



# CHINA HEALTH GROUP INC. 中國醫療集團有限公司

(Carrying on business in Hong Kong as “萬全醫療集團”)  
(以「萬全醫療集團」名稱在香港經營業務)  
(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島注册成立之有限公司)  
(Stock Code: 08225) (股份代號: 08225)

## Annual Report 2018 年報



# ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This report, for which the directors (the “Directors”) of China Health Group Inc. (formerly known as Venturepharm Laboratories Limited)(the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to China Health Group Inc. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report herein or this announcement misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

## 截至二零一八年十二月三十一日止年度之全年財務報告

香港聯合交易所有限公司（「聯交所」）  
創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於在創業板上市公司之新興性質所然，在創業板買賣之證券可能會較於聯交所主機板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定而提供有關中國醫療集團有限公司（「本公司」）及其附屬公司（統稱「貴集團」）之資料。中國醫療集團有限公司各董事（「董事」）對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及深信：(1) 本報告所載資料在各重大方面均為準確及完整，且並無誤導成份；(2) 本報告並無遺漏其他事項致使本報告所載任何內容有所誤導；及(3) 所有在本報告內表達之意見乃經過審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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**BOARD OF DIRECTORS**

**EXECUTIVE DIRECTORS:**

Mr. William Xia GUO  
Dr. Maria Xue Mei SONG

**NON-EXECUTIVE DIRECTOR:**

Mr. Michael SU

**INDEPENDENT NON-EXECUTIVE DIRECTORS:**

Mr. Rui QIU (Appointed on 12 February 2018)  
Dr. Shou Yuan WU (Resigned on 12 February 2018)  
Mr. Mark Gavin LOTTER  
Dr. Bin Hui NI  
Mr. Ling ZHEN (appointed on 6 July 2018)

**AUDIT COMMITTEE**

Mr. Rui QIU (Appointed on 12 February 2018)  
Dr. Shou Yuan WU (Resigned on 12 February 2018)  
Mr. Mark Gavin LOTTER  
Dr. Bin Hui NI

**REMUNERATION COMMITTEE**

Mr. Mark Gavin LOTTER  
Mr. William Xia GUO  
Mr. Rui QIU (Appointed on 12 February 2018)  
Dr. Shou Yuan WU (Resigned on 12 February 2018)  
Dr. Bin Hui NI

**NOMINATION COMMITTEE**

Dr. Bin Hui NI  
Mr. William Xia GUO  
Mr. Rui QIU (Appointed on 12 February 2018)  
Dr. Shou Yuan WU (Resigned on 12 February 2018)  
Mr. Mark Gavin LOTTER

**COMPLIANCE OFFICER**

Dr. Maria Xue Mei SONG

**AUTHORISED REPRESENTATIVES**

Mr. William Xia GUO  
Mr. Leung Kwok Fai Ben Rich (resigned on 15 February 2019)  
Ms. Yan XING, Shirley (appointed on 15 February 2019)

**COMPANY SECRETARY**

Mr. Leung Kwok Fai Ben Rich (resigned on 15 February 2019)  
Polymax (H.K.) Limited - Ms. Chiu Ngan Ling Annie  
(appointed on 28 November 2018)  
Ms. Yan XING, Shirley (appointed on 15 February 2019)

**董事會**

**執行董事:**

William Xia GUO 先生  
宋雪梅博士

**非執行董事:**

蘇毅先生

**獨立非執行董事:**

仇銳先生 (於二零一八年二月十二日委任)  
吳壽元博士 (於二零一八年二月十二日辭任)  
Mark Gavin LOTTER先生  
倪彬暉博士  
甄嶺先生 (於二零一八年七月六日委任)

**審核委員會**

仇銳先生 (於二零一八年二月十二日委任)  
吳壽元博士 (於二零一八年二月十二日辭任)  
Mark Gavin LOTTER先生  
倪彬暉博士

**薪酬委員會**

Mark Gavin LOTTER先生  
William Xia GUO先生  
仇銳先生 (於二零一八年二月十二日委任)  
吳壽元博士 (於二零一八年二月十二日辭任)  
倪彬暉博士

**提名委員會**

倪彬暉博士  
William Xia GUO先生  
仇銳先生 (於二零一八年二月十二日委任)  
吳壽元博士 (於二零一八年二月十二日辭任)  
Mark Gavin LOTTER先生

**監察主任**

宋雪梅博士

**授權代表**

William Xia GUO先生  
梁國輝先生 (於二零一九年二月十五日辭任)  
邢岩女士 (於二零一九年二月十五日委任)

**公司秘書**

梁國輝先生 (於二零一九年二月十五日辭任)  
Polymax (H.K.) Limited - 招雁翎女士  
(於二零一八年十一月二十八日委任)  
邢岩女士 (於二零一九年二月十五日委任)

**REGISTERED OFFICE**

Vistra (Cayman) Limited  
P.O. Box 31119 Grand Pavilion,  
Hibiscus Way,  
802 West Bay Road,  
Grand Cayman,  
KY1 - 1205  
Cayman Islands

**HEAD OFFICE IN CHINA**

Building A2, Haitong Commercial Center  
No.11, West 3rd Ring North Road,  
Haidian District,  
Beijing, China, 100089

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit B, 19/F, Times Media Centre,  
133 Wanchai Road, Wanchai,  
Hong Kong

**PRINCIPAL BANKERS**

CITI Bank HONG KONG  
Agricultural Bank of China, Beijing Branch

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Royal Bank of Canada Trust Company (Cayman) Limited  
4<sup>th</sup> Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Standard Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**AUDITORS**

ZHONGHUI ANDA CPA LIMITED

**GEM STOCK CODE**

08225

**COMPANY WEBSITE**

<http://www.chgi.net>

**註冊辦事處**

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大開曼島  
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芙蓉路  
宏閣  
郵箱31119  
KY1 - 1205  
Vistra (Cayman) Limited

**中國總辦事處**

北京  
海澱區西三環北路11號  
海通商務中心A2幢

**香港主要營業地點**

香港  
灣仔灣仔道133號  
星航資訊中心19樓B座

**主要往來銀行**

花旗銀行香港分行  
中國農業銀行，北京分行

**股份過戶登記總處**

Royal Bank of Canada Trust Company (Cayman) Limited  
4<sup>th</sup> Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

**香港股份過戶登記分處**

卓佳標準有限公司  
香港皇后大道東 183 號  
合和中心 22 樓

**核數師**

中匯安達會計師事務所有限公司

**創業板股份代號**

08225

**公司網址**

<http://www.chgi.net>

**Dear Shareholders:**

On behalf of the Board of Directors (the “Board”), I am pleased to announce the audited results of China Health Group Inc. (the “Company”) and its subsidiaries (hereafter collectively referred to as the “Group”) for the year ended 31 December 2018.

In late 2017, the Company began its journey toward becoming a leading global provider of digital innovative technology solutions and contract research services focused on using data and science to help healthcare clients and the Company directly itself to find better solutions for their patients.

For long term growth, in 2018, we kick out a Compound partner sharing model by investing clinical development service to third party compound development projects in exchanging for future profit right. Thus our revenue in 2018 is only slightly increased, while our cost was increased.

Our commitment to patients we will capitalize on our strong scientific understanding of brain diseases and allergy disease to build up a leading clinical development and largest real world study on neurological and allergy diseases and innovative therapies to people living with psychiatric neurological diseases and anti-allergy around the world.

The Group now stands at the forefront of the most exciting and dynamic shift in the history of health industry. With the help of challenge and opportunity provided by Chinese clinic revolution, the Group combines strategic thinking with the ability to capture and analyze complex clinical data to effectively demonstrate real-world outcomes. Our reach extends to field based teams who connect with payers on a local level to help communicate the product value story, the Group offers medical science liaisons, medical marketing programs bridge the gap between the clinical and commercial phases of product development, providing expertise across a broad range of pre- and post-launch opportunities.

With respect to financial operating area, the Group has already been on the healthy track of profit -making.

In a word, the Group has completed transition from the type of pharmaceutical technology to new health care model under the new creative internet architecture. We will grasp the opportunity of the Chinese health care reform and take advantage of a dozen years' experience to create physical and spiritual welfare for the patients, staff and shareholders.

By order of the Board  
William Xia GUO  
Chairman  
27 May 2019

**尊敬的股東：**

我謹代表董事會（以下簡稱“董事會”）宣佈CHG（以下簡稱“公司”）及其子公司（以下統稱“集團”）截至二零一八年十二月三十一日止年度的審計結果。

二零一七年年末，本公司開始成為全球領先的數字創新技術解決方案和合同研究服務提供商，專注於利用數據和科學幫助醫療保健客戶和公司直接為其患者找到更好的解決方案。

為實現長期增長，二零一八年，我們將臨床開發服務投資於協力廠商複合開發專案，以換取未來的利潤權，從而推出複合合作夥伴共用模式。因此，我們二零一八年的收入僅略有增加，而我們的成本卻有所增加。

我們對患者的承諾：我們將利用我們對腦疾病和過敏性疾病的強大科學理解，建立一個領先的臨床發展和最大的現實世界的神經和過敏性疾病研究和創新療法，以生活在世界各地的精神神經疾病和抗過敏。

本集團現在正處於健康產業歷史上最激動人心，創新劇變的前沿，在中國醫療改革帶來的挑戰和機遇的推動下，該小組將戰略思維與捕捉和分析複雜臨床數據的能力結合起來，以有效地展示現實世界的結果。我們的業務範圍擴展到與當地支付方聯繫以幫助溝通產品價值故事的現場團隊，該團隊提供醫學聯絡，醫療行銷計畫彌合產品開發的臨床和商業階段之間的差距，提供廣泛的上市前和上市後機會的專業知識。

財務方面，公司已經步入盈利的健康軌道中。

總之，本集團已經徹底完成了由製藥研發模式到互聯網架構下的全新的醫療康復服務模式的轉型，本集團會抓住中國醫療改革的機遇，運用近二十年的經驗，為我們的患者，員工以及股東們創造物質和精神的財富。

受董事會委派  
William Xia GUO  
主席  
二零一九年五月二十七日

		Year ended 31 December	
		截至十二月三十一日止年度	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Results</b>	<b>業績</b>		
Revenue	收益	<b>59,606</b>	58,491
Profit for the year	年內溢利	<b>23,164</b>	30,454
<b>Assets and Liabilities</b>	<b>資產及負債</b>		
Total Assets	總資產	<b>68,793</b>	32,733
Total Liabilities	總負債	<b>39,605</b>	26,929
Shareholders' equity	股東權益	<b>29,188</b>	5,804

1. The Group recorded consolidated turnover of approximately RMB59,606,000 for the year ended 31 December 2018, which represents approximately 1.9% increase from approximately RMB58,491,000 for the year ended 31 December 2017.
  2. The Group recorded profit before taxation of approximately RMB27,668,000 for the year ended 31 December 2018, as compared with profit before taxation of approximately RMB33,898,000 for the year ended 31 December 2017.
  3. The Group recorded operating cash inflow before tax paid of approximately RMB3,008,000 this Year, as compared with operating cash inflow of approximately RMB 14,394,000 in year 2017.
  4. The basic and diluted earnings per share is RMB2.33 cents in 2018, while basic and diluted earnings per share was RMB3.07 cents in year 2017.
1. 截至二零一八年十二月三十一日止年度(“本年度”)本集團錄得營業收入約為人民幣59,606,000元,較二零一七年同期之營業收入約為人民幣58,491,000元上升約1.9%。
  2. 本年度本集團錄得除稅前利潤為約為人民幣27,668,000元,而二零一七年同期除稅前利潤為約為人民幣33,898,000元。
  3. 本年度本集團錄得經營性現金淨流入約人民幣3,008,000元,而二零一七年同期經營性現金淨流入約人民幣14,394,000元。
  4. 二零一八年度每股盈利為人民幣2.33仙,與二零一七年每股盈利為人民幣3.07仙。

## RESULTS

The Group recorded revenue of approximately RMB59,606,000 for this Year, which represents approximately 1.9% increases from approximately RMB58,491,000 in the corresponding period last year. Among them, post-marketing research and academic extension services are about RMB42,363,000, accounting for 71.07% of total revenue; contractual clinical research services are about RMB6,186,000, accounting for 10.38% of total revenue; drug technology transfer services are about RMB10,377,000, accounting for 17.41% of total revenue; (a) clinical research is one of the four growth driving platforms that the Group strives to build. The research-based promotion of terminal clinical medicine, i.e. post-marketing research and academic promotion services, has been widely recognized by the market; the contribution of revenue accounted for 71.07%; (b) the Group's traditional business contract clinical research services also increased considerably in this Year, with the contribution of revenue accounting for 10.38%, an increase of 135% over last year; (c) the income of technology transfer services also increased substantially over last year. Income contribution accounted for 17.41%, an increase of 120% over last year.

The Group recorded profit before taxation of approximately RMB27,668,000, for the year of 31 December 2018, as compared with profit before taxation of approximately RMB33,898,000 in the corresponding period last year. Net profit in 2018 was approximately RMB23,164,000, and in 2017 was approximately RMB30,454,000. This Year's earnings are mainly due to the income of launch market research, medical and medical market services (PMS).

Total consolidated administrative expenses and staff costs were approximately RMB24,778,000 representing an increase of approximately RMB2,217,000 compared with approximately RMB22,561,000 of the corresponding period last year.

## LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2018, the Group's current assets exceeded its current liabilities and its total assets exceeded its total liabilities by approximately RMB25,887,000 (2017: net current assets of approximately RMB3,053,000) and approximately RMB29,188,000 (2017: net assets of approximately RMB5,804,000) respectively.

## 財務回顧

本年度本集團營業收入人民幣59,606,000元，較去年同期之營業收入人民幣58,491,000元上升約1.9%。其中上市後研究及學術推廣服務約人民幣42,363,000元，占總收入之比例為71.07%；合約臨床研究服務約人民幣6,186,000元，占總收入之比例為10.38%；藥品技術轉讓服務約人民幣10,377,000元，占總收入之比例為17.41%；(a)本集團極力打造的四大成長驅動平臺之一臨床科研為依託的終端臨床醫學研究式推廣即上市後研究及學術推廣服務得到市場的廣泛認可；收入貢獻占比為71.07%；(b)本年度本集團傳統業務合約臨床研究服務也有比較大幅度的增長，收入貢獻占比為10.38%，比去年增長135%；(c)技術轉讓服務收入也比去年大幅度增長，收入貢獻占比為17.41%，比去年增長120%。

本年度本集團錄得除稅前利潤約人民幣27,668,000元，而去年同期除稅前利潤約人民幣33,898,000元。二零一八年淨利潤約為23,164,000元，二零一七年約為30,454,000元。本年度本集團盈利主要由於上市後臨床研究及學術推廣服務之收入。

本年度本集團之行政費用及員工支出為約人民幣24,778,000元，較去年同期約人民幣22,561,000元增加約人民幣2,217,000元。

## 流動資金、財務資源及負債比率

於二零一八年十二月三十一日，本集團淨流動資產約人民幣25,887,000元（二零一七年：淨流動資產約為人民幣3,053,000元）；淨資產約為人民幣29,188,000元（二零一七年：淨資產約為人民幣5,804,000元）。



Meanwhile, considering the working capital and long term fund demand for future development, the Group will consider to raise further funds through bank loans, issuance of new shares, convertible notes, and issuance of new debts, etc.

#### FOREIGN EXCHANGE EXPOSURE

During the year, the Group's transactions were substantially denominated in Renminbi ("RMB"). As such, the foreign currency risk of the Group is limited. Currently, the Group has not adopted any financial instrument for hedging purposes.

#### BUSINESS REVIEW

Aiming at long-term development, the Group keeps pursuing its business strategy of transforming from a leading technology transfer supplier to a health care service group under the internet architecture.

The Group now stands at the forefront of the most exciting and dynamic shift in the history of health industry.

The five clinical research methods and means of the Group are as follows:

1. RWS, RWD, RWE (Real world study, Real world data, Real world evidence), Obtain real-world data and real-world evidence through real-world study;
2. PMS (post market surveillance), Drug alert research;
3. MMS (medical marketing services), Medical market, using clinical specialty to carry out market activities;
4. MSS (Medical Science services), Medical science services such as medical conference scientific research activities; and
5. CRS (Contract Clinical Research), Traditional pre-market clinical research services.

#### PROSPECTS

We are looking forward to the approval of the continuing related party transactions after 2019, which will have a significant positive impact on the Group's revenue and profits.

With the change of business model of Chinese pharmaceutical enterprises, China Health Group has assumed the responsibility of replacing traditional CSO model with CRO and CSO model combination. The Group has continuously invested in enhancing its market promotion ability and expanding its market network. It has launched a value-added business model in the local market, focusing on treatment products in the whole value chain, with China Health Group and its sub-brands XiEnWanquan, Baimin Wanquan, Jianshou Wanquan and Yuejie Yan.

同時，考慮到未來業務發展之需要，本集團未來可能從發行新股、發行新債、債轉股等多方面籌集資金，進一步增強資金儲備。

#### 外匯風險

於回顧期內，本集團之交易絕大部分以人民幣計值。因此，本集團面臨的匯率風險不大。目前本集團並無採用任何金融工具作對沖用途。

#### 業務回顧

本集團基於長期發展考慮，繼續推進從領先的技術轉讓供應商轉變為一家互聯網架構下的醫療服務集團。

中國醫療集團現在正站在最令人興奮的健康產業的歷史前沿。

CHG五大科研臨床方式及手段如下：

1. RWS RWD RWE (Real world study Real world data Real world evidence) 通過真實世界研究，獲取真實世界資料，得到真實世界證據。
2. PMS (post market surveillance) 藥物警戒研究。
3. MMS (medical marketing services) 醫學市場，用臨床專業去進行市場活動。
4. MSS (Medical Science services) 醫學市場服務 如醫學會議 科研活動。
5. CRS (合約臨床研究) 即傳統的上市前的臨床研究服務。

#### 展望

我們對二零一九年以後的持續關連交易的批准非常期待，它對本集團在收入和利潤上會產生相當顯著的積極影響。

隨著中國醫藥企業商業模式的變化，中國醫療集團承擔起了以CRO以及CSO模式組合替代傳統CSO模式的責任。集團不斷在增強市場推廣能力及拓展市場網路方面做出投資，以中國醫療集團及子品牌喜恩萬全、拜敏萬全、健壽萬全、悅戒煙在本土市場推出全價值鏈的專注治療領域產品品類增值的業務模式。

The Board will also review and assess of potential project or investment according to reliable principles, in order to improve the Group business performance and return to shareholders.

#### SIGNIFICANT INVESTMENT

Save as disclose in this report, there was no significant investment during this Year.

#### CAPITAL COMMITMENT

As of 31 December 2018, the Group did not have any significant capital commitment. Details of capital commitments of the Group are set out in the note 20 to the consolidated financial statements.

#### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

During the financial year under review, the Group did not carry out any material acquisitions and disposals in respect of subsidiaries and associates.

#### CHARGE ON ASSETS

As at 31 December 2018, the total banking facilities available to the Group amounted to RMB1.5 million (2017: Nil), of which RMB1.5 million had been utilised and secured by personal guarantee. The details are set out in the note 19 to the consolidated financial statements.

As at 31 December 2018 and 2017, the Group did not charge on any of its assets.

#### CONTINGENT LIABILITIES

As at 31 December 2018 and 2017, the Group did not have any significant contingent liabilities.

#### CAPITAL STRUCTURE

During the financial year under review, there had been no changes in the Company's capital (including ordinary shares and capital reserve) structure. As at 31 December 2018, the issued shares amounted to about 992,772,000.

#### EVENT AFTER THE REPORTING PERIOD

There was no significant disclosable event after the reporting period.

#### HUMAN RESOURCES

The Group's remuneration policy is basically determined by the performance of individual employees. In addition to salaries and bonuses, The Group also provided various other benefits to its employees. Employee benefits included medical and pension contributions and share options schemes.

董事會也將按穩建的原則審核評估可能進行的項目或投資，務求提升本集團業務表現及本公司股東回報。

#### 重大投資

於本年度內，本集團並無重大投資。

#### 資本承擔

於二零一八年十二月三十一日，本集團並無任何重大資本承擔。本集團資本承諾的詳情載於合併財務報表附註20中。

#### 子公司和聯營公司的重大收購和處置。

在審查的財政年度內，本集團沒有對子公司和聯營公司進行任何重大收購和處置。

#### 資產抵押

截至二零一八年十二月三十一日，本集團可使用的銀行貸款總額為人民幣150萬元（二零一七年：無），其中人民幣150萬元已通過個人擔保使用和擔保。詳情載於合併財務報表附註19。

截至二零一八年十二月三十一日和二零一七年十二月三十一日，本集團未對其任何資產進行收費。

#### 或然負債

截至二零一八年十二月三十一日和二零一七年十二月三十一日，本集團沒有任何重大或然負債。

#### 資本結構

在審議的財政年度內，公司資本（包括普通股和資本公積金）結構沒有變化。截至二零一八年十二月三十一日，已發行股份達約992,772,000股。

#### 報告期後事項

報告期後無重大可披露事項。

#### 人力資源

本集團雇員之薪酬及獎金政策基本上按雇員之個人表現厘定。本集團為雇員提供多種福利包括醫療及退休供款，以及購股權計畫。

The Group monitored closely the remuneration and fringe benefits of the employees and rewarded employees in accordance with the Group's business performance. In addition, training and development opportunities for the employees were also provided by the Group.

#### DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during this Year.

#### REVIEW OF CONSOLIDATED FINANCIAL STATEMENTS

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are (a) to review the Group's annual reports, interim reports and quarterly reports (b) to discuss and review with the audit of the Company on the scope and findings of the audit; and (c) to supervise the financial reporting process, risk management and internal control systems of the Group and provide advice and comments to the Board.

The Audit Committee has three members comprising the three Independent Non-executive Directors, Mr. Rui QIU, Mr. Mark Gavin LOTTER and Binhui NI. The chairman of the Audit Committee is Mr. Rui QIU who possesses extensive experience in finance and accounting.

The Audit Committee has reviewed and approved the consolidated financial statements for this Year, including the accounting principles and new and revised accounting standards adopted by the Group, and discussed matters relating to auditing, internal controls and financial reporting.

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

During the year ended 31 December 2018, except for the continuing connected transactions (Details of which are disclosed in the company's circular dated 31 July 2017 in [www.hkexnews.com](http://www.hkexnews.com)) entered into between the Group and related companies, at which a director of the Company, Mr. William Xia GUO, has significant interests in these companies, no other contracts of significance to which the Company or any of its 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.

