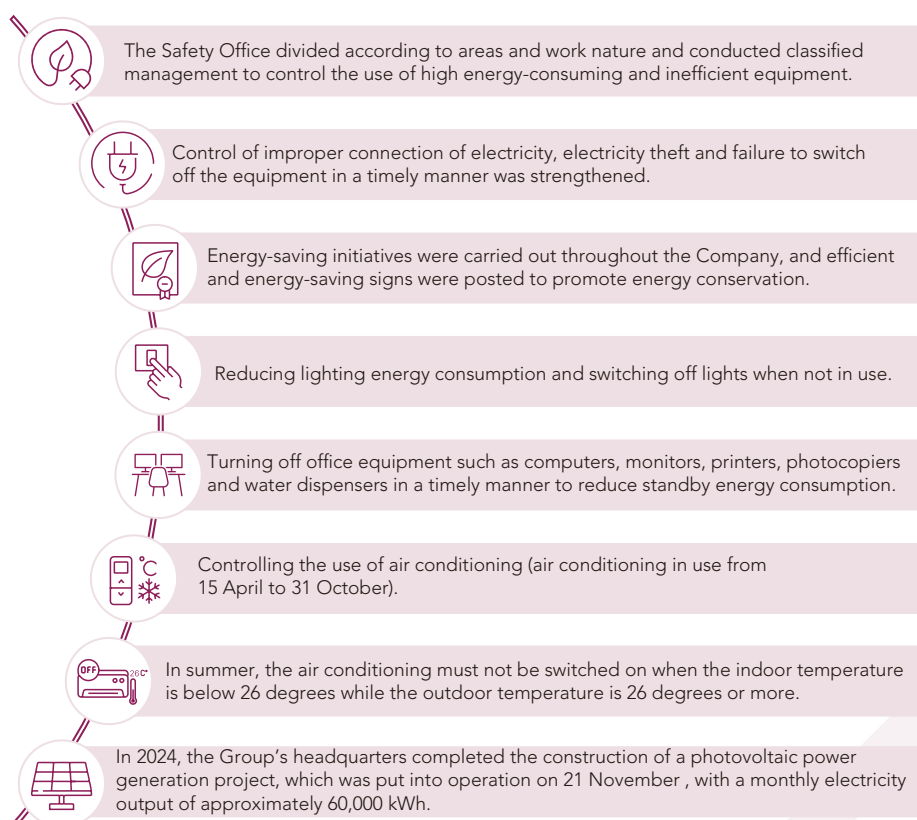
During the Reporting Period, the Group responded to the Energy Saving Charter organized by the Hong Kong Environment and Ecology Bureau and the Electrical and Mechanical Services Department (EMSD) to promote energy conservation and emission reduction and encouraged the internal units to strengthen the implementation of environmental protection measures.



Energy Saving Charter

Electricity consumption reduction

Zhongzhi Pharmaceutical identified the electricity consumption as the largest resource consumption in the business operation and the electricity consumption accounted for approximately 51.9% of the total energy consumption. Therefore, the Group has adopted a series of green office measures and is committed to reducing energy waste in terms of strict control of electricity consumption. The measures previously adopted by the Group are as follows:



Environmental, Social and Governance Report

Water conservation

Zhongzhi Pharmaceutical has been sparing no effort to promote water saving actions to effectively improve the utilisation rate of water resources. We promoted the rational and recycled use of water according to the Environmental Protection Management System of Zhongzhi Pharmaceutical Company. During the Reporting Period, the Group has no issue in sourcing water that is fit for purpose. The data of water consumption is as follows:

	Unit	2024	2023
Total water consumption	m ³	488,093.95	429,762.51
Intensity	m ³ /revenue in million RMB	220.38	209.66

In order to ensure the rational use of water resources during business operations, Zhongzhi Pharmaceutical is committed to enhancing awareness of employees of water conservation and has adopted a series of measures as follows:

Monitoring water consumption	Analyse the Company's water consumption monthly, single out departments with abnormalities in water consumption for analysis and provide the solution, supervise and deal with behaviors of water resource wastage in a timely manner.
Raising awareness of water conservation	The Safety Office posted water-saving signs at prominent positions in the Company to promote the concept of water saving; and Each subsidiary and production unit will remind employees to take water-saving actions through equipment cleaning and reusing of water resources.

Packaging materials reduction

Zhongzhi Pharmaceutical attached great importance to the quality of diversified products. In order to ensure the longer shelf life of products, we used a variety of packaging materials, including composite membrane, paper materials, and plastics. During the Reporting Period, the consumption of the Group's packaging materials is as follows:

	Unit	2024	2023
Total consumption of packaging materials	Tonne	7,883.82	7,729.55
Intensity	Tonne/revenue in million RMB	3.56	3.77

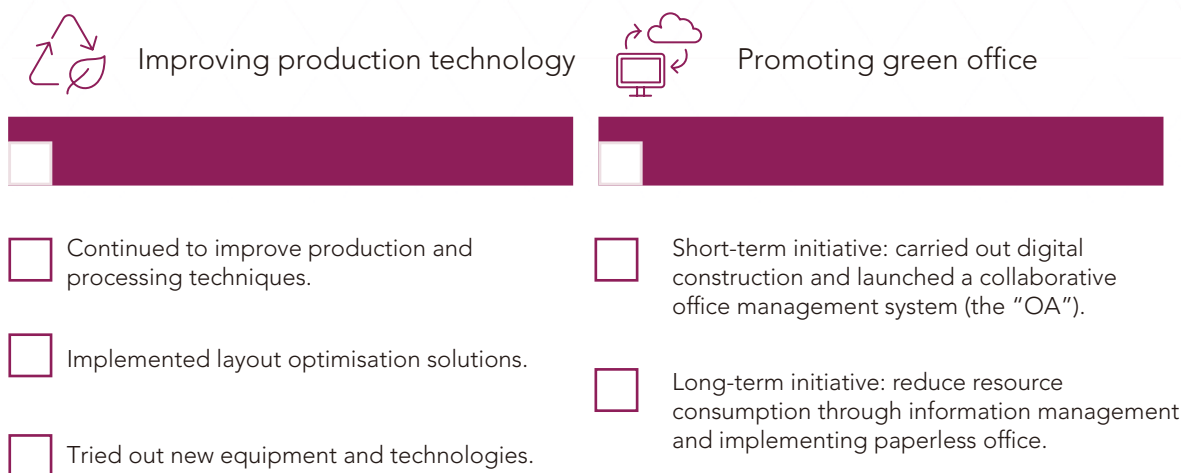
In order to fulfill the commitment of delivering high-quality products to customers, the Group resolutely chose quality in the trade-off between product quality and resource utilization. At the same time, the Group also continuously researches more innovative environmentally friendly packaging technologies, reduces the use of printing ink and packaging materials, and reduces the impact of product lifecycle on the environment while ensuring that the shelf life of products is not affected.

Environmental, Social and Governance Report

Coping with Climate Change

The increasing frequency of extreme climate events has prompted all sectors of society to pay close attention to climate change. In order to promote the proactive implementation of local climate actions, China has formulated long-term climate targets of carbon peaking by 2030 and carbon neutrality by 2060, and vigorously promoted the concept of carbon reduction. Zhongzhi Pharmaceutical also responded to national policies, regarded energy saving, consumption reduction and carbon reduction as the direction of corporate development, and actively promoted energy conservation and emission reduction in business operations.



During the Reporting Period, we set the targets for energy saving and emission reduction and decentralised to various business units, with green concept implemented in all operations. We implement the following measures in the production process and daily business to reduce greenhouse gas emissions and resource consumption further.



As a responsible enterprise, the Group has incorporated climate and environmental risk management into its business strategies and decisions and continued to strengthen its climate and environmental risk management. We are very concerned about the impact of climate change on business activities, since traditional Chinese medicine resources are special agricultural resources, their cultivation, growth and harvest may be affected by climate change. Light, temperature, humidity and ventilation may all impact on the medicinal properties and quality of Chinese herbal medicines. Climate fluctuations may also cause changes in the genuine producing area of medicinal herbs. In the face of the challenges of climate change, we have stepped up our efforts in climate monitoring and regularly collected climate-related indicators such as light, rainfall, temperature and humidity from various Chinese medicine cultivation bases. The Group's Chinese medicine resources department has carried out a long-term special research project on the quality of Chinese herbs to assess the active constituent of herbs under different climatic conditions and continuously monitor and investigate the impact of climate factors on the quality of Chinese medicinal herbs.

Environmental, Social and Governance Report

With the increasing global concern about environmental issues, taking environmental protection measures has become an important part of social responsibility. Carbon credit allows the Company to offset some emissions by funding carbon emission reduction projects while investing in clean energy and improving energy efficiency measures. Therefore, the Company chooses to purchase carbon credits to reduce its carbon footprint by offsetting the greenhouse gas emissions generated by its operating activities. The carbon offset project we chose is Hebei ChengAn Biomass Cogeneration Project (Project Number: 3797) under the United Nations Clean Development Mechanism (CDM). This project uses local cotton stalks to generate electricity, and sells the generated electricity to Hebei power grid to replace the electricity generated by coal-fired power plants. This project helps to reduce greenhouse gas emissions, improve resource use and environmental protection, and provide employment opportunities and increase the income of local residents. In addition, the certified emission reductions (CERs) of this project were also used in the 2022 Hangzhou Asian Games and the 2022 Hangzhou Asian Para Games to achieve carbon neutrality.

 United Nations Framework Convention on Climate Change		Date: 13 MARCH 2025 REFERENCE: VC3089/2025	
VOLUNTARY CANCELLATION CERTIFICATE		Presented to Zhongzhi Pharmaceutical Holdings Limited Project Hebei ChengAn Biomass Cogeneration Project Reason for cancellation Our company would like to contribute to climate action by offsetting our greenhouse gas emissions.	
		Number of units cancelled	
		7 CERs Equivalent to 7 tonne(s) of CO ₂	
<small>Start serial number: CN-5-118668846-1-1-0-3797 End serial number: CN-5-118668846-1-1-0-3797 Monitoring period: 05-12-2010 - 04-12-2017</small>		<small>The certificate is issued in accordance with the procedure for voluntary cancellation in the CDM Registry. The reason included in this certificate is provided by the canceller.</small>	

Environmental, Social and Governance Report

CONTRIBUTION TO SOCIETY

Zhongzhi Pharmaceutical takes “creating a healthy life through intelligent manufacturing” as its goal and considers the improvement of the health of all people as the strategic goal. The Group firmly believes in the concept of contribution to communities, and regards contribution to the society as an important part of the sustainable development strategies of the Group. As a pharmaceutical enterprise that dares to assume social responsibility, the Group is always mindful of putting resources into social development when developing its business. The Group actively promotes the high-quality development of the Chinese medicine business and industry, inherit the essence of Chinese medicine civilization, fully leverage the unique advantages and functions of Chinese medicine in disease prevention and treatment, and promote healthy products and services to the public to attempt to provide medical welfare to society better.

In recent years, Zhongzhi Pharmaceutical has actively participated in various public welfare and charities and focused on two main areas:

Promotion of Healthy Products and Services

- The Group conducted Caojinghua brand promotion activities nationwide to actively promote healthy products and services to the public, enhance public health awareness, and contribute to establish an emerging health concept for the whole society. During the Caojinghua promotion activities, we invited several healthcare consultants to examine health conditions through hand, face and tongue checks and advice on healthcare. In the meanwhile, we set up some activities of offering free drinking and tasting related to healthcare to promote new scientific healthcare concepts and scientific healthcare knowledge of “love health, use herbs”.
- During the Reporting Period, the Group collaborated with hospitals to organize experts and professors with rich clinical experience from various departments to provide health consultation services to the public.

Contribution to Rural Revitalisation

- During the Reporting Period, the Group planted Astragalus in the GAP base in rural area, and signed agreements with more than 300 farmers to provide agricultural materials free of charge and provide training guidance to farmers. At the same time, Gansu Zhongzhi Shunhe Chinese Medicinal Materials Co., Ltd. provided about 50 employment opportunities for the local area, with nearly 30 long-term workers and nearly 20 temporary workers.

In addition, during the Reporting Period, Shiqi Waigan Herbal Tea Culture Intangible Heritage Museum of Honeson Pharmaceutical was completed and opened. Our chain companies also actively carried out public welfare activities, such as collaborating with Baiyunshan Xing Qun Pharmaceutical and Party Committee of Xingang Community, Gangkou Town, Zhongshan City to jointly organize the event of “Care for Sanitation Workers, Send Coolness with Love” (關愛環衛工·愛心送清涼), and partnering with West District of Zhongshan City to launch “Zhongzhi Health Walk, Care Around You” (中智健康行·關愛在身邊) Zhongzhi Elderly Support Program.

Environmental, Social and Governance Report

INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

Content		Section
Mandatory Disclosure Requirements		
Governance Structure	A statement from the Board containing the following elements: (i) a disclosure of the Board's oversight of ESG issues; (ii) the Board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and (iii) how the Board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	Sustainability Governance
Reporting Principles	A description of, or an explanation on, the application of the Reporting Principles (Materiality, Quantitative and Consistency) in the preparation of the ESG report.	About This Report – Reporting Principles
Reporting Scope	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report.	About This Report – Reporting Period and Scope
"Comply or Explain" Provision		
A. Environmental		
Aspect A1: Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Green Operation – Emission Management
KPI A1.1	The types of emissions and respective emissions data.	Green Operation – Air Emission Management
KPI A1.2	Total direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and (where applicable) intensity.	Green Operation – Greenhouse Gas Emission Management
KPI A1.3	Total hazardous waste produced (in tonnes) and (where applicable) intensity.	Green Operation – Solid Waste Management
KPI A1.4	Total non-hazardous waste produced (in tonnes) and (where applicable) intensity.	Green Operation – Solid Waste Management
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Green Operation – Emission Management
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Green Operation – Solid Waste Management

Environmental, Social and Governance Report

Content		Section
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Green Operation – Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type in total (kWh in'000s) and intensity.	
KPI A2.2	Water consumption in total and intensity.	
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	
KPI A2.5	Total packaging material used for finished products (in tonnes) and (where applicable) amount per unit produced.	
Aspect A3: Environment and Natural Resources		
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	Green Operation – Cherishing Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them.	
Aspect A4: Climate Change		
General Disclosure	Policies on significant climate-related issues which have impacted the issuer.	Green Operation – Coping with Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	
B. Social		
Employment and Labour Practices		
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.	Employment Relationship
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	

Environmental, Social and Governance Report

Content		Section
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Employee Safety and Health
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Employee Safety and Health – Production Safety Management
KPI B2.2	Lost days due to work injury.	Employee Safety and Health – Production Safety Management, Occupational safety
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees’ knowledge and skills for discharging duties at work. Description of training activities.	Training and Development
KPI B3.1	The percentage of employees trained by gender and employee category.	Training and Development – Talent Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	

Environmental, Social and Governance Report

Content		Section
Operating Practices		
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management – Suppliers Assessment
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how relevant practices are implemented and monitored.	
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management – Sustainable Supply Chain
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility – Drugs Recall System
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility – Emphasising Customer Opinions
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility – Promoting Innovation and Research and Development
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility – Product Quality Assurance, Drugs Recall System
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility – Protecting Customer Information

Environmental, Social and Governance Report

Content		Section
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Integrity and Compliance
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases.	
KPI B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.	Integrity and Compliance – Code of Conduct, Whistle blowing Policy
KPI B7.3	Description of anti-corruption training provided to Directors and staff.	Integrity and Compliance – Anti-corruption Training
Community		
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Contribution to Society
KPI B8.1	Focus areas of contribution.	
KPI B8.2	Resources contributed to the focus area.	

Report of Directors

The Directors are pleased to present to the Shareholders the annual report and the audited consolidated financial statements for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group is principally engaged in the pharmaceutical manufacturing in the PRC and the operation of chain pharmacies in Zhongshan in the Guangdong province, the PRC. Details of the principal activities of the Company's subsidiaries are set out in note 1 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year is set out in the sections of Financial Summary, Chairman's Statement, Management Discussion and Analysis, Environmental, Social and Governance Report and the paragraphs below.

The Group complies with the requirements under the Hong Kong Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group. No important event affecting the Group has occurred since the end of the year.

