



朗生醫藥控股有限公司

Lansen Pharmaceutical Holdings Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股份代號: 503

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董事會

執行董事：

徐軍先生 (行政總裁)
劉曉東先生

非執行董事：

Stephen Burnau Hunt先生 (主席)
李晉頤先生 (副主席)
湯軍先生
陶芳芳女士
葉佩玲女士

獨立非執行董事：

陳記煊先生
鄧昭平先生
Fritz Heinrich Horlacher先生

審核委員會

陳記煊先生 (主席)
李晉頤先生
葉佩玲女士
鄧昭平先生
Fritz Heinrich Horlacher先生

薪酬委員會

李晉頤先生 (主席)
Stephen Burnau Hunt先生
陳記煊先生
鄧昭平先生
Fritz Heinrich Horlacher先生

執行委員會

李晉頤先生 (主席)
徐軍先生
劉曉東先生
陶芳芳女士
葉佩玲女士

授權代表

梅志雄先生
葉佩玲女士

BOARD OF DIRECTORS

Executive Directors:

Mr. Xu Jun (*Chief Executive Officer*)
Mr. Liu Xiao Dong

Non-executive Directors:

Mr. Stephen Burnau Hunt (*Chairman*)
Mr. Lee Jin Yi (*Deputy Chairman*)
Mr. Tang Jun
Ms. Tao Fang Fang
Ms. Yip Pui Ling, Rebecca

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael
Mr. Tang Chiu Ping, Raymond
Mr. Fritz Heinrich Horlacher

AUDIT COMMITTEE

Mr. Chan Kee Huen, Michael (*Chairman*)
Mr. Lee Jin Yi
Ms. Yip Pui Ling, Rebecca
Mr. Tang Chiu Ping, Raymond
Mr. Fritz Heinrich Horlacher

REMUNERATION COMMITTEE

Mr. Lee Jin Yi (*Chairman*)
Mr. Stephen Burnau Hunt
Mr. Chan Kee Huen, Michael
Mr. Tang Chiu Ping, Raymond
Mr. Fritz Heinrich Horlacher

EXECUTIVE COMMITTEE

Mr. Lee Jin Yi (*Chairman*)
Mr. Xu Jun
Mr. Liu Xiao Dong
Ms. Tao Fang Fang
Ms. Yip Pui Ling, Rebecca

AUTHORISED REPRESENTATIVES

Mr. Mui Chi Hung
Ms. Yip Pui Ling, Rebecca

公司秘書

梅志雄先生

註冊辦事處

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

總部及中國主要營業地點

中國
浙江省
寧波市
鄞州區
啟明路818號
14棟109號
郵編：315100

香港主要營業地點

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1203-4室

核數師

香港立信德豪會計師事務所有限公司

合規顧問

派杰亞洲有限公司

法律顧問

Pang & Co. 與
勝藍律師事務所聯營（香港）
金誠同達律師事務所（中國）
Appleby（開曼群島）

COMPANY SECRETARY

Mr. Mui Chi Hung

REGISTERED OFFICE

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Yinzhou District
Ningbo
Zhejiang Province 315100
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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189 Des Voeux Road Central
Hong Kong

AUDITOR

BDO Limited

COMPLIANCE ADVISER

Piper Jaffray Asia Limited

LEGAL ADVISERS

Pang & Co. in association
with Salans LLP (Hong Kong)
Jincheng Tongda & Neal (China)
Appleby (Cayman Islands)

主要往來銀行

中國銀行
招商銀行
寧波銀行
華夏銀行
渣打銀行
富邦銀行(香港)有限公司

主要股份過戶登記處

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

股份代號

香港聯合交易所有限公司：503

網址

www.lansen.com.cn

股東及投資者的公司聯絡資料

香港

請聯絡我們的公司秘書：
電話：(852) 2828 9285

中國

請聯絡我們的投資者關係部：
電話：(86) 755 2532 3050

PRINCIPAL BANKERS

Bank of China
China Merchant Bank
Bank of Ningbo
Huaxia Bank
Standard Chartered Bank
Fubon Bank (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Ltd.
Clifton House
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P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

STOCK CODE

The Stock Exchange of Hong Kong Limited: 503

WEBSITE

www.lansen.com.cn

CORPORATE CONTACT INFORMATION FOR SHAREHOLDERS AND INVESTORS

HONG KONG

Please contact our Company Secretary at:
Telephone: (852) 2828 9285

The PRC

Please contact our Investor Relations Department at:
Telephone: (86) 755 2532 3050

三月	寧波立華製藥有限公司連續三年被市藥監局評為品質信用等級A級企業	March	Ningbo Liwah Pharmaceutical Company Limited was rated by Municipal Food and Drug Administration as a "Grade A Enterprise in Quality Assurance" for three consecutive years
四月	寧波朗生醫藥有限公司正式獲批GSP證書	April	Ningbo Lansen Pharmaceutical Company Limited was granted a GSP certification
五月	寧波立華製藥有限公司榮獲「2010年鄞州區成長型工業企業50佳」企業	May	Ningbo Liwah Pharmaceutical Company Limited was awarded the "Top 50 Growth-type Industrial Enterprises 2010" in Yinzhou District, Ningbo
	集團代理引進新產品嗎替麥考酚並成功推向市場		The Group, through agency arrangement, introduced and successfully launched a new product, Mycophenolate Mofetil
	朗生醫藥控股有限公司成功於香港聯合交易所有限公司主板上市		Lansen Pharmaceutical Holdings Limited was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited



十月	浙江省的招標工作完成·寧波立華製藥有限公司一共中標25個品種及35個規格	October	Ningbo Liwah Pharmaceutical Company Limited completed drug tenders in Zhejiang Province and won a total of 25 categories and 35 specifications
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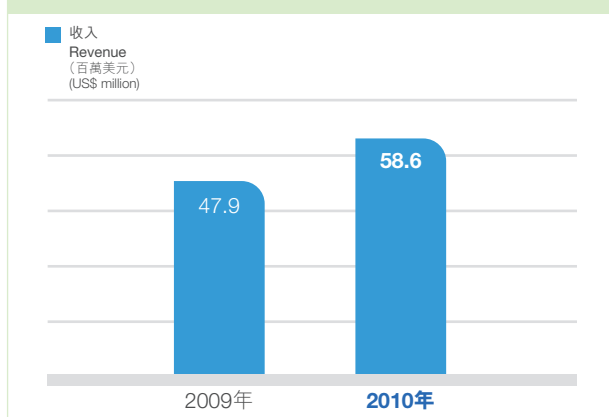
十一月	本集團產品白芍總苷膠囊(帕夫林)入選2010年國家重點新產品計劃 朗生投資(香港)有限公司成功收購浙江司太立製藥有限公司20%股權	November	“Total Glucosides of White Peony Capsules” (Pafulin) of the Group was included in the National Key New Product Scheme 2010 Lansen Investments (Hong Kong) Limited acquired a 20% equity interest in Zhejiang Starry Pharmaceutical Co., Ltd.
十二月	寧波立華製藥有限公司評審通過浙江省科技進步二等獎	December	Ningbo Liwah Pharmaceutical Company Limited was awarded with the “Second Grade Prize in Technology Development in Zhejiang Province”

財務摘要

FINANCIAL HIGHLIGHTS

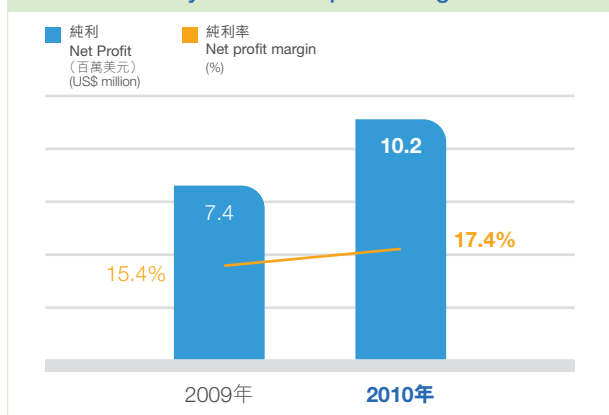
		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000	變動 Change
收入	REVENUE	58,607	47,932	22.3%
毛利	GROSS PROFIT	38,433	32,439	18.5%
除稅前溢利	PROFIT BEFORE INCOME TAX	12,785	8,903	43.6%
本公司擁有人應佔溢利	PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY	10,213	7,380	38.4%
每股基本盈利(美仙)	BASIC EARNINGS PER SHARE (US CENTS)	2.7	2.5	8.0%

收入 Revenue



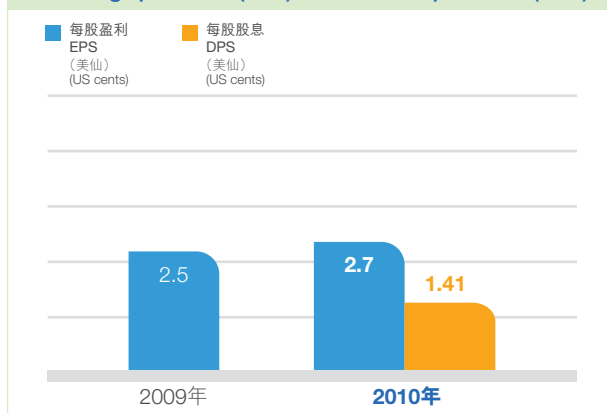
- 2010年強勁增長
2010年收入增加22.3%
- Strong growth in 2010
2010 Revenue up by 22.3%

年內溢利及純利率 Profit for the year and net profit margin



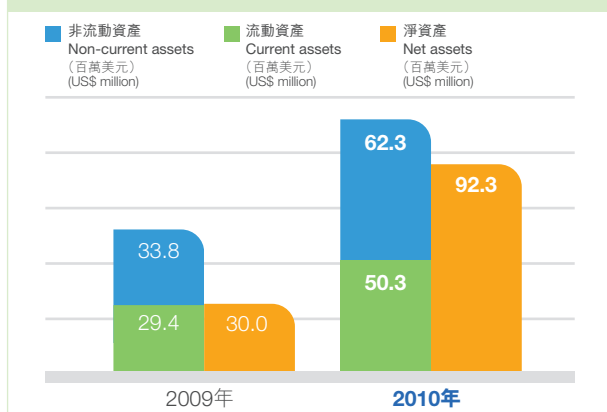
- 2010年溢利顯著增長
純利增加38.4%
純利率由15.4%增至17.4%
- Profit improved significantly in 2010
Net profit up by 38.4%
Net profit margin up from 15.4% to 17.4%

每股盈利及每股股息
Earnings per share (EPS) and dividend per share (DPS)



- 純利改善
每股盈利增加8.0%
- 末期股息為每股1.41美仙
- Net profit improved
Earnings per share up by 8.0%
- Final dividend of US1.41 cents per share

總資產及淨資產
Total assets and net assets



- 非流動資產增加84.1%，流動資產增加71.5%
總資產增加78.2%
- 純利及全球發售所得款項淨額顯著增加
淨資產增加208.0%
- Non-current assets increased by 84.1% and current assets increased by 71.5%
Total assets increased by 78.2%
- Significant increase in net profit together with net proceeds from the global offering
Net assets increased by 208.0%

主席報告

CHAIRMAN'S STATEMENT



本人謹代表董事會（「董事會」），欣然提呈朗生醫藥控股有限公司（「本公司」）及其附屬公司（「朗生」或「本集團」）截至二零一零年十二月三十一日止財政年度的年報，此乃本集團自二零一零年五月在香港聯合交易所有限公司（「聯交所」）主板成功上市後的首份年報。

二零一零年是朗生發展史上的重要里程碑。本公司於二零一零年五月七日成功於聯交所主板上市，並籌募款項總額約港幣450百萬元（包括超額配售部分）。上市使本集團踏上國際金融平台，擁有更為穩健的財政環境，為未來發展奠下堅實的基礎。

回顧二零一零年，中華人民共和國（「中國」）經濟繼續表現強勁增長，有關落實醫改的政策相繼出台，醫藥市場規模持續擴大，風濕免疫市場仍然較整體醫藥市場增速為快。本集團在風濕領域的長期積累到品牌效應使公司能繼續分享行業成長收益，並切實執行各項推廣舉措及積極提升營運效率，加上全體員工的支持和努力，以致本集團於二零一零年的收入和盈利均錄得新高。年內，收入58.6百萬美

On behalf of the board of directors (the “Board”), I am pleased to present the first annual report of Lansen Pharmaceutical Holdings Limited (the “Company”) and its subsidiaries (“Lansen” or the “Group”) for the financial year ended 31 December 2010 since our successful listing on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in May 2010.

Year 2010 was an important milestone in the history of Lansen. The Company was successfully listed on the Main Board of the Stock Exchange on 7 May 2010 with proceeds of approximately HK\$450 million (after the exercise of the over-allotment option). The Group’s listing debut provided the Group with an enhanced financial position and a solid foundation for future development.

Looking back on the course of 2010, the rheumatology market grew more rapidly than the overall pharmaceutical market on the back of robust economic growth in the People’s Republic of China (the “PRC”), the policies related to the medical reform in favor of the rheumatology industry and the continuous expansion of the market. With our well-established and reputable brand image, the Group is well-positioned to benefit from the ongoing growth and development in the rheumatology industry. Our revenue and profit in 2010 hit record levels as a result of the

元，比去年同期增長22.3%。除稅前溢利12.8百萬美元，較去年同期增長43.6%。稅後淨利潤10.2百萬美元，比去年同期增長38.4%。

年內，國家發展和改革委員會（「發改委」）發佈了《藥品價格管理辦法》（「辦法」）討論稿，對中國境內銷售的藥品從出廠環節的期間費用率，銷售利潤率及流通環節的流通差價率都進行了嚴格的限定。發改委並於二零一零年十二月發出通知，決定降低部分單獨定價藥品的最高零售價格，涉及抗生素、心血管等十七大類藥品。惟朗生所有藥品都不在此價格限制範圍內。

為減低「辦法」一旦實施對企業造成的潛在影響，朗生果斷採取一系列積極主動的措施予以應對，包括物色適合的企業或藥品進行收購或合作，加快代理引進合適產品，擴大銷售，為股東創造更高的利潤及價值。同時為響應國家鼓勵企業技術進步的措施，積極聯合開發及自主開發多款產品，擴充公司產品品種範圍。考慮到原料藥較下游醫藥產品受到「辦法」的影響較小，集團緊抓機遇，於年內成功收購浙江司太立製藥有限公司（「司太立」）20%股權，為集團今後向風濕專科藥的上游原料藥業務的縱深發展累積經驗。另一方面，集團通過加強內部管理，降低企業生產和營銷成本，和提高銷售隊伍的效率和能力等措施，增加集團抵禦風險的能力。

本集團核心業務仍繼續圍繞風濕免疫領域，保持集團在風濕慢作用藥市場領導者地位。集團正積極擴展及豐富風濕慢作用藥產品線，推出更多新的產品，提高於風濕慢作用市場的佔有率；拓展其他風濕病用藥市場分部，利用現有在風濕領域的知名度、品牌積累和優勢的營銷網絡擴大效益，計劃收購或開發生物制劑、激素類、抗炎鎮痛類產品，覆蓋其他風濕病用藥市場；集團在保持重視風濕免疫

measures and initiatives taken to improve our operation efficiency, as well as the support and tireless efforts of our staff. For the year ended 2010, our revenue was US\$58.6 million, representing an increase of 22.3% over the corresponding period last year. Profit before tax was US\$12.8 million, a 43.6% growth over the corresponding period last year. The net profit after tax was US\$10.2 million, a 38.4% growth over the corresponding period last year.

During the year, the National Development and Reform Commission (the "NDRC") issued the draft of the "Drug Price Control Measures" (the "Measures") for consultation, which set strict guidelines on the drug pricing practice in the PRC including operating expense ratio, profit ratio and the maximum mark-up in the distribution channels. In December 2010, the NDRC also issued the notice of lowering the retail price cap on selected independent premier pricing pharmaceutical products among 17 categories of pharmaceuticals, primarily antibiotics and cardiovascular drugs. However, none of Lansen's pharmaceutical products were included in this price control list.

In order to mitigate the potential impact of the Measures, Lansen has decisively taken a series of proactive measures, including identifying appropriate companies or pharmaceutical products for acquisition or collaboration, speeding up the process of introducing appropriate products through agency arrangements and expanding our sales, so as to maximise profit and value for shareholders. Meanwhile, we are actively involved in joint and individual product development and research activities in order to expand our product range to respond to the government's incentive measures on technological advancement. Since the impact of the Measures on bulk pharmaceuticals is comparatively smaller than that on downstream pharmaceutical products, Lansen took the opportunity to acquire a 20% equity interest in Zhejiang Starry Pharmaceutical Co., Ltd. ("Starry") during the year, enabling us to gain more exposure to the upstream operation of bulk pharmaceuticals for rheumatic specialty drugs. On the other hand, the Group strengthened its ability to hedge against risks by improving its internal management and control, lowering its production and marketing costs and boosting the efficiency and capability of the sales team.

Lansen continues to focus on its core business of autoimmune rheumatic diseases to maintain its leading position in the disease modifying anti-rheumatic drugs ("DMARDs") market. The Group is actively expanding and diversifying its product range to increase its share in the DMARDs market by launching more products into the market. Relying on its popularity, brand name and extensive distribution network, the Group is also considering acquiring or developing biological agents, steroids and anti-inflammatory and analgesic drugs, aiming at strategically extending its coverage to

市場的類風濕關節炎和系統性紅斑狼瘡兩大類高發疾病外，關注近年來發病率較高的痛風、纖維肌痛綜合症等、以及風濕免疫性疾病的併發症如肺動脈高壓、肺纖維化等其他風濕病用藥細分市場。同時，基於風濕免疫疾病領域累積的經驗，策略性地進入其他免疫相關疾病用藥市場，如免疫相關性皮膚病（如銀屑病）、免疫相關性骨病（如骨質疏鬆、關節炎）、免疫相關性腎病（如腎病綜合症、狼瘡腎）等領域。此外，集團還積極考慮擴展至其他專科藥領域的企業或產品併購，譬如婦兒科等，讓此類業務成為核心業務以外的成長性業務。

other parts of the rheumatic drugs market. Moreover, the Group has maintained its emphasis on the rheumatology market with its focus on rheumatoid arthritis and systemic lupus erythematosus which have higher incidence rates. Furthermore, we are also focusing on the rheumatic segments of gout and fibromyalgia syndrome which have higher prevalence in recent years and other rheumatic disease related complication segments, such as pulmonary hypertension and pulmonary fibrosis. Meanwhile, with the experience we have obtained in the autoimmune rheumatic diseases market, the Group will strategically expand into the market for certain autoimmune diseases related markets, including autoimmune related dermatological diseases (such as psoriasis), autoimmune related orthopedic diseases (such as osteoporosis and osteoarthritis) and autoimmune related nephropathy diseases (such as nephrotic syndrome and lupus nephritis). Besides, we are considering the acquisition of companies or products of other specialties, such as gynecology and pediatrics, making these areas additional drivers of the Group's future growth.



本集團致力於行業發展並重視企業社會責任。年內，本集團與中國健康促進基金會、中國醫師協會風濕免疫科醫師分會，以及北京協和醫院風濕免疫科合作，設立了「中國風濕病學科醫師基石發展計劃」專項基金（「基石計劃」）和「中國系統性紅斑狼瘡研究協作組」專項基金（「CSTAR專項基金」），以及「張乃崢風濕學科發展計劃」專項基金，旨在全力推動中國風濕學界的風濕專科醫師的隊伍建設及專項課題的深入研究，為整個風濕領域的蓬勃持續發展貢獻力量。此外，本集團還與安徽醫科大學合作，設立「徐叔雲獎學金」培育英才，於追求發展創造效益的同時，積極履行企業社會責任。

Lansen attaches great importance and strives to fulfill its corporate social responsibility within the industry. During the year, the Group collaborated with the China Health Promotion Foundation (中國健康促進基金會), the Division of Rheumatology of the Chinese Medical Doctor Association (中國醫師協會風濕免疫科醫師分會) and the Division of Rheumatology of the Peking Union Medical College Hospital to establish the “Cornerstone Development Scheme of Chinese Rheumatologists Fund” (中國風濕病學科醫師基石發展計劃) (the “Cornerstone Scheme” (「基石計劃」)), the “Chinese SLE Treatment and Research Group Fund” (the “CSTAR”) and the “Zhang Naizheng Rheumatology Development Foundation”, with an aim to rapidly increase the number of rheumatic specialists and initiate new and sophisticated research in the field. We believe these initiatives have contributed to the development of the entire rheumatic industry. In addition, the Group also collaborated with Anhui Medical University to set up the “Xu Shuyun Scholarship” to nurture a new generation of doctors. While actively pursuing increased earnings, the Group also constantly keeps in mind its corporate social responsibility.

展望二零一一年，朗生將抓緊醫藥市場上升的機遇，優化及提升產品組合，並不斷提升本身的競爭優勢，在加強抵禦風險能力的同時，把握住變化中的新的增長機會。二零一一年，國家「十二五」規劃將最終出台並開始推行，規劃鼓勵消費與投資，內需成為經濟增長的主要驅動力；同時，二零一一年是新醫改及各種政策的落實階段，即使在這個充滿挑戰的環境下，相信醫藥行業仍將保持著一個穩健的發展水平，風濕免疫市場仍然會增速較快。朗生在風濕病慢作用藥的銷售中仍將保持領先地位。

新近個別地區推出的新型農村合作醫療制度，預示著中國更廣大人群的健康醫療得到保證和提高，醫藥的消費需求將持續上升；其中，對包括本集團產品主治的類風濕性關節炎、系統性紅斑狼瘡及器官移植抗排治療等慢特病的門診補償費用的補償比例提高，也將為朗生產品的發展提供更廣闊的市場。與此同時，基本藥物集中採購機制及基層醫療衛生機構補償機制的進一步落實，又將擴大本集團基本藥物目錄內中標產品的推廣機遇。

二零一一年三月七日，發改委發出關於調整部分抗微生物類和循環系統類藥品最高零售價格的通知，進一步落實價格管理改革政策。受調整的藥品不涉及本集團產品，領域也不重合。朗生將繼續密切關注「辦法」的進一步發展，並積極採取主動措施應對醫藥改革政策可能帶來的負面影響。「辦法」如果全面實施，短期內對所有醫藥企業都可能產生較大影響。這將有可能為朗生提供更多的機會去選擇適合的企業及藥品進行收購或合作。本集團仍將繼續尋求機遇，加速收購目標企業及引入具前景的市場產品，發揮及奠定風濕慢作用藥市場領導者地位，覆蓋其他風濕病用藥市場，以及策略性地進入其他免疫疾病用藥市場，和其他具發展潛力的專科市場。

Looking forward to 2011, Lansen will seize opportunities arising in the pharmaceutical market, to optimise and improve its product mix and enhance its competitiveness. The Group will seize growth opportunities while at the same time adopting a sensible defensive risk profile. Domestic demand has become the major momentum for economic growth following the implementation of the twelfth five-year plan in 2011, which aims at stimulating domestic consumption and investment. At the same time, 2011 represents a key turning point when a series of new reforms and government policies are to be implemented in the pharmaceutical industry. In this challenging environment, the pharmaceutical industry will experience steady development and relatively rapid growth is still expected. Lansen should still be able to maintain its leadership in the sales of DMARDs.

The recent launch of a new type of rural cooperative medical care system in some regions in the PRC to provide quality medical care to a larger population has resulted in a strong and stable demand for medical products. In particular, increased subsidies and compensation are offered to cases of chronic and special diseases such as rheumatoid arthritis, systemic lupus erythematosus and anti-rejection treatment for organ transplants which our products address. This will be a great opportunity for Lansen to increase its market share. With the implementation of centralised procurement of essential drugs and the subsidy for primary medical and healthcare institutions, this further enhance the sales and position of the Group's products which have been accepted into the National Essential Drug List tenders.

On 7 March 2011, the NDRC issued the notice of adjustment on the maximum retail price of certain pharmaceuticals related to antibiotics and cardiovascular drugs, which reaffirmed the implementation of the price management reform policies. Thus far, the Company's products have not been affected and therefore are not subject to any price adjustments. Lansen will continue to closely monitor any further development of the Measures and actively take proactive measures to address any possible adverse impacts that the medical reform policies may bring. The Measures, if fully implemented, may have substantial impact on all pharmaceutical companies in the short run. This may provide Lansen with more opportunities to identify appropriate companies or drugs for acquisition and collaboration. To develop and fortify our leading position in the DMARDs market, penetrate into other segments of the rheumatic drugs market and strategically enter into the market of drugs for other immune diseases and the potential market for other specialty pharmaceutical products, the Group will continue to seek opportunities to expedite the acquisition of target companies and introduce products with promising prospects.

朗生將繼續強化銷售團隊拓展能力，並會有序地增聘銷售人員，深化與學會及風濕專家的緊密合作，培養更多風濕專科醫師，共同促進風濕領域的發展。並積極開展患者教育活動，堅定拓展二三線市場，強化成本控制，以及提高運營效率，提升銷售額並貢獻更多利潤。

此外，朗生將繼續投資提升研發能力和生產能力。計劃投資近1.4百萬美元建設新的質檢及研發工程中心，進一步提高產品質量檢測標準和提前達標國家可能頒布的新標準，並加快推出具競爭力及盈利能力的風濕免疫產品。與此同時，本集團將擴建帕夫林生產車間及原料藥提取生產線，優化生產與管理效率，以適應該產品業務量迅猛發展的需求。

Lansen will continue to strengthen the capability of its sales force and progressively recruit additional staff. The Group will also cooperate with relevant medical associations and rheumatology specialists to nurture more rheumatic specialists, so as to achieve mutual and solid development in the rheumatology industry. The Group will also proactively launch educational programmes for patients and enlarge its market share in the second- and third-tier markets. The Group will also take measures to increase sales and maximise profits by tightening control over costs and improve operational efficiency.

In addition, Lansen will continue to invest in expanding its research and development capability and production capacity. The Group plans to invest approximately US\$1.4 million for the construction of a new quality control and research and development centre, to strengthen quality control and to meet any potential new standards imposed by the government. The Group will also speed up the launch of competitive and profitable autoimmune rheumatic pharmaceuticals. Meanwhile, the Group will expand the production facilities for Pafulin and the production line for bulk pharmaceuticals to optimise its production and management efficiency in order to meet the strong demand for these products.



朗生亦正準備在帕夫林產品的原料生產地安徽省亳州市設立白芍種植基地，打造帕夫林產品完整產業鏈，不斷提高產品的質量標準，進一步奠定帕夫林產品的品牌形象和技術領先地位，並將因此享有國家農業項目稅收政策，穩定價格的同時將為本集團創造更多收益。

展望未來，本集團有充分信心，奠定長遠增長勢頭，為股東創造最理想的業績。本人謹代表董事會向參與本公司股份於聯交所上市的各位人士致以誠摯謝意。本人亦藉此感謝本公司股東的持續支持，最後，本人衷心感謝管理層及全體員工所作的貢獻及不懈的努力。

Stephen Burnau Hunt
主席

香港，二零一一年三月十五日

Lansen is also planning to build a white peony plantation in Bozhou, Anhui Province, the PRC, the origin of the raw material for Pafulin, in order to establish a complete Pafulin product value chain, to set industrial standards and to further strengthen the brand image and its leading technological position. This plan will also enable the Group to enjoy preferential tax treatment offered to agricultural projects in the PRC and generate strong revenue while stabilising raw materials price.

