



CRMI
中國再生醫學

CHINA REGENERATIVE MEDICINE

INTERNATIONAL LIMITED

中國再生醫學國際有限公司

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158

ANNUAL REPORT
2020 年報

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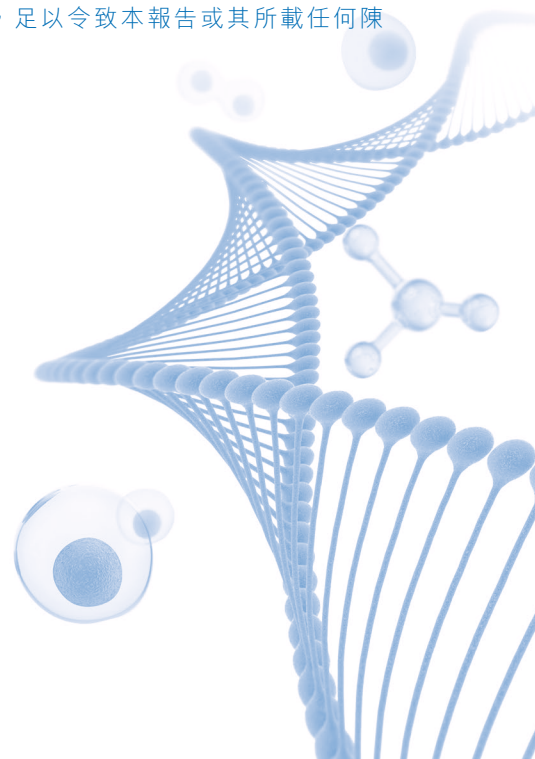
香港聯合交易所有限公司(「聯交所」)GEM之特點

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Director

Mr. Wang Chuang
(*chairman of the Board and Chief Executive Officer*)

Non-executive Director

Mr. Tsang Ho Yin

Independent Non-executive Directors

Dr. Fang Jun
Ms. Huo Chunyu
Ms. Yang Ying

COMPANY SECRETARY

Mr. Lee Pak Chung

NOMINATION COMMITTEE

Dr. Fang Jun (*chairman of Nomination Committee*)
Ms. Huo Chunyu
Ms. Yang Ying

REMUNERATION COMMITTEE

Dr. Fang Jun (*chairman of Remuneration Committee*)
Ms. Huo Chunyu
Ms. Yang Ying
Mr. Tsang Ho Yin

AUDIT COMMITTEE

Ms. Yang Ying (*chairman of Audit Committee*)
Ms. Huo Chunyu
Dr. Fang Jun

REGISTERED OFFICE

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

董事

執行董事

王闖先生
(*董事會主席及行政總裁*)

非執行董事

曾浩賢先生

獨立非執行董事

方俊博士
霍春玉女士
楊滢女士

公司秘書

李柏聰先生

提名委員會

方俊博士 (*提名委員會主席*)
霍春玉女士
楊滢女士

薪酬委員會

方俊博士 (*薪酬委員會主席*)
霍春玉女士
楊滢女士
曾浩賢先生

審核委員會

楊滢女士 (*審核委員會主席*)
霍春玉女士
方俊博士

註冊辦事處

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P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Tsim Sha Tsui, Kowloon
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COMPLIANCE OFFICER

Mr. Wang Chuang

AUTHORIZED REPRESENTATIVES

Mr. Wang Chuang
Mr. Lee Pak Chung

PRINCIPAL BANKERS

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36th Floor, Everbright Centre
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AUDITOR

McM (HK) CPA Limited
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233 Queen's Road Central
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COMPLIANCE ADVISER

Octal Capital Limited
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總辦事處及香港主要營業地點

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彌敦道132號
美麗華大廈2310-18室

監察主任

王闖先生

授權代表

王闖先生
李柏聰先生

主要往來銀行

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香港
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核數師

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CORPORATE INFORMATION

公司資料

LEGAL ADVISOR ON THE CAYMAN ISLANDS LAW

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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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Hong Kong

COMPANY WEBSITE

www.crmi.hk

STOCK CODE

8158

法律顧問(開曼群島法律)

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香港
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公司網址

www.crmi.hk

股份代號

8158

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of China Regenerative Medicine International Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (hereinafter referred to as the "Group") for the year ended 31 December 2020 to all the shareholders.

During 2020, the Group adopted a number of measures to further improve its business operations, including:

1. optimizing the management structure and introducing talents with great influence in the industry into our management team, to significantly increase the Company's competitiveness;
2. optimizing asset portfolio and disposing business segments that were not in line with the Company's future development strategy, to enhance the Company's operational efficiency and significantly improve the Company's profitability;
3. strategically cooperating with mainland companies with rich industry resources, enabling both sides to complement each other in terms of resources and strengths, improving the service level of the Company in the Mainland China, to achieve sustainable growth of the Company's results.

FUTURE PROSPECT

After the integration and optimization of the business structure in the previous year, the Company has gradually matured its business exploration in the healthcare service industry and formed a competitive industry service system in the market. In the new year, the Company will focus on its core strengths, integrate our advantages and resources in the industry, build a regenerative medicine health management ecosystem, comprehensively improve its service capabilities and quality, and establish a good reputation in the industry.

At the same time, the Company is also willing to attract more quality partners in the industry to share the dividends of development and further promote the replication and development of the industry on a large scale. With new norms in the post-COVID-19 era, we will cultivate new momentum for the Company's development and achieve sustainable and healthy growth of business revenue.

致各位股東：

本人謹代表中國再生醫學國際有限公司(「本公司」)董事會(以下簡稱「董事會」)，欣然向全體股東提呈本公司及其附屬公司(以下簡稱「本集團」)截至二零二零年十二月三十一日止年度之全年業績。

於二零二零年內，本集團採取一系列措施進一步改善業務經營狀況，包括：

1. 優化管理架構，引入行業內有廣泛影響力的人才加入管理團隊，以顯著提升公司的競爭力；
2. 優化資產組合，處置不符合公司未來發展戰略的業務板塊，以提高公司的運營效率，顯著提升公司的盈利能力；
3. 與擁有豐富行業資源的內地公司達成戰略合作，實現雙方資源互補，優勢互換，提升了公司在內地的服務水平，使公司業績實現可持續的增長。

未來前景

經過過去一年的對業務結構的整合優化，公司在大健康服務領域的經營探索漸已成熟，形成了具備市場競爭力的產業服務體系。新的一年，公司將圍繞核心優勢，整合行業優勢資源，打造再生醫學健康管理生態系統，全面提升服務能力與品質，樹立行業口碑。

與此同時，公司也願意吸納更多的行業優質夥伴，共同分享發展的紅利，進一步推動產業規模化複製和發展。在後疫情新常態下，培育公司發展的新動能，實現業務營收可持續健康增長。

CHAIRMAN'S STATEMENT

主席報告

ACKNOWLEDGEMENT

I, acting on behalf of the Board, avail this opportunity to express my sincere appreciation for the long-term support from our shareholders, investors, customers, suppliers, and business partners to the Group, as well as the prolonged and committed hard work and contribution by our employees.

By the order of the Board

Wang Chuang
Chairman
31 March 2021

致謝

借此機會，請允許本人代表董事會，向廣大股東、投資者、客戶、供應商和合作夥伴對集團一直以來的支持，以及全體員工長期以來的辛勤貢獻，克盡己職，致以衷心感謝。

承董事會命

王闖
主席
二零二一年三月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the year ended 31 December 2020, the Group continued to evaluate the various business segments of the Group with an aim to streamline its business for the purpose of increasing its overall performance and cost-effectiveness, as well as to improve its overall performance in light of its going concern. The Group has evaluated and compared each business segment and decided to dispose of the “dermatology and others”, “ophthalmology products” and “stomatology products and others” segments in order to focus its resources for the development of the remaining business segments.

The Company has made its best effort to improve the Group’s operational performance and to extend the Group’s sale network in the PRC, especially in the healthcare products and services segment and as a result, the performance of the healthcare products and services segment since the second quarter of 2020 has substantially improved and generated operating profit and improved the liquidity of the Group. The extended sale network is expected to improve the profitability of the business of the Group for the years coming. The Group will continue to make effort to implement measures to improve the Group’s operational performance and financial position. The Board will continuously evaluate the business environment, the existing business portfolio and income streams of the Group and improve the profitability of the Group.

The Company will continue to implement measures aiming at improving the working capital and cash flows of the Group, including close monitoring of general administrative expenses and operating costs and soliciting more potential customers. The Company may also consider disposing of non-profit making businesses and to review its plan of acquisition in order to reduce operating costs and improve working capital. In June 2020, the Group cancelled a proposed acquisition, and reclaimed the deposit of HK\$46,512,000.

The Company will also consider alternative means of fund raising which may or may not involve issuance of shares or convertible bonds of the Company and/or the realization of assets, financial assets or otherwise.

截至二零二零年十二月三十一日止年度，本集團持續評估本集團各個業務分部，務求精簡業務，提高整體業績與成本效益，並根據持續經營情況改善整體業績。本集團對各個業務分部進行評估和比較，並決定出售「皮膚及其他」、「眼科產品」和「口腔產品及其他」分部，藉此集中旗下資源，用以發展餘下業務分部。

本公司已竭盡所能改善本集團的經營業績及擴大本集團的中國銷售網絡，尤其是在大健康產品及服務分部，因此，自二零二零年第二季度，大健康產品及服務分部的業績顯著改善，並產生經營溢利，改善本集團的流動資金狀況。經擴大的銷售網絡預期將於未來數年可提高本集團業務的盈利能力。本集團將繼續致力實施改善本集團的經營業績及財務狀況的措施。董事會將持續評估本集團的營商環境、現有業務組合及收入來源，並提高本集團的盈利能力。

本公司將繼續採取旨在改善本集團營運資金及現金流量的措施，包括嚴密監控一般行政開支及營運成本，並招攬更多潛在客戶。本公司亦可能考慮出售非營利性業務，並檢討其收購計劃，以降低營運成本及改善營運資金。於二零二零年六月，本集團取消一項建議收購事項，並索回按金46,512,000港元。

本公司亦將考慮可能涉及或不涉及發行本公司股份或可轉換債券的其他集資方式及／或變現資產、金融資產或其他的融資方式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW

Healthcare products and services

The Group provides healthcare products and services to its customers in Hong Kong since December 2015 and expanded to the PRC in early 2020. There are currently two medical aesthetic centres in Hong Kong and the PRC. One of the centres, namely the Hong Kong International Regenerative Centre, is located in Tsim Sha Tsui, Hong Kong. The other centre is located in Jiangsu, the PRC and became fully operational in the second quarter of 2020. The centre in the PRC is operated by a designated service provider, Changzhou XingKong Medical Clinic Co., Ltd.* (常州市星空醫療美容門診有限公司), a limited liability company in the PRC in which Mr. Wang Chuang has acted as the chief executive officer between 2015 and 2019.

The objective of the healthcare products and services segment is to promote health management which is a trend over the world in recent years. The Group emphasises the concept of the co-relation between beauty and health.

In the centres, a series of health management services such as assessment of health situation, treatment for detox, balance of inner body, nourishing organs, enhancement of immune system will be provided. Beauty services are mainly non-surgical medical aesthetic services, basic skincare, solutions for youthful skin, hair revitalizing, lines firming, partial remodelling and intimate repairing.

The clients of the healthcare products and services segment are individual retail clients of Hong Kong and the PRC. The Group solicits clients primarily through referrals from existing clients, co-operated doctors and trained therapists in the medical aesthetic centres and word-of-mouth. The Group has over 1,500 active clients. The clients are individuals and would pay for the treatments, services or products upon each visit or by prepayment.

The major suppliers of the healthcare products and services segment are mainly distributors of medications and treatment products and devices to the Group. The Group reached its suppliers through referrals from agents and online platforms.

業務回顧

大健康產品及服務

自二零一五年十二月起，本集團於香港向客戶提供大健康產品及服務，並於二零二零年初將服務推展至中國，目前於香港及中國設有兩間醫學美容中心，其中的香港國際再生醫學中心位於香港尖沙咀，另外一間中心位於中國江蘇，於二零二零年第二季已全面投入運作。於中國的中心由指定服務供應商營運，其為常州市星空醫療美容門診有限公司，為中國一間限有責任公司，而王闖先生於二零一五年及二零一九年間曾擔任該公司的首席營運官。

大健康產品及服務分部旨在推廣近年來在全球風行的健康管理。本集團秉持美容與醫療息息相關的理念。

中心提供多種健康管理服務，例如健康狀況評估、排毒療程、體內平衡、養護器官及增強免疫系統。美容服務主要為非手術醫療美容服務、基本皮膚護理、年輕肌膚療程、生髮療程、緊致皺紋、局部塑身及私密修護。

大健康產品及服務分部的客戶為香港和中國零售客戶。本集團主要依賴醫學美容中心現有客戶、合作醫生及專業治療師的轉介以及口碑招攬客戶。本集團擁有超過1,500名活躍客戶。客戶為個別人土，於每次光顧時或透過預繳為療程、服務或產品付款。

大健康產品及服務分部的大部分供應商主要為本集團醫療產品及儀器的分銷商。本集團透過中介及網上平台的轉介物色供應商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

Healthcare products and services (Cont'd)

The co-operated doctors and therapists have been provided with training by the Group to understand the objective and services of the healthcare products and services segment. Tailor-made suggestions for health assessment and treatment solution will be offered to different clients to cater for their individual needs. Prime location, sound reputation, high hygiene standard, cozy environment of the medical aesthetic centres together with the advanced treatment devices are key factors to retain and attract new clients. Online marketing such as social media is also a way of promoting the healthcare products and services segment recently. The Group from time to time source better treatment devices to be provided to the clients so as to gain more positive feedbacks.

With the above competitive advantages and establishment of new and enhanced networks in the PRC of the healthcare business, the Group recorded a growth of over 27 times in terms of revenue in this sector for the year ended 31 December 2020. It is expected that the Group will devote more resources on this business to further expand the healthcare products and services segment and increase the market sharing by way of strengthening the client base.

Healthcare has become a popular topic around the world in recent years. The COVID-19 pandemic further arouses the pursuit for health maintenance to the public. At the material time, the COVID-19 pandemic was widely spread and lock down measures were imposed by the government. Intensive online enquiry services and talks for health promotion organized via social media brought popularity to the healthcare products and services segment. The Group was able to grasp the opportunity and laid the foundation for the promotion of its healthcare products and services segment. Upon relief of pandemic situation and relief of the lock down measures in the second half of the year in the PRC, increasing number of customers visited the centres for consuming various health and beauty services, hence leading to a boost in the performance of the healthcare products and services segment.

The Directors considered that the healthcare products and services segment has great potential and it is the plan of the Company to further expand this business. However, in view of the recent slow down in the economy, the Company will keep an eye on the latest development of market conditions from time to time and adopt expansion measures in this segment which may include opening more centres and/or co-operating with additional quality service providers.

業務回顧(續)

大健康產品及服務(續)

合作醫生及治療師為本集團提供培訓，使員工了解大健康產品及服務分部的宗旨及服務。不同客戶可獲提供度身訂造的健康評估及療程建議，以期滿足其個別需要。醫學美容中心的位置優越、聲譽卓著、衛生水平高且環境舒適，醫療儀器亦甚為先進，如此種種均為挽留現有及吸引新客戶的主要因素。大健康產品及服務分部近來亦利用社交媒體等網上行銷作為宣傳途徑。本集團不時搜購並向客戶奉上更為優越的醫療儀器，以爭取更多正面回饋。

憑藉大健康業務的上述競爭優勢加上在中國新建和更為鞏固的網絡，於截至二零二零年十二月三十一日止年度，本集團在該分部的收益錄得逾二十七倍增長。本集團預期將投放更多資源於此業務，透過擴闊客戶基礎進一步擴展大健康產品及服務分部業務並擴大其市場份額。

近年來，醫療保健成為全球熱話，而COVID-19疫情更進一步喚起大眾對保健的關注。在此重大時候，COVID-19疫情廣泛蔓延，政府因此實施封關措施。我們加強網上諮詢服務，並透過社交媒體舉辦健康促進講座，令大健康產品及服務分部日益興旺。本集團得以抓緊機會，為推廣大健康產品及服務分部業務奠下基礎。當下半年中國疫情減退及封關措施解除後，越來越多客戶親臨中心選用各類健康及美容服務，為大健康產品及服務分部的表現注入動力。

董事認為，大健康產品及服務分部的潛力優厚，而本公司計劃進一步拓展該業務。然而，鑒於近期出現經濟放緩，本公司將一直密切監察市況的最新發展，並採取措施擴展該分部，當中可能包括開設更多中心及／或與更多優質服務供應商合作。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

Cosmetic products and services

The Group commenced its cosmetic products and services segment since April 2014. The Group has its own branded skincare and cosmetic products selling in the market of Hong Kong, Taiwan and the PRC. The Group owns a brand called Ascara. The skincare and cosmetic products of the brand include facial and eye creams, serums, moisturizing spray, tonic water etc. The brand applied biomedical technology to achieve rejuvenating and anti-aging effect.

The Group, through the chain stores, distributors and duty-free shops in Hong Kong, Taiwan and the PRC, sells the products to individual customers.

The competition of skincare and cosmetic market in the PRC market has been intensified especially due to the rapid growth of market sharing of the products from Korea.

Cell product and services

The Group, through its group companies in the PRC and Hong Kong, is engaged in different cell related business by producing and selling cell products and services to its customers since August 2015.

The cell products and services business include (i) research and development and applications of cell culture equipment and cell products, as well as providing cell-related outsourcing technical services; (ii) human cell separation, purification, cultivation, amplification, storage and transportation, as well as the development and production of automated closed cell bioreactors; (iii) cellular therapy, cell storage, genetic testing, biological agents manufacturing; (iv) cell preparation processes for international biotechnology companies, international pharmaceutical plants, clinical application institutions and cell libraries in line with international and domestic cell preparation quality standards, as well as technology platforms for clinical application transformation for the improvement and development of the cellular therapy in the future; (v) developing cell culture devices, research and application of cell-based products as well as outsourcing cell-based services; (vi) the separation, isolation, expansion, cryo-storage and transportation of human cells, as well as the development and production of automated closed system cell expansion equipments; and (vii) cell therapy, cell storage, genetic testing, biological reagent manufacture and big medical data.

The customers of the Group are mainly obtained through outpatient clinics, doctor recommendations, pregnant women's schools, confinement clubs and other channels. The Group's major customers are biotechnology companies, hospitals and agents, which have mainly cooperated with the Group since 2018.

業務回顧(續)

化妝品及服務

自二零一四年四月起，本集團開展其化妝品及服務分部。本集團在香港、台灣及中國市場均有銷售其自有品牌護膚及化妝品。本集團擁有一個品牌，即Ascara。該品牌的護膚及化妝品包括面霜和眼霜、精華液、保濕噴霧、通寧水等。該品牌採用生物醫學技術來達到嫩膚及抗衰老的作用。

本集團透過香港、台灣及中國的連鎖店、分銷商及免稅店向個別客戶銷售產品。

中國市場的護膚品及化妝品市場競爭越趨激烈，尤其是因為韓國產品的市場份額快速增長。

細胞產品及服務

自二零一五年八月起，本集團透過其於中國及香港的集團公司從事不同細胞相關業務，生產及銷售細胞產品及服務予其客戶。

細胞產品及服務業務包括(i)研發及應用細胞培養設備及細胞產品，以及提供細胞相關外包技術服務；(ii)人體細胞分離、純化、培養、擴增、儲存和運輸，以及自動化封閉式細胞擴增器的開發和生產；(iii)細胞治療、細胞儲存、基因測試、生物製劑製造；(iv)向國際生物技術企業、國際藥廠、臨床應用機構、細胞庫等提供符合國際與國內的細胞製備質量標準的工藝流程，以及臨床應用轉化的技術平台，以用於日後細胞療法的完善及發展；(v)開發細胞培養器械、研究及應用以細胞為基礎的產品以及外包以細胞為基礎的服務；(vi)人體細胞分離、分隔、擴增、低溫儲存及運輸，以及開發及生產自動化封閉式系統細胞擴增設備；及(vii)細胞治療、細胞儲存、基因測試、生物製劑製造及大醫療數據。

本集團客戶主要源自門診診所、醫生推薦、孕婦學校、月子俱樂部及其他渠道。本集團的主要客戶為生物科技公司、醫院及代理，大多自二零一八年起與本集團合作。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUTURE PROSPECT

The Group continues to strive for opportunity to widen its business scope in the medicine industry and reallocate its resources when appropriate, to strengthen and maintain as one of the leading pioneers in the medical and related industries.

FINANCIAL REVIEW

Result

The Group recorded a revenue of approximately HK\$185.3 million for the year ended 31 December 2020, representing an increase of 8.6 times from last year (2019: HK\$19.4 million as restated). Gross profit increased by 8.8 times to approximately HK\$45.0 million from last period (2019: HK\$4.6 million as restated), whereas gross profit margin decreased from 44% (as restated) of last year to 24% of this year. The Group recorded a loss for the year ended 31 December 2020 of approximately HK\$438.8 million (2019: HK\$447.7 million).

The overall increase in revenue was primarily attributable to the increase in revenue in the segment of healthcare products and services. This was due to the extension of sales network in the PRC.

During the year under review, the Group incurred a loss attributable to owners of the Company of approximately HK\$404.2 million, as compared to a loss of approximately HK\$395.0 million for last year. Loss for the Group increased from last year, which was mainly attributable to the corresponding (i) decrease in impairment loss of property, plant and equipments, goodwill, intangible assets and right-of-use assets of approximately HK\$216.9 million; (ii) increase in administrative and other expenses of approximately HK\$98.4 million; and (iii) write off of deposits for acquisition of subsidiaries of HK\$100 million. For the year ended 31 December 2020, the per share loss attributable to the owners of the Company was HK\$0.27 (for the year ended 31 December 2019: HK\$0.51).

The Group's total operating expenses for the year ended 31 December 2020 amounted to approximately HK\$185.4 million, representing an increase of 88% as compared to last year (2019: HK\$98.8 million (as as restated)), which mainly attributed to increase in staff costs, business development expenses.

未來前景

本集團將繼續爭取擴大其於醫學行業之業務範圍的機會，並適時重新分配其資源以加強和維持其在醫學及相關行業的領先地位。

財務回顧

業績

本集團錄得截至二零二零年十二月三十一日止年度之收益約為185,300,000港元，較上一年度增加8.6倍(二零一九年：19,400,000港元(經重列))。毛利自上一期間增加8.8倍至約45,000,000港元(二零一九年：4,600,000港元(經重列))，而毛利率則較上一年度之44%(經重列)減少至本年度之24%。截至二零二零年十二月三十一日止年度，本集團錄得虧損約438,800,000港元(二零一九年：447,700,000港元)。

收益整體增加主要由於大健康產品及服務分部之收益增加。此乃由於中國銷售網絡擴大。

於回顧年度內，本集團產生本公司擁有人應佔虧損約404,200,000港元，而上年度虧損約為395,000,000港元。本集團虧損自上年度起有所增加，乃主要由於(i)物業、廠房及設備、商譽、無形資產及使用權資產減值虧損相應減少約216,900,000港元；及(ii)行政及其他開支增加約98,400,000港元；及(iii)撤銷收購附屬公司的按金100,000,000港元。截至二零二零年十二月三十一日止年度，本公司擁有人應佔每股虧損為0.27港元(截至二零一九年十二月三十一日止年度：0.51港元)。

本集團截至二零二零年十二月三十一日止年度之營運開支總額約為185,400,000港元，較上一年度增加88%(二零一九年：98,800,000港元(經重列))，主要由於員工成本增加、業務發展的開支所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Net Liabilities

As at 31 December 2020, the Group recorded net current liabilities of HK\$57.5 million (2019: net current assets of HK\$42.8 million) and net liabilities of HK\$55.2 million (2019: net assets of HK\$17.6 million). The net current liabilities and net liabilities was mainly attributable to the loss of the year from continuing operations of approximately HK\$289.7 million and the loss for the year from discontinued operation of approximately HK\$149.1 million incurred during the Reporting Period. The Board will closely monitor the development and operation of the continuing operating businesses and improve the financial position of the Group.

With reference to note 3 to the financial statements, taking into account the expected results of the arrangements and measures discussed in the note 3 to the financial statements, the Board believed that the Group will have sufficient working capital to meet its operating and financing needs as and when they fall due. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Liquidity and Financial Resources

Cash and Bank Balances

As at 31 December 2020, the Group had cash and bank balances of approximately HK\$4.8 million (2019: HK\$19.2 million).

Working Capital and Gearing Ratio

As at 31 December 2020, the Group had current assets of approximately HK\$143.6 million (2019: HK\$344.0 million), while its current liabilities stood at approximately HK\$201.1 million (2019: HK\$301.2 million), representing a net current liabilities position with a working capital ratio (current assets to current liabilities) of 0.71 (2019: 1.14). The gearing ratio of the Group as at 31 December 2020, calculated as total bank and other borrowings to total equity was 0.5 (2019: 3.1).

財務回顧(續)

淨資產

於二零二零年十二月三十一日，本集團錄得流動負債淨額57,500,000港元(二零一九年：流動資產淨值42,800,000港元)及負債淨額55,200,000港元(二零一九年：流動資產淨值17,600,000港元)。流動負債淨額及負債淨額主要歸因於報告期內產生的本年度持續經營業務虧損約289,700,000港元及本年度已終止經營業務虧損約149,100,000港元所致。董事會將密切關注持續經營業務的發展及經營情況，並改善本集團的財務狀況。

參照財務報表附註3，考慮到財務報表附註3所討論的安排及措施的預期結果，董事會相信，本集團將有足夠營運資金滿足到期的經營及融資需求。因此，綜合財務報表乃按持續經營基準編製。

流動資金及財務資源

現金及銀行結餘

於二零二零年十二月三十一日，本集團擁有現金及銀行結餘約4,800,000港元(二零一九年：19,200,000港元)。

營運資金及資產負債比率

於二零二零年十二月三十一日，本集團流動資產約為143,600,000港元(二零一九年：344,000,000港元)，而流動負債約為201,100,000港元(二零一九年：301,200,000港元)，即處於淨流動負債狀況，而營運資金比率(流動資產比流動負債)為0.71(二零一九年：1.14)。本集團於二零二零年十二月三十一日按銀行及其他借款總額與權益總額計算的資產負債比率為0.5(二零一九年：3.1)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Capital Structure

In April 2020, the Company issued convertible bonds in an aggregate principal amount of HK\$120,000,000 under specific mandate pursuant to certain subscription and settlement agreements dated 2 March 2020.

In May 2020, upon the completion of share placing, 500,000,000 new shares of the Company were issued at HK\$0.2 per share under specific mandate.

For details of the abovementioned placing of shares and issuance of convertible bonds, please refer to the announcements of the Company dated 2 March 2020, 21 April 2020 and 15 May 2020 and circular of the Company dated 27 March 2020.

In July 2020, the Company allotted and issued 200,000,000 ordinary shares to the holders of convertible bonds issued on 21 April 2020 pursuant to conversion notices received in respect of the conversion of the convertible bonds with principal amount of HK\$40,000,000 at the conversion price of HK\$0.2 per share.

In July 2020, the Company allotted and issued 400,000,000 ordinary shares to the holders of convertible bonds issued on 21 April 2020 pursuant to conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$80,000,000 at the conversion price of HK\$0.2 per share.

In September 2020, the Company allotted and issued 170,000,000 ordinary shares at a consideration of HK\$0.2 per share under general mandate pursuant to certain subscription and settlement agreements dated 28 August 2020, details of which were disclosed in the announcements of the Company dated 28 August 2020, 21 September 2020, 22 September 2020 and 30 September 2020.

In October 2020, the Company allotted and issued 230,000,000 ordinary shares at a consideration of HK\$0.2 per share under general mandate pursuant to certain subscription and settlement agreements dated 8 October 2020, details of which were disclosed in the announcements of the Company dated 8 October 2020, 14 October 2020 and 19 October 2020.

財務回顧(續)

資本結構

於二零二零年四月，本公司按特別授權，根據日期為二零二零年三月二日的若干認購及清償協議，發行本金總額為120,000,000港元的可換股債券。

於二零二零年五月，股份配售完成後，本公司按特別授權按每股0.2港元發行500,000,000股新股份。

有關上述配售股份及發行可換股債券的詳情，請參閱本公司日期為二零二零年三月二日、二零二零年四月二十一日及二零二零年五月十五日的公告，以及本公司日期為二零二零年三月二十七日的通函。

於二零二零年七月，本公司根據已收到有關以每股0.2港元的換股價轉換本金額為40,000,000港元的可換股債券的轉換通知，向二零二零年四月二十一日所發行可換股債券持有人配發及發行200,000,000股普通股。

於二零二零年七月，本公司根據有關以每股0.2港元的換股價轉換本金額為80,000,000港元的可換股債券的轉換通知，向二零二零年四月二十一日所發行可換股債券持有人配發及發行400,000,000股普通股。

於二零二零年九月，本公司按特別授權，根據日期為二零二零年八月二十八日的若干認購及清償協議，以代價每股0.2港元配發及發行170,000,000股普通股，詳情於本公司日期為二零二零年八月二十八日、二零二零年九月二十一日、二零二零年九月二十二日及二零二零年九月三十日的公告內披露。

於二零二零年十月，本公司按一般授權，根據日期為二零二零年十月八日的若干認購及清償協議，以代價每股0.2港元配發及發行230,000,000股普通股，詳情於本公司日期為二零二零年十月八日、二零二零年十月十四日及二零二零年十月十九日的公告內披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Capital Structure (Cont'd)

In December 2020, the Company issued convertible bonds in an aggregate principal amount of HK\$95,000,000 under specific mandate pursuant to certain subscription and settlement agreements dated 20 October 2020. For details, please refer to the announcements of the Company dated 20 October 2020, 7 December 2020 and 10 December 2020 and circular of the Company dated 20 November 2020.

In December 2020, the Company allotted and issued 475,000,000 ordinary shares to the holders of convertible bonds issued on 10 December 2020, pursuant to conversion notices in respect of the conversion of the convertible bonds with principal amount of \$95,000,000 at the conversion price of HK\$0.2 per share.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. To manage the liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

FOREIGN EXCHANGE EXPOSURE

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. The Directors consider the risk of foreign exchange exposure of the Group is manageable. The management will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when appropriate actions are required.

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 11 August 2020, the Group entered into a sale and purchase agreement with Osibao International Limited ("Osibao") to dispose its entire equity interests in two indirect wholly-owned subsidiaries, namely, China Regenerative Medicine Tissue Engineering Limited ("CRMT") and China Regenerative Hospital Investment Management Limited ("CRHI") to Osibao for a total consideration of HK\$35,000,000 in cash (of which HK\$23,491,772 and HK\$11,508,228 were attributed to sale of CRMT and CRHI respectively). On 30 September 2020, the Group completed the disposal of 100% equity interest in CRMT and CRHI and the control of CRMT and CRHI were passed to the Osibao.

財務回顧(續)

資本結構(續)

於二零二零年十二月，本公司按特別授權，根據日期為二零二零年十月二十日的若干認購及清償協議，發行本金總額為95,000,000港元的可換股債券。有關詳情請參閱本公司日期為二零二零年十月二十日、二零二零年十二月七日及二零二零年十二月十日的公告，以及本公司日期為二零二零年十一月二十日的通函。

於二零二零年十二月，本公司根據已收到有關以每股0.2港元的換股價轉換本金額為95,000,000港元的可換股債券的轉換通知，向二零二零年十二月十日所發行可換股債券持有人配發及發行475,000,000股普通股。

庫務政策

本集團就庫務政策採取審慎的財務管理策略。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保本集團的資產、負債及其他承擔的流動資金架構能滿足其不時的資金需要。

外匯風險

本集團的業務交易、資產及負債主要以人民幣及港元計值。董事認為本集團之外匯風險受控。管理層將繼續監控本集團的外匯風險，並於情況有需要時採取對沖等審慎措施。

附屬公司、聯營公司及合營企業之重大收購或出售事項

於二零二零年八月十一日，本集團與奧斯寶化妝品國際有限公司(「奧斯寶」)訂立買賣協議，以向奧斯寶出售旗下兩間間接全資附屬公司(即中國再生醫學組織工程有限公司(「中再生組織」)和中國再生醫院投資管理有限公司(「中再生醫投」))的全部股權，總代價為現金35,000,000港元，其中23,491,772港元及11,508,228港元分別歸屬於出售中再生組織及中再生醫投。於二零二零年九月三十日，本集團完成出售中再生組織及中再生醫投全部股權，中再生組織及中再生醫投的控制權已轉移至奧斯寶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

The Company had been continuously evaluating the current businesses of the Group with an aim to streamline its businesses for the purpose of increasing its overall performance and cost-effectiveness, as well as to improve its financial performance in light of its going concern. Having accumulated losses for the previous years, the performance of each of CRMT and CRHI were not satisfactory. The Company also considered that while the future profitability of CRMT and CRHI's businesses were not expected to improve in the coming years, these businesses also required higher capital injection and expenditure in comparison with the Group's other businesses. In light of such factors and taking into account the cash flow position of the Group at the material time, the Directors considered it was not cost-effective to maintain the businesses of CRMT and CRHI and they were accordingly disposed of. Further details of the aforementioned disposals and the reasons therefor were disclosed in the Company's announcements dated 11 August 2020, 1 September 2020 and 8 September 2020 respectively, the Company's circular dated 12 September 2020, and the relevant financial impact are set out in note 8 and note 43 to the financial statements.

Save as disclosed in this report, the Group has no material acquisitions/disposals of subsidiaries, associates and joint ventures during the year.

CAPITAL AND OTHER COMMITMENTS

As at 31 December 2020, the Group had capital and other commitments as follows:

附屬公司、聯營公司及合營企業之重大收購或出售事項(續)

本公司一直在評估本集團現有業務，以精簡其業務，藉此提高整體表現及成本效益，以及提升財務表現以維持經營。過去數年，中再生組織及中再生醫投的表現未如理想及錄得累計虧損。本公司亦考慮到中再生組織及中再生醫投的盈利能力，預期不會於未來數年得以改善，與本集團其他業務相比，該等業務仍須較高注資及開支。有見及此和考慮到本集團在重要時候的現金流狀況，董事認為保留中再生組織及中再生醫投的業務並不符合成本效益，因此將彼等出售。有關前述出售事項的更多詳情及其理由，分別於本公司日期為二零二零年八月十一日、二零二零年九月一日及二零二零年九月八日的公告、本公司日期為二零二零年九月十二日的通函內披露，而相關財務影響則載於財務報表附註8及附註43。

除本報告所披露者外，於本年度，本集團並無重大收購／出售附屬公司、聯營公司及合營企業。

資本及其他承擔

於二零二零年十二月三十一日，本集團的資本及其他承擔如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Capital commitments for property, plant and equipment:	有關物業、廠房及設備資本承擔：		
Contracted but not provided for:	已訂約但未撥備：		
Purchase of property, plant and equipment	購買物業、廠房及設備	1,509	654
Total	總計	1,509	654

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL AND OTHER COMMITMENTS (CONT'D)

The Company signed two sponsorship agreements with the University of Oxford for the research of stem cell therapy and tissue engineering. The Company agreed to provide GBP9 million (equivalent to HK\$93 million) to the University of Oxford by instalments over the period covered by agreements. Up to 31 December 2020, the Company has paid GBP5.05 million (equivalent to HK\$55.90 million (2019: GBP5.05 million (equivalent to HK\$55.90 million))) to the University of Oxford. As the agreements are executory, no liability should be recognised at the date of signing of the agreements.

SIGNIFICANT INVESTMENT HELD

Save for the Company's investment in various subsidiaries, the Group did not hold any significant investments as at 31 December 2020.

CHARGES OF ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2020, the Group had no material charge of assets or contingent liabilities (2019: Nil).

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any concrete plans for material investment or capital assets as at 31 December 2020. However, the Group will continue to seek investment opportunities in line with the strategic development of the Group both at home and abroad to promote the sustainable and steady development of the Group.

EMPLOYEE INFORMATION AND REMUNERATION POLICIES

As at 31 December 2020, the Group had 172 (2019: 213) employees located in Hong Kong and Mainland China. As an equal opportunity employer, the Group's remuneration and bonus policies are determined with reference to the performance and experience of individual employees. The total amount of employee remuneration (including that of the Directors and retirement benefits scheme contributions) of the Group for the year was approximately HK\$115.8 million (31 December 2019: HK\$70.3 million). In addition, the Group may offer share options to employees as a recognition of and reward for their efforts and contributions to the Group.

MATERIAL EVENTS AFTER THE REPORTING PERIOD

Save as set out in note 46 to the financial statements, there has been no other material event affecting the Group since the end of the reporting period.

資本及其他承擔(續)

本公司與牛津大學就幹細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期提供9,000,000英鎊(相當於93,000,000港元)。截至二零二零年十二月三十一日,本公司已向牛津大學支付5,050,000英鎊(相當於55,900,000港元)(二零一九年:5,050,000英鎊(相當於55,900,000港元))。由於該等協議尚待執行,於簽立協議日期並無確認負債。

所持重大投資

除本公司於多間附屬公司的投資外,本集團於二零二零年十二月三十一日並無持有任何重大投資。

資產抵押及或有負債

於二零二零年十二月三十一日,本集團並無重大資產抵押或具有或有負債(二零一九年:無)。

重大投資或資本資產未來計劃之詳情

除本報告所披露者外,於二零二零年十二月三十一日本集團並無關於重大投資或資本資產之任何具體計劃。然而,本集團將繼續尋求投資機會以切合本集團國內外的策略發展,從而提升本集團的可持續穩定發展。

僱員資料及薪酬政策

於二零二零年十二月三十一日,本集團共有僱員172名(二零一九年:213名),分佈於香港及中國內地。本集團作為平等機會僱主,其薪酬及獎金政策均以僱員個別表現及經驗釐定。本年度本集團之僱員薪酬總額(包括董事薪酬及退休福利計劃供款)約為115,800,000港元(二零一九年十二月三十一日:70,300,000港元)。此外,本集團可向僱員授出購股權以肯定及獎勵彼等的努力及對本集團作出的貢獻。

報告期後重大事項

除財務報表附註46所載者外,概無其他重大事項對本集團產生影響。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES 董事及最高行政人員簡介

Mr. Wang Chuang (“Mr. Wang Chuang”), aged 41, is an executive Director, Chief Executive Officer and chairman of the Board. Mr. Wang Chuang joined the Group in October 2019. Mr Wang Chuang was accredited as a grade 1 health management professional by the Hubei Provincial Department of Human Resources and Social Security of China in May 2016 and a psychological consultant by the Ministry of Human Resources and Social Security of China in March 2019. He served as the chairman of Hong Kong Bomei (China) Company Limited* (香港博美中國分公司) between 2008 and 2019. Between 2015 and 2019, he acted as the chief executive officer of Changzhou XingKong Medical Clinic Co., Ltd.* (常州市星空醫療美容門診有限公司) and the chairman of Jiangsu XingKong Health Management Consulting Co., Ltd.* (江蘇星空健康管理諮詢有限公司). He served as a senior executive of Jiangsu Zhenai Company Limited* (江蘇真愛有限公司) between 2006 and 2008, a senior executive of Wuxi Shencai Company Limited* (無錫神采有限公司) between 2004 and 2006 and a senior executive of Changzhou Meichen Company Limited* (常州美晨有限公司) between 2002 and 2004. Mr. Wang Chuang is the president of the Chamber of Commerce of Changzhou Lishui* (常州溧水商會會長) and the vice president of the China’s National Alliance for Maternal and Child Health Development* (全國婦幼健康促進發展聯盟). He was a committee member of the Organization Committee of the 2017 Boao Forum for Biomedical Sciences (2017年博鰲生物醫學論壇組織委員會) and the founder of Bomei Angel Charity Fund* (博美天使慈善基金).

王闖先生(「王闖先生」)，41歲，為執行董事、行政總裁兼董事會主席。王闖先生於二零一九年十月加盟本集團。王闖先生於二零一六年五月獲中國湖北省人力資源及社會保障廳認證為一級健康管理師，並於二零一九年三月獲中國人力資源及社會保障部認證為心理諮詢師。彼在二零零八年至二零一九年間曾擔任香港博美中國分公司主席。二零一五年至二零一九年，彼曾擔任常州市星空醫療美容門診有限公司行政總裁及江蘇星空健康管理諮詢有限公司主席。彼於二零零六年至二零零八年擔任江蘇真愛有限公司高級主管、於二零零四年至二零零六年擔任無錫神采有限公司高級主管及於二零零二年至二零零四年擔任常州美晨有限公司高級主管。王闖先生為常州溧水商會會長及全國婦幼健康促進發展聯盟副主席。彼為二零一七年博鰲生物醫學論壇組織委員會委員及博美天使慈善基金創始人。

* for identification purposes only

· 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES 董事及最高行政人員簡介

Mr. Tsang Ho Yin (“Mr. Tsang”), aged 35, is a non-executive Director of the Company. Mr. Tsang joined the Group in January 2020. Mr. Tsang was admitted as a solicitor in Australia and Hong Kong in May 2012 and December 2013, respectively. Mr. Tsang is currently a senior associate of Stevenson, Wong & Co., specialising in corporate finance and commercial law. Mr. Tsang obtained a bachelor in laws degree and a bachelor in commerce (accounting) degree, both from the University of Melbourne, Australia in August 2008. Mr. Tsang obtained a master in laws degree from the University of Melbourne, Australia in August 2010. Mr. Tsang obtained the postgraduate certificate in laws from the City University of Hong Kong in July 2011. Since May 2019, Mr. Tsang has been the company secretary of Mabpharm Limited, a biopharmaceutical company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 2181). As a company secretary, he has been responsible for company secretarial matters for the said company. Since November 2019, Mr. Tsang has been the joint company secretary and authorised representative of Sunshine 100 China Holdings Ltd, a real estate development company listed on the Main Board of the Stock Exchange (stock code: 2608), where he is responsible for company secretarial matters. From November 2018 to July 2019, Mr. Tsang has been appointed as the company secretary of Sino Energy International Holdings Group Limited, a company engaged in the operation of gas stations listed on the Main Board of the Stock Exchange (Stock Code: 1096). From January 2019 to November 2019, Mr. Tsang has been appointed as the company secretary of Moody Technology Holdings Limited, a company engaged in manufacturing and sales of fabrics and yarns listed on the Main Board of the Stock Exchange (Stock Code: 1400). From February 2020 to February 2021, Mr. Tsang has been appointed as the company secretary and the authorised representative of Mobile Internet (China) Holdings Limited, a mobile game and packaging company listed on the Main Board of the Stock Exchange (stock code: 1439). Since January 2021, Mr. Tsang has been operated as the joint company secretary of Sundy Service Group Co., Ltd, an integrated property management service provider company listed on the Main Board of the Stock Exchange (stock code: 9608).

曾浩賢先生(「曾先生」)，35歲，為本公司非執行董事。曾先生於二零二零年一月加盟本集團。曾先生於二零一二年五月及二零一三年十二月分別於澳洲及香港取得律師資格。曾先生現時為史蒂文生黃律師事務所高級律師，專攻企業融資及商業法。曾先生於二零零八年八月獲得澳洲墨爾本大學法律學士及商業學士(會計)學位。曾先生於二零一零年八月獲得澳洲墨爾本大學法律碩士學位。曾先生於二零一一年七月獲香港城市大學頒授法學專業證書。自二零一九年五月起，曾先生為邁博藥業有限公司(一間於香港聯合交易所有限公司(「聯交所」)主板上市的生物製藥公司(股份代號：2181))的公司秘書，負責上述公司的公司秘書事宜。自二零一九年十一月起，曾先生為陽光100中國控股有限公司(一間於聯交所主板上市的房地產開發公司(股份代號：2608))的聯席公司秘書兼授權代表，負責公司秘書事宜。由二零一八年十一月至二零一九年七月，曾先生獲中能國際控股集團有限公司(一間於聯交所主板上市從事經營加油站的公司(股份代號：1096))委任為公司秘書。由二零一九年一月至二零一九年十一月，曾先生獲滿地科技股份有限公司(一間於聯交所主板上市從事面料和紗線製造和銷售的公司(股份代號：1400))委任為公司秘書。由二零二零年二月至二零二一年二月，曾先生獲移動互聯(中國)控股有限公司(一間於聯交所主板上市的手機遊戲及包裝公司(股份代號：1439))委任為公司秘書兼授權代表。自二零二一年一月起，曾先生獲擔任宋都服務集團有限公司(一間於聯交所主板上市的綜合物業管理服務商公司)(股份代號：9608))的聯席公司秘書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES 董事及最高行政人員簡介

Dr. Fang Jun (“Dr. Fang”), aged 58, is an independent non-executive Director of the Company. He is also the chairman of each of the nomination committee and the remuneration committee of the Company and a member of the audit committee. Dr. Fang joined the Group in December 2017. He served as an executive member and the executive vice-chairman of the Cross-straits Medicine Exchange Association* (海峽兩岸醫藥衛生交流協會), an executive member and the vice-chairman of China Sexology Association* (中國性科會), the publisher and the executive chief editor of the China Sexology Journal* (《中國性科學》) and the deputy head of the Sexology Research Center of Peking University Health Science Center* (北京大學醫學部性學研究中心). Dr. Fang also assumed various positions such as the executive member and the secretary general of Wu Jieping Medical Foundation (吳階平醫學基金會). Dr. Fang graduated from Peking University Health Science Center with a master’s degree in Social Medicine and Health Service Management and a doctorate degree in Epidemiology and Health Statistics. Dr. Fang also served as an independent non-executive director of HongDa Financial Holding Limited, a company listed on the Stock Exchange (1822. HK) from July 2014 to May 2018.

Ms. Huo Chunyu (“Ms. Huo”), aged 46, is an independent non-executive Director of the Company. Ms. Huo joined the Group in January 2020. Ms. Huo obtained a bachelor degree from Hebei University of Economics and Business (河北經貿大學). She has over 20 years of commercial and professional experience with companies including the Industrial and Commercial Bank of China Hebei Branch (中國工商銀行河北省分行), Shijiazhuang Haowei Optoelectronic Thin Film Technology Co., Ltd (石家莊豪威光電子薄膜技術有限公司) and Hebei Youyuan Certified Public Accountants (河北有源會計師事務所). Since September 2012, she has been a Partner of Ruihua Certified Public Accountants (瑞華會計師事務所).

Ms. Yang Ying (“Ms. Yang”), aged 49, is an independent non-executive Director of the Company. Ms. Yang joined the Group in October 2019. Ms. Yang has been a member of the Beijing Institute of Certified Public Accountants since 1999 and is a certified public accountant of the People’s Republic of China. Since August 2014, Ms. Yang has served as the managing partner of the Beijing branch of Shanghai Certified Public Accountants (Special General Partnership) (上會會計師事務所(特殊普通合伙)). Between September 2005 and September 2011, Ms. Yang was a shareholder, the chairlady and the chief accountant of Beijing Jiuzhou Haotian Accounting Firm Co., Ltd. (北京九州昊天會計師事務所有限責任公司). Ms. Yang obtained a master’s degree in business administration from Asia International Open University (Macau) in December 2010.

方俊博士(「方博士」)，58歲，為本公司獨立非執行董事。彼亦為本公司提名委員會及薪酬委員會各自之主席及審核委員會成員。方博士於二零一七年十二月加盟本集團。彼擔任海峽兩岸醫藥衛生交流協會之常務理事兼執行副會長、中國性學會之理事兼副理事長、《中國性科學》之出版人兼執行主編及北京大學醫學部性學研究中心之副主任。方博士亦曾擔任吳階平醫學基金會之理事兼秘書長等多個職位。方博士畢業於北京大學醫學部，獲頒社會醫學與衛生事業管理碩士學位及流行病與衛生統計學博士學位。方博士亦自二零一四年七月至二零一八年五月期間擔任弘達金融控股有限公司(一間於聯交所上市的公司(1822. HK)之獨立非執行董事。

霍春玉女士(「霍女士」)，46歲，為本公司獨立非執行董事。霍女士於二零二零年一月加盟本集團。霍女士獲得河北經貿大學的學士學位。彼擁有超過20年的商業和專業工作經驗，包括曾在中國工商銀行河北省分行、石家莊豪威光電子薄膜技術有限公司及河北有源會計師事務所等公司工作。自二零一二年九月以來，她擔任瑞華會計師事務所的合夥人。

楊瀾女士(「楊女士」)，49歲，為本公司獨立非執行董事。楊女士於二零一九年十月加盟本集團。楊女士自一九九九年九月起為北京註冊會計師協會會員，並為中華人民共和國註冊會計師。自二零一四年八月起，楊女士擔任上會會計師事務所(特殊普通合伙)北京分所管理合夥人。二零零五年九月至二零一一年九月，楊女士為北京九州昊天會計師事務所有限責任公司股東、董事長及主任會計師。楊女士於二零一零年十二月獲得亞洲(澳門)國際公開大學工商管理碩士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present hereby the corporate governance report of the Company for the year ended 31 December 2020 (the “Reporting Period”), i.e. from 1 January 2020 to 31 December 2020.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining a high standard of corporate governance practices. The Group believes that high standard of corporate governance provides a framework and solid foundation for achieving, attracting and retaining the high standard and quality of the Group’s management, promoting high standards of sound internal control, accountability and transparency to all shareholders of the Company (“Shareholders”) and also meeting the expectations of the Group’s various stakeholders.

The Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in the Appendix 15 of the GEM Listing Rules (the “CG Code”) throughout the Reporting Period, with the exception of code provision A.2.1 of the CG Code.

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. As Mr. Wang Chuang was appointed as both the chairman and the chief executive officer of the Company, following the resignation of Mr. Wang Xuejun as executive Director and chief executive officer of the Company on 9 July 2020, such practice deviates from code provisions A.2.1 of the CG Code. The Board believes that vesting the roles for both the chairman and the chief executive officer of the Company in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board which comprised of one executive Director, one non-executive Director and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its Shareholders.

根據GEM上市規則第18.44(2)條規定，董事會欣然呈報本公司截至二零二零年十二月三十一日止年度（「報告期間」）（即二零二零年一月一日至二零二零年十二月三十一日）的企業管治報告。

企業管治常規

董事會致力維持高水平之企業管治常規。本集團認為，高水平之企業管治有助建立完善機制及鞏固根基，提升本集團管理層之水平、吸引並挽留良才、加強內部控制、提高本公司的全體股東（「股東」）問責性及透明度，亦能滿足本集團各持份者之期望。

本公司於報告期間已遵守GEM上市規則附錄十五所載之企業管治守則及企業管治報告（「企業管治守則」）之所有守則條文，惟企業管治守則之守則條文第A.2.1條除外。

根據企業管治守則之守則條文第A.2.1條，主席和行政總裁的角色應有區分，不應由同一人同時兼任。主席與行政總裁之間的職責分工應以書面形式清楚訂明。由於王闖先生在王學軍先生於二零二零年七月九日辭任本公司執行董事及行政總裁後，同時獲委任為本公司主席及行政總裁，該舉措偏離企業管治守則之守則條文第A.2.1條。董事會相信，將本公司主席及行政總裁的角色歸屬同一人，有助執行本集團的業務策略及提升其營運效率。因此，董事會認為在此情況下，偏離企業管治守則之守則條文第A.2.1條乃屬恰當。此外，在由一名執行董事、一名非執行董事及三名獨立非執行董事組成的董事會的監督下，董事會的架構適當，權力平衡，以提供足夠制衡，保障本公司及股東的利益。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODES AND POLICIES

Securities Dealing Code

The Company has adopted a code of conduct regarding Directors' securities transactions as set out in the GEM Listing Rules as the required standard for securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors, has confirmed that they have fully complied with the required standards of dealings regarding securities transaction by the Directors as set out on the GEM Listing Rules throughout the Reporting Period.

Code of Ethics

The Company adopts a Code of Ethics that applies to the Company's principal executive officer and senior financial officers in the conduct and practice of financial management and lays down the key principles that they shall follow and advocate, which include honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; compliance with the GEM Listing Rules and accounting standards and regulations; prompt internal reporting; and accountability for adherence to the code. The Code of Ethics is also intended to promote the ethical standards of all the employees, officers and Directors in the workplace, and advocate high standards of professional conduct and work performance.

BOARD OF DIRECTORS

The Board is responsible to the Shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

守則及政策

證券交易守則

本公司已採納GEM上市規則所載董事進行證券交易之操守準則作為董事進行證券交易之規定標準。經向全體董事作出特定查詢後，各董事已確認彼等於報告期間，已全面遵守載於GEM上市規則之董事進行證券交易之買賣規定標準。

道德操守

本公司採納適用於本公司最高行政人員及高級財務主管在進行財務管理方面之道德守則，並已制定彼等須遵守及奉行之主要原則，其中包括誠實及道德操守；披露資料全面、公平、準確、及時且可理解；遵守GEM上市規則及會計準則及規例；迅速內部呈報；及遵守守則之責任。道德操守擬提升所有僱員、高級職員及董事於工作場所的道德水平，並推廣高水平之專業操守及工作表現。

董事會

董事會須就領導及監管本公司之事宜向股東負責，並須共同負責指導及監管本公司事務，務求令本公司及其業務獲取佳績。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Board Composition

Details of the membership of the Board together with their roles and functions are posted on the Stock Exchange and the Company's website and such information shall be updated as soon as practicable whenever there are changes.

The composition of the Board reflects a balance of skills and experience desirable for an effective leadership of the Company.

As at 31 December 2020, the Board had five Directors, including one executive Director, one non-executive Director and three independent non-executive Directors.

Given below are names of the Directors as at the date of this report:

Executive Director

Mr. Wang Chuang
(*chairman of the Board and Chief Executive Officer*)

Non-Executive Director

Mr. Tsang Ho Yin
(*member of the Remuneration Committee*)

Independent Non-Executive Directors

Dr. Fang Jun
(*chairman of the Remuneration Committee and Nomination Committee and member of the Audit Committee*)

Ms. Huo Chunyu
(*member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee*)

Ms. Yang Ying
(*chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee*)

Biographical details of each director are set out in the section "Biographical Details of Directors and Chief Executives" on pages 18 to 20 of this annual report.

There is no financial, business, family or other material/relevant relationship amongst the Directors.

董事會(續)

董事會之組成

董事會成員之詳情，連同彼等之角色及職責，載於聯交所及本公司網站，而當有關資料有所變動時，在切實可行的範圍內將作更新。

董事會之組成體現本公司於有效領導所需之技能及經驗方面取得之平衡。

於二零二零年十二月三十一日，董事會有五名董事，包括一名執行董事、一名非執行董事及三名獨立非執行董事。

於本報告日期，董事姓名如下：

執行董事

王闖先生 (董事會主席兼行政總裁)

非執行董事

曾浩賢先生 (薪酬委員會成員)

獨立非執行董事

方俊博士 (薪酬委員會、提名委員會主席及審核委員會成員)

霍春玉女士 (審核委員會、提名委員會及薪酬委員會成員)

楊滢女士 (審核委員會主席、薪酬委員會及提名委員會成員)

各董事之履歷詳情載於本年報第18至第20頁「董事及最高行政人員簡介」一節。

董事之間並無財務、業務、家族或其他重大／相關關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Functions of the Board

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The principal functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategies and objectives of the Group;
- approve annual budgets, major funding proposals, investment and divestment proposals;
- oversee the processes for evaluating the adequacy and integrity of internal controls, risk management, financial reporting and compliance;
- approve the nominations of Directors by Nomination Committee and appointment of external auditors;
- ensure accurate, adequate and timely reporting to, and communication with Shareholders;
- monitor and manage potential conflicts of interest of management, Board members and Shareholders, including misuse of corporate assets and abuse in related party transactions; and assume responsibility for corporate governance.

The Board delegates day-to-day management, administration and operations of the Group to the executive Directors and senior management, while reserving certain key matters for its approval. The management is responsible for the implementation of the Company's strategies and policies, while the progress and development are periodically reviewed by Directors. During the Reporting Period, the management provided all members of the Board with monthly management updates ("Monthly Management Updates") in accordance with the code provision C.1.2 of the CG Code. The Monthly Management Updates contained latest financials with summaries of key events of the Group, giving a balanced and understandable assessment of the Company's performance, position and prospects.

董事會(續)

董事會之職能

董事會專注於整體策略及政策，特別重視本集團之增長及財務表現。

董事會之主要職責為：

- 訂立本集團之策略指引及發展；
- 釐定本集團之宏觀政策、策略及目標；
- 審批年度預算、主要融資建議、投資及撤資建議；
- 監管衡量內部控制、風險管理、財務呈報及遵守法規方面是否充足及完善之程序；
- 批准提名委員會之董事提名以及委任外聘核數師；
- 確保向股東作出準確、充足和及時之呈報及溝通；
- 監察及管理管理層、董事會成員及股東之間之潛在利益衝突，包括不當使用公司資產及在關連人士交易中濫用職權；及承擔企業管治之責任。

董事會將本集團之日常管理、行政及運作授權執行董事及高級管理人員處理，但若干主要事宜仍須獲董事會審批。管理層負責實施本公司之策略及政策，進展及發展由董事定期檢討。於報告期間，根據企業管治守則之守則條文第C.1.2條，管理層已向董事會全體成員提供月度更新資料(「月度更新資料」)。月度更新資料包含最新的財務數據與本集團主要事件的摘要，其就本公司之表現、狀況及前景作出一個平衡及易於理解的評估。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Board Diversity Policy

The Company recognises and embraces the benefits of diversity in the boardroom and has adopted the board diversity policy (“Board Diversity Policy”). The Board Diversity Policy sets out the approach to achieve diversity on the Board.

The Board has set measurable objectives to implement the Board Diversity Policy. The Nomination Committee has primary responsibility for identifying and giving recommendation suitably qualified candidates to become members of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate Board decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board has also regularly reviewed the contribution of each Director as to whether the Director is spending sufficient time to perform his/her responsibilities to the Board.

The Board considers that the current composition of the Board, with core competencies in areas such as accounting and finance, business and management, medical science, legal profession, marketing management, media development and M&A, is appropriate for the businesses of the Company. The Board will review its composition from time to time taking into consideration of the specific needs for the overall Company and its subsidiaries’ businesses.

董事會(續)

董事會成員多元化政策

本公司認定並確信董事會成員多元化的好處及已採納董事會成員多元化政策(「董事會成員多元化政策」)。董事會成員多元化政策列載董事會為達致成員多元化而採取的方針。

董事會已訂立可衡量的目標以實行董事會成員多元化政策。提名委員會主要負責物色及推薦合適的合資格董事會成員候選人。甄選候選人將按一系列多元化範疇為基準，包括但不限性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按候選人的長處及可為董事會提供的貢獻而作決定。

董事會亦就董事是否付出足夠時間履行其對董事會之職責定期檢討各董事之貢獻。

董事會認為目前董事會之組成，在會計及財務、商業及管理、醫療科學、法律專業、營銷管理、媒體發展及併購等領域各具專長，符合本公司業務需要。董事會將考慮本公司及其附屬公司整體業務之特定需求，不時檢討其組成。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Continuing Professional Development

The company secretary of the Company (the “Company Secretary”) is responsible for updating the Board on governance and regulatory matters.

Training will be provided to newly appointed director to his/her individual needs. This includes introduction to the Group business activities, their responsibilities and duties, and other regulatory requirements.

The Company will arrange and/or introduce training courses and/or reading materials for Directors to develop and explore their knowledge and skills.

According to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills, ensuring that their contribution to the Board remains informed and relevant. During the Reporting Period, all Directors participated in continuous professional development and had provided the Company with records (if any) on their participation. The individual training record of each Director for the Reporting Period is set out below:

Directors and Types of continuous professional development programmes

Mr. Wang Chuang	A, B, C
Mr. Tsang Ho Yin	A, B, C
Dr. Fang Jun	A, B, C
Ms. Huo Chunyu	A, B, C
Ms. Yang Ying	A, B, C

- A. attending seminars/meetings/forums/conferences/courses/workshops organized by professional bodies or regulatory
- B. reading journals/newsletters/seminar materials/publications/magazines
- C. reading memoranda issued or materials provided by the Company

All information and materials aforesaid relate, but not limited to the latest development of the GEM Listing Rules, other applicable legal and regulatory matters as well as directors’ duties and responsibilities.

董事會(續)

持續專業發展

本公司的公司秘書(「公司秘書」)負責向董事會提供有關管治及規管事宜之最新消息。

本公司將按新委任董事之個人需要給予其培訓，當中包括講解本集團業務、彼等之責任及職責以及其他監管規定。

本公司將為董事安排及／或介紹培訓課程及／或閱讀資料以發展及提升彼等知識及技能。

根據企業管治守則之守則條文第A.6.5條，所有董事均需參與持續專業發展，以培養及更新彼等之知識及技能，確保彼等對董事會之貢獻及具備相關資訊及切合所需。於報告期間，所有董事均參與持續專業發展，並已向本公司提供記錄(如有)。各董事於本報告期間的個人培訓記錄載於下文：

董事及持續專業發展課程類別

王闖先生	甲、乙、丙
曾浩賢先生	甲、乙、丙
方俊博士	甲、乙、丙
霍春玉女士	甲、乙、丙
楊滢女士	甲、乙、丙

- 甲. 參加由專業或監管機構舉辦的研討會／會議／論壇／討論會／課程／研究會
- 乙. 閱讀期刊／通訊／研討會材料／出版物／雜誌
- 丙. 閱讀本公司刊發的備忘錄或提供的資料

前述所有信息及資料均有關，但不限於GEM上市規則、其他適用法律及監管事宜的最新發展，以及董事的職責和責任等。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which is in compliance with the CG Code. The insurance coverage is reviewed on an annual basis.

Appointment, Election and Re-election

Appointment of new Directors is a matter for consideration by the Nomination Committee. It reviews the profiles of the candidates and makes recommendations to the Board on the appointment, nomination and retirement of the Directors.

According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors who will retire at the annual general meeting of the Company shall be those appointed by the Board during the year and not being re-appointed at a general meeting thereafter during the year, and those who have been the longest in office since their last election or re-election.

The following sets out the responsibilities for the Directors in relation to the quarterly, interim and annual financial statements:

Annual Report and Financial Statements

The Directors acknowledge their responsibility to prepare financial statements for each financial year which gives a true and fair view of the state of affairs of the Group and in presenting the quarterly, interim and annual financial statements, and announcements to Shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects.

Accounting Policy

The Directors consider that in preparing the financial statements, the Group uses appropriate accounting policies that are consistently applied, and that all applicable accounting standards are followed.

董事會(續)

董事及高級職員之責任

本公司已安排適當保險，為董事在公司事務中可能產生之責任提供保障，此做法符合企業管治守則。投保範圍每年皆進行檢討。

委任、選舉及重選

委任新董事一事，須由提名委員會考慮。提名委員會將審閱候選人之簡歷，並就委任、提名董事及董事退任等事宜向董事會作出建議。

根據本公司之組織章程細則，三分之一董事須於各股東週年大會退任，而各董事亦須最少每三年輪席退任一次。於本公司股東週年大會退任之董事須為董事會年內委任之董事及於之後該年內股東大會上並無獲委任之董事以及自最近獲選或重選以來任職最長之董事。

以下載列董事有關季度、中期及年度財務報表之責任：

年報及財務報表

董事確認其有責任在每個財政年度，編製能真實及公平反映本集團財政狀況之財務報表，而向股東提呈季度、中期及年度財務報表以及公告時，董事希望能向股東呈列其對於本集團狀況及前景的平衡且易於理解的評估。

會計政策

董事認為於編製財務報表時，本集團貫徹應用合適之會計政策，且已遵循所有適用之會計準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Appointment, Election and Re-election (Cont'd)

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent or detect fraud and other irregularities.

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

Board and General Meetings

The Board schedules four meetings a year at approximately quarterly intervals and organises additional meetings as and when required. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's articles of association. Notice of at least fourteen days is given of a regular Board meeting to give all Directors an opportunity to attend.

董事會(續)

委任、選舉及重選(續)

會計記錄

董事須負責確保本集團存置會計記錄，有關記錄應合理準確地披露本集團之財務狀況，並可用於根據香港會計師公會頒佈之香港財務報告準則而編製之財務報表。

保障資產

董事負責採取所有合理及所需措施，保障本集團之資產，並且預防或發現欺詐及其他違規行為。

持續經營

董事經作出適當查詢後，認為本集團有充足資源，在可預見將來持續經營，且基於此理由，採納持續經營基準編製財務報表乃屬適當。

董事會及股東大會

董事會每年安排四次會議，大約每季舉行一次，並將於有需要時組織額外會議。董事可親自或透過本公司組織章程細則所容許之其他電子通訊方式出席會議。本公司將在定期董事會會議前最少十四天，向所有董事發出通知，讓其有機會出席會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

董事會(續)

Board and General Meetings (Cont'd)

董事會及股東大會(續)

For other Board and committee meetings, reasonable notice time is generally given. During the Reporting Period, the Board held 22 meetings, of which 4 were regular meetings. The following table shows the attendance of individual Directors at the meetings held during the Reporting Period:

其他董事會及委員會會議一般都於合理時間發出通知。於報告期間，董事會共舉行22次會議，其中4次為定期會議。下表載列個別董事於報告期間出席會議之情況：

Name of Directors (From 1 January 2020 to 31 December 2020)	董事姓名 (二零二零年一月一日至 二零二零年十二月三十一日)	Attendance/ Number of General Meetings entitled to attend 出席/有權出席 股東大會數目	Attendance/ Number of Board Meetings entitled to attend 出席/有權出席 董事會會議數目
Executive Directors	執行董事		
Mr. Wang Chuang	王闖先生	7/7	22/22
Mr. Wang Xuejun (resigned on 9 July 2020)	王學軍先生(於二零二零年七月九日辭任)	4/4	8/8
Mr. Qiu Bin (appointed on 20 May 2020 and resigned on 29 December 2020)	邱斌先生(於二零二零年五月二十日獲委任， 並於二零二零年十二月二十九日辭任)	4/4	14/14
Non-Executive Director	非執行董事		
Mr. Wu Weiliang (resigned on 29 December 2020)	吳偉良先生 (於二零二零年十二月二十九日辭任)	7/7	22/22
Mr. Tsang Ho Yin (appointed on 30 January 2020)	曾浩賢先生 (於二零二零年一月三十日獲委任)	6/6	19/19
Dr. Ray Yip (resigned on 30 January 2020)	葉雷博士(於二零二零年一月三十日辭任)	2/2	1/1
Independent Non-Executive Directors	獨立非執行董事		
Dr. Fang Jun	方俊博士	7/7	22/22
Ms. Huo Chunyu (appointed on 30 January 2020)	霍春玉女士 (於二零二零年一月三十日獲委任)	6/6	19/19
Ms. Yang Ying	楊滢女士	7/7	22/22
Ms. Wang Danjuan (resigned on 30 January 2020)	王丹娟女士(於二零二零年一月三十日辭任)	1/1	1/1

Board papers are circulated at least three days (or other agreed period) before the regular Board meetings and/or other Board/Committees meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company.

董事會文件於定期董事會會議，及/或其他董事會/委員會會議舉行前最少三天(或其他協定時間)向董事傳閱，以使董事能就將於董事會會議提出之事宜，作出知情決定。此外，本公司已訂立一套程序，讓董事在合適情況下，於履行其對本公司之職責時，尋求獨立專業意見，開支由本公司支付。

The Company Secretary prepares minutes and/or written resolutions and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

公司秘書為所有董事會會議上討論之事宜以及議決之決定，編製會議記錄及/或書面決議案並保存有關記錄。公司秘書亦保存會議記錄，並可於任何董事作出合理通知後，在任何合理時間供索閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CEO

As explained in the section “Corporate Governance Practices” Mr. Wang Chuang was appointed as both the chairman and the chief executive officer of the Company, following the resignation of Mr. Wang Xuejun as executive Director and chief executive officer of the Company on 9 July 2020, practice deviates from code provisions A.2.1 of the CG Code.

NON-EXECUTIVE DIRECTORS

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and are subject to re-election. All non-executive Directors (including independent non-executive Directors) are appointed for a term of two years and they are required to retire by rotation and re-election at the general meeting of the Company following their appointments in accordance with the articles of association of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors have the same duties of care and skill and fiduciary duties as the executive Directors. Their functions include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead when potential conflicts of interests arise;
- serving on the Audit Committee, the Nomination Committee and the Remuneration Committee, if invited; and
- scrutinising the Group’s performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

The Company has received an annual written confirmation from each of the independent non-executive Directors of their independence to the Company pursuant to the requirements of the Rule 5.09 of the GEM Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

主席及行政總裁

誠如「企業管治常規」一節所解釋，由於王闖先生在王學軍先生於二零二零年七月九日辭任本公司執行董事及行政總裁後，同時獲委任為本公司主席及行政總裁，該舉措偏離企業管治守則之守則條文第A.2.1條。

非執行董事

根據企業管治守則之守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。本公司之全體非執行董事（包括獨立非執行董事）按兩年之年期獲委任且須根據本公司組織章程細則於本公司在其獲委任後舉行的股東大會上輪席退任及膺選連任。

獨立非執行董事

獨立非執行董事與執行董事同具有審慎行事之責任及技能以及誠信責任。彼等之職能包括但不限於：

- 參與董事會會議，於企業策略、企業表現、問責性、資源、重要任命及操守準則等事宜上作出獨立判斷；
- 於出現潛在利益衝突時擔當領導角色；
- 於獲邀請時加入審核委員會、提名委員會及薪酬委員會；及
- 觀察本集團於達致協定之企業目標及目的方面之表現，並監察表現之呈報。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出之年度書面確認，確認其對本公司之獨立性。本公司認為全體獨立非執行董事均為獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTION

According to code provision D.3 of the CG code, the Board is responsible for performing the corporate governance duties of the Company in accordance with the written terms of reference adopted by the Board on 15 March 2012. The Board shall have the following duties and responsibilities for performing the corporate governance duties of the Company:

- to develop and review the Company's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the code provisions and disclosure in the corporate governance report in the annual report of the Company.

During the Reporting Period, the Board has performed the above corporate governance functions through discussion in the Board meeting and by reviewing the Company's policies and practices from time to time in accordance with the legal and regulatory requirements.

CORPORATE GOVERNANCE STRUCTURE

The Board is charged with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing risks of the Group. Under the Board, there are currently 3 subcommittees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

企業管治職能

根據企業管治守則之守則條文第D.3條，董事會須根據董事會於二零一二年三月十五日採納的書面職權範圍負責履行本公司之企業管治職責。董事會於履行本公司之企業管治職責方面擁有以下職責及責任：

- 制定及檢討本公司企業管治政策及常規並提出意見；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- 檢討本公司遵守守則條文的情況及在本公司年報中企業管治報告的披露。

於報告期間，董事會透過於董事會會議討論及根據法律和監管規定不時審閱本公司的政策及常規，履行上述企業管治職能。

企業管治架構

董事會有責任為本公司建立一套良好之企業管治架構。董事會主要負責為本集團訂立指引、制定策略、監管表現及管理風險。董事會轄下現有三個委員會，即審核委員會、提名委員會及薪酬委員會。各委員會根據其職權範圍履行本身獨特之職責，並協助董事會監管高級管理人員之特定工作。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

Audit Committee

According to Rule 5.28 of the GEM Listing Rules, the Company has to establish an audit committee comprising of at least three members who must be non-executive directors only, and the majority thereof must be independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. The Audit Committee has been established since 4 July 2001 with written terms of reference which was revised on 16 March 2016 in compliance with the code provision C.3.3 and C.3.7 of the CG Code.

During the Reporting Period, all members of the Audit Committee are independent non-executive Directors.

Ms. Yang Ying has served as the chairman of the Audit Committee. The Audit Committee is scheduled to meet at least 4 times a year.

The terms of reference of the Audit Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Audit Committee include:

- to consider and recommend the appointment, re-appointment and removal of external auditors;
- to approve the remuneration and terms of engagement of external auditors, any questions of resignation or dismissal of external auditors;
- to review and monitor external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to discuss with external auditors the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on engaging an external auditors to supply non-audit services and to make recommendations on any measures for improvements to be taken;

董事委員會

審核委員會

根據GEM上市規則第5.28條，本公司須設立審核委員會，其中最少三名成員須為非執行董事，而審核委員會大部份成員必須為獨立非執行董事，其中最少一名必須具備適當專業資格或會計或相關財務管理專業知識。審核委員會自二零零一年七月四日成立，其職權範圍根據企業管治守則之守則條文第C.3.3條及第C.3.7條已於二零一六年三月十六日作出修訂。

於報告期間，審核委員會成員均為獨立非執行董事。

楊滢女士一直擔任審核委員會主席。審核委員會預定每年最少舉行四次會議。

審核委員會之職權範圍載於聯交所及本公司網站。審核委員會之主要職能包括：

- 考慮及推薦委任、續聘及罷免外聘核數師；
- 批准外聘核數師之酬金及聘用條款，以及有關外聘核數師之辭任或罷免問題；
- 檢討及監察外聘核數師之獨立性及客觀性，以及根據適用標準進行審核程序之有效性；
- 在開始審核前，與外聘核數師討論審核之性質及範疇，以及呈報之責任；
- 制定及落實聘用外聘核數師提供非審核服務之政策，並就將採取之任何改善措施作出推薦建議；

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

- to review the quarterly, interim and annual financial statements and the quarterly, interim and annual reports before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting principles and standards; and
 - (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;
- to review the Group's financial controls, internal control and risk management systems and ensure that the management has performed its duty to have an effective internal control system;
- to consider major investigations findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response;
- to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response and to ensure that the Board will provide a timely response to the issues raised; and
- to review the Group's financial and accounting policies and practices.

The Audit Committee has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and assistance from the management and reasonable resources to discharge its duties properly.

During the Reporting Period, the Audit Committee has met once with the external auditor without the presence of the management.

董事委員會(續)

審核委員會(續)

- 檢討季度、中期及年度財務報表，以及季度、中期及年度報告，再提交董事會，當中尤其關注：
 - (i) 會計政策及常規之任何變動；
 - (ii) 主要涉及判斷之範疇；
 - (iii) 因審核而作出之重大調整；
 - (iv) 持續經營假設以及任何保留意見；
 - (v) 遵守會計原則及準則；及
 - (vi) 遵守與財務呈報有關之GEM上市規則及法律規定；
- 檢討本集團之財務監控、內部控制及風險管理制度，並確保管理層已履行其職責，維繫有效之內部控制系統；
- 考慮因受董事會授權或自發對風險管理及內部控制事宜進行調查所獲得的任何重大調查發現及管理層的回應；
- 審閱外聘核數師致管理層函件、核數師就會計記錄、財務賬目或監控制度而對管理層提出的任何重大問題，以及管理層的回應，並且確保董事會及時回應所提出的問題；及
- 檢討本集團之財務及會計政策與慣例。

審核委員會具明確權力，調查其職責範圍內之任何事宜，並且有權獲取獨立專業意見。委員會可全面接觸管理層及獲得協助，並且獲取合理資源以妥為履行其職責。

於報告期間，審核委員會在沒有任何管理層在場之情況下，已與外聘核數師會面一次。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

董事委員會(續)

Audit Committee (Cont'd)

審核委員會(續)

The Group's results for the three months ended 31 March 2020, six months ended 30 June 2020, nine months ended 30 September 2020 and audited consolidated financial statements for the year ended 31 December 2020 have been reviewed by the Audit Committee.

審核委員會已審閱本集團截至二零二零年三月三十一日止三個月、截至二零二零年六月三十日止六個月及截至二零二零年九月三十日止九個月之業績以及截至二零二零年十二月三十一日止年度之經審核綜合財務報表。

The quorum of meeting of the Audit Committee shall be any two members. During the Reporting Period, 4 meetings of the Audit Committee were held to review and supervise the financial reporting process and internal control of the Group. The following table shows the attendance of the members of Audit Committee at the meetings of the Audit Committee held during the Reporting Period:

審核委員會會議的法定人數應為任何兩名成員。於報告期間，審核委員會共舉行4次會議，以檢討及監察本集團之財務呈報程序及內部控制。下表載列審核委員會成員於報告期間出席審核委員會會議之情況：

Name of Audit Committee (From 1 January 2020 to 31 December 2020)	審核委員會成員姓名 (二零二零年一月一日至 二零二零年十二月三十一日)	Attendance/ Number of Meetings entitled to attend 出席/有權出席 會議數目
Independent Non-executive Directors	獨立非執行董事	
Ms. Yang Ying (<i>chairman of Audit Committee</i>)	楊滢女士(審核委員會主席)	4/4
Dr. Fang Jun	方俊博士	4/4
Ms. Wang Danjuan (resigned on 30 January 2020)	王丹娟女士 (於二零二零年一月三十日辭任)	0/0
Ms. Huo Chunyu (appointed on 30 January 2020)	霍春玉女士 (於二零二零年一月三十日獲委任)	4/4

Full minutes of the Audit Committee are kept by the Company Secretary. Minutes are drafted and finalised in sufficient details and are circulated to all members of the Audit Committee, as the case may be, for their comments and records within reasonable time after the conclusion of the meetings.

審核委員會之完整會議記錄由公司秘書保存。會議記錄之初稿及定稿內容詳盡並於會議結束後之合理時間內，向審核委員會所有成員傳閱(視情況而定)，以供其提供意見及作記錄。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Nomination Committee

According to code provision A.5.1 of the CG Code, the Company has to set up a nomination committee with a majority of the members thereof being independent non-executive directors. The Nomination Committee has been established since 22 July 2005 with written terms of reference which was revised on 16 March 2016 in compliance with code provision A.5.2 of the CG code.

During Reporting Period, all members of the Nomination Committee are independent non-executive Directors.

Dr. Fang Jun has served as chairman of the Nomination Committee. The Nomination Committee is scheduled to meet at least once a year.

The terms of reference of the Nomination Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Nomination Committee include:

- to make recommendations to the Board on all new appointments or re-appointments of Directors, the establishment of a succession plan for Directors, in particular the Chairman and the CEO and the composition of the Board;
- to identify and nominate qualified individuals, subject to the approval of the Board, to be additional Directors or to fill vacancy in the Board as and when they arise;
- to assess the effectiveness of the Board as a whole and the contribution by each Director to the Board;
- to review the Board structure, size, composition (including the skills, knowledge and experience) and diversity as well as the independent element of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to develop the criteria for selection of Directors; and
- to assess the independence of independent non-executive Directors.

The chairman of the Nomination Committee will report to the Board on its proceedings and recommendations after each meeting.

董事委員會(續)

提名委員會

根據企業管治守則之守則條文第A.5.1條，本公司已設立提名委員會，而其大多數成員為獨立非執行董事。提名委員會自二零零五年七月二十二日成立，其職權範圍根據企業管治守則之守則條文第A.5.2條已於二零一六年三月十六日作出修訂。

於報告期間，提名委員會全體成員均為獨立非執行董事。

方俊博士一直擔任提名委員會主席。提名委員會預定每年最少舉行一次會議。

提名委員會之職權範圍刊載於聯交所及本公司網站。提名委員會之主要職責包括：

- 就所有新委任或再委任董事、制定董事更替計劃(尤其主席及行政總裁)以及董事會之組成而向董事會作出推薦建議；
- 物色及提名合資格人士，在獲董事會批准下，出任新增董事或在有需要時填補董事會空缺；
- 評估董事會整體之效能，以及各董事對董事會之貢獻；
- 每年檢討董事會架構、規模、組成(包括技能、知識及經驗)及多元化，以及董事會之獨立性，並就任何擬作出之變動向董事會提出推薦建議以配合本公司企業策略；
- 制定甄選董事之準則；及
- 評估獨立非執行董事之獨立性。

提名委員會之主席將於每次會議後，向董事會報告委員會之進程及作出推薦建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

董事委員會(續)

Nomination Committee (Cont'd)

提名委員會(續)

The quorum of meeting of the Nomination Committee shall be any two members. During the Reporting Period, 2 meetings of the Nomination Committee were held to review and recommend the structure, size, composition and diversity of the Board. Altogether the members of the Board bring a wide range of knowledge and experience to the Board, which contributes to the effective direction of the Company. The following table shows the attendance of the members of Nomination Committee at the meetings of the Nomination Committee held during the Reporting Period:

提名委員會會議的法定人數為任何兩名成員。於報告期間，提名委員會曾舉行2次會議，藉以檢討董事會架構、規模、組成及多元化並提供建議。另外各董事會成員為董事會帶來廣泛的知識和經驗，這有助於本公司的有效領導。下表載列提名委員會成員於報告期間出席提名委員會會議之情況：

Name of Nomination Committee (From 1 January 2020 to 31 December 2020)	提名委員會成員姓名 (二零二零年一月一日至 二零二零年十二月三十一日)	Attendance/ Number of Meetings entitled to attend 出席/有權出席 會議數目
Independent Non-executive Directors	獨立非執行董事	
Dr. Fang Jun (<i>chairman of Nomination Committee</i>)	方俊博士(提名委員會主席)	2/2
Ms. Yang Ying	楊滢女士	2/2
Ms. Wang Danjuan (resigned on 30 January 2020)	王丹娟女士 (於二零二零年一月三十日辭任)	0/0
Ms. Huo Chunyu (appointed on 30 January 2020)	霍春玉女士 (於二零二零年一月三十日獲委任)	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Remuneration Committee

According to Rule 5.34 of the GEM Listing Rules, the Company has to set up a remuneration committee with a majority of the members thereof being independent non-executive directors. The Remuneration Committee has been established since 22 July 2005 with written terms of reference which was revised on 16 March 2016 in compliance with code provision B.1.2 of the CG code.

During the Reporting Period, the majority of the members of the Remuneration Committee are independent non-executive Directors.

Dr. Fang Jun has served as chairman of the Remuneration Committee. The Remuneration Committee is scheduled to meet at least once a year.

The terms of reference of the Remuneration Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Remuneration Committee include:

- to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives.
- to recommend a fair and transparent framework of executive remuneration for the Board and senior management of the Company, including share option scheme, based on the skill, knowledge, involvement in the Company's affairs and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions;
- to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits-in-kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- to make recommendations to the Board on the remuneration of the non-executive Directors.

No Directors can determine their own remuneration package. The chairman of the Remuneration Committee will report to the Board on its proceedings and recommendations after each meeting. In developing remuneration policies and making recommendation as to the remuneration of the Directors and senior management, the Remuneration Committee takes into account of the corporate goals and objectives of the Group as well as the performance of those individual Directors and senior management.

董事委員會(續)

薪酬委員會

根據GEM上市規則第5.34條，本公司須設立薪酬委員會，而其大多數成員為獨立非執行董事。薪酬委員會自二零零五年七月二十二日成立，其職權範圍根據企業管治守則之守則條文第B.1.2條已於二零一六年三月十六日作出修訂。

於報告期間，薪酬委員會大部分成員均為獨立非執行董事。

方俊博士一直擔任薪酬委員會主席。薪酬委員會預定每年最少舉行一次會議。

薪酬委員會之職權範圍已刊載於聯交所及本公司網站。薪酬委員會之主要職責包括：

- 參考董事會之企業方針及目標，檢討及批准管理層薪酬建議。
- 根據行政人員之技能、知識、對本公司事務之參與程度並參考本公司之表現及盈利能力，以及業界之薪酬基準及當時市況，為董事會及本公司高級管理人員推薦一套公平及具透明度之行政人員薪酬制度(包括購股權計劃)；
- 就個別執行董事及高級管理人員之薪酬待遇(包括實物利益、退休金權利及賠償金，包括喪失或終止彼等職務或委任之任何應付賠償)向董事會提供建議；
- 就非執行董事之薪酬向董事會提供建議。

董事概不得釐定彼等本身之薪酬組合。薪酬委員會之主席於每次舉行會議後，將向董事會報告有關之進程及作出推薦意見。在制定薪酬政策及就董事與高級管理人員之薪酬提供推薦建議方面，薪酬委員會會考慮本集團之企業方針及目標，以及該等個別董事與高級管理人員之表現。

CORPORATE GOVERNANCE REPORT

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BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

The remuneration package of Directors and senior management includes the following:

(a) Basic salary

The basic salary (inclusive of statutory employer contributions to Provident Fund) of each executive Director/senior management is recommended by the Remuneration Committee, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in a selected group of comparable organisations.

(b) Fees

Fees paid/payable to the executive Directors are determined by the Board after considering the individual's relative performance against the comparable organisations. The fees paid/payable to the non-executive Directors take into account factors such as effort and time spent, and responsibilities of these Directors.

(c) Bonus scheme

The Group operates a bonus scheme for all employees, including the executive Directors and senior management. The criteria for the scheme is the level of profit achieved from certain aspects of the Group's business activities against targets, together with an assessment of corporate and individual's performance during the Reporting Period. Bonuses payable to the executive Directors/senior management are reviewed by the Remuneration Committee and approved by the Board to ensure alignment of their interests with those of Shareholders.

(d) Benefits in kind

Other customary benefits (such as private medical cover) are made available as appropriate.

(e) Share option scheme

The Group operates a share option scheme for participants, including Directors, senior management, employees, suppliers and customers. The terms of the scheme are set out in note 37 to the financial statements. The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the Reporting Period is set out in the section headed "Share Options" in the Directors' Report and note 37 to the financial statements.

董事委員會(續)

薪酬委員會(續)

董事及高級管理人員之薪酬組合包括下列各項：

(a) 基本薪金

各執行董事／高級管理人員之基本薪金(包括向公積金作出之法定僱主供款)，由薪酬委員會經考慮個人表現、通脹物價指數及經選定可資比較機構組別類似職位之薪金(來自獨立資料來源)之資料而作出推薦建議。

(b) 袍金

已付／應付執行董事之袍金，由董事會經考慮個人表現，並比對可資比較機構之袍金後釐定。已付／應付非執行董事之袍金，經考慮該等董事之工作量及所花費時間及職責而釐定。

(c) 花紅計劃

本集團就所有員工(包括執行董事及高級管理人員)設立花紅計劃。該計劃之準則是本集團若干範疇業務所達致之盈利水平與目標之比較，以及企業及個人報告期間之表現評估。薪酬委員會將檢討應付執行董事／高級管理人員之花紅，並由董事會批准，以確保符合股東整體利益。

(d) 實物利益

其他一般福利(例如私人醫療保障)將於適當時候提供。

(e) 購股權計劃

本集團為參與者，包括董事、高級管理人員、僱員、供應商及客戶設立購股權計劃。計劃之條款載於財務報表附註37。本公司於二零一一年九月十四日所採納之購股權計劃於報告期間之購股權變動載於董事會報告「購股權」一節及財務報表附註37。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

Directors' emoluments comprise payments to the Directors by the Company in connection with the management of the affairs of the Company. The amounts paid to each Director for the year ended 31 December 2020 are set out in note 11 to the financial statements.

The quorum of meeting of the Remuneration Committee shall be any two members. During the Reporting Period, 2 meetings of the Remuneration Committee were held to review the remuneration package of the Board and the senior management. The following table shows the attendance of the members of Remuneration Committee at the meetings of the Remuneration Committee held during the Reporting Period:

董事委員會(續)

薪酬委員會(續)

董事酬金包括本公司向董事支付有關管理本公司事務之酬金。截至二零二零年十二月三十一日止年度向各董事支付之金額載於財務報表附註11。

薪酬委員會會議的法定人數為任何兩名成員。於報告期間，薪酬委員會曾舉行2次會議，藉以檢討董事會及高級管理人員之薪酬組合。下表載列薪酬委員會成員於報告期間出席薪酬委員會會議之情況：

Name of Remuneration Committee (From 1 January 2020 to 31 December 2020)	薪酬委員會成員姓名 (二零二零年一月一日至 二零二零年十二月三十一日)	Attendance/ Number of Meetings entitled to attend 出席／有權出席 會議數目
Non-Executive Director	非執行董事	
Dr. Ray Yip (resigned on 30 January 2020)	葉雷博士(於二零二零年一月三十日辭任)	1/1
Mr. Tsang Ho Yin (appointed on 30 January 2020)	曾浩賢先生 (於二零二零年一月三十日獲委任)	1/1
Independent Non-executive Directors	獨立非執行董事	
Dr. Fang Jun	方俊博士	2/2
Ms. Yang Ying	楊滢女士	2/2
Ms. Wang Danjuan (resigned on 30 January 2020)	王丹娟女士 (於二零二零年一月三十日辭任)	1/1
Ms. Huo Chunyu (appointed on 30 January 2020)	霍春玉女士 (於二零二零年一月三十日獲委任)	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance development and accounts for such when making decisions. Following the resignation of Mr. Qiu Bin on 29 December 2020, Mr. Wang Chuang was appointed as compliance officer of the Company on 29 December 2020. The compliance officer is directly responsible for advising on and assisting the Board in implementing procedures to ensure the Company complies with the GEM Listing Rules and other relevant Laws and regulations applicable to the Company.

According to Rule 5.15 of the GEM Listing Rules, in each financial year an issuer's company secretary must take no less than 15 hours of relevant professional training. During the Reporting Period, the Company Secretary has complied with the rule by taking more than 15 hours of relevant training courses and seminars.

AUDITOR'S REMUNERATION

For the year ended 31 December 2020, auditor's remuneration of HK\$950,000 (2019: HK\$1,665,000) was charged to the Group. Among such fee, HK\$950,000 (2019: HK\$1,135,000) was charged for the audit service provided by MCM (HK) CPA Limited, the existing auditor of the Company who was appointed on 7 December 2020 (2019: HK\$1,135,000 was charged for the audit services provided by BDO Limited, the then auditor of the Company.) During the year, the fee for non-audit services provided by MCM (HK) CPA Limited was Nil (2019: HK\$200,000 provided by BDO Limited relating to a proposed open offer of the Company).

公司秘書及監察主任

本公司秘書須向董事會負責，確保已妥善依從董事會程序，而且董事會已全面獲悉所有法律、監管規定及企業管治之發展，同時確保董事會在作出決定時已考慮有關事宜。邱斌先生於二零二零年十二月二十九日辭任以後，王闖先生於二零二零年十二月二十九日獲委任為本公司監察主任。監察主任直接負責執行確保本公司符合GEM上市規則及適合於本公司的其他有關法例及法規的程序而向董事會提供意見及協助。

根據GEM上市規則第5.15條，於每個財政年度發行人的公司秘書須參加不少於15小時的相關專業培訓。於報告期間，公司秘書已遵守規則，參與超過15個小時的相關培訓課程和研討會。

核數師酬金

於截至二零二零年十二月三十一日止年度，本集團已支付核數師酬金950,000港元(二零一九年：1,665,000港元)。有關費用中，950,000港元(二零一九年：1,135,000港元)乃就長盈(香港)會計師事務所有限公司(本公司之現任核數師，於二零二零年十二月七日獲委任)提供之審核服務而支付(二零一九年：就本公司當時之核數師香港立信德豪會計師事務所有限公司提供之審核服務而支付1,135,000港元)。於年內，長盈(香港)會計師事務所有限公司的非核數服務的費用為不適用(二零一九年：200,000港元，由香港立信德豪會計師事務所有限公司提供，與本公司建議公開發售有關)。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibilities for maintaining a sound and effective internal control system of the Group. The Group's internal control system includes policies and procedures and limits of authority governing the authority level and business processes. It is designed to help achieve business objectives, to safeguard assets against unauthorized use or disposition, to maintain proper accounting records for the provision of reliable financial information and to ensure compliance with relevant legislations and regulations. The system is intended to manage rather than to eliminate or eradicate risks.

The Group has performed risk management procedures including risk identifications, risk assessments, risk prioritization as well as risk owner appointment. Management's inputs on risk exposures were obtained through risk identification questionnaires. Identified risks have been further assessed and evaluated by the Management across the business lines. The risks have been evaluated in terms of their impacts and the likelihood of their occurrences. As part of the evaluation process, the risks have been prioritized based on the evaluation results. Follow up action on key identified risks are being taken by the management.

Risk Governance Structure

The Group has established an enterprise risk management structure in line with the "Three Lines of Defense" model that defines the three layers of roles and responsibilities of oversight, risk monitoring and review as well as risk and control ownership.

The Group's operating units are the first line of defense. They are responsible for the day-to-day risk management and control procedures. The second line of defense is led by the Group's Management who are responsible for the design, implementation and monitoring over the Group's risk exposure. The third line of defense comprises the Audit Committee and the Group's internal audit department. The third line of defense is responsible for the independent assessment of the effectiveness of our risk management and internal control systems. The external auditor of the Group further complements the third line of defense by independently auditing material internal controls over the Group's financial reporting processes and reports on material control weaknesses to the Audit Committee on a regular basis.

風險管理和內部控制

董事會有整體責任，維持健全有效的本集團內部控制系統。本集團的內部控制系統包括一連串管理制度及明確授權的管理架構，以幫助本集團達成業務目標、防範資產在未經授權下使用或處置、保持合適的會計記錄以提供可靠的財務信息、並確保遵守有關法律和法規。內部控制系統旨在管理風險，而不是消除或完全根除風險。

本集團已進行一系列的風險管理程序，包括風險識別，風險評估及排序和風險負責人的任命。管理層通過問卷調查，識別業務範圍的風險。各業務範圍的管理層根據已識別的風險的影響及發生的可能性作進一步評估。作為評估程序的一部分，風險會根據評估結果進行排序。管理層將對已識別的風險採取後續行動。

風險管治結構

本集團已按照「三道防線」的模式建立了企業風險管理架構，該模式定義了監督、風險監測和審查、風險和控制所有權的三個層次角色和職責。

本集團的業務部門是第一道防線，負責日常的風險管理和控制過程。第二道防線由集團管理層領導，負責風險管理系統的設計、實施和監測。第三道防線由審核委員會和本集團的內部審核部門組成，負責對集團的風險管理和內部控制系統進行獨立評估。本集團的外聘核數師對本集團財務報告過程中的內部控制也會進行獨立審計，進一步補充了第三道防線、並定期向審核委員會報告重大控制弱項。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Internal Control

The Group has an Internal Audit Department, which reports directly to the Audit Committee, to provide the Audit Committee and the Board with useful information and recommendations on the adequacy and effectiveness of the Group's internal control system. During the Report Period under review, internal audit reports are submitted to the Audit Committee and the Board for review with recommendations adopted to further enhance the effectiveness of the internal controls. During the Reporting Period, the Board has conducted a review of the effectiveness of the risk management and internal control systems and considered them to be effective and adequate.

Procedures and Internal Controls for Handling and Dissemination of Insider Information

The Group complies with requirements of the Securities and Futures Ordinance ("SFO") and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

Additional procedures for handling and dissemination of inside information including but not limited to the following:

- (a) access of information is restricted to a limited number of employees on a need-to-know basis;
- (b) pre-clearance on dealing in the securities of the Company by designated members of the Group; and
- (c) notification of regular black-out period and securities dealing restriction to relevant Directors and employees.

風險管理和內部控制(續)

內部控制

本集團設有直接向審核委員會匯報的內部審核部門，以就本集團內部控制系統是否充足和有效向審核委員會及董事會提供有用資料及推薦建議。於回顧報告期間，向審核委員會及董事會提交內部審核報告以供審閱而推薦建議將獲採納，以進一步提升內部控制的成效。於報告期間，董事會已審閱風險管理及內部監控系統的成效，並認為其為有效及足夠。

處理及發放內幕消息的程序及內部控制

本公司遵守證券及期貨條例(「證券及期貨條例」)及GEM上市規則之規定。除非有關消息屬於證券及期貨條例下任何安全港條文的範圍，否則本集團必須在合理地切實可行的範圍內盡快向公眾披露任何內幕消息。本集團在向公眾全面披露有關消息前，應確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，便應即時向公眾披露該消息。本集團致力確保公告所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性。該等資料必須以清晰及持平的方式呈述，即須平等地披露正面及負面事實。

處理及發放內幕消息的其他程序包括但不限於下列者：

- (a) 資料僅限部分僱員按須知基準查閱；
- (b) 預先審批本集團指定股東買賣本公司證券；及
- (c) 通知相關董事及僱員有關常規禁制期及證券交易限制。

CORPORATE GOVERNANCE REPORT

企業管治報告

ADDITIONAL INFORMATION ON GOING CONCERN, MITIGATION MEASURE AND AUDITORS' DISCLAIMER OPINION

For the year ended 31 December 2020, the Group incurred a loss of approximately HK\$404,226,000 attributable to owners of the Company and as at 31 December 2020, the Group had net current liabilities and net liabilities of approximately HK\$57,481,000 and HK\$55,150,000 respectively. While the Group only maintained cash and cash equivalents of HK\$4,767,000. These conditions, together with others described in Note 3(b) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt over the Group's ability to continue as a going concern.