KEY RISK FACTORS

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realizes that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

Key Relationships with Employees, Customers and Suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the year.

The Group places great emphasis on working relationships with suppliers to meet our customers' needs in an effective and efficient manner. Our departments work closely with our suppliers to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

Report of Directors

Our major suppliers are generally providing materials for pharmaceutical production and had business relationship with the Group for over six years on average, which spreading over various regions, such as Northern China, Central China and Southern China.

The payment terms granted by suppliers were generally from telegraphic transfers before shipment to 120 days. The payables were usually settled within the credit period.

The Group is principally engaged in the pharmaceutical manufacturing in the PRC and the quality of the procured materials from the suppliers is important. In order to alleviate quality risks for pharmaceuticals produced, the Group has formulated the "Management Regulations on Suppliers" based on the "Pharmaceutical Operation Quality Management Standard" and the "GSP Certification Site Inspection Item of Drug Retail Chain Enterprise Head Office of Guangdong Province", which regulates and makes specific requirements in respect of the supplier assessment methods, audit methods and types as well as the removal and replacement procedures for unqualified suppliers, and ensured the legality and safety of the operation of the Group.

During the Reporting Period, the Group did not have any significant disputes with our major suppliers.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analyze on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

Our major customers are wholesale customers and the trading terms with them are mainly on credit. The credit period is generally not more than three months for major customers. As to new customers, payment in advance is normally required. The years of business relationship with the Group ranged from an average of four to six years.

In order to alleviate the credit risk, the Group trades only with recognized and creditworthy third parties and all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

During the Reporting Period, the Group has not experienced any major disruption of business due to material delay or default of payment by our customers due to their financial difficulties. We did not have any major product dispute with our customers.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2024 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 101 to 191.

The Board recommends the payment of a final dividend of HK5 cents per share (2023: HK3 cents) for the year ended 31 December 2024 to be payable to the shareholders of the Company whose names appeared on the register of members of the Company as at Friday, 30 May 2025, subject to the approval of the shareholders at the forthcoming annual general meeting of the Company (the "AGM") to be held on Tuesday, 13 May 2025. The final dividend will be payable on Thursday, 19 June 2025.

Report of Directors

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 7 May 2025 to Tuesday, 13 May 2025, both days inclusive, during which period no transfers of shares shall be effected. The record date will be Tuesday, 13 May 2025. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 6 May 2025.

For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2024, the register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025, (both days inclusive). The record date will be Friday, 30 May 2025. In order to qualify for the proposed final dividend for the year ended 31 December 2024, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Monday, 26 May 2025.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 28 to the consolidated financial statements.

TAX RELIEF AND EXEMPTION

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

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Save as disclosed herein, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in the note 31 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

Report of Directors

As at 31 December 2024, the Company's reserve available for distribution, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to nil.

CHARITABLE DONATIONS

The Group donated RMB0.03 million during the Reporting Period (2023: RMB0.04 million).

MANAGEMENT CONTRACTS

Save as disclosed in this report, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the year.

MAJOR SUPPLIERS AND CUSTOMERS

During the Reporting Period, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year.

During the Reporting Period, purchases from the single largest supplier of the Group and the five largest suppliers of the Group in aggregate accounted for approximately 7.5% and 24.9% (2023: 9.8% and 29.1%) of the total purchases of the year, respectively.

None of the Directors of the Company or any of their close associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The directors of the Company ("Director(s)") during the year and up to the date of this report were:

Executive Directors

Mr. Lai Zhi Tian (*Chairman*)

Mr. Lai Ying Feng

Mr. Lai Ying Sheng

Mr. Cao Xiao Jun

Non-executive Directors

Ms. Jiang Li Xia

Mr. Peng Zhiyun (resigned on 9 September 2024)

Independent non-executive Directors

Mr. Ng Kwun Wan

Mr. Wong Kam Wah (resigned on 10 April 2025)

Mr. Zhu Shangheng (appointed on 10 April 2025)

Mr. Zhou Dai Han

In accordance with article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. As such, Mr. Zhu Shangheng, who was appointed as an independent non-executive Director on 10 April 2025, shall hold office until the forthcoming annual general meeting of the Company (the "AGM"), and who being eligible, offer himself for re-election.

Report of Directors

In accordance with article 108(a) of the Articles, Mr. Lai Ying Feng, Ms. Jiang Li Xia and Mr. Ng Kwun Wan will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

Every Director shall retire from office once every three years and for this purpose, at each AGM one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) but not less than one-third (1/3) shall retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Subject to the Articles, a retiring Director shall be eligible for re-election at the meeting at which he or she retires. For avoidance of doubt, each Director shall retire at least once every three (3) years.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 13 to 17 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors and the non-executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter and each of the independent non-executive Directors has entered into a service agreement with the Company for a term of three years and renewed each of three years commencing on 13 July 2021. All the service agreements may be terminated by either party by giving to the other party not less than three months' prior notice in writing.

None of the Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment or compensation, other than statutory compensation.

INDEMNITY OF DIRECTORS

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this report, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a director of the Company or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Report of Directors

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

As at 31 December 2024, the interests and short positions of the Directors and chief executive in the share capital and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code and Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) are as follows:

(i) Long position in the ordinary shares of the Company

Name of Director	Beneficial interest Number of ordinary shares	Approximate percentage of the issued share capital of the Company
Mr. Lai Zhi Tian ("Mr. Lai")	14,086,800	1.63%
Mr. Lai Ying Feng	5,990,000	0.69%
Mr. Cao Xiao Jun	3,238,600	0.38%

Save as disclosed above, none of the Directors or chief executive of the Company and/or any of their respective associates had registered any interests or short positions in any shares and underlying shares in, and debentures of, the Company or any associated corporations as at the date of this report, as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

Report of Directors

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

As at 31 December 2024, the following persons (other than the interests of the Directors of the Company as disclosed above) had interests or short positions in the ordinary shares of the Company or underlying shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in the ordinary shares of the Company

Name	Beneficial interest Number of ordinary shares	Total interest Number of ordinary shares	Approximate percentage of issued share capital of the Company
Crystal Talent (Note 1)	506,922,000	506,922,000	58.70%
Cheer Lik (Note 2)	42,240,000	42,240,000	4.89%
Novich Positioning Investment Limited Partnership (Note 3)	56,958,000	56,958,000	6.60%
Novich Positioning Investment (Cayman) Limited (Note 4)	82,377,000	82,377,000	9.54%

Notes:

- These 506,922,000 shares are held by Crystal Talent, a company incorporated in the British Virgin Islands with limited liability and is 100% beneficially owned by Mr. Lai.
- These 42,240,000 shares are held by Cheer Lik, a company incorporated in the British Virgin Islands with limited liability and is 100% beneficially owned by Mrs. Lai.
- These 56,958,000 shares are held by Novich Positioning Investment Limited Partnership, a company incorporated in the Cayman Islands and is 1.09% owned by Novich Positioning Investment (Cayman) Limited.
- These 82,377,000 shares are held by Novich Positioning Investment (Cayman) Limited, a company incorporated in the Cayman Islands.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2024 which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Report of Directors

ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Saved as disclosed in the section “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above and in the section “Share Option Scheme” below, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of Shares in, or debt securities (including debentures) of the Company or any other body corporate.

DIRECTORS’ INTEREST IN A COMPETING BUSINESS

Save as disclosed in the section headed “Connected Transactions” of this report, none of the Directors or any of their respective associates has engaged in or has any interest in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the Reporting Period and up to the date of this report.

Each of Mr. Lai, Mrs. Lai, Crystal Talent and Cheer Lik (together the “Controlling Shareholders”), had entered into a non-competition deed dated 8 June 2015 (the “Non-competition Deed”) in favour of the Company (for itself and on behalf of all members of the Group), pursuant to which, each of the Controlling Shareholders would not, and would procure his/her/its associates not to (other than through the Group or in respect of each covenantor (together with his/her/its associates), as a holder of not more than 5% of the issued shares or stock of any class or debentures of any company listed on any recognized stock exchange) directly or indirectly carry on, engage or otherwise be interested (in each case whether as shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) in any business which may be in competition with the business carried on by the Group from time to time, except where the Company’s approval is obtained.

In order to ensure the Controlling Shareholders have complied with the Deed of Non-competition, each of the Controlling Shareholders has provided to the Company a written confirmation (i) in respect of his/her/its compliance with the Non-competition Deed for the Reporting Period; (ii) no personal interests were ever declared by any Controlling Shareholders who are also Directors at the Directors’ meetings; and (iii) stating that they have not entered into any business which may be in competition with the business carried on by the Group from time to time. As there was no change in terms of the undertaking since the Company’s listing on the Stock Exchange, the independent non-executive Directors of the Company are of the view that the Controlling Shareholders have complied with the Non-competition Deed and no matters are required to bring to the attention of the public.

EQUITY-LINKED AGREEMENT

Details of the equity-linked agreement entered into during the year or subsisting at the end of the year are set out below:

SHARE OPTION SCHEME

A share option scheme was conditionally adopted on 8 June 2015 (the “Share Option Scheme”), which became effective on the Listing Date.

The Share Option Scheme is a share incentive scheme and is established to recognize and motivate the contributions that eligible participants (as defined in the Prospectus) have made or may make to the Group.

Report of Directors

The participants of Share Option Scheme includes employees (full time or part-time), executives, Directors (including but not limited to any executive, non-executive and independent non-executive Directors), suppliers, customers, persons providing research, development or other technological support to the Group, shareholder of any entity in which the Group hold at least 20% of its issued share capital, advisor or consultant to any area of business or business development of the Group, any other participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement of development and growth of the Group are eligible persons under the Share Option Scheme.

Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the share of the Company in issue at the Listing Date (i.e. 80,000,000 shares) (the "Option Scheme Mandate Limit") unless approved by the shareholders of the Company.

The maximum entitlement for any one participant is that the total number of the Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue unless otherwise approved by the Shareholders at a general meeting of the Company.

Any offer to grant of options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors.

The exercise price for any Share under the Share Option Scheme shall be a price determined by the Board and notified to each grantee and shall not be less than the highest of:

- (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option;
- (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option; and
- (iii) the nominal value of a Share on the offer date.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the offer date subject to the provisions of early termination thereof, and provided that the Board may determine the minimum period for which an option has to be held or other restrictions before its exercise.

Save as determined by the Board and provided in the offer of grant of the options, there is no performance target that must be achieved before the options can be exercised. Unless otherwise specified, there is no amount payable on application or acceptance of the options and no specific period within which payments or calls must be made or loans must be repaid.

The vesting period for options shall not be less than 12 months.

An offer for the grant of options shall be deemed to have been accepted when our Company receives the letter containing the offer duly signed by the grantee together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) in favour of our Company as consideration for the grant thereof within such time as may be specified in the offer (which shall not be later than 21 days from the offer date).

Report of Directors

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from date of adoption. The remaining life of the Share Option Scheme is 1 year. There is no share option outstanding, granted, exercised, cancelled and lapsed during the year ended 31 December 2024 and since the Listing Date.

As at the date of this report, the total number of shares available for issue under the Share Option Scheme is 80,000,000, representing approximately 9.26% of the issued shares of the Company.

There were 80,000,000 options available for grant under the Option Scheme Mandate Limit both at the beginning and the end of the year ended 31 December 2024.

And the number of shares that may be issued in respect of options granted under the Share Option Scheme during the year ended 31 December 2024 is 0, representing 0% of the weighted average number of shares of the relevant class in issue of the Company for the year ended 31 December 2024.

SHARE AWARD PLAN

A share award plan was adopted on 8 January 2016 (the "Share Award Plan"). The Share Award Plan is a share incentive scheme and is established to recognise the contributions made by certain selected persons and to attract suitable individuals with experience and ability to further develop and expand the business of the Group.

The Board may, in their absolute discretion, determine that any employees (full time or part-time), executives, Directors (including but not limited to any executive, non-executive and independent non-executive Directors), dealers or persons providing services to the Group who have made or can make contributions to the growth and development of the Group will become qualified persons.

The awarded shares will be either (i) allotted and issued by the Company, by using the general or specific mandates granted or to be granted to the board of directors by the shareholders of the Company at general meetings of the Company from time to time, or (ii) acquired by an independent trustee (the "Trustee") from the open market by utilising the Company's resources provided to the Trustee. The maximum number of shares in respect of which options may be granted under the Share Award Plan cannot result in the aggregate number of shares awarded by the board of directors throughout the duration of the plan exceeding 1% of the issued share capital of the Company.

Any grant of awards (together with options) to a participant in the 12-month period up to and including the date of such grant must not be in aggregate over 1% of the issued shares of the Company.

Any grant of awards to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the Share Award Plan) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of shares in issue, such further grant of awards must be approved by shareholders of the Company in general meeting.

Save as the grant of awarded shares before 31 December 2022, the vesting period for awards shall not be less than 12 months.

Unless otherwise specified, there is no amount payable on application or acceptance of the award and no specific period within which payments or calls must be made or loans must be repaid.

Subject to earlier termination by the Board, the Share Award Plan shall be valid and effective for a period of ten years from the date of adoption. The remaining life of the Share Award Plan is 2 years.

In order to recognise and reward the contribution of and solidify the relationship with the service providers and distributors, the Board has resolved to increase the limit of the Share Award Plan from 1% of the issued share capital of the Company to 2.5% of the issued share capital of the Company on 25 March 2019, i.e. 21,000,000 award shares (the "Award Plan Limit"), representing 2.43% of the current issued share capital of the Company as at the date of this report.

Report of Directors

In 2017, the Company granted 1,072,500 shares to certain employees on 7 April 2017 and the vesting date of the shares was 7 April 2017. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.70) on the day of the grant, amounting to HK\$1,823,000 (equivalent to approximately RMB1,618,000).

The Company granted 127,000 shares to certain employees on 2 January 2019 and the vesting date of the shares was 2 January 2019. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.45) on the day of the grant, amounting to HK\$184,000 (equivalent to approximately RMB161,000).

The board of directors also approved to grant certain shares with a maximum number of 5,940,000 shares to certain employees, service providers and distributors (the "Eligible Persons") on 25 March 2019, which was subject to the satisfaction of certain performance target for year 2019. As at 31 December 2019, according to the achievement status of the performance of the Eligible Persons, 1,200,000 shares shall be vested while the remaining was forfeited due to the failure to meet the performance target. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.439) on the day of the grant, amounting to HK\$1,727,000 (equivalent to approximately RMB1,477,000).

The Company granted 850,000 shares to certain employees on 2 November 2020 and the vesting date of the shares was 2 November 2020. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.52) on the day of the grant, amounting to HK\$1,292,000 (equivalent to approximately RMB1,117,000).

On 20 October 2020, the board of directors approved to purchase shares as reserve for future granting. From 21 December 2020 to 30 December 2020, the Group purchased 8,677,000 shares in an aggregate of amount HK\$14,268,000 (equivalent to approximately RMB12,322,000).

On 17 June 2021, the board of directors approved to purchase shares as reserve for future grant. On 18 June 2021, the Group purchased 3,323,000 shares in an aggregate amount of HK\$5,288,000 (equivalent to approximately RMB4,383,000).

During the year ended 31 December 2020, 31 December 2021 and 31 December 2022, the Group has acquired 12,000,000 existing shares in total as reserve for future grant.

During the year ended 31 December 2023, the Group did not acquired any shares for future grants.

In June 2024, the board of directors approved to purchase shares as reserve for future granting. From 17 June 2024 to 28 June 2024, the Group purchased 1,699,000 shares in an aggregate amount of HK\$2,056,000 (equivalent to approximately RMB1,875,000).

In July 2024, the board of directors approved to purchase shares as reserve for future granting. From 2 July 2024 to 31 July 2024, the Group purchased 1,415,000 shares in an aggregate amount of HK\$1,727,000 (equivalent to approximately RMB1,577,000).

In September 2024, the board of directors approved to purchase shares as reserve for future granting. From 19 September 2024 to 24 September 2024, the Group purchased 140,000 shares in an aggregate amount of HK\$133,000 (equivalent to approximately RMB121,000).

As the date of this report, (i) the Company has not issued and allotted any new shares to the Trustee for the purpose of the Share Award Plan; and (ii) the Company has no intention to issue and allot new shares to the Trustee in the future.