Looking forward, the Group is very confident about creating momentum in the long run and delivering even more solid results to our shareholders. On behalf of the Board, I take this opportunity to express my sincere gratitude towards the parties involved in our listing, towards our shareholders for their on-going support and last but not least, to our dedicated management and staff for their contribution and tireless efforts.

Stephen Burnau Hunt
Chairman

Hong Kong, 15 March 2011

業務回顧

2010年度，中國經濟繼續表現強勁增長。有關醫改的落實政策相繼出台，為醫藥行業創造了有利的外部條件，極大地拉動了醫藥市場需求。同時，隨著醫改的持續推進，國家8500億人民幣醫改投入的逐步到位，國內醫藥市場供求保持穩定，醫藥商業購銷穩步增長，醫藥產業集中度逐漸提高，整個醫藥行業效益持續提升。風濕免疫市場持續升溫並仍然較整體醫藥市場增速為快。

本集團在風濕領域的長期積累到品牌效應使集團能繼續分享行業成長收益。與此同時，本集團繼續圍繞風濕免疫疾病，通過投資併購、合作、代理、專利權購買等多種模式加快擴充集團產品品種範圍，並通過加強內部管理，降低企業生產和營銷成本，提高銷售隊伍效率和能力，為股東創造更高價值，增加集團抵禦風險的能力，提前佈局「辦法」一旦實施對企業造成的影響。於本年度內，集團並成功收購司太立20%的股權，此類經驗的借鑒和累積，有助於本集團佈局風濕免疫領域上游原料藥業務，打造完整產業鏈。

朗生亦有效地應對了原材料價格上漲的影響。2010年度，中國中藥材價格出現了高幅增長，我集團通過合理安排資金提前存儲，並發揮規模優勢提高企業生產和營運效率，將影響降至最低。相信隨原材料價格的理性回落和集團業務的持續發展，朗生此次的經驗累積將持續發揮作用並為集團創造長久效益，亦能從容應對未來可能的原材料價格的多重變化。

BUSINESS REVIEW

During 2010, the economic growth in the PRC continued to be robust. Demand for pharmaceuticals have been surging on the back of the favourable external environment led by a series of policies related to the medical reform in the pharmaceutical industry. Meanwhile, with the national medical reform policies gradually implemented, and the commitment of RMB850 billion for such reforms, domestic supply and demand for pharmaceuticals have been growing steadily. Together with this convergence in the pharmaceutical industry, the overall efficiency of the industry has been gradually improved. The rheumatology market continues to grow at a faster pace than the overall pharmaceutical market.

With an established strong brand image, the Group is well positioned to benefit from the on-going growth and development in the rheumatology industry. The Group continues to focus on the rheumatology market and is working to achieve product diversification through investments, mergers and acquisitions, cooperation, agency arrangements and franchise purchases. The Group also aims to maximise shareholders' returns and strengthen the Group's ability to hedge against risks by improving its internal management and control, lowering production and marketing costs and boosting the efficiency and capability of the sales team. Therefore, it is well prepared to face any impact brought about by the "Measures" once they are implemented. During the year, the Group also completed the acquisition of a 20% equity interest in Starry, which enabled us to gain more exposure in the upstream operation of bulk pharmaceuticals for rheumatology in preparation for building a complete product value chain.

Lansen also has effectively minimise the impact of soaring raw material prices. During 2010, the price of Chinese herbs has experienced significant growth. To minimise this impact, the Group managed to mobilise sufficient funds to pre-emptively stock up inventories. Leveraging on economies of scale, the Group was also able to improve its production and operation efficiency. We believe, following the expected retreat in raw material prices and along with the continuous development in our operation, the experience we have accumulated should be an added advantage and will create long-term benefits for the Group. We should also be able to respond better to potential change in raw material prices in the future.

本集團2010年收入和盈利都錄得新高，為股東創造價值，除有賴管理層及員工的支持和努力外，以下是相關增長之原因：

集團核心業務 — 風濕專科處方西藥銷售持續增長。2010年風濕專科處方西藥銷售40.6百萬美元，佔集團總銷售的69.2%，比去年同期增長22.6%。年內中國風濕藥物市場較整體醫藥市場增速依舊較快，集團在風濕領域的長期積累到品牌效應使集團能繼續分享市場擴大的成果。

集團核心品種帕夫林和妥抒的銷售錄得滿意增長。帕夫林和妥抒都是國家醫保目錄藥品，隨著醫保覆蓋面和覆蓋人群的快速增加，集團積極推進這兩個藥品在二三線城市的銷售，並配合中國醫師協會風濕免疫科醫師分會和中國健康促進基金會設立「基石計劃」，這項計劃是風濕醫師的繼續教育項目，主要培養的對象為二三線城市的風濕學科帶頭人。這些都使得帕夫林銷售總量增長迅速，2010年帕夫林銷售收入22.9百萬美元，較去年同期增長26.2%。本集團繼續對妥抒執行具有高度競爭力的定價策略。同時與北京協和醫院風濕免疫科和中國健康促進基金會合作設立「CSTAR專項基金」，進一步推動中國狼瘡事業的發展，並在各種學術會議上加強積極推廣，使妥抒的市場容量持續擴大，2010年妥抒銷售收入10.3百萬美元，較去年同期增長27.0%。這兩個主力品種的穩定增長為集團業績作出了突出貢獻。

Revenue and profits of the Group for 2010 hit record highs, which in return maximised our shareholders' value. In addition to the support and tireless efforts of our management and staff, we believe the growth is attributable to the following:

Rheumatic specialty prescription western pharmaceuticals, the core business of the Group, experienced continuous growth in sales. During 2010, the sales of rheumatic specialty prescription western pharmaceuticals amounted to US\$40.6 million, which contributed to 69.2% of the total sales of the Group and represented a 22.6% growth over the corresponding period last year. The growth of the PRC rheumatic drugs market is still relatively faster than the overall pharmaceutical market. Having engaged in the rheumatic market for years and by leveraging on its brand, the Group is able to enjoy the benefits resulting from market expansion.

Pafulin and Tuoshu, the core products of the Group, recorded satisfactory growth in sales. Given the sharp increase in the amount and number of people covered by medical insurance, the Group has actively promoted the sales of Pafulin and Tuoshu (both products are included in the National Medical Insurance Catalogue (國家醫保目錄)) in the second- and third-tier cities while cooperating with the Division of Rheumatology of the Chinese Medical Doctor Association and the China Health Promotion Foundation to organise the Cornerstone Scheme. The scheme is a continual education programme aimed at nurturing leading rheumatic doctors in the second- and third-tier cities. This activity contributed to Pafulin's rapid sales growth. Sales of US\$22.9 million were recorded during 2010, resulting in a 26.2% increase compared with the same period last year. The Group continues to adopt a highly competitive pricing strategy for Tuoshu. As a step forward to promote the development of medical care for lupus erythematosus in the PRC, the Group collaborated with the Division of Rheumatology of the Peking Union Medical College Hospital and the China Health Promotion Foundation to set up the CSTAR. In addition, with more promotion efforts at various academic conferences, the market for Tuoshu continues to expand. During 2010, the sales of Tuoshu were US\$10.3 million, representing a growth of 27.0% over the corresponding period last year. The stable growth of these two major products has made a significant contribution to the results of the Group.

集團代理的新產品嗎替麥考酚（「MMF」）成功推出。其特點高效、具有獨特的免疫抑製作用且無肝腎毒性，因此被用於治療系統性紅斑狼瘡及狼瘡腎病，也適用於多種風濕免疫疾病及腎病治療，市場前景廣泛。我集團5月在全國風濕病年會時正式進行市場推廣，於年內取得銷售收入0.5百萬美元。這代表了風濕界對集團的支持和對MMF的認可，相信MMF日後將會給集團的銷售和利潤帶來較大貢獻。

非核心業務銷售增長穩定。集團依托長江三角的成熟渠道展開了向基層市場的分銷，銷售增速較快。同時在浙江省國家基本藥物招標中本集團多種藥品中標，集團借此積極拓展浙江省的銷售。這些發展使得2010年非核心藥品銷售較去年同期增長21.6%，銷售收入為18.0百萬美元，佔集團銷售的30.8%。

集合上述因素，使得本集團於本年度創造亮麗業績。

Mycophenolate Mofetil (“MMF”), a new agency product, was launched successfully. With its highly efficient and unique immunosuppressive effect and harmless to liver and kidneys, MMF is used in the treatment of systemic lupus erythematosus and lupus related kidney diseases and is also applicable to the treatment of various autoimmune rheumatic diseases and other kidney diseases, ensuring broad market prospects. The Group officially launched the marketing programme during the Annual National Rheumatology Conference held in May. Sales of US\$0.5 million were recorded during the year. This represents the support of the rheumatology community for the Group and the market’s recognition of MMF. We believe that MMF will make an important contribution to the sales and profit of the Group in the future.

The non-core business recorded steady sales growth. Leveraging on the well-established distribution channels within the Yangtze River Delta, the Group expanded its distribution to lower-tier markets, in which sales are growing at a faster pace. Meanwhile, many of the Group’s drugs won tenders conducted for the National Essential Drug List in Zhejiang Province, through which the Group has actively expanded its sales in the Province. All these developments contributed to the 21.6% increase in the sales of non-core drugs in 2010 with sales amounting to US\$18.0 million, which accounted for 30.8% of the Group’s sales.

The above factors contributed to the solid results of the Group during the year.

財務回顧

截至二零一零年十二月三十一日止年度，本集團成績驕人，錄得58.6百萬美元收入，較去年增長10.7百萬美元或22.3%。本公司擁有人應佔溢利為10.2百萬美元，較去年增長2.8百萬美元或38.4%。

收入

本集團於截至二零一零年十二月三十一日止年度的收入為58.6百萬美元（二零零九年：47.9百萬美元），較去年上升22.3%。截至二零一零年十二月三十一日止年度，風濕專科處方西藥的收入為40.6百萬美元（二零零九年：33.1百萬美元），較去年上升22.6%。其他藥品的收入為18.0百萬美元（二零零九年：14.8百萬美元），較去年上升21.6%。

本集團於本年的收入上升，主要原因為風濕專科處方西藥中帕夫林和妥抒兩主力產品的穩定增長以及非核心業務的繼續發展。隨中國政府進一步提高人民的醫療保健水準，本集團進一步拓展二三線城市的銷售及分銷網路，並配合醫師學會拓展風濕醫師培訓，這些措施保障了本集團風濕專科處方藥業務量的穩定增長。本集團也根據基本藥物目錄的出臺及依託長江三角富裕地帶的成熟管道，集團的非核心業務取得了持續的增長。

FINANCIAL REVIEW

For the year ended 31 December 2010, the Group achieved excellent results and recorded a revenue of US\$58.6 million, representing an increase of US\$10.7 million, or 22.3%, as compared to last year. The profit attributable to owners of the Company was US\$10.2 million, representing an increase of US\$2.8 million, or 38.4%, as compared to last year.

Revenue

The Group recorded a revenue of US\$58.6 million (2009: US\$47.9 million) for the year ended 31 December 2010, representing an increase of 22.3% over last year. For the year ended 31 December 2010, revenue from rheumatic specialty prescription western pharmaceuticals amounted to US\$40.6 million (2009: US\$33.1 million), representing an increase of 22.6% over last year, while revenue from other pharmaceuticals amounted to US\$18.0 million (2009: US\$14.8 million), representing an increase of 21.6% over last year.

The increase in the Group's revenue during the year was mainly attributable to the stable growth in income from its two core rheumatic specialty prescription western pharmaceuticals, Pafulin and Tuoshu, as well as the sustained development of its non-core business. Supported by the Chinese government's increasing efforts to improve the quality of public healthcare, the Group further expanded its sales and distribution network in the second- and third-tier cities and cooperated with medical associations to increase the training for rheumatic professionals. This resulted in the stable growth for the Group's rheumatic specialty prescription products. With the launch of the Essential Drug List by the Chinese government and leveraging on the well-established distribution channels in the well-off Yangtze River Delta region, the Group's non-core business had achieved continuous growth.

銷售成本

本集團於截至二零一零年十二月三十一日止年度的銷售成本為20.2百萬美元（二零零九年：15.5百萬美元），較去年上升30.2%。主要由於旗下產品的產量及銷量增加，令原料、包裝材料、直接勞工成本、及折舊上升所致。

毛利

截至二零一零年十二月三十一日止年度，本集團共錄得毛利38.4百萬美元（二零零九年：32.4百萬美元），比去年上升約18.5%。本公司的毛利錄得上升主要是因為我們高毛利率產品風濕專科處方藥銷售額上升帶動所致。

本集團在截至二零一零年十二月三十一日止年度的整體毛利率為65.6%（二零零九年：67.7%），比去年下降約2.1%。本集團的整體毛利率能夠維持高水平主要是因為年內風濕專科處方西藥中帕夫林和妥抒的銷售收入增加。整體風濕專科處方西藥的毛利率表現平穩。本集團之整體毛利率減少乃由於其他藥品的原料成本增加所致。

其他收入

其他收入主要包括政府補助金及銀行存款的利息收入。截至二零一零年十二月三十一日止年度的其他收入為2.0百萬美元（二零零九年：0.8百萬美元），較去年上升140.5%。主要是由於本集團自地方政府收取的政府補貼增加，部分用於表彰本集團取得的發展業績。

Cost of Sales

For the year ended 31 December 2010, the Group's cost of sales was US\$20.2 million (2009: US\$15.5 million), representing an increase of 30.2% over last year. The increase was mainly attributable to increased costs in raw material, packaging, direct labour and depreciation of products resulting from the growth in our capacity and sales.

Gross Profit

For the year ended 31 December 2010, the Group recorded a gross profit of US\$38.4 million (2009: US\$32.4 million), representing an increase of approximately 18.5% over last year. The increase was mainly driven by the growth in sales of our rheumatic specialty prescription pharmaceuticals which command a higher gross profit margin.

For the year ended 31 December 2010, the overall gross profit margin of the Group was 65.6% (2009: 67.7%), representing a decrease of approximately 2.1% over last year. The high level of overall gross profit margin was mainly attributable to increased sales income from rheumatic specialty prescription western pharmaceuticals, Pafulin and Tuoshu, during the year. The overall gross profit margin of rheumatic specialty prescription western pharmaceuticals was stable. The decrease in overall gross profit margin was mainly attributable to the increase in raw material prices of other pharmaceuticals.

Other Income

Other income, primarily included government grants and interest income from bank deposit, amounted to US\$2.0 million (2009: US\$0.8 million) for the year ended 31 December 2010, representing an increase of 140.5% over last year. The increase was mainly attributable to increased grants from local government as recognition of the Group's performance.

銷售及分銷開支

銷售及分銷開支主要包括：i)舉行座談會、會議的推廣成本及相關開支；ii)員工成本；及iii)租金開支。截至二零一零年十二月三十一日止年度的銷售及分銷開支為20.4百萬美元（二零零九年：18.1百萬美元），較去年上升12.6%。增幅主要由於本集團經營規模擴大及業務開拓所致。

本集團銷售及分銷開支佔本集團總收入的比例由截至二零零九年的37.9%降至二零一零年的34.9%，下降主要由於本集團經營效率增長所致。

行政開支

截至二零一零年十二月三十一日止年度的行政開支為7.0百萬美元（二零零九年：5.5百萬美元），較去年上升26.6%。行政開支增加部份是由於本集團於二零一零年五月上市時的一次性上市相關開支約0.6百萬美元及經營規模擴大所致。

財務成本

截至二零一零年十二月三十一日止年度的財務成本為0.4百萬美元（二零零九年：0.7百萬美元），較去年下降41.8%。財務成本主要是由於本年的平均尚未償還銀行借款減少及借款有效利率整體下跌所致。

Selling and Distribution Expenses

Selling and distribution expenses primarily consisted of i) promotion costs through organising seminars, conferences and related expenses; ii) staff costs; and iii) rental expenses. For the year ended 31 December 2010, selling and distribution expenses amounted to US\$20.4 million (2009: US\$18.1 million), representing an increase of 12.6% over last year. The increase was mainly attributable to the expansion in operation scale and business.

The proportion of selling and distribution expenses to total revenue of the Group declined from 37.9% in 2009 to 34.9% in 2010. The decrease was mainly attributable to the growth in operation efficiency.

Administrative Expenses

Administrative expenses for the year ended 31 December 2010 amounted to US\$7.0 million (2009: US\$5.5 million), representing an increase of 26.6% over last year. The increase was approximately partly attributable to the one-off listing related expenses of approximately US\$0.6 million incurred for our listing during May 2010 and the expansion in operation scale.

Finance Costs

Finance costs for the year ended 31 December 2010 amounted to US\$0.4 million (2009: US\$0.7 million), representing a decrease of 41.8% over last year. The decrease was mainly attributable to the decrease in the average outstanding bank borrowings for the year and the overall decrease in effective interest rates of our borrowings.

所得稅開支

截至二零一零年十二月三十一日止年度，本集團所得稅開支為2.6百萬美元，較截至二零零九年十二月三十一日止年度的1.5百萬美元增加68.9%，增長主要是由於(i)盈利增加；(ii)新《中華人民共和國企業所得稅法》生效後，本集團享有稅務優惠的若干附屬公司適用所得稅率逐漸增加；及(iii)不可扣稅開支增加。因此，本集團有效所得稅率由截至二零零九年的17.1%升至截至二零一零年的20.1%。

本公司擁有人應佔溢利

截至二零一零年十二月三十一日止年度，本公司股東應佔利潤為10.2百萬美元，較截至二零零九年十二月三十一日止年度的7.4百萬美元增加38.4%或2.8百萬美元。

流動資金、財務資源及資本架構

集團的財務狀況持續保持強健。集團於二零一零年十二月三十一日之流動資產淨值約為37.8百萬美元（二零零九年：6.9百萬美元）及流動比率為4.0（二零零九年：1.3）。

存貨週轉期增加至90日（二零零九年：66日）。主要由於本集團爭取靈活存貨管理政策，從而減少中草藥價格變動帶來的影響。

由於二零一零年第四個季度收入增加，貿易應收款項週轉期增加至93日（二零零九年：84日）。

貿易應付賬款週轉期減少至81日（二零零九年：93日）。週轉期縮減的主要原因是本期間中國的原材料價格普遍上漲，本集團主動縮短與供應商結算的信貸期作為支持，以獲取較優的採購價格。

Income Tax Expense

The Group's income tax expense for the year ended 31 December 2010 amounted to US\$2.6 million, representing an increase of 68.9% as compared to US\$1.5 million for the year ended 31 December 2009. The increase was mainly attributable to (i) the increase in earnings; (ii) the gradual increase in the preferential tax rates by certain subsidiaries of the Group following the implementation of the new Enterprise Income Tax Law of the PRC; and (iii) the increase in non-deductible expenses. As a result, the Group's effective income tax rate increased from 17.1% in 2009 to 20.1% in 2010.

Profit Attributable to Owners of the Company

The profit attributable to owners of the Company for the year ended 31 December 2010 grew by 38.4% or US\$2.8 million to US\$10.2 million as compared to US\$7.4 million for the year ended 31 December 2009.

Liquidity, Financial Resources and Capital Structure

The Group's financial position continued to be strong. As at 31 December 2010, net current assets and current ratio of the Group were approximately US\$37.8 million (2009: US\$6.9 million) and 4.0 (2009: 1.3) respectively.

The inventories turnover days increased to 90 days (2009: 66 days). The increase in inventories turnover days was primarily attributable to the flexible inventories management policies adopted by the Group to reduce the impact of changes in the prices of Chinese herbal medicine.

The trade receivables turnover days increased to 93 days (2009: 84 days), as a result of higher revenue in the fourth quarter in 2010.

The trade payables turnover days decreased to 81 days (2009: 93 days). The decrease in trade payables turnover days was mainly attributable to the Group's efforts to reduce the credit period for settlement with suppliers in return for more competitive prices to cope with the general increase in the price of raw materials in the PRC.

於二零一零年十二月三十一日，本集團的現金及現金等價物為14.8百萬美元。本集團於二零一零年十二月三十一日的借貸為10.7百萬美元，其中3.3百萬美元須於一年內償還，7.4百萬美元須於一年後但五年內償還。

於二零一零年十二月三十一日，本集團之淨負債權益比率為零（二零零九年：48.2%），乃按二零一零年十二月三十一日的淨債務（總借貸扣除現金及銀行結餘）除以總權益計算得出。

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

資產抵押

於二零一零年十二月三十一日，若干銀行存款、樓宇及廠房及土地使用權，面值合計4.1百萬美元（二零零九年：12.4百萬美元），已就取得銀行融資及銀行貸款作出抵押。

資本承擔

於二零一零年十二月三十一日，本集團有關建築及購買設備，及知識產權開發之已訂約但未於財務報表撥備的資本開支分別為0.4百萬美元（二零零九年：0.4百萬美元），及1.2百萬美元（二零零九年：0.9百萬美元）。

As at 31 December 2010, the Group's cash and cash equivalents amounted to US\$14.8 million. The Group's borrowings as at 31 December 2010 amounted to US\$10.7 million, of which US\$3.3 million is repayable within 1 year and US\$7.4 million is repayable after 1 year but within 5 years.

As at 31 December 2010, the Group's net gearing ratio was nil (2009: 48.2%), calculated by net debt (total borrowings net of cash and bank balances) as at 31 December 2010 over total equity.

The Group has minimal transactional currency exposure to foreign currency risk as most of the financial assets and liabilities held by the Group's subsidiaries are denominated in the respective functional currency of the subsidiaries. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Charges on Assets

As at 31 December 2010, certain bank deposits, building and plant, and land use rights in an aggregate carrying amount of US\$4.1 million (2009: US\$12.4 million) were pledged to secure banking facilities and bank borrowings.

Capital Commitment

As at 31 December 2010, the Group's capital expenditure contracted but not provided in the financial statements in relation to construction and purchase of equipment, and development of intellectual property rights amounted to US\$0.4 million (2009: US\$0.4 million) and US\$1.2 million (2009: US\$0.9 million) respectively.

或然負債

於二零一零年十二月三十一日，本集團並無任何重大或然負債。

重大收購及出售

於二零一零年十一月十五日，本公司之間接全資擁有的附屬公司，朗生投資（香港）有限公司，與一位獨立第三方簽訂了股權轉讓協議，購買司太立之20%權益，代價為人民幣160百萬元（相等於約24百萬美元）。上述交易已於二零一零年十一月二十六日完成。完成後，本公司擁有司太立之20%權益，而司太立被視為本公司之聯營公司。

首次公開發售所得款項用途

於二零一零年五月七日，本公司成功於聯交所上市。透過國際配售及香港公開發售進行的首次公開發售深受投資者歡迎。本公司從首次公開發售收取所得款項淨額（經扣除股份發行開支）合共約408.3百萬港元（相等於約52.5百萬美元）。

此等所得款項從上市日期起至二零一零年十二月三十一日止期間已部份使用，其使用乃符合本公司於二零一零年四月二十七日刊發的招股章程（「招股章程」）所載所得款項淨額之擬定用途，包括作產品開發及研究、收購醫藥公司及／或購買生產技術或產品批文、提升產能、擴充銷售與分銷網絡及作為一般營運資金。

人力資源

於二零一零年十二月三十一日，本集團有逾600名員工。員工薪酬維持於競爭水平，並會每年檢討，屆時會密切參考有關勞工市場及經濟情況。

本集團並無出現任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工時亦不曾出現困難。本集團與僱員的關係良好。

Contingent Liabilities

As at 31 December 2010, the Group did not have any material contingent liabilities.

Material Acquisitions and Disposals

On 15 November 2010, Lansen Investments (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with an independent third party to purchase a 20% equity interest in Starry for a consideration of RMB160 million (equivalent to approximately US\$24 million). The above transaction was completed on 26 November 2010 and as a result of which the Company is interested in 20% of the equity interest in Starry, and Starry is treated as an associate of the Company.

Use of Proceeds from Initial Public Offering (“IPO”)

On 7 May 2010, the Company was successfully listed on the Stock Exchange. The IPO was well received by investors through both the international placing and the Hong Kong public offer. The total net proceeds received by the Company from the IPO (after netting of share issue expenses) was approximately HK\$408.3 million (equivalent to approximately US\$52.5 million).

The proceeds have been partially applied during the period from the listing date to 31 December 2010, the use of which was consistent with the intended use as disclosed in the prospectus of the Company dated 27 April 2010 (the “Prospectus”), namely for product development and research, funding the acquisition of pharmaceutical companies and/or purchase of production technologies or product approvals, improving production capacity, expansion of sales and distribution network and general working capital.

Human Resources

The Group had over 600 employees as at 31 December 2010. Salaries of employees have been maintained at a competitive level and are reviewed annually, with reference to the relevant labour market and economic situation.

The Group has not experienced any significant problems with its employees or disruptions to its operations due to labour disputes nor has it experienced any difficulties in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

執行董事

徐軍先生，40歲，為本公司的執行董事及行政總裁。徐先生負責本集團整體業務策略及企業發展，彼一直負責本集團的整體管理。徐先生在醫藥業擁有超過18年經驗，自一九九二年開始在華潤三九醫藥股份有限公司（前稱三九醫藥股份有限公司）及其附屬公司（「深圳三九集團」）工作。加盟本集團前，由一九九二年至二零零一年，徐先生在深圳三九集團旗下的公司擔任多個管理職位，包括銷售經理、銷售部主管及副總經理。彼於一九九二年在中國人民大學取得經濟學理學士學位，並於二零零三年在中歐國際工商學院取得工商管理碩士學位。

劉曉東先生，40歲，為本公司執行董事及本集團高級副總裁，負責本集團的營運管理，於二零零一年年底加盟本集團。加盟本集團前，由一九九二年至二零零一年，他曾出任深圳三九集團旗下的公司的財務部副部長及審計辦公室主任，在醫藥業擁有超過18年經驗，自一九九二年開始在深圳三九集團工作。劉先生於一九九二年在武漢大學取得經濟學士學位。

非執行董事

Stephen Burnau HUNT先生，71歲，為本公司非執行董事兼主席。Hunt先生為Cathay International Holdings Limited（「CIH」）（一間在倫敦證券交易所上市的公司）的副主席兼非執行董事，曾任香港一家投資公司Aliant Capital的董事總經理。Hunt先生為美國人，曾在美國銀行工作24年，擔任國際性管理及借貸職位，並擔任香港美國銀行的高級副總裁及區域總經理。一九八九年，彼出任香港美國商會主席；一九九零年，彼獲委任加入香港政府的國際商業委員會；一九八九年至一九九一年，彼出任香港政府的自由貿易顧問委員會成員。Hunt先生目前出任香港美國商會慈善基金的受託人，亦為聯交所主板及創業板上市委員會成員。彼於一九六一年於杜克大學取得文學士學位，於一九六三年於哥倫比亞大學取得國際事務碩士學位。

EXECUTIVE DIRECTORS

Mr. XU Jun (徐軍), age 40, is an executive Director and the chief executive officer of our Company. Mr. Xu is responsible for the overall business strategy and corporate development of our Group. Mr. Xu has been responsible for the overall management of our Group. Mr. Xu has over 18 years of experience in the pharmaceutical industry through his working experience in China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (formerly Sanjiu Medical and Pharmaceutical Company Limited) and its subsidiaries (the "Shenzhen Sanjiu Group") since 1992. Prior to joining our Group, Mr. Xu held various managerial positions, including sales manager, head of sales department and deputy general manager in a company within the Shenzhen Sanjiu Group from 1992 to 2001. Mr. Xu obtained a bachelor of science degree in economics from the Renmin University of China (中國人民大學) in 1992 and an executive master degree in business administration from the China Europe International Business School in 2003.