However, a number of measures have been undertaken to improve the Group's liquidity and financial position, to refinance its operations and to restructure its liabilities. For further details of these plans and measures, please refer to Note 3(b) to the consolidated financial statements. Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

Thus, the Board wishes to draw the attention of the shareholders of the Company (the "Shareholders") to the section headed "Basis for Disclaimer of Opinion" as contained in the Independent Auditor's Report dated 31 March 2021 issued by the Company's auditors, McM (HK) CPA Limited, now contained in pages 92 to 94 of this annual report. On the basis set out therein, the auditor does not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2020.

As explained in the "Basis for Disclaimer of Opinion", the auditor's disclaimer of opinion was principally caused by the material uncertainties relating to going concern. Such uncertainties were not resolved as at 31 December 2020 primarily due to the validity of which depends upon the Group being able to achieve successful outcomes of the plans and measures as set forth in Note 3(b) to the consolidated financial statements.

關於持續經營、應對措施及核數師不發表意見的額外資料

於截至二零二零年十二月三十一日止年度，本集團產生本公司擁有人應佔虧損約404,226,000港元，於二零二零年十二月三十一日，本集團的流動負債淨額及負債淨額分別約為57,481,000港元及55,150,000港元。而本集團僅維持現金及現金等價物4,767,000港元。該等情況連同綜合財務報表附註3(b)所述的其他情況，均顯示存在重大不明朗因素，可能對本集團持續經營的能力產生重大疑問。

然而，本集團已採取多項措施以改善本集團的流動資金及財務狀況、為其業務再融資及重組其負債。有關該等計劃及措施的進一步詳情，請參閱綜合財務報表附註3(b)。倘本集團未能執行上述計劃及措施，則可能無法繼續以持續經營的方式營運，並需作出調整，將本集團資產的賬面值撇減至其可收回金額，就可能產生的任何其他負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未在該等綜合財務報表中反映。

因此，董事會謹請本公司股東（「股東」）注意本年報第92至94頁所載本公司核數師長盈（香港）會計師事務所有限公司於二零二一年三月三十一日刊發的獨立核數師報告中「不發表意見的基礎」一節。基於該報告所載，核數師不對本集團截至二零二零年十二月三十一日止年度的綜合財務報表發表意見。

誠如「不發表意見的基礎」所闡釋，核數師不發表意見，主要是由於與持續經營有關的重大不確定因素所致。該等不確定因素於二零二零年十二月三十一日仍未解決，主要是由於該等不確定因素的有效性取決於本集團能否成功執行綜合財務報表附註3(b)所載的計劃及措施。

CORPORATE GOVERNANCE REPORT

企業管治報告

ADDITIONAL INFORMATION ON GOING CONCERN, MITIGATION MEASURE AND AUDITORS' DISCLAIMER OPINION (CONT'D)

The members of the Audit Committee had critically reviewed the basis for disclaimer of opinion, the management's position concerning the basis for disclaimer of opinion and measures taken by the Company for addressing the basis for disclaimer of opinion. The Audit Committee agreed with the management's position based on the reasons above. Moreover, the Audit Committee requested the management to take all necessary actions to address the effect on the basis for disclaimer of opinion to procure no such disclaimer of opinion to be made in the next financial year. The Audit Committee had also discussed with the auditor regarding the financial position of the Group, measures taken and to be taken by the Company, and considered the auditor's rationale and understood their consideration in arriving the disclaimer of opinion.

Thus, the Board and Audit Committee agreed with the views of the management and the auditors regarding the uncertainty of going concern. There is no disagreement by the Board, the management nor the Audit Committee with the position taken by the Company's auditor regarding the disclaimer of opinion. The Directors will continue to use their best efforts to protect and uphold the Company's best interest to achieve the outcomes as set forth in Note 3(b) to the consolidated financial statements. The Directors and management will proactively resolve matters relating to disclaimer of opinion throughout the financial year 2021.

關於持續經營、應對措施及核數師不發表意見的額外資料(續)

審核委員會成員已重點審查無法表示意見的基礎，管理層有關無法表示意見的基礎的立場及本公司解決無法表示意見的基礎所採取的措施。基於上述理由，審核委員會同意管理層的立場。此外，審核委員會要求管理層採取一切必要行動，消除無法表示意見的基礎的影響，以督促於下一財政年度不會作出該等無法表示意見。審核委員會亦已與核數師討論有關本集團財務狀況、本公司已採取及將採取的措施，並已考慮核數師的論據並理解其達致無法表示意見的原因。

故此，董事會及審核委員會均同意管理層及核數師對持續經營的不確定性之意見。董事會、管理層或審核委員會對本公司核數師未能發表意見所採取之立場並無異議。董事將繼續盡最大努力保障及維護本公司之最佳利益，達成綜合財務報表附註3(b)所述的成果，就債務重組安排與債權人、投資者、貸款人及銀行進行持續磋商等。董事及管理層於整個二零二一財政年度積極解決所有與未能發表意見相關的事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT

The Company values communication with Shareholders and investors. The Company uses two-way communication channels to account to Shareholders and investors for the performance of the Company. Enquiries and suggestions from Shareholders or investors are welcomed, and enquiries from Shareholders or investors may be put to the Board through the following channels to the Company Secretary:

1. By mail to the Company's head office at Suite 2310-18, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Hong Kong;
2. By telephone at (852) 3918 9089;
3. By fax at (852) 3168 8666; or
4. By email at sheena.chan@crmi.hk

The Company uses a number of formal communication 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 annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its Shareholders and investors; and (v) the Company's share registrars in Hong Kong serving the Shareholders in respect of all share registration matters.

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

投資者關係及股東權利

本公司重視與股東及投資者之溝通。本公司使用雙向溝通渠道向股東及投資者匯報本公司之表現。歡迎股東或投資者提出查詢及建議，股東或投資者可透過以下渠道向公司秘書查詢並提交董事會：

1. 郵寄至本公司總辦事處，地址為香港尖沙咀彌敦道132號美麗華大廈2310-18室；
2. 致電(852) 3918 9089；
3. 傳真至(852) 3168 8666；或
4. 電郵至sheena.chan@crmi.hk

本公司利用多個正式通訊渠道向股東及投資者報告本公司之表現。此等渠道包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，提供予股東提出意見以及與董事會交流觀點的平台；(iii)於聯交所及本公司網站登載本集團之最新重要資訊；(iv)本公司網站作為本公司與其股東及投資者溝通之渠道；及(v)本公司之香港股份過戶登記處為股東處理所有股份登記事宜。

本公司旨在為其股東及投資者作出高標準披露及財務透明度。董事會致力透過刊發及／或寄發季度、中期及年度報告、通函、通告及其他公告，定期向股東提供清晰、詳盡及即時之本集團資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (CONT'D)

The Company strives to take into consideration its Shareholders' views and inputs, and address Shareholders' concerns. Shareholders are encouraged to attend the annual general meeting (for which at least 20 clear business days' notice will be given). The Chairman as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer Shareholders' questions on the Group's businesses at the meeting. To comply with code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. The management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. All Shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders.

According to the Company's articles of association, general meetings shall be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. The poll will be conducted by the share registrar of the Company and the results of the poll are published on the Stock Exchange's and the Company's websites.

投資者關係及股東權利(續)

本公司力求採納其股東之意見及建議，並回應股東關注之事宜。本公司亦鼓勵股東出席股東週年大會，通告會於大會舉行前最少足20個完整營業日發出。主席以及審核委員會、提名委員會及薪酬委員會主席(或倘彼等未能出席大會則為董事)可於會上解答股東有關本集團業務之提問。為遵守企業管治守則之守則條文第E.1.2條，董事會主席須出席股東週年大會，亦須邀請審核、薪酬、提名及任何其他委員會(倘適用)的主席出席。管理層亦會確保外聘核數師出席股東週年大會，回答有關審核工作、核數師報告之編製及內容、會計政策，以及核數師的獨立性等問題。全體股東享有法定權利召開股東特別大會，並提呈議程供股東考慮。

根據本公司組織章程細則，股東大會可應任何兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司附帶於本公司股東大會投票權的不少於十分之一繳足股本。股東大會亦可應本公司任何一名股東(為一間認可結算所(或其代名人)的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有本公司附帶於股東大會投票權的不少於十分之一繳足股本。投票將由本公司股份過戶登記處處理，且投票結果會於聯交所及本公司網站登載。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (CONT'D)

If a Shareholder wishes to propose a person (the "Candidate") for election as a Director at a general meeting, he/she shall deposit a written notice (the "Notice") at the Company's head office in Hong Kong at Suite 2310-18, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Hong Kong. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules and his/her contact details; and (ii) must be signed by the Shareholder concerned including the information/documents to verify the identity of the Shareholder and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal data. The period for lodgement of the Notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting. In order to ensure the Shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a Director without adjourning the general meeting, Shareholders are urged to submit and lodge the Notice as soon as practicable, say at least 10 business days prior to the date of the general meeting appointed for such election.

The Board has established a shareholders communication policy on 15 March 2012 and will review it on a regular basis to ensure its effectiveness to comply with the code provision E.1.4 of the CG code.

In order to promote effective communication, the Company also maintains a website (www.crmi.hk) which includes the latest information relating to the Group and its businesses.

CONSTITUTIONAL DOCUMENTS

During the Reporting Period, there had been no significant changes in the constitutional documents of the Company.

投資者關係及股東權利(續)

倘股東擬提名個別人士(「候選人」)於股東大會上參選為本公司董事，彼須將書面通知(「通知」)送交本公司的香港總辦事處，地址為香港尖沙咀彌敦道132號美麗華大廈2310-18室。該通知(i)須根據GEM上市規則第17.50(2)條之規定包含候選人的個人資料及其聯絡詳情；及(ii)須經有關股東簽署及載有核實股東身份之資料/文件，以及候選人簽署以表示彼願意接受委任及同意公佈其個人資料。遞交通知之期間不得早於寄發舉行有關選舉之股東大會之有關通告翌日開始，亦不得遲於有關大會舉行日期前七日結束。為確保股東有充足時間以接收及考慮有關選舉候選人為董事的建議而無需將股東大會押後，本公司促請股東於實際可行情況下儘早遞交通知(即於舉行以委任董事的股東大會日期前至少十個營業日前提交)。

董事會已於二零一二年三月十五日設立股東通訊政策，並將定期檢討以確保其有效遵守企業管治守則之守則條文第E.1.4條。

為了有效增進溝通，本公司亦設立網站(www.crmi.hk)，當中載有有關本集團及其業務之最新資料。

章程文件

於報告期間，本公司的章程文件概無任何重大變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

ABOUT THIS REPORT

China Regenerative Medicine International Limited (“CRMI”) (Stock Code: 8158) and its subsidiaries (hereinafter “the Group”) are pleased to present the Environmental, Social and Governance Report (the “ESG Report”) for the year ended 31 December 2020 (the “Reporting Period”) and express commitment of the Group to sustainability. This is the fifth ESG Report of the Group which discloses the management, policies, performance, targets and feedbacks of the business in providing services of the Group in People’s Republic of China (the “PRC”) and Hong Kong in relation to sustainable development. The Group would like to take this opportunity to present ESG performance to all investors and stakeholders, and put forward the commitments and contributions on social responsibility.

Report Compilation Basis

This ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide enclosed in Appendix 20 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited to fulfil all general disclosure requirements. For details of the Group’s financial performance and corporate governance issues, please refer to the previous sections of the annual report of which this ESG Report forms a part of.

The following principles guides the preparation of our ESG Report:

- (1) **Materiality:** issues are evaluated and discussed based on its impact on our Group’s operations and businesses and our stakeholders.
- (2) **Quantitative:** we measure our sustainability impact using quantitative data where appropriate and provide comparative information to show the bigger picture.
- (3) **Consistency:** any material changes in type of data used or the way that data is disclosed will be indicated for clarity and meaningful comparison with past ESG reports.

關於本報告

中國再生醫學國際有限公司(「中國再生醫學」)(股份代號：8158)及其附屬公司(以下統稱「本集團」)欣然提呈截至二零二零年十二月三十一日止年度(「報告期間」)的環境、社會及管治報告(「環境、社會及管治報告」)並展現本集團對可持續發展的承擔。這是本集團的第五份環境、社會及管治報告，其披露本集團於中華人民共和國(「中國」)及香港提供服務時有關可持續發展的業務管理、政策、表現、目標及反饋。本集團謹藉此機會向全部投資者及持份者呈報環境、社會及管治表現，並就社會責任作出承諾及貢獻。

報告編製基準

本環境、社會及管治報告乃根據香港聯合交易所有限公司頒佈的GEM證券上市規則附錄二十所載環境、社會及管治報告指引編製，以符合所有一般披露規定。有關本集團財務表現及企業管治事宜之詳情，請參閱本環境、社會及管治報告構成其一部份之年報之前述章節。

以下是我們編制環境、社會及管治報告的指導原則：

- (1) **重大性：**根據問題對本集團營運和業務以及持份者的影響進行評估及討論。
- (2) **定量性：**在適當情況下，我們使用量化數據來衡量我們的可持續發展影響，並提供比較資訊，以顯示更廣闊的局面。
- (3) **一致性：**如果所使用的數據類型或數據披露方式有任何重大變化，我們都會加以說明，以便與過去的環境、社會及管治報告進行清晰和有意義的比較。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

Source of Data

The data and case studies reported in this ESG Report were prepared based on internal statistics, internal policy documents and other internal records. The Group hereby confirms that no false or misleading statements were made in this ESG Report.

This ESG Report contains forward-looking statements that are based on several assumptions and expectations at the time of its publication. Those assumptions and expectations are deemed to be reliable after internal reviewing process. The statements consist of known and unknown risks and uncertainties, which implies that actual results may differ from the expectations, forecasts and conclusions made herein. No guarantee is expressed as to the accuracy of the statements and the Group expressly disclaims any liability for and assume no responsibility to correct or update those forward-looking statements in the event that any of the statements does not materialize or turns out to be incorrect.

OVERVIEW

The Group is strongly committed to sustainability and as such we strive to implement related principles and strategies throughout our businesses. The Board, working closely with senior management, is responsible for the formulation of our overall sustainability policies and the continual evaluation and adjustment of these policies as our businesses grow and develop.

The Board identifies, evaluates and manages sustainability issues by looking the current legal and regulatory requirements and industry practices, engaging with various stakeholders and closely monitoring our operations. We also monitor our progress on such issues by reviewing quantitative information on a comparative basis in order to better guide our sustainability policies.

數據來源

本環境、社會及管治報告的數據和案例乃基於內部統計數據、內部政策檔及其他內部記錄編製。本集團謹此確認本環境、社會及管治報告並無作出任何虛假或具誤導性的陳述。

本環境、社會及管治報告包含前瞻性陳述，有關陳述乃基於本報告發佈之時的若干假設及預期。該等假設及預期須於進行內部審閱程式後，方會被視為可靠。有關陳述包括已知及未知風險及不確定性因素，意味著實際結果可能與本報告所作預期、預測及結論有所不同。本集團並不會就該等陳述的準確性作出任何保證，且明確豁免並概不承擔更正或更新本報告所載前瞻性陳述的責任及倘因任何前瞻性陳述不能實現或變成不正確而引致的責任。

概述

本集團堅定致力於可持續發展，因此我們努力在業務中實施相關原則和策略。董事會與高級管理層緊密合作，負責制定整體可持續發展政策，並隨著我們業務的增長和發展不斷評估和調整該等政策。

董事會通過研究當前的法律和監管要求以及行業慣例、與各持份者接觸及密切監督營運，識別、評估及管理可持續發展問題。我們亦以比較方式審查量化資訊，藉此監測我們在該等問題上的進展，以更好地引導我們的可持續發展政策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

OUR VALUE

我們的價值



A value-creating business – this is what the Group aims to be. The Group achieves this goal by leveraging the biological science research competence to create a positive impact to the world. The research contributes the society by catalyzing bio-pharmaceutical research and development. The services make biological sciences research more efficient by shortening the time required for biotechnology research procedures. Since the Group is brave in taking innovative steps, it has contributed to breakthroughs in medical and biological science research over the years – thus living out our value.

成為一家創造價值的公司，是本集團銳意追求的目標。本集團致力憑藉在生物科學研究領域的能力，為世界創造積極的影響。本集團的研究不斷推動生物醫藥研發的發展，為社會作出貢獻。我們的服務可有效縮短生物技術研究程式所需的時間，提高生物科學研究效率。多年來，憑藉勇於創新的精神，本集團成功實現多項醫療及生物科學研究突破，充分彰顯企業價值。

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OUR VALUE (CONT'D)

The Group's Corporate Social Responsibility Model

The ESG Report provides detailed explanation with regard to the Group's corporate social responsibility model, shown in below, on different aspects, including stakeholder communication, environmental protection, employee welfare, health and safety, fair operation, social contribution and maintaining sustainability.



我們的價值(續)

本集團的企業社會責任模式

環境、社會及管治報告詳細介紹了本集團下列企業社會責任模式，包括持份者溝通、環境保護、僱員福利、健康與安全、公平營運、社會貢獻及維持可持續發展等方面。

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OUR VALUE (CONT'D)

The Group's Corporate Social Responsibility Model (Cont'd)

The Group continually strengthens communication and relationship with investors. Designated senior management personnel keep close communication with shareholders and investors through email, teleconference, one-to-one meetings, participation in broker forums and non-trading roadshow or other forms, so as to ensure shareholders and investors can get latest information of the Group in a fair and timely manner, helping them make investment decisions. The Group will give a detailed and timely response to inquiries from investors. The Group has made a materiality evaluation to identify material matters in the Group's businesses which have significant influence on economy, environment and society, and are most important for stakeholders. In accordance with evaluation results, the Group hopes to make the commitments and undertake the responsibilities to all stakeholders.

STAKEHOLDERS' ENGAGEMENT AND MATERIALITY

The Group understands that the long-term success is due to the commitment to the sustainability of businesses and the diligent and innovative employees who deliver quality services to the clients and business partners and make worthwhile contributions to several stakeholders of the Group.

The Group has consolidated and identified different groups of stakeholders that are related to its main business. These stakeholders include customers, employees, government, media and shareholders/investors.

The Group regards stakeholder's opinions as a key to the long-term success and sustainable development. The Group will increase the involvement of stakeholders via constructive conversation in order to achieve long-term prosperity.

我們的價值(續)

本集團的企業社會責任模式(續)

本集團持續加強與其投資者的溝通及關係。特定高級管理人員通過電郵、電話會議、一對一會面、出席經紀座談會及非交易路演等形式與股東及投資者保持緊密溝通，以確保股東及投資者能夠公平、及時地得到本集團最新資訊以協助彼等作出投資決定。本集團會對投資者的查詢作出詳盡及適時的回應。本集團已進行重要性評估以識別反映本集團業務於經濟、環境及社會方面具有重大影響的事項及對持份者而言屬最為重要的事項。根據評估結果，本集團希望對所有持份者作出承諾以及承擔責任。

持份者的參與及重要性

本集團明白長期的成功需依靠業務的可持續發展及勤奮創新、向客戶及商業夥伴提供優質服務及對本集團之若干持份者作出有價值的貢獻的僱員。

本集團已綜合及識別涉及其主要業務的數個不同持份者分組。該等持份者包括客戶、僱員、政府、媒體及股東／投資者。

本集團認為持份者的意見乃是長期成功及可持續發展的關鍵。本集團將透過建設性對話增加持份者的參與，以實現長期繁榮發展。

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STAKEHOLDERS' ENGAGEMENT AND MATERIALITY (CONT'D)

持份者的參與及重要性(續)

Stakeholder 持份者	Communication Channels 溝通管道
Customers 客戶	<ol style="list-style-type: none"> 1. Company news updates 公司新聞更新 2. Conference 會議 3. Customer Service Hotline 客戶服務熱線 4. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式
Employees 僱員	<ol style="list-style-type: none"> 1. E-mail 電郵 2. Internal website 內部網站 3. Regular meetings 例會
Government 政府	<ol style="list-style-type: none"> 1. Cooperate with the government and regulatory authorities on compliance inspections 配合政府及監管機構的合規檢查 2. Conference 會議 3. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式
Media 媒體	<ol style="list-style-type: none"> 1. Company website 公司網站 2. Press releases 新聞發佈
Shareholders/Investors 股東／投資者	<ol style="list-style-type: none"> 1. Annual General Meeting 股東週年大會 2. Company news updates 公司新聞更新 3. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式 4. HKEx Website: Announcements, Notices, Reports, etc. 香港交易所網站：公告、通告、報告等 5. Press releases 新聞發佈

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ENVIRONMENTAL

The Group recognizes the importance of good environmental stewardship and is committed to protect and conserve the environment. The Group hopes that the concept of environmental sustainability lies in all aspects of daily operation.

Specifically, the Group strives to balance quality, price and environmental impact when consuming resources and materials. The Group is closely monitoring the energy consumption and water consumption through the concept that it is part of the communication priorities to educate staffs on the rationale of environmentally friendly choices, and for making them available.

As principal operation is based in the PRC, the Group is principally subject to the PRC environmental laws and regulations such as Environmental Protection Law of the PRC (中華人民共和國環境保護法), Law on the Prevention and Control of Water Pollution of the PRC (中華人民共和國水污染防治法), and Law on the Prevention and Control of Atmospheric Pollution of the PRC (中華人民共和國大氣污染防治法). The senior management team are delegated to perform the maintenance of the Group's sustainability. The representatives of each operational department, will actively manages business in an environmentally and socially responsible manner. The Group will meet annually to review the key processes and identify possible aspects underlying the operation of such department. The senior management team will also discuss on any significant aspects identified, and design measures accordingly. These measures will be documented for reference to ensure effective implementation.

環境

本集團明白到良好的環境管理的重要性，並致力保護環境。本集團希望環境可持續發展的理念貫徹於日常營運的各個層面。

具體而言，在消耗資源及材料的同時，本集團致力於維持質量、價格及環境影響的平衡。本集團密切監控能源消耗及耗水量，而該理念亦是本集團對員工進行環保選擇概念及應用培訓的重要課題之一。

由於本集團主要在中國營運，故本集團主要遵守中國環境法律及法規，例如中華人民共和國環境保護法、中華人民共和國水污染防治法及中華人民共和國大氣污染防治法。高級管理層團隊獲指派維護本集團的可持續發展。各經營管理團隊之代表積極地以環保及對社會負責之方式管理業務。本集團將每年舉行會議以檢討主要流程及識別有關部門的營運可能涉及的層面。高級管理層團隊亦將就所識別的任何重大層面進行討論及制定相應措施。該等措施將存檔作參考以確保有效實施。

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ENVIRONMENTAL (CONT'D)

環境(續)

The Group's ultimate goal is to minimize the adverse impact of the businesses on the environment. The efforts being made throughout the Reporting Period can be concluded as follows:

本集團的最終目標是將業務對環境的不利影響降至最低。本集團於報告期間所作的工作總結如下：

Practice 常規	
1.	Avoiding generating waste that polluted the environment 避免產生污染環境的廢料
2.	Compliance with all relevant laws, regulations, rules and requirements of environmental protection 遵守所有環境保護相關的法律、法規、規章及要求
3.	Creation of an environment for sustainable development 創造可持續發展的環境
4.	Provision of training for employees on the protection of the environment 為員工提供有關保護環境的培訓
5.	Reduction in the consumption of various resources including raw materials and fuel 減少各種資源的消耗，包括原材料及燃料
6.	Reduction in the generation of waste, recycling and reusing as much as possible of the waste 減少廢料產生，並盡可能對廢料進行回收和循環再用
7.	Using environmentally friendly materials as well as design, technology and raw materials capable of conserving energy and reducing waste 在設計、技術與原材料的使用上，盡量採用環保材料、節約能源和減少廢料
8.	Vigorous promotion and implementation of the recyclable economy, minimizing and avoiding negative effects due to the Group's development and the environment 大力推進和實施循環經濟，減少和避免因本集團的發展對環境造成的負面影響

During the Reporting Period, the Group has conducted comprehensive inspection regarding the environmental management situations of all controlling subsidiaries to facilitate the improvement and promotion of controlling subsidiaries on environmental management, and demanded the completion of its construction and implementation with stipulated deadlines, ensuring effective sustainable development of the Group. During the Reporting Period, there was no environmental pollution incident in the Group.

於報告期間，本集團對所有控股附屬公司的環境管理狀況實施了全覆蓋式的檢查，促進控股附屬公司在環境管理方面的改善與提高；限期完成管理體系構建和實施，有效確保本集團的可持續發展。於報告期間，本集團未發生任何環境污染事件。

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ENVIRONMENTAL (CONT'D)

環境 (續)

A(I) Emission

A(I) 排放物

During the year ended 31 December 2020, the Group's types of emissions and respective emissions data are showed as below:

截至二零二零年十二月三十一日止年度，本集團排放物種類及相關排放數據如下表所示：

Types of Emissions 排放物之種類	2020 二零二零年 Emission Data (approximately) 排放數據(約)	2019 二零一九年 Emission Data (approximately) 排放數據(約)	Unit 單位	Increase/ (Decrease) Percentage (approximately) 增加/(減少) 百分比(約)
Nitrogen Oxides (NOx) 氮氧化物	103.13	110.90	Kg 千克	(7%)
Sulfur Dioxide (SOx) 硫氧化物	0.18	0.30	Kg 千克	(39%)
Particulate Matter (PM) 懸浮物	7.59	10.00	Kg 千克	(24%)

Direct greenhouse gas emissions (scope one) are resulting from gasoline used by vehicles. Indirect greenhouse gas emissions (scope two) are mainly resulting from electricity consumed in production and R&D units of the Group. Due to the nature of our Group, the greenhouse gas emissions of the Group were mainly generated from scope two.

直接溫室氣體排放產生自車輛使用的汽油(範疇一)。間接溫室氣體排放主要來自於本集團生產及研發單位的電力消耗(範疇二)。鑒於本集團的業務性質，其溫室氣體排放主要來自於範疇二。

During the year ended 31 December 2020, the Group's greenhouse gas emissions in total and intensity are showed as below:

截至二零二零年十二月三十一日止年度，本集團溫室氣體總排放量和排放密度見下表：

Scope of Greenhouse Gas 排放物之種類	2020 二零二零年 Emission Data (approximately) 排放數據(約)	2019 二零一九年 Emission Data (approximately) 排放數據(約)	Unit 單位	Increase/ (Decrease) Percentage (approximately) 增加/(減少) 百分比(約)
Scope 1 範圍一 Direct Greenhouse Gas Emissions 直接溫室氣體排放	33.6	45.9	tCO ₂ e 噸二氧化碳當量	(27%)
Scope 2 範圍二 Indirect Greenhouse Gas Emissions 間接溫室氣體排放	860.5	1,654.3	tCO ₂ e 噸二氧化碳當量	(48%)
Greenhouse Gas Emissions in Total 溫室氣體排放總額	894.1	1,700.2	tCO ₂ e 噸二氧化碳當量	(47%)
Greenhouse Gas Emissions in Intensity 溫室氣體排放密度	5.2	8.0	tCO ₂ e/number of employees 噸二氧化碳當量/ 在職員工人數	(35%)

The Group proactively makes its great efforts to reduce greenhouse gas emissions by improving our production process.

本集團積極致力於通過改善我們的生產過程來減少於我們製造過程中所產生的溫室氣體排放。

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ENVIRONMENTAL (CONT'D)

環境 (續)

A(I) Emission (Cont'd)

A(I) 排放物 (續)

Waste Management

廢棄物管理

The Group promotes the “3-R” concept which aims at minimizing, to the extent practicable, the amount of wastes produced during the course of the Group’s business operations.

本集團推行「3-R」理念，旨在於切實可行的情況下減少本集團在業務經營過程中所產生的廢棄物數量。

The term “3-R” represents:

「3-R」指：

	Concept 理念	Practice 實踐
(a)	Reduction 減廢	Reducing the volume of daily wastes generated to the extent practicable, by using alternative materials, processes and procedures 透過使用替代材料、流程及程式於切實可行的情況下減少產生日常廢棄物的數量
(b)	Reuse 循環再用	Reusing wastes generated and returning unused materials 循環再用產生的廢棄物及歸還未使用的材料
(c)	Recycling 循環再造	Converting waste materials into usable materials or extracting useful substances from them, such as recycling packaging material and paper 將廢料轉換為可用材料或自其中提取有用物質，例如循環再造包裝材料及紙張

Due to the nature of the Group, various hazardous wastes and non-hazardous wastes are generated during our production process. During the year ended 31 December 2020, the quantity of these wastes was as follows:

鑒於本集團的業務性質，各種危險廢棄物及非危險廢棄物於我們生產過程中所產生。截至二零二零年十二月三十一日止年度，本集團廢棄物總數量見下表：

Waste 廢棄物	2020 二零二零年 Emission Data (approximately) 排放數據(約)	2019 二零一九年 Emission Data (approximately) 排放數據(約)	Unit 單位	Increase/ (Decrease) Percentage (approximately) 增加/(減少) 百分比(約)
Hazardous 危險	0.2	0.9	Tons 噸	(74%)
Non-hazardous 非危險	-	11.0	Tons 噸	(100%)

Hazardous wastes are strictly segregated from non-hazardous wastes for proper collection and treatment purpose. Hazardous wastes are collected with leakage-proof containers (e.g. scrap metal bucket) to avoid leakage during transfer. A hazardous wastes warehouse is established for collection and classified storage of hazardous wastes. Licensed waste collectors have been engaged for disposal of hazardous wastes.

危險廢棄物與非危險廢棄物嚴格分開以供妥善收集及處理。危險廢棄物會使用防漏容器(如廢金屬桶)收集，以避免轉移過程中出現洩漏。危險廢棄物倉庫亦會建立以收集及分類儲存危險廢棄物。持牌廢棄物收集商已委聘去棄置危險廢棄物。

The Group does not involve in any material discharge of industrial sewage. Domestic wastewater will be discharged into the municipal pipe network after being processed.

本集團不涉及任何重大工業廢水排放。生活廢水經處理後才排入市政管網。

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ENVIRONMENTAL (CONT'D)

環境 (續)

A(I) Emission (Cont'd)

A(I) 排放物 (續)

General compliances

In summary, to the best of our Directors' knowledge, there was no material non-compliance with the applicable local rules and regulations relating to air emissions, greenhouse gas emissions, water discharges, and generation of hazardous and nonhazardous wastes in all material aspects.

一般合規

概括而言，就董事所深知，於所有重大方面並無違反與氣體排放、溫室氣體排放、廢水排放以及產生有害及無害廢棄物相關的適用當地法規及規例。

A(II) Use of Resources

A(II) 資源使用

The main resources used by the Group in the production process are electricity, water and paper. In order to be an environmentally responsible corporation, the Group strive to improve the efficiency and effectiveness of resources consumption in the production process for minimization of wastage and avoidance of excessive usage of precious resources.

本集團在生產過程中使用的主要資源為電力、水及紙張。為矢志成為一家對環境負責的企業，本集團致力改善資源使用效率和效益，以減少在生產過程中浪費及避免過度使用寶貴的資源。

During the year ended 31 December 2020, to the best of our Directors' knowledge, we believe that there was no material sustainability issues in our sourcing water.

截至二零二零年十二月三十一日止年度，就董事所深知，我們於尋求水源方面並無遇到重大可持續性問題。

During the year ended 31 December 2020, the energy consumption by type in total of the Group are shown as below:

截至二零二零年十二月三十一日止年度，本集團各能源總消耗概況如下：

Direct/Indirect Energy by Type	2020 二零二零年 Emission Data (approximately)	2019 二零一九年 Emission Data (approximately)	Unit	Increase/ (Decrease) Percentage (approximately)
直接/間接能源之種類	排放數據(約)	排放數據(約)	單位	增加/(減少) 百分比(約)
Gasoline 汽油	12,424.80	16,934.20	litre 公升	(27%)
Electricity 電力	1,028,496.59	2,107,432.40	kWh 千瓦時	(51%)
Water 水	8,273.92	8,353.60	m ³ 立方米	(1%)

The Group is conscious of environmental protection. Further details of which are disclosed in the section "The Environment and Natural Resources" below.

本集團注重環保，其進一步之詳情已於以下「環境及天然資源」一節中披露。

Use of Packaging Materials

包裝材料使用

The Group mainly uses paper boxes and plastic bags as packaging material for our products. During the year ended 31 December 2020, the Group purchased 61.4 kg of packaging material for sales of our products (2019: 69.3 kg). If possible, we would aim to increase the effectiveness of packaging material through continuous examination of using lighter and environmental-friendly packaging materials from the market.

本集團主要使用紙盒及膠袋作為我們產品的包裝材料。截至二零二零年十二月三十一日止年度，本集團就銷售產品採購了61.4千克包裝材料(二零一九年：69.3千克)。如可能，我們會以透過於市場上不斷審視更輕便及環保的包裝材料為目標，以提升包裝材料的效用。

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ENVIRONMENTAL (CONT'D)

A(III) *The Environment and Natural Resources*

Environment protection is the responsibility of every staff in the Group. The Group is committed to sustainable development and delivering our premium and quality products in a manner with minimal impact to the environment resulting from our business activities.

Apart from those details disclosed in the section “Emissions” and “Use of Resources” above, the Group also continuously implements “green” concept with the following measures:

- Office power saving: Policy to turn off lights when not in use, air-conditioning temperature control, printer and computer hibernation management, shut down of lights and computers during lunch break, etc.
- Paper saving: Implement paperless office, use email and online signature system for document review, signing and communication where possible, reduce the frequency of printing and/or copying, and reduce the use of office paper. If necessary, employees are also encouraged to re-use paper and conserve paper usage by printing double-sided to the extent practicable.
- Increase equipment and vehicle efficiency: Arrange for the equipment and vehicles to undergo regular maintenance in order to improve their performance and dispose high energy consumption equipment as part of the efforts to conserve resources at source.
- Reduce the use of bottled water: Provide drinking water supply equipment at all production bases for the use by factory employees, meetings and visitors. Employees are encouraged to bring along their own reusable cups to reduce the use of bottles.

A(IV) *Climate Change*

To the best of our Directors' knowledge, we believe that there are no significant climate-related issues which have impacted or may impact our Group. We continue to monitor related developments as it relates to our operations and businesses and are committed to addressing any such issues effectively if they should arise.

環境(續)

A(III) *環境及天然資源*

本集團每一名員工均有對保護環境的責任。本集團致力於可持續發展及提供高端及優質產品過程中，將我們的業務活動對環境所造成的影響減至最低。

除了於以上「排放物」及「資源使用」一節中披露之詳情外，本集團亦通過以下措施不斷實施「綠色」理念：

- 辦公室節電：落實於無需使用隨手關燈措施、空調溫度控制、列印機與電腦休眠管理、午休時間關燈及關機等。
- 節約用紙：推行無紙化辦公，盡可能使用電子郵件與線上簽核系統進行文件審閱、簽發與溝通，減少列印及／或影印頻率，及減少辦公室用紙。如必須用紙，集團亦鼓勵員工在切實可行情況重用紙張及採用雙面列印。
- 提升設備及車輛效能：安排設備及車輛進行定期保養以提升其效能及處置高耗能設備，努力從源頭上節約資源。
- 減少使用瓶裝水：生產基地廠區皆設置有飲用水設備，提供各區生產基地內員工、會議與訪客等需求使用。鼓勵員工自備可重複使用的杯具，減少瓶裝水使用。

A(IV) *氣候變化*

據董事所深知，我們相信，並無任何重大的氣候相關問題已經或可能影響本集團。我們會繼續監察與營運及業務有關的發展，並致力於出現任何該等問題時有效處理。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL

EMPLOYMENT AND LABOUR PRACTICES

B(l) Employment

The Group has set up a comprehensive set of human resource policies stipulating rules on recruitment, compensation, training, welfare, promotion guidelines and dismissal. In order to safeguard benefits for the employees, the Group abides by Labor Law of the PRC (中華人民共和國勞動法), Labor Contract Law of the PRC (中華人民共和國勞動合同法), the Employment Ordinance of Hong Kong (香港僱傭條例) and employment laws applicable to relevant jurisdictions where operations are located. Labor contracts or employment agreements are entered into between the Group and the employees. Moreover, the Group regularly monitors information related to employment to prevent non-compliance with labor laws and regulations.

In order to increase efficiency in hiring and to ensure consistency and compliance in the recruitment and selection process, as well as to promote fair opportunities to each candidate, the Group has detailed recruitment policies in place. An objective and carefully documented recruitment process will ensure that any discrimination risks are minimized and will give us the best possible chance of identifying the right candidate. Regardless of nationality, gender, age, race, religious belief or disability, etc, candidates with relevant professional qualifications and working experience receive equal consideration for employment.

The Group provides our employees “5 Insurances and 1 Pension”, business trip allowance, birthday allowance, wedding allowance, body check, and holiday allowance. Employees are entitled to national holidays, company holidays, annual leave, funeral leave, marital leave, maternity leave and sick leave as well. In addition, the Group also adopted measures, such as distributing gifts and benefits, as well as holiday lengthening, to further enhance the benefits system and its staff satisfaction.

社會

僱傭及勞工常規

B(l) 僱傭

本集團已就僱傭、薪酬、培訓、福利、晉升指引及解僱設立一套全面的人力資源政策規定。為保障僱員福利，本集團遵守中華人民共和國勞動法、中華人民共和國勞動合同法、香港僱傭條例及營運所在地司法機構的適用僱傭法律。勞動合同或僱傭協議乃由本集團與僱員訂立。此外，本集團定期監察僱傭相關資訊以避免不符合勞動法律及法規事宜。

為了提高招聘僱員的效率，並確保招聘及甄選過程中的一致性及合規性，以及為每位候選人提供公平的機會，本集團已確立詳細的招聘政策。客觀且小心記錄的招聘程式確保降低任何歧視風險，並為我們物色合適候選人提供最佳機會。不論國籍、性別、年齡、種族、宗教信仰或殘障等，具備相關專業資格及工作經驗的求職者在招聘過程中均享有平等對待。

本集團為僱員提供「五險一金」、差旅津貼、生日津貼、結婚津貼、體檢及假日津貼。僱員亦可享受國家法定節假日、公司假期、年假、喪假、婚假、產假和病假。此外，本集團亦採取派發禮品及福利以及延長假期等措施，進一步提升福利制度及員工滿意度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

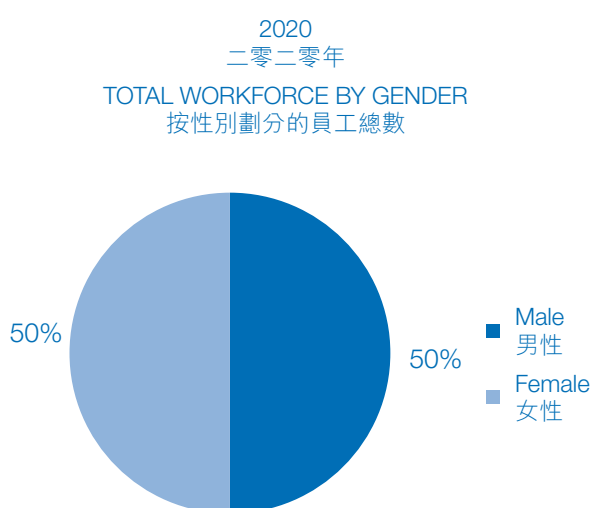
二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(l) Employment (Cont'd)

The Group actively recruits talents in a fair and equitable manner through social media such as online platforms and newspaper advertisements. Across the Group's diversified business portfolio, as of 31 December 2020, the Group has a workforce of 172 in a number of locations in the PRC and Hong Kong (2019: 213). The composition of staffs is as follows:



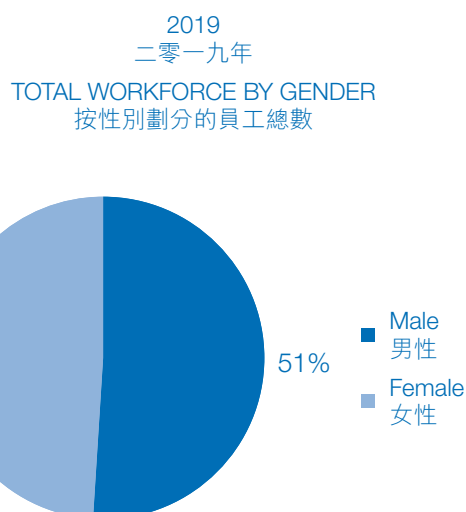
Categorized by employee's gender, male employees accounted for approximately 50% (2019: 51%) and female employees accounted for the remaining 50% (2019: 49%) as of 31 December 2020. The Group believes in equality of opportunity and treatment between male and female employees because it is just and fair and promotes good business and better performance. The Group recognizes that equality at work between male and female employees means (a) discrimination is not existed in the recruitment process to get the best candidates for the appropriate vacancies; and (b) equality of opportunity in providing assignments based on candidate's merit and choice.

社會(續)

僱傭及勞工常規(續)

B(l) 僱傭(續)

本集團積極利用線上平台及報章廣告等社會媒體公平公正地招募人才。在本集團多元化的業務組合中，本集團截至二零二零年十二月三十一日已在中國及香港聘有172名員工(二零一九年：213名)。員工組成如下：



按僱員性別分類，截至二零二零年十二月三十一日男性僱員佔約50%(二零一九年：51%)，而女性僱員佔餘下50%(二零一九年：49%)。本集團認為男女僱員之間的機會及待遇平等，屬公平公正並促進良好業務發展及更佳表現。本集團認可男女僱員間工作中的平等指(a)招聘過程中不存在歧視，以就適當的空缺錄取最佳候選人；及(b)分派任務時根據候選人的才能及意願為候選人提供平等的機會。

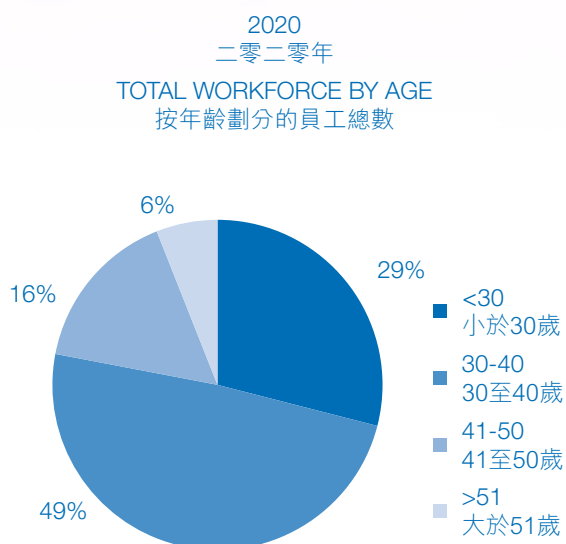
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(I) Employment (Cont'd)

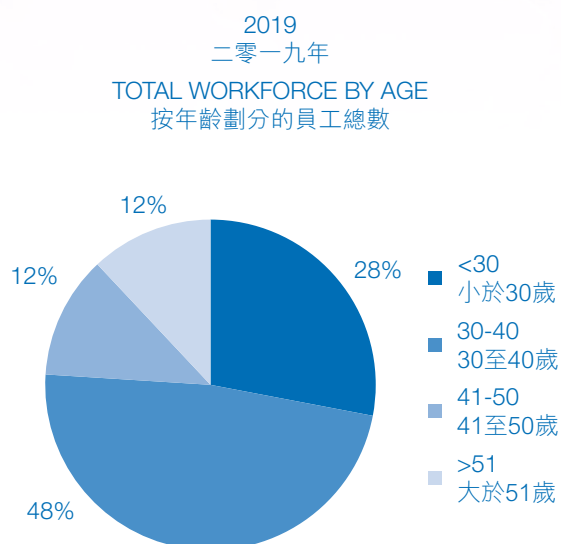


As for employee distribution by age, aged below 30 accounted for approximately 29% (2019: 28%); aged 30 to 40 accounted for approximately 49% (2019: 48%); aged 41 to 50 accounted for approximately 16% (2019: 12%); and aged above 51 accounted for approximately 6% (2019: 12%) as of 31 December 2020.

社會(續)

僱傭及勞工常規(續)

B(I) 僱傭(續)



按僱員年齡分類，截至二零二零年十二月三十一日30歲以下佔約29%（二零一九年：28%）；30至40歲佔約49%（二零一九年：48%）；41至50歲佔約16%（二零一九年：12%）；及51歲以上佔約6%（二零一九年：12%）。

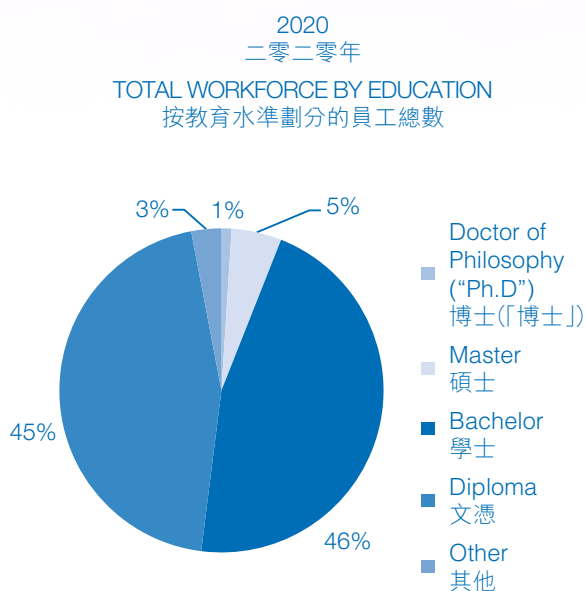
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二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(I) Employment (Cont'd)

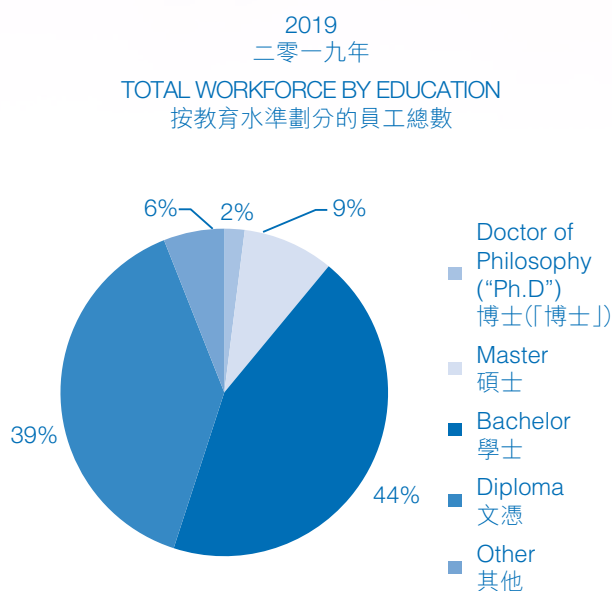


Professionals in different fields are the Group's precious assets. Categorized by education level, employees with Ph.D background accounted for approximately 1% (2019: 2%) of the total number of employees; employees with Master degree accounted for approximately 5% (2019: 9%); employees with Bachelor degree accounted for approximately 46% (2019: 44%); employees with diploma accounted for approximately 45% (2019: 39%); and others accounted for the remaining 3% (2019: 6%) as of 31 December 2020.

社會(續)

僱傭及勞工常規(續)

B(I) 僱傭(續)



各個領域的專業人才是本集團的寶貴資產。按教育水準分類，截至二零二零年十二月三十一日擁有博士學歷的僱員佔僱員總數的約1%(二零一九年：2%)；擁有碩士學位的僱員佔約5%(二零一九年：9%)；擁有學士學位的僱員佔約46%(二零一九年：44%)；擁有畢業文憑的僱員佔約45%(二零一九年：39%)；而其他僱員佔餘下3%(二零一九年：6%)。

Employee turnover rate of the Group (%):

本集團僱員流失率(%)：

2020
二零二零年

By gender 按性別劃分

Male 男性	40%
Female 女性	60%

By age group 按年齡組別劃分

Below or equal to 30 30歲或以下	51%
31-50 31-50歲	45%
Over 50 50歲以上	4%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(II) Health and Safety

Safe, effective and cozy workplace is essential to support the precious asset, employees. To create a safe working environment, the Group has established safety policies on the prevention and remediation of safety accidents, and detection on potential safety hazards in workplace, including regular safety inspections and launch of safety promotion and safety training.