The Group recognised a share award expense of nil for both 2023 and 2024.

As at 31 December 2024, 19,855,500 shares of the Company were held by the Trustee and have yet to be awarded.

There were 18,823,000 awards available for grant under the Share Award Plan Limit both at the beginning and at the end of the year ended 31 December 2024.

Report of Directors

The number of Shares that may be issued in respect of awards granted under the Share Award Plan of the Company is 3,249,500, representing 0.38% of the weighted average number of Shares of the relevant class in issue of the Company for the year.

The particulars of the Share Award Plan during the year ended 31 December 2021 (the "FY2021"), 31 December 2022 (the "FY2022"), 31 December 2023 (the "FY2023") and 31 December 2024 (the "FY2024") are set out below:

	Number of Shares held for Share Award Plan
At 1 January 2021	13,278,500
Purchased	3,323,000
At 31 December 2021, 31 December 2022, 31 December 2023	16,601,500
Purchased	3,254,000
At 31 December 2024	19,855,500

There is no awarded share outstanding, granted, vested, cancelled and lapsed during FY2021, FY2022, FY2023 and FY2024.

CONNECTED TRANSACTIONS

Non-exempt Continuing Connected Transactions

We have entered into a number of continuing agreements and arrangements ("Contractual Arrangements") with our connected persons in our ordinary and usual course of business, which constitute continuing connected transactions under the Listing Rules. We set out below details of the continuing connected transactions for our Group.

Contractual Arrangements

On 31 August 2014, our Group, Zhongzhi Herb Pieces and the holders of its equity interests ("Registered Shareholders") entered into the Contractual Arrangements, which consist of: (i) an operation services agreement; (ii) a call option agreement; (iii) an equity pledge agreement; (iv) a power of attorney; and (v) an exclusive intellectual property purchase agreement. For details of these contracts, please refer to the "Contractual Arrangements – Details of the Contractual Arrangements" section in the Prospectus.

The Contractual Arrangements that were in place as at 31 December 2024 are as follows:

1. Operation services agreement

On 31 August 2014, Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders entered into the operation services agreement. Pursuant to the operation services agreement, Zhongzhi Pharmaceutical was engaged exclusively to provide Zhongzhi Herb Pieces with, inter alia, management and consultancy services in consideration of service fees payable by Zhongzhi Herb Pieces to Zhongzhi Pharmaceutical. The service fee payable by Zhongzhi Herb Pieces to Zhongzhi Pharmaceutical for the year ended 31 December 2024 is approximately RMB20.3 million.

The amount of fees payable by Zhongzhi Herb Pieces shall be calculated in accordance with the PRC accounting principles, which shall be the revenue of Zhongzhi Herb Pieces (which included sales of RMB205.9 million to Zhongzhi Pharmaceutical) after deducting, inter alia, all the expenses (which included rental fee of RMB8.0 million) and reserve fund. All the above transactions have been eliminated upon consolidation of the financial results of Zhongzhi Herb Pieces into the Group's consolidated financial statements.

Report of Directors

2. **Call Option Agreement**

On 31 August 2014, Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders entered into the call option agreement, pursuant to which the Registered Shareholders have granted an irrevocable and exclusive option to Zhongzhi Pharmaceutical to purchase all or any part of their entire equity interests in Zhongzhi Herb Pieces according to the terms contained therein.

3. **Equity Pledge Agreement**

On 31 August 2014, Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders entered into the equity pledge agreement, pursuant to which the Registered Shareholders have pledged their entire equity interests in Zhongzhi Herb Pieces (together with the rights derived therefrom) in favour of Zhongzhi Pharmaceutical as security for the performance of all the contractual obligations by Zhongzhi Herb Pieces and the Registered Shareholders under the Operation Services Agreement, the call option agreement, the Power of Attorney and the Exclusive Intellectual Property Purchase Agreement.

4. **Power of Attorney**

On 31 August 2014, the Registered Shareholders executed the power of attorney, pursuant to which, among others, the Registered Shareholders jointly and severally and irrevocably appointed Zhongzhi Pharmaceutical as their attorney to exercise their shareholders' rights in Zhongzhi Herb Pieces by Zhongzhi Pharmaceutical itself or through its nominee(s). The said shareholders' rights include but not limited to the rights to exercise voting rights in shareholders' meeting, to sign minutes of the shareholders' meetings, to file documents with the relevant government authorities, and to appoint directors and supervisors.

5. **Exclusive Intellectual Property Purchase Agreement**

On 31 August 2014, Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders entered into the Exclusive Intellectual Property Purchase Agreement, pursuant to which Zhongzhi Herb Pieces and the Registered Shareholders jointly and severally granted an irrevocable and exclusive option to Zhongzhi Pharmaceutical to purchase all or any of the intellectual property that Zhongzhi Herb Pieces has by Zhongzhi Pharmaceutical itself or through its nominee(s) at the lowest price and to the extent permitted by the applicable PRC laws and regulations.

Transfer of equity interest from Guangdong Jun Ke Investment Limited ("Guangdong Jun Ke") to Mr. Lai Zhi Tian ("Mr. Lai")

On 20 April 2017, after arms-length negotiation between two Registered Shareholders, Guangdong Jun Ke and Mr. Lai, and as agreed by Zhongzhi Pharmaceutical, the 2.00% equity interest of Zhongzhi Herb Pieces held by Guangdong Jun Ke was transferred to Mr. Lai (the "Historical Transfer"). Guangdong Jun Ke ceased to be a Registered Shareholder of Zhongzhi Herb Pieces thereafter. The consideration was settled by Mr. Lai's own financial resources.

The Supplemental Agreement

As some of the registered shareholders of Zhongshan Yu Xin Investment Limited ("Zhongshan Yu Xin", a shareholder of Zhongzhi Herb Pieces), being present/former employees of the Group, have left the Group or retired, the Group considers it is in its best interest to simplify the shareholding structure of Zhongzhi Herb Pieces to optimise the governance of Zhongzhi Herb Pieces.

Report of Directors

As such, on 3 November 2022, Zhongzhi Pharmaceutical entered into a supplemental agreement (the “Supplemental Agreement”) to the series of contracts entered into on 31 August 2014 (and supplemented or amended on 31 August 2014) (the “Existing Contractual Arrangements”) with Zhongzhi Herb Pieces, Mr. Lai and Guangdong Jun Ke, in order to (i) reflect the latest shareholding structure of Zhongzhi Herb Pieces upon completion of the proposed restructuring; and (ii) confirm the terms and conditions of the Existing Contractual Arrangements as provided under the conditions of the IPO Waiver (as defined afterwards under the section “Waiver from the Stock Exchange and Annual Review”) will continue to be complied by Mr. Lai.

Mr. Lai and Zhongshan Yu Xin shall enter into a share transfer agreement for the the transfer of 10.00% equity interest of Zhongzhi Herb Pieces held by Zhongshan Yu Xin (the “Transfer”). The consideration of the Transfer was determined at the lowest price and to the extent permitted by the applicable PRC laws and regulations, which was settled using the Mr. Lai’s own financial resources. Upon the completion of the Restructuring, Zhongzhi Herb Pieces is owned by Mr. Lai and Mr. Luo Tian Quan (one of the Registered Shareholders) as to 99.56% and 0.44% respectively.

Details of the Supplemental Agreement were published in the Company’s announcements dated 3 and 4 November 2022.

Apart from the above, there are no new Contractual Arrangements entered into, renewed or reproduced between our Group, Zhongzhi Herb Pieces and the Registered Shareholders during the year ended 31 December 2024.

For the year ended 31 December 2024, none of the Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of the Contractual Arrangements has been removed.

Risk relating to the Contractual Arrangements

The following risks are associated with the Contractual Arrangements. Further details of the risks are set out on pages 37 to 41 of the Prospectus.

- The PRC government may determine that the Contractual Arrangements are not in compliance with applicable PRC laws, rules, regulations or policies.
- Uncertainties of the interpretation under the relevant PRC laws, rules, regulations or explanatory notes may result in our Contractual Arrangements becoming invalid and illegal.
- Certain terms of the Contractual Arrangements may not be enforceable under the PRC laws.
- Our Group relies on the Contractual Arrangements for the production of decoction pieces in PRC, which may not be as effective in providing operational control as direct ownership.
- The Registered Shareholders may have conflicts of interest with us, which may materially and adversely affect our business and financial condition.
- Our exercise of the option to acquire equity interests of Zhongzhi Herb Pieces may be subject to certain limitations and the ownership transfer may subject us to substantial costs.

Report of Directors

Actions taken to mitigate the risks

In light of the above risks associated with the Contractual Arrangements, the Group has adopted relevant procedures and internal control measures to ensure the effective operation of the Group and the implementation of the Contractual Arrangements, including (i) discuss and make all necessary modification to the Contractual Arrangements in order to maintain the economic interests; (ii) regular report by relevant divisions of the Group to the senior management of the Company in relation to the compliance of the Contractual Arrangements; (iii) regular report by the senior management of the Group to the Board any non-compliance issues; (iv) retain legal adviser and/or other professional to assist the Group to deal with specific issues arising from the Contractual Arrangements, if required; and (v) annual review by the independent non-executive Directors the compliance of the Contractual Arrangements.

Conflicts of Interests

We have implemented measures to protect against the potential conflicts of interest between our Group and the Registered Shareholders. Pursuant to the operation services agreement, the Registered Shareholders have undertaken that they will cause Zhongzhi Herb Pieces to strictly adopt and follow the advices and decisions made by Zhongzhi Pharmaceutical and will not raise objection to the same. If there is any potential conflict of interests between the Registered Shareholders and Zhongzhi Pharmaceutical, especially when the Registered Shareholders are also the directors or senior management of Zhongzhi Pharmaceutical, the Registered Shareholders shall protect, and shall not harm the interests of Zhongzhi Pharmaceutical. Under the call option agreement, the Registered Shareholders granted Zhongzhi Pharmaceutical an irrevocable and exclusive option to purchase all or any part of the equity interests in Zhongzhi Herb Pieces at the lowest price and to the extent permitted by the applicable PRC laws and regulations. Furthermore, under the power of attorney executed by the Registered Shareholders, Zhongzhi Pharmaceutical was irrevocably appointed as the attorney of the Registered Shareholders to exercise the shareholders' rights in Zhongzhi Herb Pieces on behalf of the Registered Shareholders. As a result, we have minimised the Registered Shareholders' influence on the business operations of Zhongzhi Herb Pieces.

Reasons for the Contractual Arrangements

The principal business of Zhongzhi Herb Pieces is the production of decoction pieces, of which the processing techniques such as steaming, stir-frying, moxibustion and calcinations, are prohibited from foreign investment under the relevant PRC laws and regulations. We cannot own any equity interest in Zhongzhi Herb Pieces. As a result, the Contractual Arrangements were necessary for our Group to manage the business of Zhongzhi Herb Pieces with all economic benefits derived from the business, financial and operating activities of Zhongzhi Herb Pieces flow to our Group. Other than the information that were disclosed in the Prospectus, there were no changes to the relevant PRC laws and regulations for the year ended 31 December 2024.

Our Directors, including our independent non-executive Directors, are of the view that (i) the Contractual Arrangements are fundamental to our Group's legal structure and business operations; and (ii) the Contractual Arrangements are on normal commercial terms, in the ordinary and usual course of our Group's business and are fair and reasonable, and are in the interests of our Group and our Shareholders as a whole.

Waiver from the Stock Exchange and Annual Review

Zhongzhi Herb Pieces is owned as to 99.56% by Mr. Lai and is therefore an associate of Mr. Lai and hence a connected person of our Company pursuant to 14A.07(4) of the Listing Rules. The Group operates its decoction pieces business in the PRC through a series of Contractual Arrangements entered into between Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders. The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions under the Listing Rules.

Report of Directors

The Stock Exchange has agreed to grant a waiver from strict compliance with (i) announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) the requirement of setting a maximum aggregate annual value (i.e. an annual cap) for the fees payable to our Group under the Contractual Arrangements; and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less, for so long as the Shares are listed on the Stock Exchange, (collectively, the "IPO Waiver") subject to the certain conditions as disclosed on pages 203 to 205 of the Prospectus.

Confirmation from Independent Non-executive Directors

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that (i) the transactions carried during the year ended 31 December 2024 have been entered into in accordance with the relevant provisions of the Contractual Arrangements and that the profit generated by Zhongzhi Herb Pieces has been substantially retained by Zhongzhi Pharmaceutical, (ii) no dividends or other distributions have been made by Zhongzhi Herb Pieces to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group during the year ended 31 December 2024, and (iii) any new contracts entered into, renewed or reproduced between the Group and Zhongzhi Herb Pieces during the year ended 31 December 2024 are fair and reasonable, or advantageous, so far as the Group is concerned and in the interests of the shareholders of the Company as a whole.

Confirmations from our Company's Independent Auditor

The auditor of our Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into during the year ended 31 December 2024:

1. nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
2. for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
3. nothing has come to their attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
4. nothing has come to their attention that causes the auditor to believe that dividends or other distributions have been made by Zhongzhi Herb Pieces to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.

Zhongzhi Herb Pieces

Revenue attributable to Zhongzhi Herb Pieces was approximately RMB206.1 million during the year ended 31 December 2024. As at 31 December 2024, the total asset and net asset attributable to Zhongzhi Herb Pieces was approximately RMB308.2 million and RMB118.7 million respectively.

Report of Directors

FUTURE PROSPECT AND DEVELOPMENT

With reference to the Future and Outlook section of the Chairman's Statement, the Group will continue to focus on developing the PRC market in 2024 by building our Caojinghua brand, further expanding its distribution network, increasing the number of chain pharmacies in the Guangdong province and increasing production capacities. The Board will also consider any potential investment opportunities which may benefit its shareholders as and when these opportunities arise.

PUBLIC FLOAT

Based on publicly available information, and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its issued shares as required under the Listing Rules during the Reporting Period up to the date of this report.

AUDIT COMMITTEE

The Audit Committee comprised of three independent non-executive Directors, namely Mr. Ng Kwun Wan (Chairman), Mr. Wong Kam Wah and Mr. Zhou Dai Han. The main duties of the Audit Committee are to examine, review and monitor the financial data and financial reporting procedure of the Company.

The Audit Committee had reviewed the audited annual results of the Group for the year ended 31 December 2024.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has complied with all applicable code provisions under the CG Code as set out in Appendix C1 to the Listing Rules throughout the year ended 31 December 2024. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

AUDITOR

Ernst & Young, the auditor of the Company, will retire at the conclusion of the forthcoming AGM of the Company and be eligible to offer themselves for re-appointment. A resolution will be submitted to the AGM to be held on 16 May 2025 to seek Shareholders' approval on the appointment of Ernst & Young as the Company's auditor until the conclusion of the next AGM and to authorise the Board to fix their remuneration.

By order of the Board

Lai Zhi Tian

Chairman

Hong Kong, 26 March 2025

Independent Auditor's Report



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Zhongzhi Pharmaceutical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Zhongzhi Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 101 to 191, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("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.