Mr. LIU Xiao Dong (劉曉東), age 40, is an executive Director of our Company and the senior vice president of our Group in charge of operations management. Mr. Liu joined our Group at the end of 2001. Prior to joining our Group, Mr. Liu had been deputy head of the finance department and director of the auditing office of a company within the Shenzhen Sanjiu Group from 1992 to 2001. Mr. Liu has over 18 years of experience in the pharmaceutical industry through his working experience in Shenzhen Sanjiu Group since 1992. Mr. Liu obtained his bachelor's degree in economics from Wuhan University (武漢大學) in 1992.

NON-EXECUTIVE DIRECTORS

Mr. Stephen Burnau HUNT, age 71, is a non-executive Director and chairman of our Company. Mr. Hunt is the deputy chairman and a non-executive director of Cathay International Holdings Limited ("CIH"), a company listed on the London Stock Exchange. Mr. Hunt was formerly managing director of Aliant Capital, an investment company in Hong Kong. Mr. Hunt, a US citizen, spent 24 years with Bank of America in international management and lending positions. Mr. Hunt was senior vice president and area general manager for Bank of America located in Hong Kong. Mr. Hunt was president of the American Chamber of Commerce in Hong Kong in 1989. In 1990, Mr. Hunt was appointed to the Hong Kong Government's International Business Committee, and from 1989 to 1991 was a member of the Hong Kong Government's Advisory Committee on Free Trade. Mr. Hunt is currently a trustee of the American Chamber of Commerce's Charitable Foundation. Mr. Hunt is also a member of the Main Board and GEM Listing Committee of the Stock Exchange. Mr. Hunt obtained a bachelor of arts degree from Duke University in 1961 and a master's degree in international affairs from Columbia University in 1963.

李晉頤先生，53歲，為本公司非執行董事兼副主席。李先生於二零一零年一月加盟CIH集團，並為CIH的行政總裁。李先生於銀行業饒富經驗，在過去20年曾擔任主要金融機構的多個高級管理職位。李先生曾擔任廈門市商業銀行的董事。於加盟CIH集團前，李先生曾擔任富邦銀行（香港）有限公司董事總經理兼行政總裁共五年半，亦曾擔任富邦金融控股股份有限公司董事。在此之前，李先生為摩根大通公司董事總經理以及中國事務部高級主管、摩根大通公司香港管理委員會主席。李先生於一九八四年取得哈佛大學工商管理碩士學位。

湯軍先生，51歲，為本公司非執行董事。湯先生於一九九四年加盟CIH集團，一直任職於業務發展部，負責為本集團在醫藥業發掘投資機會。彼目前擔任CIH集團的副總裁兼業務發展部主管，亦擔任寧波立華製藥有限公司（「寧波立華」）、朗生醫藥（深圳）有限公司（「深圳朗生」）及寧波朗生醫藥有限公司的董事長以及西安皓天生物工程技術有限責任公司（「西安皓天」）的董事。湯先生於一九八二年於杭州大學取得哲學學士學位，於一九八六年於北京師範大學取得哲學碩士學位，並於一九九三年於芬蘭拉普蘭大學取得法律執照學位（Licentiate degree in law）。

陶芳芳女士，40歲，為本公司非執行董事。陶女士於二零零七年加盟CIH集團，亦為西安皓天的董事。陶女士分別於一九九六年及一九九八年成為專業會計師及註冊會計師。陶女士在晉升為中國一家領先醫藥集團的財務部長前，曾在該集團轄下的生產公司擔任財務總監及於營銷及銷售公司擔任財務經理。彼於一九九二年於上海財經大學會計學系畢業。

Mr. LEE Jin Yi (李晉頤), age 53, is a non-executive Director and deputy chairman of our Company. Mr. Lee joined the CIH Group in January 2010 and is the chief executive officer of CIH. Mr. Lee has extensive experience in the banking industry and held various senior management positions with major financial institutions over the past 20 years. Mr. Lee has been a director of Xiamen City Commercial Bank. Prior to joining the CIH Group, Mr. Lee was the managing director and chief executive officer of Fubon Bank (Hong Kong) Limited for five and half years and a director of Fubon Financial Holding Company Limited. Prior to that, Mr. Lee was the managing director and China senior country officer of J.P. Morgan Chase & Co. and chairman of the Hong Kong Management Committee of J.P. Morgan Chase & Co. Mr. Lee obtained a master's degree in business administration from Harvard University in 1984.

Mr. TANG Jun (湯軍), age 51, is a non-executive Director of our Company. Mr. Tang joined the CIH Group in 1994 and has been working in the business development department, responsible for exploring investment opportunities in the pharmaceutical industries for our Group. Currently, Mr. Tang is the vice president and head of business development of the CIH Group. Mr. Tang is also acting as chairman for Ningbo Liwah Pharmaceutical Company Limited ("Ningbo Liwah"), Lansan Medicine (Shenzhen) Company Limited ("Shenzhen Lansan") and Ningbo Lansan Pharmaceutical Company Limited, and a director of Xiao Haotian Bio-Engineering Technology Co. Ltd. ("Xiao Haotian"). Mr. Tang obtained a bachelor of philosophy degree from Hangzhou University (杭州大學) in 1982, a master of philosophy degree from Beijing Normal University (北京師範大學) in 1986 and a licentiate degree in law from Lapland University, Finland in 1993.

Ms. TAO Fang Fang (陶芳芳), age 40, is a non-executive Director of our Company. Ms. Tao joined the CIH Group in 2007 and is also acting as a director of Xian Haotian. Ms. Tao became a professional accountant and a registered accountant in 1996 and 1998 respectively. Before being promoted to the position of director of finance department of a leading pharmaceutical group in China, Ms. Tao worked as financial controller for a manufacturing company and financial manager for a marketing and sales company under the control of that group. Ms. Tao graduated from the department of accounting of Shanghai University of Finance and Economics (上海財經大學) in 1992.

葉佩玲女士，52歲，為本公司非執行董事，亦為CIH的公司秘書、CIH集團的副總裁兼資產管理部主管，負責CIH集團投資項目的營運管理。葉女士亦為西安皓天及其附屬公司的董事長。葉女士由一九九四年起成為香港會計師公會資深會員，由一九九一年起成為特許公認會計師公會資深會員，並由二零零八年起成為英格蘭及威爾斯特許會計師公會會員。由一九八八年起，彼成為英國特許秘書及行政人員公會會士，以及由一九九四年起，彼成為香港公司秘書公會會士。於一九九四年二月加盟CIH集團前，葉女士於畢馬威會計師事務所擔任核數師及稅務顧問達七年。葉女士於一九八一年於嶺南學院畢業，取得工商管理及會計學系文憑，並於一九八三年取得會計學系榮譽文憑。

獨立非執行董事

陳記煊先生，59歲，為本公司獨立非執行董事。陳先生在外聘審核、訊息科技審核、培訓、會計及金融、公司秘書及公司行政管理、資訊系統管理、內部審核、訊息安全、風險管理及合規等專業領域有超過三十年的經驗。陳先生是香港會計師公會、英國特許公認會計師公會資深會員及澳洲會計師公會資深會員及訊息科技專家。陳先生亦是下列專業團體的會員或成員：香港電腦學會、香港證券專業學會及美國人壽管理學會。彼亦是國際資訊系統審計與控制協會認可訊息系統審計師及香港董事學會資深會員。陳先生是思與智顧問有限公司的行政總裁、新里程電腦系統有限公司的高級顧問，亦是香港理工大學會計及金融學院的客座教授。陳先生於一九九一年至一九九六年在康聯人壽保險有限公司（前稱怡和人壽保險有限公司）任職，離職前為合規總經理。彼於一九九六年至二零零零年在道亨銀行／國浩集團有限公司擔任內部審核主管，於二零零一年至二零零三年在星展銀行（香港）有限公司擔任大中華地區合規主管及董事總經理，於二零零四年至二零零五年在南順（香港）有限公司擔任集團財務總監，於二零零六年擔任香港會計師公會專業水平審核總監，並於二零零六年十二月至二零零九年四月擔任中國平安保險（集團）股份有限公司集團合規部主管。陳先生於一九七六年畢業於香港理工學院，獲得高級會計文憑。

Ms. YIP Pui Ling, Rebecca (葉佩玲), age 52, is a non-executive Director of our Company, company secretary of CIH, vice president and head of asset management of the CIH Group responsible for the management of the operations of the CIH Group's invested projects and is also acting as chairman of Xian Haotian and its subsidiaries. Ms. Yip is a fellow of Hong Kong Institute of Certified Public Accountants ("HKICPA") since 1994, a fellow of Association of Chartered Certified Accountants since 1991, and an associate of The Institute of Chartered Accountants in England and Wales ("ICAEW") since 2008. Ms. Yip is also an associate of The Institute of Chartered Secretaries and Administrators since 1988 and The Hong Kong Institute of Company Secretaries since 1994. Prior to joining the CIH Group in February 1994, Ms. Yip worked for KPMG as an auditor and tax consultant for 7 years. Ms. Yip graduated from Lingnan College where she obtained a diploma in business administration and accounting in 1981 and a honours diploma in accounting in 1983.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Kee Huen, Michael (陳記煊), age 59, is an independent non-executive Director of the Company. Mr. Chan has over 30 years of external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance experience. Mr. Chan is a fellow of the HKICPA and The Chartered Association of Certified Accountants and a fellow and specialist in information technology of CPA Australia. Mr. Chan is also associate or member of the following professional bodies: The Hong Kong Computer Society, Hong Kong Securities Institute, and the Life Management Institute. He is also a certified information systems auditor with the Information Systems Audit and Control Association and a fellow of the Hong Kong Institute of Directors. Mr. Chan is the chief executive of C&C Advisory Services Limited, senior adviser of New Frontier Computer Systems Limited and an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University. Mr. Chan has worked at CMG Life Assurance Limited (formerly Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance. He was the head of internal audit of Dao Heng Bank/Guoco Group Limited from 1996 to 2000, the head of compliance in Greater China, managing director of DBS Bank (Hong Kong) Limited from 2001 to 2003, the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the director of Quality Assurance of HKICPA in 2006 and the head of group compliance of Ping An Insurance (Group) Company of China, Limited from December 2006 to April 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic in 1976.

鄧昭平先生，62歲，為本公司獨立非執行董事。鄧先生自一九八五年加入Russell Reynolds Associates香港辦事處起一直在獵頭領域任職。鄧先生曾任Russell Reynolds Associates大中華區的主席，直至二零零八年年底從該行業退休為止。鄧先生在美國麻省波士頓的Tufts University接受教育，於一九七二年獲文學士學位，並於一九七五年畢業於位於康涅狄格州紐黑文的耶魯大學醫學院，取得公共衛生的碩士學位。彼為非公營機構如香港學術及職業資歷評審局成員。

Fritz Heinrich HORLACHER先生，61歲，為本公司獨立非執行董事。Horlacher先生於醫藥行業擁有超過三十年的經驗。彼於一九七四年開始在羅氏澳洲從事醫藥工作，其後由一九八一年至二零零八年於裕利醫藥亞太（「裕利醫藥」）工作，並由一九九五年至二零零八年擔任裕利醫藥的行政總裁，負責提供服務予亞太區逾125個以研究為主的國際醫藥製造商的業務。Horlacher先生於二零零八年退任裕利醫藥行政總裁一職，現時為業務位於菲律賓及泰國的Pharma Industries Holdings Limited的非執行董事。由二零零五年至二零零七年，彼為Invida Group Pte Ltd的替任董事。由二零零二年至二零零四年，彼為Australian Pharmaceutical Industries Limited（於澳洲證券交易所上市的公司）的非執行董事。由二零零二年至二零零八年，彼為國際藥物批發商聯合會（International Federation of Pharmaceutical Wholesalers）董事會的亞洲代表。Horlacher先生於一九六九年畢業於瑞士的Montana Institute及於一九七二年畢業於南非的Union College。

Mr. TANG Chiu Ping, Raymond（鄧昭平），age 62, is an independent non-executive Director of our Company. Mr. Tang has been in the executive search field since 1985 when he joined the Hong Kong office of Russell Reynolds Associates. Mr. Tang was formerly chairman, Greater China at Russell Reynolds Associates until late 2008 when he retired from the industry. Mr. Tang was educated in the United States at Tufts University in Boston, Massachusetts where he obtained a bachelor of arts degree in 1972; and he graduated with a master's degree in public health from the Yale University School of Medicine in New Haven, Connecticut in 1975. Mr. Tang has served as a member of non-governmental organisations such as the Hong Kong Council of Academic Accreditation and Vocational Qualifications.

Mr. Fritz Heinrich HORLACHER, age 61, is an independent non-executive Director of our Company. Mr. Horlacher has over 30 years' experience in the pharmaceutical industry. Mr. Horlacher started his pharmaceutical career with Roche Australia in 1974. Mr. Horlacher worked at Zuellig Pharma Asia Pacific ("Zuellig Pharma") from 1981 to 2008. Mr. Horlacher was the chief executive officer of Zuellig Pharma from 1995 to 2008 and was responsible for its operations servicing more than 125 international research-based pharmaceutical manufacturers in the Asia Pacific region. Mr. Horlacher retired as chief executive officer of Zuellig Pharma in 2008. Mr. Horlacher is currently a non-executive director of Pharma Industries Holdings Limited which has operations in the Philippines and Thailand. From 2005 to 2007, Mr. Horlacher was an alternate director of Invida Group Pte Ltd. Mr. Horlacher was a non-executive director of Australian Pharmaceutical Industries Limited (a company listed on the Australian Securities Exchange) from 2002 to 2004. Mr. Horlacher was the Asia representative on the board of directors of the International Federation of Pharmaceutical Wholesalers from 2002 to 2008. Mr. Horlacher graduated in 1969 from Montana Institute in Switzerland and from Union College in South Africa in 1972.

高級管理人員

謝宏偉先生，38歲，為本集團銷售高級副總裁兼深圳朗生的總經理，負責本集團的營銷及管理。謝先生於二零零一年十二月加盟本集團，在醫藥業擁有超過16年經驗。加盟本集團前，由一九九四年至二零零一年，彼曾在深圳三九集團旗下的公司擔任銷售及營銷部門的經理及銷售總監。謝先生於一九九四年在白求恩醫科大學取得醫學圖書館及資訊科學學士學位。

梅志雄先生，44歲，為本公司的公司秘書、財務總監兼授權代表。梅先生擁有超過19年財務、審計和會計經驗。梅先生加入本公司前，曾於不同上市集團和國際會計師事務所擔任要職，其中包括羅兵咸永道會計師事務所、遠東發展集團和麗盛集團。梅先生曾於麗盛集團任職財務總監、公司秘書及執行董事，任期達七年。梅先生於二零零二年在香港理工大學取得專業會計碩士學位，並於一九九二年在加拿大University of Lethbridge取得管理（會計）學士學位。梅先生現為美國會計師公會會員及香港會計師公會會員。

潘莉蓉女士，45歲，為本集團高級副總裁。潘女士於一九九七年十二月加盟CIH集團，曾在CIH集團負責業務發展及財務部門工作，以及在本集團的多家附屬公司擔任董事職務。加盟CIH集團前，彼為美資公司Bessemer Holdings LLC的附屬公司Bessemer Asia Limited的總裁助理。潘女士曾在國際商行累積超過18年經驗，專長對中國的直接投資，曾於香港、澳洲和中國工作。彼持有南澳洲大學於二零零零年頒發的工商管理碩士學位。

SENIOR MANAGEMENT

Mr. XIE Hong Wei (謝宏偉), age 38, is the senior vice president of sales and general manager of Shenzhen Lansen responsible for the marketing and management of the Group. Mr. Xie joined our Group in December 2001 and has over 16 years of experience in the pharmaceutical industry. Prior to joining our Group, Mr. Xie had been the manager and sales director of the sales and marketing department of a company within the Shenzhen Sanjiu Group from 1994 to 2001. Mr. Xie obtained a bachelor's degree in medical library and information science from Norman Bethune University of Medical Science (白求恩醫科大學) in 1994.

Mr. MUI Chi Hung (梅志雄), age 44, is the company secretary, chief financial officer and authorised representative of our Company. Mr. Mui has over 19 years of experience in financing, auditing and accounting. Prior to joining the Company, Mr. Mui held various senior positions in different listed groups and international accounting firms, including PricewaterhouseCoopers, Far East Consortium Group and Rising Development Group, where he spent 7 years serving as a financial controller, company secretary and executive director. Mr. Mui obtained his master's degree in Professional Accounting from the Hong Kong Polytechnic University in 2002 and his bachelor's degree in Management majoring in Accounting from the University of Lethbridge in Canada in 1992. Mr. Mui is currently a member of American Institute of Certified Public Accountants and HKICPA.

Ms. POON Lei Yung (潘莉蓉), age 45, is the senior vice president of our Group. Ms. Poon joined the CIH Group in December 1997 and had worked in the business development and finance departments of the CIH Group and holds several directorships in the subsidiaries of our Group. Prior to joining the CIH Group, Ms. Poon was the assistant to president at Bessemer Asia Limited, a subsidiary of a U.S. based company, Bessemer Holdings LLC. Ms. Poon has over 18 years of experience with international firms that are specialised in direct investments in China, and has worked in Hong Kong, Australia and China. She obtained her master's degree in business administration from the University of South Australia in 2000.

梁翌先生，46歲，為本集團的技術總監，負責開發及研究和技術，於二零零一年十二月加盟本集團，在醫藥業累積超過13年經驗。加盟本集團前，由一九九八年至二零零一年，彼受聘於深圳三九集團旗下的公司。梁先生於一九九七年在昆明醫學院取得製藥學碩士學位。

周戎先生，41歲，為本集團物流總監、寧波立華的董事兼寧波立華植物提取技術有限公司（「立華植提」）的總經理，負責本集團物流相關事宜及立華植提的營運及管理。周先生於二零零一年十二月加盟本集團，在醫藥業已累積超過19年經驗。加盟本集團前，由一九九一年至二零零一年，彼任職深圳三九集團旗下的公司。周先生於一九九一年在瀋陽建築工程學院取得供熱通風與空調工程工學學士學位。

張新明先生，37歲，為本集團非處方藥業務總監兼寧波立華副總經理，負責本集團非處方藥業務及寧波立華的營運及管理。張先生於二零零一年十二月加盟本集團，在醫藥業已累積超過14年經驗。加盟本集團前，由一九九六年至二零零一年，他曾出任深圳三九集團旗下的公司的經理。張先生於一九九六年在華西醫科大學取得藥學院藥學學士學位。

Mr. LIANG Yi (梁翌), age 46, is the chief technology officer of the Group in charge of research and development, and technology. Mr. Liang joined our Group in December 2001 and has over 13 years of experience in the pharmaceutical industry. Prior to joining our Group, Mr. Liang was employed by a company within the Shenzhen Sanjiu Group from 1998 to 2001. Mr. Liang obtained his master's degree in pharmacy from Kunming Medical University (昆明醫學院) in 1997.

Mr. ZHOU Rong (周戎), age 41, is the chief logistics officer of the Group, a director of Ningbo Liwah and the general manager of Ningbo Liwah Plant Extraction Technology Limited ("Liwah Zhiti") in charge of logistic related matters of the Group and operation and management of Liwah Zhiti. Mr. Zhou joined our Group in December 2001 and has over 19 years of experience in the pharmaceutical industry. Prior to joining our Group, Mr. Zhou was employed by a company within the Shenzhen Sanjiu Group from 1991 to 2001. Mr. Zhou obtained his bachelor's degree in heating, ventilation and air-conditioning engineering from Shenyang Architectural and Civil Engineering Institute (瀋陽建築工程學院) in 1991.

Mr. ZHANG Xin Ming (張新明), age 37, is the chief OTC business officer of the Group and deputy general manager of Ningbo Liwah in charge of the OTC business of the Group and operation and management of Ningbo Liwah. Mr. Zhang joined our Group in December 2001 and has over 14 years of experience in the pharmaceutical industry. Prior to joining our Group, Mr. Zhang had been the manager of a company within the Shenzhen Sanjiu Group from 1996 to 2001. Mr. Zhang obtained his bachelor's degree in pharmacy from the West China University of Medical Sciences (華西醫科大學) in 1996.

董事會報告

REPORT OF THE DIRECTORS

董事欣然提呈彼等之年度報告連同截至二零一零年十二月三十一日止年度之經審核綜合財務報表。

公司重組

本公司為於二零零九年九月十日在開曼群島註冊成立的有限公司。

根據為籌備本公司股份於聯交所上市而進行以整頓本集團架構的本集團重組（「本集團重組」），本公司於二零一零年四月二十一日成為本集團現時屬下各公司的控股公司。

本集團重組詳情於招股章程中「歷史、重組及集團架構」一節內「重組」一段有更全面闡述。

本公司股份於二零一零年五月七日起在聯交所上市。

主要業務

本公司作為投資控股公司。其主要附屬公司之業務載於綜合財務報表附註35。

業績及分派

本集團截至二零一零年十二月三十一日止年度之業績載於第51頁之綜合全面收益表。

每股1.80美仙，總額達5,390,000美元的特別股息，已於本公司上市前派付其當時股東。

董事會建議就截至二零一零年十二月三十一日止財政年度向於二零一一年四月二十八日名列本公司股東名冊的本公司股東派付每股1.41美仙的末期股息，合計約5,852,000美元，惟須待本公司股東於應屆股東週年大會批准後，方可作實。

The Directors are pleased to present their annual report together with the audited consolidated financial statements for the year ended 31 December 2010.

CORPORATE REORGANISATION

The Company was incorporated with limited liability in Cayman Islands on 10 September 2009.

Pursuant to a group reorganisation (the "Group Reorganisation") to rationalise the structure of the Group in preparation for the public listing of the Company's shares on the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 21 April 2010.

Details of the Group Reorganisation are fully explained in the paragraph headed "Reorganisation" in the section headed "History, Reorganisation and Group Structure" of the Prospectus.

The shares of the Company were listed on the Stock Exchange with effect from 7 May 2010.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2010 are set out in the consolidated statement of comprehensive income on page 51.

A special dividend of US1.80 cents per share amounting to US\$5,390,000 was paid to the then shareholders prior to the listing of the Company.

The Board recommends a final dividend of US1.41 cents per share, totalling approximately US\$5,852,000, for the financial year ended 31 December 2010 to the Company's shareholders whose names appear on the register of members of the Company on 28 April 2011, subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

固定資產

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註16。

借貸

本集團之借貸詳情載於綜合財務報表附註27。

股本

本公司股份於二零一零年五月七日成功在聯交所主板上市。於二零一零年五月七日，本公司的已發行股份總數為400,000,000股。

於二零一零年五月二十八日，超額配股權（定義見招股章程）獲全面行使，本公司發行及配發15,000,000股股份（「超額配發股份」）。緊隨超額配發股份發行後，本公司的已發行股份總數增至415,000,000股。

於二零一零年十二月三十一日及本報告日期，本公司的已發行股份總數為415,000,000股。

本公司股本於年內之變動詳情載於綜合財務報表附註25。

購買、出售或贖回本公司的上市股份

自本公司股份成功於二零一零年五月七日在聯交所上市後至二零一零年十二月三十一日，本公司及其任何附屬公司概無購買、贖回或出售任何本公司股份。

FIXED ASSETS

Details of movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

BORROWINGS

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

SHARE CAPITAL

The shares of the Company have been successfully listed on the Main Board of the Stock Exchange since 7 May 2010. The total number of issued shares of the Company as at 7 May 2010 was 400,000,000 shares.

On 28 May 2010, the Over-allotment Option (as defined in the Prospectus) was fully exercised, 15,000,000 shares (the “Over-allotment Shares”) were issued and allotted by the Company. The total number of issued shares of the Company increased to 415,000,000 shares immediately after the issue of the Over-allotment Shares.

As at 31 December 2010 and the date of this report, the total number of issued shares of the Company was 415,000,000 shares.

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

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the shares of the Company since the shares of the Company were successfully listed on the Stock Exchange on 7 May 2010 to 31 December 2010.

本公司之可分派儲備

於二零一零年十二月三十一日，按照開曼群島公司法計算，本公司之可分派儲備金額為約67,678,000美元，其中約5,852,000美元建議為本年度末期股息。

董事

於年內及直至本報告日期，本公司之董事如下：

執行董事：

徐軍先生 (行政總裁)
劉曉東先生

非執行董事：

Stephen Burnau Hunt先生 (主席)
李晉頤先生 (副主席)
湯軍先生
陶芳芳女士
葉佩玲女士

獨立非執行董事：

陳記煊先生
鄧昭平先生
Fritz Heinrich Horlacher先生
(於二零一一年二月十日獲委任)
Robert Peter Thian先生
(於二零一一年二月十日辭任)

按照本公司之公司章程之第112條公司細則，本公司全體董事將輪值退任，並符合資格及願意於應屆股東週年大會上膺選連任。

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2010, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately US\$67,678,000, of which approximately US\$5,852,000 has been proposed as a final dividend for the year.

DIRECTORS

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

Executive Directors:

Mr. Xu Jun (*Chief Executive Officer*)
Mr. Liu Xiao Dong

Non-executive Directors:

Mr. Stephen Burnau Hunt (*Chairman*)
Mr. Lee Jin Yi (*Deputy Chairman*)
Mr. Tang Jun
Ms. Tao Fang Fang
Ms. Yip Pui Ling, Rebecca

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael
Mr. Tang Chiu Ping, Raymond
Mr. Fritz Heinrich Horlacher
(appointed on 10 February 2011)
Mr. Robert Peter Thian
(resigned on 10 February 2011)

In accordance with the article 112 of the Company's articles of association, all Directors of the Company will retire by rotation and, be eligible to offer themselves for re-election at the forthcoming annual general meeting.

董事之服務合約

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

董事於股份、相關股份及債權證之權益及淡倉

本公司股份於二零一零年五月七日開始在聯交所買賣。於二零一零年十二月三十一日，本公司董事於本公司或其任何相聯法團之股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司的權益及淡倉如下：

於本公司普通股中持有的好倉：

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Dealing in the shares of the Company on the Stock Exchange commenced on 7 May 2010. At 31 December 2010, the interests and short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

董事名稱	身份	持有的已發行 普通股數目	佔本公司 已發行股本的 百分比
Name of Director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
徐軍先生 Mr. Xu Jun	信託受益人（附註） Beneficiary of a trust (note)	48,830,000 （好倉） (Long position)	11.77%
劉曉東先生 Mr. Liu Xiao Dong	信託受益人（附註） Beneficiary of a trust (note)	48,830,000 （好倉） (Long position)	11.77%
李晉頤先生 Mr. Lee Jin Yi	實益擁有人 Beneficial owner	300,000 （好倉） (Long position)	0.07%
Stephen Burnau Hunt先生 Mr. Stephen Burnau Hunt	實益擁有人 Beneficial owner	100,000 （好倉） (Long position)	0.02%

附註：永航擔任以本集團若干管理層成員及僱員及／或彼等各自的家庭及／或慈善團體為受益人的全權信託的受託人（「管理層信託」）。徐軍先生及劉曉東先生為管理層信託的受益人，被視為於永航持有的權益中擁有權益。

除上文所披露者外，於二零一零年十二月三十一日，概無董事於本公司及其任何相聯法團之任何股份、相關股份或債權證中擁有根據證券及期貨條例第352條須予以記錄的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

購買股份或債權證之安排

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

董事於重大合約中之權益

概無本公司、其控股公司、同系附屬公司或附屬公司為其訂約方及本公司董事直接或間接擁有其重大權益之重大合約，於年末或年內任何時間仍然有效。

Note: Ever Sail, acting as trustee of a discretionary trust set up for the benefit of certain management personnel and employees of the Group and/or their respective family and/or charity organisation ("the Management Trust"). Mr. Xu Jun and Mr. Liu Xiao Dong, who are beneficiaries of the Management Trust, are deemed to be interested in the Shares held by Ever Sail.