本集團密切關注雇員的薪酬與福利水準，並根據本集團之經營業績獎勵雇員。此外，本集團亦為雇員提供培訓及發展機會。

#### 股息

董事不建議就截至二零一八年十二月三十一日止年度派發任何股息（二零一七年：無）。

#### 購買、出售或贖回本公司上市證券

截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

#### 財務報表之審閱

本公司已成立審核委員會，並遵照創業板上市規則書面訂明其職權範圍。審核委員會之主要職責為 (a) 審閱本集團之年度、半年及季度報告 (b) 與本公司核數師商討及檢討核數之範疇及結果；及(c)監督本集團之財務申報程式、風險管理及內部監控系統，並向董事會提供意見及建議。

審核委員會現由三名獨立非執執仇銳先生、Mark Gavin LOTTER先生和倪彬暉博士組成。仇銳先生為審核委員會主席，其擁有豐富的財務及會計經驗。

審核委員會已審閱和批准本集團本年度之綜合財務報表，包括本公司所採納的新訂及經修訂準則，並已討論有關審計、內部監控及財務彙報事宜。

#### 董事於重大合約之權益

截至二零一八年十二月三十一日止年度，除本集團與本公司董事郭夏先生擁有重大權益之關聯公司訂立的持續關連交易（詳情於本公司日期為二零一七年七月三十一日的通函中披露，詳情請參閱[www.hkexnews.com](http://www.hkexnews.com)）外，本公司或附屬公司於本年內或年末時概無簽訂其他涉及本公司之業務而令本公司之董事在重要交易、安排及合約中直接或間接地擁有重大權益。

#### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2018, none of the Directors or the substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

#### EMPLOYEE AND REMUNERATION POLICY

During the Year, staff cost, including directors' remuneration is approximately RMB16,246,000 (2017: approximately RMB17,373,000). The Group remunerates its employees based on their performance, and the prevailing market price. Other employee benefits include mandatory provident fund, insurance and medical coverage, training programs and share option scheme.

The Company adopted the Share Option Schemes where share options to subscribe for shares of the Company have been granted to the eligible participants of the Group. 18,850,800 share options have been owned by the eligible participants under the Scheme for the year ended 31 December 2018.

#### 董事於競爭業務之權益

截至二零一八年十二月三十一日止年度，本公司的董事或大股東及其各自的關聯方（定義見「GEM上市規則」）均不存在與本集團業務競爭或可能競爭的業務中擁有權益。

#### 僱員及薪酬政策

截至二零一八年十二月三十一日止年度，本集團員工成本（包括董事酬金）約人民幣16,246,000元（二零一七年同期約為：人民幣17,373,000元）。本集團根據僱員之表現、工作經驗及現行市價厘定薪酬。其他員工福利包括強積金、保險及醫療保險、培訓專案及購股權計劃。

本公司已採納購股權計劃，據此已向本集團合資格參與者授出可認購本公司股份之購股權。於本年度末，本集團合資格參與者擁有18,850,800股期權。

## EXECUTIVE DIRECTORS

Mr. William Xia GUO, aged 54, is the Chairman, executive Director of the Group. Mr. GUO is responsible for strategic planning and development, overall management of the Group. Mr. GUO obtained with a Master degree in science from University of Toronto in March 1997. Mr. GUO has also completed various approved courses for the degree of Master of Business Administration in Heriot-Watt University and the Judge institute EMBA in University of Cambridge. Before establishing the Group in December 1998, Mr. GUO had worked for two pharmaceutical companies in Canada, namely Ortho-McNeil Inc. under Johnson & Johnson and Novopharm Limited under Teva Pharmaceutical Industries Ltd as research scientist and process development manager, respectively. Mr. GUO used to be the director and CEO of Common Wealth Technology Inc listed on NSDAQ and vice president of All-China Federation of Industry and Commerce Medical Pharmaceutical Chamber, he also got National model worker title and The National May 1 Labour Medal, and was prized as '2005 Excellent creative enterpriser' in 2005 by BCCC (got the scholarship for EMBA study in University of Cambridge).

Dr. Maria Xue Mei SONG, aged 51, is an executive Director. Dr. SONG is responsible for Clinical Research. Dr. SONG graduated from China Concord Medical University with a Doctorate degree in clinical medicine in July 1995. She is also a Registered Pharmacist in the PRC. Prior to joining the Group in February 2000, Dr. SONG had served as general manager of Beijing Tiancifu Biopharmaceutical Co. Ltd.

## NON-EXECUTIVE DIRECTOR

Mr. Michael SU, aged 47, has been appointed as a non-executive Director since 18 May 2016. Mr. SU formerly worked for Fila China Limited, Shanghai Pharmceutic Group Limited, Venturepharm Pharmaceuticals (Hainan)Limited, China Health Group Inc. etc. and engaged as finance director and similar positions. He held bachelor degree of Hydraulic Engineering from Tsinghua University and Master Degree of Business Management from Shanghai Jiaotong University. He has near 20 years of experience in financial management and more than 10 years of experience in pharmaceutic industry.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Rui QIU, aged 43, has been appointed as an independent non-executive Director and the chairman of the audit committee since 12 February 2018. Mr. QIU graduated from Peking University and holds bachelor degree of Economics. With 20 years of working experience in accounting and financial management and Merge & Acquisition. Mr. QIU formerly worked for PwC and TPG, etc, and founded several investment funds as the key member. Mr. QIU is the founding partner of BDStar Capital and the directors of his invested companies. Mr. QIU is the CFA and the CPA.

## 執行董事

William Xia GUO先生，54歲，本集團主席、執行董事。Guo先生負責本集團之策略規劃及發展、整體管理。Guo先生畢業于多倫多大學藥學院研究生院獲碩士學位，博士（肄業），亦在Heriot-Watt University完成工商管理碩士學位和英國劍橋大學Judge institute EMBA之多個認可課程。於一九九八年十二月成立本集團之前，Guo先生曾於美國強生公司旗下之Ortho-McNeil Inc. 及 Teva Pharmaceutical Industries Ltd 旗下 Novopharm Limited 分別擔任研究科學家及工序開發經理。Guo先生還曾經擔任過美國NSDAQ上市公司 Common Wealth Technology INC 公司的董事長和CEO。Guo先生擔任中華全國工商聯醫藥副會長並獲得中國國務院授予全國勞動模範稱號，全國五一勞動獎章。2005年被英國商會（BCCC）授予“2005優秀創新企業家”（並資助劍橋大學EMBA學習）。

宋雪梅博士，51歲，執行董事。宋博士負責本集團之臨床研究服務。宋博士畢業于中國協和醫科大學，於一九九五年七月獲頒臨床醫藥博士學位。彼亦為中國註冊藥劑師。於二零零零年二月加盟本集團之前，宋博士曾于北京天賜福生物醫藥有限公司擔任總經理。

## 非執行董事

蘇毅先生，47歲，於二零一六年五月十八日獲委任為非執行董事。獲清華大學水利水電工程建築學士、上海交通大學工商管理碩士學位。曾就職於非樂（中國）有限公司、上海醫藥（集團）有限公司、萬特製藥（海南）有限公司、中國醫療集團有限公司等企業，擔任財務總監等職務，於財務管理領域有近20年之經驗並於醫藥行業有超過10年之相關經驗。

## 獨立非執行董事

仇銳先生，43歲，於二零一八年二月十二日獲委任為獨立非執行董事及審核委員會主席、提名委員會主席、薪酬委員會成員。畢業於北京大學經濟學院，獲經濟學學士，仇銳先生擁有20年的財務管理和投資併購經驗，曾任職普華永道（PwC）、德太投資（TPG）等國際機構，作為核心成員參與創建數支投資基金，目前擔任北門資本創始合夥人，同時，擔任多家公司董事。仇銳先生擁有特許金融分析師和中國註冊會計師資質。

Dr. Bing Hui NI, aged 59, has been appointed as the independent non-executive Director and the chairman of nomination committee, as well as one of the members of audit committee and remuneration committee since 31 March 2015. Dr. NI acts as Vice President in Sanofi, and head of external Science & Partnering-Asia Pacific. Dr. NI holds a PhD in molecular pharmacology from University of Toronto under fellowship and post-doctoral fellowship in Clinical Pharmacology from National Institute of Health. Dr. NI has over 40 publications in journals including Science, PNAS and served as adjunct professors in several universities in USA and Singapore. Dr. NI has over 20 years of healthcare industry experience in the US and Asia/China. He served in senior scientific and managerial positions for several top Fortune 500 companies, including Eli Lilly (being Action Group Chair, US), S'BIO (being Vice President/ head of Biology, Singapore,) and Covance China (being General Manager, China)

Mr. Mark Gavin LOTTER, aged 56, has been appointed as the independent non-executive Director and the chairman of remuneration committee, as well as one of the members of audit committee and nomination committee since 17 February 2015. Mr. LOTTER holds a Bachelor of Science in Pharmacy, and Master in Business Leadership of University of South Africa degrees and has over twenty five years of work experience largely in the pharmaceutical industry. He started his career in South Africa and where he has held senior management positions which included Chief Executive Officer of Astra Pharmaceuticals (South Africa) and Chief Executive Officer of Aspen Healthcare (South Africa). He has more than 10 years' experience in China where he held a number of senior positions including Vice President of Commercial Operations of AstraZeneca China, Founder and Chief Executive Officer of Nova Med Pharmaceuticals and Chief Executive Officer SciClone - China Operations.

Mr. Ling ZHEN, aged 53, has been appointed as the independent non-executive Director. Mr. ZHEN is as global Senior Vice President of Quintiles and the General Manager of R&D in Greater China where he oversees the overall service offering and strategic growth in the region. Mr. ZHEN joined legacy Quintiles in 2007 in the US, and in 2009, he moved to China to take on the role as the General Manager of legacy Quintiles in Greater China region including China, Hong Kong and Taiwan. Prior to Quintiles, Mr. ZHEN served as a management consultant in the Life Science Group of Ernst & Young Management Consulting in the US. Mr. ZHEN received his Bachelor of Science degree from the University of Science and Technology of China and his MBA degree from the Kelley School of Business in Indiana University at Bloomington. He also holds a Juris Doctor (JD) degree from the Law School of North Carolina Central University and is a licensed attorney in the state of North Carolina in the US.

倪彬暉博士，59歲，於二零一五年三月三十一日獲委任為獨立非執行董事及提名委員會主席、審核委員會成員、薪酬委員會成員。倪博士現任賽諾菲亞太外部科學與合作副總裁。倪博士在多倫多大學以全額獎學金獲得分子藥理學博士學位，並在美國國立衛生研究院獲得全額訪問學者獎金並進行臨床藥理學的博士後研究工作。倪博士已在科學及美國科學院院報等40本國際著名刊物中發表文章並在美國及新加坡諸所擔任大學兼職教授。倪博士在美國及亞洲地區擁有20年以上的醫藥研發經驗。他曾在眾多世界500強企業任職高級科研與管理職位，包括禮來（美國，行動組主席），S' BIO（新加坡，副總裁/生物部門負責人），科文斯中國（總經理，中國）。

Mark Gavin LOTTER先生，56歲，於二零一五年二月十七日獲委任為獨立非執行董事及薪酬委員會主席、審核委員會成員、提名委員會成員，藥劑學學士，南非大學企業領導碩士，主要在製藥行業擁有25年以上工作經驗。於南非開始職業生涯，任高級管理層職位，包括：AstraPharmaceuticals(South Africa)公司首席執行官、Aspen Healthcare (South Africa)公司的首席執行官。在中國有10年以上工作經驗，任職高級職務，包括AstraZeneca（中國）公司的商業運營副總裁，NovaMed Pharmaceuticals公司的創始人與首席執行官，及SciClone公司中國運營的首席執行官。

甄嶺，53歲，於二零一八年七月六日獲委任為獨立非執行董事。甄先生是昆泰全球高級副總裁兼大中華區的研發總經理，負責監督該地區的整個服務專案和戰略增長。2007年，甄先生在美國加入昆泰，2009年遷到中國擔任昆泰的總經理，包括中國大陸，香港和臺灣在內的大中華地區。在昆泰之前，他還曾在美國安永管理諮詢公司生命科學小組擔任全球的高級管理顧問。甄先生在中國科技大學獲得理學學士學位，並在位於布盧明頓的印第安那大學凱利商學院獲得工商管理碩士學位。甄先生還擁有北卡羅萊納州法學院的法學博士（JD）學位，並且持有美國北卡羅萊納州的律師執照。

## DIRECTORS' REPORT

The Directors of the Company present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's subsidiaries are set out in note 13 to the consolidated financial statements.

## RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 39 of the annual report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 12 to the consolidated financial statements.

## SHARE CAPITAL

Details of the share capital of the Company are set out in note 20 to the consolidated financial statements.

## RESERVE

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

## DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution comprised of capital reserve and contributed surplus of approximately RMB34,150,000 (2017: approximately RMB34,150,000).

## FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 86.

## PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

The Company or its subsidiaries have not purchased, sold or redeemed any of its listed shares in the current year. Neither the Company nor its affiliates have redeemed, purchased or cancelled their redeemable securities

## 董事會報告

本公司董事謹此呈報本集團截至二零一八年十二月三十一日止年度之年度報告及經審核綜合財務報表。

## 主要業務

本公司為一間投資控股公司。本公司之附屬公司之主要業務載於財務報表附註13。

## 業績及分配

本集團截至二零一八年十二月三十一日止年度之業績載於本年報第39頁綜合損益及其他全面收益表。

董事不建議就截至二零一八年十二月三十一日止年度派發任何股息。(二零一七年：無)

## 物業、廠房及設備

本集團及本公司物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註12。

## 股本

本公司股本之詳情載於綜合財務報表附註20。

## 儲備

本集團儲備於年內之變動詳情載於綜合權益變動表。

## 可分配儲量

截至二零一八年十二月三十一日，本公司可供分配的準備金由資本公積金和實繳盈餘共約人民幣34,150,000元組成（二零一七年約人民幣34,150,000元）。

## 五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於第86頁。

## 購買、出售或贖回本公司的上市股份

本公司或其附屬公司於本年度並無購買、出售或贖回本公司的任何上市股份。本公司或其附屬公司亦無贖回、購回或註銷其可贖回證券。

## DIRECTORS

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

### EXECUTIVE DIRECTORS:

William Xia GUO	3 years from his re-appointment on 30 December 2017
Maria Xuemei SONG	3 years from her re-appointment on 30 December 2017

### NON-EXECUTIVE DIRECTORS:

Michael SU	3 years from his appointment on 18 May 2016
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### INDEPENDENT NON-EXECUTIVE DIRECTORS:

Rui QIU	3 years from his appointment on 12 February 2018
Shou Yuan WU	Resigned on 12 February 2018
Mark Gavin LOTTER	3 years from his appointment on 17 February 2015
Bin Hui NI	3 years from his appointment on 31 March 2015
Ling ZHEN	3 years from his appointment on 6 July 2018

## 董事

年內及截至本報告日期止本公司之在任董事為：

### 執行董事：

William Xia GUO	於二零一七年十二月三十日再次獲委任，為期三年
宋雪梅	於二零一七年十二月三十日再次獲委任，為期三年

### 非執行董事：

蘇毅	於二零一六年五月十八日獲委任，為期三年
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### 獨立非執行董事：

仇銳	於二零一八年二月十二日獲委任，為期三年
吳壽元	於二零一八年二月十二日辭任
Mark Gavin LOTTER	於二零一五年二月十七日獲委任，為期三年
倪彬暉	於二零一五年三月三十一日獲委任，為期三年
甄嶺	於二零一八年七月六日獲委任，為期三年



**DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES**

**董事及主要行政人員於股份、相關股份及債券之權益**

As at 31 December 2018, the interests and short positions of the Company's Directors and chief executives in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to notify the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

於二零一八年十二月三十一日，本公司之董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有(a)須根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及好倉（包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或好倉）；或(b)根據證券及期貨條例第352條，須列入該條所述登記冊之權益及好倉；或(c)根據創業板上市規則第5.46至5.67條所述之權益及好倉如下：

Long positions in shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name	Type of interests	Capacity	Number of shares in which interested (other than under equity derivatives)	Number of shares in which interested under physically settled equity derivatives (Note 4)	Total number of shares	Approximate percentage of interest (%)
姓名	權益類別	身份	持有權益之股份數目 (股本衍生工具除外)	根據實物結算股本衍生工具持有權益之股份數目 (Note 4)	股份總數	權益概約百分比 (%)
William Xia GUO William Xia GUO	Personal 個人	Beneficial owner 實益擁有人	112,035,941	10,974,000	123,009,941	12.39
William Xia GUO William Xia GUO	Corporate 公司	Interests of a controlled Corporation (Note 1) 受控制法團權益(附註1)	348,068,873	-	348,068,873	35.06
William Xia GUO William Xia GUO	Corporate 公司	Interests of a controlled Corporation (Note 2) 受控制法團權益(附註2)	149,432,583	-	149,432,583	15.05
William Xia GUO William Xia GUO	Corporate 公司	Interests of a controlled Corporation (Note 3) 受控制法團權益(附註3)	91,915,181	-	91,915,181	9.26
Maria Xuemei SONG 宋雪梅	Personal 個人	Beneficial owner 實益擁有人	924,500	1,636,000	2,272,500	0.26
Mr. Michael SU 蘇毅	Personal 個人	Beneficial owner 實益擁有人	-	220,000	220,000	0.02
Shou Yuan WU 吳壽元	Personal 個人	Beneficial owner 實益擁有人	-	100,000	100,000	0.01
Mark Gavin LOTTER Mark Gavin LOTTER	Personal 個人	Beneficial owner 實益擁有人	-	100,000	100,000	0.01
Bin Hui NI 倪彬暉	Personal 個人	Beneficial owner 實益擁有人	-	100,000	100,000	0.01
Ling ZHEN 甄嶺	Personal 個人	Beneficial owner 實益擁有人	-	100,000	100,000	0.01

Note 1: Winsland Agents Limited is 100% directly held by Mr. William Xia GUO.

附註1: 受控制法團Winsland Agents Limited 由William Xia GUO先生直接持有100%股權

Note 2: The controlled corporation, Venturepharm Holdings Inc., is 47.63 % directly held by Mr. William Xia GUO and 49.00 % held by Mr. William Xia GUO through Winsland Agents Limited, his wholly and beneficially owned company incorporated in British Virgin Islands.

附註2: 受控制法團Venturepharm Holdings Inc.由William Xia GUO先生直接持有47.63%股權，以及由William Xia GUO先生透過Winsland Agents Limited（於英屬處女群島註冊成立，由William Xia GUO先生全資實益擁有）持有49.00%股權。

Note 3: The controlled corporation, Bright Excel Assets Limited, is 100 % beneficially owned by Venturepharm Holdings Inc.

附註3: 受控制法團Bright Excel Assets Limited全部股權由Venturepharm Holdings Inc.實益擁有。

Note 4: Various interests of the Directors pursuant to physically settled equity derivatives are through share options granted.

附註4: 董事於實物結算股本衍生工具項下之各項權益為透過根據股權計畫授出之購股權持有。

## SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 December 2018, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital.

## 主要股東

根據證券及期貨條例第XV部第336條之規定所存置之主要股東登記冊顯示，於二零一八年十二月三十一日，本公司獲知會下列主要股東之權益及好倉，即占本公司已發行股本5%或以上權益。

Name 名稱	Capacity 身份	Number of shares 股份數目	Approximate percentage of interests 權益概約百分比
Winsland Agents Limited (Note 1)	Beneficial owner	348,068,873	35.06
Venturepharm Holdings Inc. (Note 2)	Beneficial owner	149,432,583	15.05
Venturepharm Holdings Inc. (Note 3)	Interest of controlled corporation	91,915,181	9.26
Bright Excel Assets Limited (Note 3)	Beneficial owner	91,915,181	9.26
William Xia GUO (Notes 1, 2, 3, 4)	Beneficial owner and interest of controlled corporations	712,426,578	71.76
Winsland Agents Limited (附註1)	實益擁有人	3348,068,873	35.06
Venturepharm Holdings Inc. (附註2)	實益擁有人	149,432,583	15.05
Venturepharm Holdings Inc. (附註3)	受控制法團權益	91,915,181	9.26
Bright Excel Assets Limited (附註3)	實益擁有人	91,915,181	9.26
William Xia GUO (附註1、2、3及4)	實益擁有人及受控制法團權益	712,426,578	71.76

### Long positions in shares and underlying shares of the Company

Note 1: Winsland Agents Limited is 100% directly held by Mr. William Xia GUO. The shares include 77,500,000 shares granted under the 2014 Convertible Notes. Noteholder has converted all Convertible Notes to ordinary share of 77,500,000 shares on 31 December 2016. There will be no Convertible Notes of the Company held by the Noteholder after the Conversion.

Note 2: Venturepharm Holdings Inc. is 47.63% directly held by Mr. William Xia GUO and 49% held by Mr. William Xia GUO through Winsland Agents Limited, his wholly and beneficially owned company incorporated in the British Virgin Islands.

Note 3: The controlled corporation, Bright Excel Assets Limited, is 100% beneficially owned by Venturepharm Holdings Inc.

Note 4: Apart from shares held through Venturepharm Holdings Inc., and Winsland Agents Limited, the interests of 10,974,000 shares which are granted to him under the Share Option Scheme are beneficially owned by Mr. William Xia GUO.

Save as disclosed above, as at 31 December 2018 there was no other person who was recorded in the register of the Company as having interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein.

### 於本公司股份及相关股份之好倉

附註1: Winsland Agents Limited 由William Xia GUO先生直接持有100%股權。股權包括根據二零一四年可轉股債所涉及的77,500,000股。於二零一六年十二月三十一日，Winsland Agents Limited將全部可轉換債券轉換成77,500,000股本公司的普通股。可轉換債券的持有人將不再擁有本公司的可轉換債券。

附註2: Venturepharm Holdings Inc.分別由William Xia GUO先生直接持有47.63%股權，以及由William Xia GUO先生透過Winsland Agent Limited（於英屬處女群島註冊成立，由William Xia GUO先生全資實益擁有）持有49%股權。

附註3: 受控制法團 Bright Excel Assets Limited 全部股權由 Venturepharm Holdings Inc.實益擁有。

附註4: 除透過Venturepharm Holdings Inc.和Winsland Agents Limited持有之股份外，William Xia GUO先生實益擁有10,974,000股股份權益，是根據購股權計畫授予彼之購股權所涉及10,974,000股股份。

除上文所披露者外，於二零一八年十二月三十一日，按本公司登記冊記錄，概無任何其他人士于本公司之股份或相關股份中持有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或好倉，或鬚根據證券及期貨條例第XV部第336條列入該條所述登記冊之權益或好倉。

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

During the year ended 31 December 2018, except for the continuing connected transactions (details of which are disclosed in the Company's circular dated 31 July 2017 in www.hkexnews.com) entered into between the Group and related companies, at which a Director of the Company, Mr. William Xia GUO, has significant interests in these companies, no other contracts of significance to which the Company or any of its 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.