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
<p>Recoverability of trade receivables</p> <p>We focused on the recoverability of trade receivables because a high level of management judgement was required in assessing whether there would be credit losses for trade receivables. Furthermore, trade receivable balances were significant to the Group as they represented 15.9% of the total assets of Group as at 31 December 2024.</p> <p>The Group has applied the expected credit loss ("ECL") model to measure the impairment provision against trade receivables at the reporting date and estimated the loss allowance for trade receivables based on the lifetime expected credit losses. The Group initially developed a provision matrix based on the Group's historical default rates, considering the ageing of the balances and recent historical payment patterns. Management then calibrated the matrix to adjust the historical credit loss experience with forward-looking information such as existence of disputes and forecasted economic conditions.</p> <p>Related disclosures are included in notes 3, 19 and 37 to the consolidated financial statements.</p>	<p>We obtained an understanding of, evaluated and tested the key internal controls over the Group's assessment on the recoverability of trade receivables. We evaluated the techniques and methodology in the ECL model against the requirements of IFRS 9. We evaluated the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including checking the correctness of the ageing of receivables and the underlying data of the historical default rate, evaluating whether the expected credit losses were adjusted based on forward-looking information, and checking historical and subsequent settlement records of the customers. We assessed the adequacy of the Group's relevant disclosures in the consolidated financial statements.</p>
<p>Provision for inventories</p> <p>We focused on the provision for inventories because the inventory balance was material to the consolidated financial statements, representing 17.4% of the total assets of the Group as at 31 December 2024 and significant management judgement was required in assessing the net realisable values of inventories. The specific factors considered by management in the estimation of the provision include types of inventories, the ageing and conditions of the inventories, expiration dates of medicines, and the forecasted inventory usage and sales.</p> <p>Related disclosures are included in notes 3 and 20 to the consolidated financial statements.</p>	<p>We obtained an understanding of, evaluated and tested the key internal controls over the provision for inventories. We tested the provision amount for inventories by checking the ageing of inventories, expiration dates of medicines and the subsequent usage and sales of inventories by type of inventory on a sampling basis. We tested the key information used by management in calculating the net realisable values, including selling prices, cost to be incurred for completion, selling expense and the relevant taxes, by comparing parameters used to the supporting documents, and compared the net realisable values to the carrying amounts of inventories to check the adequacy and calculation of provisions on a sampling basis. We also attended and observed management's inventory counts at the material inventory locations and in certain self-owned chain pharmacies of the Group, to check if any damaged, slow-moving or obsolete inventories identified. We checked the adequacy of the Group's disclosures of the provision for inventories.</p>

Independent Auditor's Report

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than 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 THE DIRECTORS 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 IFRSs issued by the IASB 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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. Our report is made solely to you, as a body, 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.

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism 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.
- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

From the matters communicated with the Audit Committee, 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.

The engagement partner on the audit resulting in this independent auditor's report is TJEN, Michael.

Ernst & Young

Certified Public Accountants

Hong Kong

26 March 2025

Consolidated Statement of Profit or Loss

Year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
REVENUE	5	2,214,783	2,049,812
Cost of sales		(926,376)	(831,669)
Gross profit		1,288,407	1,218,143
Other income and gains	5	38,504	51,523
Selling and distribution expenses		(988,737)	(888,156)
Administrative expenses		(105,745)	(106,651)
Other expenses	6	(74,438)	(58,936)
Impairment losses on financial assets, net		(4,100)	(474)
Finance costs	7	(6,994)	(7,868)
PROFIT BEFORE TAX	8	146,897	207,581
Income tax expense	11	(50,750)	(43,447)
PROFIT FOR THE YEAR		96,147	164,134
Attributable to:			
Owners of the parent		95,212	162,775
Non-controlling interests		935	1,359
		96,147	164,134
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	13		
Basic and diluted			
— For profit for the year		RMB0.11	RMB0.19

Consolidated Statement of Comprehensive Income

Year ended 31 December 2024

	2024 RMB'000	2023 RMB'000
PROFIT FOR THE YEAR	96,147	164,134
OTHER COMPREHENSIVE (LOSS)/INCOME		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	(899)	(4,370)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	403	3,280
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	(496)	(1,090)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	95,651	163,044
Attributable to:		
Owners of the parent	94,716	161,685
Non-controlling interests	935	1,359
	95,651	163,044

Consolidated Statement of Financial Position

31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	585,510	498,367
Investment properties	14	53,940	46,441
Right-of-use assets	15(a)	144,929	165,749
Prepayments for property, plant and equipment		2,343	11,878
Goodwill	16	1,628	1,628
Other intangible assets	17	11,845	14,218
Equity investments at fair value through profit or loss	18	37,696	42,563
Deferred tax assets	27	28,354	30,069
Prepayments	21	—	850
Pledged deposits	22	100,500	100,000
Other non-current assets		6,257	6,751
Total non-current assets		973,002	918,514
CURRENT ASSETS			
Inventories	20	345,352	330,017
Trade and notes receivables	19	439,569	327,986
Prepayments, deposits and other receivables	21	59,983	49,473
Equity investments at fair value through profit or loss	18	—	2,277
Cash and bank balances	22	167,103	164,368
Restricted cash	22	2,113	—
Total current assets		1,014,120	874,121
CURRENT LIABILITIES			
Trade and bills payables	23	295,959	190,970
Other payables and accruals	24	296,635	283,931
Interest-bearing bank borrowings	25	46,331	27,329
Lease liabilities	15(b)	35,428	48,253
Amounts due to related parties	34	8,786	8,786
Deferred income	26	3,516	9,756
Tax payable		44,909	39,583
Total current liabilities		731,564	608,608
NET CURRENT ASSETS		282,556	265,513
TOTAL ASSETS LESS CURRENT LIABILITIES		1,255,558	1,184,027

Consolidated Statement of Financial Position

31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings	25	38,271	22,683
Deferred income	26	7,910	11,866
Lease liabilities	15(b)	68,573	76,592
Deferred tax liabilities	27	19,262	19,553
Total non-current liabilities		134,016	130,694
Net assets		1,121,542	1,053,333
EQUITY			
Equity attributable to owners of the parent			
Issued capital	28	6,847	6,847
Reserves	31	1,109,675	1,041,669
		1,116,522	1,048,516
Non-controlling interests		5,020	4,817
Total equity		1,121,542	1,053,333

Lai Zhitian
Director

Lai Yingsheng
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2024

	Attributable to owners of the parent										Total equity	
	Issued capital	Shares held for the share award plan	Share premium	Merger reserve	Statutory surplus reserve	Share-based payment reserve	Share award reserve	Exchange fluctuation reserve	Retained profits	Non-controlling interests		
												Total
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Note 28	Note 30		Note 31(a)	Note 31(b)	Note 31(c)	Note 30						
At 1 January 2023	6,847	(25,600)*	202,871*	31,200*	103,021*	5,680*	(2,079)*	19,551*	661,485*	1,002,976	2,973	1,005,949
Profit for the year	—	—	—	—	—	—	—	—	162,775	162,775	1,359	164,134
Other comprehensive loss for the year												
Exchange differences on translation of foreign operations	—	—	—	—	—	—	—	(1,090)	—	(1,090)	—	(1,090)
Total comprehensive income for the year	—	—	—	—	—	—	—	(1,090)	162,775	161,685	1,359	163,044
Capital contribution by a non-controlling shareholder	—	—	—	—	—	—	—	—	—	—	750	750
Transfer from retained profits	—	—	—	—	7,722	—	—	—	(7,722)	—	—	—
Dividends declared and paid	—	—	(116,145)	—	—	—	—	—	—	(116,145)	(265)	(116,410)
At 31 December 2023	6,847	(25,600)*	86,726*	31,200*	110,743*	5,680*	(2,079)*	18,461*	816,538*	1,048,516	4,817	1,053,333

Consolidated Statement of Changes in Equity

Year ended 31 December 2024

	Attributable to owners of the parent											
	Shares held for			Merger reserve	Statutory surplus reserve	Share-based payment reserve	Share award reserve	Exchange fluctuation reserve	Retained profits	Non-controlling interests	Total equity	
	Issued capital	the share award plan	Share premium									
	RMB'000	RMB'000	RMB'000									
	Note 28	Note 30	Note 31(a)	Note 31(b)	Note 31(c)	Note 30						
At 1 January 2024	6,847	(25,600)*	86,726*	31,200*	110,743*	5,680*	(2,079)*	18,461*	816,538*	1,048,516	4,817	1,053,333
Profit for the year	—	—	—	—	—	—	—	—	95,212	95,212	935	96,147
Other comprehensive loss for the year												
Exchange differences on translation of foreign operations	—	—	—	—	—	—	—	(496)	—	(496)	—	(496)
Total comprehensive income for the year	—	—	—	—	—	—	—	(496)	95,212	94,716	935	95,651
Shares repurchased	—	(3,573)	—	—	—	—	—	—	—	(3,573)	—	(3,573)
Transfer from retained profits	—	—	—	—	15,158	—	—	—	(15,158)	—	—	—
Dividends declared and paid	—	—	(23,137)	—	—	—	—	—	—	(23,137)	(732)	(23,869)
At 31 December 2024	6,847	(29,173)*	63,589*	31,200*	125,901*	5,680*	(2,079)*	17,965*	896,592*	1,116,522	5,020	1,121,542

* These reserve accounts comprise the consolidated reserves of RMB1,109,675,000 (2023: RMB1,041,669,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		146,897	207,581
Adjustments for:			
Finance costs	7	6,994	7,868
Bank interest income	5	(5,139)	(6,885)
Interest income from financial assets at fair value through profit or loss	5	—	(100)
Dividend income from equity investments at fair value through profit or loss	5	(56)	(32)
Fair value (gains)/losses, net:			
Equity investments at fair value through profit or loss	5, 6, 8	3,383	(1,864)
Loss/(gain) on disposal of equity investments at fair value through profit or loss	5, 6, 8	519	(2,023)
Loss on derecognition of financial assets measured at amortised cost		1,747	—
Gain on disposal of items of property, plant and equipment, net	5, 8	(548)	(431)
Loss on disposal of an investment in a joint venture		—	275
Depreciation of property, plant and equipment and investment properties	8, 14	46,999	50,069
Depreciation of right-of-use assets	8, 15	60,947	48,579
Amortisation of other intangible assets	8, 17	3,475	3,431
Government grants released	26	(15,077)	(19,412)
Impairment losses on trade receivables		4,100	474
Write-down of inventories to net realisable value	6, 8	7,069	3,538
		261,310	291,068
Increase in inventories		(22,404)	(10,654)
Increase in trade and notes receivables		(119,741)	(18,217)
(Increase)/decrease in prepayments, deposits and other receivables		(9,660)	10,438
Decrease in non-current assets		494	71
Increase in trade payables		104,989	1,191
Decrease/(increase) in other payables and accruals		10,857	(135,902)
Increase in pledged deposits		(500)	—
Increase in restricted cash	22	(2,113)	—
Increase in deferred income	26	4,881	8,665
		228,113	146,660
Cash generated from operations		228,113	146,660
Interest paid		(2,634)	(2,614)
Income tax paid		(43,999)	(42,543)
Net cash flows from operating activities		181,480	101,503

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(140,756)	(133,454)
Decrease/(increase) in prepayments for purchases of property, plant and equipment		9,535	(11,157)
Proceeds from disposal of items of property, plant and equipment		3,822	17,101
Purchase of other intangible assets		(1,102)	(2,251)
Purchase of land use right		—	(24,567)
Purchase of an equity investment at fair value through profit or loss		(10,728)	(37,782)
Purchases of financial assets at fair value through profit or loss		—	(5,000)
Proceeds upon maturity of financial assets at fair value through profit or loss		—	5,000
Proceeds from disposal of an equity investment at fair value through profit or loss		13,970	22,194
Bank interest received		5,139	6,885
Interest received from financial assets at fair value through profit or loss		—	100
Dividend received from equity investments		56	32
Disposal of an investment in a joint venture		—	141
Increase in non-pledged time deposits with original maturity of more than three months when acquired		—	(40,000)
Net cash flows used in investing activities		(120,064)	(202,758)
CASH FLOWS FROM FINANCING ACTIVITIES			
Lease payments	32(b)	(65,331)	(52,546)
New bank borrowings	32(b)	52,355	49,667
Repayments of bank borrowings		(18,317)	(36,079)
Dividends paid		(23,137)	(116,145)
Purchase of shares held under the Share Award Plan		(3,573)	—
Capital contribution from a non-controlling shareholders		—	750
Dividends paid to non-controlling interests		(732)	(265)
Net cash flows used in financing activities		(58,735)	(154,618)

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
		2,681	(255,873)
Cash and cash equivalents at beginning of year		124,368	381,010
Effect of foreign exchange rate changes, net		54	(769)
CASH AND CASH EQUIVALENTS AT END OF YEAR		127,103	124,368
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents	22	127,103	121,651
Restricted Cash	22	2,113	—
Non-pledged time deposits	22	40,000	42,717
Cash and bank balances as stated in the statement of financial position	22	169,216	164,368
Non-pledged time deposits with original maturity of more than three months when acquired		(40,000)	(40,000)
Restricted Cash	22	(2,113)	—
Cash and cash equivalents as stated in the statement of cash flows		127,103	124,368

Notes to the Consolidated Financial Statements

31 December 2024

1. CORPORATE AND GROUP INFORMATION

Zhongzhi Pharmaceutical Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 12 September 2014 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 13 July 2015 (the “Listing Date”).

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the manufacture and sale of pharmaceutical products in the People’s Republic of China (the “PRC”). There has been no significant change in the Group’s principal activities during the year.

In the opinion of the directors, as at the date of this report, the immediate and ultimate holding company of the Company is Crystal Talent Investment Group Limited, a company incorporated in the British Virgin Islands (“BVI”).

Information about subsidiaries

Particulars of the Company’s subsidiaries as at 31 December 2024 are as follows:

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Windom Talent Company Limited ("Windom Talent")	BVI 16 September 2014, BVI	US\$1	100%	—	Investment holding
Grant Talent Development Limited ("Grant Talent")	Hong Kong 1 August 2014, Hong Kong	HK\$1	—	100%	Investment holding
Zhongshan Zhongzhi Pharmaceutical Group Co., Ltd. ("Zhongzhi Pharmaceutical") ^(a)	PRC 12 October 1998, Mainland China	RMB213,620,000	—	100%	Sale of pharmaceutical drugs
Zeus Medicine Hong Kong Limited	Hong Kong 14 April 2011, Hong Kong	HK\$10,000	—	100%	Sale of pharmaceutical drugs
Zhongshan Zhongzhi Chain Pharmacies Company Limited ("Zhongzhi Chain Pharmacies")	PRC 27 July 2001, Mainland China	RMB4,600,000	—	100%	Sale of pharmaceutical drugs

Notes to the Consolidated Financial Statements

31 December 2024

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries as at 31 December 2024 are as follows: (Continued)

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Zhongshan Zhongzhi Chinese Medicine Herb in Pieces Co., Ltd. ("Zhongzhi Herb Pieces") ^(b)	PRC 10 July 2001, Mainland China	RMB6,600,000	—	100%	Manufacture and sale of Chinese decoction pieces
Zhongshan Honeson Pharmaceutical Co., Ltd. ("Honeson Pharmaceutical")	PRC 2 March 1986, Mainland China	RMB7,000,000	—	100%	Manufacture and sale of pharmaceutical drugs
Guangdong Caojinghua Cell-broken Herb Co., Ltd. ("Guangdong Caojinghua")	PRC 10 December 2014, Mainland China	RMB5,000,000	—	100%	Manufacture and sale of food
Guangdong Zhongzhida Pharmaceutical Co., Ltd. ("Guangdong Zhongzhida")	PRC 12 October 1998, Mainland China	RMB5,000,000	—	100%	Wholesale of pharmaceutical products
Guangdong Yunzhi Chinese Medicine Herb in Pieces Co., Ltd. ("Guangdong Yunzhi")	PRC 12 November 2019, Mainland China	RMB50,000,000	—	100%	Manufacture and sale of Chinese decoction pieces
Guangdong Yunzhi Chain Pharmacies Company Limited ("Yunzhi Chain Pharmacies")	PRC 29 April 2020, Mainland China	RMB5,000,000	—	100%	Sale of pharmaceutical drugs
Gansu Zhongzhi Shunhe Chinese Medicinal Materials Co., Ltd. ("Gansu Shunhe")	PRC 26 March 2020, Mainland China	RMB7,000,000	—	70%	Manufacture and sale of Chinese herb
Zhongshan Zhongzhi Property Management Co., Ltd. ("Zhongzhi Property Management")	PRC 2 September 2020, Mainland China	RMB3,000,000	—	100%	Property management

Notes to the Consolidated Financial Statements

31 December 2024

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries as at 31 December 2024 are as follows: (Continued)