Save as disclosed above, none of the Directors had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2010 which was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

主要股東

於二零一零年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東名冊顯示，除以上披露有關本公司若干董事的權益外，以下股東亦已知會本公司其於本公司已發行股本中擁有的相關權益及淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors of the Company, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

股東名稱	附註	身份	持有的已發行 普通股數目	佔本公司 已發行股本的 百分比
Name of shareholder	Notes	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
國泰國際醫藥生產及銷售(中國)有限公司 (「國泰國際醫藥(中國)」)	1	實益權益 Beneficial interest	209,820,000 (好倉) (Long position)	50.56%
Cathay International Pharma Manufacture and Distribution (China) Limited (「CI Pharma China」)				
國泰國際長春生物技術及藥業有限公司 Cathay International Changchun Biotechnology and Pharmaceutical Limited (「CIC」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
國泰國際生物技術及藥業(中國)有限公司 (「國泰國際生物技術及藥業(中國)」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Biotechnology & Pharmaceutical (China) Limited (「CI Biotech & Pharma China」)				
國泰國際醫藥有限公司(「國泰國際醫藥」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Pharmaceutical Limited (「CIP」)				
國泰國際生物技術有限公司 (「國泰國際生物技術」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Biotech Company Limited (「CIB」)				

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股東名稱	附註	身份	持有的已發行 普通股數目	佔本公司 已發行股本的 百分比
Name of shareholder	Notes	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Cathay International Holdings Limited ("CIH")	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Enterprises Limited	2	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Wu Zhen Tao	3	全權信託創辦人及 信託受益人 Founder of discretionary trusts and beneficiary of a trust	209,820,000 (好倉) (Long position)	50.56%
鄭豪先生 Cheng Hoo	4	受控法團權益 Interest of a controlled corporation	48,830,000 (好倉) (Long position)	11.77%
Loyal Peace Enterprises Limited	4	實益權益 Beneficial interest	48,830,000 (好倉) (Long position)	11.77%
永航有限公司 Ever Sail Limited	4	受託人 Trustee	48,830,000 (好倉) (Long position)	11.77%

附註：

- (1) 該等股份由國泰國際醫藥(中國)持有。國泰國際醫藥(中國)由CIC擁有18%權益及由國泰國際生物技術及藥業(中國)擁有82%權益。CIC則由國泰國際生物技術及藥業(中國)擁有100%權益。國泰國際生物技術及藥業(中國)則由國泰國際醫藥全資擁有，而國泰國際醫藥乃由國泰國際生物技術全資擁有，後者由CIH全資擁有。因此，CIC、國泰國際生物技術及藥業(中國)、國泰國際醫藥、國泰國際生物技術及CIH被視為擁有該等股份的權益。
- (2) CIH約60.99%權益由Cathay International Enterprises Limited持有。因此，Cathay International Enterprises Limited被視為於國泰國際醫藥(中國)所持有的股份中擁有權益。
- (3) Cathay International Enterprises Limited的全部已發行股本由Wu Zhen Tao先生為Wu Zhen Tao先生及其家族成員的利益成立的信託(「Wu氏家人信託」)持有。作為Wu氏家人信託的創辦人，Wu Zhen Tao先生被視為於Cathay International Enterprises Limited所持有的股份中擁有權益。
- (4) Loyal Peace Enterprises Limited的全部已發行股本由永航有限公司作為管理層信託的受託人所持有，而永航有限公司由鄭豪先生全資擁有。因此，鄭豪先生被視為於Loyal Peace Enterprises Limited所持有的股份中擁有權益。

除上文所披露者外，概無任何人士(本公司董事除外，其權益載於上文「董事於股份、相關股份及債權證之權益及淡倉」一節)於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予以記錄的權益或淡倉。

委任獨立非執行董事

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

Notes:

- (1) These Shares are held by CI Pharma China. CI Pharma China is owned as to 18% by CIC and 82% by CI Biotech & Pharma China. CIC is in turn owned as to 100% by CI Biotech & Pharma China. CI Biotech & Pharma China is in turn wholly owned by CIP. CIP is wholly owned by CIB, which in turn is wholly owned by CIH. Therefore, CIC, CI Biotech & Pharma China, CIP, CIB, and CIH are deemed to be interested in these Shares.
- (2) CIH is held as to approximately 60.99% by Cathay International Enterprises Limited. Therefore, Cathay International Enterprises Limited is deemed to be interested in the Shares held by CI Pharma China.
- (3) The entire issued share capital of Cathay International Enterprises Limited is held by a trust set up by Mr. Wu Zhen Tao for the benefit of Mr. Wu Zhen Tao and members of his family ("Wu Family Trust"). Mr. Wu Zhen Tao as founder of the Wu Family Trust is deemed to be interested in the Shares held by Cathay International Enterprises Limited.
- (4) The entire issued share capital of Loyal Peace Enterprises Limited is held by Ever Sail Limited acting as the trustee of the Management Trust whom in turn is wholly owned by Mr. Cheng Hoo. Therefore, Mr. Cheng Hoo is deemed to be interested in the Shares held by Loyal Peace Enterprises Limited.

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會按彼等之功績、資歷及勝任能力而制定。

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

主要客戶及供應商

於二零一零年，本公司最大客戶佔營業額之13.6%（二零零九年：14.8%）。五名最大客戶與二零零九年的相同，儘管於本年度彼等之綜合貢獻佔總銷售額之百分比由33.8%輕微下跌至31.8%。

年內，本集團五大供應商之採購總額佔本集團總採購額36.7%（二零零九年：45.5%），其中最大供應商佔12.8%（二零零九年：14.3%）。

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

優先購買權

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

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

MAJOR CUSTOMERS AND SUPPLIERS

In 2010, our largest customer accounted for 13.6% of turnover (2009: 14.8%). The five largest customers remain the same as 2009, although their combined contribution to total sales has decreased slightly from 33.8% to 31.8% in the current year.

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for 36.7% (2009: 45.5%) of the Group's total purchases and purchases from the largest supplier included therein amounted to 12.8% (2009: 14.3%).

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

PRE-EMPTIVE RIGHTS

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

足夠的公眾持股量

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

財務概要

本集團業績及其資產及負債之概要載於第128頁。

核數師

年內，由於均富會計師行（「均富香港」），現稱為莊栢會計師行，於二零一零年十一月二十六日宣佈與香港立信德豪會計師事務所有限公司（「立信德豪」）進行業務合併，並將以立信德豪名義執業，故均富香港辭任而立信德豪獲委任為本公司核數師，自二零一零年十二月八日起生效。

本公司截至二零一零年十二月三十一日止年度之財務報表乃由立信德豪審核。

應屆股東週年大會上將提呈一項決議案，續聘立信德豪為本公司核數師。

代表董事會
朗生醫藥控股有限公司

主席
Stephen Burnau Hunt

香港
二零一一年三月十五日

SUFFICIENCY OF PUBLIC FLOAT

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

FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities is set out on page 128.

AUDITOR

During the year, due to a merger of the businesses of Grant Thornton ("GTHK"), now known as JBPB & Co, and BDO Limited ("BDO") to practise in the name of BDO as announced on 26 November 2010, GTHK resigned and BDO was appointed as auditor of the Company effective from 8 December 2010.

The financial statements of the Company for the year ended 31 December 2010 were audited by BDO.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO as auditor of the Company.

ON BEHALF OF THE BOARD
Lansen Pharmaceutical Holdings Limited

Stephen Burnau Hunt
Chairman

Hong Kong
15 March 2011

企業管治報告

CORPORATE GOVERNANCE REPORT

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

自二零一零年五月七日起至二零一零年十二月三十一日止期間，本公司一直遵守上市規則附錄14所載企業管治常規守則的守則條文。

本公司已採納條款不寬鬆於上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）之有關董事進行證券交易的操守守則。經向全體董事作出特定查詢後，所有董事確認，彼等一直遵守標準守則所載規定標準及本公司所採納有關董事進行證券交易的操守守則。

董事會

董事會負責領導及監控本集團的業務運作。董事會制定本集團的策略性方向、監督其運作，並監察其財務表現。管理層在董事會授權的範圍內管理本集團的業務。

本公司的章程細則列明須由董事會決策的事宜。

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

During the period commencing 7 May 2010 and ending 31 December 2010, the Company has complied with the code provisions of the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules.

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

THE BOARD OF DIRECTORS

The Board is responsible for leading and controlling the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. The management manages the businesses of the Group within the delegated power and authority given by the Board.

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

於二零一零年十二月三十一日及本報告日期，董事會由兩名執行董事、五名非執行董事及三名獨立非執行董事組成。自本公司股份於二零一零年五月七日上市起至二零一零年十二月三十一日止的整個期間，獨立非執行董事的數目符合上市規則的最低規定。董事的詳情載列於第24頁至29頁的「董事及高級管理人員履歷」一節及本公司的網站內。

就考慮一名董事是否獨立而言，董事會須信納該董事並無與本集團有任何直接或間接重大關係。於決定董事的獨立性時，董事會遵守上市規則所載的規定，並認為所有獨立非執行董事均為獨立。

主席及行政總裁

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

As at 31 December 2010 and at the date of this report, the Board comprises of two executive Directors, five non-executive Directors and three independent non-executive Directors. The number of independent non-executive Directors fulfilled the minimum requirement of the Listing Rules throughout the period from the listing of the Company's shares on 7 May 2010 to 31 December 2010. A description of the Directors is set out in the "Biographical Details of Directors and Senior Management" section on pages 24 to 29 and on the Company's website.

For a Director to be considered independent, the Board must be satisfied that the Director does not have any direct or indirect material relationship with the Group. In determining the independence of Directors, the Board follows the requirements set out in the Listing Rules and considers all of the independent non-executive Directors as independent.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

委任、重選及罷免

本公司的章程細則訂明一套正式委任新董事的程序。董事會委任的任何董事（不論為填補臨時空缺或屬董事會新增成員）均須於獲委任後首個股東週年大會退任並合資格膺選連任。於每屆股東週年大會上，三分一的董事（包括主席）均須輪值退任及由股東重選。

董事及高級管理層的變動

董事會已批准(1) Robert Peter Thian先生辭任獨立非執行董事、審核委員會成員及薪酬委員會成員，自二零一一年二月十日起生效；(2)委任Fritz Heinrich Horlacher先生為獨立非執行董事、審核委員會成員及薪酬委員會成員，自二零一一年二月十日起生效；(3)陳雙志先生辭任公司秘書、財務總監及授權代表，自二零一零年九月二十五日起生效；及(4)委任梅志雄先生為公司秘書、財務總監及授權代表，自二零一一年二月十八日起生效。

董事會會議

董事會預期定期會晤，每年至少四次。於定期的會議中，本集團的高級管理層會就本集團業務的活動及發展定期向董事提供資料。在董事認為有必要的任何時候，董事可隨時獲取本集團的資料及獨立專業意見。

APPOINTMENT, RE-ELECTION AND REMOVAL

The Company's articles of association set out a formal procedure for the appointment of new Directors to the Board. Any Director appointed by the Board either to fill a casual vacancy or as addition to the Board shall retire and be eligible for reappointment at the next general meeting after appointment. At every annual general meeting one-third of the Directors, including the chairman, shall be subject to retirement by rotation and re-election by shareholders.

CHANGES OF DIRECTORS AND SENIOR MANAGEMENT

The Board has approved (1) the resignation of Mr. Robert Peter Thian as an independent non-executive Director, member of the audit committee and member of the remuneration committee, effective from 10 February 2011; (2) the appointment of Mr. Fritz Heinrich Horlacher as an independent non-executive Director, member of the audit committee and member of the remuneration committee, effective from 10 February 2011; (3) the resignation of Mr. Chan Sheung Chi as the company secretary, chief financial officer and authorised representative, effective from 25 September 2010; and (4) the appointment of Mr. Mui Chi Hung as the company secretary, chief financial officer and authorised representative, effective from 18 February 2011.

BOARD MEETINGS

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

企業管治報告

CORPORATE GOVERNANCE REPORT

自本公司股份於二零一零年五月七日上市起至二零一零年十二月三十一日止期間，董事會舉行了四次會議，而每位董事的出席情況如下：

The Board held four meetings during the period from the listing of the Company's shares on 7 May 2010 to 31 December 2010 with the attendance of each Director as follows:

董事	Directors	出席會議次數／ 舉行會議次數 Number of meetings attended/ Number of meetings held	出席率 Attendance rate
執行董事：	Executive Directors:		
徐軍先生 (行政總裁)	Mr. Xu Jun (<i>Chief Executive Officer</i>)	4/4	100%
劉曉東先生	Mr. Liu Xiao Dong	4/4	100%
非執行董事：	Non-executive Directors:		
Stephen Burnau Hunt先生 (主席)	Mr. Stephen Burnau Hunt (<i>Chairman</i>)	4/4	100%
李晉頤先生 (副主席)	Mr. Lee Jin Yi (<i>Deputy Chairman</i>)	4/4	100%
湯軍先生	Mr. Tang Jun	4/4	100%
陶芳芳女士	Ms. Tao Fang Fang	4/4	100%
葉佩玲女士	Ms. Yip Pui Ling, Rebecca	4/4	100%
獨立非執行董事：	Independent non-executive Directors:		
陳記煊先生	Mr. Chan Kee Huen, Michael	4/4	100%
鄧昭平先生	Mr. Tang Chiu Ping, Raymond	4/4	100%
Robert Peter Thian先生 (於二零一一年二月十日辭任)	Mr. Robert Peter Thian (resigned on 10 February 2011)	2/4	50%

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

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

董事委員會

董事會已成立審核委員會、薪酬委員會及執行委員會。各委員會的組成及職責請見下文。各委員會須根據各自的職責向董事會報告其建議，除各委員會明確訂明的職責外，其建議最終由董事會決定。

審核委員會

本公司的審核委員會由三名獨立非執行董事及兩名非執行董事組成。陳記煊先生現為審核委員會的主席。

董事會已成立審核委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、責任及權力。審核委員會的主要職責包括：

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

BOARD COMMITTEES

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

AUDIT COMMITTEE

The audit committee of the Company consists of three independent non-executive Directors and two non-executive Directors. Mr. Chan Kee Huen, Michael currently serves as the chairman of the audit committee.

The Board has established the audit committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The major duties and responsibilities of the audit committee include the following:

- oversee the relationship with the external auditor, including:
 - making recommendations to the Board on the appointment, reappointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, and addressing any questions of resignation or dismissal of such auditor;
 - reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
 - developing and implementing policy on the engagement of the external auditor to supply non-audit services;
- monitor the integrity of financial statements and reports of the Group and to review significant financial reporting judgements contained therein; and
- review the effectiveness of the financial reporting and internal control systems of the Group.

自上市日期至二零一零年十二月三十一日止期間，審核委員會舉行了三次會議，而每位成員的出席情況如下：

The audit committee held three meetings from the Listing Date to 31 December 2010 with the attendance of each member as follows:

審核委員會成員姓名	Name of audit committee members	出席會議次數／ 舉行會議次數 Number of meetings attended/ Number of meetings held	出席率 Attendance rate
陳記煊先生 (主席)	Mr. Chan Kee Huen, Michael (<i>Chairman</i>)	3/3	100%
李晉頤先生	Mr. Lee Jin Yi	3/3	100%
葉佩玲女士	Ms. Yip Pui Ling, Rebecca	3/3	100%
鄧昭平先生	Mr. Tang Chiu Ping, Raymond	3/3	100%
Robert Peter Thian先生 (於二零一一年二月十日辭任)	Mr. Robert Peter Thian (resigned on 10 February 2011)	2/3	66.7%

自上市日期至二零一零年十二月三十一日止期間，審核委員會已：

During the period from the Listing Date to 31 December 2010, the audit committee had:

- 與外聘核數師及管理層討論審核計劃以及會計原則及標準修訂對本集團的影響以及企業管治的發展；
 - 檢討外聘核數師的薪酬及委聘條款，以及就該核數師的委任向董事會提供推薦建議；
 - 檢討核數過程的成效及與外聘核數師會晤以檢討(i)本公司截至二零一零年六月三十日止六個月的中期業績；(ii)財務及會計政策及慣例；及(iii)有關上市規則的披露規定；及
 - 向董事會提供推薦建議，建議將核數師由原先的香港均富會計師行更換為香港立信德豪會計師事務所有限公司。
- discussed with the external auditor and the management on the audit plan and the impact on the Group in respect of the amendments to the accounting principles and standards and the development of corporate governance;
 - reviewed the remuneration and terms of engagement of the external auditor, and recommended the Board on the appointment of the external auditor;
 - reviewed the effectiveness of the audit process and met with the external auditor for reviewing (i) the Company's interim results for the six months ended 30 June 2010, (ii) financial and accounting policies and practices, and (iii) relevant disclosure requirements under the Listing Rules; and
 - recommended the Board on the change of auditor from Grant Thornton Hong Kong to BDO Limited.

於本年度，本公司已制定所有重要監控措施（涉及財務、營運及合規監控，以及風險管理功能）的內部評估程序。此外，管理層已經分析監控環境及風險評估，評估所實行的各個監控措施，並與董事會協定內部監控制度的檢討範圍。檢討方式包括與有關管理層及職員進行會晤、審閱有關內部監控系統的文件、對內部監控設計上任何不足之處的結果進行評估，以及提供改善建議（如適用）。

於年結日後，管理層已向審核委員會報告檢討結果，使其能就內部監控系統的成效進行評估。委員會曾舉行會議，討論調查所得，並已認可有關的檢討結果及送董事會審閱。基於所提供的資料連同其本身的觀察，並在審核委員會的協助下，董事會信納就本集團的性質及規模而言，現行內部監控及風險管理程序達滿意水準。董事會將繼續確保管理層會不時就系統及程序作適當檢討，以保持高水準的內部監控，並將於必要時對內部監控作出改變。

審核委員會亦於該會議上審閱及認可本公司截至二零一零年十二月三十一日止年度的財務報表以供董事會批准。自二零一一年起，審核委員會每年將至少召開三次會議討論內部監管及其他有關審核的事務。

於回顧年度內，就外聘核數師向本集團提供之核數及非核數服務而已付／應付核數師之費用如下：

During the year, the Company has formulated an internal self-assessment process covering all the key controls including financial, operational and compliance controls and risk management functions. Also, management has analysed the control environment and risk assessment, assessed the various controls implemented and agreed with the Board on the scope of review over the system of internal controls. The approach of the review includes conducting interviews with relevant management and staff members, reviewing relevant documentation of the internal control system and evaluating findings on any deficiencies in the design of the internal controls and developing recommendations for improvement, where appropriate.

Subsequent to the year end, the management has reported the results of the review to the audit committee for its evaluation on the effectiveness of the system. A meeting was held by the committee to discuss the findings and the results of the review which were endorsed for reporting to the Board. The Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the audit committee, the present internal controls and risk management processes are satisfactory for the nature and size of the Group's operations and business. The Board will continue to ensure that appropriate review of the systems and procedures is being carried out by the management from time to time to maintain a high standard of internal control and will make appropriate changes to the internal control system, if necessary.

At the same meeting, the audit committee also reviewed and endorsed the financial statements of the Company for the year ended 31 December 2010 for approval by the Board. From 2011 onwards, the audit committee will meet at least three times a year to discuss the internal control and other audit related issues.

During the year under review, the fees paid/payable to the auditor in respect of audit and non-audit services provided by the auditor to the Group were as follows:

服務性質	Services rendered	Fee paid/payable
		已付／應付費用 US\$'000 千美元
核數服務	Audit services	111
非核數服務	Non-audit services	66

薪酬委員會

本公司的薪酬委員會由三名獨立非執行董事及兩名非執行董事組成。李晉頤先生現為薪酬委員會的主席。

董事會已成立薪酬委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、責任及權力。審核委員會的主要職責為就董事及高級管理層的薪酬政策及薪酬架構向董事會提供推薦建議，並為制訂該等薪酬政策訂明一套正式透明的程序。

自上市日期至二零一零年十二月三十一日止期間，薪酬委員會並無召開任何會議。

於年結日後，薪酬委員會對執行董事及高級管理層的表现進行評估、檢討執行董事及高級管理層的薪酬架構／福利以及向董事會就其薪酬提供推薦建議。自二零一一年起，薪酬委員會每年將至少召開一次會議。

執行委員會

本公司的執行委員會由兩名執行董事及三名非執行董事組成，現時由李晉頤先生擔任執行委員會主席。

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

REMUNERATION COMMITTEE

The remuneration committee of the Company consists of three independent non-executive Directors and two non-executive Directors. Mr. Lee Jin Yi currently serves as the chairman of the remuneration committee.

The Board has established the remuneration committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The major duties and responsibilities of the remuneration committee are to make recommendations to the Board on the remuneration policies and structure of the remuneration for the Directors and senior management and to set up a formal and transparent procedure for determination of such remuneration policies.

No meeting of the remuneration committee was held from the Listing Date to 31 December 2010.

Subsequent to the year end, the remuneration committee had assessed the performance of the executive Directors and the senior management, reviewed the remuneration structure/package of the executive Directors and the senior management, and made recommendation to the Board on their remuneration. From 2011 onwards, the remuneration committee will meet at least once per year.

EXECUTIVE COMMITTEE

The executive committee of the Company consists of two executive Directors and three non-executive Directors. Mr. Lee Jin Yi currently serves as the chairman of the executive committee.

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

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

問責及內部監控

董事知悉彼等須根據法定要求及會計標準編製本集團財務報表的責任，亦知悉彼等須確保本集團財務報表適時刊發的責任。董事及核數師有關財務報表的責任載列於本報告第49至50頁「獨立核數師報告」。

董事會須負責本集團的內部監控系統並須負責檢討該系統的成效，包括財務、運營及合規控制。董事會致力實施有效及完善的內部監控系統以保障股東的利益及本集團的資產。

與股東的溝通

董事認同本公司股東長期支持的重要性，故董事會非常重視股東表達觀點的權利，並對股東向本公司提供建議感到由衷感謝。本公司與股東透過以下渠道溝通：(i)舉行股東週年大會，以提供機會讓股東直接與董事會溝通；(ii)根據上市規則規定刊發公告、中期報告、年度報告及／或通函，以提供本集團的最新資料；及(iii)於本公司的網站提供本集團的最新資料。

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

ACCOUNTABILITY AND INTERNAL CONTROL

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements for the Group are published in a timely manner. The Directors' and auditors' responsibilities in respect of the financial statements are set out in the "Independent Auditor's Report" on pages 49 to 50 in this report.