## SHARE OPTION SCHEME

As disclosed in note 23, the Company adopted a share option scheme. It awards the relevant eligible participants for their contribution in the Group's operation.

## 董事于重大合約之權益

除截至二零一八年十二月三十一日止年度內，除本集團與關聯公司之間的持續性關聯交易（詳情載於本公司二零一七年十二月三十一日在www.hkexnews.com上發佈的通函）外，本公司一名董事威廉夏國先生在該等公司擁有重大權益，本公司或其任何附屬公司在本年度末或本年度任何時間均不存在與本公司董事直接或間接擁有重大利益的其他重要合同。

## 購股權計劃

為向對本集團營運成功作出貢獻的合資格參與者作出獎勵及獎賞，本公司營辦了購股權計畫（“購股權計畫”）。有關購股權計畫的進一步詳情於財務報表附註 23 披露。

Name or category of participant 參與者名稱或類別	At 1 January 2017 於二零一七 一月一日	Grant in the Year 於本年度 授出	Exercised in the Year 於本年度 行使數	Expired in the Year 於本年度 作廢數	Lapsed/ cancelled in the year 於本年度 失效/註銷	At 31 December 2018 於二零一八年十 二月三十一日	Exercise price per share(HK\$) 購股權行 使價(HK\$)	Date of grant of share options 授出購 股權日期	Exercise period of share options 購股權 行使期
William Xia GUO	858,000	-	-	-	-	858,000	0.435	07-04-09	07-04-10至 06-04-19
	9,150,000	-	-	-	-	9,150,000	0.45	30-06-15	30-06-16至 29-09-25
Other directors 其他董事	720,000	-	-	-	-	720,000	0.435	07-04-09	07-04-10至 06-04-19
	1,020,000	-	-	-	-	1,020,000	0.45	30-06-15	30-06-16至 29-09-25
Employees and consultants 僱員及顧問	2,090,800	-	-	-	108,000	1,982,800	0.435	07-04-09	07-04-10至 06-04-19
	5,940,000	-	-	-	820,000	5,120,000	0.45	30-06-15	30-06-16至 29-09-25
Total 合計	19,778,800	-	-	-	928,000	18,850,800			

#### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2018, none of the Directors or the substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

#### PERMITTED INDEMNITY PROVISION

At no time during the year and up to date of this report, there was or is, any permitted indemnity provision being in force for the benefit of the directors of the Company (whether made by the Company or otherwise) or any of its subsidiaries (if made by the Company).

#### AUDIT COMMITTEE

The audit committee of the Company had, together with the management and external auditor of the Company, reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2018.

#### SUFFICIENCY OF PUBLIC FLOAT

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

#### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Directors an annual confirmation for independence pursuant to Rule 5.09 of the GEM Listing Rules. The Independent Non-executive Directors have confirmed that they are independent.

#### 董事於競爭業務之權益

於二零一八年十二月三十一日，本公司之董事或管理層股東及彼等各自之連絡人士（定義見GEM上市規則）概無於任何與本集團業務構成或可能構成競爭的業務中擁有權益。

#### 許可不確定性條款

在本報告所述年度及截至本報告日期的任何時間，本公司或其任何子公司（如由本公司作出）的董事（不論是否由本公司作出）或其任何子公司（如由本公司作出）的利益均不存在任何有效的許可賠償條款。

#### 審核委員會

公司審計委員會與公司管理層和外部審計師一起，審查了集團採用的會計原則和政策以及截至二零一八年十二月三十一日的合併財務報表。

#### 足夠公眾持股量

根據本公司所得的公開資料，據董事所知，於本報告日期，本公司之公眾持股量仍符合創業板上市規則所載最低公眾持股量的指定水準。

#### 獨立非執行董事之獨立性

本公司已根據GEM上市規則第5.09條收到各獨立非執行董事獨立性之年度確認。各獨立非執行董事已確認屬獨立人士。

## MAJOR SUPPLIERS AND CUSTOMERS

During the year, the three largest customers of the Group accounted for approximately 80.91% of the Group's sales. The largest customer accounted for approximately 36.51% of the sales of the Group.

During the year, the five largest suppliers of the Group accounted for approximately 42.65% of the Group's cost of service. The largest suppliers accounted for approximately 10.28% of the cost of the service of the Group.

## CONNECTED TRANSACTIONS

During the year, a number of the connected transactions and continuing connected transactions between the Company and the related companies are also disclosed according to the requirements of chapter 20 of the GEM Listing Rules. The details of connected transaction and continuing connected transactions have been contained in note 24 to the consolidated financial statements.

The Company has approved the continuing connected transactions on 14 July 2016 and the EGM on 15 August 2017. It has come into force since 15 August 2017 for a period of two years.

The independent non-executive directors of the Company, after they reviewed the connected transactions shown in note 24(b) to consolidated financial statements, considered that during the reporting period, such connected transactions are:

- (1) Related to the general and normal business of the Company;
- (2) Entered into in accordance with the terms of the general agreement or in terms of the terms of the agreement between the Company and the independent third party; and
- (3) The terms of the agreement concluded are fair and reasonable in terms of the owners of the group.

During the Year, the actual amounts of the continuing connected transactions paid under the agreements did not exceed the respective aggregate annual cap as previously disclosed in the circulars and the announcements of the Company.

## 主要供應商及客戶

年內，本集團三大客戶占本集團銷售額約80.91%。最大客戶占本集團銷售額約36.51%。

年內，本集團五大供應商占本集團服務成本約42.65%。最大供應商占本集團服務成本約10.28%。

## 關連交易

於本年內，本集團與本關聯公司之關聯交易以及持續關聯交易之若干詳情亦根據根據上市規則第十四章之要求披露。關聯交易及持續關聯交易之詳情已分別地載於綜合財務報表附註24。

本集團於二零一六年七月十四日的董事會及二零一七年八月十五日的特別股東大會上已批准持續關連交易，自二零一七年八月十五日起生效，為期二年。

本集團獨立非執行董事在審閱綜合財務報表附註24(b)中列示的關連交易後認為，於報告期內，此等關聯交易為：

- (1) 與本集團之一般及正常業務有關；
- (2) 根據一般協議條款或對本集團而言不差於本集團與獨立協力廠商交易之協議條款而訂立；及
- (3) 所訂立之相關協議條款就本集團擁有人而言屬公平合理。

在本年度內，根據協議支付的持續關連交易的實際金額不超過公司通告和公告中披露的各自年度上限。

The Company's auditor was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2018 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Board confirms that the auditor has issued an unqualified letter confirming the matters in accordance with Rule 20.54 of the GEM Listing Rules in respect of the Group's continuing connected transactions for the year ended 31 December 2018 as being in order. Copy of this letter has been provided to the Stock Exchange.

#### EMPLOYEE AND REMUNERATION POLICY

During the Year, staff cost, including Directors' remuneration is approximately RMB16,246,000 (2017: approximately RMB 17,373,000). The Group remunerates its employees based on their performance, and the prevailing market price. Other employee benefits include mandatory provident fund, insurance and medical coverage, training programs and share option scheme.

The Company adopted the Share Option Schemes where share options to subscribe for shares of the Company have been granted to the eligible participants of the Group. 18,850,800 share options have been owned by the eligible participants under the Scheme for the year ended 31 December 2018.

#### PRE-EMPTIVE RIGHTS

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

#### MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into by the Group or existed during the Year.

根據上市規則第14A.56條，本集團已聘用其境外核數師根據香港會計師公會頒布的《香港核證工作準則》第3000號「審核或審閱歷史財務資料意外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」就該等持續關連交易進行若干據實調查程式。董事會確認，審計師已根據《創業板上市規則》第20.54條的規定，就集團截至二零一八年十二月三十一日止年度的持續關聯交易發出了無保留意見的確認函，確認事項正常。本函副本已提供給證券交易所。

#### 僱員及薪酬政策

截至二零一八年十二月三十一日止年度，本集團員工成本（包括董事酬金）約人民幣16,246,000元（二零一七年同期為：約人民幣17,373,000元）。本集團根據僱員之表現、工作經驗及現行市價厘定薪酬。其他員工福利包括強積金、保險及醫療保險、培訓專案及購股權計畫。

本公司已採納購股權計畫，據此已向本集團合資格參與者授出可認購本公司股份之購股權。於本年度末，本集團合資格參與者擁有18,850,800股期權。

#### 優先購股權

本公司之公司組織章程細則或開曼群島法例並無優先購股權之條文，故本公司毋須按比例向現有股東提呈新股份。

#### 管理合同

除僱傭合同外，本集團未簽訂任何與本公司全部或任何實質性部分業務的管理和管理相關的合同，或在本年度記憶體在任何合同。

## COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICE

In the opinion of the Directors, save as disclosed in the Corporate Governance Report which on pages 21 to 34 of this annual report, the Company has complied with the code provisions of the Corporate Governance code as set out in Appendix 15 of the GEM Listing Rules during the accounting period covered by this annual report.

## AUDITORS

The consolidated financial statements have been audited by Zhonghui Anda CPA Limited. A resolution will be submitted to the annual general meeting of the Company to appoint Zhonghui Anda CPA Limited as auditors of the Company.

Following the resignation of Baker Tilly Hong Kong as auditor of the Company on 20 December 2018, Zhonghui Anda CPA Limited was appointed as the auditor of the Company to fill the vacancy.

On behalf of the Board

Chairman  
William Xia GUO

Beijing, the PRC, 27 May 2019

## 遵守公司治理實務守則

董事會認為，除本年度报告披露於本年報第21頁至第34頁的公司治理報告外，本公司在本年度報告所涵蓋的會計期間遵守了《創業板上市規則》附錄15中規定的《公司治理準則》的準則規定。

## 核數師

綜合財務報表經中匯安達會計師事務所有限公司審核。有關聘用中匯安達會計師事務所有限公司擔任本公司核數師之決議案將於應屆股東週年大會上提呈。

天職香港會計師事務所有限公司於二零一八年十二月二十日辭任後，中匯安達會計師事務所有限公司獲委任為本公司核數師，以填補因天職香港會計師事務所有限公司辭任而產生之空缺。

代表董事會

主席  
William Xia GUO

中國北京，二零一九年五月二十七日

## COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions as set out in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 to the GEM Listing Rules. The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the year ended 31 December 2018, with the exception for the following deviations:

Under code provision A.1.3, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given. However, the Company held 4 regular board meetings during 2018, one of which was given less than 14 days' notice to all Directors before the regular board meeting. Accordingly, the Company has already taken sufficient measures to comply with the code provision in respect of the notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend.

Under code provision A.1.8, the Company should arrange appropriate insurance cover in respect of legal action against its directors. However, the Company has not arranged suitable insurance in respect of the possible legal actions against the directors to indemnify them from the liabilities that may arise from their participation in the decision-making process of the Company in 2018. Accordingly, the Company is in the process of sourcing suitable insurance fee proposals from difference insurers.

Under code provision A.2.1, the responsibilities between chairman and chief executive officer should be separated. However currently, the Company does not have chief executive officer. The day-to-day management of the Company's business is handled by the executive directors, who take the responsibility to run the Group's business and to implement the Group's strategy so as to achieve the overall commercial objectives of the Company.

Under code provision A.2.7, the chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. However, the chairman did not hold meetings with the independent non-executive directors without the presence of other directors during 2018. Accordingly, the chairman will hold a meeting with the independent non-executive directors without the presence of other directors on 4 June 2019.

## 遵守企業管治常規守則

本公司之企業管治常規乃基於創業板上市規則附錄十五之企業管治常規守則所載原則及守則條文（「守則」）。本公司所採納之原則著重高素質之董事會及對股東之透明度與問責性。董事會認為：截至二零一八年十二月三十一日止年度，本公司一直遵守守則，惟以下背離除外：

根據規範規定A.1.3，應至少提前14天發出董事會定期會議通知，以便所有董事都有機會出席。對於所有其他董事會會議，應給予合理的通知。但公司於二零一八年召開了4次董事會定期會議，其中1次在董事會定期會議召開前14天內通知全體董事。因此，本公司已採取足夠的措施，以遵守《守則》中有關通知的規定，至少應在召開董事會定期會議14天內給予所有董事出席的機會。

根據準則規定A.1.8，公司應為針對其董事的法律訴訟安排適當的保險。但是，本公司尚未就可能對董事提起的法律訴訟安排適當的保險，以補償他們在二零一八年參與本公司決策過程中可能產生的責任。因此，該公司正在從不同的保險公司採購合適的保險費方案。

根據守則條文第A.2.1條，主席及行政總裁的職責應予分開。然而，本公司尚未委任任何行政總裁。現時，本公司業務之日常管理由執行董事執行，彼等負責經營本集團業務及推行本集團策略，以達致本公司整體商業目標。

根據準則規定A.2.7，主席應至少每年與獨立非執行董事舉行一次會議，無需其他董事出席。但是，在二零一八年期間，主席沒有在其他董事在場的情況下與獨立非執行董事舉行會議。因此，主席於二零一九年六月四日在沒有其他董事出席的情況下與獨立非執行董事舉行會議。



Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors; however, they are subject to retirement by rotation in accordance with the Articles and the Code. Accordingly, the Company considers that sufficient measures have been taken to deal with the requirement in respect of the appointment terms of non-executive Directors as required under the code provision.

Under the code provision A.6.7 of the Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. In addition, under the code provision E.1.2 of the Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. The annual general meeting of the Company (the "AGM") held on 25 July 2018, Mr. William Xia GUO (chairman of the Board), did not attend the said AGM to answer questions of the shareholders of the Company due to other prior business engagements. However, Mr. William Xia GUO has appointed the other attended Director Ms. Maria Xuemei SONG as his representative at the said meetings to answer questions of the shareholders of the Company.

#### **RULE 5.05(1) OF THE GEM LISTING RULES**

Under Rule 5.05(1) of the GEM Listing Rules, the board of directors of a listed issuer must include at least three independent non-executive Directors.

After the appointment of Mr. Mark Gavin LOTTER on 17 February 2015 and Dr. Binhui NI on 31 March 2015 as the independent non-executive Director, the Company has fulfilled the requirement on the number of independent non-executive directors of the Company as required under Rule 5.05(1) of the GEM Listing Rules.

#### **RULE 5.28 OF THE GEM LISTING RULES**

Under Rule 5.28 of the GEM Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of 3 members.

After the appointment of Mr. Mark Gavin LOTTER on 17 February 2015 and Dr. Binhui NI on 30 March 2015 as the member of the audit committee, the Company has fulfilled the requirement on the number of members of the audit committee as required under Rule 5.28 of the GEM Listing Rules.

根據守則條文第A4.1條，非執行董事按特定任期委任。本公司非執行董事並無特定委任年期；然而根據細則及守則，彼等均須輪值退任。因此本公司認為已採取足夠措施，處理守則條文項上有關非執行董事之委任年期之規定。

根據守則條文第6.7條，獨立非執行董事及其他非執行董事應出席股東大會及對股東的意見有公正的瞭解。此外，根據守則條文第E1.2條，董事會主席應出席股東周年大會，且彼亦邀請審核、薪酬、提名及任何其他委員會之主席（如合適）出席股東周年大會。於回顧期內，本公司於二零一八年七月二十五日舉行股東周年大會，William Xia GUO（董事會主席）由於其他會前業務事宜並無出席上述股東周年大會以回答本公司股東之提問，然後其已委任出席董事宋雪梅於上述會議作為其代表以回答本公司股東之提問。

#### **GEM上市規則第5.05(1)條**

GEM上市規則第5.05（1）條規定，上市發行人的董事會必須包括至少三名獨立非執行董事。

在Mark Gavin LOTTER先生於二零一五年二月十七日及倪彬暉博士於二零一五年三月三十一日獲委任為本公司獨立非執行董事後，本公司已符合GEM上市規則第5.05（1）條項下有關本公司獨立非執行董事人數之規定。

#### **GEM上市規則第5.28條**

GEM上市規則第5.28條規定，每個上市發行人須成立一個僅由非執行董事組成之審核委員會。審核委員會須最少由三名成員組成。

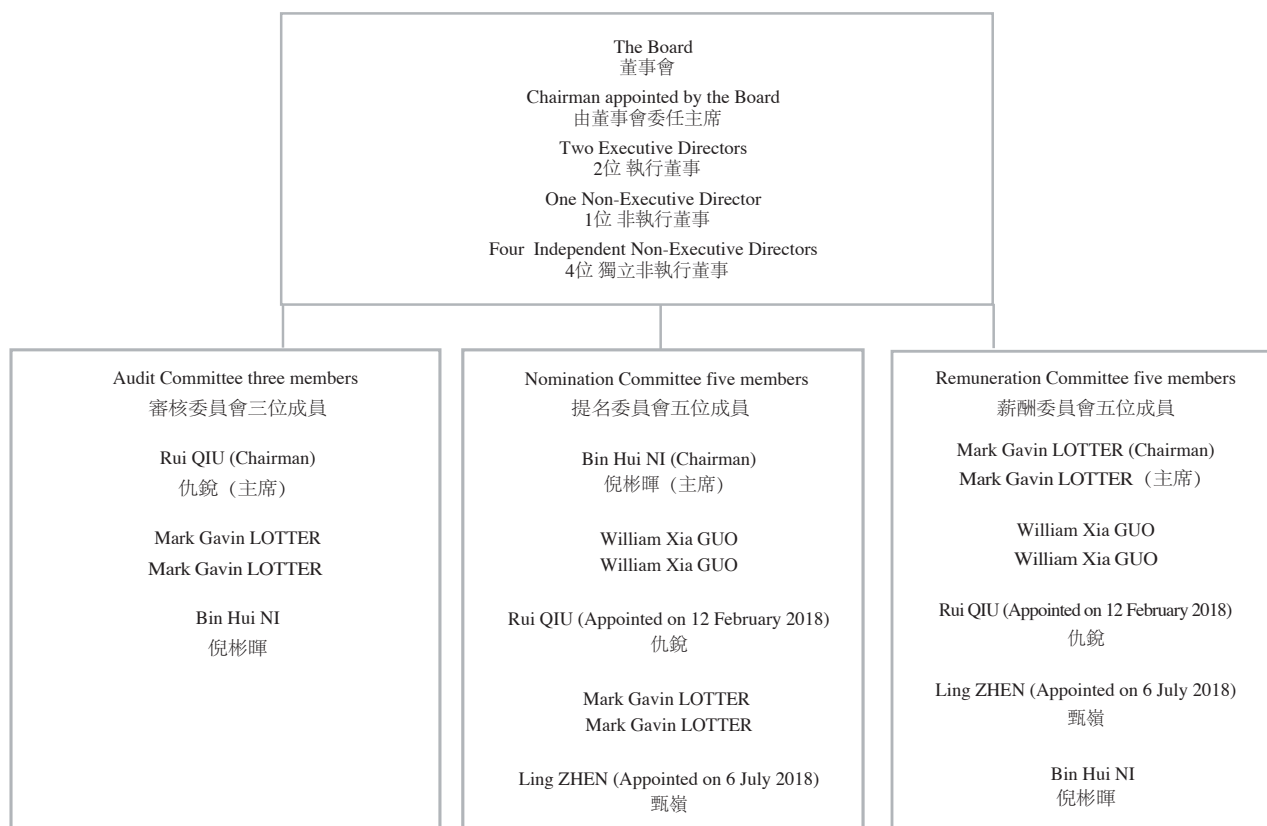
在Mark Gavin LOTTER先生於二零一五年二月十七日及倪彬暉博士於二零一五年三月三十一日獲委任為本公司獨立非執行董事後，本公司已符合GEM上市規則第5.28條項下有關審核委員會成員人數之規定。

**CODE OF CONDUCT REGARDING SECURITIES  
TRANSACTIONS BY DIRECTORS**

The Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the Year.

**有關董事進行證券交易之行為守則**

本公司已採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48條至第5.67條所載之交易必守標準同樣嚴格。經向全體董事作出具體查詢而根據本公司所知彼等於回顧期內一直遵守行為守則所載規定準則。



**Note:**

The Board members during the Year and up to the date of this annual report are:

**Executive Directors:**

William Xia GUO (re-appointed on 30 December 2017)  
Maria Xuemei SONG (re-appointed on 30 December 2017)

**附註:**

年內及截至本報告日期董事會成員為:

**執行董事:**

William Xia GUO (於二零一七年十二月三十日再次獲委任)  
宋雪梅 (於二零一七年十二月三十日再次獲委任)

**Non-executive Director:**

Mr. Michael SU (appointed on the 18 May 2016)

**Independent Non-executive Director:**

Rui QIU (appointed on 12 February 2018)

Shou Yuan WU (resigned on 12 February 2018)

Mark Gavin LOTTER (re-appointed on 17 February 2018)

Bin Hui NI (re-appointed on 31 March 2018)

Ling ZHEN (appointed on 6 July 2018)

There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

The Board of Directors ("Board") of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders value.

The Board, led by the Chairman, is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of annual budgets and business plans; evaluating the performance of the Group; and oversight of management. One of the important roles of the Chairman is to provide leadership to the Board to ensure that the Board acts in the best interests of the Group. All Directors have been consulted about any matters proposed for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receives adequate and reliable information in a timely manner.

Regular Board meetings of the year are scheduled in advance to give all Directors an opportunity to attend. Four regular Board meetings at approximately quarterly intervals have been scheduled for 2018. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's Articles of Association. Board papers are circulated not less than seven days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings.

The Company Secretary shall attend all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. Directors shall have full access to information of the Group and are able to obtain independent professional advice whenever deemed necessary by the Directors. The Company Secretary assists the Chairman in establishing the meeting agenda, and each Director may request inclusion of items in the agenda. Minutes of the board meetings are kept by the Company Secretary and are open for inspection by Directors.