To mitigate the health and safety risk during production and R&D processes, protective equipment would be provided to operating employees, such as protective suit, glove, mask etc.

Our staffs are briefed and trained with safety and environmental knowledge regularly to ensure that everyone understands the risk of the task they are involved, has safety and environmental consciousness and is familiar with safety and environmental precaution measures.

Hazardous materials and wastes are handled separately with great care. Emergency and evacuation procedures for fire were established for timely and orderly response to any major safety accidents.

The Group monitors the workplace safety continuously, and performs a regular examination of workplace safety hazards. To ensure the effectiveness of fire emergency control, the Group appointed a third-party institute to test its fire alarms and inspect its fire safety equipment.

社會(續)

僱傭及勞工常規(續)

B(II) 健康及安全

安全、有效及舒適的工作環境對於支持本集團的寶貴資產，僱員至關重要。為建立安全的工作環境，本集團已制定安全政策以預防及治理安全事故，並檢測工作場所潛在安全隱患，包括定期進行安全檢查和實施安全的宣傳和培訓。

為減低生產及研發過程中的健康與安全之風險，防護裝備亦已提供給操作員工，如保護服、手套、口罩等。

我們的員工均已定期進行簡介及傳授安全及環境知識，以確保所有人均瞭解彼等的工作之風險，並具備安全及環境意識及熟悉安全及環境預防措施。

危險物料及廢棄物已謹慎處理及分開。火災之緊急及疏散程式均已建立，以便及時有序地應對任何重大安全事故。

本集團持續監控工作場所安全，及對工作場所安全風險進行定期檢查。為確保對火災應急監控的有效性，本集團已聘請第三方機構對其火警控制器進行測試，及檢查其消防器材。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(II) Health and Safety (Cont'd)

The COVID-19 pandemic crisis has been putting pressure on the Group and its employees during the Reporting Period. As part of the COVID-19 countermeasures and to prevent the spread of the virus, the Group has implemented stringent infection preventive measures to protect its employees. The Group closely monitored the health of its employees every day by checking their body temperature, providing sufficient surgical masks and alcohol-based hand rub in the offices. The Group also required its employees to consider using other methods such as online video meeting software for interviews or meetings. Employees are advised to wear masks and avoid physical contact (such as shaking hands, hugging) and crowded places when they are required to meet people or work outside in their local community.

During the year ended 31 December 2020, to the best knowledge of our Directors' knowledge, there was no occurrence of any fatal accident (2019 and 2018: no fatal accident as well).

B(III) Development and Training

The Group recognizes the importance of empowerment through development and training in the Group. Equipping employees with the appropriate knowledge not simply benefits the longterm development, but the society as a whole.

The Group has devised training schedule to provide different types of trainings to employees every year. The categories include personnel, finance, medical instruments, environmental management and fire safety. Through education and training, the Group can enable its employees to enhance their personal qualities, strengthen their working skills and reinforce the team performance. Moreover, employees can grow with the Group by realizing their own values on the basis of their personal interest and expertise.

Besides, all employees are subject to regular performance and career development appraisal in order to ensure the efficiency and quality of our employees and to foster the stable development of the Group.

社會(續)

僱傭及勞工常規(續)

B(II) 健康及安全(續)

於報告期間，受COVID-19疫情危機影響，本集團及其僱員均承受巨大壓力。作為COVID-19對策的一部分，為防止病毒傳播，本集團實施嚴格的防感染措施，以保護僱員。本集團每天密切監察僱員的健康狀況，包括檢查其體溫、在辦公室內提供足夠的外科口罩及酒精擦手液。本集團亦要求僱員考慮使用線上視訊會議軟件等其他方式進行面試或召開會議。建議僱員在當地社區需要與人會面或外出工作時，應戴上口罩，避免身體接觸(如握手、擁抱)及前往人群擁擠之處。

截至二零二零年十二月三十一日止年度，就董事所深知，並無發生任何致命意外(二零一九年及二零一八年：亦無致命意外)。

B(III) 發展及培訓

本集團深明僱員發展與培訓對本集團之重要性，提升僱員適當的知識，不但有利於本集團的長遠發展，對整個社會亦有莫大裨益。

本集團每年會訂立培訓計劃表，提供不同種類培訓予員工，其分類涵蓋人事、財務、醫療器械、環境管理、消防安全等多方面。本集團可通過教育訓練，令員工提升個人素養，增長工作技能，增加團隊績效，而員工亦可在基於個人興趣與專長的基礎上實現自身價值，與集團的一同成長。

另外，本集團所有員工需接受定期業績和職業發展考評，以確保員工之工作效率及品質能協助本集團得以平穩發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(III) Development and Training (Cont'd)

Promotions are made in accordance with the needs from the Group's business development and the employees' competence. Vacancies of the Group's internal management positions will be filled up internally by promoting the most qualified employees within the Group. This offers the employees with the opportunities for promotion and enhances the efficiency of the Group.

B(IV) Labour Standards

As the Group strictly adhered to the Law of the PRC on the Protection of Minors (中華人民共和國未成年人保護法), the Employment Ordinance of Hong Kong and other laws and regulations in all aspects, the Group does not permit forced labour or child labour under any circumstances. All new employees' identification card should be checked before they entry the Group to ensure their age meets requirements of laws and regulations.

During the year ended 31 December 2020, to the best knowledge of our Directors' knowledge, we did not identify any material non-compliance or breach of relevant laws and regulations in child labour and forced labour. (2019: Nil)

社會(續)

僱傭及勞工常規(續)

B(III) 發展及培訓(續)

本集團按照業務發展所需及員工能力晉升，對出缺的管理崗位，本集團會按政策和慣例盡可能提拔晉升最具資格的現有員工，這可給予員工晉升機會及提高集團的效率。

B(IV) 勞工準則

本集團於各個方面均嚴格遵守中華人民共和國未成年人保護法、香港僱傭條例及其他法律及法規，在任何情況下本集團均不允許強迫勞工或聘請童工。所有新僱員於聘入本集團前均須核查其身份證，以確保彼等符合相關法律及法規的規定。

截至二零二零年十二月三十一日止年度，就董事所深知，我們於使用童工和強制勞工方面並無發現任何重大不合規或違反法律及規例的事項。(二零一九：無)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES

B(V) Supply Chain Management

Suppliers are the Group's long-term business partners. Stability, safety and effectivity of product quality is directly influenced by the selection of suppliers. To effectively manage the supply chain, the Group has developed a comprehensive system for assessing new and existing suppliers. The Group has further regulated the operational procedures of evaluation and approval for main suppliers, and clarified the suppliers' qualification, selection principle, quality evaluation methods, evaluation standard, and approval procedure for main supplier. The Group requires suppliers to comply with local laws and regulations in all aspects. All of the supplies of the Group are procured from the PRC. The PRC government has strict laws and regulations governing social and environmental risks.

Agency Contracts Management

The majority of the Group's business and product distribution are relied on agents to introduce and promote the products to hospitals for sale. Therefore, the management of the agents is very crucial to the Group. To avoid inefficiencies in agents and to strengthen the sales performance, the Group has tailor-made contracts for each agent in accordance with its selling ability and respective target customers in the PRC. The contracts clarify the province or area in which the agents are responsible for, as well as the hospitals they cooperate with. The contracts also list out the compensation they get, and the sales amount that is targeted to be achieved during the contract period. The Group will evaluate agents from time to time following their performance against the contract terms. The Group believes that the management of agency contracts can help to control the quality of agents and to implement the business strategy efficiently.

社會(續)

營運慣例

B(V) 供應鏈管理

供應商是本集團的長期業務合作夥伴。供應商的甄選直接影響產品質量的穩定性、安全性及有效性。為有效管理供應鏈，本集團已建立一套全面的評估系統去評估新進及現有供應商。本集團已制定供應商管理政策，對主要供應商的評估及審批操作程式進行規範，明確對主要供應商的供應商品質要求、甄選原則、質評方法、評價標準及審批程式。本集團要求供應商在各個方面遵守當地法律及法規。本集團用品全部均是從中國採購。中國政府制定有嚴格的社會及環境風險監管法律法規。

代理合約管理

本集團大部分的業務及產品分銷依賴於代理商向醫院引薦及推廣產品以供銷售。故此，代理商的管理對本集團而言至關重要。為避免代理商效率低下並提升其銷售表現，本集團根據代理商的銷售能力及其在中國的目標客戶為各代理商量身定制合約。合約明確了代理商負責的省份或區域，及彼等可以合作的醫院。合約亦載列出彼等獲得的報酬及合約期內須達致的目標銷售額。本集團將不時根據合約條款評估代理商的表現。本集團認為，對代理合約的管理有助於控制代理商的質量，並有效實施業務策略。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) Product Responsibility

The Group strives for products and services excellence across all the business activities. To protect the samples from contamination in the laboratory, the Group has devised procedures for operations in the laboratory. The Group also requires the laboratory technicians to wear protection suits and to regularly clean and disinfect the laboratory equipment, in order to maintain workplace hygiene and prevent the cross-contamination of the products.

Apart from the hygiene control in laboratory, the Group also understands the importance of an accurate testing result. Thus, the Group has developed policies in relation to the management and maintenance of laboratory equipment, especially the calibration of laboratory equipment. Our equipment is calibrated externally by professionals and internally when necessary to ensure its accuracy. Qualified personnel is assigned to each equipment for the daily management and maintenance, to make sure equipment that we are using is in good condition. Damaged equipment will not be used until they are fixed by the suppliers.

Also, listening to customers about their experiences with products and services is the key to the Group's success. The Group constantly interacts with customers by reviewing their enquiries and feedback so that performance can be tracked regularly. Also, the Group is dedicated to provide after-sale maintenance and operational technical supporting services to customers. Training is provided to employees in offering comprehensive services to customers.

社會(續)

營運慣例(續)

B(VI) 產品責任

在業務經營中，本集團不斷在產品及服務上精益求精。為避免實驗室樣本受污染，本集團就實驗室運作制定程式。本集團亦規定實驗室技術人員穿著防護服及定期清潔消毒實驗室設備，以維持工作場所衛生及防止產品交叉污染。

除控制實驗室的衛生狀況外，本集團亦瞭解到準確測試結果的重要性。因此，本集團已制定有關政策，管理及維護實驗室設備(特別是實驗室設備校準工作)。我們的設備由專業人士進行外部校準工作，有需要時本集團內部人員亦會做校準工作，確保設備的準確度。合資格人員獲指派對各項設備進行日常管理及維護，確保我們使用的設備保持良好狀況。損壞的設備需由供應商修理後方可使用。

聆聽客戶對產品及服務的體驗是本集團成功的關鍵。本集團透過檢討客戶查詢及反饋與客戶保持互動，定期追蹤表現。本集團亦悉心為客戶提供售後維護及營運技術支援服務，並對僱員進行培訓，務求為客戶提供全面的服務。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) Product Responsibility (Cont'd)

Health and safety

Being a responsible corporation, being accredited with the ISO 13485:2016 Quality Management Certificate, we strictly monitor the quality of our products, and the safety issues in using our products.

We are committed to complying with local rules and regulations on product safety, and protecting consumers' health on using our products. In accordance with the requirement of the ISO 13485:2016, the Group implements stringent internal rules and procedures for quality check during its production process. Any non-conforming products must be handled properly, including proper labelling and recording.

Advertising

The Group understands our customers' rights and is committed to providing accurate product and service information for customers in connection with their purchase or consumption decision. The Group requires careful review of advertising materials to protect customers' interest.

Labelling

The Group is committed to providing sufficient and accurate information and product label to customers and considers that it is an extended responsibility of product safety management. The Group provides clear and simple instructions, including the danger, precaution measures and emergency treatment of products and contact information.

社會(續)

營運慣例(續)

B(VI) 產品責任(續)

健康與安全

作為負責任的企業，亦已獲得 ISO 13485:2016 質量管理認證，我們嚴格監控其產品的質量，以及使用我們產品的安全問題。

我們致力遵守當地的產品安全規則及規例，以保護消費者在使用我們產品時之健康。本集團按照 ISO 13485:2016 品質管理體系的要求，在生產過程中嚴格執行內部規則和程序作為質量檢查。任何不合格產品必須妥善處理，包括正確的標籤和記錄。

廣告

本集團瞭解客戶權益，矢志為客戶提供準確產品及服務資訊，供彼等於購買或使用時參考。本集團要求仔細審查廣告材料，保障客戶權益。

標籤

本集團重視為客戶提供充分和正確的安全資料和產品標籤，並視之為產品安全管理的一個延伸責任。本集團提供清晰易明的說明，包括說明產品的危險性、預防措施、應急處理和聯絡方法。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) Product Responsibility (Cont'd)

Privacy matters

The Group has stringent measures in place to protect operational and customer data privacy. Non-disclosure agreements are signed by all suppliers. A systematic approach is implemented internally to ensure that only designated employees have access to sensitive and confidential information.

In view of the customer confidential information, the Group implemented a strict confidentiality system. According to the system, the Group should enter into a confidentiality agreement with the client who provides the confidential information. Meanwhile, for ensuring no betraying confidential matters, risk control department of the Group is responsible for investigating the confidential information to delimit secrecy scope and ascertain information-security. The Group also provides employees with education regarding confidentiality, and specifies the confidentiality obligation of employees in employee manual.

Methods of redress

Although the Group ensure the quality of our products and services, at the same time, it requires that products with quality issues should be returned or compensated in accordance with terms of sales contracts. Return, recall, or compensation of products is required to be offered to all customers who are affected with consistent treatment and procedures.

We value customers' feedback, as this is the driving force for our continual improvement. Once a complaint is received, we will take prompt actions to investigate the issue and carry out remedial action plans.

During the Reporting Period, to the best knowledge of our Directors' knowledge, we did not identify any material issues on product health and safety, advertising, labelling, privacy matters and methods of redress and no products and service-related complaints were received (2019: Nil).

社會(續)

營運慣例(續)

B(VI) 產品責任(續)

隱私事宜

本集團已制定有嚴格的措施保護營運數據及客戶資料的私隱。所有供應商均已簽署保密協議。集團內部有系統地執行有關措施，確保僅指定僱員可取閱敏感及保密資料。

本集團對獲悉的客戶機密資料實施嚴格的保密制度。根據該等制度，對於提供機密資料的客戶，本集團會與其簽訂相關的保密協定。同時，本集團的風險管控部門負責審核該等資訊，劃定保密範圍及確定相應的保密措施，以保證客戶機密資料不發生外泄的情況。本集團亦為員工提供保密教育，及在員工手冊中載明員工的保密義務。

補救方法

儘管本集團確保產品及服務品質，本集團同時要求按照銷售合約條款退還或補償存在質量問題的產品。本集團規定以一致的方式及程序向所有受影響客戶進行產品退還、召回或賠償。

我們重視客戶的意見，此乃我們不斷改善的推動力。一旦接獲投訴，我們將及時採取行動以調查事件及實施補救行動計劃。

於報告期間，就董事所深知，我們於產品健康與安全、廣告、標籤及私隱事宜以及補救方法方面並無發現任何重大違規事項，且並無接獲有關產品及服務的投訴(二零一九年：無)。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2020

二零二零年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VII) Anti-Corruption

To ensure honest, loyal behaviour and ethical conduct among employees, the Group has adopted code of ethics and anti-corruption regulations, so as to enable employees' conducts and behaviours to be monitored throughout daily operations. The Group performs annual self-evaluation to look at the implementation of code of ethics and relevant regulations, the objective of which is to ensure the thoroughness and consistency in actual operations and management practices, with a view to balancing and safeguarding interests of the stakeholders and establishing long-term partnerships. The Group employs independent auditors to carry out external audits on the Group, aiming at preventing corruptive behaviours within the Group through internal supervision and external audits.

During the Reporting Period, the Group was not aware of any material non-compliance with any relevant standards, rules, codes and regulations. There were no complaints of corruption against the Group or any of the Group's employees during the Reporting Period (2019: Nil).

B(VIII) Community Investment

Community

With the market's focus on corporate behaviour, the short-sighted behaviour of maximizing financial returns to shareholders is no longer the management goal of business. The Group stays proactive in fulfilling the responsibilities as a corporate citizen of the community.

As a responsible corporation, the Group is committed to extending the sustainability efforts from own operation to the wider society. The Group believes that staff members are the core value makers in the society. The Group will continue to pool the strengths and commit itself in increasing community participation, balance of interests of stakeholders and strives to build a corporate-community relationship that promotes harmony, security and prosperity.

Although the Group has not established and documented a specific community policy, social care is deep-seated in the Group's corporate culture. Employees are encouraged to participate in various charitable events and community service.

社會(續)

營運慣例(續)

B(VII) 反貪污

為確保僱員的誠實、忠誠行為及道德操守，本集團已採納道德守則及反貪污法規，以使僱員的行為及態度於整個日常營運中均受到監察。本集團進行年度自我評估以檢查道德守則及相關條例的落實情況，其目的旨在確保實際營運及管理慣例得到貫徹一致的履行，從而平衡及保障持份者的利益及建立長期夥伴關係。本集團委聘獨立核數師以對本集團進行外部審核，藉以透過內部監督及外部審核，防止本集團內出現貪污行為。

於報告期間，本集團並不知悉有任何重大未遵守有關標準、規則、守則及規例的情況。於報告期間概無針對本集團或本集團任何僱員有關貪污的投訴(二零一九年：無)。

B(VIII) 社區投資

社區

隨著市場對企業行為的關注，追求最大財務績效以回饋股東此一短視行為已經不是業務管理的目標。本集團積極履行作為一家企業公民於社區的責任。

作為負責任的企業，本集團矢志在發展自身可持續業務營運的同時，將更多精力投放於更為廣闊的社會當中。本集團相信員工是為社會創造價值的核心力量。本集團將繼續集眾人力量，增加社區參與，平衡持份者的利益，致力構建推動和諧、安全及繁榮的企業與社區關係。

儘管本集團並未訂立及記錄具體的社區政策，但關懷社會的概念已深深植根於本集團的企業文化當中。本集團鼓勵僱員參與各類慈善活動及社區服務。

DIRECTORS' REPORT

董事會報告

The Directors present to the Shareholders the Company's annual report and audited consolidated financial statements for the year ended 31 December 2020 (the "Reporting Period").

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are engaged in the R&D of bio-medical and healthcare products, and medical techniques; the provision of the production and sales of tissue engineering products and its related by-products; as well as sales and distribution of medical products. In accordance with Schedule 5 of Hong Kong Companies Ordinance, further discussion and analysis of these activities including a discussion of the principal risks and uncertainties facing by the group and an indication of likely future developments in the group's business and an analysis using financial key performance indicators, can be found in the Management Discussion and Analysis set out on pages 8 to 17 and notes 42 and 45 to the consolidated financial statements of this report, which form part of this directors' report.

BUSINESS REVIEW

A fair review of the Group's business during the Reporting Period as well as discussion and analysis of the Group's performance under review and the material factors underlying its financial performance and financial position are provided in sections headed "Chairman's Statement" on pages 6 to 7 and "Management Discussion and Analysis" on pages 8 to 17 of the annual report and the notes to the consolidated financial statements.

RESULTS AND DIVIDENDS

Results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 95 to 97.

The Directors do not recommend the payment of a final dividend.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on pages 235 to 236.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 32 to the financial statements.

董事謹此向股東提呈本公司截至二零二零年十二月三十一日止年度(「報告期間」)之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務為從事生物醫學和醫療保健產品及醫療技術之研發；提供組織工程產品及其相關副產品的生產及銷售；以及銷售及分銷醫療產品。根據香港公司條例附表5，該等業務的進一步討論及分析包括有關本集團面臨的主要風險及不明朗因素的討論以及本集團業務的未來可能發展動向以及使用財務關鍵績效指標的分析，載於本報告第8至第17頁的管理層討論及分析中及綜合財務報表內附註42及45，其構成本董事會報告的一部分。

業績回顧

有關本集團報告期間業務之公允審查以及對本集團回顧年度的業績與其財務業績及財務狀況相關的重大因素之討論及分析載於本年報第6至第7頁之「主席報告」及第8至第17頁之「管理層討論及分析」以及綜合財務報表附註。

業績及股息

本集團截至二零二零年十二月三十一日止年度之業績載於第95至第97頁之綜合損益及其他全面收入表內。

董事並不建議派發末期股息。

財務摘要

本集團過去五個財政年度之業績以及資產與負債摘要載於第235至第236頁。

股本

本公司股本於報告期間內之變動詳情載於財務報表附註32。

DIRECTORS' REPORT

董事會報告

RESERVES

The Company's reserves available for distribution to Shareholders as at 31 December 2020 amounted to approximately HK\$Nil (2019: HK\$Nil).

Details of movements in the reserves of the Group and the Company during the Reporting Period are set out in the consolidated statement of changes in equity on pages 100 to 101 and note 34 to the financial statements, respectively.

PROPERTY, PLANT AND EQUIPMENT

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

DIRECTORS

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

Executive Directors

Mr. Wang Chuang	(Chairman of the Board and Chief Executive Officer) (re-elected on 22 January 2020)
Mr. Wang Xuejun	(resigned on 9 July 2020)
Dr. Ray Yip	(resigned on 30 January 2020)
Mr. Qiu Bin	(appointed on 20 May 2020, re-elected on 31 August 2020 and resigned on 29 December 2020)

Non-Executive Directors

Mr. Wu Weiliang	(re-elected on 22 January 2020, 31 August 2020 and resigned on 29 December 2020)
Dr. Ray Yip	(resigned on 30 January 2020)
Mr. Tsang Ho Yin	(appointed on 30 January 2020 and re-elected on 15 April 2020)

Independent Non-Executive Directors

Dr. Fang Jun	(re-elected on 31 August 2020)
Ms. Wang Danjuan	(resigned on 30 January 2020)
Ms. Yang Ying	(re-elected on 22 January 2020 and 31 August 2020)
Ms. Huo Chunyu	(appointed on 30 January 2020 and re-elected on 15 April 2020)

儲備

於二零二零年十二月三十一日，本公司可供分派予股東之儲備約為零港元(二零一九年：零港元)。

本集團及本公司於報告期間內之儲備變動詳情，分別載於第100至第101頁之綜合權益變動表及財務報表附註34。

物業、廠房及設備

本集團於報告期間內有關物業、廠房及設備之變動詳情載於財務報表附註16內。

董事

於年內及截至本報告日期止之董事如下：

執行董事

王闖先生	(董事會主席兼行政總裁) (於二零二零年一月二十二日獲重選連任)
王學軍先生	(於二零二零年七月九日辭任)
葉雷博士	(於二零二零年一月三十日辭任)
邱斌先生	(於二零二零年五月二十日獲委任， 於二零二零年八月三十一日獲重選連任 並於二零二零年十二月二十九日辭任)

非執行董事

吳偉良先生	(於二零二零年一月二十二日及 二零二零年八月三十一日獲重選連任， 並於二零二零年十二月二十九日辭任)
葉雷博士	(於二零二零年一月三十日辭任)
曾浩賢先生	(於二零二零年一月三十日獲委任及 於二零二零年四月十五日獲重選連任)

獨立非執行董事

方俊博士	(於二零二零年八月三十一日獲重選連任)
王丹媚女士	(於二零二零年一月三十日辭任)
楊滢女士	(於二零二零年一月二十二日及 二零二零年八月三十一日獲重選連任)
霍春玉女士	(於二零二零年一月三十日獲委任及於二 零二零年四月十五日獲重選連任)

DIRECTORS' REPORT

董事會報告

In accordance with article 116 of the Company's articles of association, Mr. Wang Chuang and Ms. Huo Chunyu shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

DIRECTORS' AND CHIEF EXECUTIVES BIOGRAPHIES

Biographical details of the Directors and chief executives of the Company are set out on pages 18 to 20 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors, non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of two years commencing from the date of appointment, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company and GEM Listing Rules.

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of any business of the Group was entered into or existed during the Reporting Period.

PERMITTED INDEMNITY PROVISION

During the Reporting Period, each Director is entitled to be indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/ she may incur or sustain in or about the execution of the duties of his/ her office or otherwise in relation thereto, save for matters in respect of his/her fraud or dishonesty.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as those set out in note 38 to the financial statements and under heading "RELATED PARTY TRANSACTIONS" in this report, none of the Directors had a significant beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Reporting Period.

根據本公司組織章程細則第116條，王闖先生及霍春玉女士須於應屆股東週年大會上輪值告退，惟符合資格並願意膺選連任。

董事及最高行政人員履歷

董事及本公司最高行政人員之履歷詳情載於本年報第18至第20頁。

董事之服務合約

每一位執行董事、非執行董事及獨立非執行董事已與本公司訂立聘任函，自委任日起計任期兩年，惟須根據本公司之章程細則及GEM上市規則於本公司之股東大會上輪席退任及膺選連任。

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立於一年內不可由本公司無償(法定賠償除外)終止之服務合約。

管理合約

於報告期間，本集團並無訂立或存在任何有關本集團全部或任何重大業務之管理及行政之合約。

獲准許之彌償條文

於報告期間，各董事就按本身之職位執行其職務時或與此有關或在其他方面與之相關者而可能蒙受或招致之所有法律行動、費用、指控、損失、損害及開支，可從本公司之資產及溢利獲得彌償保證，惟有關其本身之欺詐或不誠實事宜除外。

董事於重大交易、安排或合約的權益

除財務報表附註38及本報告「關連人士交易」一節所載者外，概無董事直接或間接地於本公司或其任何附屬公司於報告期間所訂立且與本集團業務有關連之任何重大交易、安排或合約中擁有重大實益利益。

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS

The Share Option Scheme adopted by the Company on 14 September 2011 is for the primary purpose of providing incentives to directors and eligible employees of the Group.

The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the year ended 31 December 2020 was as below:

購股權

於二零一一年九月十四日，本公司採納購股權計劃，主要目的為向本集團董事及合資格僱員提供獎勵。

於截至二零二零年十二月三十一日止年度，本公司於二零一一年九月十四日採納之購股權計劃項下之購股權變動如下：

Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation) 截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目)											
Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2019	Granted/ vested	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2020
						(Note)	(Note)	(Note)	(Note)	(Note)	(Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一九年十二月三十一日尚未行使 (附註)	已授出/ 歸屬 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零二零年十二月三十一日尚未行使 (附註)
Directors 董事	16/9/2015 二零一五年 九月十六日	0.45	9.00	16 September 2016 to 15 September 2017 (both days inclusive) (the "1st Period") 二零一六年九月十六日至二零一七年九月十五日止 (包括首尾兩日) (第一個期間)	Up to 20% ("1st Options") 最多20% (第一份購股權)	57,900	NIL 無	NIL 無	NIL 無	(57,900)	NIL 無
				16 September 2017 to 15 September 2018 (both days inclusive) (the "2nd Period") 二零一七年九月十六日至二零一八年九月十五日止 (包括首尾兩日) (第二個期間)	Up to 20% ("2nd Options") (together with any 1st Options which have not been exercised during the 1st Period) 最多20% (第二份購股權) (連同於第一個期間尚未行使之任何第一份購股權)						
				16 September 2018 to 15 September 2019 (both days inclusive) (the "3rd Period") 二零一八年九月十六日至二零一九年九月十五日止 (包括首尾兩日) (第三個期間)	Up to 20% ("3rd Options") (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 最多20% (第三份購股權) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
				16 September 2019 to 15 September 2020 (both days inclusive) (the "4th Period") 二零一九年九月十六日至二零二零年九月十五日止 (包括首尾兩日) (第四個期間)	Up to 20% ("4th Options") (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 最多20% (第四份購股權) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
				16 September 2020 to 15 September 2025 (both days inclusive) (the "5th Period") 二零二零年九月十六日至二零二五年九月十五日止 (包括首尾兩日) (第五個期間)	Up to 20% ("5th Options") (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 最多20% (第五份購股權) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

購股權(續)

		Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation) 截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目)									
Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$) 經調整行使價(附註)(港元)	Vesting schedule and exercise period of the Share Options 購股權之歸屬時間表及可行使期間	Exercisable portion of the Share Options granted 已授出購股權之可行使部份	Outstanding as at 31 December 2019	Granted/ vested	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2020
						(Note) 於二零一九年十二月三十一日尚未行使(附註)	(Note) 已授出/歸屬(附註)	(Note) 已行使(附註)	(Note) 已重新分類(附註)	(Note) 已失效(附註)	(Note) 於二零二零年十二月三十一日尚未行使(附註)
合資格人士	授出日期	行使價(港元)	行使價(港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一九年十二月三十一日尚未行使(附註)	已授出/歸屬(附註)	已行使(附註)	已重新分類(附註)	已失效(附註)	於二零二零年十二月三十一日尚未行使(附註)
Others 其他人士	16/9/2015 二零一五年九月十六日	0.45	9.00	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be); 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定):		3,492,500	1,320,800	NIL 無	NIL 無	(1,511,300)	3,302,000
				1st Period 第一個期間	1st Options 第一份購股權						
				2nd Period 第二個期間	2nd Options (together with any 1st Options which have not been exercised during the 1st Period) 第二份購股權(連同於第一個期間尚未行使之任何第一份購股權)						
				3rd Period 第三個期間	3rd Options (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 第三份購股權(連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
				4th Period 第四個期間	4th Options (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 第四份購股權(連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
				5th Period 第五個期間	5th Options (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 第五份購股權(連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

購股權(續)

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (HK\$) (經調整行使價)	Vesting schedule and exercise period of the Share Options (購股權之歸屬時間表及可行使期間)	Exercisable portion of the Share Options granted (已授出購股權之可行使部份)	Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation) (截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目))					
						Outstanding as at 31 December 2019 (於二零一九年十二月三十一日尚未行使)	Granted/ vested (Note) (已授出/ 歸屬)	Exercised (Note) (已行使)	Reclassified (Note) (已重新分類)	Lapsed (Note) (已失效)	Outstanding as at 31 December 2020 (於二零二零年十二月三十一日尚未行使)
合資格人士	授出日期	行使價 (港元)	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	歸屬 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	尚未行使 (附註)

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
 就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

16 March 2017 to 15 March 2018 (both days inclusive) (the "Period 1") 二零一七年三月十六日至二零一八年三月十五日 (包括首尾兩日) (期間1)	Up to 20% ("Options 1") 最多20%(「購股權1」)
16 March 2018 to 15 March 2019 (both days inclusive) (the "Period 2") 二零一八年三月十六日至二零一九年三月十五日 (包括首尾兩日) (期間2)	Up to 20% ("Options 2") (together with any Options 1 which have not been exercised during the Period 1) 最多20%(「購股權2」)(連同於期間1尚未行使之任何購股權1)
16 March 2019 to 15 March 2020 (both days inclusive) (the "Period 3") 二零一九年三月十六日至二零二零年三月十五日 (包括首尾兩日) (期間3)	Up to 20% ("Options 3") (together with any Options 1 and 2 which have not been exercised during the Periods 1 and 2) 最多20%(「購股權3」)(連同於期間1及2尚未行使之任何購股權1及2)
16 March 2020 to 15 March 2021 (both days inclusive) (the "Period 4") 二零二零年三月十六日至二零二一年三月十五日 (包括首尾兩日) (期間4)	Up to 20% ("Options 4") (together with any Options 1, 2 and 3 which have not been exercised during the Periods 1, 2 and 3) 最多20%(「購股權4」)(連同於期間1、2及3尚未行使之任何購股權1、2及3)
16 March 2021 to 15 September 2025 (both days inclusive) 二零二一年三月十六日至二零二五年九月十五日 (包括首尾兩日)	Up to 20% (together with any Options 1, 2, 3 and 4 which have not been exercised during the Periods 1, 2, 3 and 4) 最多20%(連同於期間1、2、3及4尚未行使之任何購股權1、2、3及4)

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

購股權(續)

Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation) 截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目)											
Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at	Granted/ vested (Note)	Exercised (Note)	Reclassified (Note)	Lapsed (Note)	Outstanding as at
						31 December 2019 (Note)					31 December 2020 (Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (附註) (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一九年十二月三十一日尚未行使 (附註)	已授出/ 歸屬 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零二零年十二月三十一日尚未行使 (附註)
Directors 董事	9/9/2016 二零一六年 九月九日	0.291	5.820	9 September 2017 to 8 September 2018 (both days inclusive) (the "First Period") 二零一七年九月九日至二零一八年九月八日 (包括首尾兩日) (第一個期間)	Up to 20% ("First Options") (最多20% (第一份購股權))	46,000	NIL 無	NIL 無	NIL 無	(46,000)	NIL 無
				9 September 2018 to 8 September 2019 (both days inclusive) (the "Second Period") 二零一八年九月九日至二零一九年九月八日 (包括首尾兩日) (第二個期間)	Up to 20% ("Second Options") (together with any First Options which have not been exercised during the First Period) 最多20% (第二份購股權) (連同於第一個期間尚未行使之任何第一份購股權)						
				9 September 2019 to 8 September 2020 (both days inclusive) (the "Third Period") 二零一九年九月九日至二零二零年九月八日 (包括首尾兩日) (第三個期間)	Up to 20% ("Third Options") (together with any First and Second Options which have not been exercised during the First Period and Second Period) 最多20% (第三份購股權) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
				9 September 2020 to 8 September 2021 (both days inclusive) (the "Fourth Period") 二零二零年九月九日至二零二一年九月八日 (包括首尾兩日) (第四個期間)	Up to 20% ("Fourth Options") (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 最多20% (第四份購股權) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
				9 September 2021 to 8 September 2025 (both days inclusive) (the "Fifth Period") 二零二一年九月九日至二零二五年九月八日 (包括首尾兩日) (第五個期間)	Up to 20% ("Fifth Options") (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 最多20% (第五份購股權) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

購股權(續)

							Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation) 截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目)				
Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at	Granted/ vested (Note)	Exercised (Note)	Reclassified (Note)	Lapsed (Note)	Outstanding as at
						31 December 2019 (Note)					31 December 2020 (Note)
合資格人士	授出日期	行使價 (港元)	經調整行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一九年十二月三十一日尚未行使 (附註)	已授出/歸屬 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零二零年十二月三十一日尚未行使 (附註)
Others 其他人士	9/9/2016 二零一六年 九月九日	0.291	5.82	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be); 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定):		5,278,200	1,810,600	NIL 無	NIL 無	(3,183,600)	3,905,200
				the First Period 第一個期間	the First Options 第一份購股權						
				the Second Period 第二個期間	the Second Options (together with any First Options which have not been exercised during the First Period) 第二份購股權(連同於第一個期間尚未行使之任何第一份購股權)						
				the Third Period 第三個期間	the Third Options (together with any First and Second Options which have not been exercised during the First Period and Second Period) 第三份購股權(連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
				the Fourth Period 第四個期間	the Fourth Options (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 第四份購股權(連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
				the Fifth Period 第五個期間	the Fifth Options (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 第五份購股權(連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

購股權(續)

Movement of Share Options during the year ended 31 December 2020 (adjusted number of option after share consolidation)

截至二零二零年十二月三十一日止年度之購股權變動(於股份合併後的經調整購股權數目)

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (Note) (HK\$) 經調整行使價(附註)(港元)	Vesting schedule and exercise period of the Share Options 購股權之歸屬時間表及可行使期間	Exercisable portion of the Share Options granted 已授出購股權之可行使部份	Outstanding as at	Granted/ vested (Note) 已授出/ 歸屬(附註)	Exercised (Note) 已行使(附註)	Reclassified (Note) 已重新分類(附註)	Lapsed (Note) 已失效(附註)	Outstanding as at
						31 December 2019 於二零一九年十二月三十一日尚未行使(附註)					31 December 2020 於二零二零年十二月三十一日尚未行使(附註)
合資格人士	授出日期	行使價(港元)	行使價(港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份						

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):

就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

9 March 2018 to 8 March 2019 (both days inclusive) (the "I Period") 二零一八年三月九日至二零一九年三月八日(包括首尾兩日)(I期間)	Up to 20% ("Options I") 最多20%(I購股權)
9 March 2019 to 8 March 2020 (both days inclusive) (the "II Period") 二零一九年三月九日至二零二零年三月八日(包括首尾兩日)(II期間)	Up to 20% ("Options II") (together with any Options I which have not been exercised during the I Period) 最多20%(II購股權)(連同於期間尚未行使之任何購股權I)
9 March 2020 to 8 March 2021 (both days inclusive) (the "III Period") 二零二零年三月九日至二零二一年三月八日(包括首尾兩日)(III期間)	Up to 20% ("Options III") (together with any Options I and II which have not been exercised during the I and II Periods) 最多20%(III購股權)(連同於期間I及II尚未行使之任何購股權I及II)
9 March 2021 to 8 March 2022 (both days inclusive) (the "IV Period") 二零二一年三月九日至二零二二年三月八日(包括首尾兩日)(IV期間)	Up to 20% ("Options IV") (together with any Options I, II and III which have not been exercised during the I, II and III Periods) 最多20%(IV購股權)(連同於期間I、II及III尚未行使之任何購股權I、II及III)
9 March 2022 to 8 September 2025 (both days inclusive) 二零二二年三月九日至二零二五年九月八日(包括首尾兩日)	Up to 20% (together with any Options I, II, III and IV which have not been exercised during the I, II, III and IV Periods) 最多20%(連同於期間I、II、III及IV尚未行使之任何購股權I、II、III及IV)

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Note: By virtue of a share consolidation of the Company whereby every 20 of then existing issued and unissued shares of HK\$0.01 each in the share capital of the Company was consolidated into 1 consolidated share of HK\$0.20 each. The share consolidation took effect on 16 May 2019. The number of shares and exercise price under the share option scheme were adjusted accordingly.

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, the following Directors and chief executives of the Company had or were deemed to have interest or short positions 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules related to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

Long Positions

Interests in the shares and underlying shares of the Company

Name of Directors/ chief executives	Capacity	Aggregate long position in the shares and underlying shares 於股份及 相關股份之 好倉總計	Approximate percentage of the issued share capital 佔已發行 股本概約 百分比
董事／最高行政人員姓名	身份		
Wang Chuang 王闓	Beneficial Owner 實益擁有人	272,640,000	9.55%

購股權(續)

附註：由於本公司進行股份合併，本公司股本中其時每20股每股0.01港元的已發行及未發行股份合併為1股每股0.20港元的合併股份。股份合併於二零一九年五月十六日生效。購股權計劃項下的股份數目及行使價亦作相應調整。

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二零年十二月三十一日，下列董事及本公司最高行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

好倉

於本公司股份及相關股份之權益

DIRECTORS' REPORT

董事會報告

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONT'D)

董事及最高行政人員於股份及相關股份之權益及淡倉(續)

Long Positions (Cont'd)

好倉(續)

Interests in the shares and underlying shares of the Company (Cont'd)

於本公司股份及相關股份之權益(續)

Save as disclosed above, as at 31 December 2020, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二零年十二月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉);或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉;或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所的權益或淡倉。

DIRECTORS' REPORT

董事會報告

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

Long positions

Interests in the shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益

好倉

於本公司股份及相關股份之權益

Name of Shareholders 股東姓名／名稱	Capacity 身份	Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
All Favour Holdings Limited (Note 1) 全輝控股有限公司(附註1)	Beneficial owner 實益擁有人	582,547,765	20.41%
Dai Yumin (Note 1) 戴昱敏(附註1)	Held by controlled corporation 由受控法團持有	582,547,765	20.41%
	Beneficial owner 實益擁有人	875,000	0.03%
Li Ren (Note 2) 李韜(附註2)	Held by controlled corporation 由受控法團持有	582,547,765	20.41%
	Beneficial owner 實益擁有人	21,380,000	0.75%
Deng Shufen (Note 1) 鄧淑芬(附註1)	Interest of spouse 配偶權益	583,422,765	20.44%
China Orient Asset Management Co., Ltd (Note 3) 中國東方資產管理股份有限公司(附註3)	Held by controlled corporation 由受控法團持有	157,744,659	5.57%
China Orient Alternative Investment Fund (Note 3) (附註3)	Held by controlled corporation 由受控法團持有	157,744,659	5.57%
Changzhou Yaoguang Enterprise Management Consulting Limited Liability Partnership* (Note 4) 常州市耀光企業管理諮詢合夥企業(有限合夥) (附註4)	Held by controlled corporation 由受控法團持有	262,400,000	9.19%
Lei Changjuan (Note 4) 雷昌娟(附註4)	Held by controlled corporation 由受控法團持有	262,400,000	9.19%
Changzhou Minxing Enterprise Management Consulting Services Limited Liability Partnership* (Note 5) 常州市中民星空企業管理諮詢服務合夥企業 (有限合夥)(附註5)	Held by controlled corporation 由受控法團持有	160,600,000	5.63%
Kong Yu Dong (Note 5) 孔玉東(附註5)	Held by controlled corporation 由受控法團持有	160,600,000	5.63%
Wang Xiaogang 王曉剛	Beneficial owner 實益擁有人	149,450,000	5.24%

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONT'D)

主要股東及其他人士於股份及相關股份之權益(續)

Long positions (Cont'd)

好倉(續)

Interests in the shares and underlying shares of the Company (Cont'd)

於本公司股份及相關股份之權益(續)

Notes:

附註：

1. All Favour Holdings Limited ("All Favour") is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. ("Nat-Ace Wood Industry") and 20% by Honour Top Holdings Limited, of which Nat-Ace Wood Industry is ultimately and wholly-owned by Mr. Li Ren ("Mr. Li") and Honour Top Holdings Limited is ultimately wholly owned by Mr. Dai Yumin ("Mr. Dai"), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 582,547,765 Shares. By virtue of the SFO, Mr. Dai, Mr. Li and Nat-Ace Wood Industry are deemed to be interested in 582,547,765 Shares in which All Favour is interested in.

1. 全輝控股有限公司(「全輝」)由(i)邦強木業有限公司(「邦強木業」)實益擁有40%及Honour Top Holdings Limited實益擁有20%，其中邦強木業由李韜先生(「李先生」)最終全資擁有，而Honour Top Holdings Limited由戴昱敏先生(「戴先生」)最終全資擁有，及(ii)戴先生實益擁有40%。此外，全輝為582,547,765股股份之實益擁有人。根據證券及期貨條例，戴先生、李先生及邦強木業被視為於全輝擁有權益的582,547,765股股份中擁有權益。

On 16 September 2015, Mr. Dai was granted 17,500,000 share options by the Company under the share option scheme adopted by the Company on 14 September 2011 entitling him to subscribe for 17,500,000 Shares at the exercise price of HK\$0.45 per Share, subject to the terms and conditions of the share option scheme of the Company. The number of Shares to be issued upon full exercise of the said share options and the exercise price per Share were adjusted to 875,000 Shares and HK\$9.00 per Share with effect from 16 May 2019 as a result of the share consolidation of the Company, details of which were disclosed in the announcement of the Company dated 15 May 2019. Assuming the share options granted to Mr. Dai has been exercised in full, Mr. Dai shall hold an aggregate of 875,000 Shares as beneficial owner. By virtue of the SFO, Mr. Dai, together with his deemed interests in All Favour, was deemed to be interested in an aggregate of 583,422,765 Shares, representing approximately 20.44% of the issued share capital of the Company. All Favour has pledged its interests in 157,744,659 Shares in favour of Optimus.

於二零一五年九月十六日，戴先生獲本公司根據於二零一一年九月十四日採納的購股權計劃授予17,500,000份購股權，賦予其權利可按每股0.45港元之行使價認購17,500,000股股份，惟須遵守購股權計劃之條款及條件。本公司的股份合併令於悉數行使上述購股權時將予發行之股份數目及每股行使價分別調整為875,000股股份及每股9.00港元，自二零一九年五月十六日起生效，有關詳情披露於本公司日期為二零一九年五月十五日之公告。假設授予戴先生之購股權獲悉數行使，戴先生將作為實益擁有人持有合共875,000股股份。根據證券及期貨條例，連同彼被視為於全輝擁有之權益，戴先生被視為於合共583,422,765股股份中擁有權益，佔本公司已發行股本約20.44%。全輝已將其於157,744,659股股份中的權益抵押予Optimus。

Ms. Deng Shufen is the spouse of Mr. Dai Yumin. By virtue of the SFO, Ms. Deng Shufen is deemed to be interested in the same number of Shares in which Mr. Dai Yumin is interested or is deemed to be interested.

Deng Shufen女士為戴昱敏先生的配偶，根據證券及期貨條例，Deng Shufen女士被視為於戴昱敏先生擁有權益或被視為擁有權益的相同數目股份中擁有權益。

2. Mr. Li personally owns 21,380,000 Shares. Mr. Li is therefore deemed to be interested in an aggregate of 603,927,765 Shares, representing approximately 21.16% of the issued share capital of the Company.

2. 李先生個人擁有21,380,000股本公司股份。故此，李先生被視為於合共603,927,765股股份中擁有權益，佔本公司已發行股本約21.16%。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONT'D)

Long positions (Cont'd)

Interests in the shares and underlying shares of the Company (Cont'd)

Notes: (Cont'd)

3. Based on the disclosure of interests form both filed on 14 December 2020 by China Orient Asset Management Co., Ltd ("COAMC") and China Orient Alternative Investment Fund ("COAIF"), Optimus Prime Management Ltd. ("Optimus") has a security interest in 157,744,659 Shares. Optimus is wholly owned by COAIF. COAIF is wholly owned by China Orient Asset Management (International) Holding Limited ("COAMI"). COAMI is owned as to (i) 50% by Wise Leader Assets Ltd. ("Wise Leader") which is wholly owned by Dong Yin Development (Holdings) Limited ("Dong Yin"); and (ii) 50% by Dong Yin which is wholly owned by COAMC.

By virtue of the SFO, COAIF, COAMI, Wise Leader, Dong Yin and COAMC are deemed to be interested in 157,744,659 Shares held by Optimus as security interest.

4. Changzhou Yaoguang Enterprise Management Consulting Limited Partnership* ("Yaoguang") is a limited liability partnership established in the PRC and is managed by Ms. Lei Changjuan as the general partner and the shares were held by Yao Guang (Hong Kong) Enterprise Limited as nominee for Yaoguang. Accordingly, each of Yaoguang and Ms. Lei Changjuan is deemed to be interested in 262,400,000 Shares.
5. Changzhou Minxing Enterprise Management Consulting Services Limited Liability Partnership* ("Minxing") is a limited liability partnership established in the PRC and is managed by Ms. Kong Yudong as the general partner and the shares were held by Zhong Min Starry (Hong Kong) Limited as nominee for Minxing. Accordingly, each of Minxing and Ms. Kong Yudong is deemed to be interested in 160,600,000 Shares.

Save as disclosed above, as at 31 December 2020, the Directors are not aware that there is any other party (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company (i) which would fall to be disclosed to the Company and Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

主要股東及其他人士於股份及相關股份之權益(續)

好倉(續)

於本公司股份及相關股份之權益(續)

附註：(續)

3. 根據中國東方資產管理股份有限公司(「中國東方資產管理」)及China Orient Alternative Investment Fund(「COAIF」)所提交日期均為二零二零年十二月十四日之權益披露表格，Optimus Prime Management Ltd.(「Optimus」)於157,744,659股股份中擁有抵押權益。Optimus由COAIF全資擁有，而COAIF由中國東方資產管理(國際)控股有限公司(「中國東方資產管理國際」)全資擁有。中國東方資產管理國際由：(i)Wise Leader Assets Ltd.(「Wise Leader」)擁有50%權益，而Wise Leader由東銀發展(控股)有限公司(「東銀」)全資擁有；及(ii)東銀擁有50%權益，而東銀由中國東方資產管理全資擁有。

根據證券及期貨條例，COAIF、中國東方資產管理國際、Wise Leader、東銀及中國東方資產管理被視為於Optimus以抵押權益形式持有的157,744,659股股份中擁有權益。

4. 常州市耀光企業管理諮詢合夥企業(有限合夥)(「耀光」)為於中國成立之有限合夥企業，並由雷昌娟女士(作為普通合夥人)管理，股份由耀光(香港)企業有限公司(作為耀光的代名人)持有。因此，耀光及雷昌娟女士各自被視為於262,400,000股股份中擁有權益。
5. 常州市中民星空企業管理諮詢服務合夥企業(有限合夥)(「民星」)為於中國成立之有限合夥企業，並由孔玉東女士(作為普通合夥人)管理，股份由中民星空(香港)有限公司(作為民星的代名人)持有。因此，民星及孔玉東女士各自被視為於160,600,000股股份中擁有權益。

除上文所披露者外，於二零二零年十二月三十一日，董事概不知悉任何其他人士(董事及本公司最高行政人員除外)於本公司股份、相關股份及債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉。

DIRECTORS' REPORT

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" in this report, at no time during the Reporting Period were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTION

Save as set out in note 44 to the financial statements and elsewhere in this report, the Company had not entered into any connected transaction or continuing connected transaction during the Reporting Period which is required to be disclosed under the Chapter 20 of the GEM Listing Rules.