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

COMMUNICATIONS WITH SHAREHOLDERS

The Directors recognise the importance of long-term support from the shareholders of the Company. The Board highly respects the shareholders' rights to express their views and appreciates their suggestions to the Company. The Company communicates with the shareholders in the following ways: (i) the holding of an annual general meeting which provides an opportunity for the shareholders to communicate directly with the Board; (ii) the publication of announcements, interim reports, annual reports and/or circulars as required under the Listing Rules providing updated information of the Group; and (iii) the availability of latest information of the Group on the Company's website.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT



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致朗生醫藥控股有限公司股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Lansen Pharmaceutical Holdings
Limited

(incorporated in the Cayman Islands with limited liability)

本核數師(以下簡稱「我們」)已審計列載於第51至127頁朗生醫藥控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一零年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

We have audited the consolidated financial statements of Lansen Pharmaceutical Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 51 to 127, which comprise the consolidated and company statements of financial position as at 31 December 2010, 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 a summary of significant accounting policies and other explanatory information.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定編制綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照審計業務約定書的條文僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

我們已根據《國際審計準則》進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編制綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《國際財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一零年十二月三十一日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

香港立信德豪會計師事務所有限公司
執業會計師

招永祥
執業證書編號：P04434

香港，二零一一年三月十五日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited
Certified Public Accountants

Chiu Wing Cheung, Ringo
Practising Certificate Number: P04434

Hong Kong, 15 March 2011

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一零年十二月三十一日止年度

For the year ended 31 December 2010

		附註 Notes	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
收入	Revenue	6	58,607	47,932
銷售成本	Cost of sales		(20,174)	(15,493)
毛利	Gross profit		38,433	32,439
其他收入	Other income	6	1,972	820
銷售及分銷開支	Selling and distribution expenses		(20,429)	(18,143)
行政開支	Administrative expenses		(7,024)	(5,546)
經營溢利	Profit from operations	8	12,952	9,570
財務成本	Finance costs	9	(388)	(667)
應佔聯營公司的 除稅後溢利	Share of post-tax profit of an associate		221	–
所得稅前溢利	Profit before income tax		12,785	8,903
所得稅開支	Income tax expense	11	(2,572)	(1,523)
年度溢利	Profit for the year		10,213	7,380
其他全面收益 換算海外業務產生之 匯兌差額	Other comprehensive income Exchange differences arising on translation of foreign operations		1,600	(36)
年度其他全面收益 (扣除稅項)	Other comprehensive income for the year, net of tax		1,600	(36)
年度全面收益總額	Total comprehensive income for the year		11,813	7,344
本公司擁有人應佔溢利	Profit attributable to owners of the Company	12	10,213	7,380
本公司擁有人應佔全面 收益總額	Total comprehensive income attributable to owners of the Company		11,813	7,344
每股盈利－基本	Earnings per share – Basic	14	2.7 cents美仙	2.5 cents美仙

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一零年十二月三十一日

As at 31 December 2010

		附註 Notes	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	16	19,797	16,951
土地使用權	Land use rights	17	2,413	2,398
無形資產	Intangible assets	18	8,862	7,663
商譽	Goodwill	19	6,824	6,824
於聯營公司之權益	Interest in an associate	21	24,380	–
			62,276	33,836
流動資產	Current assets			
存貨	Inventories	22	6,079	3,852
貿易及其他應收款項	Trade and other receivables	23	29,283	20,592
土地使用權	Land use rights	17	54	53
已抵押銀行存款	Pledged bank deposits	24	92	800
現金及現金等價物	Cash and cash equivalents	24	14,827	4,055
			50,335	29,352
總資產	Total assets		112,611	63,188
權益及負債	EQUITY AND LIABILITIES			
資本及儲備	Capital and reserves			
本公司擁有人應佔權益	Equity attributable to owners of the Company			
股本	Share capital	25	4,150	29,491
股份溢價	Share premium	26	68,475	14
庫存股份	Treasury shares		–	(6,605)
外匯儲備	Foreign exchange reserve		4,387	2,787
法定儲備	Statutory reserve		1,311	704
保留溢利	Retained profits		13,942	3,565
總權益	Total equity		92,265	29,956

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一零年十二月三十一日
As at 31 December 2010

		附註 Notes	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
非流動負債	Non-current liabilities			
借貸	Borrowings	27	7,390	10,407
遞延稅項負債	Deferred tax liabilities	28	394	394
			7,784	10,801
流動負債	Current liabilities			
借貸	Borrowings	27	3,303	8,881
應付稅項	Current tax liabilities		1,147	258
應付同系附屬公司款項	Amount due to a fellow subsidiary	30	–	311
貿易及其他應付款項	Trade and other payables	29	8,112	12,981
			12,562	22,431
總負債	Total liabilities		20,346	33,232
總權益及負債	Total equity and liabilities		112,611	63,188
流動資產淨額	Net current assets		37,773	6,921
總資產減流動負債	Total assets less current liabilities		100,049	40,757

第51至127頁的財務報表已於二零一一年三月十五日獲董事會批准及授權刊發，並由以下人士代表簽署：

The financial statements on pages 51 to 127 were approved and authorised for issue by the Board of Directors on 15 March 2011 and are signed on its behalf by:

董事
DIRECTOR
徐軍
XU JUN

董事
DIRECTOR
劉曉東
LIU XIAO DONG

財務狀況表

STATEMENT OF FINANCIAL POSITION

於二零一零年十二月三十一日
As at 31 December 2010

	附註 Notes	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
資產			
非流動資產			
於附屬公司之權益	15	25,020	–
流動資產			
應收附屬公司款項	15	46,885	–
預付款項	23	29	16
現金及現金等價物	24	16	–
		46,930	16
總資產		71,950	16
權益及負債			
本公司擁有人應佔權益			
股本	25	4,150	–
股份溢價	26	68,475	–
累計虧損	26	(797)	–
總權益		71,828	–
流動負債			
應付附屬公司款項	15	–	16
應計款項	29	122	–
總負債		122	16
總權益及負債		71,950	16
流動資產淨額		46,808	–
總資產減流動負債		71,828	–

董事
DIRECTOR
徐軍
XU JUN

董事
DIRECTOR
劉曉東
LIU XIAO DONG

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一零年十二月三十一日止年度

For the year ended 31 December 2010

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
來自經營業務的現金流量	Cash flows from operating activities		
所得稅前溢利	Profit before income tax	12,785	8,903
調整：	Adjustments for:		
已確認財務成本	Finance costs recognised	388	667
利息收入	Interest income	(109)	(247)
應佔聯營公司的除稅後溢利	Share of post-tax profit of an associate	(221)	-
貿易應收款項減值撥備	Provision for impairment of trade receivables	153	50
(撥回)/其他應收款項減值撥備	(Reversal of)/provision for impairment of other receivables	(440)	2
折舊	Depreciation	1,050	864
土地使用權攤銷	Amortisation of land use rights	59	48
出售物業、廠房及設備虧損	Loss on disposals of property, plant and equipment	20	18
無形資產撇銷	Write off of intangible assets	51	15
撥回陳舊存貨減值	Reversal of impairment of obsolete inventories	(26)	-
營運資金變動前之經營溢利	Operating profit before working capital changes	13,710	10,320
存貨增加	Increase in inventories	(2,083)	(2,085)
貿易及其他應收款項增加	Increase in trade and other receivables	(7,483)	(5,038)
貿易及其他應付款項 (減少)/增加	(Decrease)/increase in trade and other payables	(2,292)	2,809
經營產生之現金	Cash generated from operations	1,852	6,006
已付利息	Interest paid	(432)	(667)
已付所得稅	Income tax paid	(1,683)	(1,192)
經營活動(所用)/產生之現金淨額	Net cash (used in)/generated from operating activities	(263)	4,147
投資活動產生之現金流量	Cash flows from investing activities		
已抵押銀行存款減少	Decrease in pledged bank deposits	733	78
購買物業、廠房及設備	Purchase of property, plant and equipment	(3,368)	(4,287)
購買土地使用權	Purchase of land use rights	-	(427)
購買無形資產	Purchase of intangible assets	(1,015)	(874)
出售物業、廠房及設備 所得款項	Proceeds on disposal of property, plant and equipment	16	-
收購聯營公司權益	Acquisition of interest in an associate	(23,954)	-
已收利息	Interest received	109	247
投資活動所用現金淨額	Net cash used in investing activities	(27,479)	(5,263)

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一零年十二月三十一日止年度
For the year ended 31 December 2010

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
來自融資活動之現金流量	Cash flows from financing activities		
借貸所得款項	Proceeds from borrowings	17,473	9,496
借貸償還款項	Repayment of borrowings	(26,374)	(3,443)
發行股份所得款項	Proceeds from issue of shares	57,721	–
發行股份所產生的費用	Expenses incurred in connection with the issue of shares	(4,726)	–
應收／應付同系附屬公司款項變動	Movements in amounts due from/to fellow subsidiaries	(311)	(6,632)
已付股息	Dividend paid	(5,390)	(3,300)
融資活動產生／(所用)之現金淨額	Net cash generated from/(used in) financing activities	38,393	(3,879)
現金及現金等價物之淨增加／(減少)	Net increase/(decrease) in cash and cash equivalents	10,651	(4,995)
年初現金及現金等價物	Cash and cash equivalents at beginning of year	4,055	9,103
匯率變動之影響	Effects of exchange rate changes	121	(53)
年末現金及現金等價物	Cash and cash equivalents at end of year	14,827	4,055

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一零年十二月三十一日止年度

For the year ended 31 December 2010

		股本	股份溢價	庫存股份	外匯儲備	法定儲備	保留溢利	總權益
		Share capital	Share premium	Treasury shares	Foreign exchange reserve	Statutory reserve	Retained profits	Total equity
		千美元	千美元	千美元	千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
於二零零九年一月一日結餘	Balance at 1 January 2009	29,491	14	(13,115)	2,823	576	2,953	22,742
發行附加獎勵股份	Issue of earn-out shares	-	-	2,744	-	-	-	2,744
二零零八年末期股息	2008 final dividend	-	-	-	-	-	(3,340)	(3,340)
以股代息	Scrip issue	-	-	3,766	-	-	-	3,766
二零零九年中期股息	2009 interim dividend	-	-	-	-	-	(3,300)	(3,300)
與擁有人進行交易	Transactions with owners	-	-	6,510	-	-	(6,640)	(130)
年內溢利	Profit for the year	-	-	-	-	-	7,380	7,380
其他全面收益	Other comprehensive income	-	-	-	(36)	-	-	(36)
年內全面收益總額	Total comprehensive income for the year	-	-	-	(36)	-	7,380	7,344
轉撥至法定儲備	Transfer to statutory reserve	-	-	-	-	128	(128)	-
於二零零九年十二月三十一日結餘	Balance at 31 December 2009	29,491	14	(6,605)	2,787	704	3,565	29,956
本集團重組所產生	Arising on group reorganisation	(26,491)	22,006	4,485	-	-	-	-
發行附加獎勵股份	Issue of earn-out shares	-	-	2,120	-	-	-	2,120
撇銷或然代價	Write off of contingent consideration	-	-	-	-	-	771	771
發行股份	Issue of shares	1,150	56,571	-	-	-	-	57,721
發行股份所產生的費用	Expenses incurred in connection with the issue of shares	-	(4,726)	-	-	-	-	(4,726)
特別股息(附註13)	Special dividend (note 13)	-	(5,390)	-	-	-	-	(5,390)
與擁有人進行交易	Transactions with owners	(25,341)	68,461	6,605	-	-	771	50,496
年內溢利	Profit for the year	-	-	-	-	-	10,213	10,213
其他全面收益	Other comprehensive income	-	-	-	1,600	-	-	1,600
年內全面收益總額	Total comprehensive income for the year	-	-	-	1,600	-	10,213	11,813
轉撥至法定儲備	Transfer to statutory reserve	-	-	-	-	607	(607)	-
於二零一零年十二月三十一日結餘	Balance at 31 December 2010	4,150	68,475	-	4,387	1,311	13,942	92,265

截至二零一零年十二月三十一日止年度

For the year ended 31 December 2010

1. 公司資料

朗生醫藥控股有限公司（「本公司」）於二零零九年九月十日在開曼群島註冊成立為獲豁免有限公司，其股份於二零一零年五月七日在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處為Clifton House, 75 Fort Street, P. O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的主要營業地點位於香港德輔道中189號李寶椿大廈12樓1203-4室。

本公司的主要業務活動為投資控股。附屬公司的主要業務活動為製造及買賣藥品。本集團主要在中華人民共和國（「中國」）進行業務。

本公司為Cathay International Holdings Limited的附屬公司，該公司在百慕達註冊成立，其股份在倫敦證券交易所上市。董事認為最終控股公司為Cathay International Enterprises Limited，該公司在百慕達註冊成立。

此等截至二零一零年十二月三十一日止年度之財務報表已於二零一一年三月十五日獲董事會批准刊發。

1. CORPORATE INFORMATION

Lansen Pharmaceutical Holdings Limited (the "Company") is an exempted limited liability company incorporated in the Cayman Islands on 10 September 2009 and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 May 2010. The Company's registered office is located at Clifton House, 75 Fort Street, P. O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company's principal place of business is located at Suites 1203-4, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are manufacturing and trading of pharmaceutical products. The principal activities of the Group are carried out in the People's Republic of China (the "PRC").

The Company is a subsidiary of Cathay International Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the London Stock Exchange. The directors consider the ultimate holding company to be Cathay International Enterprises Limited which is incorporated in Bermuda.

The financial statements for the year ended 31 December 2010 were approved for issue by the broad of directors on 15 March 2011.

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2. 綜合財務報表編製基準

為籌備本公司股份上市而透過集團重組精簡本公司及其附屬公司（統稱「本集團」）架構（「本集團重組」），本公司於二零一零年四月二十一日成為本集團之控股公司。本集團重組詳情於日期為二零一零年四月二十七日之本公司招股章程（「招股章程」）中「歷史、重組及集團架構」一節內「重組」一段更全面闡述。因本集團重組而出現之本集團被視為持續經營實體。因此，本集團重組乃使用合併會計原則入賬，據此，二零零九年一月一日或自其各自註冊成立或收購日期起（以較短者為準），本公司被視為其附屬公司的控股公司。合併實體或業務的資產及負債乃由控制方方面使用現有賬面值合併。概無金額被確認為商譽的代價或收購方於被收購方可識別資產、負債及或然負債公平淨值中的權益超出成本的金額。本公司已發行股份的面額（如有）與被收購方資產淨值的差額於權益中直接確認為股份溢價。截至二零一零年十二月三十一日及二零零九年十二月三十一日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表已在現有集團架構於該等年度全年一直存在的假設基礎上而編製。本集團於二零零九年十二月三十一日之綜合財務狀況表乃為呈列本集團現時屬下各公司的資產及負債而編製，猶如現時集團架構於該日起一直存在。

綜合財務報表乃根據國際會計準則委員會（「國際會計準則委員會」）頒佈的國際財務報告準則、國際會計準則及詮釋（統稱「國際財務報告準則」）編製。此外，綜合財務報表亦包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港《公司條例》的適用披露規定編製。

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Through a group reorganisation to rationalise the structure of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) in preparation for the listing of the Company’s shares (the “Group Reorganisation”), the Company became the holding company of the Group on 21 April 2010. Details of the Group Reorganisation are more fully explained in the paragraph headed “Reorganisation” in the section headed “History, Reorganisation and Group Structure” of the prospectus of the Company dated 27 April 2010 (the “Prospectus”). The Group resulting from the Group Reorganisation is regarded as a continuing entity. Accordingly, the Group Reorganisation had been accounted for using the principles of merger accounting, under which the Company had been treated as the holding company of its subsidiaries as at 1 January 2009 or since their respective dates of incorporation or acquisition whichever was shorter. The assets and liabilities of the combining entities or businesses are combined using the existing book values from the controlling parties’ perspective. No amount is recognised as consideration for goodwill or excess of acquirer’s interest in the net fair value of acquiree’s identifiable assets, liabilities and contingent liabilities over cost. Difference between the nominal amount of the Company’s shares issued, if any, and the net asset value of the acquiree is recognised directly in equity as share premium. The consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the years ended 31 December 2010 and 31 December 2009 have been prepared on the basis as if the current Group structure had been in existence throughout the years. The consolidated statement of financial position of the Group as at 31 December 2009 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current Group structure had been in existence as at that date.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively “IFRSs”) issued by the International Accounting Standards Board (“IASB”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

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2. 綜合財務報表編製基準 (續)

綜合財務報表乃根據歷史成本常規法編製。計量基準詳情載於以下會計政策。綜合財務報表乃以美元(「美元」)呈列，除另有註明外，所有金額均調整至最接近千位。

編制符合國際財務報告準則的財務報表須要使用若干重大會計估計，本集團管理層亦須對會計政策作出判斷。已就編制財務報表作出重大判斷及估計的範疇及其影響在附註5披露。

3. 應用新訂及經修訂的國際財務報告準則

本年度，本集團已採用下列新訂及經修訂的準則及詮釋：

國際財務報告準則 (修訂本)	改進國際財務報告準則
國際會計準則 第39號(修訂本)	合資格對沖項目
國際財務報告準則 第2號(修訂本)	以股份為基礎付款 —集團現金結算以股 份為基礎付款的交易
國際會計準則第27號 (經修訂)	綜合及獨立財務報表
國際財務報告準則 第3號(經修訂)	業務合併
國際財務報告詮釋委 員會—詮釋第17號	分派非現金資產予 擁有人

本年度應用的新訂及經修訂準則及詮釋對該等綜合財務報表申報的數額概無任何重大影響。

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The consolidated financial statements have been prepared under historical cost convention. The measurement bases are fully described in the accounting policies below. The consolidated financial statements are presented in United States Dollars ("US\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of financial statements in compliance with IFRSs requires the use of certain critical accounting estimates. It also requires the Group's management to exercise judgement in applying the Group's accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in note 5.

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and revised standards and interpretations:

IFRSs (Amendments)	Improvements to IFRSs
IAS 39 (Amendments)	Eligible Hedged Items
IFRS 2 (Amendments)	Share-based Payment – Group Cash-settled Share-based Payment Transactions
IAS 27 (Revised)	Consolidated and Separate Financial Statements
IFRS 3 (Revised)	Business Combinations
IFRIC – Interpretation 17	Distributions of Non-cash Assets to Owners

The application of the new and revised standards and interpretations in the current year has had no material effect on the amounts reported in these consolidated financial statements.

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3. 應用新訂及經修訂的國際財務報告準則 (續)

本集團並無提前應用下列已頒佈但尚未生效的新訂及經修訂準則及詮釋：

國際財務報告準則 (修訂本)	改進二零一零年頒佈 的國際財務報告 準則 ^{2及3}
國際財務報告準則 第1號(修訂本)	嚴重惡性通脹及為首 次採納者剔除固定 日期 ⁴
國際會計準則第32號 (修訂本)	供股的分類 ¹
國際財務報告詮釋 委員會—詮釋第14號 (修訂本)	最低資金需求的預付 款項 ³
國際財務報告詮釋 委員會—詮釋第19號	以股本工具抵銷金融 負債 ²
國際財務報告準則 第9號	金融工具 ⁵

- 1 於二零一零年二月一日或之後開始的年度期間生效
- 2 於二零一零年七月一日或之後開始的年度期間生效
- 3 於二零一一年一月一日或之後開始的年度期間生效
- 4 於二零一一年七月一日或之後開始的年度期間生效
- 5 於二零一三年一月一日或之後開始的年度期間生效

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

The Group has not early applied the following new and revised standards and interpretations that have been issued but are not yet effective:

IFRSs (Amendments)	Improvements to IFRSs issued in 2010 ^{2&3}
IFRS 1 (Amendments)	Severe Hyperinflation and Removal of Fixed Dates for the First-time Adopter ⁴
IAS 32 (Amendments)	Classification of Right Issues ¹
IFRIC – Interpretation 14 (Amendments)	Prepayments of a Minimum Funding Requirement ³
IFRIC – Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments ²
IFRS 9	Financial Instruments ⁵

- 1 Effective for annual periods beginning on or after 1 February 2010
- 2 Effective for annual periods beginning on or after 1 July 2010
- 3 Effective for annual periods beginning on or after 1 January 2011
- 4 Effective for annual periods beginning on or after 1 July 2011
- 5 Effective for annual periods beginning on or after 1 January 2013

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3. 應用新訂及經修訂的國際財務報告準則（續）

根據國際財務報告準則第9號，金融資產可分類為按公平值或攤銷成本計量的金融資產，視乎公司管理金融資產的業務模式及金融資產的合約現金流特徵而定。除非貿易股本投資（公司有權選擇在其他全面收益內確認收益及虧損）外，公平值收益或虧損一概在損益內確認。國際財務報告準則第9號承繼國際會計準則第39號有關金融負債的確認及計量規定，惟指定按公平值計入損益的金融負債除外，而該負債信貸風險變化應佔的公平值變動金額在其他全面收益確認，除非將會造成或加劇會計錯配的情況。此外，國際財務報告準則第9號沿用國際會計準則第39號有關終止確認金融資產及金融負債的規定。

董事正評估該等新訂及經修訂國際財務報告準則的潛在影響，董事至今認為，應用該等新訂及經修訂國際財務報告準則將不會對本集團財務報表構成重大影響。

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Under IFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. IFRS 9 carries forward the recognition and measurement requirements for financial liabilities from IAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, IFRS 9 retains the requirements in IAS 39 for derecognition of financial assets and financial liabilities.

The directors are in the process of making an assessment of the potential impact of these new and revised IFRSs and so far concluded that the application of these new and revised IFRSs will have no material impact on the Group's financial statements.

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NOTES TO THE FINANCIAL STATEMENTS

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4. 主要會計政策概要

編製此等財務報表所採納的主要會計政策概列於下文。除另有說明者外，該等政策已於所有呈列期間貫徹採用。

綜合基準

本綜合財務報表包含本公司及由本公司控制的實體（其附屬公司）的財務報表。達至控制是指本公司有能力支配實體的財政及營運政策並從其業務獲得利益。

於年內收購或出售附屬公司，其業績已按有效收購日期或直至其有效出售日期（如適用）計入綜合全面收益表內。

如有需要，附屬公司的財務報表已作出調整，以符合本集團其他成員的會計政策。

所有集團內公司間的交易、結餘、收入及支出均於綜合時抵銷。

附屬公司

附屬公司乃本集團有權控制其財務及經營政策，以從其業務活動中獲益之實體（包括特殊目的實體）。於評估本集團是否控制另一實體時，將考慮目前可行使或可轉換之潛在投票權是否存在及其影響。

在本公司的財務狀況表內，附屬公司按成本減任何減值虧損列賬。附屬公司業績由本公司按申報日的已收及應收股息入賬。所有股息，不論是否從被投資方的收購前或收購後溢利中收取，均在本公司的損益內確認。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the periods presented unless otherwise stated.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

財務報表附註

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4. 主要會計政策概要 (續)

業務合併

二零一零年一月一日後進行的業務合併

收購附屬公司或業務採用收購法入賬。收購成本按所轉讓資產於收購日期的公平值、所產生的負債及本集團作為收購方發行的股本權益總額計量。所收購的可識別資產及所承擔的負債主要按收購日期的公平值計量。本集團之前在被收購方持有的股本權益按收購日期的公平值重新計量，所產生的收益或虧損則在損益確認。本集團可選擇以交易劃分的基準按公平值或應佔被收購方可識別資產淨值的比例計量非控股權益。收購相關成本在產生時支銷。

收購方所轉讓的或然代價按收購日期的公平值確認。倘在計量期間（最長為收購日期起計十二個月）內因得到有關收購日期公平值的最新資料而對代價作出調整，則其後的代價調整與商譽對銷確認。其後對或然代價作出分類為資產或負債的任何其他調整在損益內確認。倘或然代價被歸類為權益，則其於權益中最終結算前毋須重新計量。

二零一零年一月一日前進行的業務合併

於進行收購時，相關附屬公司的資產及負債按其於收購日期的公平值計量。少數股東權益按少數股東佔已確認資產及負債的公平值的比例確認。

除與發行債券或權益證券有關的交易成本外，本集團就業務合併產生的交易成本於產生時資本化為收購成本的部分。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Business combinations that took place on or after 1 January 2010

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Business combination prior to 1 January 2010

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

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NOTES TO THE FINANCIAL STATEMENTS

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4. 主要會計政策概要 (續)

商譽

商譽初步按成本確認，即所轉讓代價總額及已確認的非控股權益金額超出所收購可識別資產、負債及或然負債公平值的金額。

倘可識別資產、負債及或然負債公平值高於所支付代價的公平值，則超出的金額在重估後於收購日期在損益確認。

商譽按成本減任何減值虧損計量。就減值測試而言，收購所產生的商譽分派到預期從收購的協同效應中獲利的各個有關現金產生單位（「現金產生單位」）。獲分派商譽的現金產生單位按年測試減值，或當有跡象顯示單位可能出現減值時測試減值。

就於某個財政年度收購所產生的商譽而言，已獲配商譽的現金產生單位需於該財政年度完結前進行減值測試。當現金產生單位的可收回金額少於該單位的賬面值，則減值虧損首先被分配到該單位的任何商譽的賬面值，及其後以該單位各資產的賬面值為基準按比例分配到該單位的其他資產。商譽的任何減值虧損乃於損益內確認。商譽的減值虧損於其後期間不予撥回。

出售附屬公司時，釐定出售損益時計入商譽應計金額。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less any impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

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4. 主要會計政策概要 (續)

聯營公司

聯營公司為本集團擁有重大影響力的實體，而並非附屬公司或合營企業。重大影響乃指參與所投資公司的財務及經營決策但並非控制或共同控制其政策的權力。聯營公司以權益會計法入賬，按成本初次確認，其後賬面值按本集團應佔聯營公司的資產淨值於收購後的變動作出調整，惟數額超出本集團於聯營公司權益的虧損不予確認，除非本集團有責任彌補該等虧損。

本集團與其聯營公司間進行交易所產生溢利及虧損僅以非相關投資者於聯營公司的權益為限確認。投資者於該等交易所佔聯營公司的溢利及虧損與該聯營公司的賬面值抵銷。

任何向聯營公司支付高於本集團應佔所收購可識別資產、負債及或然負債公平值的溢價會撥充資本，並計入聯營公司的賬面值，而全部投資賬面值須透過將該賬面值與其可收回款額（使用價值及公平值減去出售成本之間的較高者）作出比較進行減值測試。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies. Associates are accounted for using equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profit and loss resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate and the entire carrying amount of the investment is subject to impairment test, by comparing the carrying amount with its recoverable amount, which is higher of value in use and fair value less costs to sell.

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4. 主要會計政策概要 (續)

收入確認

收入按已收或應收代價的公平值計算，乃指日常業務過程中所提供貨物及他人使用本集團資產所產生之利息，扣除折扣後應收的款項。確認收入之條件為經濟利益可能流入本集團，且收入及成本（如適用）能夠可靠計量，收入確認如下：

貨品銷售收入於擁有權的風險及回報轉讓（即貨品付運及擁有權轉移至客戶）時確認。

利息收入乃根據結存的本金及時間基準，按實際利率計算。

租賃

當租賃條款將絕大部分擁有權的風險及回報轉移至承租人時，該租賃分類為融資租賃。其他所有租賃皆歸類為經營租賃。

本集團作為承租人

經營租賃應付的租金總額於租期內以直線法在損益扣除。已收取的租賃獎勵於租期內確認為租金開支總額的一部分。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business and the use by others of the Group's assets yielding interest, net of discounts. Provided it is probable that the economic benefits will flow to the Group and revenue and costs, if applicable, can be reliably measured, revenue is recognised as follows:

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customer.

Interest income is accrued on time basis on the principal outstanding at effective interest rate.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on straight-line method over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

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4. 主要會計政策概要 (續)

退休福利成本

僱員退休福利乃透過定額供款計劃提供。

本集團根據強制性公積金計劃條例(「強積金計劃」)設立定額供款退休福利計劃，供所有有資格參加強基金計劃的僱員參予。供款乃按僱員基本薪金的一定百分比或強基金計劃要求的最高強制性供款作出。

於中國營運的本集團附屬公司的僱員則須參加由當地市政府設立的中央退休金計劃。該等附屬公司須按薪金成本的一定百分比向中央退休金計劃供款。就退休福利計劃而言，本集團的唯一責任為作出指定供款。

供款乃於到期應付時確認為有關定額供款福利計劃的開支。倘有欠款或預付款項，則可能確認為負債及資產，並基於其通常為短期性質而計入流動負債或流動資產。

外幣

本集團實體以其業務營運所處的主要經濟環境的貨幣(「功能貨幣」)以外的貨幣進行的交易，按進行交易時的當前匯率入賬。外幣貨幣資產及負債則以申報期間結束當日的匯率折算。以外幣列值並按公平值列賬的非貨幣項目按釐定公平值之日的當前匯率重新折算。按外幣以歷史成本計量的非貨幣項目毋須重新折算。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs

Retirement benefit to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (“MPF Scheme”), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries or the maximum mandatory contribution as required by the MPF Scheme.

The employees of the Group’s subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The contributions recognised in respect to defined contribution benefit plans are expenses as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

Foreign currencies

Transactions entered into by Group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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4. 主要會計政策概要 (續)

外幣 (續)

因結算及換算貨幣項目而產生的匯兌差額會於產生期間的損益中確認。重新換算非貨幣項目所產生的匯兌差額，以公平值計入期內損益，惟重新換算非貨幣項目產生的盈虧差異於其他全面收益內確認，在此情況下，匯兌差額亦於其他全面收益內確認。

於綜合賬目時，海外業務的收益及開支項目按年內平均匯率換算為本集團呈報貨幣（即美元），除非期內匯率波幅嚴重，在此情況下，則使用交易進行時的相若匯率。海外業務所有資產及負債按申報期間結算日的匯率換算。所產生的匯兌差額（如有）在其他全面收益內確認並於權益內作為外匯儲備累計。

在出售海外業務時，確認於該業務截至出售日期止的外匯儲備的累計匯兌差額，將重新分類至損益，作為出售溢利或虧損的一部分。

借貸成本

直接歸屬於合資格資產的購置、建造或生產的借貸成本，並須經過相當長時間才能達到可使用或可銷售狀態的資產，應予以資本化而成為該資產成本的組成部分，直至有關資產大致可作擬定用途或出售為止。有待用於合資格資產之特定借貸在用作臨時投資所賺取之收入，會從合資格資本化之借貸成本中扣除。

所有其他借貸成本乃於發生期內確認為盈虧。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. US\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Borrowings costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use on sale. Income earned on temporary investments of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

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4. 主要會計政策概要 (續)

所得稅

所得稅包括當期所得稅及遞延所得稅。

當期所得稅資產及／或負債包括於報告日期尚未繳付並與當期或先前申報期有關應向財政機關履行或申索之稅務責任或稅務權利。該等稅務資產及／或負債乃根據相關財政期間之適用稅率及稅法，按年內應課稅溢利計算。當期稅務資產或負債之所有變動，均於損益確認為稅項開支一部份。

遞延所得稅乃使用負債法計算之財務報表中資產及負債賬面值與各自的稅基之間於結算日的暫時差額。在一般情況下，所有應課稅暫時差額產生之遞延稅項負債均予確認。所有可扣稅暫時差額、可供結轉稅項虧損及其他未用稅項抵免產生之遞延稅項資產，只會在很可能有應課稅溢利（包括現有應課稅暫時差額）用作抵銷該等可扣稅暫時差額、未用稅項虧損及未用稅項抵免之情況下，才加以確認。

倘臨時差額乃源自對應課稅或會計溢利或虧損並無影響之交易帶來之商譽或首次確認（業務合併除外）資產及負債，則不會就此確認遞延稅項資產及負債。

投資附屬公司、聯營公司及合營企業所產生之應課稅暫時差額須確認為遞延所得稅負債，惟倘本集團可以控制撥回暫時差額及暫時差額可能不會在可見將來撥回者則除外。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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4. 主要會計政策概要 (續)

所得稅 (續)

遞延所得稅 (概無折現) 按於清償負債或預期變現資產的期間所適用之稅率計算，惟稅率必須於申報日已頒佈或實際上為基準。

遞延所得稅資產或負債之變動在損益內確認，或倘與於其他全面收益中或直接於權益中扣除或計入之項目有關，則在其他全面收益中或直接於權益中確認。

當期所得稅資產與當期所得稅負債只會於以下情況以淨額呈列：

- (a) 本集團有依法強制執行權將已確認金額對銷；
- (b) 計劃以淨額基準結算或同時將資產變現及結清負債；
- (c) 實體依法有強制執行權可以將當期所得稅資產與當期所得稅負債對銷；及
- (d) 遞延所得稅資產與遞延所得稅負債是關於同一稅務機關就以下任何一項所徵收之所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間 (指預期在有關期間內將結清或收回大額之遞延所得稅負債或資產之期間) 以淨額基準結算當期所得稅負債與資產或同時將變現資產及清償負債之不同應課稅實體。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.
- (c) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (d) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) 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.