**非執行董事:**

蘇毅 (於二零一六年五月十八日獲委任)

**獨立非執行董事:**

仇銳 (於二零一八年二月十二日獲委任)

吳壽元 (於二零一八年二月十二日辭任)

Mark Gavin LOTTER (於二零一八年二月十七日再次獲委任)

倪彬暉 (於二零一八年三月三十一日再次獲委任)

甄嶺 (於二零一八年七月六日獲委任)

董事成員之間概無關係 (包括財務、業務、家族或其他重大或相關關係)。

本公司董事會 (「董事會」) 共同負責監督本集團業務及事務之管理, 以提升股東價值為目的。

董事會由主席領導, 負責審批及監管本集團整體策略及政策; 批准年度預算與業務計畫; 評估本集團表現; 及監督管理層。主席其中一項重要職務為領導董事會, 以確保董事會以本集團最佳利益行事。任何建議載入議程之事項均會徵詢全體董事意見。憑藉執行董事及公司秘書之支持, 主席致力確保全體董事及時獲妥為知會於董事會會議提出之事項, 並獲取足夠及可靠資料。

本公司會就每年定期董事會會議事先編列時間表, 以便全體董事有機會出席。於二零一八年, 曾於各季度間安排舉行四次定期董事會會議。根據本公司之公司組織章程細則, 董事可親身或透過電子通訊方式出席會議。

董事會文件會於董事會會議舉行最少七天前傳閱, 以確保董事能就將於董事會會議提出之事項作出知情決定。公司秘書須出席所有定期董事會會議, 並於需要時就企業管治、法定規例、會計及財務事項提供意見。董事應可獲取本集團所有資料, 並能於董事認為需要時取得獨立專業意見。公司秘書協助主席編制會議議程, 而各董事可要求於議程載入專案。董事會會議記錄由公司秘書存管, 並可供董事查閱。

During the twelve months ended 31 December 2018, the Board held four meetings. The attendance records of the aforementioned four Board meetings are set out below:

截至二零一八年十二月三十一日止十二個月，董事會曾舉行四次會議。上述四次董事會會議之出席記錄載列如下：

		Attendance of individual directors at board meetings during the year 年內個別董事之董事會會議出席率	
		Attendance no. 出席次數	Attendance rate 出席率
<b>Executive Director</b>	<b>執行董事</b>		
William Xia GUO	William Xia GUO	4/4	100%
Maria Xuemei SONG	宋雪梅	4/4	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Michael SU	蘇毅	4/4	100%
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Rui QIU	仇銳	4/4	100%
Mark Gavin LOTTER	Mark Gavin LOTTER	3/4	75%
Bin Hui NI	倪彬暉	4/4	100%
Ling ZHEN	甄嶺	1/2	50%

#### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Directors an annual confirmation for independence pursuant to Rule 5.09 of the GEM Listing Rules. The Independent Non-executive Directors have confirmed that they are independent.

#### 獨立非執行董事之獨立性

按照GEM上市規則第5.09條所載評核獨立性之指引，本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之年度確認書。本公司根據該等確認書認為，全體獨立非執行董事均為獨立人士。

#### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman of the Board is responsible for the leadership and effective running of the Board, and ensures that all keys and appropriate issues are discussed by the Board in a timely and constructive manner.

#### 主席及行政總裁

董事會主席負責領導董事會及使其有效運作，以確保董事會及時且具建設性地討論所有重要及適當事項。

Currently, the Company does not have Chief Executive Officer. The day-to-day management of the Company's business is handled by the executive directors, who take the responsibility to run the Group's business and to implement the Group's strategy so as to achieve the overall commercial objectives of the Company.

然而，本公司尚未委任任何行政總裁。現時，本公司業務之日常管理由執行董事執行，彼等負責經營本集團業務及推行本集團策略，以達致本公司整體商業目標。

## DIRECTORS' TRAINING

According to the code provision A.6.5 of the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All Directors have participated in continuous professional development during the Year. The Company has also continuously updated Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

During the Year, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and responsibility of the Directors and the business of the Group in the following manners:

		Attended Seminar or Briefing/ Read Material 出席研討會或董事簡會 / 閱讀材料
<b>Directors</b>		
<b>Executive Directors</b>		
William Xia GUO	執行董事 William Xia GUO	✓
Maria Xuemei SONG	宋雪梅	✓
<b>Non-executive Director</b>		
Michael SU	非執行董事 蘇毅	✓
<b>Independent non-executive directors</b>		
Rui QIU	獨立非執行董事 仇銳	✓
Mark Gavin LOTTER	Mark Gavin LOTTER	✓
Binhui NI	倪彬暉	✓
Ling ZHEN	甄嶺	✓

## BOARD COMMITTEES

The Board has established three committees, namely audit committee, nomination committee and remuneration committee, to oversee particular aspects of the Company's affairs.

### AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with the GEM Listing Rules 5.28 to 5.33. The primary duties of the Audit Committee are (a) to review the Group's annual reports, interim reports and quarterly reports (b) to discuss and review with the audit of the Company on the scope and findings of the audit; and (c) to supervise the financial reporting process, risk management and internal control systems of the Group and provide advice and comments to the Board.

## 董事之培訓

根據守則條文第A.6.5條，全體董事均須參加持續專業發展，發展及更新知識及持能，以確保其在具備全面資訊及切合所需的情況下對董事會作出貢獻。

所有董事均有參加持續專業發展。本公司亦不斷向董事提供GEM上市規則及其他適用監管規定最新發展之資料，確保彼等遵守及更清楚瞭解良好企業管治常規。

於本回顧期，董事按下列方式參與有關規管更新、董事職務及職責及本集團業務之持續專業發展：

## 董事委員會

董事會已成立三個委員會即審核委員會、提名委員會及薪酬委員會以監督本公司事務之特定範疇。

### 審核委員會

本公司已成立審核委員會，並遵照創業板上市規則書面訂明其職權範圍。審核委員會之主要職責為 (a) 審閱本集團之年度、半年及季度報告 (b) 與本公司核數師商討及檢討核數之範疇及結果；及(c) 監督本集團之財務申報程式、風險管理及內部監控系統，並向董事會提供意見及建議。

The Audit Committee has three members comprising the three Independent Non-executive Directors, Mr. Rui QIU, Mr. Mark Gavin LOTTER and Dr. Binhui NI. The chairman of the Audit Committee is Mr. Rui QIU who possesses extensive experience in finance and accounting. The Audit Committee has reviewed the audited annual results of the Group for the year ended 31 December 2018.

During the Year, the Audit Committee held four meetings. The attendance records of the aforementioned Audit Committee meetings are set out below:

審核委員會現由三名獨立非執行董事仇銳先生、Mark Gavin LOTTER 先生和倪彬暉博士組成。仇銳先生為審核委員會主席，其擁有豐富的財務及會計經驗。審核委員會已審閱本集團本年度之綜合財務報表。

於回顧年度內，審核委員會曾舉行四次會議，審核委員會成員出席審核委員會會議之詳情如下：

Members	成員	Attendance of member at audit committee meetings during the year	
		Attendance no. 出席次數	Attendance rate 出席率
Rui QIU	吳壽元（於二零一八年二月十二日辭任）	4/4	100%
Mark Gavin LOTTER	Mark Gavin LOTTER	3/4	75%
Binhui NI	倪彬暉	4/4	100%

#### NOMINATION COMMITTEE

The Company has established a nomination committee (the “NC”) with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the NC are to review the structure, size and composition by reference to the board diversity policy (including but not limited to the gender, skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. The NC is chaired by an independent non-executive Director. The NC comprises a majority of independent non-executive Directors. During the year, the members of the NC are as follows:

##### Executive Director

William Xia GUO

##### Independent non-executive directors

Rui QIU  
Mark Gavin LOTTER  
Binhui NI

During the Year, the NC held one meeting. The attendance records of the aforementioned NC meeting is set out below:

#### 提名委員會

本公司已成立提名委員會，並遵照GEM上市規則書面訂明其職權範圍，以檢討董事會之架構、規模及組成（包括但不限於性別、技能、知識及經驗）及就任何擬作變動向董事會提出建議以配合本公司之公司策略。提名委員會主席由一名獨立非執行董事擔任。提名委員會主要由獨立非執行董事組成。年內，提名委員會之成員如下：

##### 執行董事

William Xia GUO

##### 獨立非執行董事

仇銳  
Mark Gavin LOTTER  
倪彬暉

於回顧年度內，提名委員會舉行了兩次會議。提名委員會成員出席提名委員會會議之詳情如下：

Members	成員	Attendance no.	
		出席次數	出席率
Rui QIU	仇銳	1/1	100%
William Xia GUO	William Xia GUO	1/1	100%
Mark Gavin LOTTER	Mark Gavin LOTTER	1/1	100%
Binhui NI	倪彬暉	1/1	100%

## BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (the “Policy”) setting out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board and delegated certain duties under the Policy to the NC. The NC and the Board had also reviewed on 21 March 2018 the structure of the Board and is of the opinion the Board consisted of members with different gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, which met the requirements under the terms of the Policy.

## REMUNERATION COMMITTEE

The Company has established a remuneration committee (the “RC”) according to the relevant provisions of the GEM Listing Rules with written terms of reference. Its primary duties are (a) to make recommendation to the Board on the Company’s policy and structure for all remuneration of Directors and senior management; (b) to review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives; and (c) to determine the remuneration packages on individual executive Directors and senior management.

The RC is formed by an executive director and three independent non-executive directors. During the Year, the members of the RC are as follows:

### Executive Director

William Xia GUO

### Independent non-executive directors

Rui QIU

Mark Gavin LOTTER

Binhui NI

During the Year, meeting was held by the RC to discuss and review the remuneration policies of the Company, to review and make recommendations with respect to the remuneration of Board members for approval by the Board and to made recommendations with respect to the remuneration of the newly appointed Directors during the year for approval by the Board. The RC has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management.

## 董事會成員多元化政策

本公司已採納董事會成員多元化政策，當中列載為實現及維持董事會成員多元化以提升董事會之效能而採取之方針，並將政策項下的若干職責委託給提名委員會。提名委員會及董事會亦於二零一八年三月二十一日檢討董事會之架構，並認為董事會由不同性別、年齡、文化及教育背景、專業經驗、技能及知識之成員組成，已符合董事會多元化政策條文之規定。

## 薪酬委員會

本公司已成立薪酬委員會，並遵照創業板上市規則書面訂明其職權範圍。其主要職責為(a)就本公司全體董事及高級管理人員之薪酬政策及架構向董事提供建議；(b)因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；及(c)厘定個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會由一名執行董事及三名獨立非執行董事組成，年內，薪酬委員會之成員如下：

### 執行董事

William Xia GUO

### 獨立非執行董事

仇銳

Mark Gavin LOTTER

倪彬暉

於回顧期內，薪酬委員會舉行一次會議並討論及檢討本公司之薪酬政策、審閱及建議有關董事會成員之薪酬以供董事會批准以及建議有關年內新任董事之薪酬以供董事會批准。薪酬委員會已採納其作為董事會之諮詢角色之運作模式，而董事會保留批准個別執行董事及高級管理層之薪酬待遇之最終權力。

Attendance of member at RC meeting during the Year

薪酬委員會成員出席薪酬委員會會議之詳情如下：

Members	成員	Attendance no 出席次數	Attendance rate 出席率
Rui QIU	仇銳	1/1	100%
William Xia GUO	William Xia GUO	1/1	100%
Mark Gavin LOTTER	Mark Gavin LOTTER	1/1	100%
Binhui NI	倪彬暉	1/1	100%

The remuneration payable to the members of the senior management by band for the year ended 31 December 2018 is set out below:

截至二零一八年十二月三十一日止年度，按等級向高級管理層成員支付的薪酬如下：

Remuneration bands	Number of individuals	薪酬等級	人數
HK\$2,500,001 to HK\$3,000,000	1	2,500,001港幣 至3,000,000港幣	1

Further particulars relating to Directors' emoluments and the five highest paid individuals are set out in note 10 to the consolidated financial statements.

有關董事薪酬和五名薪酬最高的個人的更多詳情載於合併財務報表附註10。

#### DIRECTORS' ACKNOWLEDGEMENT OF THEIR RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

#### 董事有關編制財務報表之責任

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

董事知悉其負責編制本集團之財務報表，並確保有關財務報表乃根據法定規定及適用會計準則編制。董事亦確保本集團財務報表獲適時公佈。

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，自彼等並不知悉任何可能會對本公司持續經營能力造成更大疑慮之事件或情況之不確定因素。



## INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for ensuring that the Group has a sound and effective risk management and internal control system. The Group is committed to the identification, monitoring and management of risks associated with its business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound cash management system and periodic review of the Group's operation and performance by the Audit Committee and the Board. During the year, the Company engaged an external independent consultant to conduct a review on the internal control system of the Group. The risk management and internal control system is reviewed on an ongoing basis by the Board to ensure it is effective. The Board is satisfied that, based on information furnished to it and on its own observations, the present risk management and internal controls system of the Group are satisfactory. The Board is of the view that the system of risk management and internal control adopted for this Year is sound and effective. The Group does not have an internal audit function and the Board is of the view that there is currently no need for the Group to have this function.

## PROCESS USED TO IDENTIFY, EVALUATE AND MANAGE SIGNIFICANT RISKS

During the process of risk assessment, the Audit Committee identifies the risk of the Group and deciding on the risk levels and the Board shall assess and determine the nature and extent of the risks that are acceptable to the Group when achieving its strategic objectives. Taking into consideration the risk response, i.e. the necessary risk mitigating measures, the relevant departments and business units shall be assigned to implement the risk management solutions in accordance with their respective roles and responsibilities. The identified risk together with the risk response will be recorded at the risk register and subject to the Board's oversight.

## MAIN FEATURES OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The key elements of the risk management and internal control systems of the Group include the establishment of a risk register to keep track of and record identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

## 內部監控及風險管理

董事會負責確保本集團的風險管理及內部監控系統是健全及有效。本集團致力於識別、監控及管理與其業務有關之風險，並已實施一項實際可行和行之有效之監控系統，包括清晰界定許可權之管理結構、良好之現金管理系統，以及由審核委員會及董事會定期對本集團之營運及業績進行檢討。本年度，本集團聘請了獨立顧問審視了本集團的內部監控系統。風險管理及內部監控系統乃由董事會持續進行檢討是否有效。董事會根據向其獲提供之資料及本身之觀察，對本集團現有之風險管理及內部監控感到滿意。董事會認為於回顧期內採納之內部監控系統屬健全及有效。本集團並無內部核數功能，董事會認為本集團目前並不需要增設此項功能。

## 用於識別、評估和管理重大風險的過程

在風險評估過程中，審計委員會確定集團的風險並決定風險水準，董事會應評估和確定集團在實現戰略目標時可接受的風險性質和程度。考慮到風險應對，即必要的風險緩解措施，各相關部門和業務單位應根據各自的職責，落實風險管理解決方案。已識別的風險以及風險應對將記錄在風險登記簿上，並接受董事會的監督。

## 風險管理和內部控制系統的主要特點

本集團風險管理和內部控制系統的關鍵要素包括建立風險登記簿，以跟蹤和記錄已識別的風險，評估和評估風險，制定和持續更新回應程式，以及持續測試內部控制程式，以確保有效性。

An ongoing risk assessment approach is adopted by the Group for identifying and assessing the key inherent risks that affect the achievement of its objectives. The judgement of the risk is mainly determined in accordance with the likelihood of occurrence and consequence of occurrence of the risk, which can be categorised into 3 classes, classifying the degree of risk impact as: Minor (1), Moderate (2) and Significant (3), and the probability of occurrence of risk as: Unlikely (1), Possible (2) and Likely (3). The risk degrees reflect the level of management's attention and risk treatment effort required.

#### PROCESS USED TO REVIEW THE EFFECTIVENESS OF THE RISK MANAGEMENT & INTERNAL CONTROL SYSTEMS AND TO RESOLVE MATERIAL INTERNAL CONTROL DEFECTS

In view of the Company's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Group's internal controls. During the year, the Company engaged an external independent consultant to conduct a review of the effectiveness of the Group's risk management and internal control systems in accordance with the requirements under Code Provision C.2 of the CG Code.

The Board and Audit Committee were satisfied that there had been no major deficiency noted in the areas of the Group's risk management and internal controls systems being reviewed after implementation of recommendations of the internal control defects reported by the external independent consultant.

#### PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Board has established a policy for handling and dissemination of inside information (the "Inside Information Policy"). The Inside Information Policy stipulates the obligations of the Group, restriction on sharing non-public information, handling of rumours, unintentional selective disclosure, exemptions and statutory waiver to the disclosure of inside information, external communication guidelines and compliance and reporting procedures. Management of the Company takes all reasonable measures from time to time to ensure that proper safeguards exist to prevent breach of any disclosure obligations. Employees are required to promptly bring any possible leakage or divulgence of inside information to the attention of the Senior Management, or their delegates, who will notify the Board timely and accordingly, in which case and in the event that there is evidence of material violation of the Inside Information Policy, the Board will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding recurrence.

集團採用持續的風險評估方法來識別和評估影響其目標實現的關鍵固有風險。風險的判斷主要根據風險發生的可能性和發生的後果來確定，可分為三類，風險影響程度分為：輕微（1）、中度（2）和顯著（3），風險發生的概率分為：不太可能（1）、可能（2）和可能（3）。風險程度反映了管理層的關注程度和所需的風險處理工作。

#### 用於審查風險管理和內部控制系統的有效性並解決重大內部控制缺陷的過程

鑒於本公司的業務和經營規模，以及為了採用最具成本效益的方法對本集團的內部控制進行定期審查。年內，本公司聘請一名外部獨立顧問，根據《企業管治守則》第C.2條的要求，對本集團風險管理和內部控制系統的有效性進行審查。

董事會和審計委員會認為，在執行外部獨立顧問報告的內部控制缺陷建議後，正在審查的集團風險管理和內部控制系統領域沒有發現重大缺陷。

#### 處理和傳播內部資訊的程式和內部控制

董事會制定了處理和傳播內部資訊的政策（“內部資訊政策”）。《內部資訊政策》規定了本集團的義務、對非公開資訊共用的限制、對謠言的處理、無意的選擇性披露、對內部資訊披露的豁免和法定豁免、外部溝通指南以及合規和報告程式。公司管理層採取一切合理措施，確保存在適當的保障措施，以防止違反任何披露義務。員工應立即將任何可能洩露的內部資訊提請高級管理層或其代表注意，高級管理層或其代表將及時相應地通知董事會，在這種情況下，如果有證據表明存在嚴重違反內部資訊政策的情況，董事會將作出決定，或指派適當的人員決定糾正問題和避免再次發生的行動過程。

## AUDITOR'S REMUNERATION

The responsibility statement of external auditor of the Company, Zhonghui Anda CPA Limited about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 35 to 38. During the year, auditor's remuneration for audit services was approximately RMB680,000. Save as disclosed above, there was no other non-audit services assignment undertaken by the external auditor during the Year.

## COMPANY SECRETARY

The company secretary of the Company is responsible for distributing detailed documents to the Directors prior to the Board meetings to ensure that the Directors are able to make informed decisions regarding the matters discussed in the meetings. And all Directors have access to the advice and services of the Company Secretary with a view to ensuring that the Board procedures, and all applicable rules and regulations, are followed.

During the Year, the Company Secretary is Mr. Leung Kwok Fai Ben Rich and a written confirmation had been received by the Company from Mr. Leung to confirm he took not less than 15 hours of relevant professional training during the Year.

## SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communications between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board.

## SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Shareholders may convene an extraordinary general meeting of the Company according to the provisions as set out in the Articles and the Companies Law of the Cayman Islands. A Special General Meeting ("SGM") can be convened by a written request signed by shareholders of the Company, stating the objects of the meeting and deposited at the Company's head office at Unit B, 19/F, Times Media Centre, 133 Wanchai Road, Wanchai, Hong Kong.

## 核數師酬金

本公司外聘核數師中匯安達會計師事務所就本集團財務報表之申報責任作出之責任聲明載於本年報第35頁至第38頁的獨立核數師報告。年內，核數師就審核服務所取之酬金為人民幣680,000元。除此之外，年內外聘核數師並無提供其他服務。

## 公司秘書

本公司之公司秘書負責於董事會會議召開前向董事分派詳情資料之檔，以確保董事能夠就會議上所討論之事宜作出知情決定。全體董事有權獲取公司秘書意見及服務，旨在確保董事會程式及所有適用法律及法規獲得遵守。

於回顧期內公司秘書為梁國輝先生，而本公司已接獲梁先生發出之書面確認書，當中確認其於本回顧年度內已參加不少於15個小時之相關專業培訓。

## 股東權利

本公司股東大會提供股東與董事溝通平臺。本公司每年均於董事會決定之地點舉行股東周年大會。

## 股東召開股東特別大會

股東可根據細則及開曼群島公司法所載之條文召開本公司之股東特別大會。股東透過簽署書面請求召開股東特別大會，書面請求須述明大會目的，及送達至本公司香港主要營業地點地址為香港灣仔灣仔道133號星航資訊中心19樓B室。

## PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS' MEETING

The procedures for shareholders to put forward proposals at an AGM or SGM include a written notice of those proposals being submitted by shareholders, addressed to the Company Secretary at the Company's head office at Unit B, 19/F, Times Media Centre, 133 Wanchai Road, Wanchai, Hong Kong. The detailed procedures vary according to whether the proposal constitutes an ordinary resolution or a special resolution, or whether the proposal relates to the election of a person other than a Director of the Company as a director. The procedures for shareholders to convene and put forward proposals at an AGM or SGM (including election of a person other than a Director of the Company as a director) are available on the Company's website or on request to the Company Secretary.

## PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary at the Company's head office at Unit B, 19/F, Times Media Centre, 133 Wanchai Road, Wanchai, Hong Kong or send email to [ir@venturepharm.net](mailto:ir@venturepharm.net).

Shareholders may also make enquiries with the Board at the AGM or SGM.

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company uses a number of formal communications channels to account to shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the AGM or SGM providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) key information of the Group available on the website of the Company; (iv) the Company's share registrars in Hong Kong serving the shareholders in respect of all share registration matters; and (v) corporate information and the Bye-laws of the Company are made available on the Company's website.

A Shareholder's Communication Policy was adopted by the Board aiming at providing the shareholders and potential investors with ready and timely access to balanced and understandable information of the Company.