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Guangdong Honeson Pharmaceutical Co., Ltd. ("Guangdong Honeson Pharmaceutical")	PRC 10 June 2020, Mainland China	RMB8,600,000	—	100%	Manufacture and sale of pharmaceutical drugs
Shandong Guozhi Chinese Medicine Herb in Pieces Co., Ltd. ("Shandong Guozhi")	PRC 16 November 2020, Mainland China	RMB5,000,000	—	80%	Manufacture and sale of Chinese decoction pieces
Yunfu Yunzhi Detection Service Co., Ltd. ("Yunzhi Detection")	PRC 25 June 2021, Mainland China	RMB2,300,000	—	100%	Detection and testing services
Zhongshan Zhongzhi Mingya Chinese Medicine Clinic Co., Ltd. ("Mingya Clinic")	PRC 1 March 2022, Mainland China	RMB10,000	—	100%	Traditional Chinese medicine service
Zhongshan Zhongzhi Baiyuan Chinese Medicine Clinic Co., Ltd. ("Baiyuan Clinic")	PRC 27 June 2022, Mainland China	RMB10,000	—	100%	Traditional Chinese medicine service
Zhongshan Zhongzhi Hubin Chinese Medicine Clinic Co., Ltd. ("Hubin Clinic")	PRC 6 September 2022, Mainland China	RMB10,000	—	100%	Traditional Chinese medicine service
Jingyun Technology (Guangdong) Co., LTD. ("Jingyun Technology")	PRC 1 March 2023, Mainland China	RMB10,000,000	—	100%	Sale of pharmaceutical drugs
Jingyun Technology (Zhongshan) Co., LTD.	PRC 18 August 2023, Mainland China	RMB500,000	—	100%	Sale of pharmaceutical drugs
Zhongshan Zhixiao Technology Co., LTD. ("Zhixiao Technology")	PRC 18 April 2023, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs

Notes to the Consolidated Financial Statements

31 December 2024

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries as at 31 December 2024 are as follows: (Continued)

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Guangdong Zhiqi Health Investment Co., LTD. ("Guangdong Zhiqi")	PRC 8 November 2023, Mainland China	RMB6,380,000	—	100%	Investment holding
Zhongshan Caojinghua Food Co., LTD. ("Caojinghua Food")	PRC 23 June 2024, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs
Zhongshan CaobenYuan Technology Co., Ltd. ("CaobenYuan Technology")	PRC 3 June 2024, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs
Zhongshan Cuibenyuan Technology Co., Ltd. ("Cuibenyuan Technology")	PRC 31 July 2024, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs
Zhongshan Zhiyikang Technology Co., Ltd. ("Zhiyikang Technology")	PRC 31 July 2024, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs
Jingxuan Technology (Zhongshan) Co., LTD. ("Jingxuan Technology")	PRC 23 July 2024, Mainland China	RMB10,000	—	100%	Sale of pharmaceutical drugs
Wisdom Origin Capital Co., Ltd. ("Wisdom Origin Capital")	Hong Kong 18 December 2024, Hong Kong	US\$1	—	100%	Investment holding

(a) Zhongzhi Pharmaceutical was registered as a wholly-foreign-owned enterprise under PRC law.

(b) Zhongzhi Herb Pieces was ultimately controlled by the Company as a result of a series of contractual arrangements between Zhongzhi Pharmaceutical with Zhongzhi Herb Pieces and the holders of its equity interests ("Registered Shareholders").

Notes to the Consolidated Financial Statements

31 December 2024

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations) issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under a historical cost convention, except for equity investments and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("RMB"), and all values are rounded to the nearest thousand except otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Notes to the Consolidated Financial Statements

31 December 2024

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments")
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments")
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i>

The nature and impact of the new and revised IFRSs that are applicable to the Group are described below:

- (a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the Group's financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

IFRS 18	<i>Presentation and Disclosure in Financial Statements</i> ³
IFRS 19	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> ²
Amendments to IFRS 10 and IFRS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
Amendments to IAS 21	<i>Lack of Exchangeability</i> ¹
<i>Annual Improvements to IFRS Accounting Standards — Volume 11</i>	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7</i> ²

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

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual/reporting periods beginning on or after 1 January 2027

⁴ No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRSs. IFRS 18 and the consequential amendments to other IFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of IFRS 18 on the presentation and disclosure of the Group's financial statements.

IFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with IFRSs. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply IFRS 19. Some of the Company's subsidiaries are considering the application of IFRS 19 in their specified financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs (Continued)

Amendments to IFRS 9 and IFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs (Continued)

Annual Improvements to IFRS Accounting Standards — Volume 11 set out amendments to IFRS 1, IFRS 7 (and the accompanying Guidance on implementing IFRS 7), IFRS 9, IFRS 10 and IAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- *IFRS 7 Financial Instruments: Disclosures*: The amendments have updated certain wording in paragraph B38 of IFRS 7 and paragraphs IG1, IG14 and IG20B of the Guidance on implementing IFRS 7 for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the Guidance on implementing IFRS 7 does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- *IFRS 9 Financial Instruments*: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 of IFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of IFRS 9 and Appendix A of IFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- *IFRS 10 Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of IFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of IFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- *IAS 7 Statement of Cash Flows*: The amendments replace the term "cost method" with "at cost" in paragraph 37 of IAS 7 following the prior deletion of the definition of "cost method". Earlier application is permitted. The amendments are not expected to have any impact on the Group's financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES

Investments in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint ventures, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement

The Group measures certain of its financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of the reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives of property, plant and equipment used are as follows:

Leasehold improvements	1 to 10 years
Buildings	5 to 50 years
Machinery	2 to 20 years
Motor vehicles	4 to 5 years
Office equipment	2 to 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including right-of-use asset) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. The Group applies cost model and recognises the investment properties with specific useful lives and depreciates them accordingly.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss as the expense category that is consistent with the function of the intangible assets.

Intangible assets are amortised on the straight-line basis over the following estimated useful life:

Software	10 years
----------	----------

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 3 to 5 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Pharmacies and office premises	3 to 5 years
Leasehold land	40 to 50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

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

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases 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 leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, financial liabilities included in other payables and accruals, an amount due to a joint venture, amounts due to related parties and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Shares held under the share award scheme

The Group's own equity instruments which are reacquired (shares held under the share award scheme) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration is recognised in equity.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery and acceptance of the goods.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates a share option plan and a share award scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries operating in Chinese Mainland are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Provision

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders at a general meeting. Proposed final dividends are disclosed in the notes 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in RMB, which is the Company's presentation currency. The functional currency of the Company is the Hong Kong dollars which is the currency of the primary environment in which the Company operates. Since the Company does not conduct any substantive operations of its own and conducts its primary business operations through its subsidiaries in the Chinese Mainland, the Company adopts RMB as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the reporting date. All differences arising on settlement or translation of monetary items are taken to the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and the subsidiaries established outside the PRC are currencies other than the RMB. As at the end of each reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

Notes to the Consolidated Financial Statements

31 December 2024

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and the subsidiaries established outside the PRC are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the companies established outside the PRC which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Contractual arrangements

Zhongzhi Herb Pieces is engaged in the manufacture and sale of Chinese decoction pieces, which falls in the scope of "Catalogue of Restricted Foreign Investment Industries" and foreign investors are prohibited to invest in such business.

As disclosed in note 1, as part of the historical reorganisation, the equity interests in Zhongzhi Herb Pieces were held by the Registered Shareholders and the Group exercises control over Zhongzhi Herb Pieces and enjoys all economic benefits of Zhongzhi Herb Pieces through the series of contracts entered into on 31 August 2014 (and supplemented or amended on 31 August 2014) by Zhongzhi Pharmaceutical, Zhongzhi Herb Pieces and the Registered Shareholders as part of the historical reorganisation (the "Contractual Arrangements").

Notes to the Consolidated Financial Statements

31 December 2024

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Contractual arrangements (Continued)

The Group considers that it controls Zhongzhi Herb Pieces, notwithstanding the fact that it does not hold a direct equity interest in Zhongzhi Herb Pieces, as it has power over the financial and operating policies of Zhongzhi Herb Pieces and receives all economic benefits from the business activities of Zhongzhi Herb Pieces through the Contractual Arrangements. Accordingly, Zhongzhi Herb Pieces has been accounted for as a subsidiary during the reporting period.

Withholding taxes arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes from the distribution of dividends from a subsidiary in the PRC according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends. The estimation process is highly based on assumptions, which are influenced by projected future market and economic conditions and future financing requirements of the Group, and it is not probable that such subsidiary will distribute dividends in the foreseeable future.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are given in note 27 to the financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

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 cash-generating units 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 cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2024 was RMB1,628,000 (2023: RMB1,628,000). Further details are given in note 16 to the financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of the reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment, investment properties, right-of-use assets, prepayments for property, plant and equipment and other intangible assets are set out in notes 14, 15 and 17 to the financial statements respectively.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the ageing analysis of groupings of various customer segments that have similar loss patterns (i.e., by geography, product type and customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 19 to the financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2024 was RMB37,696,000 (2023: RMB38,080,000). Further details are included in note 18 to the financial statements.

Provision for inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes a provision for inventory items. The assessment of the provision amount required involves management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and provision charge/write-back in the period in which the estimate has been changed. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether a provision needs to be made in respect of any damaged, obsolete or slowing-moving inventories identified. The Group carries out an inventory review at the end of each reporting period and makes a provision against damaged, obsolete and slow-moving items. Management reassesses the estimation at the end of each reporting period. The directors of the Company are satisfied that a sufficient provision for damaged, obsolete and slow-moving inventories has been made in the consolidated financial statements. The carrying amount of inventories at 31 December 2024 was RMB345,352,000 (2023: RMB330,017,000). Further details are given in note 20 to the financial statements.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Notes to the Consolidated Financial Statements

31 December 2024

4. OPERATING SEGMENT INFORMATION

The board of directors is the Group's chief operating decision maker. Management has determined the operating segments based on the information reviewed by the board of directors for the purposes of allocating resources and assessing performance.

For management purposes, the Group is organised into business units based on its sales channels and has two reportable operating segments as follows:

- (a) Pharmaceutical manufacturing
- (b) Operation of chain pharmacies

Separate individual financial information for different types of channels is presented to the board of directors who reviews the internal reports in order to assess performance and allocate resources.

Segment results are evaluated based on gross profit. No analysis of the Group's assets and liabilities by operating segments is disclosed as it is not regularly provided to the board of directors.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Geographical information

Since over 90% of the Group's revenue and operating profit were generated in Chinese Mainland and over 90% of the Group's non-current assets were located in Chinese Mainland, no geographical information in accordance with IFRS 8 *Operating Segments* is presented.

Notes to the Consolidated Financial Statements

31 December 2024

4. OPERATING SEGMENT INFORMATION (Continued)

Information about major customers

During each of the years ended 31 December 2024 and 2023, no revenue from transactions with a single customer accounted for 10% or more of the Group's sales.

Operating segment information for the year ended 31 December 2024:

Year ended 31 December 2024

	Pharmaceutical manufacturing RMB'000	Operation of chain pharmacies RMB'000	Total RMB'000
Segment revenue:			
Revenue from external customers (note 5)	1,624,289	590,494	2,214,783
Intersegment sales	708,238	—	708,238
Total segment revenue	2,332,527	590,494	2,923,021
<i>Reconciliation:</i>			
Elimination of intersegment sales			(708,238)
Revenue			2,214,783
Segment results	1,076,059	212,348	1,288,407
<i>Reconciliation:</i>			
Other income and gains			38,504
Selling and distribution expenses			(988,737)
Administrative expenses			(105,745)
Other expenses			(74,438)
Impairment losses on financial assets, net			(4,100)
Finance costs			(6,994)
Profit before tax			146,897

Notes to the Consolidated Financial Statements

31 December 2024

4. OPERATING SEGMENT INFORMATION (Continued)

Information about major customers (Continued)

Year ended 31 December 2023

	Pharmaceutical manufacturing RMB'000	Operation of chain pharmacies RMB'000	Total RMB'000
Segment revenue:			
Revenue from external customers (note 5)	1,415,663	634,149	2,049,812
Intersegment sales	696,224	—	696,224
Total segment revenue	2,111,887	634,149	2,746,036
<i>Reconciliation:</i>			
Elimination of intersegment sales			(696,224)
Revenue			2,049,812
Segment results	976,903	241,240	1,218,143
<i>Reconciliation:</i>			
Other income and gains			51,523
Selling and distribution expenses			(888,156)
Administrative expenses			(106,651)
Other expenses			(58,936)
Impairment losses on financial assets, net			(474)
Finance costs			(7,868)
Profit before tax			207,581

Notes to the Consolidated Financial Statements

31 December 2024

5. REVENUE, OTHER INCOME AND GAINS

	2024 RMB'000	2023 RMB'000
Revenue from contracts with customers		
Sale of pharmaceutical products	2,214,783	2,049,812

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

(i) Disaggregated revenue information

The Group's revenue is mainly derived from the sale of pharmaceutical products to customers in Chinese Mainland and is recognised at a point in time.

Disaggregation of revenue from contracts with customers is disclosed in note 5 to the financial statements.

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2024 RMB'000	2023 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of pharmaceutical products	23,371	118,439

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of pharmaceutical products

The performance obligation is satisfied upon delivery of the pharmaceutical products and payment is generally due within 15 to 90 days from delivery, except for new customers and one-off purchase order customers, where payment in advance is normally required. Some contracts provide customers with a right of return and volume rebates which give rise to variable consideration subject to constraint.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2024 RMB'000	2023 RMB'000
Amounts expected to be recognised as revenue:		
Within one year	10,270	23,371

Notes to the Consolidated Financial Statements

31 December 2024

5. REVENUE, OTHER INCOME AND GAINS (Continued)

(ii) Performance obligations (Continued)

Sale of pharmaceutical products (Continued)

	Note	2024 RMB'000	2023 RMB'000
Other income			
Bank interest income		5,139	6,885
Dividend income from equity investments at fair value through profit or loss		56	32
Rental income		3,266	2,569
Interest income from financial assets at fair value through profit or loss		—	100
Sales of raw materials		3,840	6,117
Others		10,540	9,092
		22,841	24,795
Gains, net			
Government grants:			
Related to assets*		10,149	3,511
Related to income*		4,928	15,901
Gain on disposal of items of property, plant and equipment	8	548	431
Gain on disposal of equity investments at fair value through profit or loss	8	—	2,023
Fair value gains, net:			
Equity investments at fair value through profit or loss	8	—	1,864
Others		38	2,998
		15,663	26,728
		38,504	51,523

* Various government grants have been received for the purpose of subsidising the expenses arising from research and development activities and the improvement of manufacturing facilities on certain special projects. There are no unfulfilled conditions or contingencies relating to these grants.

Notes to the Consolidated Financial Statements

31 December 2024

6. OTHER EXPENSES

	Note	2024 RMB'000	2023 RMB'000
Research and development costs		57,011	49,982
Write-down of inventories to net realisable value		7,069	3,538
Loss on disposal of equity investments at fair value through profit or loss	8	519	—
Equity investments at fair value through profit or loss	8	3,383	—
Loss on derecognition of financial assets measured at amortised cost	8	1,747	—
Others		4,709	5,416
Total		74,438	58,936

7. FINANCE COSTS

	2024 RMB'000	2023 RMB'000
Interest on lease liabilities	4,360	5,254
Interest on bank borrowings	2,634	2,614
Total	6,994	7,868

Notes to the Consolidated Financial Statements

31 December 2024

8. PROFIT BEFORE TAX

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

	Notes	2024 RMB'000	2023 RMB'000
Cost of inventories sold		926,376	831,669
Depreciation of property, plant and equipment and investment properties	14	46,999	50,069
Depreciation of right-of-use assets	15(a)	60,947	48,579
Research and development costs	6	57,011	49,982
Advertising, marketing and promotion expenses		272,243	205,578
Amortisation of other intangible assets*	17	3,475	3,431
Write-down of inventories to net realisable value		7,069	3,538
Lease payments not included in the measurement of lease liabilities	15(c)	237	952
Auditor's remuneration		2,400	2,600
Impairment losses on trade receivables	19	4,100	474
Gain on disposal of items of property, plant and equipment	5	(548)	(431)
Loss/(gain) on disposal of equity investments at fair value through profit or loss	5	519	(2,023)
Loss on derecognition of financial assets measured at amortised cost	6	1,747	—
Fair value losses/(gains), net:			
Equity investments at fair value through profit or loss	5, 6	3,383	(1,864)
Employee benefit expenses (including directors' remuneration (note 9)):			
Wages and salaries		293,268	286,501
Pension scheme contributions (defined contribution scheme)**		19,528	17,260
Staff welfare expenses		19,133	20,170
Total		331,929	323,931

* The amortisation of other intangible assets for the reporting period is included in "Administrative expenses" and "Selling and distribution expenses" in the consolidated statement of profit or loss.