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4. 主要會計政策概要 (續)

物業、廠房及設備

物業、廠房及設備 (包括持作生產或提供貨品或服務或作行政用途的土地及樓宇, 但按下文所述不包括在建項目) 以成本減累計折舊及減值虧損 (如有) 列賬。

物業、廠房及設備的成本包括其購買價格及收購該等項目的直接應計成本。

僅當與資產項目相關的未來經濟利益將流入本集團及該項目的成本能可靠計量時, 其後成本方會計入該資產的賬面值或確認為獨立資產 (如適用)。被取代部分的賬面值終止確認。所有其他維修及保養於發生的期間在損益內確認為開支。

折舊乃透過於物業、廠房及設備 (在建物業除外) 的估計可使用年期內以直線法撇銷項目成本減估計剩餘價值後確認。估計可使用年期、估計剩餘價值及折舊法於每個報告期末檢討, 任何估計變動的影響往後入賬。主要類別的物業、廠房及設備折舊如下:

樓宇及廠房	20至50年
機器	3至10年
汽車	5至12年
傢俱及設備	5至15年

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the period in which they are incurred.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than properties under construction) less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, estimated residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The major categories of property, plant and equipment are depreciated as follows:

Building and Plant	20-50 years
Machinery	3-10 years
Motor vehicles	5-12 years
Furniture and equipment	5-15 years

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4. 主要會計政策概要 (續)

物業、廠房及設備 (續)

擬用作生產、供應或行政用途的在建物業按成本減已確認的減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策資本化的借貸成本。該等物業在完工並可用於擬定用途時分類至物業、廠房及設備的適當類別。該等資產與其他物業資產按相同基準，在可用作其擬定用途時開始計算折舊。

因出售或終止使用物業、廠房及設備項目而產生的任何收益或虧損會按出售所得款項淨額及資產賬面值之間的差額釐定，並會計入損益賬內。

土地使用權

土地使用權指收購長期權益作土地用途的首付款。付款按成本減累計攤銷及任何減值虧損列賬。攤銷在租期(40年至50年)期按直線法計算。

無形資產(商譽除外)及研發活動

無形資產(商譽除外)

獨立收購的無形資產初步按成本確認。初步確認後，使用年期有限的無形資產會按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產會於估計使用年限內按直線法作攤銷撥備。無形資產於可供使用時開始計算攤銷。

可使用年期無限的無形資產會按成本減任何減值虧損列賬。可使用年期無限的無形資產每年進行減值測試。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Land use rights

Land use rights represent up-front payments to acquire long term interest in the usage of land. The payments are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on straight-line method over the lease terms between 40 to 50 years.

Intangible assets (other than goodwill) and research and development activities

Intangible assets (other than goodwill)

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line method over their estimated useful lives. Amortisation commences when the intangible assets are available for use.

Intangible assets with indefinite useful lives are carried at cost less any impairment losses. Intangible assets with indefinite useful lives are tested for impairment annually.

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4. 主要會計政策概要 (續)

無形資產 (商譽除外) 及研發活動 (續)

研發成本

與研究活動相關的成本於產生時於損益內支銷。個別項目開發開支產生的無形資產在符合以下確認規定時確認：

- 顯示供內部使用或出售的準產品具技術可行性；
- 本集團有意完成及使用或出售無形資產；
- 本集團顯示有能力使用或出售無形資產；
- 無形資產將透過內部使用或出售而產生可能的經濟利益；
- 有足夠技術、財務及其他資源支持無形資產的完成；及
- 歸屬於該無形資產的支出能夠可靠地計量。

不符上述準則的開發開支乃在其發生的當期支出。

可使用年期有限的已資本化開發成本乃由產品開始商業生產時按直線法在預期產生利益期間攤銷。可使用年期無限的已資本化開發成本每年進行減值測試。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill) and research and development activities (Continued)

Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. An intangible asset arising from development expenditure on an individual project is recognised provided they meet the following recognition requirements:

- demonstration of technical feasibility of the prospective product for internal use or sale;
- there is intention to complete the intangible asset and use or sell it;
- the Group's ability to use or sell the intangible asset is demonstrated;
- the intangible asset will generate probable economic benefits through internal use or sale;
- sufficient technical, financial and other resources are available for completion; and
- the expenditure attributable to the intangible asset can be reliably measured.

Development expenditure which does not meet the above criteria is expensed when incurred.

Capitalised development costs that have a finite useful life are amortised from the commencement of the commercial production of the product on straight-line method over the period of its expected benefit. Capitalised development costs with indefinite useful lives are tested for impairment annually.

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4. 主要會計政策概要 (續)

有形及無形資產的減值

於報告期末，本集團審閱具有有限使用年限的有形及無形資產的賬面值，以釐定是否存在任何跡象顯示該等資產已遭受減值虧損。倘發現上述任何跡象，本公司將估計資產的可收回金額，以釐定減值虧損（如有）的程度。如無法估計某項個別資產的可收回金額，本集團將估計該項資產所屬的現金產生單位的可收回金額。倘能識別一個合理和貫徹的分配基準，亦會將企業資產分配至個別現金產生單位，或分配至可以識別合理和貫徹的分配基準的現金產生單位最小組合。

可收回金額乃指公平值減銷售成本及在用價值兩者的較高者。於評定在用價值時，估計的日後現金流量以稅前折現率折現至現值，而稅前折現率反映貨幣時間價值的現時市場評估及與資產相關的風險。

倘資產的可收回金額估計少於賬面值，則資產的賬面值調低至可收回金額。減值虧損即時確認為損益，除非相關資產按重估價值列賬，在該情況下，減值虧損作為重估減值處理。

倘有形及無形資產（商譽除外）的減值虧損其後撥回，則資產賬面值會調高至經修訂的估計可收回金額，惟已增加的賬面值不得超逾在資產於過往年度並無確認減值虧損的情況下釐定的賬面值（扣除任何折舊或攤銷）。撥回的減值虧損即時於損益確認，除非相關資產按重估價值列賬，在該情況下，減值虧損撥回作為重估增值處理。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets that have a finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss of tangible and intangible assets (other than goodwill) subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of any depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

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4. 主要會計政策概要 (續)

存貨

存貨乃按成本或可變現淨值兩者中的較低者列賬。成本包括直接材料及(如適用)直接勞工成本及將存貨達致目前位置和狀況所牽涉的經常性費用。成本按加權平均法計算。可變現淨值指存貨的估計售價減去所有估計完工成本和營銷、銷售及分銷所牽涉的成本。

金融工具

當本集團實體成為工具合約條文的訂約方時，於綜合財務狀況表確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)而直接產生的交易成本於首次確認時於該項金融資產或金融負債的公平值中計入或扣除(如適用)。因收購按公平值計入損益的金融資產或金融負債而直接產生的交易成本會即時於損益確認。

金融資產

本集團的金融資產分類為貸款及應收款項。常規買賣的所有金融資產根據買賣日期確認及終止確認。常規買賣指須於規例或有關市場慣例形成的時間框架內交付資產的金融資產買賣。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace concerned.

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4. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項指於活躍市場並無報價的定額或可釐定付款的非衍生金融資產。貸款及應收款項 (包括貿易及其他應收款項、已抵押銀行存款、銀行結餘及現金) 以實際利率法的攤銷成本減任何已識別減值虧損 (請參閱下文金融資產減值虧損的會計政策) 列賬。

實際利率法

實際利率法為計算金融資產於有關期間已攤銷成本以及分配利息收入的方法。實際利率指將金融資產於整個預計可用年期或 (倘適用) 較短期間內的估計未來現金收款額 (包括構成實際利率一部分的所有已付或已收費用、交易成本及其他溢價或折讓) 準確折算至首次確認的賬面淨值的利率。

金融資產減值

金融資產應在每一報告期期末評定是否存在減值跡象。如果存在客觀證據，顯示金融資產的預期未來現金流量將因初步確認該金融資產後發生的一項或多項事件而受影響，則該金融資產出現減值。

就金融資產而言，減值的客觀證據可包括發行人或交易方出現重大財政困難、違約 (例如未能繳付或延遲償還利息及本金)、借款人有可能面臨破產或進行財務重組，或因財政困難而導致金融資產失去活躍市場。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These (including trade and other receivables, pledged bank deposits and bank balances and cash) are carried at amortised cost using effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For financial assets, objective evidence of impairment could include significant financial difficulty of the issuer or counterparty; or breach of contract, such as default or delinquency in interest and principal payments; or it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

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4. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就若干類別金融資產(如貿易應收款項)而言,已評定為不會單獨作出減值的資產其後會一併評估減值。應收款項組合減值的客觀證據可包括本集團過往收款記錄、組合中逾期六個月至一年的平均信貸期的拖延付款宗數增加,及與拖欠應收款項有關的國家或地方經濟狀況出現明顯變動。

就按攤銷成本到賬的金融資產而言,當有客觀證據顯示資產減值時,於損益確認減值虧損,並按資產賬面值與按原實際利率貼現的估計日後現金流量現值間的差額計量。

與所有金融資產有關的減值虧損會直接於金融資產的賬面值中扣減,惟貿易及其他應收款項除外,其賬面值會透過使用撥備賬扣減。撥備賬內的賬面值變動會於損益中確認。當貿易應收賬款或其他應收款項被視為不可收回時,將於撥備賬內撇銷。若之前撇銷的金額在其後收回,則會於撥備賬內撇銷。撥備賬內的賬面值變動會於損益中確認。

倘於隨後期間減值虧損的數額減少,而此項減少可客觀地與確認減值虧損後的發生的事件聯繫,則先前確認的減值虧損於損益中撥回,惟撥回減值當日的資產賬面值不得超過假設未確認減值時的已攤銷成本。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of six months to one year, and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

In a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

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4. 主要會計政策概要 (續)

金融工具 (續)

金融負債及權益

集團實體發行的金融負債及權益工具乃根據所訂立合同安排的內容與金融負債及權益工具的定義分類。

金融負債

金融負債 (包括銀行及其他借貸、貿易及其他應付款項及應付關連公司款項) 其後以實際利率法按攤銷成本計量。

實際利率法

實際利率法乃用於計算相關期間內金融負債及分配利息開支的攤銷成本的方法。實際利率乃用於準確地將預計金融負債年期或(倘合適)更短期間的估計未來現金付款折現的利率。

利息開支按實際利率基準確認。

權益工具

權益工具為證明本集團於扣減所有負債後在資產中有剩餘權益的任何合同。

本公司所發行的權益工具按已收所得款項減直接發行成本列賬。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities

Financial liabilities including bank and other borrowings, trade and other payables and amounts due to related companies are subsequently measured at amortised cost, using effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

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NOTES TO THE FINANCIAL STATEMENTS

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4. 主要會計政策概要 (續)

金融工具 (續)

終止確認

當從資產收取現金流量的合約權利屆滿或金融資產已轉讓，且本集團已將金融資產所有權絕大部分風險及回報轉讓時，金融資產終止確認。

終止確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計的累計收益或虧損總額間的差額，乃於損益確認。

金融負債於有關合約註明的責任獲履行、取消或屆滿時終止確認。終止確認的金融負債賬面值與已付及應付代價間的差額，乃於損益確認。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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4. 主要會計政策概要 (續)

現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金，銀行活期存款及短期而易於套現之投資，而該等投資並無重大的價值變動風險，可隨時兌換成可知數額之現金，且原有到期時限不超過三個月。

關聯方

倘任何人士符合以下條件，則視為本集團的關聯方：

- (i) 該名人士能直接或間接透過一間或多間中介機構控制本集團，或於本集團作出財務及經營決策時能對本集團行使重大影響力，或與他人共同控制本集團；
- (ii) 本集團及該名人士受到共同控制；
- (iii) 該方為本集團聯營公司或合資企業，而本集團是合資者；
- (iv) 該名人士為本集團或本集團母公司的主要管理層人員或該人員的近親，或是受該等人士控制、共同控制或重大影響的實體；
- (v) 該名人士為第(i)項所述人士的近親，或是受該等人士控制、共同控制或重大影響的實體；或
- (vi) 該名人士乃為本集團或屬本集團關聯方的任何實體的僱員福利而設的離職後福利計劃。

任何個別人士的近親指與該實體交易時預期可能影響該個別人士或受該個別人士影響的家庭成員。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

Cash and cash equivalents represent cash at bank and in hand, demand deposits with banks and short-term highly liquid investment with original maturities of three months or less that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value.

Related parties

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

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

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4. 主要會計政策概要 (續)

分部呈報

本集團根據定期向執行董事呈報之內部財務資料確定其經營分部及編製分部資料，該等財務資料乃供執行董事作決定如何分配資源至本集團各業務分部及檢討該等業務分部表現之用。

本集團根據國際財務報告準則第8號作出分部報告的計量政策與其根據國際財務報告準則編製的財務報表所採用者一致，惟下述各項：

- 應佔以權益會計法入賬的聯營公司業績
- 所得稅
- 財務成本
- 非由營運分部業務活動直接應佔的公司收入及開支

於計算經營分部的業績時並未被包括在內。

政府補助金

政府補助金只能在合理確定可以取得補助金及本集團將符合所有附帶條件時按公平值確認。與成本相關的政府補助金將予遞延，並在損益確認，所用期間乃使補助金與擬補助的成本相應配合者。與購買資產相關的政府補助金乃於財務狀況表中計入負債作為遞延政府補助金，並於相關資產的預計年內以直線法在損益確認。

與收益相關的政府補助金乃於全面收益表內「其他收入」項內合計呈列。

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

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

- share of results of associate accounted for using equity method
- income tax
- finance costs
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

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

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the statement of financial position and are recognised in profit or loss on straight-line method over the expected lives of the related assets.

Government grants relating to income is presented in gross under "Other income" in the statement of comprehensive income.

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5. 重要會計估計及判斷

編製該等財務報表採用的估計及相關假設按持續基準檢討。至於對會計估計的修訂，倘修訂的影響僅及於該期間，則於修訂估計的期間確認；倘修訂影響當前和未來期間，則於修訂期間和未來期間確認。

以下為估計不確定因素的主要來源，不確定因素具有重大風險，可能於下個財政年度內對資產及負債的賬面值造成重大調整。

貿易及其他應收款項減值

根據可向債務人收回應收款項的評估，作出貿易及其他應收款項的減值。確定減值時需要管理層作出判斷及估計，倘未來的實際結果或期望有異於原本的估計，該等差異將影響在該等估計改變期間應收款項和減值虧損／撥回減值虧損的賬面值。

無形資產的可使用年期

董事估計無形資產（即藥業的知識產權）具有無限使用年期，皆因彼等相信，此等知識產權預計可以提供現金流量的期間並無可預見的期限，而此等知識產權可在若干期間內以極低成本續期，且產品可在市場上存續。

商譽減值

釐定商譽是否減值需要評估獲分配商譽的現金產生單位的在用價值。計算在用價值需要本集團評估源自現金產生單位的未來現金流及合適的折現率以計算現值。當實際未來現金流低於預期，則可能出現重大減值。於二零一零年十二月三十一日，商譽的賬面值為6,824,000美元。可收回金額的計算方法於附註20披露。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The estimates and underlying assumptions used in the preparation of these financial statements are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of trade and other receivables

Impairment of trade and other receivables is made based on assessment of the recoverability of receivables from debtors. The identification of the impairment requires management judgements and estimates where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the receivables and impairment losses/reversal of impairment losses in the period in which such estimate has been changed.

Useful lives of intangible assets

The directors estimate that the intangible assets, which represent the intellectual property rights in pharmaceutical industry, have indefinite useful lives as they believe that there is no foreseeable limit on the period of time over which these intellectual property rights are expected to provide cash flows and these intellectual property rights can be renewable in a period of time at minimal cost and the products are continuing in the market.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2010, the carrying amount of goodwill is US\$6,824,000. Details of the recoverable amount calculation are disclosed in note 20.

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6. 收入及其他收入

本集團於年內的收入（即本集團的營業額）及其他收入之分析如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
銷售貨品的收入	Revenue from sales of goods	58,607	47,932
其他收入	Other income		
政府補助金	Government grants	1,859	546
並非按公平值計入損益的 金融資產的利息收入	Interest income on financial assets not at fair value through profit or loss	109	247
其他	Others	4	27
		1,972	820

本集團獲中國地方政府提供補助金以嘉許本集團的表現及開發高科技藥品。收取的補助金不附帶任何條件。

6. REVENUE AND OTHER INCOME

An analysis of the Group's revenue, which is also the Group's turnover, and other income for the years are as follows:

The Group received grants from the local government in the PRC as recognition of the Group's performance and development of high-technology pharmaceutical products. The grants received were not subject to any conditions.

7. 分部資料

就管理而言，本集團乃根據產品種類組織為業務單位，並有兩個須予呈報的經營分部如下：

- 風濕專科處方西藥；
- 其他藥品。

7. SEGMENT INFORMATION

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

- Rheumatic specialty prescription western pharmaceuticals;
- Other pharmaceuticals.

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7. 分部資料 (續)

管理層就資源分配及表現評估方面作出決定時分開監察其業務單位的業績。分部表現乃按照須予呈報分部的業績來評定，詳情於下表說明。

7. SEGMENT INFORMATION (Continued)

Management monitors the results of its business units separately for the purpose of making decision about resources allocation and performance assessment. Segment performance is evaluated based on the results from the reportable segments as explained in the table below.

		二零一零年 2010		
		風濕專科 處方西藥 Rheumatic specialty prescription western pharmaceuticals 千美元 US\$'000	其他藥品 Other pharmaceuticals 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue			
– 來自對外客戶的收入	– Revenue from external customers	40,579	18,028	58,607
須予呈報分部溢利	Reportable segment profit	32,152	6,281	38,433
		二零零九年 2009		
		風濕專科 處方西藥 Rheumatic specialty prescription western pharmaceuticals 千美元 US\$'000	其他藥品 Other pharmaceuticals 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue			
– 來自對外客戶的收入	– Revenue from external customers	33,102	14,830	47,932
須予呈報分部溢利	Reportable segment profit	26,256	6,183	32,439

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7. 分部資料 (續)

本集團經營分部業績的總額與財務報表呈報的本集團主要財務數據的對賬如下：

7. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconciled to the Group's key financial figures as presented in the financial statements is as follows:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
溢利或虧損	Profit or loss		
須予呈報分部溢利	Reportable segment profit	38,433	32,439
應佔聯營公司的除稅後溢利	Share of post-tax profit of an associate	221	–
其他未分配收入	Other income not allocated	1,972	820
其他未分配開支	Other expenses not allocated	(27,453)	(23,689)
財務成本	Finance costs	(388)	(667)
所得稅前溢利	Profit before income tax	12,785	8,903

須予呈報分部溢利指各分部的毛利，乃向執行董事匯報作資源分配及表現評估用途的計量方法。

Reportable segment profit represent the gross profit by each segment. This is the measure reported to the executive directors for the purpose of resource allocation and performance assessment.

於截至二零一零年十二月三十一日止年度，本集團收入當中的14%（二零零九年：15%）乃來自「其他藥品」分部中的單一客戶。於報告日，本集團貿易應收款項之23%（二零零九年：14%）來自於該客戶。

During the year ended 31 December 2010, 14% (2009: 15%) of the Group's revenue was derived from a single customer in the "other pharmaceuticals" segment. As at the reporting date, 23% (2009: 14%) of the Group's trade receivables was due from this customer.

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7. 分部資料 (續)

本集團的收入乃劃分作下列地區：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
中國(常駐)	PRC (domicile)	57,512	47,315
海外	Overseas	1,095	617
		58,607	47,932

客戶的地區位置乃以提供服務或付運貨品的位置為基準。本公司為於開曼群島註冊成立的投資控股公司，而本集團在當地並無任何業務，本集團的主要營運及工作團隊位於中國，因此，中國就國際財務報告準則第8號「經營分部」所規定的披露而言被視作本集團的常駐國家。

於兩個年度，本集團的所有非流動資產幾乎均位於中國。

由於並無定期向管理層提供分部資產或分部負債資料，故並無呈列有關資料。

7. SEGMENT INFORMATION (Continued)

The Group's revenues are divided into the following geographical areas:

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The Company is an investment holding company incorporated in the Cayman Islands where the Group does not have any activities, the Group has the majority of its operations and workforce in the PRC, and therefore, PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by IFRS 8 "Operating Segments".

Almost all of the non-current assets of the Group were located in the PRC in both years.

No segment assets or segment liabilities is presented as they are not regularly provided to the management.

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8. 經營溢利

本集團的經營溢利乃經扣除／（計入）
下列各項得出：

8. PROFIT FROM OPERATIONS

The Group's profit from operations has been arrived at after
charging/(crediting):

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
核數師酬金	Auditors' remuneration		
— 核數服務	– Audit service	111	44
— 非核數服務	– Non-audit service	66	–
物業、廠房及設備折舊	Depreciation of property, plant and equipment	1,050	864
土地使用權攤銷	Amortisation of land use rights	59	48
貿易應收款項減值撥備	Provision for impairment of trade receivables	153	50
其他應收款項 減值（撥回）／撥備	(Reversal of)/provision for impairment of other receivables	(440)	2
匯兌（收益）／虧損淨額	Net exchange (gain)/loss	(161)	25
確認為開支的存貨成本	Cost of inventories recognised as expenses	19,922	15,268
土地及樓宇的經營租賃開支	Operating lease charges in respective of land and building	353	377
研發成本	Research and development costs	274	274
出售物業、廠房及設備虧損	Loss on disposals of property, plant and equipment	20	18
陳舊存貨（撥回）／撥備	(Reversal of)/provision for obsolete inventories	(26)	–
無形資產撇銷	Write off of intangible asset	51	15
員工成本（包括董事薪酬）	Staff costs (including directors' remuneration)		
— 工資及薪金	– Wages and salaries	5,568	4,804
— 定額供款計劃	– Defined contribution plan	459	268
		6,027	5,072

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9. 財務成本

9. FINANCE COSTS

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
須於五年內悉數償還之 銀行借貸利息	Interest on bank borrowings wholly repayable within five years	433	667
減：計入在建工程之 資本化利息	Less: Interest capitalised included in construction in progress	(45)	-
		388	667

10. 董事和五名最高薪人士的薪酬

10. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

董事薪酬

Directors' remuneration

已付及應付予本公司董事的薪酬總額如下：

The aggregate amount of remuneration paid and payable to the directors of the Company are as follows:

		袍金 Fees 千美元 US\$'000	薪金、津貼和 實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000	退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000	總計 Total 千美元 US\$'000
截至二零一零年十二月 三十一日止年度	Year ended 31 December 2010				
執行董事：	Executive directors:				
徐軍	Xu Jun	-	168	14	182
劉曉東	Liu Xiao Dong	-	99	11	110
非執行董事：	Non-executive directors:				
Stephen Burnau Hunt	Stephen Burnau Hunt	29	-	-	29
李晉頤	Lee Jin Yi	-	-	-	-
湯軍	Tang Jun	-	-	-	-
陶芳芳	Tao Fang Fang	-	-	-	-
葉佩玲	Yip Pui Ling, Rebecca	-	-	-	-
獨立非執行董事：	Independent non-executive directors:				
Robert Peter Thian	Robert Peter Thian	27	-	-	27
陳記煊	Chan Kee Huen, Michael	22	-	-	22
鄧昭平	Tang Chiu Ping, Raymond	22	-	-	22
		100	267	25	392

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10. 董事和五名最高薪人士的薪酬 (續)

董事薪酬 (續)

		袍金 Fees 千美元 US\$'000	薪金、津貼和 實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000	退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000	總計 Total 千美元 US\$'000
截至二零零九年十二月 三十一日止年度	Year ended 31 December 2009				
執行董事：	Executive directors:				
徐軍	Xu Jun	-	151	11	162
劉曉東	Liu Xiao Dong	-	100	9	109
非執行董事：	Non-executive directors:				
Stephen Burnau Hunt	Stephen Burnau Hunt	-	-	-	-
李晉頤	Lee Jin Yi	-	-	-	-
湯軍	Tang Jun	-	-	-	-
陶芳芳	Tao Fang Fang	-	-	-	-
葉佩玲	Yip Pui Ling, Rebecca	-	-	-	-
獨立非執行董事：	Independent non-executive directors:				
Robert Peter Thian	Robert Peter Thian	-	-	-	-
陳記煊	Chan Kee Huen, Michael	-	-	-	-
鄧昭平	Tang Chiu Ping, Raymond	-	-	-	-
		-	251	20	271

五名最高薪人士

五名最高薪人士包含本公司兩名董事 (二零零九年：兩名)，彼等的薪酬詳情載於上文的分析。餘下三名 (二零零九年：三名) 最高薪人士的薪酬詳情如下：

10. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

Directors' remuneration (Continued)

		袍金 Fees 千美元 US\$'000	薪金、津貼和 實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000	退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000	總計 Total 千美元 US\$'000
截至二零零九年十二月 三十一日止年度	Year ended 31 December 2009				
執行董事：	Executive directors:				
徐軍	Xu Jun	-	151	11	162
劉曉東	Liu Xiao Dong	-	100	9	109
非執行董事：	Non-executive directors:				
Stephen Burnau Hunt	Stephen Burnau Hunt	-	-	-	-
李晉頤	Lee Jin Yi	-	-	-	-
湯軍	Tang Jun	-	-	-	-
陶芳芳	Tao Fang Fang	-	-	-	-
葉佩玲	Yip Pui Ling, Rebecca	-	-	-	-
獨立非執行董事：	Independent non-executive directors:				
Robert Peter Thian	Robert Peter Thian	-	-	-	-
陳記煊	Chan Kee Huen, Michael	-	-	-	-
鄧昭平	Tang Chiu Ping, Raymond	-	-	-	-
		-	251	20	271

Five highest paid individuals

The five highest paid individuals included two directors (2009: two) of the Company, details of whose remuneration are reflected in the analysis presented above. Details of remuneration of the remaining three (2009: three) highest paid individuals are as follows:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
薪金、津貼及實物福利	Salaries, allowances and benefits in kind	245	262
退休福利計劃供款	Retirement benefit plans contributions	34	27
總計	Total	279	289

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10. 董事和五名最高薪人士的薪酬 (續)

支付予上述非董事的人士的薪酬屬於以下範疇：

零 – 128,000美元 Nil – US\$128,000

年內，概無董事豁免或同意豁免任何薪酬的安排。

年內，本集團概無支付酬金予董事或任何五名最高薪酬人士，作為加入本集團或加入本集團後的獎勵或離職賠償。

10. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

The remuneration paid to each of the above non-director individuals fell within the following bands:

二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
3	3

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

No emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or compensation for loss of office during the year.