RELATED PARTY TRANSACTIONS

The significant related party transactions are set out in note 38 to the consolidated financial statements. For those related party transactions that constituted connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules, the Company has disclosed such connected transactions in accordance with the disclosure requirements in Chapter 20 of the GEM Listing Rules. Save as disclosed in this section, other related party transactions disclosed in note 38 to the consolidated financial statements are not considered as connected transactions, or are exempted from the reporting, announcement and independent shareholders' approval requirements under the GEM Listing Rules.

EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVES AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and chief executives and the five highest paid individuals of the Group are set out in note 11 to the financial statements.

董事收購股份或債權證之權利

除本報告「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於報告期間任何時間，任何董事或本公司最高行政人員或彼等各自之配偶或未滿18歲子女概無獲授可透過收購本公司股份或債權證而獲益之任何權利，彼等亦無行使任何上述權利；本公司或其附屬公司亦無訂立任何安排，使董事可透過收購本公司或任何其他法團之股份或債權證以獲取該等權利或利益。

關連交易

除財務報表附註44及本報告其他部分載列者外，本公司於報告期間概無訂立任何根據GEM上市規則第20章須予披露的關連交易或持續關連交易。

關連人士交易

重大關連人士交易載於綜合財務報表附註38。對於構成GEM上市規則第20章項下的關連交易或持續關連交易的關連人士交易，本公司已根據GEM上市規則第20章的披露規定，披露該等關連交易。除本節所披露者外，綜合財務報表附註38所披露之其他關連人士交易並不視為關連交易，或獲豁免遵守GEM上市規則之申報、公告及獨立股東批准之規定。

董事及最高行政人員以及五位最高薪人士之酬金

董事及最高行政人員以及本集團五位最高薪人士之酬金詳情載於財務報表附註11。

DIRECTORS' REPORT

董事會報告

EMOLUMENT POLICY

A Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Company has adopted a share option scheme as incentive to Directors and eligible employees, details of the scheme are set out in note 37 to the financial statements.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the substantial shareholders of the Company, or any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 16% of the Group's total turnover for the year. In particular, sales to the largest customer of the Group accounted for approximately 6% of the Group's total turnover for the year.

Purchases from the Group's five largest suppliers accounted for approximately 31% of the Group's total purchases for the year. In particular, purchases from the Group's largest supplier accounted for approximately 9% of the Group's total purchases for the year.

None of the Directors of the Company, their close associates (as defined under GEM Listing Rules) or any Shareholder (which to the knowledge of the Directors of the Company own more than 5% of the Company's issued share capital) had any beneficial interests in the Group's five largest customers or suppliers.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2020, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

薪酬政策

成立薪酬委員會旨在根據本集團之經營業績、個人表現及可資比較之市場慣例，檢討本集團之薪酬政策及本集團全體董事及高級管理層之薪酬架構。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵，該計劃之詳情載於財務報表附註37。

董事於競爭性業務之權益

董事或本公司主要股東或彼等各自之任何緊密聯繫人(定義見GEM上市規則)概無在與本集團業務產生競爭或可能產生競爭之業務中擁有任何權益。

主要客戶及供應商

本集團向五大客戶的銷售佔本集團本年度的總營業額約16%。就此而言，本集團向最大客戶的銷售佔本集團本年度的總營業額約6%。

本集團向五大供應商的採購佔本集團本年度的總採購額約31%。就此而言，本集團向最大供應商的採購佔本集團本年度的總採購額約9%。

概無本公司董事、其緊密聯繫人(定義見GEM上市規則)或任何股東(就本公司董事所悉，持有本公司已發行股本超過5%)於本集團五大客戶或供應商擁有任何實益權益。

購買、贖回或出售本公司上市證券

截至二零二零年十二月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

DIRECTORS' REPORT

董事會報告

USE OF PROCEEDS

On 15 May 2020, the Company, through a placing agent completed the placing (the "Placing") of 500,000,000 new shares, which rank pari passu in all respects among themselves and with the existing shares in issue on the date of allotment and issue of these placing shares under a specific mandate to no less than 6 placees, all being independent third parties to the Company, at issue price of HK\$0.2 per share. The net proceeds from the Placing received by the Company, after deducting all related costs, fees, expenses and commission, were approximately HK\$98 million, representing a net issue price of approximately HK\$0.196 per share. The placing price of HK\$0.20 represents a discount of approximately 5.66% to the closing price of HK\$0.212 per share as quoted on the Stock Exchange on the date of the determination of the placing price. All of the funds raised from the Placing were utilized as proposed as of 31 December 2020 and were summarized below.

As disclosed in the announcement of the Company dated 18 February 2020 in relation to the termination of the proposed open offer and the insufficient financial resources to meet the outstanding liabilities and the general working capital of the Group, the Board decided to raise further funding by way of Placing.

所得款項用途

於二零二零年五月十五日，本公司透過配售代理，以特別授權按每股0.2港元的發行價，完成向不少於六名承配人配售500,000,000股新股份（「配售事項」），其於所有方面於彼此之間及與配發及發行配售股份當日的已發行股份享有同等地位，彼等均為本公司獨立第三方。扣除所有相關成本、費用、開支和佣金後，本公司從配售事項所收取的所得款項淨額約98,000,000港元，相當於每股淨發行價約0.196港元。配售價0.20港元較於釐定配售價日期在聯交所所報的收市價0.212港元折讓約5.66%。於二零二零年十二月三十一日，由配售事項籌得的所有資金已按所建議方式動用，並概述如下。

誠如本公司日期為二零二零年二月十八日內容有關終止建議公開發售及本集團財務資源不足以應付未償還負債及一般營運資金的公告所披露，董事會決定以配售方式進一步籌集資金。

Proposed use of the net proceeds	Total net proceeds	Utilised	Unutilised
所得款項淨額之建議用途	所得款項淨額總額 (HK\$ Million) (百萬元)	已動用 (HK\$ Million) (百萬元)	未動用 (HK\$ Million) (百萬元)
(a) Settlement of accrued charges and other payables (a) 支付應計費用及其他應付款項	30.00	30.00	-
(b) Staff costs (b) 員工成本	30.00	30.00	-
(c) Rent and rates (c) 租金及差餉	5.00	5.00	-
(d) Utility and other expenses (d) 水電及其他開支	5.00	5.00	-
(e) Professional fees and corporate expenses (e) 專業費及企業開支	9.00	9.00	-
(f) Advertising, marketing and promotion expenses (f) 廣告、營銷及宣傳開支	19.00	19.00	-
	98.00	98.00	-

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 21 to 47. The Directors believe the long term financial performance as opposed to short term rewards is a corporate governance objective. The Board would not take undue risks to make short term gains at the expense of long term objectives.

SUFFICIENCY OF PUBLIC FLOAT

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

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's business is subject to the relevant environmental laws and regulations of Hong Kong and the PRC. During the Reporting Period, the Group was not subject to any major environmental claims, lawsuits, penalties, administrative or disciplinary actions. For more information in the environmental policies of the Group, please refer to the ESG Report included in this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Reporting Period and up to the date of this report, the Group has complied with all the relevant laws and regulations in the Mainland China and Hong Kong in all material respects.

The Company has adopted the CG Code. During the Reporting Period, the Board is of the opinion that the Company has complied with all the applicable code provisions set out in the CG Code except for paragraph A.2.1 of the CG Code in relation to separation of the role of chairman and chief executive officer. For further information in respect of the corporate governance of the Company, please refer to the Corporate Governance Report in this annual report.

企業管治

本公司一直維持高水平之企業管治常規。本公司所採納之企業管治常規詳情乃載於第21至第47頁之企業管治報告。董事相信，企業管治目標乃著眼於長期財務表現而非局限於短期回報。董事會不會冒不必要之風險，以獲取短期收益而犧牲遠景規劃。

足夠之公眾持股量

根據本公司所獲之公開資料，以及據董事於本年報日期所知，本公司一直維持GEM上市規則規定之公眾持股量。

環境政策及績效

本集團的業務受香港和中國的相關環境法律及法規約束。於報告期間，本集團並未發生任何重大環境索賠、訴訟、處罰、行政或紀律處分。有關本集團環境政策的更多資料，請參閱載入本年報的環境、社會及管治報告。

遵守相關法律及法規

於報告期間及截至本報告日期，本集團在所有重大方面均遵守中國內地及香港的所有相關法律及法規。

本公司已採納企業管治守則。於報告期間，董事會認為，除企業管治守則第A.2.1段有關主席與行政總裁角色分工的規定外，本公司已遵守企業管治守則的所有適用守則條文。有關本公司企業管治的進一步資料，請參閱本年報的企業管治報告。

DIRECTORS' REPORT

董事會報告

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

During the Reporting Period, the Group has maintained good relationship with its employees, customers and suppliers. The Group will continue to ensure effective communication and maintain good relationship with them. During the Reporting Period, there was no material dispute between the Group and its customers, suppliers and employees, respectively.

DIVIDEND POLICY

The Directors acknowledge the importance of stakeholders' engagement, and would make effort to share the Group's results with shareholders by dividend payment. The Directors will determine the portion and actual amount of distribution out of profits based on various factors, including but not limited to the Group's financial condition, funding for R&D, cash availability and future plans.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors the written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the independent non-executive Directors are independent.

AUDIT COMMITTEE

The Audit Committee has three members, comprising of our independent non-executive Directors, namely Ms. Yang Ying (the chairman of Audit Committee), Ms. Huo Chunyu and Dr. Fang Jun. The Audit Committee has reviewed the Company's audited consolidated financial statements for the year ended 31 December 2020.

INTERESTS OF COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Octal Capital Limited as its compliance adviser, which provides advices and guidance to the Company in respect of compliance with the GEM Listing Rules including various requirements relating to the Directors' duties. Except for the compliance adviser agreement entered into between the Company and the compliance adviser dated 12 August 2019, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at the date of this report.

與僱員、客戶及供應商的主要關係

於報告期間，本集團與僱員、客戶及供應商保持了良好的關係。本集團將繼續確保與彼等有效溝通及保持良好關係。於報告期間，本集團與客戶、供應商及僱員之間不存在重大糾紛。

股息政策

董事重視持份者的參與，並將努力透過派付股息與股東分享本集團的業績。董事將根據各種因素釐定溢利分配的部分及實際金額，包括但不限於本集團的財務狀況、研發資金、可用現金及未來計劃。

獨立非執行董事

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書面確認。本公司認為全體獨立非執行董事均為獨立人士。

審核委員會

審核委員會有三名成員，包括獨立非執行董事，即楊滢女士(審核委員會主席)、霍春玉女士及方俊博士。審核委員會已審閱截至二零二零年十二月三十一日止年度的本公司經審核綜合財務報表。

合規顧問的權益

根據GEM上市規則第6A.19條，本公司已委任八方金融有限公司為其合規顧問，就遵守GEM上市規則(包括有關董事職責的各項規定)向本公司提供建議及指引。除本公司與合規顧問於二零一九年八月十二日所訂立合規顧問協議外，合規顧問、其董事、僱員或緊密聯繫人概無擁有任何與本公司有關而須於本報告日期根據GEM上市規則第6A.32條知會本集團的任何權益。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

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

AUDITOR

The Company changed its auditor to perform audit works for the year ended 31 December 2020. Reference is made to the announcement of the Company dated 12 November 2020, the ordinary resolution in respect of the proposed re-appointment of BDO Limited as auditor of the Company was not passed at the annual general meeting ("AGM") held on 31 August 2020 and the office of the Company's auditor has become vacant with effect from the conclusion of the AGM. After careful consideration, the Board has resolved to recommend to the Shareholders the appointment of McM (HK) CPA Limited as auditor of the Company to fill the vacancy arising from the retirement of BDO Limited. The ordinary resolution to appoint McM (HK) CPA Limited as auditor of the Company until the conclusion of the next annual general meeting of the Company was duly passed on 7 December 2020 at an extraordinary general meeting.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint McM (HK) CPA Limited as auditor of the Company.

On behalf of the Board

Wang Chuang
Chairman

Hong Kong, 31 March 2021

優先購買權

本公司之組織章程細則或開曼群島法例並無載列優先購買權條文，以規定本公司須按比例基準向本公司現有股東發售新股份。

稅務寬減

據董事所知，股東並無因持有本公司證券而獲得任何稅務寬減及豁免。

核數師

本公司已更換核數師以執行截至二零二零年十二月三十一日止年度的審核工作。謹此提述本公司日期為二零二零年十一月十二日之公告，有關建議續聘香港立信德豪會計師事務所有限公司為本公司核數師的普通決議案，於二零二零年八月三十一日舉行的股東週年大會（「股東週年大會」）上不獲通過，本公司核數師之職位因而在股東週年大會結束後懸空。經仔細考慮後，董事會議決向股東推薦委任長盈（香港）會計師事務所有限公司為本公司核數師，填補因香港立信德豪會計師事務所有限公司退任而出現的空缺。委任長盈（香港）會計師事務所有限公司為本公司核數師直至本公司下屆股東週年大會結束為止的普通決議案，已於二零二零年十二月七日的股東特別大會上獲正式通過。

有關續聘長盈香港會計師事務所有限公司為本公司核數師的決議案，將於本公司應屆股東週年大會上提呈。

代表董事會

王闖
主席

香港，二零二一年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



McM (HK) CPA Limited

**TO THE SHAREHOLDERS OF
CHINA REGENERATIVE MEDICINE INTERNATIONAL LIMITED**
(incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Regenerative Medicine International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 95 to 234, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國再生醫學國際有限公司
各股東
(於開曼群島註冊成立之有限公司)

不發表意見

我們獲委任審核第95頁至234頁所載中國再生醫學國際有限公司(「貴公司」)及其附屬公司(「貴集團」)的合併財務報表，包括於二零二零年十二月三十一日的合併財務狀況表，及截至該日期止年度的合併損益及其他全面收益表、合併權益變動表及合併現金流量表，以及合併財務報表附註，包括重大會計政策概要。

我們不就貴集團合併財務報表發表任何意見。由於我們在報告「不發表意見的基準」一節所述事宜的重大性，我們未能獲取充足及適當的審核證據，作為就該等合併財務報表發表審核意見的依據。在所有其他方面，我們認為，合併財務報表已遵照香港公司條例的披露規定妥善編製。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

Material uncertainty related to going concern

We draw attention to note 3(b) to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$404,226,000 attributable to the owners of the Company and as at 31 December 2020, the Group had net current liabilities and net liabilities of approximately HK\$57,481,000 and HK\$55,150,000 respectively. Based on the current liquidity position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group will be able to successfully achieve the outcomes as set forth in note 3(b) to the consolidated financial statements to meet its overdue financial obligations from time to time. The consolidated financial statements do not include any adjustments that would result from the failure to meet in full its financial obligations in the foreseeable future. We consider that the material uncertainty has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the uncertainty relating to the plan and measures to be implemented by the Group, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by another auditor who expressed a disclaimer of opinion on those statements on 30 June 2020.

不發表意見的基準

有關持續經營的重大不明朗因素

我們謹請閣下務請注意合併財務報表附註3(b)所述貴集團截至二零二零年十二月三十一日止年度產生虧損約404,226,000港元，及於二零二零年十二月三十一日，貴集團的流動負債淨額及負債淨額分別約為57,481,000港元及55,150,000港元。根據貴集團目前的現金流情況，貴集團可能面臨財務不確定因素，從而可能對集團持續經營之能力產生重大疑慮。合併財務報表按持續經營基準編製，其有效性取決於貴集團能否成功達致綜合財務報表附註3(b)所載的結果，以不時履行其財務責。我們認為重大不明朗因素已於合併財務報表充分披露。然而，鑒於貴集團持續經營基準的有效性取決於貴集團能否成功推行相關計劃及量度的程度，我們不就持續經營基準的重大不明朗因素發表意見。

其他事項

貴集團截至二零一九年十二月三十一日止年度的綜合財務報表由另一名核數師審計，該核數師於二零二零年六月三十日對該等報表發表不發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("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. The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. 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.

McM (HK) CPA Limited

Certified Public Accountants

Wong Ka Bo, Jimmy

Practising Certificate Number P07560
3/F, Parklane Building
233 Queen's Road
Central
Hong Kong

Hong Kong, 31 March 2021

董事對合併財務報表的責任

董事負責根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則以及香港公司條例的披露規定編製真實及公平的合併財務報表，並負責董事認為必要的內部控制，以令合併財務報表的編製不存在重大錯誤陳述(不論是否因欺詐或錯誤所引致)。

在編製合併財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事宜(如適用)。除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。審核委員會協助董事履行監督貴集團財務報告過程的責任。

核數師對審核合併財務報表的責任

我們的責任是遵循香港會計師公會發佈的香港核數準則對貴集團的合併財務報表執行審核工作並發表核數師報告。然而，由於我們在報告不發表意見的基準章節所述事宜，吾等未能取得充足適當的審核證據，作為就該等合併財務報表發表審核意見的依據。根據香港會計師公會的專業會計師道德守則，我們與貴集團互為獨立，吾等亦根據守則履行其他道德責任。

長盈(香港)會計師事務所有限公司

執業會計師

黃家寶

執業證書號碼：P07560
香港
皇后大道中233號
柏聯樓3樓

香港，二零二一年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收益	6	185,339	19,365
Cost of sales	銷售成本		(140,328)	(14,767)
Gross profit	毛利		45,011	4,598
Other income, gain and loss	其他收入、收益及虧損	6	16,032	15,871
Selling and distribution expenses	銷售及分銷開支		(26,640)	(38,443)
Administrative and other expenses	行政及其他開支		(158,740)	(60,337)
Fair value loss on contingent consideration receivables	應收或然代價之公平值虧損	19	-	(4,587)
Impairment loss on allowance for trade receivables	貿易應收款項撥備減值虧損		(663)	(1,149)
Recognition of expected credit loss on other receivables	確認其他應收款項預期信貸虧損		(36,762)	(19,636)
Fair value gain on financial assets at fair value through profit or loss ("FVTPL")	按公平值於損益列賬 (「按公平值於損益列賬」) 之金融資產之公平值收益		2,340	1,224
Write off of deposits for acquisition of subsidiaries	撤銷收購附屬公司之按金		(100,000)	-
Impairment of property, plant and equipment	物業、廠房及設備減值		-	(94,118)
Impairment of intangible assets	無形資產減值		-	(70,697)
Impairment of right-of-use assets	使用權資產之減值		-	(52,049)
Finance costs	財務費用	9	(17,906)	(2,206)
Loss before tax from continuing operations	持續經營業務之除稅前虧損		(277,328)	(321,529)
Income tax (expense)/credit	所得稅(開支)/抵免	13	(12,380)	4,954
Loss for the year from continuing operations	持續經營業務之本年度虧損	10	(289,708)	(316,575)
Discontinued operations	已終止經營業務			
Loss for the year	本年度虧損	8	(149,120)	(131,168)
Loss for the year	本年度虧損		(438,828)	(447,743)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year attributable to:	以下人士應佔本年度虧損：		
Owners of the Company	本公司擁有人	(404,226)	(395,006)
Non-controlling interests	非控股股東權益	(34,602)	(52,737)
		(438,828)	(447,743)
Other comprehensive loss after tax:	除稅後其他全面虧損：		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange (loss)/gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌(虧損)/收益	(16,224)	13,573
Release of translation reserves upon disposal of subsidiaries	因出售一附屬公司而解除之折算儲備	-	(4,245)
<i>Item that may not be reclassified subsequently to profit or loss:</i>	<i>其後不可重新分類至損益之項目：</i>		
Financial assets at fair value through other comprehensive income ("FVTOCI")	按公平值於其他全面收入列賬(「按公平值於其他全面收入列賬」)之金融資產	(21,482)	(129,923)
Other comprehensive income for the year arising from continued operations	源於持續經營業務之本年度其他全面收入	(37,706)	(120,595)
Total comprehensive income for the year	年度全面總收入	(476,534)	(568,338)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Total comprehensive income for the year attributable to:	以下人士應佔年度全面總收入：			
Owners of the Company	本公司擁有人		(438,449)	(515,683)
Non-controlling interests	非控股股東權益		(38,085)	(52,655)
			(476,534)	(568,338)
Total comprehensive income for the year attributable to the owners of the Company arise from:	源於以下各項之本公司擁有人應佔年度全面總收入：			
- Continuing operations	- 持續經營業務		(327,414)	(437,170)
- Discontinued operations	- 已終止經營業務		(149,120)	(131,168)
			(476,534)	(568,338)
Loss per share from continuing operations attributable to equity holders of the Company:	歸屬於本公司權益持有人的持續經營業務已終止經營業務之每股虧損：			
Basic (HK\$)	基本(港元)	15	(0.180)	(0.360)
Diluted (HK\$)	攤薄(港元)	15	(0.180)	(0.360)
Loss per share from discontinued operations attributable to equity holders of the company:	歸屬於本公司權益持有人的已終止經營業務之每股虧損：			
Basic (HK\$)	基本(港元)	15	(0.090)	(0.149)
Diluted (HK\$)	攤薄(港元)	15	(0.090)	(0.149)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

		Notes 附註	As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元	As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,304	1,516
Right-of-use assets	使用權資產	17	-	-
Goodwill	商譽	18	-	-
Other intangible assets	其他無形資產	20	-	16,345
Deposits for acquisition of subsidiaries	收購附屬公司之按金	36	-	146,512
Financial assets at FVTOCI	按公平值於其他全面收入列賬之 金融資產	21	-	31,522
Non-current rental deposits	非流動租賃按金	23	7,571	14,044
			8,875	209,939
Current assets	流動資產			
Inventories	存貨	22	1,378	6,738
Trade receivables	貿易應收款項	23	80	4,012
Deposits, prepayments and other receivables	按金、預付款項及其他 應收款項	23	137,391	14,514
Financial assets at FVTPL	按公平值於損益列賬之 金融資產	24	-	299,520
Cash and bank balances/pledged bank deposits	現金及銀行結餘／已抵押 銀行存款	25	4,767	19,210
			143,616	343,994
Current liabilities	流動負債			
Trade payables	貿易應付款項	26	7,996	19,638
Accrued charges and other payables	應計費用及其他應付賬項	27	139,314	181,153
Contract liabilities	合約負債	28	3,900	21,169
Lease liabilities	租賃負債	17	17,028	24,094
Shareholder's loans	股東貸款	29	20,295	-
Other borrowing	其他借款	30	-	55,172
Current tax liabilities	當期稅項負債		12,564	-
			201,097	301,226
Net current (liabilities)/assets	淨流動(負債)／資產		(57,481)	42,768

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

			As at 31 December 2020 於二零二零年 十二月三十一日	As at 31 December 2019 於二零一九年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債		(48,606)	252,707
Non-current liabilities	非流動負債			
Shareholder's loans	股東貸款	29	-	207,298
Lease liabilities	租賃負債	17	5,870	25,425
Deferred tax liabilities	遞延稅項負債	31	674	2,351
			6,544	235,074
NET (LIABILITIES)/ASSETS	淨(負債)/資產		(55,150)	17,633
Capital and reserves	資本及儲備			
Share capital	股本	32	570,858	175,858
Reserves	儲備		(512,730)	(83,032)
Equity attributable to owners of the Company	本公司擁有人應佔權益		58,128	92,826
Non-controlling interests	非控股股東權益		(113,278)	(75,193)
(CAPITAL DEFICIENCY)/TOTAL EQUITY	(資本虧絀)/總權益		(55,150)	17,633

The consolidated financial statements on pages 104 to 234 were approved and authorised for issue by the Board of Directors on 31 March 2021 and are signed on its behalf by:

第104至第234頁的綜合財務報表已於二零二一年三月三十一日獲董事會審批及授權刊發及由以下人士代為簽署：

Wang Chuang

王闖
Director
董事

Huo Chunyu

霍春玉
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company									Non-controlling interests	Total equity
		本公司擁有人應佔									非控股股東權益	權益合計
		Share capital	Share premium	Translation reserve	Special reserve	Other reserve	Share option reserve	FVOCI reserve	Accumulated loss	Sub-total		
		股本	股份溢價	換算儲備	特殊儲備	其他儲備	購股權儲備	的儲備	累計虧損	小計		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note i) (附註i)	(note ii) (附註ii)						
At 1 January 2019	於二零一九年一月一日	175,858	3,196,996	(32,995)	(200)	(410,463)	42,156	48,517	(2,414,090)	605,779	(38,516)	567,263
Loss for the year	年內虧損	-	-	-	-	-	-	-	(395,006)	(395,006)	(52,737)	(447,743)
Other comprehensive income	其他全面收入											
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	-	-	13,491	-	-	-	-	-	13,491	82	13,573
Release of translation reserve upon disposal of a subsidiary	因出售一附屬公司而解除之折算儲備	-	-	(4,245)	-	-	-	-	-	(4,245)	-	(4,245)
Fair value change of FVOCI	按公平值於其他全面收入列賬之公平值變動	-	-	-	-	-	-	(129,923)	-	(129,923)	-	(129,923)
Total comprehensive income for the year	年內全面收入總額	-	-	9,246	-	-	-	(129,923)	(395,006)	(515,683)	(52,655)	(568,338)
Deemed capital contribution from shareholder	視作來自股東的注資	-	-	-	-	13,341	-	-	-	13,341	-	13,341
Equity-settled share-based payments (Note 37)	以股權結算的以股份為基礎的付款(附註37)	-	-	-	-	-	5,367	-	-	5,367	-	5,367
Lapse of share option (Note 37)	購股權失效(附註37)	-	-	-	-	-	(7,224)	-	7,224	-	-	-
Acquisition of non-controlling interest	收購非控股股東權益	-	-	-	-	(15,978)	-	-	-	(15,978)	15,978	-
At 31 December 2019	於二零一九年十二月三十一日	175,858	3,196,996	(23,749)	(200)	(413,100)	40,299	(81,406)	(2,801,872)	92,826	(75,193)	17,633

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company									Non-controlling interests	Total equity	
		本公司擁有人應佔									非控股股東權益	權益合計	
		Share capital	Share premium	Translation reserve	Special reserve	Other reserve	Share option reserve	FVOCI reserve	Convertible bonds equity reserve	Retained profits/ (loss)	Sub-total		
		股本	股份溢價	換算儲備	特殊儲備	其他儲備	購股權儲備	按公平值於其他全面收入列賬的儲備	可換股債券權益儲備	保留盈利/ (累計虧損)	小計		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	175,858	3,196,996	(23,749)	(200)	(413,100)	40,299	(81,406)	-	(2,801,872)	92,826	(75,193)	17,633
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(255,106)	(255,106)	(34,602)	(289,708)
Loss of the discontinued operation	已終止經營業務之虧損	-	-	-	-	-	-	-	-	(149,120)	(149,120)	-	(149,120)
Other comprehensive income	其他全面收入												
Fair value change of FVOCI	按公平值於其他全面收入列賬之公平值變動	-	-	-	-	-	-	(21,482)	-	-	(21,482)	-	(21,482)
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌虧損	-	-	(12,741)	-	-	-	-	-	-	(12,741)	(3,483)	(16,224)
Total comprehensive income for the year	年內全面總收入	-	-	(12,741)	-	-	-	(21,482)	-	(404,226)	(438,449)	(38,085)	(476,534)
Equity-settled share-based payments	以股權結算的以股份為基礎的付款	-	-	-	-	-	2,234	-	-	-	2,234	-	2,234
Lapse of share options	購股權失效	-	-	-	-	-	(4,084)	-	-	4,084	-	-	-
Share placement	股份配售	100,000	-	-	-	-	-	-	-	-	100,000	-	100,000
Share issue expenses	股份發行開支	-	(817)	-	-	-	-	-	-	-	(817)	-	(817)
Subscription and Settlement Agreements	認購及清償協議	80,000	-	-	-	-	-	-	-	-	80,000	-	80,000
Recognition of equity component of convertible bonds (note 44)	確認可換股債券權益部分(附註44)	-	-	-	-	-	-	-	74,350	-	74,350	-	74,350
Disposal of investments in equity instruments at FVOCI	出售按公平值於其他全面收入列賬之股本工具投資	-	-	-	-	-	-	102,888	-	(102,888)	-	-	-
Conversion of convertible bonds (note 44)	轉換可換股債券(附註44)	215,000	7,334	-	-	-	-	-	(74,350)	-	147,984	-	147,984
At 31 December 2020	於二零二零年十二月三十一日	570,858	3,203,513	(36,490)	(200)	(413,100)	38,449	-	-	(3,304,902)	58,128	(113,278)	(55,150)

Notes:

- (i) The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganisation in 2001.
- (ii) The other reserve represents (1) the difference between the fair value of consideration paid to increase the shareholding in subsidiaries and the amount of adjustment to non-controlling interest; and (2) deemed capital contribution from shareholders, represented the difference between the principal amount of the shareholder's loan and its fair value. The fair value is determined by discounting the estimate future cash flows throughout the expected life of the repayment.

附註：

- (i) 特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之本公司股份面值之差額。
- (ii) 其他儲備指(1)就增加於附屬公司之股權所付代價之公平值與非控股股東權益調整金額之差額及(2)視作股東注資指股東貸款本金額與其公平值之間的差額。公平值按整個預期償還期間貼現估計未來現金流釐定。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	Year ended 31 December 2020 截至 二零二零年 十二月三十一日 HK\$'000 千港元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Loss before income tax	除所得稅前虧損	(425,303)	(456,644)
Adjustments for:	經調整：		
Amortisation of other intangible assets	其他無形資產攤銷	20	22,845
Depreciation of right-of-use assets	使用權資產折舊	17	20,154
Depreciation of owned property, plant and equipment	自有物業、廠房及設備折舊	16	8,692
Interest income	利息收入	6	(415)
Gain on disposal of subsidiaries	出售附屬公司之收益	43	(8,676)
Gain on disposals of property, plant and equipment, net	出售物業、廠房及設備之收益(淨額)	6	(587)
Fair value change on financial assets at FVTPL	按公平值於損益列賬之金融資產之公平值變動	24	(1,224)
Fair value loss on contingent consideration receivables	應收或然代價之公平值虧損	19	4,587
Equity-settled share-based payment expenses	以權益結算之股權支付費用	10	5,367
Interest expenses	利息費用	9	5,343
Interest on lease liabilities	租賃負債利息		2,285
Deposits, prepayments and other receivables written off	預付按金及其他應收款項撇銷		
		100,000	-
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	16	94,118
Impairment loss on intangible assets	無形資產之減值虧損	20	70,697
Impairment loss on right-of-use assets	使用權資產減值虧損	17	52,049
Recognition of expected credit loss on trade receivables	確認貿易應收款項預期信貸虧損	23	1,149
Recognition of expected credit loss on other receivables	確認其他應收款項預期信貸虧損	23	19,636
Inventory written off	存貨撇銷	10	22,598
Gain on concession lease	租賃修訂之收益		-
		(4,424)	
Operating loss before working capital changes	營運資金變動前之經營虧損	(275,724)	(138,026)
Decrease in inventories	存貨減少	545	1,859
(Increase)/decrease in trade receivables	貿易應收款項(增加)/減少	(932)	1,730
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)/減少	(152,126)	88,117
Decrease in trade payables	貿易應付款項減少	(11,642)	(3,965)
Decrease in contract liabilities	合約負債減少	(17,269)	(7,507)
Decrease in accrued charges and other payables	應計費用及其他應付賬項減少		
		61,103	36,745
Cash used in operations	經營業務耗用之現金	(396,045)	(21,047)
Income taxes paid	已付所得稅	-	-
Interest on lease liabilities paid	已付租賃負債利息	(1,696)	(2,285)
Net cash used in operating activities	經營活動耗用現金淨額	(397,741)	(23,332)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Year ended 31 December 2020 截至 二零二零年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 HK\$'000 千港元
	Notes 附註		
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	23	415
Decrease in pledged and restricted deposits	已抵押存款及受限制存款減少	9,921	407,647
Payment of deposits for acquisition of subsidiaries	收購附屬公司按金付款	-	(2,195)
Purchase of property, plant and equipment	購置物業、廠房及設備	-	(2,190)
Purchase of other intangible assets	購置其他無形資產	-	(3,549)
Net cash inflow from disposal of subsidiary	出售附屬公司之現金流入淨額	15,160	4,998
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	1,666
Proceeds from disposal of financial assets of fair value through profit or loss	出售按公平值於損益列賬之金融資產之所得款項	301,860	-
Net cash generated from investing activities	投資活動所得現金淨額	326,964	406,792
Cash flows from financing activities	融資活動之現金流量		
Proceeds from share placing	股份配售所得款項	99,183	-
Proceeds from shareholder's loan	股東貸款所得款項	20,295	-
Repayment of shareholder's loan	償還股東貸款	-	(37,695)
Refund of deposits for acquisition of subsidiary	收購附屬公司之按金退款	46,512	-
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	-	-
Repayment of bank borrowings	償還銀行借款	-	(389,300)
Repayment of principal elements of lease liabilities	償還租賃負債本金部分	(26,621)	(18,235)
Proceeds from other borrowings	其他借款所得款項	-	55,172
Repayment of other borrowings	償還其他借款	(55,172)	-
Interest paid on other borrowings	已付其他借款之利息	(14,494)	-
Interest paid on bank borrowings	已付銀行借款之利息	-	(1,405)
Interest paid on convertible bonds	可換股債券已付利息	(2,334)	-
Net cash generated from/(used in) financing activities	融資活動所得/(耗用)現金淨額	67,639	(393,748)
Net decrease in cash and cash equivalents	現金及現金等值項目之減少淨額	(3,408)	(10,288)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	9,289	20,062
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等值項目之影響	(1,114)	(485)
Cash and cash equivalents at end of the year	年末之現金及現金等值項目	4,767	9,289

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1. GENERAL INFORMATION

China Regenerative Medicine International Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of Cayman Islands on 20 April 2001. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2861, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Suite 2310-18th, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 39 to the consolidated financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

The consolidated financial statements for the year ended 31 December 2020 were approved for issue by the board of directors on 31 March 2021.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 Adoption of new/revised HKFRSs – effective on 1 January 2020

The Group has applied the Amendments to Reference to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the consolidated financial statements.

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

1. 一般資料

中國再生醫學國際有限公司(「本公司」)於二零零一年四月二十日根據開曼群島公司法(二零零一年修訂版)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands 及香港九龍尖沙咀彌敦道132號美麗華大廈2310-18室。本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司乃一間投資控股公司，其主要附屬公司之業務詳情載於綜合財務報表附註39。本公司及其附屬公司下文統稱為「本集團」。

綜合財務報表以港元(「港元」)呈列，除另有訂明者外。

截至二零二零年十二月三十一日止年度的綜合財務報表已於二零二一年三月三十一日獲董事會批准刊發。

2. 採納香港財務報告準則(「香港財務報告準則」)

2.1 採納新訂／經修訂香港財務報告準則—自二零二零年一月一日起生效

本集團已首次採用香港會計師公會頒佈的香港財務報告準則修訂本概念框架的提述及以下香港財務報告準則的修訂本，該等修訂本於二零二零年一月一日或之後開始的年度期間的綜合財務報表強制生效。

香港會計準則第1號及香港會計準則第8號修訂本	重大之定義
香港財務報告準則第3號修訂本	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.1 Adoption of new/revised HKFRSs – effective on 1 January 2020 (Cont’d)

In addition, the Group has early applied the Amendments to HKFRS 16, COVID-19 Related Rent Concession.

The adoption of these new and amended HKFRSs did not result in significant changes to the Group’s accounting policies and had no material impact on how the results and financial positions for the current and prior periods have been prepared and presented.

Impacts on application of Amendments to HKAS 1 and HKAS 8 Definition of Material

The Group has applied the Amendments to HKAS 1 and HKAS 8 for the first time in the current year. The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則－自二零二零年一月一日起生效(續)

此外，本集團已提早採納香港財務報告準則第16號修訂本COVID-19相關租金優惠。

採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策的重大變動，且對本期間及過往期間業績及財務狀況的編製及呈列方式並無重大影響。

採用香港會計準則第1號及香港會計準則第8號修訂本重大之定義的影響

本集團於本年度首次採用對香港會計準則第1號及香港會計準則第8號之修訂。該等修訂對重要性作出新的定義，其中規定：「如果省略、錯誤陳述或遮掩信息，可以合理地預期會影響到財務報表主要用戶根據提供財務信息的財務報表做出有關特定報告實體信息的決定，則該等信息是重要的。」該等修訂亦釐清在整體財務報表中，信息是否重要取決於其性質或程度(單獨或與其他信息結合使用)。

於本年度採用該等修訂對本集團綜合財務報表並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.1 Adoption of new/revised HKFRSs – effective on 1 January 2020 (Cont’d)

Impacts on application of Amendments to HKFRS 3 Definition of a Business

The Group has applied the amendments for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則－自二零二零年一月一日起生效(續)

採用香港財務報告準則第3號修訂本業務之定義的影響

本集團於本年度首次採用該等修訂。該等修訂釐清，儘管業務通常具有產出，但就一套綜合的活動及資產組合而言，產出非屬符合業務定義之必要條件。為符合業務定義，一套綜合的活動及資產組合至少必須包含投入及實質性過程，且兩者結合能顯著有助於創造產出之能力。

該等修訂移除評估市場參與者是否有取代失去的投入或過程，並繼續提供產出之能力。該等修訂亦引進額外指引，以協助釐定是否已獲得實質性過程。

此外，該等修訂引入一項自選的集中度測試，允許對所收購之活動及資產組合是否符合業務作簡化的評估。在該自選的集中度測試下，若所收購總資產之絕大部分公平值集中於一項可辨認資產或一組類似的資產，則所收購之活動及資產組合並非業務。該測試下之總資產不包括現金及現金等額、遞延稅項資產以及由遞延稅項負債產生之商譽。選用該選擇性集中度測試與否則以每項交易為基準。

該等修訂對本集團之綜合財務報表並無影響，但當本集團於往後期間進行任何收購則可能有所影響。

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 New or amended HKFRSs that have been issued but are not yet effective

Other than the Amendments to HKFRS 16 COVID-19-Related Rent Concessions, the Group has not applied any new and revised HKFRSs that have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective. These new and revised HKFRSs include the following which may be relevant to the Group.

HKFRS 17	Insurance Contracts and related Amendments ¹
Amendments to HKFRS 16	COVID-19-Related Rent Concessions ⁴
Amendments to HKFRS 3	Reference to Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 16	Property, plant and Equipment: Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendment to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle ²

1. Effective for annual periods beginning on or after 1 January 2023.
2. Effective for annual periods beginning on or after 1 January 2022.
3. Effective for annual periods beginning on or after a date to be determined.
4. Effective for annual periods beginning on or after 1 June 2020.
5. Effective for annual periods beginning on or after 1 January 2021.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則

除香港財務報告準則第16號修訂本COVID-19相關租金優惠外，本集團並未採用任何已頒佈但尚未生效的新訂及經修訂香港財務報告準則，且並未由本集團提早採納。本集團現時擬於該等變動生效當日採用有關變動。該等新訂及經修訂香港財務報告準則包括以下可能與本集團有關。

香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第16號修訂本	COVID-19相關租金優惠 ⁴
香港財務報告準則第3號修訂本	概念框架的提述 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本	利率基準改革 – 第二階段 ⁵
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號修訂本	負債分類為流動或非流動以及香港詮釋第5號之相關修訂(二零二零年) ¹
香港會計準則第16號修訂本	物業、廠房及設備 – 擬定用途前所得款項 ²
香港會計準則第37號修訂本	虧損性合約 – 履行合約成本 ²
香港財務報告準則修訂本	香港財務報告準則二零一八年至二零二零年之年度改進 ²

1. 於二零二三年一月一日或之後開始之年度期間生效。
2. 於二零二二年一月一日或之後開始之年度期間生效。
3. 於待定期日期或之後開始之年度期間生效。
4. 於二零二零年六月一日或之後開始之年度期間生效。
5. 於二零二一年一月一日或之後開始之年度期間生效。

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

HKFRS 17 – Insurance contracts and the related Amendments

HKFRS 17 will replace HKFRS 4 as a single principle based standard for the recognition, measurement, presentation and disclosure of insurance contracts in the financial statements of the issuers of those contracts.

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group’s accounting policies and financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第17號 – 保險合約及相關修訂

香港財務報告準則第17號將取代香港財務報告準則第4號，作為在有關合約發行人財務報表中確認、計量、呈列及披露保險合約的單一原則性準則。

香港財務報告準則第10號及香港會計準則第28號修訂本 – 投資者與其聯營公司或合營企業之間的資產出售或注資

該等修訂澄清實體向其聯營公司或合營企業資產出售或注資時應確認之收益或虧損之程度。當交易涉及業務時，收益或虧損獲悉數確認，相反，當交易涉及不構成業務之資產時，收益或虧損僅在無關聯投資者在合營企業或聯營公司中之權益範圍內確認。

本集團尚未能說明該等新公佈會否導致本集團的會計政策及財務報表出現重大變動。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendment to HKFRS 16 Covid-19-Related Rent Concessions

The amendment is effective for annual reporting periods beginning on or after 1 June 2020.

The amendment introduces a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the Covid-19 that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 Leases if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The application is not expected to have impact on the Group’s financial position and performance as the Group does not intend to apply the practical expedient.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第16號修訂本 COVID-19相關租金優惠

該修訂本於二零二零年六月一日或之後開始之年度期間生效。

該修訂本為承租人引進新的可行權宜方法使其可選擇不評估COVID-19相關租金優惠是否為一項租賃修訂。該可行權宜方法僅適用於滿足以下所有條件由COVID-19直接產生的租金優惠：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動前的租賃代價基本相同或低於該代價；
- 租賃付款的減少僅影響原定於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

應用可行權宜方法的承租人以其應用香港財務報告準則第16號租賃將租賃付款變動入賬(倘變動並非租賃修訂)的同一方式將租金優惠導致的租賃付款變動列賬。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

本集團預期應用該等修訂不會影響其財務狀況及表現，因為本集團不擬應用可行權宜方法。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in HKFRS 3 Business Combinations so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “Conceptual Framework”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 Provisions, Contingent Liabilities and Contingent Assets or HK(IFRIC)-Int 21 Levies, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第3號修訂本概念框架的提述

修訂內容：

- 更新了香港財務報告準則第3號企業合併中的提述，從而引用二零一八年六月頒佈的二零一八年財務報告概念框架(「概念框架」)，取代財務報表的編製及呈報框架(由二零一零年十月頒佈的二零一零年報告財務概念框架取代)；
- 添加一項要求，即對於香港會計準則第37號規定，或有負債及或有資產或香港(國際財務報告詮釋委員會)一詮釋第21號徵費範圍內的交易及其他事件，收購方應採用香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號取代以概念框架確定其在企業合併中承擔的負債；及
- 添加明確的聲明，即收購方不確認在企業合併中收購的或有資產。

預期應用該等修訂不會對本集團之財務狀況及表現造成重大影響。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2 relate to the modification of financial assets, financial liabilities and lease liabilities, specific hedge accounting requirements and disclosure requirements applying HKFRS 7 Financial Instruments: Disclosures to accompany the amendments regarding modifications and hedge accounting.

- Modification of financial assets, financial liabilities and lease liabilities. A practical expedient is introduced for modifications required by the reform (modifications required as a direct consequence of the interest rate benchmark reform and made on an economically equivalent basis). These modifications are accounted for by updating the effective interest rate. All other modifications are accounted for using the current HKFRSs requirements. A similar practical expedient is proposed for lessee accounting applying HKFRS 16;

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本利率基準改革 – 第二階段

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本利率基準改革 – 第二階段涉及金融資產、金融負債及租賃負債的修改，運用香港財務報告準則第7號金融工具：有關修訂及對沖會計處理的披露下特定的對沖會計要求及披露要求。

- 金融資產、金融負債及租賃負債的修改。為改革所需的修改引入可行權宜方法(由於利率基準改革而直接做出的修改，並且是在經濟上等同的基礎上進行的)。此等修改是通過採用更新實際利率。所有其他修改均採用當前的香港財務報告準則進行會計處理。對於採用香港財務報告準則第16號的承租人會計建議了類似的可行權宜方法；

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2 (Cont’d)

- Hedge accounting requirements. Under the amendments, hedge accounting is not discontinued solely because of the interest rate benchmark reform. Hedging relationships (and related documentation) are required to be amended to reflect modifications to the hedged item, hedging instrument and hedged risk. Amended hedging relationships should meet all qualifying criteria to apply hedge accounting, including effectiveness requirements; and
- Disclosures. The amendments require disclosures in order to allow users to understand the nature and extent of risks arising from the interest rate benchmark reform to which the Group is exposed to and how the entity manages those risks as well as the entity’s progress in transitioning from interbank offered rates to alternative benchmark rates, and how the entity is managing this transition.

The Group expects no significant gains or losses should the interest rate benchmark for these loans change resulting from the reform on application of the amendments.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本利率基準改革 – 第二階段(續)

- 對沖會計要求。根據該等修訂，對沖會計並非僅因利率基準改革而終止。必須修改對沖關係(及相關文件)以反映對沖項目、對沖工具及對沖風險的修改。修改後的對沖關係應符合所有適用標準以應用對沖會計，包括有效性要求；及
- 披露事項。該等修訂需要披露，以使用戶能夠理解本集團所面臨的利率基準改革所產生的風險的性質和程度，以及該實體如何管理這些風險及該實體從銀行間同業拆放利率轉換為替代基準利率的過程，以及該實體如何管理此過渡。

本集團預期應用該等修訂後的改革所導致的該等貸款利率基準變動將不會產生重大收益或虧損。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and (Note)
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港會計準則第1號修訂本負債分類為流動或非流動以及香港詮釋第5號之相關修訂(二零二零年)

該等修訂就評估自報告日期起至少十二個月的延期清償權利提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 指定將負債分類為流動負債或是非流動負債應基於報告期末已存在的權利。具體而言，該等修訂澄清：
 - (i) 分類不應受到管理層意圖或期望在12個月內清償債務的影響；及
 - (ii) 如果權利以遵守契諾為條件，如果在報告期末滿足條件，則該權利存在，即使貸款人日後才測試合規性；及(附註)
- 闡明倘若負債的條款可讓交易對手方有選擇權，透過轉讓實體自身之權益工具來清償負債，僅當該實體將選擇權單獨確認為適用於香港會計準則第32號金融工具：呈報下之權益工具時，這些條款才不會影響其分類為流動資產或非流動資產。

此外，由於香港會計準則第1號之修訂，對香港詮釋第5號進行了修訂，以使相應的措詞保持一致且結論不變。

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財務報表附註

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKAS 16 Property, Plant and Equipment – Proceeds before Intended Use

The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items are measured in accordance with HKAS 2 Inventories.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港會計準則第16號修訂本物業、廠房及設備 – 擬定用途前所得款項

該等修訂本訂明令物業、廠房及設備項目達致其可按管理層擬定的方式運作的所需位置及狀況時產生的任何項目(例如測試有關物業、廠房及設備是否正常運作時產生的樣本)的成本以及出售有關項目的所得款項須根據適用準則確認及於損益計量。項目成本根據香港會計準則第2號存貨計量。

預期應用該等修訂本不會對本集團之財務狀況及表現造成重大影響。

香港會計準則第37號修訂本虧損性合約 – 履行約成本

該等修訂本訂明，當一家實體根據香港會計準則第37號撥備、或有負債及或有資產，評估合約是否虧損時，合約規定的不可避免的成本反映了退出合約的最低淨成本，即履行合約的成本與因未履行合約而產生的任何補償或處罰中的較低者。履行合約的成本包括增量成本及與履行合約直接有關的其他成本分配(如用於履行合約的物業、廠房及設備的折舊支出分配)。

該等修訂本適用於本集團於首次應用日期尚未履行其全部責任的合約。

預期應用該等修訂本不會對本集團之財務狀況及表現造成重大影響。

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT’D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont’d)*

Amendments to HKFRSs Annual Improvements to HKFRSs 2018-2020

The annual improvements make amendments to the following standards.

HKFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

HKFRS 16 Leases

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

HKAS 41 Agriculture

The amendment ensures consistency with the requirements in HKFRS 13 Fair Value Measurement by removing the requirement in paragraph 22 of HKAS 41 to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則修訂本香港財務報告準則二零一八年至二零二零年之年度改進

年度改進對以下準則進行修訂。

香港財務報告準則第9號金融工具

該修訂本澄清，為評估在「10%」標準下對原始金融負債條款的修改是否構成實質性修改，借款人僅包括在借款人與貸款人之間已支付或收取的費用，包括由借款人或貸款人代表對方支付或接收的費用。

香港財務報告準則第16號租賃

附隨香港財務報告準則第16號對示例第13號之修訂本從示例中刪除了出租人為租賃物業裝修而作出補償說明，以消除任何潛在之混淆。

香港會計準則第41號農業

該修訂本刪除了香港會計準則第41號第22段中關於使用現值技術計量生物資產的公平值時不包括稅收現金流量之要求，從而確保與香港財務報告準則第13號公平值計量之要求相一致。

預期應用該等修訂本不會對本集團之財務狀況及表現造成重大影響。

本集團正在評估該等修訂本及新訂準則在首次採用期間的預期影響。直至今目前為止，本集團的結論是，採納該等修訂本及準則不大可能對綜合財務報表造成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. BASIS OF PREPARATION

(a) *Statement of compliance*

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”). These consolidated financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited.

(b) *Basis of measurement and going concern assumption*

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are stated at fair value as explained in the accounting policies set out below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

3. 編製基準

(a) 合規聲明

綜合財務報表乃遵照所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（統稱「香港財務報告準則」）該等綜合財務報表亦遵從及香港公司條例之披露規定，包括香港聯合交易所有限公司GEM證券上市規則規定之適用披露事項來編製。

(b) 計量基準及持續經營假設

綜合財務報表乃按歷史成本基準編製，惟下列所載會計政策所闡釋的按公平值列賬的若干金融工具除外。

務請注意，編製財務報表時會採用會計估計及假設。儘管此等估計乃基於管理層對現時事件及行動之最深切了解及判斷而作出，惟實際結果最終或會有別於估計之情況。涉及高度判斷或複雜性之範疇或涉及對綜合財務報表有重大影響之假設及估計之範疇披露於附註5。

NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. BASIS OF PREPARATION (CONT'D)

(b) Basis of measurement and going concern assumption (Cont'd)

Material uncertainty related to going concern

For the year ended 31 December 2020, the Group incurred a loss of approximately HK\$404,226,000 attributable to owners of the Company and as at 31 December 2020, the Group had net current liabilities and net liabilities of approximately HK\$57,481,000 and HK\$55,150,000 respectively. Based on the current liquidity position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group. The validity of the Group to operate as a going concern is dependent upon the successful outcomes of the Group to (i) attain profitable and positive cash flows from operations; (ii) extend the repayment terms of the Group's indebtedness; and (iii) complete debt or capital financing, at a level sufficient to finance the working capital requirements and financial obligations of the Group.

Having considered the above measures, the directors considered that it is appropriate to adopt the going concern in preparing these consolidated financial statements. In order to strengthen the Group's capital base and liquidity in the foreseeable future, the Group has taken the following measures:

- the directors of the Company have been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the Group's revenue;
- negotiated and agreed with certain creditors with payables amounted to approximately HK\$57,494,000 to extend the repayment terms for not demanding immediate repayment until the Group is financially capable to do so; and
- identifying opportunities for debt or capital financing.

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

與持續經營有關的重大不確定性

截至二零二零年十二月三十一日止年度，本公司擁有人應佔本集團虧損約404,226,000港元，而於二零二零年十二月三十一日，本集團的流動負債淨額及負債淨額分別約為57,481,000港元及55,150,000港元。按本集團目前的流動資金狀況，本集團可能存在財務不確定性，可能對本集團持續經營的能力產生重大疑問。於編製該等綜合財務報表時，本公司董事已仔細考慮本集團目前及預期日後流動資金的影響。本集團以持續經營的有效能力，視乎本集團能否成功達到(i)從營運中得到盈利能力和正現金流量；(ii)延長本集團債務的還款期；及(iii)完成債務或資本融資，水平為足以為本集團營運資金規定及財務責任撥資。

在考慮上述措施後，董事認為在編製該等綜合財務報表時採用持續經營實屬適當。為了加強本集團在可見將來的資本基礎及流動資金，本集團已採取以下措施：

- 本公司董事已採取多項成本控制措施，收緊經營成本及實施多項策略，藉此增加本集團收益。
- 與部分應付賬項金額約57,494,000港元的債權人磋商及協定，延長還款期限，在本集團財政能力充裕前，不會要求即時還款；及
- 物色債務或資本融資的機會。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. BASIS OF PREPARATION (CONT'D)

(b) *Basis of measurement and going concern assumption (Cont'd)*

Material uncertainty related to going concern (Cont'd)

Based on the cash flow projections of the Group and having taken into account the available financial resources of the Group with the above measures, the directors have concluded that the Group is able to continue as a going concern and to meet their financial liabilities as and when they fall due for the next twelve months. Should the Group be unable to continue as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

(c) *Restatements due to discontinued operations*

The presentation of comparative information in respect of the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019 has been restated in order to disclose the discontinued operations separately from continuing operations.

As the restatements do not affect the consolidated statement of financial position, it is not necessary to disclose comparative information as at 1 January 2019.

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

與持續經營有關的重大不確定性(續)

根據本集團的現金流量預測，並考慮上述措施後本集團可用的財務資源，董事得出的結論為本集團能夠持續經營，並能應付未來十二個月到期的財務責任。如本集團無法繼續持續經營，財務報表須有所調整，以調整本集團資產的價值至其可收回金額，就可能產生的任何更多債務計提撥備，並分別將非流動資產及負債重新分類為流動資產及流動負債。該等潛在調整的影響並未在該等綜合財務報表內反映。

(c) 源於已終止經營業務的重列

截至二零一九年十二月三十一日止年度的綜合損益及其他全面收入益表的比較資料已經重列，以便將已終止經營業務與持續經營業務分開披露。

由於重列不影響綜合財務狀況表，因此毋須披露於二零一九年一月一日的比較資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(a) *Business combination and basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (“the Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group’s previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 主要會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司（「本集團」）之財務報表。集團公司之間的公司間交易及結餘以及未變現之溢利乃於編製綜合財務報表時全部對銷。除非交易顯示所轉讓之資產出現減值，該虧損會於損益中確認，否則未變現虧損亦須對銷。

年內收購或出售之附屬公司，其業績由收購生效日期起計或直至出售生效日期止（如適用）列入綜合損益及其他全面收入表內。當需要時，附屬公司之財務報表會被調整，使其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務按收購法入賬。收購成本乃按收購日期所轉讓之資產、所產生之負債及本集團（作為收購方）發行之股權之公平值總額計量。被收購之可識別資產及所承擔負債主要按收購日期之公平值計量。本集團先前所持被收購方之股權以收購日期的公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計量相當於目前於附屬公司擁有權之非控股股東權益。所有其他非控股股東權益均按公平值計量，除非香港財務報告準則要求另一種計量基準，則作別論。與收購相關的成本在發生時支銷，除非其在發行權益工具時發生，在該情況下，有關成本從權益中扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Business combination and basis of consolidation (Cont'd)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購方將予轉讓之任何或然代價均按收購日期的公平值確認。其後代價調整僅於計算期間(最長為收購日期起計12個月)內所取得有關於收購日期的公平值之新資料時,方可於商譽中確認。分類為資產或負債之或然代價的所有其他其後調整均於損益中確認。

倘本集團於附屬公司之權益變動並無導致喪失控制權,則列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整,以反映其於附屬公司相關權益之變動。非控股權益之調整數額與已付或已收代價公平值之間之任何差額,均直接於權益確認,且歸屬於本公司擁有人。

倘本集團失去附屬公司之控制權,出售之損益乃按下列兩者之差額計算:(i)已收代價之公平值與任何保留權益之公平值總額,與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股股東權益先前之賬面值。先前就該附屬公司於其他全面收入確認之金額按出售相關資產或負債所規定之相同方式入賬。

收購後,相當於目前於附屬公司擁有權之非控股股東權益之賬面值為該等權益於初始確認時之金額加上非控股股東權益應佔權益其後變動之部份。即使會導致非控股股東權益出現虧絀結餘,全面總收入乃歸屬於該等非控股股東權益。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) *Subsidiaries*

A subsidiary is an investee over which the Group is able to exercise control. The Group controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) *Foreign currency translation*

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 主要會計政策(續)

(b) 附屬公司

附屬公司是本集團能夠對其行使控制權之接受投資方。如果符合下列全部三個因素，則本集團控制接受投資方：可對接受投資方行使權力，承擔來自接受投資方之風險或有權獲得來自接受投資方之可變動回報，及能夠運用其權力來影響有關可變動回報。每當事實及情況顯示任何該等控制權因素可能出現變動時，則會重新評估是否擁有控制權。

於本公司之財務狀況表內，於附屬公司之投資按成本減去減值虧損(如有)列賬。本公司將附屬公司業績入賬時以已收和應收股息為基礎。

(c) 外幣換算

本財務報表乃以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

於綜合實體之個別財務報表中，外幣交易按照交易當日通行之匯率換算為個別實體之功能貨幣。於報告日期，以外幣計值之貨幣資產及負債按報告當日通行之匯率換算。因結算該等交易及於報告日期重新換算貨幣資產及負債而產生之匯兌收益及虧損均於損益中確認。按歷史成本以外幣計值的非貨幣項目並無重新換算。

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Foreign currency translation (Cont'd)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rate over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

(d) Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	over 50 years or the terms of the leases, whichever is shorter
Leasehold improvements	33%
Furniture, fixtures and equipment	5%–25%
Computer equipment	33%
Motor vehicles	20%–25%

4. 主要會計政策(續)

(c) 外幣換算(續)

於綜合財務報表中，海外業務所有原先以不同於本集團呈報貨幣呈列之個別財務報表，均已折算為港元。資產及負債均以報告日期之收市匯率換算為港元。收入與開支則按交易當日之匯率或報告期之平均匯率(倘匯率並無大幅波動)折算為港元。該程序產生之任何差額均已於其他全面收入中確認及於權益內之換算儲備中分開累計處理。

於海外業務出售時，該等匯兌差額乃重新由權益劃分為損益，作為銷售收益或虧損之一部份。

(d) 物業、廠房及設備

建於租賃土地上之持作自用樓宇，其公平值可於租賃開始時與租賃土地之公平值分開計量，其他物業、廠房及設備項目(在建工程除外)乃按成本減累計折舊及累計減值虧損列值。資產成本包括收購價及將資產帶至其運營狀況及地點作預定用途的任何直接應佔成本。

物業、廠房及設備乃按下列年利率，於估計可使用年期內以直線法計提折舊，以撇減其成本減去其剩餘價值：

樓宇	以五十年或租賃期(以較短者為準)計算
租賃物業裝修	33%
傢俬、裝置及設備	5%–25%
電腦設備	33%
汽車	20%–25%

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財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Property, plant and equipment (Cont'd)

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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 costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

(e) Goodwill

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

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

Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (note 4(n)).

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

4. 主要會計政策(續)

(d) 物業、廠房及設備(續)

於各報告日期會審閱資產之剩餘價值、減值方法及可使用年期，並於適當時進行調整。

報廢或出售產生之收益或虧損會按銷售所得款項與資產賬面值間之差額釐定，並於損益中確認。

僅當與該項目有關之未來經濟利益有可能流入本集團時，項目成本能可靠地計量方會將其後成本列入資產賬面值或確認為獨立資產(如適用)。所有其他成本(如維修及保養)會於產生之財政期間內於損益中扣除。

(e) 商譽

商譽初步以成本確認，指所轉讓之代價及確認為非控股股東權益之金額的總和超出所收購可識別資產、負債及或有負債公平值之差額。

倘可識別資產、負債及或有負債公平值超出已付代價之公平值，則有關差額於重估後於收購日期於損益中確認。

商譽乃按成本減去累計減值虧損後計量。商譽會分配至現金產生單位，並且每年接受減值檢測(附註4(n))。

其後出售附屬公司時，釐定出售之收益或虧損金額時應計入已資本化商譽之應佔金額。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

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

Trademark	15 years
Patents	7–15 years
Capitalised development costs	10 years
Licensing agreement	7 years

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

4. 主要會計政策(續)

(f) 無形資產(商譽除外)及研發活動

收購之無形資產初步按成本確認。初步確認後，有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列值。有限可使用年期之無形資產按直線法於其估計可使用年內攤銷。無形資產一旦可供使用即開始攤銷。有關無形資產適用以下可使用年期：

商標	15年
專利	7–15年
資本化之開發成本	10年
特許權協議	7年

內部開發產品的費用於可證明下列情況下予以資本化：

- 開發產品，以致其可供出售在技術上可行；
- 擁有可供完成開發之充足資源；
- 有完成及銷售該產品之意向；
- 本集團有能力銷售該產品；
- 銷售該產品將產生未來經濟利益；及
- 該項目開支能可靠計量。

資本化之開發成本乃於本集團預期將從銷售已開發產品獲利之期間攤銷。攤銷費用於損益中確認。

不符合上述標準之開發費用及內部項目在研究階段之費用乃於產生時於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(g) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

4. 主要會計政策(續)

(g) 租賃

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債,惟實體擁有會計政策選擇,可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本確認並將包括:(i)租賃負債的初步計量金額(見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃款項減任何已收取的租賃優惠;(iii)承租人產生的任何初步直接成本;及(iv)承租人根據租賃條款及條件規定的情況下拆除及移除相關資產時將產生的估計成本。本集團應用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權資產,並就租賃負債的任何重新計量作出調整。

本集團已根據租賃協議租賃多項物業,而本集團行使判斷並釐定其為持作自用之租賃土地及樓宇以外的獨立類別資產。因此,租賃協議項下物業產生的使用權資產按折舊成本列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(g) Leasing (Cont'd)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

4. 主要會計政策(續)

(g) 租賃(續)

租賃負債

租賃負債按於租賃開始日期未付之租賃付款之現值確認。租賃付款按租賃隱含利率(倘該利率可輕易釐定)貼現。倘該利率無法輕易釐定,本集團將採用本集團之增量借款利率。

下列於租賃期內就並非於租賃開始日期支付之相關資產使用權所作付款被視為租賃付款:(i)固定付款減任何應收租賃優惠;(ii)初步按於開始日期之指數或利率計量之可變租賃付款(其取決於指數或利率);(iii)承租人根據剩餘價值擔保預期應支付之款項;(iv)倘承租人合理確定行使購買選擇權,該選擇權之行使價及(v)於承租人行使終止租賃之選擇權之租賃期內支付之終止租賃罰款。

於開始日期後,本集團將透過下列方式計量租賃負債:(i)增加賬面值以反映租賃負債之利息;(ii)減少賬面值以反映作出之租賃付款;及(iii)重新計量賬面值以反映任何重估或租賃修改,如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產之評估變動。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial Instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as following measurement category:

Financial assets at amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 主要會計政策(續)

(h) 金融工具

(i) 金融資產

金融資產(除非其為並無重大融資部分的貿易應收款項)初步按公平值計量加上(就並非按公平值於損益列賬(「按公平值於損益列賬」)的項目而言)與其收購或發行直接相關的交易成本。並無重大融資部分的貿易應收款項初步按交易價格計量。

所有常規買賣的金融資產乃於交易日(即本集團承諾購買或出售該資產之日)確認。常規買賣乃指按市場規定或慣例普遍確立的期間內交收資產的金融資產買賣。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

債務工具

其後計量債務工具視乎本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為以下計算分類：

按攤銷成本計的金融資產：持作收取合約現金流量的資產按攤銷成本計量，其中有關現金流量純粹指本金及利息付款。按攤銷成本入賬的金融資產其後使用實際利息法計量。利息收入、外匯收益及虧損以及減值於損益確認。終止確認的任何收益乃於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial Instruments (Cont'd)

(i) Financial assets (Cont'd)

Debt instruments (Cont'd)

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 主要會計政策(續)

(h) 金融工具(續)

(i) 金融資產(續)

債務工具(續)

按公平值於其他全面收入列賬(「按公平值於其他全面收入列賬」): 倘持有資產目的為收取合約現金流量及銷售金融資產, 且資產的現金流量純粹為本金及利息付款, 則按公平值於其他全面收入列賬計量。按公平值於其他全面收入列賬的債務投資其後按公平值計量。採用實際利息法計算的利息收入、匯兌收益及虧損以及減值於損益確認。其他收益及虧損淨額於其他全面收入確認。於其他全面收入累計的收入及虧損在終止確認時重新分類至損益。

按公平值於損益列賬: 按公平值於損益列賬之金融資產包括持作買賣的金融資產、於初步確認時指定按公平值於損益列賬之金融資產或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產, 則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣, 除非彼等被指定為有效對沖工具則除外。現金流量並非純粹本息付款的金融資產, 不論其業務模式如何, 均按公平值於損益列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值於其他全面收入列賬分類, 但於初步確認時, 倘能夠消除或顯著減少會計錯配, 則債務工具可指定為按公平值於損益列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial Instruments (Cont'd)

(i) Financial assets (Cont'd)

Equity instruments

On initial recognition of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables and other financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

4. 主要會計政策(續)

(h) 金融工具(續)

(i) 金融資產(續)

股本工具

於初次確認的股本投資並非為持作買賣，亦非香港財務報告準則第3號所適用之業務合併收購方確認的或然代價，本集團可不可撤回地選擇於其他全面收入中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。按公平值於其他全面收入列賬的股本投資按公平值計量，股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收入確認且不會重新分類至損益。所有其他股本工具乃分類為按公平值於損益列賬，而公平值、股息及利息收入的變動乃於損益確認。

(ii) 金融資產減值虧損

本集團就按攤銷成本計量的貿易應收款項及其他金融資產確認預期信貸虧損(「預期信貸虧損」)。預期信貸虧損乃按以下任一基準計量：(1)12個月預期信貸虧損：指報告日期後12個月內發生可能違約事件而產生的預期信貸虧損；及(2)全期預期信貸虧損：指金融工具預期年期內發生所有可能違約事件而產生的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額計量。其後差額按資產原實際利率的相若金額貼現。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial Instruments (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12 months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is aged more than 90 days.

The Group considers a financial asset to be credit-impaired or default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is aged more than 90 days.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

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 Company.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產減值虧損(續)

本集團已選擇使用香港財務報告準則第9號簡化法計量貿易應收款項及合約資產的虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立基於本集團過往信貸虧損經驗的撥備矩陣，並按有關債務人的特定前瞻性因素及經濟環境調整。

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損釐定。倘自發生以來信貸風險顯著增加，則撥備將以全期預期信貸虧損為基準。

於釐定金融資產信貸風險是否自初步確認以來大幅增加及估計預期信貸虧損時，本集團在避免不當成本或努力的前提下考慮相關可得的合理可靠資料，包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料分析，以及前瞻性資料。

本集團假設，倘一項金融資產賬齡逾期超過90日，則其信貸風險會大幅增加。

本集團於下列情況下將金融資產視為信用減值或違約：(1) 借款人不可能在本集團對如變現抵押(如持有)等行為無追索權的情況下向本集團悉數支付其信貸義務；或(2) 該金融資產賬齡逾期超過90日。

信用減值金融資產的利息收入乃按金融資產的攤銷成本(即賬面總額減虧損撥備)計算。非信用減值金融資產的利息收入乃按賬面總額計算。

若無合理預期的回收時，金融資產會予以撇銷，例如債務人未能與本公司訂立還款計劃。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) *Financial Instruments (Cont'd)*

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings and liability element of convertible bonds issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Convertible bonds issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible and the fair value assigned to the liability component, representing the conversion option for the holder to convert the convertible bonds into equity, is included in equity (convertible bonds equity reserve).

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 金融負債

本集團視乎負債產生之目的，將其金融負債分類。按攤銷成本入賬之金融負債初步按公平值扣除直接應佔所產生之成本計量。

按攤銷成本入賬之金融負債

按攤銷成本入賬之金融負債(包括貿易及其他應付款項、隨後按攤銷成本計量之借款及本集團所發行之可換股債券的負債因素)，採用實際利息法計量。相關利息開支於損益中確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損於損益中確認。

本集團發行之可換股債券(包括負債及換股期權部分)乃於初步確認時分開歸類於各自之項目。倘換股期權將由固定金額之現金或其他財務資產兌換為本公司本身固定數目之權益工具結算，則歸類為權益工具。

於初步確認時，負債部分之公平值乃按同類不可換股債項之現行市場利率釐定。發行可換股所得款項與撥入負債部分之公平值(即供持有人將貸款債券兌換成股本之換股期權)之差額乃列入權益內(可換股債券權益儲備)。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) *Financial Instruments (Cont'd)*

(iii) **Financial liabilities (Cont'd)**

Financial liabilities at amortised cost (Cont'd)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares, will remain in convertible bonds equity reserve until the option is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share capital and share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible bonds equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option. Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity.

Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 金融負債(續)

按攤銷成本入賬之金融負債 (續)

在其後期間內，可換股債券之負債部分乃以實際利率法按已攤銷成本列賬。權益部分(即將負債部分兌換為普通股之期權)將存留於可換股債券權益儲備內，直至期權獲行使(在此情況下，可換股債券權益儲備內之結餘將轉撥至股本及股份溢價)。倘期權於屆滿日期仍未獲行使，可換股債券權益儲備內之結餘將轉撥至保留收益。期權之兌換或屆滿均不會確認任何收益或虧損。與發行可換股債券有關之交易成本乃按所得款項之分配比例，分配至負債及權益部分。與權益部分有關之交易成本直接於權益支銷。

與負債部分有關之交易成本則列入負債部分之賬面值內，並於可換股債券有效期內按實際利率法攤銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial Instruments (Cont'd)

(iv) Effective interest method

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

(v) Equity instruments

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in note 4(i)(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

4. 主要會計政策(續)

(h) 金融工具(續)

(iv) 實際利息法

實際利息法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃透過金融資產或負債之預期年期或(如適用)較短期間準確貼現估計未來現金收款或付款之利率。

(v) 股本工具

普通股被分類為權益。股本乃採用已發行股份的面值釐定。

任何發行股份相關交易成本自股份溢價賬扣除(扣除任何相關所得稅收益)，以其屬直接歸屬股權交易的增加成本為限。

(vi) 財務擔保合約

財務擔保合約乃規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具原始或經修訂條款於到期時付款而蒙受損失的合約。由本集團發行並非指定為按公平值於損益列賬的財務擔保合約初步按公平值減發行財務擔保合約的直接應佔交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保合約：(i)虧損撥備金額，即根據附註4(i)(ii)所載會計政策的原則計量的預期信貸虧損撥備；及(ii)初步確認金額減(如適當)根據香港財務報告準則第15號原則確認的累計攤銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) *Financial Instruments (Cont'd)*

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(i) *Inventories*

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average method. In the case of work in progress and finished goods, cost also comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

4. 主要會計政策(續)

(h) 金融工具(續)

(vii) 終止確認

當與金融資產相關之未來現金流量合約權利屆滿，或當金融資產已按照符合香港財務報告準則第9號終止確認之條件轉讓，則本集團終止確認該項金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，即終止確認金融負債。

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債(或當中部分)的賬面值與所付代價間的差額乃於年內在損益內確認。

(i) 存貨

存貨按成本及可變現淨值兩者之較低者列賬。成本按加權平均法釐定。在製品及製成品之成本亦包括直接材料、直接勞工及按適當比例計算之生產成本。可變現淨值乃按照日常業務過程中之估計售價減估計完成成本及適當銷售開支計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, time deposits with banks within original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(k) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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 control of the goods or services transfers over time, revenue is recognised over the period of the contract 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 goods or service.

4. 主要會計政策(續)

(j) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金，以及原到期日為三個月或以下可隨時轉換為已知數額現金且價值變動風險較少之銀行定期存款。

(k) 收益確認

客戶合約收益於貨品或服務控制權轉讓至客戶時按反映本集團預期交換該等貨品或服務所得代價金額確認，代表第三方所收取的金額除外。收益不包括增值稅或其他銷售稅，且為扣除任何交易折扣後所得。

視乎合約條款及適用於該合約之法律規定，承諾貨品或服務之控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，承諾商品或服務之控制權乃經過一段時間轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 隨著本集團履約而創建並提升客戶所控制之資產；或
- 並無創建對本集團而言有其他用途之資產，而本集團具有可強制執行權利收回迄今已完成履約部分之款項。

倘貨品或服務之控制權經過一段時間轉移，收益乃參考已完成履約責任之進度而在合約期間內確認。否則，收益於客戶獲得貨品或服務之控制權之時間點確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(k) Revenue recognition (Cont'd)

Sales of goods are recognised at a point in time when the goods are transferred and the customer has received the goods, since only by the time the Group has a present right to payment for the goods delivered. For the provision of service, revenue is recognised over time as the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

In determining the transaction price, the Group measured at the fair value of the consideration received or receivable. There is no right of return, volume rebate and warranty arrangement for the sales of goods and provision for services.

There is no significant financing components for the contracts and the consideration is not variable.

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

4. 主要會計政策(續)

(k) 收益確認(續)

貨品銷售產生的收益於貨品轉讓及客戶收到貨品的時間點予以確認，原因為只有在那個時候本集團方有權就所交付貨品獲得付款。提供服務時，收益乃按時間段確認，原因是客戶乃於實體履約的同時獲取及消耗該實體所提供的利益。

於釐定交易價時，本集團計量已收取或應收取的代價公平值。貨品銷售及提供服務並無設立退貨權、量大折扣及擔保安排。

合約並無重大融資組成部分且代價不可變。

利息收入乃按時間基準，並參照未償還本金及按所適用之實際利率應計入賬，而該利率為可將金融資產於預期年期內預計未來現金收入精確折現至該資產於初次確認時之賬面淨值之比率。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(i) *Contract assets and liabilities*

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

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

Contract asset is recognised when the Group completes the delivery under such sales contracts but yet certified by customers. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

4. 主要會計政策(續)

(i) 合約資產及負債

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或到期收取的代價)，而須向客戶轉讓服務的責任。

合約資產於本集團根據該等銷售合約完成交付但尚未由客戶認證時確認。先前確認為合約資產的任何金額在向客戶出具發票時重新分類為貿易應收款項。如有關代價(包括向客戶收取的預付款項)超出產量法確認的收益，則本集團會就有關差額確認合約負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Government grants

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

(n) Impairment of non-financial assets

Goodwill arising on an acquisition of subsidiaries, other intangible assets, property, plant and equipment, right of use assets, land use rights and interests in subsidiaries are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. 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 assessment of time value of money and the risk specific to the asset.

4. 主要會計政策(續)

(m) 政府補助

當能夠合理地保證本集團會符合所有附帶條件以及補貼將可收取時，政府補助按其公平值確認。與成本有關之政府補助會遞延及按擬補償之成本配合所需期間在損益中確認。與購置物業、廠房及設備有關之政府補助列作遞延政府補助計入非流動負債，並按有關資產之預期可使用年期以直線法於損益中確認。

(n) 非金融資產減值

收購附屬公司所產生之商譽、其他無形資產、物業、廠房及設備、使用權資產、土地使用權及於附屬公司之權益須進行減值檢測。

不論是否出現任何減值跡象，商譽須至少每年進行一次減值檢測。所有其他資產則在出現未必能收回有關資產賬面值之跡象時進行減值檢測。

減值虧損按資產之賬面值超出其可收回金額之差額，即時確認為開支。可收回金額為公平值減銷售成本與使用價值兩者中之較高者。

評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢之時間價值及有關資產特有風險之評估。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Impairment of non-financial assets (Cont'd)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods including impairment losses recognised in an interim period. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

4. 主要會計政策(續)

(n) 非金融資產減值(續)

就評估減值而言，倘資產產生之現金流入大致上並不獨立於其他資產，可收回金額則按可獨立產生現金流入之最少資產組合(即現金產生單位)釐定。因此，部份資產個別進行減值檢測，另有部份按現金產生單位檢測。商譽分配至該等預期可受惠於相關業務合併協同效應之現金產生單位，即本集團內就內部管理目的而監控商譽之最小單位。

就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值(如可釐定)外，任何剩餘減值虧損將按比例自該現金產生單位之其他資產扣除。

商譽減值虧損(包括中期確認之減值虧損)不會於其後期間撥回。就其他資產而言，倘用於釐定資產可收回款額之估計出現有利變動時，則撥回減值虧損，惟以資產賬面值不得高於倘並無確認減值虧損則原應釐定之賬面值(扣除折舊或攤銷)為限。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(o) *Employee benefits*

(i) **Retirement benefits**

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer's contributions vest fully with the employees when contributed into the MPF Scheme.

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

(ii) **Short-term employee benefits**

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

4. 主要會計政策(續)

(o) **僱員福利**

(i) **退休福利**

本集團遵照強制性公積金計劃條例設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)，對象為合資格參與強積金計劃之僱員。供款按僱員基本薪金之百分比作出，並於按照強積金計劃之規則應付時於損益中扣除。強積金計劃之資產與本集團之資產分開，並由獨立管理基金持有。本集團為強積金計劃作出之僱主供款在作出時全數歸僱員所有。

本集團於中國大陸營運之附屬公司所聘僱員，須參與由地方市政府籌辦之中央退休金計劃。該等附屬公司須撥備薪金成本之某一百分比作為中央退休金計劃供款。有關供款根據中央退休金計劃之規定於應支付時於損益中扣除。

(ii) **短期僱員福利**

僱員有權享有年假，且於僱員支取年假時確認入賬。本集團已為截至報告日期止因僱員提供服務而享有之年假之估計負債作出撥備。

非累計賠償缺席(如病假及產假)於僱員支取有關假期時確認入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in share-based payment reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

All employee services received in exchange for the grant of any share-based compensation are measured at fair values. These are indirectly determined by reference to the equity instruments awarded. The value is appraised at the grant date and excludes the impact of any nonmarket vesting conditions.

All share-based compensation is recognised as an expense in profit or loss with a corresponding credit to share-based payment reserve, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

Where the terms and conditions of options are modified before they vest, the increase in fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

4. 主要會計政策(續)

(p) 以股份為基礎之付款

凡向僱員及提供類似服務之其他人士授出購股權，購股權於授出當日之公平值於歸屬期間在損益內確認，並於權益內之以股份為基礎之付款儲備中作相應增加。非市場歸屬條件會一併考慮，方法為調整於各報告期末預期歸屬之權益工具數目，使於歸屬期間確認之累積數額，最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平值計算因素之一。只要符合所有其他歸屬條件，不論是否符合市場歸屬條件，均會作出扣除。累積開支不會因市場歸屬條件未能達成而調整。

以提供任何以股份為基礎之補償而換取之所有僱員服務按公平值計量。此乃參考所授出之權益工具而間接釐定。價值乃於授出日期評估，且並不包括任何非市場歸屬條件之影響。

所有以股份為基礎之補償均於損益確認為開支，並在除去遞延稅項(倘適用)後相應增加以股份為基礎之付款儲備。倘歸屬期或其他歸屬條件適用，則開支會於歸屬期內按照對預期歸屬之購股權數目作出之最佳可得估計確認。非市場歸屬條件包括在預期可行使之購股權數目之假設內。倘有任何跡象顯示預期歸屬之購股權數目與過往之估計不同，則會於其後修訂估計。倘最終行使之購股權較原先歸屬者少，則毋須對過往期間已確認之開支進行調整。

若購股權歸屬前其條款及條件被修改，緊接修改前後計量之購股權公平值增加亦會於餘下歸屬期在損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Share-based payments (Cont'd)

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

At the time when the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the vested share options are lapsed, forfeited or still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated losses.

(q) Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualified asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

4. 主要會計政策(續)

(p) 以股份為基礎之付款(續)

凡權益工具授予僱員及其他提供相似服務之人士以外之人士，所收取貨品或服務之公平值於損益確認，除非貨品或服務合資格確認為資產則作別論。權益亦會確認相應增加。至於以現金結算之股份為基礎之付款，負債乃按所收取貨品或服務之公平值確認。

行使購股權時，過往於以股份為基礎之付款儲備確認之金額將轉撥至股份溢價。倘已歸屬之購股權失效、被沒收或於到期時尚未行使，則過往於以股份為基礎之付款儲備確認之金額將轉撥至累計虧損。

(q) 借款成本

借款成本就收購、建造或生產任何合資格資產所產生之借款成本，於完成及準備資產作擬定用途的期間內撥充資本。合資格資產是指必須要一段長時間方可達致擬定用途或出售的資產。其他借款成本於產生時支銷。

在產生資產開支、借款成本及使資產投入擬定用途或銷售所必須的準備工作進行期間，借款成本乃撥充資本，作為合資格資產成本的一部份。在使合資格資產投入擬定用途或銷售所必須的絕大部份準備工作完成時，借款成本便會停止資本化。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(r) Accounting for income taxes

Income tax comprises current tax and deferred tax.

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

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

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

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

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

4. 主要會計政策(續)

(r) 所得稅之會計方法

所得稅包括當期稅項及遞延稅項。

當期所得稅資產及／或負債包括本報告期或以往報告期(且於報告日期尚未支付)，向稅務當局繳納稅金之責任或來自稅務當局之索償，其乃根據年內應課稅溢利，按有關財政期間之適用稅率及稅法計算。當期稅項資產或負債之一切變動均於損益中確認為稅項開支之一部份。

遞延稅項乃按於資產及負債於報告日期於財務報表之賬面值與其各自之稅基之暫時差異以負債法計算。遞延稅項負債一般就所有應課稅暫時差異確認。倘可能出現應課稅溢利(包括現有應課稅暫時差異)以動用可扣減暫時差異、未動用稅項虧損及未動用稅務抵免，則就所有可扣減暫時差異、可結轉之稅項虧損以及其他未動用稅務抵免確認遞延稅項資產。

倘因商譽或初步確認(業務合併除外)某交易之資產及負債產生之暫時差異對應課稅及會計損益均無影響，則不確認遞延稅項資產及負債。

於附屬公司之投資產生之應課稅暫時差異會確認遞延稅項負債，惟倘本集團可控制暫時差異之撥回及暫時差異將不會於可見將來撥回則作別論。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算(不作貼現)，惟有關稅率必須為於報告日期已實施或大致上實施之稅率。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(r) Accounting for income taxes (Cont'd)

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

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

- (a) The Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if:

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

4. 主要會計政策(續)

(r) 所得稅之會計方法(續)

遞延稅項資產或負債變動乃於損益中獲確認，而倘與其他全面收入或直接扣除自或直接計入權益之項目有關，則於其他全面收入或直接於權益中確認。

當期稅項資產與當期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時變現資產及結清負債。

本集團只會以下列情況下以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將當期稅項資產與當期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算當期稅項負債與資產或同時變現資產及結清負債的不同應課稅實體。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) *Segment reporting*

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors, being the chief operating decision makers of the Group, for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified the following continuing operations and reportable segments:

- (i) Cell and products and services – production and sales of cell products and services;
- (ii) Cosmetic products and services – production and sales of cosmetic products and services; and
- (iii) Healthcare products and services – production and sales of healthcare products and services.

4. 主要會計政策(續)

(s) 分部報告

根據向執行董事(即本集團首席經營決策者)呈報以供彼等決定本集團各業務成分的資源分配及評核該等成分表現的定期內部財務資料,本集團確認經營分部及編製分部資料。向執行董事呈報的內部財務資料內的業務成分乃依據本集團主要產品及服務種類確定。

本集團已識別下列持續經營業務及可呈報分部:

- (i) 細胞產品及服務—細胞產品和服務的生產和銷售;
- (ii) 化妝品及服務—化妝產品及服務的生產及銷售;及
- (iii) 大健康產品及服務—大健康產品和服務的生產和銷售。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Segment reporting (Cont'd)

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

- fair value changes on contingent consideration receivables
- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

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

Segment assets include all assets except FVOCI, FVTPL and corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

4. 主要會計政策(續)

(s) 分部報告(續)

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者除外：

- 應收或然代價公平值變動
- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分部之業務活動的企業收入及開支

於計算經營分部的經營業績時並不包括在內。

除未直接歸屬於任何經營分部之業務活動之按公平值於其他全面收入列賬、按公平值於損益列賬及企業資產並不歸類於某一分部(即其主要為本集團總部所用)外，分部資產包括所有資產。

分部負債不包括未直接歸屬於任何經營分部之業務活動且並不歸類於某一分部之企業負債。該等分部負債包括遞延稅項負債及因融資(而非營運目的)而產生之負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) 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 the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of 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 Group or to the Group's parent.

4. 主要會計政策(續)

(t) 關連人士

- (a) 倘屬以下人士，即該人士或該人士之近親家族成員與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
 - (vi) 實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
 - (viii) 向本集團或向本集團母公司提供主要管理層人員服務的實體或集團任何成員公司。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) *Related parties (Cont'd)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(u) *Provision and contingent liabilities*

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

4. 主要會計政策(續)

(t) *關連人士(續)*

有關人士之近親家族成員為預期於買賣實體時將影響該人士或受該人士影響之該等家族成員，包括：

- (i) 該人士之子女及配偶或家庭伴侶；
- (ii) 該人士配偶或家庭伴侶之子女；及
- (iii) 該人士或其配偶或家庭伴侶之受養人。

(u) *撥備及或有負債*

當本集團因過往事項須承擔法律或推定責任，而該責任可能導致可靠估計的經濟利益流出時，該等未確定時間或金額之負債則確認為撥備。

當不大可能有經濟利益流出，或未能可靠地估計該金額，則該責任披露為或有負債，除非經濟利益流出之可能性極微則作別論。可能須承擔的責任，(其存在僅由一項或多項未來事項是否發生而確定)亦會披露為或有負債，除非經濟利益流出之可能性極微則作別論。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgements 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:

(i) *Going concern basis*

These financial statements have been prepared on a going concern basis, the validity of which is dependent upon the successful outcomes of the Group as set forth in note 3(b) to the consolidated financial statements to (i) attain profitable and positive cash flows from operations; (ii) extend the repayment terms of the Group's indebtedness; and (iii) complete debt or capital financing, at a level sufficient to finance the working capital requirements and financial obligations of the Group. Details are explained in note 3(b) to the consolidated financial statements.

(ii) *Provision for expected credit losses of trade and other receivables*

The Group uses a provision of matrix to calculate ECLs for trade receivables. The provision rates are based on ageing analysis for groupings of various debtors that have similar loss patterns. The provision matrix is based on management's estimate of the lifetime ECLs to be incurred, which is estimated by taking into account the credit loss experience, ageing of trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

5. 關鍵會計估計及判斷

本集團根據過往經驗及其他因素，包括對當前情況相信屬合理的未來事件的預期，持續就估計及判斷進行評估。

本集團就未來作出估計及判斷。所達致的會計估計（按照定義）甚少與有關實際結果一致。具有可引致於下個財政年度對資產及負債賬面值作出重大調整的重大風險的估計及假設論述如下：

(i) *持續經營基準*

該等財務報表乃按持續經營基準編製，其有效性視乎本集團成功達到綜合財務報表附註3(b)所載的(i)經營業務的盈利能力及正現金流量；及(ii)延長本集團債務的還款期；及(iii)完成債務或資本融資，水平為足以為本集團營運資金規定及財務責任撥資。詳情載於綜合財務報表附註3(b)。

(ii) *貿易及其他應收款項的預期信貸虧損撥備*

本集團應用撥備矩陣為貿易應收款項計算預期信貸虧損。計算撥備率基準為具有相同虧損模式的各類債項分組進行的賬齡分析。撥備矩陣乃根據管理層對產生全期預期信貸虧損作出的估計，估計時考慮信貸虧損記錄、貿易應收款項賬齡、客戶償還記錄及客戶財務狀況以及現行及預期整體經濟狀況的評估，而此各項估計需要管理層作出重大判斷。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(ii) Provision for expected credit losses of trade and other receivables (Cont'd)

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. The information about the ECLs and the Group's trade receivables are disclosed in note 42. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated. The Group's management determines the impairment of trade and other receivables on a regular basis. This estimate is based on the credit history of its customers or debtors and current market conditions. Management reassesses the impairment of trade and other receivables at the reporting date.

For other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtors, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

As at 31 December 2020, the carrying amounts of the Group's trade and other receivables were HK\$80,000 and HK\$137,391,000 (2019: HK\$4,012,000 and HK\$14,514,000) net of allowance for ECLs of HK\$74,106,000 and HK\$56,791,000 (2019: HK\$138,062,000 and HK\$20,029,000) respectively.

5. 關鍵會計估計及判斷(續)

(ii) 貿易及其他應收款項的預期信貸虧損撥備(續)

預期信貸虧損的撥備易受環境變動及預期整體經濟狀況的影響。有關預期信貸虧損及本集團貿易應收款項的資料於附註42披露。若客戶財務狀況或預期經濟狀況惡化，實際虧損撥備可能高於估計。本集團的管理層定期釐定貿易及其他應收款項的減值。此估計乃基於其客戶或債務人的信貸記錄及現行市況進行。管理層於報告日期重新評估貿易及其他應收款項的減值。

就其他應收款項涉及屬長期逾期未付且金額重大、已知無力償債或對追討款項活動未予回應的賬目而言，彼等乃逐個評估減值撥備。本集團透過評估債務人的信貸風險特點、貼現率及收回可能性並考慮當前經濟狀況後確認預期信貸虧損撥備。

於二零二零年十二月三十一日，本集團的貿易及其他應收款項的賬面值分別為80,000港元及137,391,000港元(二零一九年：4,012,000港元及14,514,000港元)，已扣除預期信貸虧損撥備分別74,106,000港元及56,791,000港元(二零一九年：138,062,000港元及20,029,000港元)。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

- (iii) *Estimated impairment of other intangible assets, right-of-use assets and property, plant and equipment related to cash-generating units*

The carrying values of other intangible assets, right-of-use assets and property, plant and equipment are reviewed for impairment when there are any indications that the carrying value of other intangible assets, right-of-use assets and property, plant and equipment may not be recoverable. The recoverable amounts of cash-generating units have been determined based on value-in-use/fair value less costs of disposal calculations. These calculations require the use of estimates about future cash flows and discount rates.

In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. The assumptions about future revenues are mainly based on the actual financial performance of the Group's revenue from respective cash generating unit for the year, the current market demand of the products in the PRC, the current supply of the similar products in the market, the estimated utilisation of the Group's production capacity and the management's current assessment of the economic outlook. The unit selling price is assumed to remain constant throughout the forecasted period. The assumptions about future profits are mainly based on the available market data of the profit margin ratio of companies engaged in respective cash generating unit in the PRC and global market. As these assumptions relate to future events and circumstances, the actual results may vary and may cause a material adjustment to the carrying amount of goodwill, other intangible assets, right-of-use assets and property, plant and equipment within the next financial year.

5. 關鍵會計估計及判斷(續)

- (iii) *有關現金產生單位其他無形資產、使用權資產以及物業、廠房及設備之估計減值*

其他無形資產、使用權資產以及物業、廠房及設備之賬面值乃於存在跡象表明其他無形資產、使用權資產以及物業、廠房及設備之賬面值可能無法收回時進行減值評核。現金產生單位的可收回數額已按使用價值／公平值減銷售成本釐定。該等計算法需就未來現金流及折現率作出估計。

於估計預期未來現金流的過程中，管理層就未來收益及溢利作出假設。有關未來收益的假設乃主要基於本集團年內來自相關現金產生單位的收益的實際財務表現、產品於中國的目前市場需求、於市場類似產品的目前供應、估計利用本集團的生產能力及管理層對目前經濟前景的評估。假設單位售價於整個預測期間維持不變。有關未來溢利的假設乃主要基於在中國及全球市場涉及相關現金產生單位的市盈率的可用市場數據。由於該等假設乃關乎未來事件及情況，實際結果可能有所偏差，並可能導致於下一財政年度對商譽、其他無形資產、使用權資產以及物業、廠房及設備賬面值作出重大調整。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(iii) *Estimated impairment of other intangible assets, right-of-use assets and property, plant and equipment related to cash-generating units (Cont'd)*

Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. The management has taken consideration of risk-free rate (reference to the yield of the long term bond issued in the PRC), the cost of equity and debt of the companies in respective industry and other possible risk factors such as the market capitalisation of the Group in estimating the discount rate. Details of the estimates of the recoverable amounts of cash generating units are disclosed in note 18.

(iv) *Fair value measurement*

A number of financial assets included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

5. 關鍵會計估計及判斷(續)

(iii) *有關現金產生單位其他無形資產、使用權資產以及物業、廠房及設備之估計減值(續)*

釐定適當折現率涉及對市場風險及資產特定風險因素之適當調整作出估計。管理層已考慮無風險率(參考中國已發行長期債券的收益率)、於相關行業的公司之股本及債務成本及其他可能風險因素,例如本集團於估計折現率時的市場資本。現金產生單位的可收回金額的估計詳情乃於附註18披露。

(iv) *公平值計量*

本集團財務報表中包含多項須按公平值計量及/或披露的金融資產。

本集團金融及非金融資產及負債的公平值計量盡量利用市場可觀察的輸入值及數據。於釐定公平值計量時使用之輸入值,乃根據所利用估值技術中使用的輸入值之可觀察程度而分類為不同級別(「公平值層級」):

- 第一級: 相同項目於活躍市場之報價(未經調整);
- 第二級: 除第一級輸入值外之可直接或間接觀察之輸入值;
- 第三級: 無法觀察之輸入值(即並非源自市場之數據)。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(iv) Fair value measurement (Cont'd)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the financial instruments (note 21 and 24) at fair value. For more detailed information in relation to the fair value of measurement of the items above, please refer to the applicable notes.

(v) Principal versus agent consideration (principal)

The Group engages in healthcare products and services during the year. The Group concluded that the Group acts as the principal for such transactions as it controls the specified products and services before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the products and services. When the Group satisfies the performance obligation, the Group recognises such revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

During the year ended 31 December 2020, the Group recognised revenue relating to healthcare products and services amounted to HK\$182,136,000, which was substantially generated through the platform of Changzhou XingKong Medical Clinic Co., Ltd, which Mr. Wang Chuang acted as the previous chief executive officer of that company.

5. 關鍵會計估計及判斷(續)

(iv) 公平值計量(續)

分類為上述等級的項目乃基於所使用對該項目公平值計量產生重大影響之最低等級輸入值確定。等級之間項目轉撥於其產生期間確認。

本集團按公平值計量金融工具(附註21及24)。有關上述項目的公平值計量的更多詳情請參閱適用附註。

(v) 委托人與代理商代價(委托人)

本集團於年內從事大健康產品和服務。本集團總結認為，本集團擔任該等交易的委托人，因為其在向客戶轉移前控制了指定的產品及服務，其中已考慮本集團主要負責履行提供產品及服務的承諾等指標。當本集團履行履約責任時，本集團確認相關收入，金額為本集團預期有權獲得合約所指定的代價總額。

於截至二零二零年十二月三十一日止年度，本集團確認的大健康產品和服務相關收入為182,136,000港元，大部分由常州市星空醫療美容門診有限公司的平台產生，而王闖先生曾擔任該公司的首席營運官。

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6. REVENUE AND OTHER INCOME, GAIN AND LOSS 6. 收益及其他收入、收益及虧損

The Group's turnover represents revenue from its principal activities, measured at the net invoiced value of goods sold or service provided during the years presented.

本集團之營業額指於呈報年度內來自其主要活動，按已售貨品或已提供服務發票淨值計算之收益。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Contracts with customers within the scope of HKFRS 15:			
屬於香港財務報告準則第15號範圍內的客戶合約：			
Continuing operations			
持續經營業務			
Sales of goods (point in time)	出售貨品(時間點)	1,528	6,852
Services income (over time)	服務收入(時間段)	183,811	12,513
		185,339	19,365
Discontinued operations			
已終止經營業務			
Sales of goods (point in time)	出售貨品(時間點)	-	-
Services income (over time)	服務收入(時間段)	23,720	28,606
		23,720	28,606
		209,059	47,971

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6. REVENUE AND OTHER INCOME, GAIN AND LOSS (CONT'D)

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for services that had an original expected duration of one year or less.

Other income, gain and loss recognised from continuing operations during the year is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Bank interest income	銀行利息收入	23	2
Gain on disposal of subsidiaries	出售附屬公司之收益	-	8,676
Government grant income (note)	政府補助收入(附註)	4,373	7,193
COVID-19-related rent concessions from lessors	出租人提供的本COVID-19相關租金優惠	4,424	-
Others	其他	7,212	-
		16,032	15,871

Note: These government grant income refers to the government subsidy received by the PRC subsidiaries for the research and development project or upon satisfaction of specific conditions. They were received and complied with all attached conditions and therefore recognised in profit or loss during the year.