** At 31 December 2024, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (2023: Nil).

Notes to the Consolidated Financial Statements

31 December 2024

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the reporting period, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2024 RMB'000	2023 RMB'000
Fees	3,716	1,746
Other emoluments:		
Salaries, allowances and benefits in kind	6,857	4,757
Pension scheme contributions	95	83
Total	10,668	6,586

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2024 RMB'000	2023 RMB'000
Ng Kwun Wan	197	162
Wong Kam Wah	197	162
Zhou Daihan	197	162
Total	591	486

There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

Notes to the Consolidated Financial Statements

31 December 2024

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive

2024

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Executive directors:				
Lai Zhitian	566	2,426	31	3,023
Lai Yingfeng	878	1,615	24	2,517
Lai Yingsheng	1,009	1,601	12	2,622
Cao Xiaojun	328	1,215	28	1,571
	2,781	6,857	95	9,733
Non-executive directors:				
Jiang Lixia	344	—	—	344
Peng Zhiyun	—	—	—	—
	344	—	—	344
	3,125	6,857	95	10,077

Notes to the Consolidated Financial Statements

31 December 2024

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive (Continued)

2023

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Executive directors:				
Lai Zhitian	450	1,443	27	1,920
Lai Yingfeng	270	1,094	21	1,385
Lai Yingsheng	—	1,157	7	1,164
Cao Xiaojun	270	1,063	28	1,361
	990	4,757	83	5,830
Non-executive directors:				
Jiang Lixia	270	—	—	270
Peng Zhiyun	—	—	—	—
	270	—	—	270
	1,260	4,757	83	6,100

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the reporting period.

Notes to the Consolidated Financial Statements

31 December 2024

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2023: four directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2023: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

	2024 RMB'000	2023 RMB'000
Salaries, allowances and benefits in kind	953	1,025
Pension scheme contributions	5	16
Total	958	1,041

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	2024	2023
Nil to HK\$1,000,000	1	—
HK\$1,000,001 to HK\$1,500,000	—	1

During the reporting period, no highest paid employees waived or agreed to waive any remuneration and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

11. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the BVI, the Group is not subject to any income tax in the BVI.

The Hong Kong profits tax rate is 16.5% (2023: 16.5%) of assessable profits derived from Hong Kong during the year. Since the Group had no such profits during the reporting period, no provision for Hong Kong profits tax has been made.

Taxes on profits assessable in Chinese Mainland have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the PRC Corporate Income Tax Law (the "PRC Tax Law") effective on 1 January 2008, the Group's subsidiaries which operate in Chinese Mainland are subject to Corporate Income Tax ("CIT") at a rate of 25% on the taxable income.

Zhongzhi Pharmaceutical and Honeson Pharmaceutical are qualified high and new technology enterprises and were subject to income tax at a preferential tax rate of 15% for the reporting period.

Notes to the Consolidated Financial Statements

31 December 2024

11. INCOME TAX EXPENSE (Continued)

The income tax expense of the Group for the reporting period is analysed as follows:

	2024 RMB'000	2023 RMB'000
Current — Mainland China		
Charge for the year	49,326	51,368
Deferred income tax expense/(credit) (note 27)	1,424	(7,921)
Total income tax expense	50,750	43,447

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

	2024 RMB'000	%	2023 RMB'000	%
Profit before tax	146,897		207,581	
Tax at the PRC statutory tax rate of 25%	36,724	25.0	51,895	25.0
Effect of different applicable tax rates for specific jurisdictions or enacted by local authority	(15,517)	(10.6)	(20,590)	(9.9)
Additional deduction for research and development expenses	(6,946)	(4.7)	(6,062)	(2.9)
Effect of withholding tax on the distributable profits of the Group's subsidiaries in the PRC	6,764	4.6	8,074	3.9
Income not subject to tax	(872)	(0.6)	(910)	(0.4)
Tax losses not recognised	11,794	8.0	8,543	4.1
Deductible temporary differences not recognised	211	0.1	126	0.1
Adjustments in respect of current tax of previous periods	5,406	3.7	—	0.0
Expenses not deductible for tax	13,186	8.9	2,371	1.0
Tax charge at the Group's effective tax rate	50,750	34.5	43,447	20.9

The effective tax rate of the Group was 34.5% in 2024 (2023: 20.9%).

Notes to the Consolidated Financial Statements

31 December 2024

11. INCOME TAX EXPENSE (Continued)

In accordance with the PRC Tax Law effective on 1 January 2008, a 10% (or a lower rate if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors) withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. As at 31 December 2024, the Group recognised a deferred tax liability of RMB10,377,000 (2023: RMB10,614,000) in respect of the withholding tax on future dividends.

12. DIVIDENDS

	2024 RMB'000	2023 RMB'000
Interim — nil (2023: HK6 cents) per ordinary share	—	47,588
Proposed final — HK5 cents (2023: HK3 cents) per ordinary share	39,849	23,137
Total	39,849	70,725

The Company declared and paid a final dividend (HK3 cents per ordinary share) in respect of the previous financial year amounting to HK\$25,410,000 (equivalent to approximately RMB23,137,000), after the adjustment of excluding the dividend for shares held under the share award plan of the Company amounting to HK\$498,000 (equivalent to approximately RMB453,000).

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the adjusted weighted average number of ordinary shares of 845,428,938 (2023: 846,998,500) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2024 and 2023.

Notes to the Consolidated Financial Statements

31 December 2024

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(Continued)

The calculation of basic and diluted earnings per share are based on:

	2024 RMB'000	2023 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	95,212	162,775
	2024	2023
Shares		
Weighted average number of ordinary shares in issue	863,600,000	863,600,000
Weighted average number of shares held for the share award plan	(18,171,062)	(16,601,500)
Adjusted weighted average number of ordinary shares in issue used in the basic earnings per share calculation	845,428,938	846,998,500

Notes to the Consolidated Financial Statements

31 December 2024

14. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

	Leasehold improvements RMB'000	Buildings RMB'000	Machinery RMB'000	Motor vehicles RMB'000	Office equipment RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2024							
At 1 January 2024							
Cost	184,082	279,829	179,998	11,264	59,382	110,586	825,141
Accumulated depreciation	(143,158)	(66,663)	(68,883)	(8,574)	(39,496)	—	(326,774)
Net carrying amount	40,924	213,166	111,115	2,690	19,886	110,586	498,367
At 1 January 2024, net of accumulated depreciation	40,924	213,166	111,115	2,690	19,886	110,586	498,367
Additions	5,325	—	10,458	4,209	5,560	119,363	144,915
Disposals	(1,673)	—	(681)	(13)	(261)	(646)	(3,274)
Transfer to investment properties*	—	(8,851)	—	—	—	—	(8,851)
Depreciation provided during the year (note 8)	(13,937)	(8,032)	(15,614)	(1,863)	(6,201)	—	(45,647)
Transfers	4,467	2,771	336	—	43	(7,617)	—
At 31 December 2024, net of accumulated depreciation	35,106	199,054	105,614	5,023	19,027	221,686	585,510
At 31 December 2024:							
Cost	192,201	271,573	189,734	15,213	63,976	221,686	954,383
Accumulated depreciation	(157,095)	(72,518)	(84,121)	(10,190)	(44,949)	—	(368,873)
Net carrying amount	35,106	199,055	105,613	5,023	19,027	221,686	585,510

Notes to the Consolidated Financial Statements

31 December 2024

14. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

	Leasehold improvements RMB'000	Buildings RMB'000	Machinery RMB'000	Motor vehicles RMB'000	Office equipment RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2023							
At 1 January 2023							
Cost	187,732	268,411	154,180	10,539	56,513	29,859	707,234
Accumulated depreciation	(129,990)	(58,179)	(57,367)	(7,048)	(33,500)	—	(286,084)
Net carrying amount	57,742	210,232	96,813	3,491	23,013	29,859	421,150
At 1 January 2023, net of accumulated depreciation	57,742	210,232	96,813	3,491	23,013	29,859	421,150
Additions	4,056	6,566	11,546	763	3,984	118,598	145,513
Disposals	(6,672)	—	(6,939)	(12)	(709)	(2,338)	(16,670)
Transfer to investment properties*	—	(2,831)	—	—	—	—	(2,831)
Depreciation provided during the year (note 8)	(15,508)	(8,624)	(15,913)	(1,552)	(7,198)	—	(48,795)
Transfers	1,306	7,823	25,608	—	796	(35,533)	—
At 31 December 2023, net of accumulated depreciation	40,924	213,166	111,115	2,690	19,886	110,586	498,367
At 31 December 2023:							
Cost	184,082	279,829	179,998	11,264	59,382	110,586	825,141
Accumulated depreciation	(143,158)	(66,663)	(68,883)	(8,574)	(39,496)	—	(326,774)
Net carrying amount	40,924	213,166	111,115	2,690	19,886	110,586	498,367

* Certain self-owned buildings of the Group were reclassified to investment properties with an original cost of RMB11,027,000 (2023: RMB2,970,000) and accumulated depreciation of RMB2,176,000 (2023: RMB139,000).

Notes to the Consolidated Financial Statements

31 December 2024

14. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

	Investment properties RMB'000
As at 1 January 2023	44,884
Transfer from property, plant and equipment	2,831
Depreciation provided during the year (note 8)	(1,274)
As at 31 December 2023 and 1 January 2024	46,441
Transfer from property, plant and equipment	8,851
Depreciation provided during the year (note 8)	(1,352)
As at 31 December 2024	53,940

The Group's investment properties consist of two commercial and one industrial properties in Chinese Mainland. The directors of the Company have determined that the investment properties consist of two classes of asset, i.e., commercial and industrial, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2024 based on valuations performed by an internal valuer, at RMB64,114,000 (2023: RMB62,303,000). The valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

14. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December 2024 using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Commercial properties	—	—	58,600	58,600
Industrial property	—	—	5,514	5,514
Total	—	—	64,114	64,114

	Fair value measurement as at 31 December 2023 using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Commercial properties	—	—	56,780	56,780
Industrial property	—	—	5,523	5,523
Total	—	—	62,303	62,303

The fair value of the investment properties was determined based on discounted cash flow method considering the estimated rental value, rent growth and discount rate, or direct comparison method with reference to unit price of comparable properties of similar size, character and location.

Notes to the Consolidated Financial Statements

31 December 2024

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of land, pharmacies and office premises used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of pharmacies and office premises generally have lease terms between 3 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Pharmacies and office premises RMB'000	Leasehold land RMB'000	Total RMB'000
As at 1 January 2023	124,508	27,945	152,453
Additions	37,308	24,567	61,875
Depreciation charge (note 8)	(47,278)	(1,301)	(48,579)
As at 31 December 2023 and 1 January 2024	114,538	51,211	165,749
Additions	40,127	—	40,127
Depreciation charge (note 8)	(59,610)	(1,337)	(60,947)
As at 31 December 2024	95,055	49,874	144,929

Notes to the Consolidated Financial Statements

31 December 2024

15. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2024 RMB'000	2023 RMB'000
Carrying amount at 1 January	124,845	134,829
New leases	40,127	37,308
Accretion of interest recognised during the year	4,360	5,254
Payments	(65,331)	(52,546)
Carrying amount at 31 December	104,001	124,845
Analysed into:		
Current portion	35,428	48,253
Non-current portion		
— In the second year	49,075	45,336
— In the third to fifth years, inclusive	18,958	30,824
— Beyond five years	540	432

The maturity analysis of lease liabilities is disclosed in note 37 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2024 RMB'000	2023 RMB'000
Interest on lease liabilities	4,360	5,254
Depreciation charge of right-of-use assets	60,947	48,579
Expense relating to short-term leases (included in selling and distribution expenses)	237	952
Total amount recognised in profit or loss	65,544	54,785

(d) The total cash outflows for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 32(b) and 33(b), respectively, to the financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

15. LEASES (Continued)

The Group as a lessor

The Group leases its investment properties under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB3,266,000 (2023: RMB2,569,000), details of which are included in note 5 to the financial statements.

At 31 December 2024, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2024 RMB'000	2023 RMB'000
Within one year	3,300	2,804
After one year but within two years	3,009	2,699
After two years but within three years	2,827	2,604
After three years but within four years	2,211	2,521
After four years but within five years	470	1,921
After five years	1,076	1,506
Total	12,893	14,055

16. GOODWILL

	2024 RMB'000	2023 RMB'000
At 1 January and 31 December	1,628	1,628

Goodwill is acquired through the business combination of Honeson Pharmaceutical in the prior year. Goodwill acquired through the business combination is allocated to the Honeson Pharmaceutical cash-generating unit for impairment testing. There was no impairment charge made against goodwill for the years ended 31 December 2024 and 2023.

The recoverable amount of the Honeson Pharmaceutical cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 13% (2023: 13%). The growth rate used to extrapolate the cash flows of the Honeson Pharmaceutical unit beyond the five-year period is 3% (2023: 3%). Senior management of the Honeson Pharmaceutical unit believes that this growth rate is justified.

Notes to the Consolidated Financial Statements

31 December 2024

16. GOODWILL (Continued)

Assumptions were used in the value in use calculation of the Honeson Pharmaceutical cash-generating unit for 31 December 2024 and 31 December 2023. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant units.

The values assigned to the key assumptions on market development of pharmaceutical products and discount rates are consistent with external information sources.

17. OTHER INTANGIBLE ASSETS

	Software RMB'000	Patents and licences RMB'000	Total RMB'000
31 December 2024			
Cost at 1 January 2024, net of accumulated amortisation	13,842	376	14,218
Additions	1,102	—	1,102
Amortisation provided during the year (note 8)	(3,287)	(188)	(3,475)
At 31 December 2024, net of accumulated amortisation	11,657	188	11,845
At 31 December 2024:			
Cost	30,330	3,528	33,858
Accumulated amortisation	(18,673)	(3,340)	(22,013)
Net carrying amount	11,657	188	11,845
31 December 2023			
Cost at 1 January 2023, net of accumulated amortisation	14,192	1,206	15,398
Additions	2,251	—	2,251
Amortisation provided during the year (note 8)	(2,601)	(830)	(3,431)
At 31 December 2023, net of accumulated amortisation	13,842	376	14,218
At 31 December 2023:			
Cost	29,228	3,528	32,756
Accumulated amortisation	(15,386)	(3,152)	(18,538)
Net carrying amount	13,842	376	14,218

Notes to the Consolidated Financial Statements

31 December 2024

18. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 RMB'000	2023 RMB'000
Equity investments at fair value through profit or loss		
Listed equity investment, at fair value	—	6,760
Unlisted equity investment, at fair value	37,696	38,080
Total	37,696	44,840

The above equity investments at 31 December 2024 were classified as equity investments at fair value through profit or loss, as equity investments amounting to nil (2023: RMB6,760,000) were held for trading purpose, and equity investments amounting to RMB37,696,000 (2023: RMB38,080,000) were held for strategic investment purpose while the Group has not elected to designate the investments as financial asset at fair value through other comprehensive income.

19. TRADE AND NOTES RECEIVABLES

	2024 RMB'000	2023 RMB'000
Trade receivables	324,698	195,894
Less: Impairment of trade receivables	(7,961)	(3,861)
Trade receivables, net	316,737	192,033
Notes receivable	122,832	135,953
Total	439,569	327,986

The Group's trading terms with its wholesale customers are mainly on credit. The credit period is generally not more than three months for major customers. As to new customers and one-off purchase order customers, payment in advance is normally required. Each customer has a maximum credit limit. The Group seeks to enforce strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade and notes receivables relate to a large number of diversified customers with good track records, there is no significant concentration of credit risk. Trade and notes receivables are non-interest-bearing. The fair value of trade and notes receivables approximates to their carrying amount.

Notes receivables had no historical default and were categorised in stage 1 at 31 December 2024 and 2023. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the years ended 31 December 2024 and 2023, the Group estimated that the expected credit loss rate for notes receivables was minimal.