11. 所得稅開支

當期所得稅	Current tax
– 中國企業所得稅 (「企業所得稅」)	– PRC Enterprise Income Tax (“EIT”)
遞延所得稅	Deferred tax
– 預扣所得稅 (附註28)	– Withholding Income Tax (note 28)

二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
2,572	1,198
–	325
2,572	1,523

在中國產生的應課稅溢利的稅項已按本集團經營所在的稅務司法權區的適用稅率計算。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及其實施細則，中國附屬公司的稅率一律為25% (二零零九年：25%)。

其中一間附屬公司在中國獲認定為高新技術企業，由二零一零年一月一日起可享有優惠企業所得稅率，按15%稅率繳稅。

11. INCOME TAX EXPENSE

Tax on assessable profits arising in the PRC has been calculated at the applicable rates of tax prevailing in the tax jurisdiction in which the Group operates.

Under the Law of the People's Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2009: 25%).

One of the subsidiaries has been certified for high and new technology enterprises in the PRC and enjoyed a preferential enterprise income tax rate of 15% starting from 1 January 2010.

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11. 所得稅開支 (續)

本集團若干附屬公司為外商獨資企業，根據中國外商投資企業和外國企業所得稅法，該等公司在抵銷過往年度的稅務虧損後的首個獲利年度起，首兩年免繳企業所得稅，隨後三年減半繳納企業所得稅。

年內所得稅開支與綜合全面收益表所示的所得稅前溢利的對賬如下：

11. INCOME TAX EXPENSE (Continued)

Certain subsidiaries of the Group are wholly-owned foreign enterprises in accordance with the Income Tax Law of the PRC for Enterprise with Foreign Investment and Foreign Enterprises and are entitled to full exemption from EIT for two years and a 50% reduction in the following three years thereafter starting from the first profit-making year after offsetting prior years' tax losses.

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of comprehensive income as follows:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
所得稅前溢利	Profit before income tax	12,785	8,903
按適用於有關司法權區溢利的稅率計算的稅項	Tax on profit at the rates applicable to the jurisdictions concerned	2,591	2,080
以下各項的稅務影響：	Tax effect of:		
不可扣稅開支的稅務影響	Tax effect on non-deductible expenses	209	173
非課稅收入的稅務影響	Tax effect on non-taxable income	(5)	(1)
應佔聯營公司除稅後溢利的稅務影響	Tax effect of share of post-tax profits of an associate	(36)	-
未確認稅務虧損	Unrecognised tax losses	-	12
動用先前未確認的稅務虧損的稅務影響	Tax effect of utilisation of tax losses previously not recognised	(12)	-
稅務寬免	Tax exemption	(175)	(1,066)
對本集團中國附屬公司的可分配溢利徵收的預扣稅的影響	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	-	325
年內的所得稅開支	Income tax expense for the year	2,572	1,523

12. 本公司擁有人應佔溢利

本公司擁有人應佔綜合溢利10,213,000美元(二零零九年:7,380,000美元)中，797,000美元(二零零九年:無)之虧損已於本公司財務報表內處理。

12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated profit attributable to the owners of the Company of US\$10,213,000 (2009: US\$7,380,000), a loss of US\$797,000 (2009: nil) has been dealt with in the financial statements of the Company.

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13. 股息

13. DIVIDENDS

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
年度應佔股息：	Dividend attributable to the year:		
每股1.80美仙之二零一零年 特別股息（附註a）	Special dividend for 2010 of US1.80 cents per share (note a)	5,390	-
每股14.42美仙之二零零九年 中期股息（附註b）	Interim dividend for 2009 of US14.42 cents per share (note b)	-	3,300
		5,390	3,300
過往財政年度應佔股息， 年內批准及確認 （附註c）	Dividend attributable to the previous financial year, approved and recognised during the year (note c)	-	3,340
		5,390	6,640

(a) 根據於二零一零年四月九日舉行的股東大會通過的普通決議案，本公司向當時之股東宣派股息每股1.8美仙，合計約5,390,000美元。

(b) 根據於二零零九年十二月十一日舉行的股東大會通過的普通決議案，本集團就截至二零零九年十二月三十一日止年度宣派股息每股14.42美仙，合計約3,300,000美元。

(c) 根據於二零零九年一月十九日舉行的股東大會通過的普通決議案，本集團批准截至二零零八年十二月三十一日止年度之末期股息每股18.38美仙，合計3,340,000美元。

(a) Pursuant to the ordinary resolution passed at the General Meeting held on 9 April 2010, the Company declared a dividend of US1.8 cents per share, totalling approximately US\$5,390,000, to the then shareholders.

(b) Pursuant to the ordinary resolution passed at the General Meeting held on 11 December 2009, the Group declared a dividend of US14.42 cents per share, totalling approximately US\$3,300,000, in respect of the year ended 31 December 2009.

(c) Pursuant to the ordinary resolutions passed at the General Meeting held on 19 January 2009, the Group approved a final dividend of US18.38 cents per share, totalling US\$3,340,000, in respect of the year ended 31 December 2008.

董事建議派發截至二零一零年十二月三十一日止年度的末期股息每股1.41美仙，合計約5,852,000美元，惟須於應屆股東大會上獲股東批准後，方可作實。

The final dividend of US1.41 cents per share, totally approximately US\$5,852,000, in respect of the year ended 31 December 2010 has been proposed by the directors and is subject to approval by the shareholders at the forthcoming general meeting.

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14. 每股盈利

每股基本盈利乃按年內本公司擁有人應佔綜合溢利及374,438,356股已發行股份(二零零九年: 300,000,000股)之加權平均數計算, 並假設本集團重組已於二零零九年一月一日起生效, 詳情載於附註25。

由於年內並無潛在攤薄股份, 故並無呈列每股攤薄盈利。

15. 於附屬公司之權益

投資	Investments
未上市股份, 按成本值	Unlisted shares, at cost

有關報告期期末之附屬公司詳情載於附註35。

應收/(應付)一間附屬公司的金額為無抵押、免息及須應要求償還。董事認為, 結餘的賬面值與公平值相若。

14. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the consolidated profit attributable to owners of the Company and on the weighted average number of 374,438,356 (2009: 300,000,000) shares in issue during the year on the assumption that the Group Reorganisation as detailed in note 25 have been effective on 1 January 2009.

No diluted earnings per share is presented as there were no potential dilutive shares during the year.

15. INTEREST IN A SUBSIDIARY

	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
投資		
未上市股份, 按成本值	25,020	—

Details of the subsidiaries at the end of the reporting period are set out in note 35.

The amounts due from/(to) a subsidiary were unsecured, interest-free and repayable on demand. The directors consider that the carrying amounts of the balances approximate to their fair values.

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16. 物業、廠房及設備

16. PROPERTY, PLANT AND EQUIPMENT

本集團

Group

		樓宇及廠房	機器	汽車	傢具及設備	在建工程	總計
		Building and plant	Machinery	Motor vehicles	Furniture and equipment	Construction in progress	Total
		千美元	千美元	千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
於二零零九年一月一日 At 1 January 2009							
成本	Cost	10,059	3,827	426	600	43	14,955
累計折舊	Accumulated depreciation	(442)	(550)	(229)	(201)	-	(1,422)
賬面淨值	Net carrying amount	9,617	3,277	197	399	43	13,533
截至二零零九年十二月三十一日止年度 Year ended 31 December 2009							
年初賬面淨值	Opening net carrying amount	9,617	3,277	197	399	43	13,533
匯兌調整	Exchange adjustment	9	3	-	1	-	13
添置	Additions	331	350	172	272	3,162	4,287
折舊	Depreciation	(325)	(340)	(91)	(108)	-	(864)
處置	Disposals	-	(8)	(2)	(8)	-	(18)
從在建工程轉撥	Transfer from construction in progress	424	12	-	-	(436)	-
年末賬面淨值	Closing net carrying amount	10,056	3,294	276	556	2,769	16,951
於二零零九年十二月三十一日 At 31 December 2009							
成本	Cost	10,824	4,072	574	769	2,769	19,008
累計折舊	Accumulated depreciation	(768)	(778)	(298)	(213)	-	(2,057)
賬面淨值	Net carrying amount	10,056	3,294	276	556	2,769	16,951
截至二零一零年十二月三十一日止年度 Year ended 31 December 2010							
年初賬面淨值	Opening net carrying amount	10,056	3,294	276	556	2,769	16,951
匯兌調整	Exchange adjustment	309	101	8	17	85	520
添置	Additions	48	1,003	291	344	1,726	3,412
折舊	Depreciation	(415)	(395)	(70)	(170)	-	(1,050)
處置	Disposals	-	(15)	(14)	(7)	-	(36)
從在建工程轉撥	Transfer from construction in progress	3,136	427	45	117	(3,725)	-
年末賬面淨值	Closing net carrying amount	13,134	4,415	536	857	855	19,797
於二零一零年十二月三十一日 At 31 December 2010							
成本	Cost	14,340	5,822	855	1,219	855	23,091
累計折舊	Accumulated depreciation	(1,206)	(1,407)	(319)	(362)	-	(3,294)
賬面淨值	Net carrying amount	13,134	4,415	536	857	855	19,797

於二零一零年十二月三十一日，賬面淨值為3,138,000美元之若干廠房及設備（二零零九年：9,608,000美元）已抵押作為銀行融資之抵押品及銀行借貸的擔保。

As at 31 December 2010, certain plant and equipment with a carrying amount of US\$3,138,000 (2009: US\$9,608,000) were pledged to secure the banking facilities and bank borrowings.

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17. 土地使用權

17. LAND USE RIGHTS

本集團

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
香港境外，按以下方式 持有：	Outside Hong Kong, held on:		
— 中期租賃	– Medium-term leases	2,467	2,451
減：計入流動資產的 流動部分	Less: Current portion included in current assets	(54)	(53)
計入非流動資產的 非流動部分	Non-current portion included in non-current assets	2,413	2,398
		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
年初賬面淨值	Opening net carrying amount	2,451	2,070
添置	Additions	–	427
年內攤銷開支	Amortisation charge for the year	(59)	(48)
匯兌調整	Exchange adjustment	75	2
年末賬面淨值	Closing net carrying amount	2,467	2,451
賬面值總額	Gross carrying amount	2,670	2,591
累計攤銷	Accumulated amortisation	(203)	(140)
賬面淨值	Net carrying amount	2,467	2,451

於二零一零年十二月三十一日，賬面值為833,000美元之若干土地使用權（二零零九年：2,024,000美元）已抵押作為銀行融資的擔保。

As at 31 December 2010, certain land use rights with a carrying amount of US\$833,000 (2009: US\$2,024,000) were pledged to secure the banking facilities.

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18. 無形資產

18. INTANGIBLE ASSETS

本集團

Group

千美元
US\$'000

於二零零九年一月一日	At 1 January 2009	
成本	Cost	6,917
累計攤銷	Accumulated amortisation	(118)
賬面淨值	Net carrying amount	6,799
截至二零零九年十二月三十一日 止年度	Year ended 31 December 2009	
年初賬面淨值	Opening net carrying amount	6,799
添置	Additions	874
匯兌調整	Exchange adjustment	5
處置	Disposals	(15)
年末賬面淨值	Closing net carrying amount	7,663
於二零零九年十二月三十一日	At 31 December 2009	
成本	Cost	7,781
累計攤銷	Accumulated amortisation	(118)
賬面淨值	Net carrying amount	7,663
截至二零一零年十二月三十一日 止年度	Year ended 31 December 2010	
年初賬面淨值	Opening net carrying amount	7,663
添置	Additions	1,015
匯兌調整	Exchange adjustment	235
處置	Disposals	(51)
年末賬面淨值	Closing net carrying amount	8,862
於二零一零年十二月三十一日	At 31 December 2010	
成本	Cost	8,984
累計攤銷	Accumulated amortisation	(122)
賬面淨值	Net carrying amount	8,862

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18. 無形資產 (續)

無形資產代表為醫藥技術購買／開發的知識產權(「知識產權」)。董事認為該等知識產權可使用期為無限，因為醫藥業的知識產權可提供現金流量的期間並無可見的限制。這些知識產權可於一段時間以極低成本重續，而產品亦可繼續應市。

倘知識產權減值，資產賬面值應立刻撇減或撇銷至開支。無使用限期的知識產權不會進行攤銷，並於每個財政年度年末進行減值測試，而倘有跡象顯示無使用限期的知識產權可能減值，將更頻密地進行減值測試。

19. 商譽

本集團

本集團於二零零五年收購寧波立華製藥有限公司(「寧波立華」)及朗生醫藥(深圳)有限公司(「深圳朗生」)。該等交易以採購會計法入賬。

本集團於每個財政年度結束時就商譽進行減值測試，倘有跡象顯示商譽可能減值，將更頻密地進行減值測試。

18. INTANGIBLE ASSETS (Continued)

Intangible assets represent intellectual property rights (“IPR”) acquired/developed for the pharmaceutical technology. The directors consider these IPRs have indefinite useful lives as there is no foreseeable limit on the period of time over which the IPR in pharmaceutical industry is expected to provide cash flows. These IPR can be renewable in a period of time at minimal cost and the products are continuing in the market.

If the IPR becomes impaired, the carrying amounts of the asset should be written down or written off immediately to expense. IPR with indefinite useful lives is not amortised and are tested for impairment annually at each financial year end or more frequently if there are indications that IPR with indefinite useful lives might be impaired.

19. GOODWILL

Group

	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
賬面值 Carrying amount	6,824	6,824

The Group acquired Ningbo Liwah Pharmaceutical Company Limited (“Ningbo Liwah”) and Lansen Medicine (Shenzhen) Company Limited (“Shenzhen Lansen”) in 2005. These transactions have been accounted for by the acquisition method of accounting.

The Group tests goodwill annually for impairment at each financial year end, or more frequently if there are indications that goodwill might be impaired.

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20. 商譽及無限使用年期的無形資產的減值測試

就減值測試而言，載於附註18及19的商譽及可使用限期為無限的無形資產已獲分配現金產生單位，包括主要業務活動為製造及買賣藥品的附屬公司。

於二零一零年十二月三十一日及二零零九年十二月三十一日，商譽及無形資產的賬面淨值如下：

本集團

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
商譽	Goodwill	6,824	6,824
無形資產	Intangible assets	8,862	7,663
		15,686	14,487

截至二零一零年十二月三十一日止年度，本集團管理層認為包括商譽或可使用限期為無限的無形資產在內的現金產生單位並無減值。

20. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For the purposes of impairment testing, goodwill and intangible assets with indefinite useful lives set out in notes 18 and 19 have been allocated to one CGU, including subsidiaries with principal activities of manufacturing and trading of pharmaceutical products.

The net carrying amounts of goodwill and intangible assets as at 31 December 2010 and 2009 are as follows:

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
商譽	Goodwill	6,824	6,824
無形資產	Intangible assets	8,862	7,663
		15,686	14,487

During the year ended 31 December 2010, management of the Group determines that there are no impairments of any of its CGU containing goodwill or intangible assets with indefinite useful lives.

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20. 商譽及無限使用年期的無形資產的減值測試 (續)

上述現金產生單位可收回金額的基準及其主要相關假設概述如下：

該現金產生單位的可收回金額乃以在用價值計算法釐定。該計算法使用建基於獲管理層批准未來五年的財務預測計算的現金流量預測以及10%的貼現率(二零零九年：10%)。12.5%的增長率乃基於藥業增長預測。在用價值計算法的其他主要假設乃關於現金流入或流出的估計，當中包括預算的銷售及毛利率。有關估計是建基於該現金產生單位過往的表現以及管理層對市場發展的預期。管理層相信，任何此等假設於合理範圍內可能出現的變動，將不會導致該現金產生單位的總賬面值超過其可收回總額。

21. 於聯營公司之權益

20. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES (Continued)

The basis of the recoverable amounts of the above CGU and its major underlying assumptions are summarised below:

The recoverable amount of this CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and discount rate of 10% (2009: 10%). The growth rate of 12.5% is based on pharmaceutical industry growth forecast. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

21. INTEREST IN AN ASSOCIATE

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
應佔資產淨值	Share of net assets	6,815	–
商譽	Goodwill	17,565	–
		24,380	–

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21. 於聯營公司之權益 (續)

於二零一零年十二月三十一日，本集團擁有以下聯營公司的權益：

公司名稱	註冊成立地點	本集團所持註冊資本面值的比例	主要業務
Name of entity	Place of incorporation	Proportion of nominal value of registered capital held by the Group	Principal activities
浙江司太立製藥有限公司 (「司太立」)	中國	20%	生產原料藥和中間體
Zhejiang Starry Pharmaceutical Company Limited ("Starry")	PRC	20%	Production of bulk pharmaceuticals and intermediates

於聯營公司之權益成本包括年內收購司太立所產生的商譽17,565,000美元(二零零九年：無)。

有關本集團聯營公司的財務資料概述如下：

21. INTEREST IN AN ASSOCIATE (Continued)

As at 31 December 2010, the Group had interest in the following associate:

Included in the cost of interest in an associate is goodwill of US\$17,565,000 (2009: nil) arising on acquisition of Starry in current year.

Summarised financial information in respect of the Group's associate is set out below:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
總資產	Total assets	75,688	—
總負債	Total liabilities	(41,612)	—
資產淨值	Net assets	34,076	—
本集團應佔資產淨值	Group's share of net assets	6,815	—

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21. 於聯營公司之權益 (續) 21. INTEREST IN AN ASSOCIATE (Continued)

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
收購日期至報告日期的 總收入	Total revenue from the date of acquisition to reporting date	6,013	-
收購日期至報告日期的 年內總溢利	Total profit for the year from the date of acquisition to reporting date	1,214	-
本集團應佔聯營公司 除稅後溢利	Group's share of post-tax profit of an associate	211	-

22. 存貨 22. INVENTORIES

本集團	Group	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
原料	Raw materials	2,198	1,339
在製品	Work-in-progress	792	647
製成品	Finished goods	3,089	1,866
		6,079	3,852

全部存貨均按成本列值。

All inventories are stated at cost.

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23. 貿易及其他應收款項

23. TRADE AND OTHER RECEIVABLES

本集團

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
貿易應收款項	Trade receivables	19,551	13,822
減：貿易應收款項減值撥備	Less: provision for impairment of trade receivables	(1,811)	(1,672)
應收票據	Bills receivables	17,740 7,130	12,150 4,984
貿易應收款項及應收票據	Trade and bills receivables	24,870	17,134
預付款項及其他應收款項	Prepayments and other receivables	4,413	3,458
		29,283	20,592

董事相信，貿易及其他應收款項的賬面值與其公平值相若。

The directors consider that the carrying amounts of trade and other receivables approximate to their fair values.

本集團的政策是給予平均90日的信貸期予其客戶（二零零九年：90日）。

The Group has a policy of allowing an average credit period of 90 days to its customers (2009: 90 days).

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23. 貿易及其他應收款項 (續)

本集團 (續)

根據發票日期，於報告期期末，本集團的貿易應收款項及應收票據的賬齡分析如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
90日或以下	90 days or below	21,517	13,725
91日 – 180日	91 – 180 days	3,164	3,409
181日 – 365日	181 – 365 days	189	–
		24,870	17,134

本集團之貿易應收款項包括總面值3,353,000美元(二零零九年:941,000美元)的應收款項於，有關款項報告日期已逾期但未就減值虧損計提撥備。這些款項涉及多名獨立客戶，他們並無近期拖欠記錄。根據過往經驗，本公司董事認為，毋須就該等結餘作出撥備，因為信用質量並無重大變動，而結餘依然被視可全數收回。本集團並無就該等結餘持有任何抵押品。

本集團已逾期但並未減值的貿易應收款項賬齡分析如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
逾期1至90日	Past due over 1 – 90 days	3,164	941
逾期91至275日	Past due over 91 – 275 days	189	–
		3,353	941

23. TRADE AND OTHER RECEIVABLES (Continued)

Group (Continued)

Based on the invoice date, the ageing analysis of the trade and bills receivables of the Group as at the end of the reporting date is as follows:

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of US\$3,353,000 (2009: US\$941,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. These relate to a number of independent customers of whom there is no recent history of default. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The Group's ageing analysis of past due but not impaired trade receivables is as follows:

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23. 貿易及其他應收款項 (續)

本集團 (續)

本集團貿易應收款項的減值撥備的變動情況如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
年初	At beginning of the year	1,672	2,563
匯兌調整	Exchange adjustment	51	2
貿易應收款項的減值撥備	Provision for impairment of trade receivables	153	50
視作不可收回而撇銷的金額	Amounts written off as uncollectible	(65)	(943)
年末	At end of the year	1,811	1,672

上述貿易應收款項的減值撥備屬個別減值的貿易應收款項的撥備。個別減值的應收款項主要涉及有財政困難的客戶，僅有部分應收款項預期可收回。本集團並無就該等結餘持有任何抵押品。

於二零一零年十二月三十一日，未逾期或未減值的貿易應收款項為14,387,000美元（二零零九年：11,209,000美元），該等應收款項與眾多並無近期欠款記錄的客戶有關。

23. TRADE AND OTHER RECEIVABLES (Continued)

Group (Continued)

Movement of the Group's provision for impairment of trade receivables is as follows:

The above provision for impairment of trade receivables is a provision for individually impaired trade receivables. The individually impaired receivables mainly relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered. The Group does not hold any collateral over these balances.

As at 31 December 2010, trade receivables of US\$14,387,000 (2009: US\$11,209,000) were neither past due nor impaired. These related to a large number of diversified customers for whom there was no recent history of default.

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23. 貿易及其他應收款項 (續)

本集團 (續)

於二零一零年十二月三十一日，其他應收款項的減值撥備為936,000美元（二零零九年：1,335,000美元），已確認為若干長期未收回應收款項，皆因該等應收款項預期不可全數收回。本集團並無就該等結餘持有任何抵押品。

其他應收款項減值撥備的變動如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
年初	At beginning of the year	1,335	1,332
匯兌調整	Exchange adjustment	41	1
其他應收款項減值 (撥回) / 撥備	(Reversal of)/provision for impairment of other receivables	(440)	2
		936	1,335

除減值的金額之外，上述資產並未逾期或減值。上述結餘內包括的金融資產與無近期欠款記錄的應收款項有關。

本公司

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
預付款項	Prepayments	29	16

23. TRADE AND OTHER RECEIVABLES (Continued)

Group (Continued)

As of 31 December 2010, a provision for impairment of other receivables of US\$936,000 (2009: US\$1,335,000) was recognised for certain long outstanding receivables as these receivables are not expected to be fully recovered. The Group does not hold any collateral over these balances.

Movements of the Group's provision for impairment of other receivables are as follows:

Except for the amount impaired, none of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

Company

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24. 現金及現金等價物

現金及現金等價物包括以下項目：

24. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

		本集團 Group		本公司 Company	
		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
現金及銀行結餘	Cash and bank balances	14,919	4,855	16	-
減：已抵押銀行存款	Less: pledged bank deposits	(92)	(800)	-	-
現金及現金等價物	Cash and cash equivalents	14,827	4,055	16	-

現金及銀行結餘包括銀行、手頭現金以及原到期日在三個月內的短期銀行存款。存入銀行之現金根據每日銀行存款利率按浮動利率計息。短期定期存款存入銀行以按市場利率賺取利息。

Cash and bank balances comprise cash at bank and in hand, and short-term bank deposits with an original maturity of three months or less. Cash at banks earn interest at floating rates based on daily bank deposits rates. Short-term time deposits are placed with banks and earn interest at market interest rates.

於二零一零年十二月三十一日及二零零九年十二月三十一日的抵押銀行存款代表本集團為取得若干銀行融資而抵押的銀行存款。

Pledged bank deposits represent the Group's bank deposits pledged to secure certain banking facilities as of 31 December 2010 and 31 December 2009.

於二零一零年十二月三十一日，本集團的現金及銀行結餘包括14,345,000美元（二零零九年：4,737,000美元）的銀行結餘，有關款項以人民幣（「人民幣」）計值及存於中國的銀行。人民幣並非自由兌換的貨幣。

As of 31 December 2010, included in cash and bank balances of the Group was US\$14,345,000 (2009: US\$4,737,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency.

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25. 股本

25. SHARE CAPITAL

		股份數目 Number of shares	金額 Amount 千美元 US\$'000
每股面值0.01美元之普通股	Ordinary shares of US\$0.01 each		
法定：	Authorised:		
於二零零九年九月十日 (註冊成立日期)、 二零零九年十二月 三十一日及二零一零年 十二月三十一日	At 10 September 2009 (date of incorporation), 31 December 2009 and 31 December 2010	20,000,000,000	200,000
已發行及繳足：	Issued and fully paid:		
－於二零零九年九月十日 發行股份	－ Issue of share on 10 September 2009	1	－
於二零零九年十二月 三十一日及二零一零年 一月一日	At 31 December 2009 and 1 January 2010	1	－
－根據本集團重組而發行 股份	－ Issue of shares pursuant to Group Reorganisation	299,999,999	3,000
－配售及公開發售	－ Placing and public offering	100,000,000	1,000
－行使超額配股權	－ Exercise of over-allotment option	15,000,000	150
於二零一零年 十二月三十一日	At 31 December 2010	415,000,000	4,150

本公司於二零零九年九月十日註冊成立，法定股本為200,000,000美元，分為20,000,000,000股股份，其中1股股份被配發及其後於同日轉讓予國泰國際醫藥生產及銷售(中國)有限公司，該公司為在英屬處女群島註冊成立的朗生醫藥控股有限公司(「朗生醫藥BVI」)的直接控股公司。

於二零一零年四月二十一日，299,999,999股每股面值0.01美元的股份已發行，作為根據本集團重組收購朗生醫藥BVI全部已發行股本的代價。

The Company was incorporated on 10 September 2009 with authorised share capital of US\$200,000,000 divided into 20,000,000,000 shares of which 1 share was allotted which was then transferred to Cathay International Pharma Manufacture & Distribution (China) Limited, an immediate holding company of Lansen Pharmaceutical Holdings Limited, a company incorporated in the British Virgin Islands ("Lansen Pharmaceutical BVI"), on the same date.

On 21 April 2010, 299,999,999 shares of US\$0.01 each were issued in consideration for the acquisition of the entire issued share capital of Lansen Pharmaceutical BVI pursuant to the Group Reorganisation.