## 於股東大會上提呈議案之程式

股東於股東周年大會或股東特別大會上提呈議案的程式包括將股東提出該等議案的書面通知以公司秘書為收件人送至本公司香港主要營業地點（地址為香港灣仔灣仔道133號星航資訊中心19樓B室）。詳細程式因應議案是否構成普通決議案或特別決議案，或議案是否涉及選舉本公司董事以外人選為董事而異。股東召開股東周年大會或股東特別大會並於會上提出議案的程式（包括選舉本公司董事以外人選為董事）可於本公司網站查詢或向公司秘書索取。

## 股東向董事會查詢之指引程式

股東可隨時以書面形式將其查詢及關注事項送至本公司香港主要營業地點（地址為香港灣仔灣仔道133號星航資訊中心19樓B室）或以電郵方式寄至[ir@venturepharm.net](mailto:ir@venturepharm.net)，以透過公司秘書遞交董事會。

股東亦可於股東周年大會或股東特別大會上向董事會作出查詢。

## 投資者關係及與股東之溝通

本公司採用多個正式通訊管道，以向股東及投資者反映本公司之表現。該等管道包括(i)刊發季度、中期及年度報告；(ii)舉行股東周年大會或股東特別大會，為本公司股東提供提出評論及與董事會交流意見之平臺；(iii)於本公司網站發佈本集團之關鍵資料；(iv)本公司於香港之股份過戶登記處就所有股份登記事宜服務股東；及(v)本公司之公司資料及公司細則載於本公司網站可供流覽。

董事會採納股東溝通政策，旨在令股東及潛在投資者可迅速及時取得本公司之均衡及容易理解之資料。

The Company aims to provide its shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to providing clear, detailed, timely manner and on a regular basis information of the Group to shareholders through the publication of quarterly, interim and annual reports and/or dispatching circular, notices, and other announcements.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public.

Enquiries to the Board or the Company may be sent by post to the Company's head office at Unit B, 19/F, Times Media Centre, 133 Wanchai Road, Wanchai, Hong Kong.

During 2018, there was no amendment to the constitutional document of the Company.

本公司旨在向其股東及投資者提供高水準資料披露及財政透明度。董事會承諾，透過刊發季度、中期及年度報告及／或寄發通函、通知及其他公佈，及時及定期向股東提供有關本集團之清晰詳盡資料。

本公司不斷改善投資者關係及加強與現有股東及潛在投資者之溝通。本公司歡迎投資者、持份者及公眾人士提出建議。

向董事會或本公司作出之查詢可以郵寄方式送達本公司香港主要營業地點地址為香港灣仔灣仔道133號星航資訊中心19樓B室。

在二零一八年度，公司未對公司章程做出修定。



**Independent auditor's report**  
**To the shareholders of China Health Group Inc.**  
(Incorporated in the Cayman Islands with limited liability)

獨立核數師報告  
致中國醫療集團有限公司各股東  
(於開曼群島成立的有限公司)

## OPINION

We have audited the consolidated financial statements of China Health Group Inc. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 39 to 85 which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## 意見

本核數師（以下簡稱「我們」）已審計載於第39頁至第85頁中國醫療集團有限公司（以下簡稱「貴公司」）及其附屬公司（合稱「貴集團」）之合併財務報表，此合併財務報表包括於二零一八年十二月三十一日之合併財務狀況表及截至該日止年度之合併損益及其他綜合收益表、合併權益變動表和合併現金流量表以及合併財務報表附註，包括主要會計政策概要。

我們認為，該等合併財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的合併財務狀況，及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露規定妥善編製。

## 意見的基礎

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

## KEY AUDIT MATTERS

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

### TRADE AND BILLS RECEIVABLES

Refer to Note 15 to the consolidated financial statements

The Group tested the amount of trade and bills receivables for impairment. This impairment test is significant to our audit because the balances of trade and bills receivables of approximately RMB41,399,000 as at 31 December 2018 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers;
- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the customers;
- Checking subsequent settlements from the customers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for trade and bills receivables is supported by the available evidence.

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

## 關鍵審計事項

關鍵審計事項指根據我們的專業判斷，在我們對本期間合併財務報表的審計中最重要的事項。該等事項在我們對合併財務報表進行整體審計及就此達致意見時處理，我們並不就此另外提供意見。

### 貿易應收款項及應收票據

參見合併財務報表附註15

貴集團對貿易應收款項及應收票據金額進行了減值測試。由於截至二零一八年十二月三十一日的貿易應收款項及應收票據餘額約為人民幣41,399,000元，對合併財務報表具有重要意義，因此本減值測試對我們的審計具有重要意義。此外，貴集團的減值測試涉及判斷應用，並以估計數為基礎。

我們的審計程式包括：

- 評估集團向客戶授予信貸限額和信貸期限的程式；
- 評估集團與客戶的關係和交易歷史；
- 評估集團的減值評估；
- 評估債務的賬齡；
- 評估客戶的信譽；
- 檢查客戶的後續結算；及
- 評估集團在合併財務報表中的信貸風險披露。

我們認為，貴集團對貿易應收款項及應收票據的減值測試得到了現有證據的支持。

### 年度報告中的其他資訊

貴公司董事需對其他資訊負責。其他資訊包括董事報告內的所有資訊，但不包括合併財務報表及核數師報告（以下簡稱「其他資訊」）。

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

#### RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

我們對合併財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發給任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與合併財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

#### 董事就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》披露資料規定編制真實而中肯的合併財務報表，並對其認為為使合併財務報表的編制不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

#### 核數師就審計合併財務報表承擔的責任

我們的目標是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告包括意見，僅向整體成員作出報告，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。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。



A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

有關我們審計合併財務報表的責任的進一步說明，請參閱香港會計師公會網站：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

本說明構成我們審計報告的一部分。

ZHONGHUI ANDA CPA Limited  
Certified Public Accountants  
Fong Tak Ching  
Audit Engagement Director  
Practising Certificate Number P06353  
Hong Kong, 27 May 2019

中匯安達會計師事務所  
執業會計師  
方德程  
審計業務主管  
職業證書編號 P06353  
香港，二零一九年五月二十七日

合併損益及其他綜合收益表  
 CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND  
 OTHER COMPREHENSIVE INCOME

2018年度報告  
 ANNUAL REPORT  
 截至二零一八年十二月三十一日止年度  
 For the year ended 31 December 2018

		2018	2017
		二零一八年	二零一七年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Revenue 營業收入	5	59,606	58,491
Cost of services 服務成本		(7,240)	(2,075)
Other income 其他收入	6	143	119
Administrative expenses 行政費用		(8,532)	(5,188)
Staff costs 員工成本		(16,246)	(17,373)
Profit from operations 營業溢利		27,731	33,974
Finance costs 財務費用	7(a)	(63)	(76)
Profit before taxation 除稅前溢利	7	27,668	33,898
Income tax 所得稅	8	(4,504)	(3,444)
Profit and total comprehensive income for the year 本年淨溢利及其他綜合收益總額		23,164	30,454
Profit and total comprehensive income for the year attributable to: 本年溢利及其他綜合收益總額應佔方:			
- Owners of the Company -本公司權益持有者		23,164	30,454
- Non-controlling interests -非控制性權益		-	-
		23,164	30,454
Earnings per share 每股盈利			
		人民幣仙	人民幣仙
- Basic and diluted -基本及攤薄	11	RMB cents 2.33	RMB cents 3.07

The notes on pages 44 to 85 form part of these financial statements.  
 第44至85頁之合併財務報表附註本財務報表之一部份。

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	3,301	2,751
			<u>3,301</u>	<u>2,751</u>
<b>Current assets</b>	<b>流動資產</b>			
Contract costs	合同成本	14	11,108	2,418
Trade and bills receivables	貿易應收款項及應收票據	15	41,399	18,891
Trade deposits paid	預付業務押金	16	800	1,600
Prepayments and other receivables	預付款及其他應收款項	17	3,181	815
Cash and cash equivalents	現金及現金等價物		9,004	6,258
			<u>65,492</u>	<u>29,982</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables, other payables and accrued charges	貿易應付款項, 其他應付款項及應計費用	18	29,916	23,079
Contract liabilities	合同負債	14	367	382
Bank borrowings	銀行貸款	19	1,500	-
Tax payable	應付所得稅		7,822	3,468
			<u>39,605</u>	<u>26,929</u>
Net current assets	淨流動資產		<u>25,887</u>	<u>3,053</u>
Net assets	淨資產		<u>29,188</u>	<u>5,804</u>

The notes on pages 44 to 85 form part of these financial statements.

第44至85頁之合併財務報表附註本財務報表之一部份。

合併財務狀況表  
 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

2018年度報告  
 ANNUAL REPORT  
 截至二零一八年十二月三十一日止年度  
 For the year ended 31 December 2018

		Note 附註	2018 二零一八年 RMB'000 人民币千元	2017 二零一七年 RMB'000 人民币千元
<b>Capital and reserves</b>	<b>股本及儲備</b>	20		
Share capital	股本		88,673	88,673
Reserves	儲備		(59,485)	(82,869)
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益持有者應佔權益總額</b>		29,188	5,804
<b>Non-controlling interests</b>	<b>非控制性權益</b>		-	-
<b>Total equity</b>	<b>權益總額</b>		29,188	5,804

Approved and authorised for issue by the Board of Directors on 27 May 2019.  
 由董事會於二零一九年五月二十七日批准及授權刊發。

William Xia GUO  
 郭夏  
 Director  
 董事

Maria Xuemei SONG  
 宋雪梅博士  
 Director  
 董事

The notes on pages 44 to 85 form part of these financial statements.  
 第44至85頁之合併財務報表附註本財務報表之一部份。

	Attributable to owners of the Company									
	本公司擁有人應佔									
	Share capital 股本	Share-Based payment reserve 股份基礎支付儲備	Special reserve 特別儲備	Capital reserve 資本儲備	Statutory reserve 法定公積	Statutory enterprise expansion fund 法定企業發展基金	Accumulated losses 累計虧損	Total 合計	Non-controlling interests 非控股權益	Total 總計
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2017 於二零一七年一月一日	88,673	7,050	6,039	6,231	3,821	6,986	(143,966)	(25,166)	-	(25,166)
Profit and total comprehensive income for the year 本年淨溢利及綜合收益總額	-	-	-	-	-	-	30,454	30,454	-	30,454
Equity settled share-based transactions 權益償付以股份為基礎交易	-	516	-	-	-	-	-	516	-	516
Cancellation/lapsed of share options 取消/註銷購股權	-	(3,703)	-	-	-	-	3,703	-	-	-
Appropriations 撥款	-	-	-	-	3,337	-	(3,337)	-	-	-
At 31 December 2017 and at 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	88,673	3,863	6,039	6,231	7,158	6,986	(113,146)	5,804	-	5,804
Profit and total comprehensive income for the year 本年淨溢利及綜合收益總額	-	-	-	-	-	-	23,164	23,164	-	23,164
Equity settled share-based transactions 權益償付以股份為基礎交易	-	220	-	-	-	-	-	220	-	220
Lapsed of share options 註銷購股權	-	(163)	-	-	-	-	163	-	-	-
Appropriations 撥款	-	-	-	-	2,462	-	(2,462)	-	-	-
At 31 December 2018 於二零一八年十二月三十一日	88,673	3,920	6,039	6,231	9,620	6,986	(92,281)	29,188	-	29,188

The notes on pages 44 to 85 form part of these financial statements.  
第44至85頁之合併財務報表附註本財務報表之一部份。

合併現金流量表  
CONSOLIDATED STATEMENT OF CASH FLOWS

2018年度報告  
ANNUAL REPORT  
截至二零一八年十二月三十一日止年度  
For the year ended 31 December 2018

		2018 二零一八年 RMB'000 人民币千元	2017 二零一七年 RMB'000 人民币千元
<b>Operating activities</b>	<b>經營活動</b>		
Profit before taxation	稅前溢利	27,668	33,898
Adjustments for:	調整:		
Bank interest income	銀行利息收入	(45)	(8)
Interest expenses	利息費用	63	76
Equity settled share-based payment expenses	以權益結算的股份支付費用	220	516
Depreciation	折舊費用	1,044	1,020
<b>Operating profit before changes in working capital</b>	<b>營運資本變動前的營業溢利</b>	28,950	35,502
Increase in contract costs	合同成本的增加	(8,690)	(332)
Increase in trade and bills receivables	應收貿易款及應收票據的增加	(22,508)	(18,340)
Decrease in trade deposits paid	應付押金、保證金的減少	800	1,500
(Increase)/decrease in prepayments and other receivables	預付款項及其他應收款項的(增加)/減少	(2,366)	769
Increase/(decrease) in trade payables, payables and accrued charges	應付貿易款、應付賬款、應付費用的增加/(減少)	6,838	(232)
Decrease in contract liabilities	合同負債的減少	(15)	(4,473)
<b>Cash generated from operations</b>	<b>經營活動產生的現金</b>	3,008	14,394
Income tax paid	支付利得稅	(150)	-
<b>Net cash generated from operating activities</b>	<b>經營活動產生的現金流量淨額</b>	2,858	14,394
<b>Investing activities</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買不動產、廠房及設備	(1,594)	-
Interest received	收到利息收入	45	8
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/所得現金之淨額</b>	(1,549)	8
<b>Financing activities</b>	<b>融資活動</b>		
Interest paid	支付利息	(63)	(76)
Addition of bank borrowing	新增銀行貸款	1,500	-
Repayment of bank borrowing	償還銀行貸款	-	(1,500)
Repayment of loans from related companies	償還關聯公司貸款	-	(8,321)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所得/(所用)之現金淨額</b>	1,437	(9,897)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物的淨增加額</b>	2,746	4,505
<b>Cash and cash equivalents at 1 January</b>	<b>年初現金及現金等價物</b>	6,258	1,753
<b>Cash and cash equivalents at 31 December</b>	<b>年末現金及現金等價物</b>	9,004	6,258

Note:

Liabilities arising from financing activities include loans from related companies and bank borrowing. No reconciliation of liabilities arising from financing activities as, besides of above cash flow movements, there are no other changes or movements for those liabilities during the year ended 31 December 2018 and 2017.

附註:

融資活動產生的負債包括關聯公司貸款和銀行貸款。除了上述現金流量變動外，截至二零一八年十二月三十一日止年度於融資活動產生的負債並無其他變動。

The notes on pages 44 to 85 form part of these financial statements.  
第44至85頁之合併財務報表附註本財務報表之一部份。

## 1. GENERAL

China Health Group Inc. (the "Company") was incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares are listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands and its principal place of business is at Building A2, Haitong Commercial Centre, No. 11 West Third Ring North Road, Haidian District, Beijing, the People's Republic of China (the "PRC").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 13 to the consolidated financial statements.

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Company has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 January 2018. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years except as stated below.

HKFRS 15 has been applied retrospectively and resulted in changes in the consolidated amounts reported in the financial statements as follows:

	RMB'000
As 31 December 2017:	
Decrease in work-in-progress	(2,418)
Increase in contract costs	2,418
Decrease in Receipts in advance	(382)
Increase in contract liabilities	382

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

## 1. 一般資料

中國醫療集團有限公司（「本公司」）為一間於二零零二年五月二十一日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限責任公司。其註冊辦事處地址為 P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands, 而其主要營業地點為中國北京市中關村南大街甲55號方圓大廈優客工場二層。

本公司之主要業務為投資控股，其附屬公司主要業務已呈列於合併財務報表附註13。

## 2. 遵循新修訂的國際財務報告準則的聲明

在本年度，本公司遵循香港註冊會計師協會（HKICPA）所發佈地與香港業務相關的新修訂的《香港財務報告準則》（HKFRSs），並於二零一八年一月一日起生效。香港財務報告準則包括香港財務報告準則、香港會計準則（「香港會計準則」）及釋義。採用新修訂的《香港財務報告準則》並未對本公司的會計政策、財務報表列報以及本年度及以前年度的報告金額造成重大變化，但下文另有規定的除外。

《香港財務報告準則第15號》已追溯適用，財務報表中報告的合併金額主要發生以下變化：

	人民幣千元
截至二零一七年十二月三十一日：	
在產品減少	(2418)
合同成本增加	2418
預收賬款減少	(382)
合同負債增加	382

集團尚未應用已發行但尚未生效的新香港財務報告準則。集團已開始評估新《香港財務報告準則》的影響，但尚未說明其是否會對其經營業績和財務狀況產生重大影響。

### 3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention. The consolidated financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand except when otherwise indicated. RMB is the functional currency of the Company and the Company’s subsidiaries established in the PRC.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in note 4 to the consolidated financial statements.

A summary of the significant accounting policies adopted by the Group is set out below.

#### Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity’s returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company’s share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

### 3. 主要會計政策

此等合併財務報表乃根據香港會計師公會頒布的所有適用之香港財務報告準則、香港公認會計原則、香港聯合交易所有限公司GEM證券上市規則之適用披露條文（「GEM上市規則」）及香港《公司條例》之披露規定。

本合併報表基於歷史成本的原則編制。此等合併財務報表以人民幣為計量單位，除非另有說明，四捨五入到千位。人民幣是本公司及其在中國境內子公司的功能貨幣。

香港財務報告準則編制合併財務報表需要使用某些關鍵假設和估計。它亦要求董事在應用會計政策的過程中行使其判斷權。在財務報表附註4中披露了涉及關鍵判斷以及假設和估計對合併財務報表有重大影響的領域。

本集團採用之主要會計政策概述如下。

#### 合併

此等合併財務報表包括本公司及其子公司截至十二月三十一日的財務報表。附屬公司為本集團所控制之實體。當本集團從參與某實體之業務獲得或有權獲得可變回報，及有能力藉對實體行使其權力而影響該等回報，則本集團控制該實體。當集團擁有的現有權利，賦予其指導相關活動（即顯著影響實體回報的活動）的能力時，集團對實體擁有權力。

在判斷是否控制時，本集團考慮其潛在投票權以及其他方持有的潛在投票權，以確定其是否擁有控制權。只有在持有人有實際能力行使表決權的情況下，才考慮潛在的表決權。

子公司自控制權轉移至本集團之日起納入合併範圍。自控制權終止之日起不再納入合併範圍。

處置導致喪失控制權的子公司損益為下兩者之間的差額：(i) 出售對價的公允價值加上保留在該子公司的全部投資的公允價值；(ii) 公司在該子公司淨資產中的份額加上與該子公司相關的所有的剩餘商譽和累計外幣兌換儲備。



Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

#### Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

##### (b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

集團內部交易、餘額和未實現利潤均應抵消。未實現損益也應抵消，除非有證據證明已經轉讓的資產發生減值損失。子公司的會計政策應與母公司所採用的會計政策一致。

非控制性權益指非本公司直接或間接應佔之附屬公司股權。非控制性權益列報在合併財務狀況表和合併權益變動表中。非控制性權益所佔本集團業績之權益在合併損益表及其他綜合收益表呈列，以顯示本年度之總溢利或虧損及全面收益總額於非控制性權益與本公司股權持有人之間之分配。

不論是否會導致非控股權益出現赤字餘額，利潤或虧損以及其他綜合收益的所有部分均歸屬於公司所有者和非控股股東。

公司在子公司中的所有權權益的變化不會導致失去控制權，應作為股權交易（即與所有者以所有者身份進行的交易）入賬。控制權益和非控制權益的帳面價值進行調整，以反映其在子公司中的相對權益的變化。非控制性權益的調整金額與支付或收到對價的公允價值之間的差額在權益中確認，並歸屬於公司所有者。

#### 外幣折算

##### (a) 功能貨幣和列報貨幣

集團各實體財務報表中包含的專案採用該實體經營所在主要經濟環境的貨幣（“功能性貨幣”）來計量。

##### (b) 各實體財務報表中的交易和餘額

外幣交易在初始確認時按交易日的匯率換算為記賬本位幣。外幣貨幣性資產和負債按每個財務報表日的匯率折算。折算產生的差異計入當期損益。

以外幣公允價值計量的非貨幣性專案，採用公允價值確定日的匯率折算。

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

**(c) Translation on consolidation**

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

(i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

(iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

**Property, plant and equipment**

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

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. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

如果外幣非貨幣性專案的損益在其他綜合收益中確認，則該損益的匯兌差異也應在其他綜合收益中確認。如果非貨幣性專案的損益在當期損益中確認時，則該損益的匯兌差異也應在損益中確認。

**(c) 合併報表折算**

所有記賬幣種不同於列報貨幣的子公司都應將財務報表按如下方式轉換為列報貨幣：

(i) 提交的每份財務報表的資產及負債均按該財務報表日的收盤匯率折算；

(ii) 收入和費用按平均匯率折算（除非該平均匯率不是交易日現行匯率的合理近似值，則收入和費用按交易日匯率折算）；及

(iii) 所有由此產生的匯兌差額在外幣折算儲備中確認。

合併時，因換算外國實體淨投資和借款產生的匯兌差額計入外幣換算儲備。出售外國業務時，這些匯兌差額作為處置損益的一部分計入合併損益。

因收購外國實體而產生的商譽和公允價值調整被視為外國實體的資產和負債，並按收盤匯率折算。

**物業、廠房及設備**

除在建工程外，物業、廠房及設備按成本減去累計折舊和減值損失列報。物業、廠房及設備專案的成本包括其購買價格和使資產達到其預定狀態和預期用途的直接可歸屬成本。

只有在與專案相關的未來經濟利益很可能流入企業且專案成本能夠可靠計量時，後續成本才包括在資產的帳面金額中，或視情況確認為單獨資產。其他的維修和維護費用在發生期間計入當期損益。

Depreciation is provided to write off the cost of items of property, plant and equipment, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful lives of property, plant and equipment are as follows:

Leasehold improvements	10 years
Machinery and equipment	5–10 years
Motor vehicles	10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less any impairment losses. Depreciation begins when the relevant assets are available for use.