6. 收益及其他收入、收益及虧損(續)

本集團已應用香港財務報告準則第15號第121段中的可行權宜方法於其銷售合約上，因此上述資料並不包括本集團於完成原先預期年期為一年或以下之服務合約項下，其餘履約責任時有權獲得之收益的資料。

本年度內持續經營業務之已確認其他收入、收益及虧損如下：

附註：該等政府補助收入指中國附屬公司為研發項目或在滿足一定條件下收取的政府補貼。該等政府補貼已予收取並符合所有附帶條件，因此於年內在損益中確認。

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7. SEGMENT INFORMATION

The executive directors, being the chief operating decision maker (the “CODM”) of the Company have identified the Group’s three business lines as operating segments as further described in note 4(s). The operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results. Revenue is disaggregated by major products (recognised at a point in time) and services (recognised over time).

During the year, the Group disposed of its Dermatology and others, Ophthalmology products, and Stomatology products and others business (the “Discontinued operations”) in which was included in Dermatology, cosmetic products and others, Cell, healthcare products and services, and Stomatology products segments for the year ended 31 December 2019. Since the Discontinued operations represented a major line of Dermatology, cosmetic products and others, Cell, healthcare products and services, and Stomatology products segment of the Group, and regarded as a discontinued operation in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Accordingly, the related financial information of the Discontinued operations was not included in the operating segment information from the continuing operations and the comparative information was also reclassified to conform with the current year’s presentation. Further details of the discontinued operation are set out in note 8.

The accounting policies of the operating segments are the same as those described in Note 4 to the consolidated financial statements. There was no inter-segment sale or transfer during the year ended 31 December 2020 (2019: Nil). Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments’ results that is used by the CODM for assessment of segment performance. Segment assets do not include financial assets at FVPTL, deposit for acquisition for subsidiaries, financial assets at FVTOCI, cash and bank and other unallocation head office and corporate assets. Segment liabilities do not include shareholder’s loan, deferred taxation, other borrowings, lease liabilities and other unallocated head office and corporate liabilities.

7. 分部資料

本公司執行董事(即首席經營決策者(「首席經營決策者」))已確認本集團三條業務線為經營分部(詳情載於附註4(s))。根據經調整分部經營業績就該等經營分部實施監控及作出策略決策。收益按主要產品(於時間點確認)及服務(隨時間確認)分類。

於本年度，本集團出售皮膚及其他、眼科產品及口腔產品及其他業務(「已終止經營業務」)，其於截至二零一九年十二月三十一日止年度計入皮膚、化妝品及其他、細胞、大健康產品及服務及口腔科產品分部。由於已終止經營業務為本集團皮膚、化妝品及其他、細胞、大健康產品及服務及口腔科產品分部的主要分支，並根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務視為已終止經營業務，故此，已終止經營業務的有關財務資料並無計入持續經營業務的分部資料及可比較資料亦已重新分類以切合本年度的呈列。已終止經營業務的更多詳情載於附註8。

經營分部的會計政策與綜合財務報表附註4所述者相同。截至二零二零年十二月三十一日止年度，本公司並無分部間的銷售或轉讓(二零一九年：無)。由於主要收益及開支並未計入首席經營決策者評估分部表現時使用之分部溢利計量內，故並無分配至各經營分部。分部資產不包括按公平值於損益列賬的金融資產、收購附屬公司的按金，按公平值於其他全面收入列賬的金融資產、現金及銀行結餘，以及其他未分配的總辦事處和企業資產。分部負債不包括股東貸款、遞延稅款、其他借款、租賃負債及其他未分配的總辦事處和企業負債。

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7. SEGMENT INFORMATION (CONT'D)

7. 分部資料(續)

		Continuing operations 持續經營業務							
		Cell products and services 細胞產品及服務		Cosmetic products and services 化妝品及服務		Healthcare products and services 大健康產品及服務		Subtotal 小計	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Revenue from contracts with customers within the scope of HKFRS 15:	屬於香港財務報告準則第15號範圍內的客戶合約收益：								
- From external customers	一來自外界客戶	1,675	6,225	1,528	8,508	182,136	6,308	185,339	21,041
Reportable segment revenue	須予呈報分部收益	1,675	6,225	1,527	8,508	182,136	6,308	185,338	21,041
Reportable segment loss	須予呈報分部虧損	(69,310)	(85,646)	(65,919)	(128,562)	31,609	(40,115)	(103,620)	(254,323)
Amortisation of other intangible assets	其他無形資產攤銷	-	2,381	-	-	-	-	-	2,381
Depreciation of property, plant and equipment	物業、廠房及設備折舊	255	4,650	-	-	-	-	255	4,650
Depreciation of right-of-use assets	使用權折舊	-	11,529	-	-	-	-	-	11,529
Impairment of goodwill	商譽減值	-	-	-	-	-	-	-	-
Impairment of other intangible assets	其他無形資產減值	-	21,630	-	-	-	-	-	21,630
Impairment of property, plant and equipment	物業、廠房及設備減值	-	26,385	-	-	-	-	-	26,385
Written off inventories	撇銷存貨	-	-	-	-	-	19,434	-	19,434
Impairment of right-of-use assets	使用權資產折舊	-	36,035	-	-	-	2,290	-	38,325
Interest income	利息收入	3	3	-	-	-	-	3	3
Reportable segment assets	須予呈報分部資產	13,068	9,402	4,387	1,501	48,748	15,979	66,203	26,882
Additions to non-current segment assets during the year	年內非流動分部資產之添置	-	1,790	-	-	-	-	-	1,790
Reportable segment liabilities	須予呈報分部負債	76,708	35,744	41,765	67,523	32,737	42,013	151,210	145,280

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7. SEGMENT INFORMATION (CONT'D)

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

7. 分部資料(續)

本集團經營分部列示的總額與本集團於財務報表列示的關鍵財務數據對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Reportable segment revenue	須予呈報分部收益	185,339	19,365
Group revenue	集團收益	185,339	19,365
Reportable segment interest income	可報告分部利息收入	23	415
Group's interest income	本集團的利息收入	23	415
Total reportable segments' loss	須予呈報分部虧損總額	(103,620)	(254,323)
Gain on disposal of a subsidiary	出售附屬公司之收益	-	8,676
Gain on disposal of finance assets	出售金融資產之收益	2,340	-
Loss on disposal of fixed assets	出售固定資產之虧損	(5)	-
Unallocated corporate income	未分配企業收入	21,062	2,961
Unallocated corporate expenses	未分配企業開支	(179,199)	(73,274)
Fair value gain on FVPTL	按公平值於損益列賬的公平值溢利	-	1,224
Fair value loss on contingent consideration receivables	應收或然代價之公平值虧損	-	(4,587)
Finance costs	財務費用	(17,906)	(2,206)
Loss before income tax	除所得稅前虧損	(277,328)	(321,529)
Income tax (expense)/credit	所得稅(開支)/抵免	(12,380)	4,954
Loss for the year from continuing operations	持續經營業務之本年度虧損	(289,708)	(316,575)
Discontinued operations	已終止經營業務		
Loss before income tax	除所得稅前虧損	(112,689)	(134,264)
Income tax credit	所得稅抵免	135	3,096
Loss on disposal of equity interest	出售股權之虧損	(36,566)	-
Loss for the year	本年度虧損	(149,120)	(131,168)

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7. SEGMENT INFORMATION (CONT'D)

7. 分部資料(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Assets	資產		
Reportable segment assets	須予呈報分部資產	66,203	26,882
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	-	299,520
Deposit for acquisition of subsidiaries	收購附屬公司之按金	-	146,512
Financial assets at FVOCI	按公平值於其他全面收入列賬之金融資產	-	31,522
Cash and bank balances	現金及銀行結餘	4,767	1,948
Other corporate assets	其他企業資產	81,521	47,549
Group assets	集團資產	152,491	553,933
Liabilities	負債		
Reportable segment liabilities	須予呈報分部負債	151,210	145,280
Shareholder's loans	股東貸款	20,295	207,298
Deferred taxation	遞延稅項	674	2,351
Other borrowing	其他借款	-	55,172
Lease liabilities	租賃負債	22,898	7,023
Other corporate liabilities	其他企業負債	12,564	119,176
Group liabilities	集團負債	207,641	536,300

Unallocated corporate expenses mainly included staff costs, exchange loss, equity-settled share-based payments, rental and other expenses not directly attributable to the business activities of any operating segments.

未分配企業開支主要包括非直接由任何經營分部之業務活動產生的員工成本、匯兌虧損、以權益結算之股權支付費用、租金及其他開支。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

7. SEGMENT INFORMATION (CONT'D)

The Group's revenue from external customers and its non-current assets other than FVOCI, non-current rental deposits and pledged deposits ("Specified non-current assets") are divided into the following geographical areas:

7. 分部資料(續)

本集團來自外界客戶的收益及其非流動資產(按公平值於其他全面收入列賬之非流動金融資產、非流動租金按金及已抵押存款除外)(「特定非流動資產」)按地區分析如下:

		Revenue from external customers 來自外界客戶收益		Specified non-current assets 特定非流動資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務				
Hong Kong	香港	4,068	6,308	320	102,651
The PRC (domicile)	中國(主體所在地)	181,271	14,733	-	-
		185,339	21,041	320	102,651
Discontinued operations	已終止經營業務				
Hong Kong	香港	-	-	-	-
The PRC (domicile)	中國(主體所在地)	23,720	26,930	-	61,722
		23,720	26,930	-	61,722
		209,059	47,971	320	164,373

During the year ended 31 December 2020, the Group's revenue derived from various customers, 5.9% of the Group's revenue depended on a customer in Healthcare products and services segment. None of which contributed more than 5% of the Group's revenue during the year ended 31 December 2019.

截至二零二零年十二月三十一日止年度，本集團收益來自多名客戶，本集團收益的5.9%來自大健康產品及服務分部的一名客戶。當中概無佔本集團截至二零一九年十二月三十一日止年度收益逾5%。

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on (1) the physical location of the assets (for property, plant and equipment and land use rights) and (2) location of operations (for goodwill and other intangible assets).

客戶所在地點乃根據所提供之服務或交付貨品之地點劃分。特定非流動資產之地點乃根據(1)資產實際所在地(適用於物業、廠房及設備和土地使用權)及(2)經營所在地(適用於商譽及其他無形資產)劃分。

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8. DISCONTINUED OPERATIONS

On 11 August 2020, the Group entered into a sale and purchase agreement with Osibao International Limited (“Osibao”) to dispose its entire equity interests in China Regenerative Medicine Tissue Engineering Limited (“CRMT”) and China Regenerative Hospital Investment Management Limited (“CRHI”) to Osibao for a total consideration of HK\$35,000,000 in cash (of which HK\$23,492,000 and HK\$11,508,000 were attributed to sale of CRMT and CRHI respectively) (altogether known as “Disposal Group”). On 30 September 2020, the Group completed the disposal of 100% equity interest in CRMT and CRHI and the control of CRMT and CRHI passed to the Osibao.

The results for the year from the Disposal Group is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to re-present such arrangement as a discontinued operation.

8. 已終止經營業務

於二零二零年八月十一日，本集團與奧斯寶化妝品國際有限公司（「奧斯寶」）訂立買賣協議，以向奧斯寶出售其於中國再生醫學組織工程有限公司（「中再生組織」）及中國再生醫院投資管理有限公司（「中再生醫投」）的全部股權，總代價為現金35,000,000港元，其中23,492,000港元及11,508,000港元分別歸屬於出售中再生組織及中再生醫投（統稱為「出售集團」）。於二零二零年九月三十日，本集團完成中再生組織及中再生醫投之100%股權及中再生組織及中再生醫投之控制權轉讓予奧斯寶。

出售集團的本年度業績列載如下。綜合損益及其他全面收入表的比較數字已予重列，以重新呈列該安排為已終止經營業務。

		Period ended 30 September 2020 截至 二零二零年 九月三十日 止期間 HK\$'000 千港元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	23,720	28,606
Expenses	開支	(136,409)	(163,721)
Loss before income tax	除所得稅前虧損	(112,689)	(135,115)
Income tax credit	所得稅抵免	135	3,947
Loss after income tax	除所得稅後虧損	(112,554)	(131,168)

Depreciation of owned property, plant and equipment under discontinued operations for the year was HK\$1,174,000.

已終止經營業務的自有物業、廠房及設備於年內的折舊為1,174,000港元。

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8. DISCONTINUED OPERATIONS (CONT'D)

The net cash flows incurred by the Disposal Group are as follows:

		Period ended 30 September 2020 截至 二零二零年 九月三十日 止期間 HK\$'000 千港元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 HK\$'000 千港元
Operating activities	經營活動	(243,300)	129,600
Investing activities	投資活動	-	6,100
Financing activities	融資活動	245,900	(524,900)
Net cash flows	淨現金流	2,600	(389,200)

The carrying amounts of the assets and liabilities of the Disposal Group including the operating loss for the year from the discontinued operation of HK\$112,554,000 (2019: HK\$131,168,000) and loss on disposal of the Disposal Group of HK\$36,566,000 (2019: nil) (note 43), the total loss for the year from discontinued operation was HK\$149,120,000 (2019: HK\$131,168,000) at the date of disposal are disclosed in note 43.

8. 已終止經營業務(續)

出售集團產生的淨現金流如下：

於出售日期，出售集團的資產及負債賬面值於附註43披露。本年度已終止經營業務的年度虧損包括112,554,000港元(二零一九年：131,168,000港元)及出售出售集團的虧損36,566,000港元(二零一九年：無)(附註43)，本年度已終止經營業務的虧損總額為149,120,000港元(二零一九年：131,168,000港元)。

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9. FINANCE COSTS

9. 財務費用

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Interest on:	利息：		
- Other borrowings and shareholder's loans	- 其他借款及股東貸款	14,494	3,058
- Liability component of convertible bonds measured at amortised cost	- 按攤銷成本計量的可換股債券負債部分	2,334	-
- Lease liabilities	- 租賃負債	1,696	2,285
		18,524	5,343
Finance costs is attributable to:	以下應佔財務費用：		
- Continuing operations	- 持續經營業務	17,906	2,206
- Discontinued operations	- 已終止經營業務	618	3,137
		18,524	5,343

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10. LOSS BEFORE INCOME TAX

Loss before income tax expense from continuing operations is arrived at after charging/(crediting):

10. 除所得稅前虧損

持續經營業務之除所得稅開支前虧損已扣除/(計入)下列各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
Amortisation of other intangible assets, included in administrative expenses	其他無形資產攤銷 (已包括在行政開支中)	-	22,845
Auditor's remuneration	核數師酬金	950	1,665
Depreciation of owned property, plant and equipment	自有物業、廠房及設備折舊	1,731	8,692
Depreciation of right-of-use assets	使用權資產折舊	-	20,154
Advertising and marketing, included in selling and distribution expenses	廣告及市場推廣開支 (已包括在銷售及分銷開支中)	22,697	37,896
Equity-settled share-based payments	以權益結算之股權支付費用	2,234	5,367
Exchange difference, net	匯兌差額(淨額)	275	(404)
Inventories written off	撇銷存貨	-	22,598
Short term lease expense	短期租賃開支	552	4,465
Low value lease expenses	低價值租賃開支	106	177
Research and development costs	研發成本	368	16,331
Employee benefit expenses (including directors' emoluments (note 11) (note 12))	僱員福利開支(包括董事酬金) (附註11)(附註12)	49,377	70,264
Less: Employee benefit expenses included in research and development costs	減：包括在研發成本內之僱員福利開支	(368)	(2,937)
		49,009	67,327

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11. DIRECTORS' EMOLUMENTS

The aggregate amounts of the emoluments paid or payable to the directors are as follows:

11. 董事酬金

已付或應付董事的酬金總額如下：

		Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Defined contribution scheme 定額供款計劃 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Executive directors	執行董事				
Mr. Wang Chuang	王闖先生	1,200	-	-	1,200
Mr. Wang Xuejun (resigned on 9 July 2020)	王學軍先生(於二零二零年七月九日辭任)	600	-	-	600
Mr. Qin Bin (appointed on 20 May 2020 and resigned on 29 December 2020)	邱斌先生(於二零二零年五月二十日獲委任及於二零二零年十二月二十九日辭任)	-	739	12	751
Non-executive directors	非執行董事				
Mr. Wu Wei Liang (resigned on 29 December 2020)	吳偉良先生 (於二零二零年十二月二十九日辭任)	360	-	-	360
Mr. Tsang Ho Yin (appointed on 30 January 2020)	曾浩賢先生 (於二零二零年一月三十日獲委任)	-	316	17	333
Dr. Ray Yip (resigned on 30 January 2020)	葉雷博士 (於二零二零年一月三十日辭任)	29	-	-	29
Independent non-executive directors	獨立非執行董事				
Dr. Fang Jun	方俊博士	120	-	-	120
Ms. Wang Danjuan (resigned on 30 January 2020)	王丹娟女士 (於二零二零年一月三十日辭任)	10	-	-	10
Ms. Yang Ying	楊滢女士	120	-	-	120
Ms. Huo Chunyu (appointed on 30 January 2020)	霍春玉女士 (於二零二零年一月三十日獲委任)	110	-	-	110
		2,549	1,055	29	3,633

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11. DIRECTORS' EMOLUMENTS (CONT'D)

11. 董事酬金(續)

		Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Defined contribution scheme 定額供款計劃 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度				
Executive directors	執行董事				
Mr. Wang Chuang (appointed on 18 October 2019)	王闖先生 (於二零一九年十月十八日獲委任)	-	245	-	245
Mr. Wang Xuejun	王學軍先生	-	2,300	-	2,300
Non-executive directors	非執行董事				
Mr. Wu Wei Liang (appointed on 15 November 2019)	吳偉良先生 (於二零一九年十一月十五日獲委任)	32	-	-	32
Dr. Ray Yip (re-designated from executive director to non-executive director on 18 October 2019)	葉雷博士(於二零一九年十月十八日 自執行董事調任非執行董事)	600	570	-	1,170
Dr. Zhang Bin (appointed on 2 July 2019 and resigned on 15 November 2019)	張斌博士(於二零一九年七月二日獲委任 及於二零一九年十一月十五日辭任)	397	-	-	397
Independent non-executive directors	獨立非執行董事				
Dr. Fang Jun	方俊博士	210	-	-	210
Ms. Wang Danjuan (appointed on 10 October 2019)	王丹娟女士 (於二零一九年十月十日獲委任)	27	-	-	27
Ms. Yang Ying (appointed on 14 October 2019)	楊滢女士 (於二零一九年十月十四日獲委任)	25	-	-	25
Mr. Chan Bing Woon (resigned on 15 August 2019)	陳炳煥先生 (於二零一九年八月十五日辭任)	149	-	-	149
Mr. Wong Yiu Kit, Ernest (resigned on 21 August 2019)	黃耀傑先生 (於二零一九年八月二十一日辭任)	153	-	-	153
		1,593	3,115	-	4,708

There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2020 and 2019.

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

Salaries, allowances and other benefits paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

截至二零二零年及二零一九年十二月三十一日止年度概無董事放棄或同意放棄任何酬金之安排。

本集團並無向董事支付任何酬金，作為加入本集團或於加入本集團時之獎勵或離職補償。

支付予執行董事之袍金、薪金及津貼通常為就該等人士有關管理本公司及其附屬公司事務的其他服務支付之酬金。

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11. DIRECTORS' EMOLUMENTS (CONT'D)

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Employees' emoluments

The five individuals whose emoluments including share-based payment expenses were the highest in the Group for the year included three (2019: two) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two individuals (2019: three individuals) were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,012	4,484
Retirement benefits scheme contributions	退休福利計劃供款	36	33
		3,048	4,517

The emoluments of the highest paid non-director individuals fell within the following band:

		Number of individual 人數	
		2020 二零二零年	2019 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	-	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	2
		2	3

No emoluments were paid by the Group to these two individuals as an inducement to join or upon joining the Group, or as compensation for loss of office

11. 董事酬金(續)

於本年末或本年內任何時間，本公司概無訂立與本集團業務有關而董事於其中直接或間接擁有重大權益的重大交易、安排或合約。

僱員酬金

本集團年內五名最高薪人士(其酬金包括以股份為基礎之付款開支)包括三名(二零一九年：兩名)董事，其酬金反映於上述分析內。餘下兩名(二零一九年：三名)人士的酬金如下：

非董事的最高薪人士的酬金介乎以下範圍以內：

本集團並無向該兩名人士支付任何酬金作為加入或加入本集團的誘因，或作為失去職位的補償。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

12. 僱員福利開支(包括董事酬金)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages and salaries	工資及薪金	105,142	58,406
Equity-settled share-based payments	以權益結算之股權支付費用	2,234	5,367
Pension costs — defined contribution plans	退休金成本—定額供款計劃	7,456	4,749
Other staff benefits	其他員工福利	995	1,742
		115,827	70,264

The employees of the subsidiaries of the Group in the PRC participated in defined contribution retirement benefit plans organised by the relevant local governments. For the year ended 31 December 2020, these subsidiaries were required to make monthly defined contributions to these plans at rates ranging from 10% to 31% of their total salaries subject to certain ceilings.

本集團於中國的附屬公司的僱員參與由相關地方政府組織的定額供款退休福利計劃。截至二零二零年十二月三十一日止年度，該等附屬公司須按彼等薪金總額的10%至31%不等的比率向該等計劃作每月定額供款，惟須遵守若干上限。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

13. INCOME TAX EXPENSES/(CREDIT)

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25%, and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5%. The PRC enterprise income tax of 25% is applicable to the Group's PRC subsidiaries. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

13. 所得稅開支／(抵免)

根據兩級制利得稅制度，於香港成立的合資格集團實體的首2,000,000港元溢利將為8.25%，而超過該數額之溢利將以16.5%的稅率徵稅。不符合利得稅兩級制之集團實體的溢利將繼續按16.5%的稅率徵稅。本集團中國附屬公司適用25%之中國企業所得稅。海外利得稅乃根據本年度估計應課稅溢利按本集團經營所在地之現行稅率計算。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit tax	利得稅		
– current tax	– 當期稅項	12,380	–
– over provision in respect of prior years	– 過往年度超額撥備	–	(1,633)
		12,380	(1,633)
Deferred taxation (note 31)	遞延稅項(附註31)		
– Income tax expenses/(credit)	– 所得稅開支／(抵免)	(135)	(7,268)
		12,245	(8,901)
Income tax expenses/(credit) is attributable to:	所得稅開支／(抵免)源於：		
– Continuing operations	– 持續經營業務	12,380	(4,954)
– Discontinued operations	– 已終止經營業務	(135)	(3,947)
		12,245	(8,901)

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13. INCOME TAX EXPENSES/(CREDIT) (CONT'D) 13. 所得稅開支／(抵免)(續)

Reconciliation between income tax credit and accounting loss at applicable tax rates:

按適用稅率計算之所得稅抵免及會計虧損之對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before tax	除稅前虧損	(277,328)	(456,644)
Notional tax calculated at the rates applicable to the loss in the tax jurisdictions concerned	按有關稅項司法權區之虧損適用之稅率計算的名義稅項	(52,370)	(98,140)
Tax effect of expenses not deductible for tax purposes	不可用作扣稅之開支的稅務影響	62,185	85,996
Tax effect of income not taxable for tax purposes	毋須課稅收入的稅務影響	(779)	(2,449)
Tax effect of tax loss not recognised	尚未確認稅項虧損的稅務影響	3,344	7,325
Over-provision in respect of prior years	過往年度超額撥備	-	(1,633)
Utilisation of tax losses previously not recognised	動用先前未確認的稅務虧損	-	-
Income tax expenses/(credit)	所得稅開支／(抵免)	12,380	(8,901)

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for both years, nor has any dividend been proposed since the end of the reporting period.

14. 股息

於兩個年度概無支付或建議股息予本公司普通股股東，自報告期末起亦無建議任何股息。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

15. 每股虧損

每股基本虧損乃按歸屬於本公司權益持有人的虧損除以年內已發行普通股加權平均數計算。

		2020 二零二零年 HK\$ 港元	2019 二零一九年 HK\$ 港元 (Restated) (經重列)
Loss per share attributable to equity holders of the Company:	歸屬於本公司權益持有人的每股虧損：		
From continuing operations	來自持續經營業務	(0.18)	(0.36)
From discontinued operations	來自已終止經營業務	(0.09)	(0.149)
		(0.27)	(0.51)
		HK\$'000 千港元	HK\$'000 千港元 (Restated) (經重列)
Loss attributable to equity holders of the Company used in calculating basic loss per share:	計算每股基本虧損時所用之歸屬於本公司權益持有人的虧損：		
From continuing operations	來自持續經營業務	(289,708)	(316,575)
From discontinued operations	來自已終止經營業務	(149,120)	(131,168)
		(438,828)	(447,743)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	1,606,772	879,290

Diluted loss per share for the years ended 31 December 2020 and 2019 is the same as basic loss per share because the impact of the exercise of share options and convertible bonds was anti-dilutive.

截至二零二零年及二零一九年十二月三十一日止年度的每股攤薄虧損與每股基本虧損相同，原因為行使購股權及可換股債券的影響具反攤薄作用。

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and equipment 傢俬、裝置及設備	Computer equipment	Motor vehicles	Total
		樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	HK\$'000 千港元	電腦設備 HK\$'000 千港元	汽車 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日						
Cost	成本	103,341	108,368	133,146	9,323	5,710	359,888
Accumulated depreciation	累計折舊	(52,678)	(107,627)	(81,704)	(7,059)	(5,575)	(254,643)
Net book amount	賬面淨值	50,663	741	51,442	2,264	135	105,245
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	50,663	741	51,442	2,264	135	105,245
Exchange difference	匯兌差額	(1,032)	(2)	(349)	(405)	-	(1,788)
Disposals	出售	-	-	(1,076)	(3)	-	(1,079)
Disposal of a subsidiary	出售附屬公司	-	-	(242)	-	-	(242)
Additions	添置	503	576	521	590	-	2,190
Depreciation	折舊	(1,079)	(973)	(6,152)	(477)	(11)	(8,692)
Impairment losses	減值虧損	(47,686)	(342)	(44,019)	(1,954)	(117)	(94,118)
Closing net book amount	期末賬面淨值	1,369	-	125	15	7	1,516
At 31 December 2019	於二零一九年十二月三十一日						
Cost	成本	101,095	107,257	129,500	7,820	5,197	350,869
Accumulated depreciation and impairment losses	累計攤銷及減值虧損	(99,726)	(107,257)	(129,375)	(7,805)	(5,190)	(349,353)
Net book amount	賬面淨值	1,369	-	125	15	7	1,516
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	1,369	-	125	15	7	1,516
Exchange difference	匯兌差額	88	-	13	1	1	103
Disposals	出售	(88,648)	-	(38,067)	(883)	(1,544)	(129,142)
Disposal of a subsidiary	出售附屬公司	(18,958)	(6,007)	(45,066)	(5,723)	(3,518)	(79,272)
Depreciation	折舊	(1,369)	(131)	(213)	(18)	-	(1,731)
Depreciation eliminated on disposals of subsidiary	出售附屬公司時對銷折舊	12,901	5,803	38,974	2,962	2,277	62,917
Impairment losses eliminated on disposals	出售時對銷減值虧損	94,617	335	45,538	3,646	2,777	146,913
Closing net book amount	期末賬面淨值	-	-	1,304	-	-	1,304
At 31 December 2020	於二零二零年十二月三十一日						
Cost	成本	-	101,817	51,840	1,659	394	155,710
Accumulated depreciation and impairment losses	累計攤銷及減值虧損	-	(101,817)	(50,536)	(1,659)	(394)	(154,406)
Net book amount	賬面淨值	-	-	1,304	-	-	1,304

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16. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The impairment of property, plant and equipment is assessed together with goodwill, other intangible assets and right-of-use assets. Details of which are set out in note 18 to the consolidated financial statements.

16. 物業、廠房及設備(續)

物業、廠房及設備的減值連同商譽、其他無形資產及使用權資產一同評估。有關詳情載於綜合財務報表附註18。

17. LEASES

(a) Right-of-use assets

		Land use rights 土地使用權 HK\$'000 千港元	Offices 辦公室 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	4,091	102,767	106,858
Additions	添置	-	34,106	34,106
Modification	修改	-	(67,500)	(67,500)
Depreciation	折舊	(99)	(20,055)	(20,154)
Impairment loss	減值虧損	(3,888)	(48,161)	(52,049)
Disposal of a subsidiary	出售一間附屬公司	-	(1,065)	(1,065)
Foreign exchange movement	匯率變動	(104)	(92)	(196)
At 31 December 2019, 1 January 2020 and 31 December 2020	於二零一九年 十二月三十一日、 二零二零年一月一日 及二零二零年 十二月三十一日	-	-	-

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term lease expenses	短期租賃開支	552	4,465
Low value lease expenses	低價值租賃開支	106	177
Total cash outflow for leases	租賃現金流出總額	25,913	20,520

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財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17. LEASES (CONT'D)

(a) Right-of-use assets (Cont'd)

In 2020 and 2019, the Group leases a number of properties and offices for its operations. The leases run for an initial period ranged from one to five years (2019: one to five years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In 2019, the Group entered into new leases and recognised addition of right-of-use assets of HK\$34,106,000 and lease liabilities of HK\$34,106,000. The Group also early terminate certain leases with the deduction of right-of-use assets and lease liabilities of HK\$67,500,000 and HK\$67,500,000 respectively.

The Group did not entered into new leases during the year.

The impairment of property, plant and equipment is assessed together with goodwill, other intangible assets and right-of-use assets. Details of which are set out in note 18 to the consolidated financial statements.

(b) Lease liabilities

17. 租賃(續)

(a) 使用權資產(續)

於二零二零年及二零一九年，本集團就其業務租賃若干物業及辦公室。租賃的初步期限介乎一至五年(二零一九年：一至五年)。條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回的時限時，本集團應用合約的定義並釐定合約可強制執行的期間。

於二零一九年，本集團訂立新租約並確認新增使用權資產34,106,000港元及租賃負債34,106,000港元。本集團亦提前終止若干租約，分別減少使用權資產及租賃負債67,500,000港元及67,500,000港元。

本集團於年內並無訂立新租賃。

物業、廠房及設備的減值連同商譽、其他無形資產及使用權資產一同評估。有關詳情載於綜合財務報表附註18。

(b) 租賃負債

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Lease liabilities	租賃負債		
– Current portion	– 流動部分	17,028	24,094
– Non-current portion	– 非流動部分	5,870	25,425
		22,898	49,519

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17. LEASES (CONT'D)

(b) Lease liabilities (Cont'd)

Future lease payments are due as follows:

		Minimum lease payments	Interest	Present value
		最低租賃付款	利息	現值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 December 2020	於二零二零年 十二月三十一日			
Not later than one year	一年內	18,827	(1,799)	17,028
Later than one year and not later than two years	一年以上及兩年內	6,985	(1,115)	5,870
		25,812	(2,914)	22,898
As at 31 December 2019	於二零一九年 十二月三十一日			
Not later than one year	一年內	25,913	(1,819)	24,094
Later than one year and not later than two years	一年以上及兩年內	19,124	(708)	18,416
Later than two years and not later than five years	兩年以上及五年內	7,094	(85)	7,009
		52,131	(2,612)	49,519

The weighted average incremental borrowing rates applied to lease liabilities range is 4.75% to 5.00% (2019: 4.75% to 5.00%).

應用於租賃負債的加權平均增量借款利率介乎4.75%至5.00%(二零一九年：4.75%至5.00%)。

17. 租賃(續)

(b) 租賃負債(續)

未來租賃付款到期情況如下：

		Minimum lease payments	Interest	Present value
		最低租賃付款	利息	現值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 December 2020	於二零二零年 十二月三十一日			
Not later than one year	一年內	18,827	(1,799)	17,028
Later than one year and not later than two years	一年以上及兩年內	6,985	(1,115)	5,870
		25,812	(2,914)	22,898
As at 31 December 2019	於二零一九年 十二月三十一日			
Not later than one year	一年內	25,913	(1,819)	24,094
Later than one year and not later than two years	一年以上及兩年內	19,124	(708)	18,416
Later than two years and not later than five years	兩年以上及五年內	7,094	(85)	7,009
		52,131	(2,612)	49,519

The weighted average incremental borrowing rates applied to lease liabilities range is 4.75% to 5.00% (2019: 4.75% to 5.00%).

應用於租賃負債的加權平均增量借款利率介乎4.75%至5.00%(二零一九年：4.75%至5.00%)。

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18. GOODWILL

The goodwill arose from (1) the acquisition of FD(H) Investments Limited and its subsidiaries, which are engaged in the production and sales of tissue engineering products, in 2008 and the acquisition of Shenzhen Kechuang Guangtai Technology Co., Ltd (“Kechuang”), which is engaged in development and sales of information technology software related to lamellar keratoplasty recording in 2017 (“Aierfu Business”); (2) the acquisition of Maylion Management Limited and its subsidiary (“Reshine Business”), which is engaged in bio-medical engineering, research and development of regenerative medical products in relation to tissue engineering technology in December 2013; (3) the acquisition of Passion Stream Limited and its subsidiaries (“Weikai Business”), which is engaged in the design and manufacturing of pre-clinical cell and stem cell related equipment, especially in 3D cell culture bio-reactors and their related consumables, as well as provision of CRO services in April 2015; and (4) the acquisition of Frame Sharp Limited and its subsidiaries (“AK Business”), which is principally engaged in providing service and equipment for human cell and stem cell related clinical applications in August 2015.

18. 商譽

商譽乃產生自(1)二零零八年收購FD(H) Investments Limited及其附屬公司，其從事生產及銷售組織工程產品；及於二零一七年收購深圳科創廣泰技術有限公司(「科創」)，其從事開發及銷售與板層角膜移植記錄相關之信息技術軟件(「艾爾膚業務」)；(2)二零一三年十二月收購美倫管理有限公司及其附屬公司(「瑞盛業務」)，其從事生物醫學工程、有關組織工程技術的再生醫療產品的研發；(3)二零一五年四月收購Passion Stream Limited及其附屬公司(「衛凱業務」)，其從事臨床前細胞和幹細胞相關設備之設計和製造(特別是在三維細胞灌培養物反應器和彼等相關的耗材)以及提供合同式技術研究服務；及(4)二零一五年八月收購Frame Sharp Limited及其附屬公司(「奧凱業務」)，其主要從事為人體細胞及幹細胞相關臨床應用提供服務及設備。

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18. GOODWILL (CONT'D)

The net carrying amount of goodwill can be analysed as follows:

18. 商譽(續)

商譽之賬面淨值之分析如下：

		Aierfu Business 艾爾膚業務 HK\$'000 千港元	Reshine Business 瑞盛業務 HK\$'000 千港元	Weikai Business 衛凱業務 HK\$'000 千港元	AK Business 奧凱業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及 二零一九年十二月三十一日					
Gross carrying amount	賬面總值	142,943	148,790	93,801	8,679	394,213
Accumulated impairment	累計減值	(142,943)	(148,790)	(93,801)	(8,679)	(394,213)
Net carrying amount	賬面淨值	-	-	-	-	-
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度					
Disposal of a subsidiary	出售附屬公司	(142,943)	(148,790)	-	-	(291,733)
Impairment loss eliminated on disposal of a subsidiary	出售附屬公司時對銷之 減值虧損	142,943	148,790	-	-	291,733
Closing net carrying amount	期末賬面淨值	-	-	-	-	-
At 31 December 2020	於二零二零年十二月三十一日					
Gross carrying amount	賬面總值	-	-	96,213	8,902	105,115
Accumulated impairment	累計減值	-	-	(96,213)	(8,902)	(105,115)
Net carrying amount	賬面淨值	-	-	-	-	-

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18. GOODWILL (CONT'D)

For the purpose of impairment testing, goodwill, property, plant and equipment, other intangible assets and right-of-use assets are allocated to two cash generating units, Weikai Business and AK Business. (2019: four cash generating units, Aierfu Business, Reshine Business, Weikai Business and AK Business).

The recoverable amounts for these cash-generating units have been determined based on value-in-use (“VIU”) calculation using discounted cash flow technique, covering detailed five-year budget plans. Cash flows beyond the five-year period are extrapolated using the estimated growth rates as stated below. The discount rates used for VIU are pre-tax and reflect specific risks relating to the relevant cash-generating unit.

The key assumptions used for recoverable amounts are as follows:

18. 商譽(續)

為進行減值檢測，商譽、物業、廠房及設備、其他無形資產及使用權資產會分配至兩個現金產生單位，衛凱業務及奧凱業務(二零一九年：四個現金產生單位，艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務)。

該等現金產生單位的可收回金額已根據使用貼現現金流量法(按詳盡五年預算計劃)計算之使用價值(「使用價值」)釐定。五年期以後之現金流量乃按以下所列估計增長率推算。用於使用價值折現率為除稅前，並反映相關現金產生單位之特定風險。

可收回金額所使用的主要假設如下：

		Basis 基準		Growth rate 增長率		Discount rate 折現率	
		2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
Aierfu Business	艾爾膚業務	-	VIU 使用價值	-	3%	-	3%
Reshine Business	瑞盛業務	-	VIU 使用價值	-	3%	-	3%
Weikai Business	衛凱業務	VIU 使用價值	VIU 使用價值	3%	3%	3%	3%
AK Business	奧凱業務	VIU 使用價值	VIU 使用價值	3%	3%	3%	3%

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18. GOODWILL (CONT'D)

The key assumptions are those regarding the discount rate, growth rate and budgeted gross margin, which had been determined based on the market comparables and budgeted revenue, which had been determined based on the management's expectation for the market development and the production capacity of relevant cash generating units.

Apart from the considerations described above in determining the recoverable amount of the cash-generating unit, the Group's management is not currently aware of any other probable changes that would necessitate changes in their key assumptions. However, the estimate of recoverable amount of the Group's cash generating units is particularly sensitive to the discount rate applied.

The recoverable amount has been determined by management with the discounted cash flow approach. The total recoverable amounts of these cash generating units was nil as at 31 December 2020 as no improvement on operation.

As at 31 December 2019, based on the results of the reviews of the recoverable amount of the cash generating units containing goodwill, the carrying amounts exceeded the recoverable amounts of the relevant assets less liabilities of the cash generating units, the management considered that impairment loss on property, plant and equipment, other intangible assets and right-of-use assets of HK\$94,118,000, HK\$70,697,000 and HK\$52,049,000 respectively were recognised in profit or loss for the year. The impairment loss is mainly due to the poor financial performance of these cash generating units during the year and the change of the Group's operating strategies. During the year ended 31 December 2020, no impairment loss was recognised or reversed for these non-financial assets after impairment assessment.

18. 商譽(續)

主要假設為有關折現率、增長率及預算毛利率，彼等根據市場可比較值及預算收益（其根據管理層對市場的發展和相關現金產生單位的生產能力之預期釐定）釐定。

除上述釐定現金產生單位可收回金額之考慮因素外，本集團之管理層現時並不知悉任何其他可能之變化，令其需要修改主要假設。然而，本集團現金產生單位的估計可收回金額對所採用之折現率尤為敏感。

可收回金額乃由管理層使用貼現現金流量法釐定。該等現金產生單位的總可收回金額於二零二零年十二月三十一日為零，因為營運方面並無改善。

於二零一九年十二月三十一日，根據現金產生單位可回收金額（含商譽）的檢討結果，有關資產賬面值超過可回收金額減現金產生單位的負債，管理層考慮於年度損益確認物業、廠房及設備、其他無形資產及使用權資產減值虧損分別為94,118,000港元、70,697,000港元及52,049,000港元。減值虧損主要由於年內該等現金產生單位的財務表現不佳及本集團運營策略變化。截至二零二零年十二月三十一日止年度，該等非金融資產經減值評估後並無確認或撥回減值虧損。

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19. CONTINGENT CONSIDERATION RECEIVABLES

19. 應收或然代價

		2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	4,587
Fair value loss	公平值虧損	(4,587)
At 31 December	於十二月三十一日	-

There are profit guarantees for the acquisitions of Weikai Business and AK Business.

收購衛凱業務及奧凱業務均有溢利保證。

For Weikai Business, the vendor guaranteed to the Group that cumulative total net profits for the years ended 31 December 2015 to 2018 will not be less than RMB25,000,000, or he will transfer part of the shares of Passion Stream Limited (a 70% indirectly owned subsidiary of the Company before transfer) held by him and classified as non-controlling interests in the consolidated financial statements, based on the percentage of the shortfall in total net profit over the guaranteed total net profit. The adjustment will be settled after the end of the four-year period.

有關衛凱業務，賣方向本集團保證，截至二零一五年至二零一八年十二月三十一日止年度之累計總溢利淨額將不少於人民幣25,000,000元，否則其將轉讓所持 Passion Stream Limited (於轉讓前本公司間接擁有70%附屬公司)之部份股份(根據總溢利淨額與保證總溢利淨額間之差額百分比，於綜合財務報表內分類為非控股股東權益)。有關調整將於四年期結束後結算。

For AK Business, the vendor guaranteed to the Group that cumulative total net profits for the years ended 31 December 2015 to 2018 will not be less than RMB8,000,000, or he will transfer part of the shares of Frame Sharp Limited (a 70% indirectly owned subsidiary of the Company before transfer) held by him and classified as non-controlling interests in the consolidated financial statement, based on the percentage of the shortfall in total net profit over the guaranteed total net profit. The adjustment will be settled after the end of the four-year period.

有關奧凱業務，賣方向本集團保證，截至二零一五年至二零一八年十二月三十一日止年度之累計總溢利淨額將不少於人民幣8,000,000元，否則其將轉讓其所持部份 Frame Sharp Limited (於轉讓前本公司間接擁有70%附屬公司)之股份(根據總溢利淨額與保證總溢利淨額間之差額百分比，於綜合財務報表內分類為非控股股東權益)。有關調整將於四年期結束後結算。

As both profit guarantees of AK Business and Weikai Business were not met, pursuant to the Group's rights under the Profit Guarantees, the vendor transferred to the Group respective equity interest of Frame Sharp Limited and Passion Stream Limited, which represents the Group's effective interest in 20% of the entire of equity interest of AK Business and Weikai Business respectively. Since then, the Group's effective interest in each AK Business and Weikai Business has increased from 70% to 90%. Upon the enforcement of the rights under the Profit Guarantees, in the opinion of the directors, the fair value of contingent consideration receivables on the date of the enforcement is zero in view of the significant loss incurred by AK Business and Weikai Business and fair value loss on contingent consideration receivables of HK\$4,587,000 was recognised in profit or loss in 2019.

奧凱業務及衛凱業務的溢利保證均未能達成。根據本集團於溢利保證項下的權利，賣方將 Frame Sharp Limited 及 Passion Stream Limited 各自的股本轉讓予本集團，該等股本相當於本集團分別於奧凱業務及衛凱業務全部股權的20%的實際權益。自此，本集團於奧凱業務及衛凱業務各自的實際權益已由70%增加至90%。在執行溢利保證下的權利後，鑒於奧凱業務及衛凱業務產生的重大虧損，董事認為執行之日應收或然代價公平值為零而應收或然代價的公平值虧損4,587,000港元已於二零一九年於損益中確認。

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20. OTHER INTANGIBLE ASSETS

20. 其他無形資產

		Trademark 商標 HK\$'000 千港元	Patents 專利 HK\$'000 千港元	Development costs 發展成本 HK\$'000 千港元	Licensing agreement 特許權協議 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日					
Cost	成本	79,984	493,470	125,222	23,393	722,069
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(76,054)	(428,837)	(90,496)	(14,838)	(610,225)
Net book amount	賬面淨值	3,930	64,633	34,726	8,555	111,844
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	3,930	64,633	34,726	8,555	111,844
Addition	添置	-	-	3,549	-	3,549
Exchange difference	匯兌差額	-	(4,307)	(696)	(503)	(5,506)
Amortisation	攤銷	(3,874)	(14,675)	(1,619)	(2,677)	(22,845)
Impairment loss	減值虧損	(56)	(39,355)	(25,911)	(5,375)	(70,697)
Closing net book amount	期末賬面淨值	-	6,296	10,049	-	16,345
At 31 December 2019	於二零一九年十二月三十一日					
Cost	成本	77,979	481,101	125,632	22,018	706,730
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(77,979)	(474,805)	(115,583)	(22,018)	(690,385)
Net book amount	賬面淨值	-	6,296	10,049	-	16,345
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	-	6,296	10,049	-	16,345
Derecognised on disposals	出售時取消確認	-	(467,520)	(33,898)	(22,018)	(523,436)
Impairment loss eliminated on disposals	出售時對銷減值虧損	-	461,224	23,849	22,018	507,091
Closing net book amount	期末賬面淨值	-	-	-	-	-
At 31 December 2020	於二零二零年十二月三十一日					
Cost	成本	79,992	13,581	91,734	-	185,307
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(79,992)	(13,581)	(91,734)	-	(185,307)
Net book amount	賬面淨值	-	-	-	-	-

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20. OTHER INTANGIBLE ASSETS (CONT'D)

As at 31 December 2020, all other intangible assets are related to two cash generating units, Weikai Business and AK Business (2019: four cash generating units, Aierfu Business, Reshine Business, Weikai Business and AK Business). These other intangible assets were mainly arising from the business combinations as stated in note 18. During the year, the directors reviewed the carrying amounts of the other intangible assets. The details of the impairment assessment are stated in note 18.

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Non-current

Unlisted equity securities – PRC, measured at FVOCI

非流動

非上市股本證券－中國按公平值於其他全面收入列賬計量

This equity investment was irrevocably designated at FVOCI as the Group considered this investment to be strategic in nature. This represented 2% equity investment in a private company incorporated in the PRC namely 中新(黑龍江)互聯網小額貸款有限公司(“中新小額貸”).

During the year ended 31 December 2020 and 2019, the Group did not receive dividend from this investment. 中新小額貸 with its registered capital of RMB5,000 million was one of the top 10 in terms of registered capital base of online lenders in the PRC according to 2018 publication of The People's Bank of China. On the other hand, the online lending industry in the PRC was adversely affected by more stringent regulatory restrictions and exits of smaller players, aggravated by the COVID-19 outbreak in early 2020 and lead to significant deterioration of quality of outstanding lending by 中新小額貸 and hence valuation of the Group's investment.

During the year ended 31 December 2020, the Group derecognised the investment through disposal of a wholly-owned subsidiary, Allied Huge Limited. Gains and losses accumulated in other comprehensive income reserve are reclassified to accumulated loss upon derecognition.