Notes to the Consolidated Financial Statements

31 December 2024

19. TRADE AND NOTES RECEIVABLES (Continued)

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

	2024 RMB'000	2023 RMB'000
Within 1 month	117,521	76,623
1 to 3 months	120,240	71,031
3 to 6 months	50,698	23,815
6 to 12 months	22,078	18,127
Over 12 months	6,200	2,437
Total	316,737	192,033

The movement in the loss allowance for impairment of trade receivables is as follows:

	2024 RMB'000	2023 RMB'000
At beginning of year	3,861	3,387
Impairment losses, net	4,100	474
At end of year	7,961	3,861

The Group manages its notes receivables using the business model whose objective is achieved by both collecting contractual cash flows and selling such financial assets and hence, they are categorised as financial assets measured at fair value through other comprehensive income after the adoption of IFRS 9.

The notes receivables are settled within 270 days. No notes receivables were discounted as at 31 December 2024 and 2023. As at 31 December 2024, the Group continued to recognise endorsed notes receivables and the associated liabilities amounting to RMB27,648,000 (2023: RMB29,959,000). The directors considered that the Group has retained the substantial risks and rewards, which include default risks relating to such endorsed notes (note 38).

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the ageing analysis for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than two years and are not subject to enforcement activity.

Notes to the Consolidated Financial Statements

31 December 2024

19. TRADE AND NOTES RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2024

	Less than 1 year	1 to 2 years	Over 2 years	Total
Expected credit loss rate	0.87%	30.87%	100.00%	2.45%
Gross carrying amount (RMB'000)	313,264	8,968	2,466	324,698
Expected credit losses (RMB'000)	2,727	2,768	2,466	7,961

As at 31 December 2023

	Less than 1 year	1 to 2 years	Over 2 years	Total
Expected credit loss rate	0.53%	22.45%	100.00%	1.97%
Gross carrying amount (RMB'000)	190,615	3,142	2,137	195,894
Expected credit losses (RMB'000)	1,019	705	2,137	3,861

20. INVENTORIES

	2024 RMB'000	2023 RMB'000
Raw materials	87,582	71,116
Work in progress	28,786	19,602
Finished goods	228,984	239,299
Total	345,352	330,017

Inventories with a value of RMB32,622,000 (2023: RMB19,995,000) are carried at net realisable value, which is lower than cost.

Notes to the Consolidated Financial Statements

31 December 2024

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 RMB'000	2023 RMB'000
Current		
Prepayments	18,866	15,343
Value added tax recoverable	8,529	8,471
Deposits and other receivables	32,588	25,659
Total	59,983	49,473
Non-current		
Prepayments	—	850

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2024 and 2023, the loss allowance was assessed to be minimal.

22. CASH AND CASH EQUIVALENTS, PLEDGED DEPOSITS AND RESTRICTED CASH

	2024 RMB'000	2023 RMB'000
Cash and bank balances	129,216	121,651
Time deposits	140,500	142,717
Less:		
Restricted cash*	(2,113)	—
Pledged time deposits**	(100,500)	(100,000)
Cash and cash equivalents	167,103	164,368
Denominated in:		
— RMB	165,541	155,524
— Hong Kong dollars ("HK\$")	1,562	8,844
Total	167,103	164,368

* On 31 December 2024, the bank balance of RMB2,113,000 (2023: nil) was frozen by one of the financial institutions due to the involvement of a subsidiary of the Group in a litigation dispute between third parties, which is currently under trial. The directors of the Company, taking into consideration the advice of the Group's legal counsel, are of the view that the dispute will not have any material impact on the consolidated financial statements of the Group.

** At 31 December 2024, bank deposits of RMB100,500,000 (2023: RMB100,000,000) was pledged for bank acceptance bills.

Notes to the Consolidated Financial Statements

31 December 2024

22. CASH AND CASH EQUIVALENTS, PLEDGED DEPOSITS AND RESTRICTED CASH (Continued)

At the end of the reporting period, the cash and bank balances of the Group were denominated in RMB and HK\$. The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Pledged time deposits are made for periods of more than three months, earning interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. TRADE AND BILLS PAYABLES

	2024 RMB'000	2023 RMB'000
Trade payables	183,379	140,766
Bills payables	112,580	50,204
Total	295,959	190,970

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

	2024 RMB'000	2023 RMB'000
Within 3 months	143,798	130,594
3 to 6 months	11,636	5,995
6 to 12 months	24,708	2,647
over 12 months	3,237	1,530
Total	183,379	140,766

The trade payables and bills payables are non-interest-bearing and are normally settled on terms of not exceeding 120 days and 180 days, respectively.

Notes to the Consolidated Financial Statements

31 December 2024

24. OTHER PAYABLES AND ACCRUALS

	Notes	2024 RMB'000	2023 RMB'000
Contract liabilities	(a)	10,270	23,371
Other payables	(b)	113,282	97,707
Accruals		30	641
Accrued salaries and welfare		32,766	36,387
Endorsed notes	38	27,648	29,959
Deposits received		72,708	62,558
Payables for purchases of property, equipment and other intangible assets		27,831	23,673
Other tax payables		12,100	9,635
Total		296,635	283,931

(a) Details of contract liabilities are as follows:

	31 December 2024 RMB'000	31 December 2023 RMB'000	1 January 2023 RMB'000
<i>Short-term advances received from customers</i>			
Sales of goods	10,270	23,371	118,439
Total contract liabilities	10,270	23,371	118,439

Contract liabilities include short-term advances received to deliver pharmaceutical products. The decrease in contract liabilities in 2024 and 2023 respectively were mainly due to the decrease in short-term advances received from customers in relation to sales of goods in 2024 and 2023.

(b) Other payables are non-interest-bearing and have an average term of six months.

Notes to the Consolidated Financial Statements

31 December 2024

25. INTEREST-BEARING BANK BORROWINGS

	2024			2023		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
Current						
Bank borrowings-unsecured	5.15-6.51	2025	9,260	5.64-6.51	2024	27,329
Bank borrowings-unsecured	2.67-4.10	2025	27,571	—	—	—
Bank borrowings-unsecured	2.6	2025	9,500	—	—	—
Non-current						
Bank borrowings-unsecured	3.45	2028	38,271	3.45	2028	22,683
Total			84,602			50,012

	2024 RMB'000	2023 RMB'000
Analysed into:		
Bank borrowings repayable:		
Within one year or on demand	46,331	27,329
One year to five years	38,271	22,683
Total	84,602	50,012

The Group's unsecured borrowing facilities amounted to RMB252,000,000 (2023: RMB142,000,000) and HK\$40,000,000 (2023: HK\$40,000,000), of which RMB77,771,000 (2023: RMB22,683,000) and HK\$39,772,000 (2023: HK\$30,000,000) had been utilised as at the end of the reporting period.

26. DEFERRED INCOME

	2024 RMB'000	2023 RMB'000
At 1 January	21,622	32,369
Received amounts	4,881	8,665
Released amounts	(15,077)	(19,412)
At 31 December	11,426	21,622
Current	3,516	9,756
Non-current	7,910	11,866
Total	11,426	21,622

Deferred income represents grants received from the government for the purpose of subsidising the expenses arising from research and development activities and the improvement of manufacturing facilities on certain special projects. Upon completion of the related projects and having passed the final assessment of the relevant government authorities, the grants related to the expense items would be recognised as other income directly in the statement of profit or loss and the grants related to an asset would be released to the statement of profit or loss over the expected useful life of the relevant asset.

Notes to the Consolidated Financial Statements

31 December 2024

27. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

The movements in deferred tax assets and liabilities during the reporting period are as follows:

	2024							
	Deferred tax assets							Fair value adjustments of financial assets at fair value through profit or loss
	Accruals RMB'000	Impairment of inventories RMB'000	Impairment of trade and other receivables RMB'000	Government grants RMB'000	Advertising and promotion expenses RMB'000	Lease liabilities RMB'000	Unrealised profit from intercompany transactions RMB'000	Total RMB'000
At 1 January 2024	1,768	733	579	3,307	13,250	25,218	2,758	53,000
Deferred tax (charged)/credited to the statement of profit or loss during the year (note 11)	(491)	184	615	(1,566)	—	(2,921)	(102)	(4,291)
As at 31 December 2024	1,277	917	1,194	1,741	13,250	22,297	2,656	48,709

	2023							
	Deferred tax assets							Fair value adjustments of financial assets at fair value through profit or loss
	Accruals RMB'000	Impairment of inventories RMB'000	Impairment of trade and other receivables RMB'000	Government grants RMB'000	Advertising and promotion expenses RMB'000	Lease liabilities RMB'000	Unrealised profit from intercompany transactions RMB'000	Total RMB'000
At 1 January 2023	2,013	403	508	4,976	12,246	27,473	2,221	55,217
Deferred tax (charged)/credited to the statement of profit or loss during the year (note 11)	(245)	330	71	(1,669)	1,004	(2,255)	537	(2,217)
As at 31 December 2023	1,768	733	579	3,307	13,250	25,218	2,758	53,000

Notes to the Consolidated Financial Statements

31 December 2024

27. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES (Continued)

	2024					
	Depreciation allowance in excess of related depreciation RMB'000	Fair value adjustment on acquisition RMB'000	Fair value adjustment of equity investments at fair value through profit or loss RMB'000	Deferred tax liabilities Fair value adjustment of equity investments at fair value through profit or loss RMB'000	Withholding taxes RMB'000	Right-of-use assets RMB'000
						Total RMB'000
At 1 January 2024	(7,077)	(991)	(871)	(10,614)	(22,931)	(42,484)
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 11)	(1,146)	43	1,157	237	2,576	2,867
As at 31 December 2024	(8,223)	(948)	286	(10,377)	(20,355)	(39,617)

	2023					
	Depreciation allowance in excess of related depreciation RMB'000	Fair value adjustment on acquisition RMB'000	Fair value adjustment of equity investments at fair value through profit or loss RMB'000	Deferred tax liabilities Fair value adjustment of equity investments at fair value through profit or loss RMB'000	Withholding taxes RMB'000	Right-of-use assets RMB'000
						Total RMB'000
At 1 January 2023	(7,759)	(1,038)	(1,007)	(17,790)	(25,028)	(52,622)
Deferred tax charged to the statement of profit or loss during the year (note 11)	682	47	136	7,176	2,097	10,138
As at 31 December 2023	(7,077)	(991)	(871)	(10,614)	(22,931)	(42,484)

	2024 RMB'000	2023 RMB'000
Net deferred tax assets recognized in the consolidated statement of financial position	28,354	30,069
Net deferred tax liabilities recognized in the consolidated statement of financial position	(19,262)	(19,553)

Notes to the Consolidated Financial Statements

31 December 2024

27. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES (Continued)

At 31 December 2024, the Group had tax losses arising in Chinese Mainland of RMB107,798,000 (2023: RMB69,122,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the following item:

	2024 RMB'000	2023 RMB'000
Tax losses	107,798	69,122
Deductible temporary differences	5,074	4,230
Total	112,872	73,352

Deferred tax assets have not been recognised in respect of the above item as it is not considered probable that taxable profits will be available against which the above item can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by its subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008.

As at 31 December 2024, deferred tax liabilities for withholding taxes have not been provided on unremitted earnings of RMB918,192,000 (31 December 2023: RMB837,888,000) of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

Notes to the Consolidated Financial Statements

31 December 2024

28. ISSUED CAPITAL

	2024	2023
Issued and fully paid: 863,600,000 (2023: 863,600,000) ordinary shares of HK\$0.01 each (HK\$'000)	8,636	8,636
Equivalent to RMB'000	6,847	6,847

A summary of movements in the Company's issued capital is as follows:

	Number of issued and fully paid ordinary shares	Share capital RMB'000
At 1 January 2023	863,600,000	6,847
At 31 December 2023 and 1 January 2024	863,600,000	6,847
At 31 December 2024	863,600,000	6,847

Notes to the Consolidated Financial Statements

31 December 2024

29. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company’s shareholders, and any non-controlling shareholder in the Company’s subsidiaries. The Scheme was conditionally adopted on 8 June 2015 which became effective on 13 July 2015.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company’s shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

The offer of a grant of share options may be accepted within the date as specified in the offer letter issued by the Company, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors in its absolute discretion, save that no option may be exercised more than ten years after it has been granted.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company’s shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company’s shares for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

Further details of the Company’s share option scheme are set out in the Group’s Report of the Directors on pages 88 to 90.

No share options were granted during the year ended 31 December 2024 and 2023, and no share options were outstanding under the Scheme as at 31 December 2024 and 2023.

Notes to the Consolidated Financial Statements

31 December 2024

30. SHARE AWARD PLAN

A share award plan was adopted on 8 January 2016 (the "Share Award Plan"). The Share Award Plan is a share incentive scheme and is established to recognise the contributions made by certain selected persons and to attract suitable individuals with experience and ability to further develop and expand the business of the Group.

The awarded shares will be either (i) allotted and issued by the Company, by using the general or specific mandates granted or to be granted to the board of directors by the shareholders of the Company at general meetings of the Company from time to time, or (ii) acquired by an independent trustee (the "Trustee") from the open market by utilising the Company's resources provided to the Trustee. The maximum number of shares in respect of which options may be granted under the Share Award Plan cannot result in the aggregate number of shares awarded by the board of directors throughout the duration of the plan exceeding 1% of the issued share capital of the Company.

In order to recognise and reward the contribution of and solidify the relationship with the service providers and distributors, the board of directors has resolved to increase the limit of the Share Award Plan from 1% of the issued share capital of the Company to 2.5% of the issued share capital of the Company on 25 March 2019.

Subject to any early termination as may be determined by the board of directors pursuant to the terms of the Share Award Plan, the plan will be valid and effective for a term of 10 years commencing on the date of adoption.

The Company granted 149,000 shares to certain employees on 20 June 2016 and the vesting date of the shares is 20 June 2016. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$2.37) on the day of the grant, amounting to HK\$353,000 (equivalent to approximately RMB303,000).

In 2017, the Company granted 1,072,500 shares to certain employees on 7 April 2017 and the vesting date of the shares was 7 April 2017. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.70) on the day of the grant, amounting to HK\$1,823,000 (equivalent to approximately RMB1,618,000).

The Company granted 127,000 shares to certain employees on 2 January 2019 and the vesting date of the shares was 2 January 2019. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.45) on the day of the grant, amounting to HK\$184,000 (equivalent to approximately RMB161,000).

The board of directors also approved to grant certain shares with a maximum number of 5,940,000 shares to certain employees, service providers and distributors (the "Eligible Persons") on 25 March 2019, which was subject to the satisfaction of certain performance target for year 2019. As at 31 December 2019, according to the achievement status of the performance of the Eligible Persons, 1,200,000 shares shall be vested while the remaining was forfeited due to the failure to meet the performance target. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.439) on the day of the grant, amounting to HK\$1,727,000 (equivalent to approximately RMB1,477,000).

The Company granted 850,000 shares to certain employees on 2 November 2020 and the vesting date of the shares was 2 November 2020. The fair value of the granted shares is calculated based on the closing market price of the shares (HK\$1.52) on the day of the grant, amounting to HK\$1,292,000 (equivalent to approximately RMB1,117,000).

Notes to the Consolidated Financial Statements

31 December 2024

30. SHARE AWARD PLAN (Continued)

On 20 October 2020, the board of directors approved to purchase shares as reserve for future grant. From 21 December 2020 to 30 December 2020, the Group purchased 8,677,000 shares in an aggregate amount of HK\$14,268,000 (equivalent to approximately RMB12,322,000).

On 17 June 2021, the board of directors approved to purchase shares as reserve for future grant. On 18 June 2021, the Group purchased 3,323,000 shares in an aggregate amount of HK\$5,288,000 (equivalent to approximately RMB4,383,000).

The Group recognised a share award expense of nil and nil for 2023 and 2024, respectively.

On June 2024, the board of directors approved to purchase shares as reservation for future granting. From 17 June 2024 to 28 June 2024, the Group purchased 1,699,000 shares in an aggregate amount of HK\$2,056,000 (equivalent to approximately RMB1,875,000).

On July 2024, the board of directors approved to purchase shares as reservation for future granting. From 2 July 2024 to 31 July 2024, the Group purchased 1,415,000 shares in an aggregate amount of HK\$1,727,000 (equivalent to approximately RMB1,577,000).

On September 2024, the board of directors approved to purchase shares as reservation for future granting. From 19 September 2024 to 24 September 2024, the Group purchased 140,000 shares in an aggregate amount of HK\$133,000 (equivalent to approximately RMB121,000).