#### Operating Leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

#### Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

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

折舊乃按物業、廠房及設備專案之成本減去其估計剩餘價值（如有），在其估計可使用年期採用直線法以下列方式撇銷計算：

租賃物業裝修	10年
機器及設備	5–10年
汽車	10年

倘一項物業、廠房及設備中之各部份有不同之可使用年期，該專案之成本將合理地分配至各部份，而各部份則獨立計提折舊。

在每個報告期末應對剩餘價值、使用壽命和折舊方法進行審查和調整（如適用）。

處置財產、廠房及設備的收益或損失是淨銷售收益與相關資產帳面價值之間的差額，並在損益中確認損益。

在建工程是指在建建築物、待安裝的廠房和機械，按成本減去減值損失列示。當相關資產達到預定可使用狀態開始折舊。

#### 經營租賃

未向本集團實質性轉移資產所有權的所有風險和回報的租賃，作為經營租賃入賬。租賃付款（扣除從出租人收到的任何獎勵）在租賃期內按直線法確認為費用。

#### 金融工具的確認和終止確認

當本集團成為金融工具合同條款的一方時，金融資產和金融負債在財務狀況表中確認。

當收取資產現金流的合同權利到期時，終止確認金融資產；本集團實質上轉移了資產所有權的所有風險和報酬；或者本集團既沒有轉移也沒有實質上保留資產所有權的所有風險和報酬，但沒有保留對資產的實際控制權。金融資產終止確認時，資產帳面價值與收到的對價之和之間的差額計入損益。

金融負債在相關合同規定的義務解除、取消或到期時終止確認。終止確認的金融負債的帳面價值與支付的對價之間的差額計入當期損益。

## Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

### Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

(a) the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

(b) the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

### Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“life time expected credit losses”) for trade receivables or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables and contract assets) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of life time expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

## 金融資產

金融資產在交易日基礎上確認和終止確認，其中資產的購買或出售是根據合同進行的，合同條款要求在相關市場規定的時間內交付資產，最初以公允價值確認，加上可直接歸屬的交易成本，但以公允價值計量且其變動計入當期損益的投資除外。直接歸因於通過損益以公允價值收購投資的交易成本立即計入損益。

本集團金融資產分類如下：

### 以攤余成本計量的金融資產

金融資產（包括貿易和其他應收款）同時滿足下列條件的，歸入本類：

(a) 該類資產是在一個業務模式內持有的，而該業務模式的目標是持有資產，以收取合約現金流；及

(b) 該類資產的合約條款在指定日期產生現金流，而該現金流只支付未償本金的本金及利息。

隨後採用實際利率法，按攤余成本減去預期信貸損失的備抵進行計量。

### 預期信貸損失的損失準備金

本集團按攤余成本和合同資產確認金融資產預期信貸損失的損失準備金。預期信貸損失是信貸損失的加權平均數，並以發生違約的風險為權重。

在每個報告期結束時，本集團對金融工具的損失備抵進行計量，其金額等於該金融工具預期壽命內所有可能違約事件導致的貿易應收款和合同資產的預期信貸損失（“預期信貸損失壽命”），或者如果信用風險自初始確認以來，該金融工具的風險敞口顯著增加。

如果在報告期末，金融工具（貿易應收款和合同資產除外）的信用風險自初始確認以來沒有顯著增加，則本集團以相當於代表金融工具的預期壽命信用損失部分的金額來計量該金融工具的損失備抵。報告期後12個月內可能發生的金融工具違約事件導致的預期信貸損失。

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

#### Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### Equity instruments

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

#### Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

在報告期末將損失備抵調整為所需金額的預期信貸損失或將轉回金額在損益中確認為減值損益。

#### 現金及現金等價物

就現金流量表而言，現金和現金等價物是指銀行存款以及庫存現金、銀行和其他金融機構的活期存款以及易於轉換為已知金額現金、價值變動風險很小的短期高流動性投資。銀行透支按需償還並構成集團現金管理的一個組成部分，也作為現金和現金等價物的一個組成部分。

#### 金融負債和權益工具

金融負債及權益工具根據訂立合約安排的實質及《香港財務報告準則》對金融負債及權益工具的定義進行分類。權益工具是指在扣除所有負債後能證明集團資產中存在剩餘權益的所有合同。具體金融負債和權益工具採用的會計政策如下。

#### 借款

借款最初按公允價值確認，扣除已發生的交易成本，隨後採用實際利率法按攤餘成本計量。

借款歸類為流動負債，除非本集團在報告期後至少12個月內無條件推遲負債結算。

#### 貿易及其他應付款項

貿易及其他應付款項最初按公允價值確認，隨後採用實際利率法按攤餘成本計量，但如折現影響輕微，則按成本值入賬。

#### 權益工具

本公司發行的權益工具按收到的收益（扣除直接發行成本）入賬。

#### 客戶合同收入

收入根據與客戶簽訂合同中規定的對價，參照慣例進行計量，不包括代協力廠商收取的金額。對於客戶付款與承諾產品或服務轉讓之間的期限超過一年的合同，對價應根據重要融資部分的影響進行調整。

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

#### Other revenue

Interest income is recognised using the effective interest method.

#### Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants relating to the purchase of assets are recorded as deferred income and recognised in profit or loss on a straight-line basis over the useful lives of the related assets.

#### Employee benefits

##### (a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

當集團通過將對產品或服務的控制權轉讓給客戶來履行義務時，確認收入。根據合同條款和適用於該合同的法律，義務可以在一段時間內或一個時間點得到履行。隨著時間的推移而履行，如果：

- (a) 客戶同時接受和消費集團績效提供的利益；
- (b) 集團的業績創造或增強了客戶在創造或增強資產時控制的資產；或
- (c) 本集團的業績不會創造一項可供本集團替代使用的資產，且本集團對迄今為止完成的業績有強制執行的付款權。

如果一項履行義務隨著時間的推移而得到滿足，則收入通過參照完全滿足該履行義務的進度來確認。否則，收入在客戶獲得產品或服務控制權時確認。

#### 其他收入

利息收入採用實際利息法確認。

#### 政府補助

當有合理保證集團符合附加條件並收到補助金時，確認政府補助金。

與收入有關的政府補助在本期內遞延並計入損益，以使其與預期補償的成本相匹配。

與購買資產有關的政府補助記為遞延收益，並在相關資產的使用壽命內以直線法計入損益。

#### 員工福利

##### (a) 員工休假權利

員工享有年假和長期服務假的權利在員工累積時予以確認。對截至報告期末員工提供的服務導致的年假和長期服務假的估計負債作出了規定。

員工享有病假和產假的權利直到休假時才能確認。

**(b) Pension obligations**

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

**(c) Termination benefits**

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

**Share-based payments**

The Group issues equity-settled and cash-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

**Borrowing costs**

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

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

**(b) 養老金義務**

本集團向所有員工提供固定繳款退休計畫。集團和員工對計畫的貢獻按員工基本工資的百分比計算。計入損益的退休福利計畫成本代表集團應向基金支付的供款。

**(c) 終止福利**

終止福利在本集團不能再撤回這些福利的提供以及本集團確認重組成本並涉及支付終止福利之日的較早日期確認。

**股份支付**

本集團向某些員工發放以權益結算和現金結算的股份支付。以權益結算的股份支付按權益工具授予日的公允價值（不包括非市場行權條件的影響）計量。在授予日確定的以權益結算的股份支付的公允價值，根據本集團對最終將授予的股份的估計，並根據非市場行權條件的影響進行調整，在行權期內以直線法進行費用化。

**借貸成本**

由於購置資產、建造或生產的借款費用，這些資產必須經過相當長的時間才能達到其預期用途或銷售，並作為這些資產成本的一部分進行資本化，直至資產達到預期用途或出售為止。特定借款的臨時投資在符合資本化條件的資產支出前獲得的投資收益從符合資本化條件的借款成本中扣除。

如果資金是為獲得符合資本化條件的資產而借入和使用的，則符合資本化條件的借款成本金額通過將資本化率應用於該資產的支出來確定。資本化率是適用於本集團在本期未償還借款的借款成本的加權平均數，但為獲得合格資產而專門借款的除外。

所有其他借款費用在發生期間計入損益。

## Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 稅收

所得稅是指當期所得稅和遞延所得稅的總和。

目前應繳的稅款是以當年應納稅利潤為基礎。應納稅利潤不同於損益中確認的利潤，因為它不包括其他年份應納稅或可扣除的收入或支出專案，而且它還不包括從不納稅或可扣除的專案。本集團的當期所得稅負債採用截至報告期末已頒佈或實質性頒佈的稅率計算。

遞延稅款是根據財務報表中資產和負債的帳面金額與計算應納稅利潤時使用的計稅基礎之間的差額確認的。遞延所得稅負債一般針對所有應納稅暫時性差異進行確認，遞延所得稅資產在很可能獲得可抵扣暫時性差異、未使用的稅收損失或未使用的稅收抵免的情況下進行確認。如果暫時性差異產生於商譽或交易中其他資產和負債的初始確認（企業合併除外），既不影響應納稅利潤也不影響會計利潤，則不確認此類資產和負債。

遞延所得稅負債確認為子公司和聯營公司投資產生的應納稅暫時性差異以及合資企業的利益，除非本集團能夠控制暫時性差異的轉回，並且暫時性差異在可預見的未來很可能不會轉回。

遞延所得稅資產的帳面價值應在每個報告期結束時進行審查，並減少到不再可能有足夠的應納稅利潤來收回全部或部分資產的程度。

遞延所得稅按負債結算或資產變現期間預期適用的稅率計算，以報告期末已頒佈或實質性頒佈的稅率為基礎。遞延所得稅在損益中確認，除非與其他綜合收益或直接在權益中確認的專案有關，在這種情況下，遞延所得稅也在其他綜合收益或直接在權益中確認。

遞延所得稅資產和負債在具有法定強制執行權利將流動所得稅資產與流動所得稅負債相抵銷，且與同一稅務機關徵收的所得稅有關，且本集團打算以淨額結算其流動所得稅資產和負債時，予以抵銷。



### Related parties

A related party is a person or entity that is related to the Group.

#### (A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

#### (B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

### Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

### 關聯方

關聯方是指與集團相關的個人或實體。

#### (A) 符合以下條件之一的人士或其直系家庭成員將被視為本集團的關聯方:

- (i) 對本集團有控制或共同控制;
- (ii) 對本集團有重大影響; 或
- (iii) 本集團或本集團母公司主要管理人員的成員。

#### (B) 符合以下條件之一的企業將被視為本集團的關聯方:

- (i) 企業和本集團為同一集團下的成員(即母公司, 各子公司和同系附屬公司均為相互的關聯方)。
- (ii) 企業為另外一家企業的聯營公司或合營公司(或企業為該另外一家企業的集團成員的聯營公司或合營公司)。
- (iii) 兩家企業同為一個協力廠商的合營公司。
- (iv) 企業為一家協力廠商企業的合營公司及另一家企業為該協力廠商企業的聯營公司。
- (v) 企業為一僱員退休福利計劃, 且該福利計劃的受益人為本集團的僱員或本集團任何關聯方。
- (vi) 企業被在註釋(A)下認定的人士控制或共同控制。
- (vii) 在註釋(A)(i)下認定的人士對企業有重大影響, 或該人士為企業(或企業的母公司)的主要管理人員。
- (viii) 企業或一間集團之任何成員向集團或集團母公司提供主要管理人員服務。

### 分部報告

經營分部及合併財務報表中報告的每個分部項目的金額, 均從經常向本集團最高級執行管理人員提供的財務資訊確定, 目的是為本集團的各種資源分配資源和評估其績效的業務。

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group operates in a single segment and no segmental analysis is presented.

### Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except receivables 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 any impairment loss. 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.

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

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit 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 subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit 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.

就財務報告而言，個別重大經營分部不會合併，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外。倘並非個別重大之經營分部符合大部分此等準則，則該等經營分部可能會被合併。

由於本集團經營單一分部，因此並無呈列分部分分析。

### 資產減值

在每個報告期末，本集團審查其有形和無形資產（應收賬款除外）的帳面金額，以確定是否有跡象表明這些資產發生了減值損失。如果存在任何此類跡象，則應估計資產的可收回金額，以確定減值損失的程度。如果無法估計單項資產的可收回金額，本集團估計該資產所屬資產組的可收回金額。

可收回金額為公允價值減去處置成本和使用價值兩者中較高者。在評估使用價值時，估計的未來現金流採用稅前貼現率貼現至其現值，該貼現率反映了貨幣時間價值和資產特定風險的當前市場評估。

如果資產或資產組的可收回金額估計低於其帳面金額，則該資產或資產組的帳面金額減至其可收回金額。減值損失立即確認為當期損益，除非相關資產按重估金額結轉，在這種情況下，減值損失被視為重估減值。

當減值損失隨後轉回時，資產或資產組的帳面價值增加至其可收回金額的修訂估計值，但增加的帳面價值不超過如果不重新計提減值損失本應確定的帳面價值（扣除攤銷或折舊）。以前年度資產或資產組的所產生的總收入。減值損失的轉回立即確認為當期損益，除非相關資產按重估金額結轉，在這種情況下，減值損失的轉回被視為重估增加。

### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

### Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

### (a) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

### 撥備及或然負債

如果本集團或本公司須就已發生之事件承擔法律或推定義務，而會導致經濟利益外流及在可以作出可靠之估計時，則就該時間或數額不定之其他負債計提準備。如果貨幣時間價值重大，則按履行義務預計所需支出之現值計提準備。

如果流出經濟利益之可能性較低，或無法對有關數額作出可靠之估計，則會將該義務披露為或然負債，但經濟利益外流之可能性極低則除外。如果有關義務須視乎某宗或多宗未來事件是否發生才能確定是否存在，則會披露為或然負債，除非經濟利益外流之可能性極低。

### 報告期後事項

報告期結束後，提供有關本集團在報告期結束時的頭寸或表明持續經營假設不適當的其他資訊的事件是調整事件，並反映在財務報表中。非調整事項的報告期後事項在重要時在財務報表附註中披露。

## 4. 關鍵判斷及估計

應用會計政策的關鍵判斷在應用會計政策的過程中，董事會做出了以下對財務報表中確認的金額影響最大的判斷。估計不確定性的關鍵來源下文討論了有關未來的關鍵假設以及報告期末估計不確定性的其他關鍵來源，這些假設可能導致下一財政年度內資產和負債的帳面金額發生重大調整。

### (a) 壞賬和呆賬減值損失

本集團根據對貿易和其他應收款的可收回性的評估，包括各債務人的當前信用度和以往收款歷史，對壞賬和呆賬進行減值損失。當事件或情況變化表明餘額可能不可收回時，就會出現減值。確認壞賬和呆賬需要使用判斷和估計。實際結果與原估計數不一致的，其差額將影響交易及其他應收款的帳面價值以及該估計數變更當年的壞賬費用。

(b) Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value less costs of disposal. Where the fair value less costs of disposal are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of fair value less costs of disposal, a material impairment loss may arise.

(c) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

**5. REVENUE AND SEGMENT REPORTING**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group is principally engaged in the provisions of clinical research services, real-world clinical research, medical science liaisons, medical marketing programs which aims to bridge the gaps between the clinical and commercial phases of product development in the PRC and its revenues are all derived in the PRC for both years. These services are subject to similar business risks and resources and are allocated based on the view of the whole Group's benefits in enhancing the value as a whole rather than on any specific unit. The Group's chief operating decision-maker considers that the performance assessment of the Group should be based on the profit before taxation of the Group as a whole. Therefore, only one single segment information are disclosed under the requirements of HKFRS 8.

(b) 物業、廠房及設備的減值

當事件或情況變化表明資產的帳面價值超過其可收回金額時，對、廠房和設備進行減值審查。可收回金額根據公允價值減去處置成本確定。公允價值減去處置成本低於預期或者存在不利事項、事實和情況變化導致公允價值減去處置成本的變動的，可能發生重大減值損失。

(c) 物業、廠房及設備及折舊

本集團確定本集團物業、廠房和設備的估計使用壽命、殘值和相關折舊費。該估算基於類似性質和功能的物業、廠房和設備的實際使用壽命和剩餘價值的歷史經驗。如果使用壽命和剩餘價值與以前估計的不同，本集團將修改折舊費用，或者將註銷或減記技術上已過時、被放棄或出售的非戰略資產。

**5. 收入和分部報告**

經營分部按照向提供給主要經營決策者的內部報告一致的方式報告。本集團的主要業務為於中國經營醫藥研發及學術推廣服務，而其收入全部源自中國。考慮到該等業務的業務風險相近，而本集團在資源配置時會考慮本集團的整體利益而不是個別單位，本集團的首席經營決策者認為本集團的整體除稅前利潤是評核本集團業績的指標。因此，管理層認為根據《香港財務報告準則》第八號，本集團只有單一的業務分部。

The amount of each significant category of revenue is as follows: 每個重要收入類別的分類如下:

		2018 二零一八年 RMB'000 人民币千元	2017 二零一七年 RMB'000 人民币千元
Provision of post launch market research, medical and medical market services (the "PM services")	提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務	42,363	39,273
Provision of contracted pharmaceutical development services (the "PD services")	提供合約藥品開發服務	234	5,377
Provision of contracted clinical research services (the "CR services")	提供合約臨床研究服務	6,186	2,632
Sales of drugs technologies	銷售藥品技術	10,377	4,717
Sales of patents and trademarks	銷售專利和商標	-	4,717
Other medical services	其他醫藥服務收入	446	1,775
		59,606	58,491

Other medical services include registration, application and testing services. 其他醫療服務收入包含註冊、申請和測試服務。

Disaggregation of revenue from contracts with customers: 與客戶簽訂的合同收入的分類:

		2018 二零一八年 RMB'000 人民币千元
<b>Major products/service</b>	<b>主要產品/服務</b>	
Provision of PM services	提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務	42,363
Provision of PD services	提供合約藥品開發服務	234
Provision of CR services	提供合約臨床研究服務	6,186
Sales of drugs technologies	銷售藥品技術	10,377
Other medical services	其他醫藥服務收入	446
Total	合計	59,606
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>	
At a point in time	一個時間點	58,941
Over time	一段時間內	665
Total	合計	59,606

2017  
二零一七年  
RMB'000  
人民币千元

Major products/service	主要產品/服務	
Provision of PM services	提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務	39,273
Provision of PD services	提供合約藥品開發服務	5,377
Provision of CR services	提供合約臨床研究服務	2,632
Sales of drugs technologies	銷售藥品技術	4,717
Sales of patents and trademarks	銷售專利和商標	4,717
Other medical services	其他醫藥服務收入	1,775
Total	合計	<u>58,491</u>
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>	
At a point in time	一個時間點	58,163
Over time	一段時間內	328
Total	合計	<u>58,491</u>

**Provision of PM services, PD services, CR services and other medical services**

The Group provides PM services, PD services, CR services and other services to the customers. Revenue is recognised when the relevant services are rendered, no unfulfilled obligation that could affect the customer's acceptance of the services rendered and the respective amount of revenue can be measured reliably.

Some of revenue from PM services is recognised when the progress towards complete satisfaction of the performance obligations of a service contract can be measured reasonably, revenue from the contract and the contract costs are recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to the estimated total contract costs for the contract. This method provides the most reliable estimate of the percentage of completion.

When the progress towards complete satisfaction of the performance obligations of a service contract cannot be measured reasonably, revenue is recognised only to the extent of contract costs incurred that is expected to be recoverable.

The customers pay the contract prices to the Group according to the payment schedules as stipulated in the contracts. If the payments exceed the service rendered, a contract liability is recognised.

Services rendered to customers are normally made with credit terms of 30 days. Deposits received are recognised as a contract liability.

**提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務**

本集團為客戶提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務。收入在提供相關服務時確認，不存在可能影響客戶接受所提供服務的未履行義務，收入的相應金額能夠可靠地計量。

當服務合同履行義務的進度能夠合理計量，合同收入和合同成本採用完工百分比法確認時，可確認PM服務的部分收入，通過參照已發生的合同成本占合同總成本的百分比進行計量。這種方法是目前最可靠的完工百分比估計。

當服務合同履行義務的進度不能合理計量時，收入僅在預期可收回的合同成本範圍內確認。

客戶按照合同規定的付款計畫向集團支付合同價格。如果付款超過提供的服務，則確認合同負債。

向客戶提供的服務通常以30天的信用期限提供。收到的合同押金、保證金等應確認為合同負債。

A receivable is recognised when the services are rendered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

#### Sales of drugs technologies and patents and trademarks

The Group sells drugs technologies, patents and trademarks derived from its research to customers. Sales are recognised when control of the products have been transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 30 days.

A receivable is recognised when the services are rendered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Revenue from customers of the corresponding years, each contributing over 10% of total sales of the Group are as follows:

當提供服務時確認應收賬款，因為這是一個時間點，對價是無條件的，因為在付款到期之前只需要經過一段時間。應收賬款的確認時點應當以提供服務時控制權的轉移為準，因為在付款截止時間到來之前這個確認時點是必要條件。

#### 銷售藥品技術、專利及商標

本集團銷售自行研究開發的藥品技術，專利和商標給客戶，當產品的控制權發生轉移時，即當產品提供給客戶之後，不存在可能影響客戶接受所提供服務的未履行義務，且客戶獲得了法定使用該產品的權利時確認收入。

向客戶提供的服務通常以30天為信用期限。

收到的與未來績效相關的付款重要時間點被推遲，並作為在指定的未來績效期間提供相關服務的收入記錄。

從主要客戶所得之收入，每客戶分別佔總收入10%或以上，詳列如下：

		2018 二零一八年 RMB'000 人民币千元	2017 二零一七年 RMB'000 人民币千元
Provisions of PM, PD and CR services and sales of patents and trademarks to Customer A	提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務，合約藥品開發服務，合約臨床研究服務，銷售藥品技術，專利和商標給客戶A	18,923	22,828
Provision of PM services to Customer B	提供上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務給客戶B	21,760	24,244
Sales of drugs technologies to Customer C	銷售藥品技術給客戶C	7,547	-

6. OTHER INCOME

6. 其他收入

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	45	8
Government grants	政府補助	-	29
Others	其他	98	82
		143	119

7. PROFIT BEFORE TAXATION

7. 除稅前溢利

Profit before taxation is arrived at after charging:

除稅前溢利乃經扣除下列各項後達致：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
(a) Finance costs	(a) 財務費用		
Interests on:	利息支出由:		
- Bank borrowings	- 銀行貸款	63	76
(b) Staff costs (including directors' emoluments as disclosed in note 9)	(b) 員工成本(包括於附註9披露之董事酬金)		
Salaries, bonuses and other benefits	薪金、工資及其他福利	13,388	14,459
Contributions to defined contribution retirement plans	定期供款退休金計劃供款	2,638	2,398
Equity settled share-based payment expenses (note 23(c))	權益償付以股份為基礎交易的開支(附註[23(c)])	220	516
		16,246	17,373
(c) Other items	(c) 其他項目		
Auditors' remuneration	核數師酬金	600	530
Litigation claims expense	法律訴訟賠償費	-	1,172
Depreciation	折舊	1,044	1,020
Minimum lease payments under operating lease in respect of buildings	經營租賃費用：最低租賃付款 - 物業租金	171	240
Cost of services	在產品成本	7,240	2,075



8. INCOME TAX

8. 所得稅

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

(a) 於合併損益及其他綜合收益表呈列之稅項：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Current tax – PRC Enterprise Income Tax</b>	<b>本年度稅項 – 中國企業所得稅</b>		
Provision for the year	本年撥備	4,504	3,444
Over-provision in respect of prior years	往年度撥備過多	-	-
<b>Income tax expense</b>	<b>利得稅支出</b>	<b>4,504</b>	<b>3,444</b>

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits for the year ended 31 December 2018 (2017: Nil).