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25. 股本 (續)

於二零一零年五月七日，100,000,000股每股面值0.01美元的本公司普通股已根據配售及公開發售發行，每股作價3.91港元（「股份發售」）。同日，本公司股份於聯交所上市。

於二零一零年五月二十八日，超額配股權獲行使，並按每股3.91港元進一步發行15,000,000股每股面值0.01美元的股份。

所有年內發行的股份在所有方面與當時現有的股份具有相同地位。

於二零零九年十二月三十一日，本集團的股本指朗生醫藥BVI的已發行及繳足股本。

26. 儲備

股份溢價代表超過已配發股份面值的差額。

法定儲備代表遵照中國有關法例的規定，將中國附屬公司的溢利分配至不可分派儲備金賬。

外匯平衡儲備代表換算外國附屬公司的財務報表的匯兌差異。

於二零零九年一月一日及二零零九年十二月三十一日的庫存股份代表：(i)朗生醫藥BVI預留的股份成本餘額，以在日後根據有關收購寧波立華及深圳朗生的股東協議向管理層發行附加獎勵股份；及(ii)於出售國泰國際長春集團後從少數股東贖回的朗生醫藥BVI股份的成本，猶如該出售事項已於二零零九年一月一日前完成。

25. SHARE CAPITAL (Continued)

On 7 May 2010, 100,000,000 ordinary shares of US\$0.01 each of the Company were issued at HK\$3.91 by way of placing and public offering ("Share Offering"). On the same date, the Company's shares were listed on the Stock Exchange.

On 28 May 2010, an over-allotment option was exercised and a further 15,000,000 shares of US\$0.01 each were issued at HK\$3.91 per share.

All the shares issued during the year rank pari passu with the then existing shares in all respect.

The share capital of the Group as at 31 December 2009 represented the issued and paid up share capital of Lansen Pharmaceutical BVI.

26. RESERVES

The share premium represents the excess over the nominal value for shares allotted.

The statutory reserve represents appropriation of profits of the PRC subsidiaries to non-distributable reserve fund account as required by the relevant PRC statute.

The foreign exchange reserve represents exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Treasury shares as of 1 January 2009 and 31 December 2009 represented (i) the remaining balance of the cost of shares set aside by Lansen Pharmaceutical BVI for future issuance of the earn-out shares to the management in accordance with the shareholders' agreement regarding the acquisition of Ningbo Liwah and Shenzhen Lansen and (ii) the cost of the shares of Lansen Pharmaceutical BVI redeemed from the minority shareholders upon the disposal of the CICBP Group as if such disposal had been completed prior to 1 January 2009.

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26. 儲備 (續)

26. RESERVES (Continued)

本公司		Company		
		股份溢價 Share premium 千美元 US\$'000	累計虧損 Accumulated losses 千美元 US\$'000	總計 Total 千美元 US\$'000
於二零零九年九月十日 (註冊成立日期)	At 10 September 2009 (Date of incorporation)	-	-	-
發行股份 (附註25)	Issue of shares (note 25)	-	-	-
與擁有人進行交易	Transaction with owners	-	-	-
於二零零九年十二月三十一日 及二零一零年一月一日	At 31 December 2009 and 1 January 2010	-	-	-
根據本集團重組而發行股份	Issue of shares pursuant to Group Reorganisation	22,020	-	22,020
發行股份 (附註25)	Issue of shares (note 25)	56,571	-	56,571
股份發行開支	Share issue expenses	(4,726)	-	(4,726)
股息 (附註13)	Dividend (note 13)	(5,390)	-	(5,390)
與擁有人進行交易	Transaction with owners	68,475	-	68,475
年內虧損	Loss for the year	-	(797)	(797)
年內全面收益總額	Total comprehensive income for the year	-	(797)	(797)
於二零一零年 十二月三十一日	At 31 December 2010	68,475	(797)	(67,678)

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27. 借貸

27. BORROWINGS

本集團

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
定息銀行貸款	Fixed-rate bank loans	453	–
浮息銀行貸款	Variable-rate bank loans	10,240	14,446
其他借貸	Other borrowings	–	4,842
		10,693	19,288
有抵押	Secured	10,240	13,728
無抵押	Unsecured	453	5,560
		10,693	19,288
		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
銀行貸款：	Bank loans：		
1年內	Within one year	3,303	4,039
第2年	In the second year	2,690	1,340
第3至第5年	In the third to fifth year	4,700	9,067
須於5年內全部償還	Wholly repayable within 5 years	10,693	14,446
於1年內到期的其他借貸	Other borrowings due within one year	–	4,842
減：須於1年內結清的款項	Less: amount due for settlement within one year	(3,303)	(8,881)
須於1年後結清的其他款項	Amount due for settlement after one year	7,390	10,407

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27. 借貸 (續)

27. BORROWINGS (Continued)

本集團 (續)

Group (Continued)

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
代表：	Represented by:		
人民幣借貸	Borrowings in RMB	1,963	9,969
美元借貸	Borrowings in US\$	8,730	9,319
		10,693	19,288

於報告期末，借貸由以下各項作抵押：

As at the end of the reporting period, the borrowings are secured by:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
土地使用權	Land use rights	833	2,024
物業、廠房及設備	Property, plant and equipment	3,138	9,608

已質押作抵押品作為借貸擔保的資產的詳情於附註16及17披露。

The details of assets have been pledged as collateral to secure the borrowings were disclosed in notes 16 and 17.

為數453,000美元(二零零九年：1,758,000美元)的無抵押借貸以本集團一間附屬公司作擔保。

The unsecured borrowings of US\$453,000 (2009: US\$1,758,000) were guaranteed by a subsidiary of the Group.

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
實際利率：	Effective interest rate:		
銀行貸款	Bank loans	2.97%	3.30%

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28. 遞延稅項

本集團

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
年初	At beginning of the year	394	122
預扣所得稅	Withholding income tax		
– 計入損益	– Charged to profit or loss	–	325
– 年內支付	– Paid during the year	–	(53)
年末	At end of the year	394	394

根據中國企業所得稅法，就二零零八年一月一日起，就中國附屬公司所賺取的溢利而宣派的股息，須繳納預扣稅。綜合財務報表內並未就中國附屬公司賺取的10,758,000美元溢利所產生的暫時差異作出遞延稅項撥備。

本公司

於二零一零年十二月三十一日及二零零九年十二月三十一日，本公司並無任何重大暫時差額。

28. DEFERRED TAX

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
At beginning of the year		394	122
Withholding income tax			
– Charged to profit or loss		–	325
– Paid during the year		–	(53)
At end of the year		394	394

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries amounting to US\$10,758,000.

Company

As at 31 December 2010 and 31 December 2009, the Company did not have any material temporary differences.

29. 貿易及其他應付款項

本集團

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
貿易應付款項	Trade payables	4,346	4,610
應付票據	Bills payables	185	559
貿易應付款項及應付票據	Trade and bills payables	4,531	5,169
其他應付款項及應計款項	Other payables and accruals	3,581	7,812
		8,112	12,981

29. TRADE AND OTHER PAYABLES

Group

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29. 貿易及其他應付款項 (續)

本集團(續)

根據發票日期，於報告期期末，本集團的貿易應付款項及應付票據的賬齡分析如下：

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
90日或以下	90 days or below	3,645	2,821
91日至180日	91 – 180 days	451	1,422
181日至365日	181 – 365 days	111	450
超過365日	Over 365 days	324	476
		4,531	5,169

於二零一零年十二月三十一日及二零零九年十二月三十一日，應付票據185,000美元及559,000美元以已抵押銀行存款為抵押。

董事認為貿易及其他應付款項的賬面值與其公平值相若。

本公司

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
應計款項	Accruals	122	–

29. TRADE AND OTHER PAYABLES (Continued)

Group (Continued)

Based on invoice date, the ageing analysis of the trade and bills payables of the Group as at the end of the reporting date is as follows:

As at 31 December 2010 and 31 December 2009, bills payables of US\$185,000 and US\$559,000 respectively were secured by the pledged bank deposits.

The directors consider that the carrying amounts of trade and other payables approximate to their fair values.

Company

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30. 應付同系附屬公司款項

該等款項為無抵押、免息及須於要求時償還。董事認為該等結餘的賬面值與公平值相若。

30. AMOUNT DUE TO A FELLOW SUBSIDIARY

The amounts due were unsecured, interest-free and repayable on demand. The directors consider that the carrying amounts of the balances approximate their fair values.

31. 財務承擔

經營租約承擔

本集團

根據不可撤銷經營租約的 未來最低應付租金如下：	Future minimum rental payable under non-cancellable operating lease are as follows:
1年內	Within one year
2至5年	Between two and five years

本集團以經營租約租用若干物業。租約初步為期三年（二零零九年：一年），可於屆滿日期或本集團和有關業主雙方協定的日期選擇重續租期。該等租約概不包括任何或然租金。

31. FINANCIAL COMMITMENTS

Operating lease commitment

Group

	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
	97	62
	269	-
	366	62

The Group leases certain properties under operating leases. The leases run for an initial period of three years (2009: one year), with options to renew the lease terms at the expiry dates or at days as mutually agreed between the Group and the respective landlords. None of these leases includes any contingent rentals.

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31. 財務承擔 (續)

經營租約承擔 (續)

本公司

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
根據不可撤銷經營租約的未來最低應付租金如下：	Future minimum rental payable under non-cancellable operating lease are as follows:		
1年內	Within one year	6	–
2至5年	Between two and five years	8	–
		14	–

資本承擔

本集團

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
已批准及訂約的資本承擔：	Capital commitments authorised and contracted for:		
建築及設備	Construction and equipment	359	444
知識產權開發	Development of IPR	1,190	916
		1,549	1,360

於二零一零年十二月三十一日及二零零九年十二月三十一日，本公司概無資本承擔。

31. FINANCIAL COMMITMENTS (Continued)

Operating lease commitment (Continued)

Company

Capital commitment

Group

The Company had no capital commitments as at 31 December 2010 and 31 December 2009.

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32. 風險管理

本集團面對來自其經營及投資活動的多種財務風險。本集團的風險管理於其總部協調，與董事緊密合作，主力積極地確保本集團的短期至中期現金流量。

信貸風險

本集團的主要金融資產是銀行結餘和現金、貿易及其他應收款項，此乃本集團就金融資產所面對的最大信貸風險額度。本集團的信貸風險主要來自貿易應收款項。綜合財務狀況表呈列的金額已扣除應收呆賬備抵，此乃經由本集團管理層根據經驗及對當前經濟環境的評估而得出。

為減低信貸風險，本集團管理層已訂定信貸政策，責成團隊負責釐定信貸限額、信貸審批及其他監控過程，以確保會採取跟進行動收回逾期債項。

於二零一零年十二月三十一日，貿易應收款項總額中，有23%（二零零九年：14%）來自本集團最大客戶。

流動資金信貸風險有限，皆因對手方是知名銀行。

流動資金風險

本公司董事已建立適當的流動資金風險管理框架，來管理本集團的短、中、長期資金及流動資金管理需求。

本集團通過維持充足儲備、銀行融通和儲備借貸融資，持續監察預測及實際現金流量，和配資對金融資產及金融負債的到期情況，來管理流動性風險。

32. RISK MANAGEMENT

The Group is exposed to a variety of financial risks which result from its operating and investing activities. The Group's risk management is coordinated at its headquarters in close cooperation with the directors and focuses on actively securing the Group's short to medium term cash flows.

Credit risk

The Group's principal financial assets are bank balances and cash and trade and other receivables, which represent the Group's maximum exposure to credit risk in relation to financial assets. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the consolidated statement of financial position are net of allowances for doubtful receivables, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

In order to minimise the credit risk, the management of the Group has formulated a credit policy and delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

As of 31 December 2010, 23% (2009: 14%) of the total trade receivables was due from the Group's largest customer.

The credit risk on liquid funds is limited because the counterparties are reputable banks.

Liquidity risk

The directors of the Company have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

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32. 風險管理 (續)

流動資金風險 (續)

下表詳述本集團非衍生金融負債的餘下合同到期日的詳情。下表乃根據本集團於可被要求償還的最早日期的金融負債未貼現現金流量編製。具體而言，不論銀行選擇行使權利的可能性，附帶按要求償還條文的銀行貸款均計入最早時間範圍。其他非衍生金融負債的到期日分析乃按已協定還款日期編製。

下表包含利率及本金現金流量。在利息流為按浮動利率計算的情況下，未貼現金額乃按於報告期末的利率曲線計算。

本集團

		二零一零年 2010			
		1年內 Within one year 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	總計 Total 千美元 US\$'000
計息銀行及其他借貸	Interest-bearing bank and other borrowings	3,536	2,827	4,753	11,116
貿易應付款項及應付票據	Trade and bills payables	4,531	-	-	4,531
其他應付款項及應計款項	Other payables and accruals	3,545	-	-	3,545
		11,612	2,827	4,753	19,192

32. RISK MANAGEMENT (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

Group

		二零一零年 2010			
		1年內 Within one year 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	總計 Total 千美元 US\$'000
計息銀行及其他借貸	Interest-bearing bank and other borrowings	3,536	2,827	4,753	11,116
貿易應付款項及應付票據	Trade and bills payables	4,531	-	-	4,531
其他應付款項及應計款項	Other payables and accruals	3,545	-	-	3,545
		11,612	2,827	4,753	19,192

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32. 風險管理 (續)

流動資金風險 (續)

本集團 (續)

		二零零九年 2009			總計
		1年內 Within one year 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	Total 千美元 US\$'000
計息銀行及其他借貸	Interest-bearing bank and other borrowings	9,344	1,724	9,413	20,481
貿易應付款項及應付票據	Trade and bills payables	5,169	-	-	5,169
其他應付款項及應計款項	Other payables and accruals	7,812	-	-	7,812
應付同系附屬公司 的款項	Amount due to a fellow subsidiary	311	-	-	311
		22,636	1,724	9,413	33,773

本公司

Company

		二零一零年 2010			總計
		1年內 Within one year 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	Total 千美元 US\$'000
應計款項	Accruals	122	-	-	122

		二零零九年 2009			總計
		1年內 Within one year 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	Total 千美元 US\$'000
應付附屬公司款項	Amount due to a subsidiary	16	-	-	16

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32. 風險管理 (續)

流動資金風險 (續)

若浮息的變動有別於報告期末所釐定的利率估計，上文就非衍生金融負債的浮息工具所包括的金額或會有變。

外幣風險

本集團交易貨幣所承受的外幣風險輕微，因為本集團附屬公司持有的大部分金融資產及負債均以該等附屬公司的有關功能貨幣計值。

本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖外幣風險。

32. RISK MANAGEMENT (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Foreign currency risk

The Group has minimal transactional currency exposure to foreign currency risk as most of the financial assets and liabilities held by the Group's subsidiaries are denominated in the respective functional currency of such subsidiaries.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

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32. 風險管理 (續)

利率風險

本集團面對的市場利率變動風險主要關於以浮動利率計息的本集團債項責任。本集團的銀行借貸利率和還款條款已於附註27披露。本集團目前並無任何利率對沖政策。

下文所載的敏感度分析，乃根據報告期末非衍生工具的利率風險釐定。就浮動利率負債而言，有關分析乃假設於報告期末尚未償還的負債金額於整個年度均未償還而編製。在內部向主要管理人員報告利率風險時使用50基點上升/下降的幅度，這亦為管理層對利率的合理可能變動的評估。

倘利率下降/上升50基點，而所有其他變數維持不變，本集團：

- 截至二零一零年十二月三十一日止年度的溢利及於二零一零年十二月三十一日的保留溢利分別增加/減少50,000美元(二零零九年：增加/減少70,000美元)，主要由於本集團的浮息借貸面對的利率風險所致；及
- 本集團於二零一零年十二月三十一日的權益分別增加/減少50,000美元(二零零九年：增加/減少70,000美元)。

本集團的風險管理每半年檢討資本架構一次，其中包括由委員會考慮資本的成本和各類別資本相關的風險。

32. RISK MANAGEMENT (Continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The interest rate and terms of repayment of bank borrowings of the Group are disclosed in note 27. The Group currently does not have an interest rate hedging policy.

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points lower/higher and all other variables were held constant, the Group's:

- Profit for the year ended 31 December 2010 and retained profits as at 31 December 2010 would increase/decrease by US\$50,000 (2009: increase/decrease by US\$70,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings; and
- The Group's equity as at 31 December 2010 would increase/decrease by US\$50,000 (2009: increase/decrease by US\$70,000).

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital.

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32. 風險管理 (續)

按類別劃分的金融資產及負債概要

財務狀況表所呈列的賬面值與下列金融資產及金融負債類別有關。

本集團

32. RISK MANAGEMENT (Continued)

Summary of financial assets and liabilities by category

The carrying amounts presented in the statement of financial position relate to the following categories of financial assets and financial liabilities.

Group

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
金融資產	Financial assets		
貸款及應收款項：	Loans and receivables:		
貿易及其他應收款項	Trade and other receivables	27,526	18,769
抵押銀行存款	Pledged bank deposits	92	800
現金及現金等價物	Cash and cash equivalents	14,827	4,055
		42,445	23,624
金融負債	Financial liabilities		
按攤銷成本列賬的金融負債：	Financial liabilities at amortised cost:		
借貸	Borrowings	10,693	19,288
應付同系附屬公司的款項	Amount due to a fellow subsidiary	-	311
貿易及其他應付款項	Trade and other payables	8,076	12,981
		18,769	32,580

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For the year ended 31 December 2010

32. 風險管理 (續)

按類別劃分的金融資產及負債概要
(續)

本公司

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
金融資產	Financial assets		
貸款及應收款項：	Loans and receivables:		
應收附屬公司款項	Amount due from a subsidiary	46,885	—
現金及現金等價物	Cash and cash equivalents	16	—
		46,901	—
金融負債	Financial liabilities		
按攤銷成本列賬的金融負債：	Financial liabilities at amortised cost:		
應付附屬公司款項	Amount due to a subsidiary	—	16
應計款項	Accruals	122	—
		122	16

資本管理

本集團管理其資本，以確保本集團的實體可持續經營，同時藉著優化債務與股本的比重，為股權持有人提供最大回報。本集團的整體策略由二零零九年十二月三十一日至今維持不變。

本集團的資本架構包括債務（包含附註27披露的借貸）、現金及現金等價物及母公司權益持有人應佔權益（包含已發行資本、儲備及保留盈利）。

32. RISK MANAGEMENT (Continued)

Summary of financial assets and liabilities by category (Continued)

Company

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
Financial assets	Financial assets		
Loans and receivables:	Loans and receivables:		
Amount due from a subsidiary	Amount due from a subsidiary	46,885	—
Cash and cash equivalents	Cash and cash equivalents	16	—
		46,901	—
Financial liabilities	Financial liabilities		
Financial liabilities at amortised cost:	Financial liabilities at amortised cost:		
Amount due to a subsidiary	Amount due to a subsidiary	—	16
Accruals	Accruals	122	—
		122	16

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 31 December 2009.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 27, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零一零年十二月三十一日止年度
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32. 風險管理 (續)

資本管理 (續)

本集團按本身的整體財務架構釐定資本金額。本集團因應經濟狀況變動及相關資產之風險特點，管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付予股東的股息金額、退回資本予股東、發行新股份或出售資產減債。

於報告期末的淨資產負債比率如下：

32. RISK MANAGEMENT (Continued)

Capital management (Continued)

The Group sets the amount of capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The net gearing ratio at the end of the reporting period was as follows:

		二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
借貸 (附註27)	Borrowings (note 27)	10,693	19,288
現金及銀行結餘 (附註24)	Cash and bank balances (note 24)	(14,919)	(4,855)
債務淨額	Net debt	(4,226)	14,433
權益	Equity	92,265	29,956
債務權益淨額比率	Net debt to equity ratio	不適用 N/A	48.2%

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零一零年十二月三十一日止年度
For the year ended 31 December 2010

33. 關聯方交易

除附註10及30所披露與關聯方的交易及結餘外，於年內與關聯方進行下列交易：

非經常性：	Non-recurring:
應收一家同系附屬公司	Interest income receivable
利息收入	from a fellow subsidiary
已付一家同系附屬公司	Rental fees paid
租金費用	to fellow subsidiaries

- (i) 向同系附屬公司提供的貸款的應收利息收入。該項貸款的資金來自本集團的銀行借貸（由同系附屬公司擔保）。同系附屬公司提供的公司擔保於截至二零零九年十二月三十一日止年度內解除。
- (ii) 就本集團日常營運所需的辦公室物業、酒店及會議室租金而向同系附屬公司支付的費用。

本公司董事認為，以上關連人士交易乃按一般商業條款在日常及正常業務過程中進行。

主要管理人員的薪酬代表已支付予本公司董事的金額，詳情見附註10。

33. RELATED PARTY TRANSACTIONS

Apart from those transactions and balances with related parties disclosed in notes 10 and 30, the following transactions were carried out with related parties during the year:

附註 Notes	二零一零年 2010 千美元 US\$'000	二零零九年 2009 千美元 US\$'000
(i)	-	213
(ii)	(8)	(38)

- (i) Interest income receivable from loan to a fellow subsidiary. The loan was financed by the Group's borrowings from banker which was guaranteed by fellow subsidiaries. The corporate guarantees provided by fellow subsidiaries were released during the year ended 31 December 2009.
- (ii) Fees paid to fellow subsidiaries for rental of office premises, hotel and meeting room for daily operation of the Group.

The directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary and usual course of business.

Remuneration for key management personnel represents amounts paid to the Company's directors as disclosed in note 10.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零一零年十二月三十一日止年度
For the year ended 31 December 2010

34. 主要非現金交易

在截至二零零九年十二月三十一日止年度，本集團的10,300,000美元銀行借貸（由同系附屬公司提供的公司擔保作抵押）已轉讓予該同系附屬公司。有關銀行貸款轉讓被借予該同系附屬公司的貸款結餘抵銷。轉讓銀行貸款後，先前由該同系附屬公司提供的公司擔保已獲解除。

在截至二零零九年十二月三十一日止年度，截至二零零八年十二月三十一日為止的應付中期股息及截至二零零八年十二月三十一日止年度的末期股息合計4,140,000美元，有關款項乃透過與管理層獲得的貸款抵銷及透過發行朗生醫藥BVI每股面值1美元的普通股（先前由朗生醫藥BVI贖回及持作庫存股份）結付。

35. 本公司主要附屬公司之詳情

本公司主要附屬公司於二零一零年十二月三十一日及二零零九年十二月三十一日的詳情如下：

名稱 Name	註冊成立/ 成立國家/地點 Country/Place of incorporation/ establishment	已發行及繳足 股本/註冊資本詳情 Particulars of issued and fully paid share capital/ registered capital	本公司持有的實際權益 Effective interest held by the Company		主要業務 Principal activities
			二零一零年 2010	二零零九年 2009	
直接持有權益 Interests held directly					
朗生醫藥控股有限公司	英屬處女群島	29,491,360股每股面值 1美元之普通股份	100%	100%	投資控股
Lansen Pharmaceutical Holdings Limited	British Virgin Islands	29,491,360 ordinary shares of US\$1 each	100%	100%	Investment holding
間接持有權益 Interests held indirectly					
萊豐國際有限公司	香港	1股面值1港元之 普通股份	100%	100%	投資控股
Point Kin International Limited	Hong Kong	1 ordinary share of HK\$1 each	100%	100%	Investment holding

34. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2009, the Group's bank borrowings of US\$10,300,000, which were secured by a corporate guarantee from a fellow subsidiary, had been assigned to that fellow subsidiary. Such assignment of bank borrowings was offset against the balance of the loan to the fellow subsidiary. After such assignment of bank borrowings, the corporate guarantee previously provided by that fellow subsidiary was released.

During the year ended 31 December 2009, the interim dividend payable as of 31 December 2008 and final dividends in respect of the year ended 31 December 2008 totaling US\$4,140,000 was settled by offsetting against the loans to management and the issuance of ordinary shares of US\$1 each in Lansen Pharmaceuticals BVI, which were previously redeemed and held as treasury shares by Lansen Pharmaceuticals BVI.

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2010 and 31 December 2009 are as follows:

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零一零年十二月三十一日止年度
For the year ended 31 December 2010

35. 本公司主要附屬公司之詳情 (續)

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

名稱 Name	註冊成立/ 成立國家/地點 Country/Place of incorporation/ establishment	已發行及繳足 股本/註冊資本詳情 Particulars of issued and fully paid share capital/ registered capital	本公司持有的實際權益 Effective interest held by the Company		主要業務 Principal activities
			二零一零年 2010	二零零九年 2009	
間接持有權益 (續) Interests held indirectly (Continued)					
朗生投資(香港)有限公司	香港	100股每股面值1港元之普通股份	100%	–	投資控股
Lansen Investments (Hong Kong) Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	–	Investment holding
朗生醫藥(深圳)有限公司	中國	人民幣29,498,000元	100%	100%	醫藥業務
Lansen Medicine (Shenzhen) Company Limited	PRC	RMB29,498,000	100%	100%	Pharmaceutical business
寧波立華製藥有限公司	中國	人民幣236,000,000元 (二零零九年: 人民幣135,000,000元)	100%	100%	醫藥業務
Ningbo Liwah Pharmaceutical Company Limited	PRC	RMB236,000,000 (2009: RMB135,000,000)	100%	100%	Pharmaceutical business
寧波立華植物提取技術有限公司	中國	人民幣28,000,000元 (二零零九年: 人民幣18,000,000元)	100%	100%	醫藥業務
Ningbo Liwah Plant Extraction Technology Limited	PRC	RMB28,000,000 (2009: RMB18,000,000)	100%	100%	Pharmaceutical business
寧波朗生醫藥有限公司	中國	人民幣35,000,000元 (二零零九年: 人民幣10,000,000元)	100%	100%	醫藥業務
Ningbo Lansen Pharmaceutical Company Limited	PRC	RMB35,000,000 (2009: RMB10,000,000)	100%	100%	Pharmaceutical business

上表只載列董事認為對本集團業績或資產有重要影響的附屬公司。董事認為，提供其他附屬公司的詳情會導致篇幅過於冗長。

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

財務概要

FINANCIAL SUMMARY

截至十二月三十一日止年度 For the year ended 31 December

		二零零七年 2007	二零零八年 2008	二零零九年 2009	二零一零年 2010
業績	RESULTS				
收入	Revenue	24,150	37,119	47,932	58,607
毛利	Gross profit	16,455	26,025	32,439	38,433
除稅前溢利	Profit before income tax	836	5,952	8,903	12,785
所得稅開支	Income tax expense	(404)	(879)	(1,523)	(2,572)
年內溢利	Profit for the year	432	5,073	7,380	10,213

於十二月三十一日 As at 31 December

		二零零七年 2007	二零零八年 2008	二零零九年 2009	二零一零年 2010
資產及負債	ASSETS AND LIABILITIES				
總資產	Total assets	46,942	60,377	63,188	112,611
總負債	Total liabilities	(25,903)	(37,635)	(33,232)	(20,346)
資產淨值	Net assets	21,039	22,742	29,956	92,265

截至二零零九年十二月三十一日止三個年度各年的業績和資產及負債概要，乃摘錄自本公司於二零一零年四月二十七日刊發的招股章程。

The results and summary of assets and liabilities for each of the three years ended 31 December 2009 were extracted from the Company's prospectus dated 27 April 2010.



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