As at 31 December 2024, 19,855,500 shares of the Company were held by the Trustee and have yet to be awarded.

31. RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity on pages 105 to 106.

(a) Merger reserve

The merger reserve of the Group represents the capital contribution from its then shareholders of Zhongzhi Pharmaceutical amounting to RMB31,200,000.

(b) Statutory surplus reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

(c) Share-based payment reserve

The share-based payment reserve represents the difference between the fair value of the shares granted to employees of the Group and the costs paid by these employees through Zhongshan Yu Xin Investment Limited with a corresponding increase in the share-based payment reserve within equity.

Notes to the Consolidated Financial Statements

31 December 2024

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB40,127,000 (2023: RMB37,308,000) and RMB40,127,000 (2023: RMB37,308,000), respectively, in respect of lease arrangements for plant and equipment.

(b) Changes in liabilities arising from financing activities

2024

	Interest-bearing bank borrowings RMB'000	Lease liabilities RMB'000	Total RMB'000
At 1 January 2024	50,012	124,845	174,857
Changes from financing cash flows	(20,399)	(65,331)	(85,730)
New leases	—	40,127	40,127
New Interest-bearing bank borrowings	52,355	—	52,355
Interest expense	2,634	4,360	6,994
At 31 December 2024	84,602	104,001	188,603

2023

	Interest-bearing bank borrowings RMB'000	Lease liabilities RMB'000	Total RMB'000
At 1 January 2023	36,031	134,829	170,860
Changes from financing cash flows	(38,300)	(52,546)	(90,846)
New leases	—	37,308	37,308
New interest-bearing bank borrowings	49,667	—	49,667
Interest expense	2,614	5,254	7,868
At 31 December 2023	50,012	124,845	174,857

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	2024 RMB'000	2023 RMB'000
Within operating activities	237	952
Within financing activities	65,331	52,546

Notes to the Consolidated Financial Statements

31 December 2024

33. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

	2024 RMB'000	2023 RMB'000
Contracted, but not provided for:		
Leasehold improvements	4,282	2,129
Intangible assets	126	272
Plant and machinery	13,640	26,071
Total	18,048	28,472

At 31 December 2024 and 31 December 2023, the Group had significant capital commitments, which are authorised but not contracted for, of RMB1,549,000 and RMB1,260,000, respectively.

- (b) The Group has various lease contracts that have not yet commenced as at 31 December 2024. The future lease payments for these non-cancellable lease contracts are RMB337,000 due within one year, RMB2,252,000 due in the second to fifth years, inclusive, and RMB36,000 due after five years.

34. RELATED PARTY TRANSACTIONS

- (a) **Outstanding balances with related parties**

Amounts due to related parties as at 31 December 2024 and 2023 represent consideration received from the Registered Shareholders as part of the historical reorganisation. Pursuant to the Contractual Arrangements, the consideration is repayable to the Registered Shareholders when permitted by the PRC law to repurchase the equity interests of Zhongzhi Herb Pieces by the Group. The amounts are unsecured, interest-free and have no fixed terms of repayment.

- (b) **Compensation of key management personnel of the Group:**

	2024 RMB'000	2023 RMB'000
Salaries, allowances and benefits in kind	13,707	10,776
Pension scheme contributions	177	188
Total	13,884	10,964

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

Notes to the Consolidated Financial Statements

31 December 2024

35. FINANCIAL INSTRUMENTS BY CATEGORY

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

2024

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such	Held for trading	Debt investments		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables	—	—	—	316,737	316,737
Notes receivable	—	—	122,832	—	122,832
Equity investments at fair value through profit or loss	37,696	—	—	—	37,696
Financial assets included in prepayments, deposits and other receivables	—	—	—	32,588	32,588
Financial assets included in other non-current assets	—	—	—	6,257	6,257
Cash and bank balances	—	—	—	267,603	267,603
Restricted cash	—	—	—	2,113	2,113
Total	37,696	—	122,832	625,298	785,826

Financial liabilities

	Financial liabilities at amortised cost
	RMB'000
Trade and bills payables	295,959
Interest-bearing bank borrowings	84,602
Lease liabilities	104,001
Financial liabilities included in other payables and accruals	241,499
Amounts due to related parties	8,786
Total	734,847

Notes to the Consolidated Financial Statements

31 December 2024

35. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The carrying amounts of each of the categories of financial instruments of the Group as at the end of the reporting period are as follows: (Continued)

2023

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Mandatorily designated as such RMB'000	Held for trading RMB'000	Debt investments RMB'000	RMB'000	RMB'000
Trade receivables	—	—	—	192,033	192,033
Notes receivable	—	—	135,953	—	135,953
Equity investments at fair value through profit or loss	38,080	6,760	—	—	44,840
Financial assets included in prepayments, deposits and other receivables	—	—	—	25,659	25,659
Financial assets included in other non-current assets	—	—	—	6,751	6,751
Cash and bank balances	—	—	—	264,368	264,368
Total	38,080	6,760	135,953	488,811	669,604

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	190,970
Interest-bearing bank borrowings	50,012
Lease liabilities	124,845
Financial liabilities included in other payables and accruals	214,538
Amounts due to related parties	8,786
Total	589,151

Notes to the Consolidated Financial Statements

31 December 2024

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, pledged deposits and restricted cash, trade and notes receivables, financial assets included in prepayments, deposits and other receivables, financial assets included in other non-current assets, trade and bills payables, interest bearing bank borrowings, amounts due to related parties, financial liabilities included in other payables and accruals and an amount due to a joint venture approximate to their carrying amounts largely due to the short term maturities of these instruments or immaterial impact on discounting for financial assets included in other non-current assets.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments carried at fair value through profit or loss have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to earnings before interest and taxes ("EV/EBIT"), for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The fair values of debt investments at fair value through other comprehensive income, which are notes receivables, have been estimated using a discounted cash flow valuation model based on the interest rate yield curve.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a sensitivity analysis as at 31 December 2024 and 2023.

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Equity investments at fair value through profit or loss	Valuation multiples	EV/EBIT multiple of peers	0.2x-17.5x (2023: 7.8x-15.2x)	The higher the multiple, the higher the fair value
		Discount for lack of marketability	30% to 35% (2023: 20% to 35%)	The higher the ratio, the lower the fair value

Notes to the Consolidated Financial Statements

31 December 2024

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2024

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Equity investments at fair value through profit or loss	—	—	37,696	37,696
Notes receivables	—	122,832	—	122,832
Total	—	122,832	37,696	160,528

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Equity investments at fair value through profit or loss	6,760	—	38,080	44,840
Notes receivables	—	135,953	—	135,953
Total	6,760	135,953	38,080	180,793

Notes to the Consolidated Financial Statements

31 December 2024

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial assets at fair value through profit or loss, interest-bearing bank borrowings, and cash and bank balances. The Group has various other financial assets and liabilities such as trade and notes receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and time deposits at banks and interest-bearing bank borrowings. The Group does not have any significant exposure to risk of changes in market interest rates. The Group currently does not have a specific policy to manage its interest rate risk and has not entered into any interest rate swaps.

Foreign currency risk

The Group's transactions are mainly denominated in RMB. Certain of the Group's cash and bank deposits are denominated in HK\$. In addition, the Company will pay dividends in HK\$ in the future. Any significant exchange rate fluctuations of HK\$ against RMB may have financial impacts on the Group.

The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rates, and no hedging transaction or forward contract arrangement was made by the Group during the reporting period. Nevertheless, the Group will from time to time review and adjust the Group's hedging and financing strategies based on the RMB and HK\$ exchange rate movement.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the HK\$ exchange rate, with all other variables held constant, of the Group's profit before (or after) tax (due to changes in the translated value of monetary assets and liabilities) and the Group's equity.

	Increase/ (decrease) in HK\$ rate %	Increase/ (decrease) in profit before (or after) tax RMB'000	Increase/ (decrease) in equity* RMB'000
2024			
If RMB weakens against HK\$	5	77	9,998
If RMB strengthens against HK\$	(5)	(77)	(9,998)
2023			
If RMB weakens against HK\$	5	439	8,534
If RMB strengthens against HK\$	(5)	(439)	(8,534)

* Excluding retained profits

Notes to the Consolidated Financial Statements

31 December 2024

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	—	—	—	324,698	324,698
Notes receivables	122,832	—	—	—	122,832
Financial assets included in prepayments, deposits and other receivables					
— Normal**	32,588	—	—	—	32,588
Financial assets included in other non-current assets					
— Normal**	6,257	—	—	—	6,257
Cash and cash equivalents, pledged deposits and restricted cash					
— Not yet past due	269,716	—	—	—	269,716
Total	431,393	—	—	324,698	756,091

Notes to the Consolidated Financial Statements

31 December 2024

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade and notes receivables*	—	—	—	195,894	195,894
Notes receivables	135,953	—	—	—	135,953
Financial assets included in prepayments, deposits and other receivables					
— Normal**	25,659	—	—	—	25,659
Financial assets included in other non-current assets					
— Normal**	6,751	—	—	—	6,751
Cash and cash equivalents, pledged deposits and restricted cash					
— Not yet past due	264,368	—	—	—	264,368
Total	432,731	—	—	195,894	628,625

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix of trade receivables is disclosed in note 19 to the financial statements.

** The credit quality of the financial assets included in prepayments, deposits and other receivables and the financial assets included in other non-current assets are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and notes receivables are disclosed in note 19 to the financial statements.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group.

Notes to the Consolidated Financial Statements

31 December 2024

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of trade and bills payables, bank overdrafts, lease liabilities and other borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	2024					Total RMB'000
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	
Trade and bills payables	101,835	138,632	55,418	74	—	295,959
Lease liabilities	—	10,354	28,534	70,085	—	108,973
Financial liabilities included in other payables and accruals	184,697	28,030	28,565	207	—	241,499
Interest-bearing bank borrowings	9,302	9,500	28,039	39,591	—	86,432
Amounts due to related parties	8,786	—	—	—	—	8,786
Total	304,620	186,516	140,556	109,957	—	741,649

	2023					Total RMB'000
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	
Trade and bills payables	46,123	127,830	16,389	628	—	190,970
Lease liabilities	—	14,096	39,966	97,059	1,521	152,642
Financial liabilities included in other payables and accruals	158,165	26,274	30,018	81	—	214,538
Interest-bearing bank borrowings	—	28,123	—	23,466	—	51,589
Amounts due to related parties	8,786	—	—	—	—	8,786
Total	213,074	196,323	86,373	121,234	1,521	618,525

Notes to the Consolidated Financial Statements

31 December 2024

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to the shareholders, return capital to the shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the reporting period.

The Group monitors capital using a gearing ratio, which is calculated by dividing total interest-bearing bank borrowings by capital. Capital represents equity attributable to owners of the parent. The Group's policy is to maintain the gearing ratio at a reasonable level. The gearing ratio as at the end of the reporting period was as follows:

	2024 RMB'000	2023 RMB'000
Interest-bearing bank borrowings	84,602	50,012
Equity attributable to owners of the parent	1,116,522	1,048,516
Gearing ratio	8%	5%

38. TRANSFERS OF FINANCIAL ASSETS

As at 31 December 2024 and 2023, the Group endorsed certain notes receivables accepted by certain banks in Chinese Mainland (the "Endorsed Notes") to certain of its suppliers in order to settle the trade payables due to such suppliers (the "Endorsement"). Subsequent to the Endorsement, the Group does not retain any rights to the use of the Endorsed Notes, including the sale, transfer or pledge of the Endorsed Notes to any other third parties. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Endorsed Notes have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). The total carrying amount of the Endorsed Notes as at 31 December 2024 was RMB239,248,000 (2023: RMB132,585,000), of which the Endorsed Notes and the associated trade payables with a carrying amount of RMB211,600,000 as at 31 December 2024 (2023: RMB102,626,000) had been fully derecognised. The Group carefully assesses the default risk of the PRC banks. The Group only derecognises the notes receivables that have been accepted by banks with high credit reputation as the directors are of the view that the default risk of these banks is remote and the Group has transferred substantially all the risks and rewards relating to such notes (the "Derecognised Notes"). The Derecognised Notes had a maturity of 1 to 9 months at the end of the reporting period. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase the Derecognised Notes is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Notes are not significant, given the insignificant default risk of the related PRC banks.

During the years ended 31 December 2024 and 2023, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Notes. No gains or losses were recognised from the Continuing Involvement, both during the years ended 31 December 2024 and 2023 or cumulatively. The Endorsement has been made evenly throughout the years ended 31 December 2024 and 2023.

The Group continued to recognise the carrying amount of the remaining Endorsed Notes and the associated trade payables settled of RMB27,648,000 as at 31 December 2024 (2023: RMB29,959,000), as the directors considered that the Group has retained the substantial risks and rewards, which include default risks relating to such remaining Endorsed Notes.

Notes to the Consolidated Financial Statements

31 December 2024

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2024 RMB'000	2023 RMB'000
NON-CURRENT ASSETS		
Interests in subsidiaries	17,942	78,074
Right-of-use assets	—	—
Total non-current assets	17,942	78,074
CURRENT ASSETS		
Prepayments, deposits and other receivables	82	80
Cash and bank balances	44,497	8,451
Total current assets	44,579	8,531
CURRENT LIABILITIES		
Due to subsidiaries	17,867	17,473
Other payables and accruals	350	227
Interest-bearing bank borrowings	36,831	27,329
Total current liabilities	55,048	45,029
NET CURRENT LIABILITIES	(10,469)	(36,498)
TOTAL ASSETS LESS CURRENT LIABILITIES	7,473	41,576
Net assets	7,473	41,576
EQUITY		
Issued capital	6,847	6,847
Reserves (note 31)	626	34,729
Total equity	7,473	41,576

Notes to the Consolidated Financial Statements

31 December 2024

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium* RMB'000	Shares held for the share award plan* RMB'000	Share award reserve* RMB'000	Exchange fluctuation reserve* RMB'000	Retained profits* RMB'000	Total RMB'000
At 1 January 2023	202,871	(25,600)	(2,079)	43,026	(62,549)	155,669
Loss for the year	—	—	—	—	(8,073)	(8,073)
Exchange differences on translation of foreign operations	—	—	—	3,278	—	3,278
Total comprehensive loss for the year	—	—	—	3,278	(8,073)	(4,795)
Dividends declared and paid	(116,145)	—	—	—	—	(116,145)
At 31 December 2023	86,726	(25,600)	(2,079)	46,304	(70,622)	34,729
Loss for the year	—	—	—	—	(7,794)	(7,794)
Exchange differences on translation of foreign operations	—	—	—	401	—	401
Total comprehensive loss for the year	—	—	—	401	(7,794)	(7,393)
Shares repurchased	—	(3,573)	—	—	—	(3,573)
Dividends declared and paid	(23,137)	—	—	—	—	(23,137)
At 31 December 2024	63,589	(29,173)	(2,079)	46,705	(78,416)	626

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2025.

Five-Year Financial Summary

The following is a summary of the consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the Prospectus and published audit financial statements of the Group. This Summary does not form part of the audited financial statements.

RESULTS

	2024 RMB'000	Year ended 31 December			
		2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
REVENUE	2,214,783	2,049,812	1,825,935	1,746,500	1,603,876
GROSS PROFIT	1,288,407	1,218,143	1,072,295	1,061,439	991,203
PROFIT BEFORE TAX	146,897	207,581	130,651	61,813	167,222
Income tax expense	(50,750)	(43,447)	(23,736)	(9,447)	(28,603)
PROFIT FOR THE YEAR AND ATTRIBUTABLE TO OWNERS OF THE COMPANY	95,212	162,775	106,387	52,128	138,532
Earnings per share					
— Basic	RMB0.11	RMB0.19	RMB0.13	RMB0.06	RMB0.17
— Diluted	RMB0.11	RMB0.19	RMB0.13	RMB0.06	RMB0.17

ASSETS AND LIABILITIES

	2024 RMB'000	Year ended 31 December			
		2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
TOTAL ASSETS	1,987,122	1,792,635	1,875,257	1,524,105	1,420,521
TOTAL LIABILITIES	865,580	739,302	869,308	622,940	598,758