由於本集團於香港並無應課稅溢利，故並無於二零一八年度就香港利得稅作出撥備（二零一七年度：無）。

Provision for PRC Enterprise Income Tax for the Company and its subsidiaries is calculated based on the Enterprise Income Tax Law of the People's Republic of China (“EIT Law of the PRC”). The Group is subject to a tax rate of 25%. Some subsidiaries of the Company are eligible for tax incentives due to their location and industry. These subsidiaries are subject to a preferential tax rate of 9%.

本公司及其附屬公司的中華人民共和國企業所得稅年內撥備按《中華人民共和國企業所得稅法》（以下簡稱「所得稅法」）計算。本集團的二零一八年適用稅率為25%。部份附屬公司由於位於稅收優惠納稅區域並屬於稅收優惠政策適用行業，因此獲得優惠所得稅，其稅率為9%。

Taxation of other overseas subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant countries.

其他海外附屬公司按相關企業所得稅率計提撥備。

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (b) 按稅率調整利得稅支出及會計溢利:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	27,668	33,898
Notional tax on profit before taxation, calculated at the applicable tax rate of 25%	按25%適用稅率計算之除稅前溢利名義稅項	6,917	8,474
Tax effect of expenses that are not deductible	其他司法管轄區稅收豁免的稅務影響	365	466
Preferential income tax rates applicable to subsidiaries	適用於子公司的優惠所得稅率	(2,110)	(2,650)
Tax effect of unused tax losses not recognised	尚未確認使用稅項虧損的稅務影響	184	263
Tax effect of utilisation of tax losses not recognised	動用之前尚未確認稅務虧損之稅務影響	(852)	(3,109)
Income tax expense	利得稅支出	4,504	3,444

(c) Deferred tax not recognised:

At 31 December 2018, the Group has not recognised deferred tax assets in respect of cumulative tax losses and deferred income of approximately RMB7,918,000 (2017: approximately RMB9,997,000) and approximately RMB124,000 (2017: approximately RMB96,000) respectively, as it is not probable that future taxable profits will be available against which the unused tax losses can be utilised in the relevant tax jurisdiction. The unused tax losses will expire within five years from the end of the respective reporting periods.

(c) 尚未確認之遞延稅項資產:

由於未能評估於報告期末後續之經營溢利，因此於二零一八年十二月三十一日，本集團並無就累計稅項虧損及遞延收入分別確認遞延稅項資產約人民幣7,918,000元（二零一七年：約人民幣9,997,000元）及約人民幣124,000元（二零一七年：約人民幣96,000元）。未動用稅項虧損將於各報告期末後五年內到期。

9. DIRECTORS' EMOLUMENTS

9. 董事酬金

Director's emoluments disclosed pursuant to GEM Listing Rule and section 383 of the Hong Kong Companies Ordinance as follows:

董事酬金根據創業版證券上市規則及香港《公司條例》第383條披露如下：

	Directors' fees 董事袍金		Salaries, allowances and benefits in kind 薪金、津貼及福利		Contributions to defined contribution retirement plans 退休計劃供款		Share based payments 權益償付以股份為基礎交易支出		Total 合計	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元
<b>Executive directors</b> <b>執行董事</b>										
Mr. William Xia GUO 郭夏先生	-	-	-	623	-	-	102	335	102	958
Dr. Maria Xue Mei SONG 宋雪梅博士	-	-	253	295	90	90	6	18	349	403
<b>Non-executive directors</b> <b>非執行董事</b>										
Mr. Michael SU 蘇毅先生	-	-	-	-	-	-	1	8	1	8
<b>Independent non-executive directors</b> <b>獨立非執行董事</b>										
Dr. Bin Hui NI 倪彬暉博士	-	-	-	-	-	-	1	4	1	4
Mr. Mark Gavin LOTTER Mr. Mark Gavin LOTTER	-	-	-	-	-	-	1	4	1	4
Mr. Rui QIU (Appointed on 12 February 2018) 仇銳先生 (於二零一八年二月十二日委任)	-	-	-	-	-	-	-	-	-	-
Dr. Shou Yuan WU (Resigned on 12 February 2018) 吳壽元先生 (於二零一八年二月十二日辭任)	-	50	-	-	-	-	-	4	-	54
	-	50	253	918	90	90	111	373	454	1,431

There were no arrangements under which a director waived or agreed to waive any emoluments in respect of the year ended 31 December 2018 (2017: Nil). During the years ended 31 December 2018 and 2017, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group, or as compensation for loss of office.

在二零一八年十二月三十一日及二零一七年十二月三十一日止年度，本集團並沒有任何董事放棄或同意放棄酬金的安排及沒有支付任何酬金予董事作為吸引該董事加入本集團的報酬或作為該董事失去職位的賠償。

**10. INDIVIDUALS WITH HIGHEST EMOLUMENTS**

Of the five (2017: five) individuals with the highest emoluments, one (2017: two) individuals is director whose emoluments is disclosed in note 9. The aggregate of the emoluments in respect of the remaining four (2017: three) individuals are as follows:

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民币千元	人民币千元
Salaries, bonuses and other benefits	薪金、工資及其他福利	899	737
Contributions to defined contribution retirement plans	定期供款退休金計劃供款	82	60
Equity settled share-based payment expenses	權益償付以股份為基礎交易的開支	4	14
		985	811

The emoluments of the four (2017: three) individuals with the highest emoluments are within the band of HK\$Nil to HK\$1,000,000 in both years.

**11. EARNINGS PER SHARE**

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of approximately RMB23,164,000 (2017: approximately RMB30,454,000) and the weighted average of approximately 992,772,000 (2017: approximately 992,772,000) ordinary shares in issue during the year.

(b) Diluted earnings per share

The computation of diluted earnings per share does not assume the exercise the Company's share options because the exercise price of those options was higher than the average market price for shares for 2018 and 2017.

**10. 個別最高薪酬人士**

本集團5位（二零一七年：5位）最高薪酬人士中包括1位（二零一七年：2位）董事，彼等之酬金已載於附註9，餘下4位（二零一七年：3位）最高薪人士之酬金分析如下：

在二零一八年及二零一七年個別最高薪酬人士4位（二零一七年：3位）酬金於港幣零元至港幣1,000,000元組別內。

**11. 每股盈利**

(a) 每股基本盈利

每股基本盈利之計算是以本公司股東應佔經營業務溢利約人民幣23,164,000元（二零一七年：約人民幣30,454,000元）及根據年內之已發行加權平均股數992,772,000（二零一七年：992,772,000）普通股。

(b) 每股攤薄盈利

因為這些期權的行使價格高於二零一八年和二零一七年股票的平均市場價格，稀釋每股收益的計算假設不行使本公司的股票期權。

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Leasehold improvements 物業裝修費 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>					
At 1 January 2017, 31 December 2017, and 1 January 2018	於二零一七年一月一日, 二零一七年十二月三十一日 及二零一八年一月一日	5,672	18,926	645	-	25,243
Additions	增加	-	126	-	1,468	1,594
Transfers	轉移	-	1,422	-	(1,422)	-
At 31 December 2018	於二零一八年十二月三十一日	5,672	20,474	645	46	26,837
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>					
At 1 January 2017	於二零一七年一月一日	5,655	15,317	500	-	21,472
Charge for the year	本年度折舊	7	955	58	-	1,020
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日 及二零一八年一月一日	5,662	16,272	558	-	22,492
Charge for the year	本年度折舊	5	1,020	19	-	1,044
At 31 December 2018	於二零一八年十二月三十一日	5,667	17,292	577	-	23,536
<b>Carrying amount:</b>	<b>賬面淨值:</b>					
At 31 December 2018	於二零一八年十二月三十一日	5	3,182	68	46	3,301
At 31 December 2017	於二零一七年十二月三十一日	10	2,654	87	-	2,751

13. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

13. 附屬公司投資

影響本集團之業績、資產及負債之附屬公司詳情如下。除特別列出，所持有之股權為普通股。

Name of subsidiary 附屬公司名稱	Place of incorporation and business 註冊／成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比率			Principal Activities 主要業務
			Group's effective interest 本集團持有	Held by the company 本公司持有	Held by a subsidiary 附屬公司持有	
Venturepharm Laboratories (BVI) Limited ("VP(BVI)")	British Virgin Islands ("BVI")	US\$100 100美元	100%	100%	-	Investment holding 控股投資
Venovo Pharma US Inc ("VP(US)")	BVI	US\$1 1美元	100%	100%	-	Investment holding 控股投資
VPSCRO Group Inc. ("VPSCRO")	BVI	US\$1 1美元	100%	100%	-	Inactive 無經營
北京德眾萬全醫藥科技有限公司	The PRC 中國	US\$200,000 200,000美元	100%	-	100%	Research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamics and clinical research of drugs; PM services and PD services 研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務
北京萬全陽光醫學技術有限公司	The PRC 中國	US\$200,000 200,000美元	100%	-	100%	Research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamics and clinical research of drugs; Provision of PM services and PD services 研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務
北京萬全陽光醫藥科技有限公司	The PRC 中國	US\$200,000 200,000美元	100%	-	100%	Research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamics and clinical research of drugs; Provision of PM services and PD services 研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務
北京德眾萬全藥物技術開發有限公司	The PRC 中國	US\$865,000 865,000美元	100%	-	100%	Research and development of new drug preparations, raw materials, supplementary materials and biodrugs technological transfer and services; Provision of PM services and PD services 研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務

Name of subsidiary 附屬公司名稱	Place of incorporation and business 註冊／成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權益比率			Principal Activities 主要業務
			Group's effective interest 本集團持有	Held by the company 本公司持有	Held by a subsidiary 附屬公司持有	
泰州萬全醫藥科技有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	–	100%	Research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamics and clinical research of drugs; Provision of PM services and PD services  研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務
海南盛科生命科學研究院	The PRC 中國	US\$360,000 360,000美元	100%	–	100%	Research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamics and clinical research of drugs; Provision of PM services and PD services  研究及開發藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究；上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務及合約藥品開發服務
漢中漢江萬全醫藥化工有限公司	The PRC 中國	US\$600,000 600,000美元	51%	–	51%	Inactive 無經營
西藏萬全醫學技術有限公司	The PRC 中國	RMB\$1,000,000 人民幣1,000,000元	100%	–	100%	Inactive 無經營
重慶拜敏醫藥科技有限公司	The PRC 中國	RMB\$2,000,000 人民幣2,000,000元	100%	–	100%	Inactive 無經營

14. CONTRACT COSTS AND LIABILITIES

14. 合同成本及負債

Disclosures of revenue-related items:

收入相關項目的披露:

	As at 31 December 2018 二零一八年 RMB'000 人民幣千元	As at 31 December 2017 二零一七年 RMB'000 人民幣千元	As at 1 January 2017 二零一七年 RMB'000 人民幣千元
Total contract costs 總合同成本	11,108	2,418	
Total contract liabilities 總合同負債	367	382	4,855
Contract receivables (included in trade receivables) 合同應收款 (含貿易應收款)	36,899	18,122	551

Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:

分配給年末未履行的履行義務的交易價格，預計將在以下方面確認為收入:

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
- 2018	-	361
- 2019	3,318	-
- 2020	133	-
	3,451	361
Year ended 31 December 截至十二月三十一日止年度		
Revenue recognised in the year that was included in contract liabilities at beginning of year 年初計入合同負債的當年確認收入	382	4,556

Significant changes in contract liabilities during the year:

本年度合同資產和合同負債的重大變化:

	2018 Contract liabilities 二零一八年合同負債 RMB'000 人民幣千元	2017 Contract liabilities 二零一七年合同負債 RMB'000 人民幣千元
Increase due to operations in the year 本年經營增加額	367	83
Transfer of contract liabilities to revenue 合同負債轉收入	(382)	(4,556)



A contract asset represents the Group's right to consideration in exchange for products or services that the Group has transferred to a customer.

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Costs to obtain contracts with customers, mainly commissions to staff and third parties are capitalised as contract costs because the Group expects to recover these costs. Capitalised contract costs are amortised to profit or loss when the related revenue is recognised.

合同資產代表集團在交換集團已轉讓產品或服務對價的權利。

合同負債是指本集團向客戶轉讓產品或服務的義務，已從客戶處收到對價（或應付對價金額）。

與客戶簽訂合同的成本，主要是員工和協力廠商佣金，由於集團希望收回這些成本，因此資本化為合同成本。資本化合同成本在確認相關收入時攤銷至損益。

## 15. TRADE AND BILLS RECEIVABLE

## 15. 應收賬款及應收票據

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	36,899	18,122
Bills receivable	應收票據	4,500	769
		41,399	18,891

Included in trade receivables of the Group as at 31 December 2018 is the trade receivable from a related company of approximately RMB14,817,000 (2017: approximately RMB8,824,000), which is unsecured, interest-free and bears normal commercial terms as other trade debtors. The related company is an entity in which a director of the Company, Mr. William Xia GUO, has significant influence.

貿易應收款項包含應收關聯公司一筆總值約人民幣14,817,000（二零一七年：約人民幣8,824,000）之貿易應收款項。此等貿易應收款項為無抵押，免息及與協力廠商之商業條件一致。關聯公司是指本公司董事郭夏先生能夠對該等公司產生重大影響。

(a) Ageing analysis

The Group normally grants 30 days (2017: 30 days) credit period to its customers since the invoice date. The bills receivable as at 31 December 2018 are non-interest bearing bank acceptance bills and are aged within 12 months. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by management.

As of the end of the reporting period, the ageing analysis of trade and bills receivables, based on the goods delivered or services rendered date and net of allowances for doubtful debts, is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 30 days	30日內	21,337	15,416
31 to 60 days	31至60日	2,524	2,039
61 to 90 days	61至90日	2,078	-
91 to 365 days	91至365日	15,391	1,403
Over 365 days	超過365日	69	33
		41,399	18,891

(a) 賬齡分析

本集團通常授予其客戶30天（二零一七年：30日）信貸期。於二零一八年十二月三十一日，應收票據為無息銀行承兌匯票，並賬齡於十二個月內。本集團力求嚴格控制其未償還應收款項，逾期結餘由管理層定期檢討。

於報告期末貿易應收款項及應收票據之賬齡，按發票日期及扣除呆賬撥備，分析如下：

(b) The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

(b)本集團採用《香港財務報告準則第9號》項下的簡化方法，利用所有應收貿易賬款的預期損失準備金，提供預期信貸損失。為了衡量預期的信貸損失，應收賬款根據共同的信貸風險特徵和逾期天數進行分組。預期信貸損失還包括前瞻性資訊。

		Current 目前	Within 30 days past due 逾期30日內	31 to 365 days past due 逾期31日 至365日	Over 365 days past due 逾期超 過365日	Total 合計
At 31 December 2018	於二零一八年十二月三十一日					
Weighted average expected loss rate	加權平均預期損失率	0%	0%	0%	0%	
Receivable amount (RMB'000)	應收款項(人民幣千元)	36,537	-	293	69	36,899
Loss allowance (RMB'000)	損失津貼(人民幣千元)	-	-	-	-	-
At 31 December 2017	於二零一七年十二月三十一日					
Weighted average expected loss rate	加權平均預期損失率	0%	0%	0%	0%	
Receivable amount (RMB'000)	應收款項(人民幣千元)	15,564	2,525	-	33	18,122
Loss allowance (RMB'000)	損失津貼(人民幣千元)	-	-	-	-	-

**16. TRADE DEPOSITS PAID**

Trade deposits paid represented guarantee deposits paid to customers in connection with service agreement signed for the provision of PM services and will be refunded upon satisfaction of contract terms.

**16. 預付業務押金**

預付業務押金為預付客戶有關上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務醫療市場服務合同的保證金。

**17. PREPAYMENTS AND OTHER RECEIVABLES**

**17. 預付款及其他應收款**

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		Note 附註	
Prepayments	預付款	2,256	61
Value-added tax recoverable	可收回增值稅	281	281
Advances to staff for business trips	預付員工差旅費	440	284
Amounts due from directors	應收董事款項	81	68
Other receivables	其他應收款項	123	121
		3,181	815

All of the prepayments and other receivables are expected to be recovered or recognised as expenses within one year.

所有預付款及其他應收款項期於1年內可收回或確認為費用。

(a) Amounts due from directors

(a) 應收董事款項

The amounts due from directors, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance, are as follows:

根據香港《公司條例》第383條之董事往來披露如下：

Name of director 董事姓名	At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	31 December 2017 and 1 January 2018 於二零一七年十二月三十一日 及二零一八年一月一日 RMB'000 人民幣千元	Maximum amount outstanding during the year 當年最高結欠	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Dr. Maria Xue Mei SONG 宋雪梅博士	81	68	81	68
Mr. Michael SU 蘇毅先生	-	-	-	28
	81	68		

The amounts due from directors are non-trade related, unsecured, interest-free and repayable on demand.

應收董事款項為無抵押、免息及須於要求時償還。

**18. TRADE PAYABLES, OTHER PAYABLES AND ACCRUED CHARGES**

**18. 應付貿易賬款、其他應付款項及應計費用**

		Note	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		附註		
Trade payables	貿易應付款項	(a)	1,286	43
Litigation claims payables	應付法律訴訟賠償	(b)	12,983	13,484
Accrued staff costs, welfare and benefits	應計員工成本，福利和福利		2,436	3,492
Value-added tax and sundry taxes payable	應付增值稅及其他稅項		3,207	1,913
Others	其他		10,004	4,147
			29,916	23,079

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

所有貿易及其他應付賬項於1年內支付或確認為收入。

(a) Ageing analysis

(a) 賬齡分析

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

於報告期末貿易應付款項之賬齡按發票日期分析如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 30 days	30日內	1,001	-
31 days to 90 days	31日到60日	102	-
91 days to 365 days	91日到365日	140	-
Over 365 days	超過365天	43	43
		1,286	43

(b) Several subsidiaries of the Company are defendants in various lawsuits and claims arising in the normal course of business. The amounts provided represented the outstanding claims payables to plaintiffs according to the respective court judgements.

(b) 本集團內的幾家附屬公司因業務經營而成被告。應付法律訴訟賠償為依據法院判決的應付原告法律訴訟賠償。

19. BANK BORROWINGS

19. 銀行貸款

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Bank loan	銀行貸款	1,500	-

The loan was unsecured, interest-bearing at the Loan Prime Rate of Beijing Bank plus 92 points and was guaranteed by a director of the Company, Dr. Maria Xue Mei SONG. The effective interest rate during the year ended 31 December 2018 was 5.22% (2017: 5.22%) per annum and repayable within one year.

於二零一七年十二月三十一日之銀行貸款為無抵押及以本公司其中一位董事，宋雪梅博士作個人擔保。無抵押銀行貸款以浮動年利率按北京銀行年利率上浮92點子計息。所有銀行貸款已於二零一七年提前全部償還。於二零一八年十二月三十一日止年度的實際年利率為5.22厘（二零一七年十二月三十一日止年度：5.22厘）。

20. CAPITAL AND RESERVES

20. 股本及儲備

(a) Movements in components of equity

(a) 個別權益組成部份年初與年終的變動詳情

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of reserves between the beginning and the end of the year are set out below:

本集團綜合權益各部份之期初及期末結餘之間之對賬載於綜合權益變動報表內。本公司個別權益部份於年初及年末之間之變動詳情載列如下：

		Share-Based Payment reserve 股份基礎 支付儲備 RMB'000 人民幣千元	Capital reserve 特別儲備 RMB'000 人民幣千元	Contributed surplus 盈餘公積 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	7,050	6,139	28,011	(156,670)	(115,470)
Loss and total comprehensive loss for the year	本年淨虧損及綜合支出總額	-	-	-	(1,862)	(1,862)
Equity settled share-based transactions	權益償付以股份為基礎交易	516	-	-	-	516
Cancellation/lapsed of share options	取消/註銷購股權	(3,703)	-	-	3,703	-
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	3,863	6,139	28,011	(154,829)	(116,816)
Loss and total comprehensive loss for the year	本年淨虧損及綜合支出總額	-	-	-	(1,560)	(1,560)
Equity settled share-based transactions	權益償付以股份為基礎交易	220	-	-	-	220
Lapsed of share options	註銷購股權	(163)	-	-	163	-
At 31 December 2018	於二零一八年十二月三十一日	3,920	6,139	28,011	(156,226)	(118,156)

(b) Issued share capital

(b) 已發行股本

	2018 二零一八年		2017 二零一七年	
	Number of Shares'000 股數'000	RMB'000 人民幣千元	Number of Shares'000 股數'000	RMB'000 人民幣千元
Ordinary shares, issued and fully paid: 已發行並繳足股款的普通股				
At 1 January and 31 December 於一月一日及十二月三十一日	992,772	88,673	992,772	88,673

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權不時收取所宣派的股息，並有權於本集團會議上按每股一票投票表決。所有普通股在本集團剩餘資產方面具同等地位。

(c) Nature and purpose of reserves

(c) 儲備之性質及目的

(i) Special reserve

The special reserve represents the differences between the nominal value of the shares of VP (BVI) (a holding company of the other members of the Group prior to the group reorganisation) and the nominal value of the Company's shares issued pursuant to the group reorganisation.

(i) 特別儲備

特別儲備是指 VP(BVI) (本集團重組前本集團其他成員公司之控股公司) 股份面值及本公司根據本集團重組而發行之股份面值兩者間之差額。

(ii) Capital reserve

The capital reserve represents the additional contributions made by the shareholders of the Company and the additional contributions made by the non-controlling shareholder of the subsidiary of the Company prior to the listing of the Company's shares on The Growth Enterprise Market of the Stock Exchange. It also includes the premium of the issued share capital of the Company.

(ii) 資本儲備

資本撥備是指本公司股東於本公司股份在聯交所上市前所作之額外注資，以及本公司附屬公司少數股東於年內所作額外注資。資本撥備亦包括本公司已發行股本的溢價。

(iii) Statutory reserve and statutory enterprise expansion fund

Pursuant to the PRC regulations and the Articles of Association and Board regulations of the subsidiaries of the Company, each of the subsidiary is required to transfer 10% of its net profit, as determined under PRC accounting regulations, to a statutory reserve until the fund aggregates 50% of each of the subsidiary registered capital. The transfer to this reserve must be made before distribution of any dividends to shareholders. The statutory reserve shall only be used to make good of previous years' losses, to expand the subsidiary's production operations or to increase the capital of the subsidiary. Upon approval by a resolution at a shareholder's general meeting, the subsidiary may transform its statutory reserve into share capital and issue bonus share to existing shareholders in proportion to their original shareholdings or to increase the nominal value of each share currently held by them, provided that the balance of the reserve fund after such issue is not less than 25% of the registered capital. Moreover, the subsidiaries of the Company established in the PRC can transfer certain percentage of their profit after taxation on voluntary basis, as determined under the PRC accounting regulations to the enterprise expansion fund.

(iv) Contributed surplus

The contributed surplus represents the difference between the net assets of the subsidiaries and the nominal amount of the Company's shares issued in exchange thereof pursuant to the Group Reorganisation.

The Company's reserves available for distribution to its shareholders comprise the capital reserve and contributed surplus. In accordance with the Company's Articles of Association, dividends shall be payable out of profits or other reserves of the Company. Under the Companies Law of the Cayman Islands, the Company must be able to pay its debts as they fall due in the ordinary course of business immediately following the distribution of any dividends.

(iii) 法定公積及法定企業發展基金

根據中國的法規及本公司的公司章程，本公司須按中國會計制度計算所得溢的10%轉撥入法定公積金，直至該儲備金的總額相等於本公司的註冊資本的50%為止。轉撥款項入此項儲備必須於分派股息予股東前作出。法定公積金只可用於抵消過往年度的虧損、擴大本公司的生產經營、或增加本公司的股本。若股東大會批准，本公司可將法定公積金轉為股本，並按現有股東的原有持股量發行紅股予該等股東，或增加該等股東現時持有的每股股份面值，惟於該發行後，該法定公積金的結餘不得少於註冊資本的25%。此外，本集團於中華人民共和國批准成立的附屬公司可酌情將其除稅後純利之某個百分比撥入法定企業發展基金。

(iv) 供款盈餘

本公司之供款盈餘是指附屬公司之資產淨值及本公司根據本集團重組發行以作交換之股份面值兩者間之差額。

本公司可供分派予股東之儲備包括資本儲備及實繳溢價。根據本公司組織章程，應付之股息須自本公司溢利或其他儲備中撥出(包括股份溢價賬)。此外，根據開曼群島之公司法，本公司須在緊接派發股息之後，能夠支付日常業務中到期之借貸。

## 21. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	-	22

The Group is the lessee in respect of a number of buildings held under operating leases. The leases typically run for an initial period of one year, with an option to renew when all terms are renegotiated. Lease payments are usually increased every year to reflect market rentals. None of the leases includes contingent rentals.

## 22. RETIREMENT BENEFIT SCHEMES

Pursuant to the relevant labour rules and regulations in the PRC, the subsidiaries of the Company in the PRC participate in defined contribution retirement schemes (the "Schemes") organised by the relevant local authorities whereby the subsidiaries in the PRC are required to make contributions to the Schemes at rates which range from 0.4% to 19% (2017: 0.4% to 19%) of the eligible employee's salaries during the year. The relevant local government authorities are responsible for the entire pension obligations payable to retired employees.

## 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 20 June 2003 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company within the Group, to take up options at predetermined considerations to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

(a) The terms and conditions of the share options are as follows:

2018:

Grant date 授權日期	Exercise price 行使價	Note 附註	At 1 January 2018 於二零一八年一月一日	Lapsed during the year 於本年度註銷	At 31 December 2018 於二零一八年十二月三十一日
7 April 2009 二零零九年四月七日	HK\$0.435 港幣43.5仙	(ii)	3,668,800	(108,000)	3,560,800
30 June 2015 二零一五年六月三十日	HK\$0.45 港幣45仙	(iii)	16,110,000	(820,000)	15,290,000
			19,778,800	(928,000)	18,850,800

## 21. 經營租賃承擔

於二零一八年十二月三十一日，不可撤銷經營租賃項下之未來最低租賃付款總額須於下列期間內支付：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
一年內	-	22

本集團為根據經營租賃持有之多處物業的承租人。該等租約初始期限一般為一年，並有權選擇續約，屆時所有條款均會重新磋商。租賃付款一般每年提高一次，以反映市場租金水準，概無租約包含或然租金。

## 22. 僱員退休福利計劃

根據中國的相關勞工規則及法規，本集團於中國的附屬公司參與相關地方當局籌辦的界定供款退休計劃（「計劃」），據此，中國附屬公司於年內須按合資格僱員薪金的0.4%至19%（二零一七年：0.4%至19%）向計劃作出供款。相關地方當局承擔應付退休僱員的全部退休金責任。

## 23. 權益償付以股份為基礎交易

本公司於二零零三年六月二十日採納一項購股權計劃；據此，本公司之董事獲授權酌情邀請本集團之僱員（包括本集團旗下任何公司之董事）接納購股權以認購本公司普通股。每一購股權授予持有人認購本公司一股普通股股權之權利。

(a) 於彙報日之未屆滿及未行使購股權之條款及條件如下：

二零一八年：



2017:

二零一七年:

Grant date 授權日期	Exercise price 行使價	Note 附註	At 1 January 2017 於二零一七年 一月一日	Cancellation/lapsed during the year 於本年度 取消/註銷	At 31 December 2017 於二零一七年 十二月三十一日
10 May 2007 二零一七年五月十日	HK\$0.625 港幣62.5仙	(i)	1,950,100	(1,950,100)	-
7 April 2009 二零零九年四月七日	HK\$0.435 港幣43.5仙	(ii)	3,918,800	(250,000)	3,668,800
30 June 2015 二零一五年六月三十日	HK\$0.45 港幣45仙	(iii)	17,300,000	(1,190,000)	16,110,000
			23,168,900	(3,390,100)	19,778,800

Notes:

備註:

(i) These options were exercisable within the period commencing from 10 May 2007 to 9 May 2017. The options were valid and effective until 9 May 2017.

(i) 該等購股權可於二零零七年五月十日至二零一七年五月九日期間認購本公司股份。該購股權將於二零一七年五月九日失效。

(ii) These options were exercisable within the period commencing from 7 April 2009 to 6 April 2019. The options were valid and effective until 6 April 2019.

(ii) 該等購股權可於二零零九年四月七日至二零一九年四月六日期間認購本公司股份。該購股權將於二零一九年四月六日失效。

(iii) These options are exercisable in three trench with the maximum percentage of options exercisable with the periods commencing from 30 June 2016 to 29 June 2017, 30 June 2017 to 29 June 2018 and on 30 June 2018 being 40%, 70% and 100% respectively. The options are valid and effective until 29 June 2025.

(iii) 該等購股權可分三期行使：即二零一六年六月三十日至二零一七年六月二十九日、二零一七年六月三十日至二零一八年六月二十九日及二零一八年六月三十日以後，分別以40%、70%及100%之可於行使購股權百分比上限認購本公司股份。該購股權將於二零二五年六月二十九日失效。

(b) The number and weighted average exercise prices of share options that are exercisable are as follows:

(b) 購股權之數量及加權平均行使價如下：

	2018 二零一八年		2017 二零一七年	
	Weighted average exercise price HK\$ 加權平均 行使價港幣	Number of options 購股權之數目 000'	Weighted average exercise price HK\$ 加權平均 行使價港幣	Number of options 購股權之數目 000'
Outstanding at the beginning of the year 於一月一日尚未行使	0.447	19,778,800	0.462	23,168,900
Granted during the year 於本年度授出	-	-	-	-
Cancellation/lapsed during the year 於本年度取消/註銷	0.448	(928,000)	0.550	(3,390,100)
Outstanding at the end of the year 於十二月三十一日尚未行使	0.447	18,850,800	0.447	19,778,800
Exercisable at the end of the year 於十二月三十一日可予行使	0.447	18,850,800	0.446	14,495,800

The options outstanding as at 31 December 2018 had their exercise price of HK\$0.435 and HK\$0.45 (2017: HK\$0.435 and HK\$0.45) and a weighted average remaining contractual life of 5.32 years (2017: 6.28 years).

於二零一八年十二月三十一日未行使購股權之行使價為港幣43.5仙及港幣45仙（二零一七年：港幣43.5仙、及港幣45仙）及加權平均餘下契約年期是5.32年（二零一七年：6.28年）。

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

Fair value of share options and assumptions	2015
Fair value at measurement date	HK\$0.209 - HK\$0.288
Share price	HK\$0.43
Exercise price	HK\$0.45
Expected volatility (expressed as weighted average volatility used in the modelling under Binomial Lattice model)	89.29%
Option life (expressed as weighted average life used in the modelling under Binomial Lattice model)	10 years
Expected dividends	0%
Risk-free interest rate (based on Exchange Fund Notes)	1.788%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

During the year ended 31 December 2018, equity settled share-based payment expenses related to services provided by the directors of the Company and other employees of approximately RMB182,000 (2017: approximately RMB373,000) and approximately RMB38,000 (2017: approximately RMB143,000) respectively were recognised in profit or loss arising from options vested during the year.

(c) 購股權之公允值及假設

就授出購股權而接受之服務之公平值乃參考所授出購股權公允值而計量。所授出購股權之估計公允值乃二項式點陣模式計量。購股權之合約年期乃作為此項模式之輸入項。預期提早行使亦套用於二項式點陣模式。

購股權之公允值及假設：	二零一五年
於計量日期之公允值	港幣20.9仙 - 港幣28.8仙
股價	港幣43仙
行使價	港幣45仙
預期波幅（以二項式點陣模式項下設定所用加權平均波幅表示）	89.29%
購股權年期（以二項式點陣模式項下設定所用加權平均波幅表示）	10年
預期股息	0%
無風險利率	1.788%

預期波幅乃按過往波幅（按購股權之加權平均剩餘年期計算）計算，並就根據過往之股息作出調整。主輸入假設項目之變動可對公允值之估計造成重大影響。

購股權是根據服務條件而授出。此項條件在計量所得服務之公允值（於授出日期）時不在考慮之列。授出購股權並無附有市場條件。

截至二零一八年十二月三十一日止年度，與本公司董事及其他僱員提供服務有關的權益償付以股份為基礎交易開支約為人民幣182,000元（二零一七年：約人民幣373,000元）及約人民幣38,000元（二零一七年：約人民幣143,000元）已於年內之損益確認。

**24. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES**

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group wholly related to amounts paid to the Company's directors, as disclosed in note 9.

(b) Other related parties transactions

In addition to the financial arrangement dealt with a director of the Company as mentioned in note 19, the Group entered into the following material related party transactions during the year:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Income for PM services from a related company (Note)	從關聯公司收取之上市後醫學臨床服務、臨床研究、醫學聯絡和醫療市場服務收入 (附註)	21,760	24,244

Note:

A related company is an entity in which a director of the Company, Mr. William Xia GUO has significant influence.

(c) Details of balances with related parties are disclosed in notes 15 and 17.

**25. CONTINGENT LIABILITIES IN RESPECT OF LITIGATION CLAIMS**

As of 31 December 2018, certain subsidiaries of the Group are defendants in proceedings relating to its customers. Based on the respective court judgements, management is of the opinion that the outcome of such proceedings will not exceed the existing accruals made for such litigation claims as disclosed in note 18(b). Accordingly, there will be no significant impact to the financial status of the Group.

**24. 關聯方之重大交易及結餘**

(a) 主要管理層人員酬金

集團主要管理層人員酬金包括支付本公司董事，並已於附註9披露。

(b) 其他關聯方交易

除附註19所述本公司董事處理之財務安排外，本集團於年內訂立以下重大關聯公司交易：

附註：

關聯公司是指本公司董事郭夏先生能夠對該等公司產生重大影響。

(c) 與關聯公司之結餘已在合併財務狀況表附註15及17中披露。

**25. 法律訴訟的或然負債**

於二零一八年十二月三十一日，本集團內的幾家附屬公司因業務經營成為被告。本集團管理層考慮相關法律建議和法院判決，評估所引起的或有負債，認為該等法律訴訟賠償應不會超出附註18(b)列出的應付法律訴訟賠償，因此對本集團的財務狀況沒有重大影響。

## 26. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's overall strategy remains unchanged from prior years.

The Group actively and regularly reviews and manages its capital structure to ensure it is effective and optimises shareholder returns, taking into consideration the future capital requirements of the Group prevailing and projected capital expenditure and projected investment opportunities.

In order to maintain or adjust the capital structure, the Group may consider the amount of dividends paid to shareholders, the return of capital to shareholders, the issue of new shares or selling assets to reduce debt.

The Group assesses the total equity/deficiency presented on the face of the consolidated statement of financial position for capital management purposes.

## 27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arise in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and cash and cash equivalents. Management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, the Group has policies in place to ensure credit is granted to customers with appropriate credit history and good reputations through evaluations on customer past history of making payments when due and have the ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which they operate. Trade and bills receivables are due within 30 days (2017: 30 days) from the date of billing. Normally, the Group does not obtain collateral from customers.

## 26. 資本管理

本集團之基本目標為管理股本以保障本集團之繼續營運之能力，以使其能持續向股東提供回報及向其他相關人士提供利益，以產品價格及在風險水準內之相應服務及以合理成本安全運用資金。本集團整體策略與往年持平。

本集團積極及定期對資本架構進行檢討及管理，以達到最有效益及最高的股東回報。本集團在檢討及管理過程中，會考慮未來的資本需求及預期的資本開支及投資機會。

為保持或調整資本結構，本集團可以調整付給股東的股息，向股東退回資本，發行新股或出售資產以減低負債。

本集團的資本管理參照其載於合併財務狀況表的權益總額。

## 27. 財務風險管理及金融工具之公允值

本集團在一般業務過程中存在信貸、流動資金、利率及貨幣風險。

本集團面對之有關風險及本集團所採用之財務風險管理政策與慣例載述如下。

### (a) 信貸風險

本集團之信貸風險主要來自貿易應收款項及其他應收款項與現金及現金等價物。管理層備有信貸政策，而有關該信貸之風險持續受到監控。

在貿易應收款項及其他應收款項方面，本集團均會對所有要求的客戶進行個別信貸評估。該等評估針對客戶過往償還到期款項的記錄及現時的還款能力，並會考慮客戶的相關資料及客戶經營業務的經濟環境。應收賬款由發單日期起計30日（二零一七年：30日）內到期。一般而言，本集團不會向客戶要求抵押品。

The Group has a concentration of credit risk on its three largest customers (2017: two largest customers) and the largest customer which represent 93% (2017: 98%) and 48% (2017: 72%) of the total trade receivables balance respectively.

The credit risk on cash and cash equivalents is limited because the counterparties are authorised financial institutions with sound credit ratings.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairments or allowances.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

本集團對三名最大客戶（二零一七年：兩名最大客戶）及最大客戶的信貸風險集中分別佔貿易應收款項結餘總額的93%（二零一七年：98%）及48%（二零一七年：72%）。

本集團之銀行存款乃存放於有良好信貸評級之金融機構，管理層認為本集團面對之信貸風險為低。

信貸風險承受上限為各金融資產減值後於合併財務狀況表的賬面值。

本集團通過將報告日發生的違約風險與初始確認日的違約風險進行比較，考慮在每個報告期內金融資產的信貸風險是否持續顯著增加。它認為可用的合理和支持的轉發尋找資訊。尤其是使用以下資訊：

- 內部信用評級；
- 當業務、財務或經濟狀況的實際或預期重大不利變化預計會導致借款人履行其義務的能力發生重大變化時，確認收入；及
- 借款人預期業績和行為的重大變化，包括借款人付款狀態的變化。

如果債務人在支付合同款項時逾期超過30天，則信用風險會顯著增加。金融資產違約是指交易對手未能在到期後60天內支付合同款項。

如果沒有合理的收回預期，債務人又未能與本集團簽訂還款計畫，那麼金融資產應被註銷。當債務人逾期未支付超過360天的合同款項時，本集團通常將貸款或應收款分類註銷。如果貸款或應收賬款已被註銷，在可行和經濟的情況下，本集團將採取強制活動，以收回到期應收款。

The Group uses two categories for non-trade loan receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category	Definition	Loss provision
Performing	Low risk of default and strong capacity to pay	12 month expected losses
Non-performing	Significant increase in credit risk	Lifetime expected losses

本集團對非貿易貸款應收賬款使用兩種類別，反映其信用風險以及如何確定每種類別的貸款損失準備金。在計算預期信貸損失率時，本集團考慮每一類別的歷史損失率，並根據前瞻性數據進行調整。

類別	定義	損失準備金
履行	違約風險低，支付能力強	12個月內的預期損失
未履行	信用風險顯著增加	整個存續期內的預期損失

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's Board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

(b) 流動資金風險

本集團個別經營實體負責其日常運作之資金管理，包括存放短期現金存款及借入貸款以滿足預期現金需求，惟倘借貸超過若干預先授權之水準，則須獲母公司董事會批准。本集團之政策是定期監控流動資金需要及其遵守貸款契諾之情況，以確保本集團維持充足現金儲備及獲主要金融機構承諾提供足夠之信貸額，以應付短期及長期之流動資金需要。

下表呈列本集團於彙報日之金融負債之餘下合約期限，此乃根據合約未折現現金流量（包括按合約利率，或如屬浮息按彙報日通行之利率計算之利息）以及本集團須償還有關款項之最早日期作分析：

		Contractual undiscounted cash flows 合約未折現現金流出	
		Within 1 year or on demand 一年內或按要求	Carrying amount 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元
2018	二零一八年		
Trade payables, other payables and accrued charges	貿易應付款項，其他應付款項 及應計費用	29,916	29,916
Bank borrowings	銀行貸款	1,514	1,500

		Contractual undiscounted cash flows 合約未折現現金流出	
		Within 1 year or on demand 一年內或按要求	Carrying amount 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元
2017	二零一七年		
Trade payables, other payables and accrued charges	貿易應付款項, 其他應付款項 及應計費用	23,079	23,079

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank deposits and bank borrowing. The bank deposits and borrowings bear interest at variable rates and expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile is monitored by management.

Sensitivity analysis

At 31 December 2018, it is estimated that a general increase/decrease of 100 basis points in the interest rates, with all other variables held constant, it would have increased/decreased the Group's profit after tax and accumulated losses by approximately RMB65,000 (2017: decreased/increased the Group's profit after tax and increased/decreased of accumulated losses by approximately RMB53,000).

The sensitivity analysis above has been determined assuming that changes in interest rates occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual end of reporting period. The analysis is performed on the same basis for 2017.

(d) Categories of financial instruments

(c) 利率風險

本集團之利率風險主要來自銀行存款及附息借貸。本集團之銀行存款及附息借貸之利率均為浮動息率。因此，本集團面對利率現金流及利率公允價值風險本集團由管理層監控。

敏感性分析

於二零一八年十二月三十一日，估計利率普遍上升/下跌一百個基點，在所有其他可變動因素保持不變之情況下，本集團除稅後溢利減少/增及累計虧損增加/減少約人民幣65,000元（二零一七年：除稅後溢利減少/增加及累計虧損增加/減少約人民幣53,000元）。

以上的敏感度分析已假設利率變動已於報告期末發生而釐訂，並已應用於就於該日所面對來自衍生及非衍生財務工具之利率風險。一百點子增加或減少指管理層對直至下一個年度報告期末期間之利率可能合理變動之評估。分析按二零一七年相同之基準進行。

(d) 外匯風險

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Financial assets:	金融資產:		
Financial assets at amortised cost (including cash and cash equivalents)	以攤余成本計量的金融資產 (包含現金 及現金等價物)	51,847	27,222
Financial liabilities:	金融負債:		
Financial liabilities at amortised cost	以攤余成本計量的金融負債	31,416	23,079

(e) Currency risk

(e) 貨幣風險

The Group is not exposed to significant foreign currency risk as most of income and expenses are denominated in the functional currency of the Group.

本集團不存在重大外幣風險，因為大部分收入和支出以本集團的功能貨幣計價

(f) Fair values

(f) 公允值

All financial instruments approximate their respective fair values as at 31 December 2018 and 2017.

所有金融工具之入賬金額與其於二零一八年及二零一七年十二月三十一日之公允值無重大不同。

28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

28. 公司層面的財務狀況表

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Non-current asset</b>	<b>非流動資產</b>		
Interests in subsidiaries	附屬公司權益	-	-
<b>Current assets</b>	<b>流動資產</b>		
Prepayments and other receivables	預付款及其他應收款項	88	88
Cash and cash equivalents	現金及現金等價物	2,445	25
		2,533	113
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	5,629	1,886
Amounts due to subsidiaries	附屬公司應付款項	26,387	26,370
		32,016	28,256
Net current liabilities	淨流動負債	(29,483)	(28,143)
<b>Net liabilities</b>	<b>淨負債</b>	(29,483)	(28,143)
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	88,673	88,673
Reserves	儲備	(118,156)	(116,816)
<b>Total deficit</b>	<b>總虧損</b>	(29,483)	(28,143)



RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue	營業收入	5,956	20,497	20,241	58,491	59,606
(Loss)/profit before taxation	除稅前 (虧損) /溢利	44,117	(3,376)	2,085	33,898	27,668
Income tax	所得稅	(32)	(111)	42	(3,444)	(4,504)
(Loss)/profit and total comprehensive income for the year after tax before non-controlling interests	未計入非控制性權益前之本年淨(虧損)/溢利及綜合收益總額	44,085	(3,487)	2,127	30,454	23,164
Non-controlling interests	非控制權益	32	134	-	-	-
(Loss)/profit and total comprehensive income for the year after non-controlling interests	計入非控制性權益後之本年淨(虧損)/溢利及綜合收益總額	44,117	(3,353)	2,127	30,454	23,164

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日止年度				
		2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Total assets less current liabilities	總資產減流動負債	(31,055)	(39,668)	(25,166)	5,804	29,188
Non-current liabilities (Convertible notes payable)	非流動負債 (應付可轉換公司債券)	(6,467)	-	-	-	-
Non-controlling interests	非控制權益	(134)	-	-	-	-
Total (deficit)/equity	總(虧損)/權益	(37,656)	(39,668)	(25,166)	5,804	29,188

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