20. 其他無形資產(續)

於二零二零年十二月三十一日，所有其他無形資產與兩個現金產生單位，即衛凱業務及奧凱業務(二零一九年：四個現金產生單位，即艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務)有關。該等其他無形資產主要產生自附註18所述業務合併。年內，董事檢討其他無形資產的賬面值。減值評估詳情載於附註18。

21. 按公平值於其他全面收入列賬之金融資產

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	-	31,522

由於本集團認為該投資屬於策略性質，因此該股權投資已不可撤銷地指定為按公平值於其他全面收入列賬。此乃指向於中國註冊成立的私人公司中新(黑龍江)互聯網小額貸款有限公司(「中新小額貸」)作出的2%股權投資。

截至二零二零年及二零一九年十二月三十一日止年度，本集團並無自該投資收取股息。根據中國人民銀行二零一八年公佈，中新小額貸的註冊資本為人民幣50億元，為中國網絡貸方註冊資本基礎前十名之一。另一方面，中國網絡借貸行業受到更嚴格的監管限制以及規模較小參與者退出的不利影響，加上二零二零年初COVID-19爆發加劇前述影響，導致中新小額貸未償還貸款的質量顯著下降，進而令本集團投資的估值欠佳。

於截至二零二零年十二月三十一日止年度，本集團透過出售全資附屬公司Allied Huge Limited取消確認投資。於其他全面收入儲備的累計收益及虧損重新分類至撤銷確認後的累計虧損。

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22. INVENTORIES

22. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials	原材料	399	3,853
Work-in-progress	在製品	-	881
Finished goods	製成品	979	2,004
		1,378	6,738

23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

23. 貿易應收款項、按金、預付款項及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(a) Trade receivables	(a) 貿易應收款項		
Current assets:	流動資產：		
Trade receivables	貿易應收款項	74,186	142,074
Less: Impairment losses	減：減值虧損	(74,106)	(138,062)
		80	4,012
(b) Deposits, prepayments and other receivables	(b) 按金、預付款項及其他應收款項		
Rental deposit	租賃按金	11,979	14,044
Other deposits	其他按金	7,491	3,946
Prepayments	預付款項	8,601	7,274
Bank interest receivables	應收銀行利息	-	73
Other receivables	其他應收款項	173,682	23,250
		201,753	48,587
Less: Impairment losses of other receivables	減：其他應收款項減值虧損	(56,791)	(20,029)
		144,962	28,558
Represented by:	以下列項目列示：		
Non-current assets	非流動資產	7,571	14,044
Current assets	流動資產	137,391	14,514
		144,962	28,558

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23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONT'D)

Movements in the impairment losses in respect of trade receivables and other receivables during the year are as follows:

23. 貿易應收款項、按金、預付款項及其他應收款項(續)

年內貿易應收款項及其他應收款項的減值虧損變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables (lifetime expected credit losses collectively assessed)			
	貿易應收款項(共同評估的全期預期信貸虧損)		
At 1 January	於一月一日	138,062	139,677
Impairment losses recognised during the year	年內確認的減值虧損	663	1,149
Written-off of impairment loss during the year	年內撇銷的減值虧損	(67,597)	-
Exchange alignment	匯兌調整	2,978	(2,764)
At 31 December	於十二月三十一日	74,106	138,062
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other receivables (lifetime expected credit losses individually assessed)			
	其他應收款項(個別評估的全期預期信貸虧損)		
At 1 January	於一月一日	20,029	393
Impairment losses recognised during the year	年內確認的減值虧損	36,762	19,636
At 31 December	於十二月三十一日	56,791	20,029

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23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONT'D)

The changes in the gross carrying amount of trade and other receivables are mainly due to new financial assets originated or purchased during the year. The impairment losses of trade receivables recognised during the year were mainly due to the long aged outstanding receivables without any settlement from debtors and no sales transactions with these debtors during the year. The impairment losses of other receivables recognised during the year were mainly due to the long aged outstanding receivables without any settlement from debtors without any repayment plan agreed. Management identified that these debtors are in financial difficulty and the recoverability of these receivables was remote.

As at year end date, ageing analysis of trade receivables based on sales invoice date and net of provisions, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-90 days	0至90天	80	2,353
Over 90 days but less than 1 year	超過90天但少於1年	-	1,659
		80	4,012

The Group allows an average credit period of 60–180 days (2019: 60–180 days) to its customers.

The Group recognised impairment loss based on the accounting policy stated in note 4(i). Further details on the Group's credit policy and credit risk arising from trade and other receivables are set out in note 42.

23. 貿易應收款項、按金、預付款項及其他應收款項(續)

貿易及其他應收款項的賬面總值變動主要由於年內產生或購買的新金融資產所致。年內確認的貿易應收款項減值虧損乃由於年內債務人長期未結清尚未償還的應收款項且並無與該等債務人進行銷售交易所致。年內確認其他應收款項的減值虧損主要是由於未與債務人清算且未商定任何還款計劃的長期未償還的應收款項所致。管理層確認此等債務人面臨財政困難，而該等應收款項的可收回性較微。

於年結日，貿易應收款項按銷售發票日期及扣除撥備後之賬齡分析如下：

本集團給予其客戶之平均信貸期為60至180天(二零一九年：60至180天)。

本集團根據附註4(i)所述會計政策確認減值虧損。有關本集團信貸政策以及貿易及其他應收款項產生信貸風險的進一步詳情載於附註42。

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公平值於損益列賬之金融資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted private investment funds – Overseas	非上市私募投資基金 – 海外	–	299,520

As at 31 December 2019, the Group invested HK\$273.3 million into an overseas private equity fund, namely ZhongHua Finance Acquisition Fund I, L.P. (the “Fund”). During the year ended 31 December 2019, the Group did not receive any dividend from the Fund. The Fund principally invested in companies in the skin care and medical products industries which continues to exhibit growth in turnover and profitability. In response to the changes in general economic conditions and competition within the industry, the Group disposed all of its interest in the Fund during the year ended 31 December 2020 to Mr. Xiong so that the Group can use the proceeds to focus on other investments, acquisitions and organic growth opportunities in the market.

The fair value of unlisted private investment funds as at 31 December 2019 was determined by an independent professional valuer, Roma Appraisal Limited with the market approach, based on the investee’s financial performance and the multiples of comparable companies. The key unobservable assumptions used in the valuation included price to earnings ratio (“PE ratio”) of 14.55 and marketability discount of 20.6%.

As at 31 December 2019, if the PE ratio and marketability discount shifted upward by 1 and 1% respectively, the fair value of the unlisted private investment funds would be increased by 9% and decreased by 1.3% respectively. The higher the PE ratio, the higher the fair value. The higher the marketability discount, the lower the fair value.

During the year ended 31 December 2020, the investment was disposed to Mr. Xiong Qiangen by consideration of US\$38.7 million, as further detailed in the Company’s circular dated 20 April 2020.

於二零一九年十二月三十一日，本集團投資273,300,000港元於海外私募股權基金，即 ZhongHua Finance Acquisition Fund I, L.P.（「基金」）。截至二零一九年十二月三十一日止年度，本集團並無自基金收取任何股息。該基金主要投資於皮膚護理及醫療產品行業的公司。該等公司在營業額及盈利能力持續增長。為應對一般經濟狀況變化及行業競爭影響，本集團截至二零二零年十二月三十一日止年度將其於基金的全部權益出售予熊先生，以便本集團可以將所得款項專注於其他投資、收購事項及市場有機增長的機會。

於二零一九年十二月三十一日，非上市私募投資基金乃由獨立專業估值師羅馬國際評估有限公司使用市場法釐定，並以投資對象的財務表現及可資比較公司的倍數為基準。估值中使用的主要不可觀察假設包括市盈率（「市盈率」）14.55及市場流動折現率20.6%。

於二零一九年十二月三十一日，倘市盈率及市場流動折現率分別上調1及1%，非上市私募投資基金的公平值將分別上升9%及下降1.3%。市盈率越高，公平值越高。市場流動折現率越高，公平值越低。

截至二零二零年十二月三十一日，投資已售予熊千根先生，代價為38,700,000港元，更多詳情載於本公司日期為二零二零年四月二十日的通函。

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25. CASH AND BANK BALANCES/PLEDGED BANK DEPOSITS

25. 現金及銀行結餘／已抵押銀行存款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Restricted bank balances (note (a))	受限制銀行結餘(附註(a))	-	9,921
Cash and cash equivalents (note (b))	現金及現金等值項目(附註(b))	4,767	9,289
Cash and bank balance	現金及銀行結餘	4,767	19,210

Notes:

- (a) Bank balances of HK\$9,912,000 were frozen by Shanghai Municipal Public Security Bureau in relation to the source of fund from an independent third party who involved in a criminal case. The Bureau also restricted the sales of all buildings of Aierfu, a subsidiary of the Group. The management obtained legal advices and in the opinion of the directors, the transactions and source of funds received by Aierfu were under commercial substance and the Group did not involve in the case. The management actively applied to the Bureau to unfreeze these assets. For the remaining balance of restricted bank balances, these were due to several minor litigations from staff, suppliers and creditors to claim for the outstanding payables. During the year ended 31 December 2020, the operation of Aierfu was disposed and there were no restricted bank balances as at 31 December 2020.
- (b) Included in cash and bank balances, short-term deposits of the Group are HK\$2,285,000 (2019: HK\$9,192,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are recognised to conduct foreign exchange business.

附註：

- (a) 銀行結餘9,912,000港元遭上海市公安局凍結，與涉及刑事案件的獨立第三方資金來源有關。該局亦限制本集團附屬公司艾爾膚的所有樓宇銷售。管理層獲得法律意見且董事認為，艾爾膚獲得的交易及資金來源屬商業性質，本集團並未涉及案件。管理層積極向該局申請解凍有關資產。至於受限制銀行結餘的餘額，是由於員工、供應商及債權人進行數項小規模訴訟以追討未清償的應付款項。於截至二零二零年十二月三十一日止年度，艾爾膚業務已出售，於二零二零年十二月三十一日概無受限制銀行結餘。
- (b) 本集團之現金及銀行結餘、短期存款包括存放於中國之銀行並以人民幣（「人民幣」）計值之銀行結餘2,285,000港元（二零一九年：9,192,000港元）。人民幣並非可自由兌換之貨幣。根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。

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26. TRADE PAYABLES

26. 貿易應付款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0至30天	87	111
31-60 days	31至60天	25	166
Over 60 days but less than 1 year	超過60天但少於1年	-	322
1 year or over 1 year	1年或1年以上	7,884	19,039
		7,996	19,638

General credit terms granted by suppliers are 30 days to 60 days.

供應商授出之一般信貸期介乎30天至60天。

27. ACCRUED CHARGES AND OTHER PAYABLES

27. 應計費用及其他應付賬項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued charges	應計費用	13,739	59,124
Interest payables on other borrowing	其他借款應付利息	-	1,653
Other payables	其他應付賬項	120,311	90,255
Government assistances	政府補貼	5,264	30,121
		139,314	181,153

Government assistances represent payments granted by the local governments in the PRC in relation to the research and development of tissue engineering and stem cell projects carried out in the PRC. These payments will be recognised as income upon the approval from the local government on the output of the relevant projects.

政府補貼指中國當地政府就於中國進行之組織工程及幹細胞項目研究及開發授出之款項。該等款項將於當地政府對相關項目成果作出批准後確認為收入。

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28. CONTRACT LIABILITIES

The contract liabilities mainly relate to advance considerations received from customers and arose from sale of goods. The Group may take certain deposits from customers on acceptance of the order, with the remainder of the consideration payable at the earlier of delivery of the finished goods.

Movements in contract liabilities

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balance at 1 January	於一月一日結餘	21,169	28,676
Decrease in contract liabilities as a result of recognising revenue during the year	年內確認收益導致合約 負債減少	(17,269)	(6,788)
Exchange differences	匯兌差額	-	(719)
Balance at 31 December	於十二月三十一日結餘	3,900	21,169

During the year, there is no billing in advance of sale of goods.

28. 合約負債

合約負債主要與收取客戶及銷售貨品產生的預收代價有關。本集團接納訂單時自客戶收取若干按金，餘下代價於成品交付時支付(以較早者為準)。

合約負債變動

於本年度概無銷售貨品預收款項。

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29. SHAREHOLDER'S LOANS

29. 股東貸款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current portion	即期部分	20,295	-
Non-current portion	非即期部分	-	207,298
		20,295	207,298

As at 31 December 2020, shareholder's loans were unsecured, interest-free and repayable on demand. The whole amount of shareholder's loans were classified as current liabilities.

於二零二零年十二月三十一日，股東貸款為無抵押、免息及須按要求償還。股東貸款全額重新分類為流動負債。

As at 31 December 2019, shareholder's loans were unsecured and interest-free in which an amount of HK\$100 million was for the potential acquisition of Lung Hang Investments Limited (note 36) and repayable on or before the third anniversary date of the advancement date of the shareholder's loans (i.e. 19 December 2020). The whole amount of shareholder's loans were classified as non-current liabilities as the shareholder undertakes that it would not demand repayment of the shareholder's loans within 15 months from 19 December 2019 until was in a position to repay.

於二零一九年十二月三十一日，股東貸款為無抵押及免息，其中金額100,000,000港元乃用於可能收購 Lung Hang Investments Limited(附註36)，並須於股東貸款墊付日期起屆滿三週年之日或之前(即二零二零年十二月十九日)償還。由於股東承諾自二零一九年十二月十九日起15個月內其將不會要求償還股東貸款直至能夠償還為止，故將全部股東貸款分類為非流動負債。

As at 31 December 2019, the fair value of shareholder's loans were calculated using cash flows discounted at market interest rate of 5% per annum. Difference between the fair value and the nominal value of the loans, amounting to HK\$12,238,000 was included in other reserve in equity.

於二零一九年十二月三十一日，股東貸款公平值採用按每年5%的市場利率貼現的現金流量計算。貸款公平值與名義值之間的差額為數12,238,000港元計入權益的其他儲備。

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30. OTHER BORROWING

Initially in 2019, Mr. Xiong Qianguan granted a facility of HK\$100 million to the Group. The borrowing was bearing 8% interest per annum and repayable on or before 31 March 2020. The Group provided a guarantee and indemnity for the account of Mr. Xiong Qianguan in favour of a third party financial institution with financial exposure capped at HK\$8 million. On 17 March 2020, the Group signed a supplementary agreement with Mr. Xiong Qianguan to increase the facility amount from HK\$100 million to HK\$180 million and extend the repayment date from 31 March 2020 to 30 June 2021. The Group also entered into a deed of charge with Mr. Xiong Qianguan to charge the Group's remaining 85% interest of financial assets at fair value through profit or loss in favour of Mr. Xiong Qianguan as the security for repayment and discharge of the other borrowing and all interest accrued and to be accrued thereon. On 2 April 2020, another supplementary agreement was signed to increase the facilities amount from HK\$180 million to HK\$200 million.

All of the borrowing were applied to offset consideration receivable from Mr. Xiong in respect of disposal of interest in the financial assets at fair value through profit and loss amount.

30. 其他借款

初始於二零一九年，熊千根先生向本集團授出貸款融資100,000,000港元。借款按年利率8%計息並須於二零二零年三月三十一日或之前償還。本集團為熊千根先生向一家第三方金融機構提供擔保及彌償，財務風險上限為8,000,000港元。於二零二零年三月十七日，本集團與熊千根先生簽署補充協議，將融資金額由100,000,000港元增至180,000,000港元，並將還款日期由二零二零年三月三十一日延長至二零二一年六月三十日。本集團亦與熊千根先生訂立抵押契據，將本集團餘下85%於按公平值於損益列賬之金融資產的權益以熊千根先生為受益人進行抵押，作為還款及償還其他借款以及所有已產生及將產生利息的擔保。於二零二零年四月二日，另一份補充協議已獲簽署以將融資金額由180,000,000港元增加至200,000,000港元。

全部借款用於抵銷就出售按公平值於損益列賬之金融資產的權益應收熊先生的代價。

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31. DEFERRED TAXATION

Deferred taxation is calculated on temporary difference under the liability method using the rates of taxation prevailing in the countries in which the Group operates. The movement on deferred tax liabilities is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the year	年初	2,351	9,661
Credited to profit or loss for the year	已計入本年度損益	(135)	(7,268)
Derecognised on disposal of subsidiaries (Note 43)	出售附屬公司時取消確認 (附註43)	(1,456)	-
Exchange difference	匯兌差額	(86)	(42)
		674	2,351

As at 31 December 2020, the Group has unused tax losses of HK\$102,589,000 (2019: HK\$92,295,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Tax losses will expire after 5 years from the year in which the tax losses were incurred.

31. 遞延稅項

遞延稅項乃根據負債法以本集團經營所在國家之現行稅率按暫時差額計算。遞延稅項負債之變動如下：

於二零二零年十二月三十一日，本集團有未動用稅項虧損102,589,000港元（二零一九年：92,295,000港元），可用於抵扣未來溢利。由於未來溢利來源的不可預測性，故並無就稅項虧損確認遞延稅項資產。稅項虧損將於其產生當年起計5年後到期。

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32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2019, ordinary shares of HK\$0.01 each	於二零一九年一月一日， 每股面值0.01港元的普通股	100,000,000,000	1,000,000
Share consolidation (note (ii))	股份合併(附註(ii))	(95,000,000,000)	-
At 31 December 2019 and 31 December 2020, ordinary shares of HK\$0.2 each	於二零一九年十二月三十一日及 二零二零年十二月三十一日， 每股面值0.2港元的普通股	5,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2019, ordinary shares of HK\$0.01 each	於二零一九年一月一日， 每股面值0.01港元的普通股	17,585,790,000	175,858
Share consolidation (note (ii))	股份合併(附註(ii))	(16,706,500,500)	-
At 31 December 2019, ordinary shares of HK\$0.2 each	於二零一九年十二月三十一日， 每股面值0.2港元的普通股	879,289,500	175,858
Share placing on 15 May 2020 (note (iii))	於二零二零年五月十五日 配售股份(附註(iii))	500,000,000	100,000
Conversion of the convertible bonds on 22 May 2020 (note (iv))	於二零二零年五月二十二日 轉換可換股債券(附註(iv))	200,000,000	40,000
Conversion of the convertible bonds on 22 July 2020 (note (v))	於二零二零年七月二十二日 轉換可換股債券(附註(v))	280,000,000	56,000
Conversion of the convertible bonds on 27 July 2020 (note (vi))	於二零二零年七月二十七日 轉換可換股債券(附註(vi))	120,000,000	24,000
Issue of subscription shares on 30 September 2020 (note (vii))	於二零二零年九月三十日 發行認購股份(附註(vii))	170,000,000	34,000
Issue of subscription shares on 19 October 2020 (note (viii))	於二零二零年十月十九日 發行認購股份(附註(viii))	230,000,000	46,000
Conversion of the convertible bonds on 14 December 2020 (note (ix))	於二零二零年十二月十四日 轉換可換股債券(附註(ix))	453,620,000	90,724
Conversion of the convertible bonds on 15 December 2020 (note (x))	於二零二零年十二月十五日 轉換可換股債券(附註(x))	21,380,000	4,276
At 31 December 2020, ordinary shares of HK\$0.2 each	於二零二零年十二月三十一日， 每股面值0.2港元的普通股	2,854,289,500	570,858

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32. SHARE CAPITAL (CONT'D)

Notes:

- (i) All these ordinary shares issued by the Company during the years rank pari passu with the then existing ordinary shares in all respects.
- (ii) On 16 May 2019, the Company completed the share consolidation by having every twenty then existing shares of HK\$0.01 each consolidated into one consolidated share of HK\$0.2 each.
- (iii) On 15 May 2020, upon the completion of share placing, 500,000,000 new shares of the Company were issued at HK\$0.2 per share.
- (iv) The Company allotted and issued 200,000,000 ordinary shares to the holder of convertible bonds on 22 May 2020 as the Company received conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$40,000,000 at the conversion price of HK\$0.2 per share.
- (v) The Company allotted and issued 280,000,000 ordinary shares to the holder of convertible bonds on 22 July 2020 as the Company received conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$56,000,000 at the conversion price of HK\$0.2 per share.
- (vi) The Company allotted and issued 120,000,000 ordinary shares to the holder of convertible bonds on 27 July 2020 as the Company received conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$24,000,000 at the conversion price of HK\$0.2 per share.
- (vii) On 30 September 2020, an aggregate of 170,000,000 subscription shares have been allotted and issued to the nominees with principal amount of HK\$34,000,000 at the issue price of HK\$0.20 per subscription share.
- (viii) On 19 October 2020, an aggregate of 230,000,000 subscription shares have been allotted and issued to the nominees with principal amount of HK\$46,000,000 at the issue price of HK\$0.20 per subscription share.
- (ix) The Company allotted and issued 453,620,000 ordinary shares to the holder of convertible bonds on 14 December 2020 as the Company received conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$90,724,000 at the conversion price of HK\$0.2 per share.
- (x) The Company allotted and issued 21,380,000 ordinary shares to the holder of convertible bonds on 15 December 2020 as the Company received conversion notices in respect of the conversion of the convertible bonds with principal amount of HK\$4,276,000 at the conversion price of HK\$0.2 per share.

32. 股本(續)

附註：

- (i) 本公司於各年度發行之所有普通股於各方面均與當時之現有普通股享有同等權益。
- (ii) 於二零一九年五月十六日，本公司以每二十股其時每股面值0.01港元的現有股份合併為一股每股面值0.2港元的合併股份的方式完成股份合併。
- (iii) 於二零二零年五月十五日，股份配售完成後，本公司按每股0.2港元發行500,000,000股新股份。
- (iv) 由於本公司於二零二零年五月二十二日已收到與以每股0.2港元的換股價轉換本金額為40,000,000港元的可換股債券有關的轉換通知，故本公司已向可換股債券持有人配發及發行200,000,000股普通股。
- (v) 由於本公司於二零二零年七月二十二日已收到與以每股0.2港元的換股價轉換本金額為56,000,000港元的可換股債券有關的轉換通知，故本公司已向可換股債券持有人配發及發行280,000,000股普通股。
- (vi) 由於本公司於二零二零年七月二十七日已收到與以每股0.2港元的換股價轉換本金額為24,000,000港元的可換股債券有關的轉換通知，故本公司已向可換股債券持有人配發及發行120,000,000股普通股。
- (vii) 於二零二零年九月三十日，合共170,000,000股認購股份已配發及發行予代名人，本金額為34,000,000港元，發行價為每股認購股份0.20港元。
- (viii) 於二零二零年十月十九日，合共230,000,000股認購股份已配發及發行予代名人，本金額為46,000,000港元，發行價為每股認購股份0.20港元。
- (ix) 由於本公司於二零二零年十二月十四日已收到與以每股0.2港元的換股價轉換本金額為90,724,000港元的可換股債券有關的轉換通知，故本公司已向可換股債券持有人配發及發行453,620,000股普通股。
- (x) 由於本公司於二零二零年十二月十五日已收到與以每股0.2港元的換股價轉換本金額為4,276,000港元的可換股債券有關的轉換通知，故本公司已向可換股債券持有人配發及發行21,380,000股普通股。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

33. 本公司之財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	7	-
Deposits for acquisition of subsidiaries	收購附屬公司之按金	-	100,000
Investments in subsidiaries	投資於附屬公司	200	42,278
		207	142,278
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	2,617	6,105
Amounts due from subsidiaries	應收附屬公司款項	80,641	316,041
Cash and bank balance	現金及銀行結餘	1,883	76
		85,141	322,222
Current liabilities	流動負債		
Accrued charges and other payables	應計費用及其他應付賬項	137,469	21,665
Amounts due to subsidiaries	應付附屬公司款項	8,045	237,641
Shareholder's loans	股東貸款	14,565	-
Lease liabilities	租賃負債	2,135	3,519
Other borrowing	其他借款	-	22,218
		162,214	285,043
Net current (liabilities)/assets	流動(負債)/資產淨值	(77,073)	37,179
Total assets less current liabilities	總資產減流動負債	(76,866)	179,457
Non-current liabilities	非流動負債		
Shareholder's loans	股東貸款	-	191,561
Lease liabilities	租賃負債	-	2,135
		-	193,696
NET LIABILITIES	負債淨值	(76,866)	(14,239)
CAPITAL DEFICIENCY	資本虧絀		
Share capital	股本	570,858	175,858
Reserves	儲備	(647,724)	(190,097)
CAPITAL DEFICIENCY	資本虧絀總額	(76,866)	(14,239)

On behalf of the directors

代表董事

Wang Chuang
王闖
Director
董事

Huo Chunyu
霍春玉
Director
董事

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34. RESERVES

34. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	3,196,996	42,156	-	13	(3,068,348)	170,817
Deemed capital contribution from shareholders	視作股東注資	-	-	12,238	-	-	12,238
Issue of share options	發行購股權	-	5,367	-	-	-	5,367
Lapse of share options	購股權失效	-	(7,224)	-	-	7,224	-
Loss for the year	本年度虧損	-	-	-	-	(378,519)	(378,519)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	3,196,996	40,299	12,238	13	(3,439,643)	(190,097)
Equity-settled share-based payments	以股權結算的以股份為 基礎的付款	-	2,234	-	-	-	2,234
Lapse of share options	購股權失效	-	(4,084)	-	-	4,084	-
Share issue expenses	股份發行開支	(817)	-	-	-	-	(817)
Irrecoverable deposit for an acquisition of a subsidiaries	收購附屬公司之不可 收回按金	-	-	-	-	(100,000)	(100,000)
Conversion of convertible bonds	轉換可換股債券	7,334	-	-	-	-	7,334
Loss for the year	本年度虧損	-	-	-	60	(366,438)	(366,378)
At 31 December 2020	於二零二零年 十二月三十一日	3,203,513	38,449	12,238	73	(3,901,997)	(647,724)

In accordance with the Companies Law of the Cayman Islands, the share premium account of the Company is also available for distribution to shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

Deemed capital contribution from shareholders, represented the difference between the principal amount of the shareholder's loan and its fair value. As at 31 December 2019, the fair value of shareholder's loans were calculated using cash flows discounted at market interest rate of 5% per annum. Difference between the fair value and the nominal value of the loans, amounting to HK\$12,328,000 is included in other reserve in equity.

根據開曼群島公司法，本公司之股份溢價賬亦可分派予股東，惟本公司須於緊隨建議派付任何有關分派日期後，能夠在日常業務過程中償還到期債務。

視作來自股東的注資指股東貸款的本金額與其公平值間的差額。於二零一九年十二月三十一日，股東貸款的公平值採用按每年5%的市場利率貼現的現金流計算。貸款公平值與名義值之間的差額12,328,000港元計入權益的其他儲備。

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35. NOTES SUPPORTING STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financial activities:

35. 現金流量表支持附註

融資活動產生的負債之對賬：

		Convertible bonds	Bank borrowings	Shareholder's loans	Other borrowings	Interest payables for other borrowings	Lease liabilities
		可換股債券 HK\$'000 千港元	銀行借款 HK\$'000 千港元	股東貸款 HK\$'000 千港元	其他借款 HK\$'000 千港元	其他借款的 應付利息 HK\$'000 千港元	租賃負債 HK\$'000 千港元
At 31 December 2019	於二零一九年十二月三十一日	-	389,300	258,334	-	-	-
Adoption of HKFRS 16	採納香港財務報告準則第16號	-	-	-	-	-	102,767
		-	389,300	258,334	-	-	102,767
Changes from cash flows:	現金流量變化：						
Drawdown	提款	-	-	-	55,172	-	-
Repayments	償還	-	(389,300)	(37,695)	-	-	-
Interest paid	已付利息	-	(1,405)	-	-	-	-
Repayment of principal portion of lease liabilities	償還租賃負債本金部分	-	-	-	-	-	(18,235)
Interest on lease liabilities paid	已付租賃負債利息	-	-	-	-	-	(2,285)
Total changes from financing cash flows:	融資現金流量變動總額：	-	(390,705)	(37,695)	55,172	-	(20,520)
Other changes:	其他變動：						
Additions	添置	-	-	-	-	-	34,106
Interest expenses	利息開支	-	1,405	-	-	1,653	2,285
Exchange difference	匯兌差額	-	-	-	-	-	(343)
Deemed capital contribution from shareholder	視作來自股東的注資	-	-	(13,341)	-	-	-
Disposal of a subsidiary	出售附屬公司	-	-	-	-	-	(1,276)
Lease modification	租賃修改	-	-	-	-	-	(67,500)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	-	-	207,298	55,172	1,653	49,519
Changes from cash flows:	現金流量變化：						
Drawdown	提款	-	-	20,295	-	-	-
Repayments	償還	-	-	-	(55,172)	-	-
Interest paid	已付利息	(2,334)	-	-	(14,494)	(1,653)	-
Repayment of principal portion of lease liabilities	償還租賃負債本金部分	-	-	-	-	-	(26,621)
Interest on lease liabilities paid	已付租賃負債利息	-	-	-	-	-	(1,696)
Total changes from financing cash flows:	融資現金流量變動總額：	(2,334)	-	20,295	(69,666)	(1,653)	(19,028)
Other changes:	其他變動：						
Interest expenses	利息開支	2,334	-	13,332	14,494	-	1,696
Settlement by issue of convertible bonds	發行可換股債券結付	220,630	-	(220,630)	-	-	-
Conversion of convertible bonds	轉換可換股債券	(220,630)	-	-	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	-	-	20,295	-	-	22,898

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36. CAPITAL AND OTHER COMMITMENTS

As at 31 December 2020, the Group had capital and other commitments as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Capital commitments for property, plant and equipment:	物業、廠房及設備資本承擔：		
Contracted but not provided for:	已訂約但未撥備：		
Purchased of property, plant and equipment	購買物業、廠房及設備	1,509	654
Total	總計	1,509	654

The Company signed two sponsorship agreements with the University of Oxford for the research of stem cell therapy and tissue engineering. The Company agreed to provide GBP9 million (equivalent to HK\$93 million) to the University of Oxford by instalments over the period covered by agreements. Up to 31 December 2020, the Company has paid GBP5.05 million (equivalent to HK\$55.90 million (2019: GBP5.05 million (equivalent to HK\$55.90 million)) to the University of Oxford. As the agreements are executory, no liability should be recognised at the date of signing of the agreements.

During the year ended 30 April 2017, the Group through a subsidiary company of the Ophthalmology products and services business segment entered into the framework agreements with independent third parties to establish an ophthalmic clinic and a specialist hospital located in Shenzhen, PRC. According to the terms of the two framework agreements, the Group may use each of the two sites for the first eight years following the date the relevant site becomes available for use and the Group was required to share 49% of the audited net profit (after tax) of the specialist hospital with the independent third party during the term of that lease. Thereafter, the Group may elect to continue to rent the sites at a rental to be determined by reference to the then prevailing market rate for the seven years that follow. The Group has not yet used these sites and there is no rental payment paid by the Company for these sites during the years ended 31 December 2020 and 2019 and such framework agreements were divested following the disposal of the Ophthalmology products and services segment.

36. 資本及其他承擔

於二零二零年十二月三十一日，本集團之資本及其他承擔如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Capital commitments for property, plant and equipment:	物業、廠房及設備資本承擔：		
Contracted but not provided for:	已訂約但未撥備：		
Purchased of property, plant and equipment	購買物業、廠房及設備	1,509	654
Total	總計	1,509	654

本公司與牛津大學就幹細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期提供9,000,000英鎊（相當於93,000,000港元）。截至二零二零年十二月三十一日，本公司已向牛津大學支付5,050,000英鎊（相當於55,900,000港元）（二零一九年：5,050,000英鎊（相當於55,900,000港元））。由於該等協議尚待執行，於簽立協議日期並無確認負債。

於截至二零一七年四月三十日止年度，本集團眼科產品及服務業務分部的一間附屬公司與獨立第三方訂立框架協議，以於中國深圳成立一間眼科診所及一間專科醫院。根據兩份框架協議之條款，本集團可於有關場所可供使用之日起首個八年內使用該兩個場所，但本集團須於租賃年期內與獨立第三方分享專科醫院49%經審核淨利潤（稅後）。此後，本集團可選擇繼續租賃該等場所，租金將參考七年後的通行市場利率釐定。本集團尚未動用該等場所，且概無本公司於截至二零二零年及二零一九年十二月三十一日止年度就該等場所已付租金，而該等框架協議已於出售眼科產品及服務分部後剝離。

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36. CAPITAL AND OTHER COMMITMENTS (CONT'D)

Deposits for acquisition of subsidiaries:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Lung Hang Investment Limited (note (a))	Lung Hang Investment Limited (附註(a))	-	100,000
Other target company (note (b))	其他目標公司(附註(b))	-	46,512
		-	146,512

(a) On 10 December 2017, the Company entered into a framework agreement with an independent third party in relation to the proposed acquisition (the "Proposed Acquisition") of the entire issued share capital of Lung Hang Investments Limited ("Lung Hang"), a company incorporated in the British Virgin Islands with limited liability. Lung Hang and its subsidiaries are principally engaged in the manufacture, distribution, trading and sale of proprietary Chinese medicines, chemical raw materials, biochemical products, chemical medicine preparation and health food and other related business in the PRC. The amount of the consideration for the Proposed Acquisition shall be in the region between HK\$3.6 billion to HK\$3.8 billion, subject to further bona fide negotiations. Further details were set out in the Company's announcement dated 10 December 2017.

According to the framework agreement, the Company shall pay HK\$100 million to the existing shareholder of Lung Hang within 7 days from the signing of the framework agreement. This payment was non-refundable and if the Proposed Acquisition materialises, this payment shall be applied as part payment of the consideration.

36. 資本及其他承擔(續)

收購附屬公司之按金：

(a) 於二零一七年十二月十日，本公司與獨立第三方訂立一份框架協議，內容有關建議收購Lung Hang Investments Limited(「Lung Hang」)(於英屬處女群島註冊成立之有限公司)之全部已發行股本(「建議收購事項」)。Lung Hang及其附屬公司主要於中國從事中成藥、化學原料藥、生化產品、化學藥製劑及保健食品的生產、分銷、貿易及銷售業務以及其他相關業務。建議收購事項之代價金額應介乎36億港元至38億港元，惟有待進一步真誠磋商釐定。進一步詳情載於本公司日期為二零一七年十二月十日之公告。

根據框架協議，本公司應於簽立框架協議後7日內向Lung Hang現任股東支付1億港元。該筆款項為不可退還。倘建議收購事項落實，該筆款項將用作代價的部分付款。

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36. CAPITAL AND OTHER COMMITMENTS (CONT'D)

(a) (Cont'd)

For the purpose of this Proposed Acquisition, All Favour Holdings Limited ("All Favour"), a substantial shareholder of the Company, advanced HK\$100 million to the Company to pay the deposits pursuant to the framework agreement. This shareholder's loan (the "Shareholder's Loan") was unsecured and interest-free. If the Company proceeded with the Proposed Acquisition, the Company would have to repay the Shareholder's Loan on or before the third anniversary date of the advancement date of the Shareholder's Loan.

The Company reached agreement in December 2017 with All Favour that if the Company decides not to proceed with the Proposed Acquisition, the Company shall nominate All Favour as nominated purchaser for the Proposed Acquisition and that if All Favour agreed to proceed with the Proposed Acquisition, the obligation to repay the Shareholder's Loan by the Company shall be deemed discharged when All Favour enters into the sale and purchase agreement of the Proposed Acquisition.

During the year, the Directors reviewed the financial position of the Company, and decided that it would not be feasible for the Company to proceed with the Proposed Acquisition and the Company requested (the "Request") All Favour to be nominated as purchaser for the Proposed Acquisition. The Request was rejected by All Favour and All Favour requested for the repayment of the Shareholder's Loan by 20 December 2020.

36. 資本及其他承擔(續)

(a) (續)

為了是項建議收購事項，本公司之主要股東全輝控股有限公司(「全輝」)向本公司墊付1億港元的款項以根據框架協議支付按金。該筆股東貸款(「股東貸款」)為無抵押及免息。倘本公司進行建議收購事項，本公司將需於股東貸款墊付日期屆滿三週年當日或之前償還股東貸款。

於二零一七年十二月，本公司與全輝達成協議，倘本公司決定不進行建議收購事項，本公司須提名全輝為建議收購事項的獲提名買方；在此情況下，如全輝同意進行建議收購事項，本公司償還股東貸款之責任應被視為已於全輝就建議收購事項訂立買賣協議時履行。

年內，董事審閱本公司的財務狀況及決定本公司繼續進行建議收購事項並不可行，且本公司要求(「該要求」)提名全輝為建議收購事項的買方。該要求被全輝拒絕，而全輝要求於二零二零年十二月二十日之前償還股東貸款。

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36. CAPITAL AND OTHER COMMITMENTS (CONT'D)

(a) (Cont'd)

As part of the efforts by the Company to assess the legal position, the Company has obtained an independent legal counsel advice which indicated that the Company would not be able to compel All Favour to accept the nomination and the Company's liabilities to repay the Shareholder's Loan could not be discharged.

After negotiation and assessment of the Company's position, the Company and All Favour agreed that the Shareholder's Loan shall be settled in full by the Company issuing convertible bonds in the principal amount of HK\$95 million representing a discount of 5% to the nominal amount of the Shareholder's Loan and upon the issue of such convertible bonds the liability of the Company under the Shareholder's Loan in the amount of HK\$100 million shall be settled and discharged absolutely. Such discount is meant to compensate the Company for the early settlement of the Shareholder's Loan. Upon the issue of such convertible bonds, the deposits for the Proposed Acquisition of HK\$100 million was also fully impaired. For details, please refer to the announcements of the Company dated 20 October 2020, 7 December 2020 and 10 December 2020 and the circular of the Company dated 20 November 2020.

- (b) The deposit is unsecured, interest-free and refundable if the proposed acquisition does not proceed. In June 2020, the proposed acquisition was cancelled and the Group reclaimed the deposit during the year ended 31 December 2020.

36. 資本及其他承擔(續)

(a) (續)

作為本公司評估法律立場的工作的一部分，本公司已取得獨立法律顧問意見，彼表示，本公司無法逼使全輝接受提名，而本公司償還股東貸款的責任亦無法解除。

經磋商及評估本公司之狀況，本公司與全輝同意，股東貸款將由本公司發行本金額為95,000,000港元(較股東貸款的面值折讓5%)的可換股債券完全清償，且於發行有關可換股債券時，本公司於股東貸款100,000,000港元下之責任將予結算及全部解除。該折讓旨在就提早償還股東貸款而補償本公司。發行有關可換股債券後，建議收購事項之按金100,000,000港元已悉數減值。有關詳情，請參閱本公司日期為二零二零年十月二十日、二零二零年十二月七日及二零二零年十二月十日的公告，以及本公司日期為二零二零年十一月二十日的通函。

- (b) 倘建議收購事項未繼續進行，則按金為無抵押、免息及可退還。於二零二零年六月，建議收購事項已予取消，而本集團已於截至二零二零年十二月三十一日止年度取回按金。

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37. SHARE OPTIONS

A share option scheme was adopted by the Company pursuant to a resolution passed on 14 September 2011 (the "Scheme"). Under the Scheme, the directors may grant options to (i) any eligible employee (means any employee, whether full time or part time employee, including any executive directors and non-executive directors) of the Company, any of its subsidiaries and any invested entity; (ii) any supplier of goods or services to any member of the Group or any invested entity; (iii) any customer of the Group or any invested entity; (iv) any person or entity that provides research, development or technological support or other services to the Group or any invested entity; and (v) any shareholder or any member of the Group or any invested entity or any holder of any securities issued by any member of the Group to any invested entity (collectively known as the "Participants"), to subscribe for shares in the Company. The purpose of the Scheme is to provide incentives or rewards to the Participants thereunder for their contributions to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity. The period of the Scheme shall not be more than ten years from the date of adoption of the Scheme.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of the approval of the Scheme, unless approved by the Company's shareholders. In addition, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted under the Scheme is not permitted to exceed 30% of the shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time. Options granted to substantial shareholders or independent non-executive directors of the Company, or any of their respective associates in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved by the Company's shareholders.

37. 購股權

本公司根據一項於二零一一年九月十四日通過之決議案採納一項購股權計劃(「計劃」)。根據計劃，董事可向下列人士授出購股權以認購本公司股份：(i)本公司、其任何附屬公司及任何所投資實體之任何合資格僱員(指任何全職或兼職僱員，包括任何執行董事及非執行董事)；(ii)向本集團任何成員公司或任何所投資實體供應貨品或服務之任何供應商；(iii)本集團或任何所投資實體之任何顧客；(iv)向本集團或任何所投資實體提供研究、開發或技術支援或其他服務之任何人士或實體；及(v)任何股東或本集團任何成員公司或任何所投資實體或本集團任何成員公司向任何所投資實體發行之任何證券之任何持有人(統稱「參與者」)。計劃之目的乃就有關參與者對本集團所作之貢獻作出鼓勵或獎勵及／或使本集團得以招攬及挽留優秀僱員，並吸納對本集團及任何所投資實體而言寶貴之人力資源。計劃期由採納計劃日期起計不得超過十年。

除非獲得本公司股東批准，根據計劃可予授出之購股權涉及之股份總數不得超過本公司於批准計劃當日已發行股份之10%。此外，因行使根據計劃授出而尚未行使之購股權而可予發行之本公司股份數目上限，不得超過本公司不時已發行股份之30%。於任何12個月期間內可向任何人士授出之購股權涉及之股份數目不得超過本公司於任何時間已發行股份之1%。倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人授出之購股權超過本公司股本之0.1%及價值超過5,000,000港元，則必須獲得本公司股東批准。

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37. SHARE OPTIONS (CONT'D)

Options granted must be taken up within a period of 28 days from the date of grant, upon payment of HK\$1 per grant. An option period to be determined by the directors is at their absolute discretion shall not be more than ten years after the date of the grant of the share option ("Option Period"). Options may be exercised in accordance with the terms of the Scheme at any time during the Option Period after the option has been granted. The exercise price should not be less than the highest of (i) the nominal value of the Company's shares; (ii) the closing price of the Company's share on the date of grants, which must be a trading day; or (iii) the average of the closing prices of the Company's shares for the five trading days immediately preceding the date of grant.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing its shares.

No share option was granted under the Scheme during the years ended 31 December 2020 and 2019.

37. 購股權(續)

所授出之購股權必須於授出日期起28日期間內獲接納，而每次接納購股權時須繳付1港元。購股權期間乃由董事全權酌情釐定，惟不得超過授出購股權日期起計十年(「購股權期間」)。授出購股權後，購股權可於購股權期間內按照計劃條款隨時予以行使。行使價不得低於以下三者之最高者：(i)本公司股份面值；(ii)本公司股份於授出日期(必須為交易日)之收市價；或(iii)本公司股份於緊接授出日期前五個交易日之平均收市價。

所有以股份支付之僱員酬金將以權益支付。本集團除發行股份外，概無法律或推定義務購回或支付購股權。

截至二零二零年及二零一九年十二月三十一日止年度概無根據計劃授出購股權。

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37. SHARE OPTIONS (CONT'D)

The Company

Name of category of participant	Share option type	Outstanding at 31 December 2019 二零一九年十二月三十一日尚未行使	Lapsed during the year 年內失效	Outstanding at 31 December 2020 於二零二零年十二月三十一日尚未行使
參與者之類別名稱	購股權類型			
Directors	董事			
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>			
Mr. Chan Bing Woon (resigned on 15 August 2019)	陳炳煥先生 (於二零一九年八月十五日辭任)	04/2016 57,900 04/2017 46,000	(57,900) (46,000)	- -
Sub-total	小計	103,900	(103,900)	-
Employees	僱員			
In aggregate	合計	04/2016 1,845,500 04/2017 2,878,200	(190,500) (341,700)	1,655,000 2,536,500
Consultants	顧問			
In aggregate	合計	04/2016 1,647,000 04/2017 2,400,000	- -	1,647,000 2,400,000
		8,874,600	(636,100)	8,238,500

During the year, 636,100 (2019: 2,057,800 share options (adjusted after share consolidation)) share options lapsed as the related directors, employees and consultants resigned/retired/ceased to provide services to the Group. As a result of the lapse of share options during the year, an amount of HK\$4,084,000 (2019: HK\$7,224,000) were debited to the share option reserve and credited to accumulated losses.

The fair value of equity-settled share-based payment transactions with consultants is by reference to the fair value of the share options granted, as the directors consider that the share options granted is an extra incentive to the consultants and no specified identifiable goods or services to be provided to the Group.

37. 購股權 (續)

本公司

年內，由於相關董事、僱員及顧問已辭任／退任／不再向本集團提供服務，故有636,100份(二零一九年：2,057,800份)購股權(股份合併後進行調整)已失效。由於年內購股權已失效，4,084,000港元(二零一九年：7,224,000港元)於購股權儲備中扣除並計入累計虧損。

由於董事認為所授出之購股權乃為向顧問作出之額外激勵，及並無將向本集團提供之特定可識別貨品或服務，與顧問進行之以權益結算之股權支付費用交易之公平值乃經參考所授出購股權之公平值釐定。

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37. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2020 and 2019 are as follows:

37. 購股權 (續)

於二零二零年及二零一九年十二月三十一日之購股權條款及條件如下：

Date of grant	Vesting period	Exercise period	Contractual exercise price (adjusted after share consolidation) 合約行使價 (於股份合併後調整)	Contractual life of options 購股權合約年期	Number of options 購股權數目 Adjusted after share consolidation 股份合併後之經調整	
					2020	2019
授出日期	歸屬期	行使期			二零二零年	二零一九年
Directors and chief executive officer						
董事及行政總裁						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2016 二零一五年九月十六日至二零一六年九月十五日	16 September 2016 to 15 September 2025 二零一六年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	-	11,580
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2017 二零一五年九月十六日至二零一七年九月十五日	16 September 2017 to 15 September 2025 二零一七年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	-	11,580
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2018 二零一五年九月十六日至二零一八年九月十五日	16 September 2018 to 15 September 2025 二零一八年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	-	11,580
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2019 二零一五年九月十六日至二零一九年九月十五日	16 September 2019 to 15 September 2025 二零一九年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	-	11,580
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2020 二零一五年九月十六日至二零二零年九月十五日	16 September 2020 to 15 September 2025 二零二零年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	-	11,580
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2017 二零一六年九月八日至二零一七年九月八日	9 September 2017 to 8 September 2025 二零一七年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	-	9,200

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37. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2020 and 2019 are as follows: (Cont'd)

37. 購股權(續)

於二零二零年及二零一九年十二月三十一日之購股權條款及條件如下：(續)

Date of grant	Vesting period	Exercise period	Contractual exercise price (adjusted after share consolidation) 合約行使價(於股份合併後調整)	Contractual life of options 購股權合約年期	Number of options 購股權數目 Adjusted after share consolidation 股份合併後之經調整	
					2020 二零二零年	2019 二零一九年
Directors and chief executive officer (Cont'd) 董事及行政總裁(續)						
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2018 二零一六年九月八日至二零一八年九月八日	9 September 2018 to 8 September 2025 二零一八年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	-	9,200
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2019 二零一六年九月八日至二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	-	9,200
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2020 二零一六年九月八日至二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	-	9,200
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2021 二零一六年九月八日至二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	-	9,200
Employees 僱員						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2016 二零一五年九月十六日至二零一六年九月十五日	16 September 2016 to 15 September 2025 二零一六年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	331,000	369,100
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2017 二零一五年九月十六日至二零一七年九月十五日	16 September 2017 to 15 September 2025 二零一七年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	331,000	369,100
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2018 二零一五年九月十六日至二零一八年九月十五日	16 September 2018 to 15 September 2025 二零一八年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	331,000	369,100

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37. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2020 and 2019 are as follows: (Cont'd)

37. 購股權 (續)

於二零二零年及二零一九年十二月三十一日之購股權條款及條件如下：(續)

Date of grant	Vesting period	Exercise period	Contractual exercise price (adjusted after share consolidation) 合約行使價 (於股份合併後調整)	Contractual life of options 購股權合約年期	Number of options 購股權數目 Adjusted after share consolidation 股份合併後之經調整	
					2020 二零二零年	2019 二零一九年
Employees (Cont'd) 僱員(續)						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2019 二零一五年九月十六日至二零一九年九月十五日	16 September 2019 to 15 September 2025 二零一九年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	331,000	369,100
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2020 二零一五年九月十六日至二零二零年九月十五日	16 September 2020 to 15 September 2025 二零二零年九月十六日至二零二五年九月十五日	HK\$9 9港元	10 years 10年	331,000	369,100
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2017 二零一六年九月八日至二零一七年九月八日	9 September 2017 to 8 September 2025 二零一七年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	507,300	575,640
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2018 二零一六年九月八日至二零一八年九月八日	9 September 2018 to 8 September 2025 二零一八年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	507,300	575,640
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2019 二零一六年九月八日至二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	507,300	575,640
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2020 二零一六年九月八日至二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	507,300	575,640
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2021 二零一六年九月八日至二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	507,300	575,640

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37. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2020 and 2019 are as follows: (Cont'd)

37. 購股權 (續)

於二零二零年及二零一九年十二月三十一日之購股權條款及條件如下：(續)

Date of grant	Vesting period	Exercise period	Contractual exercise price (adjusted after share consolidation) 合約行使價 (於股份合併後調整)	Contractual life of options 購股權合約年期	Number of options 購股權數目 Adjusted after share consolidation 股份合併後之經調整	
					2020	2019
授出日期	歸屬期	行使期			二零二零年	二零一九年
Consultants						
顧問						
16 September 2015	16 September 2015 to 15 September 2016	16 September 2016 to 15 September 2025	HK\$9	10 years	329,400	329,400
二零一五年九月十六日	二零一五年九月十六日至二零一六年九月十五日	二零一六年九月十六日至二零二五年九月十五日	9港元	10年		
16 September 2015	16 September 2015 to 15 September 2017	16 September 2017 to 15 September 2025	HK\$9	10 years	329,400	329,400
二零一五年九月十六日	二零一五年九月十六日至二零一七年九月十五日	二零一七年九月十六日至二零二五年九月十五日	9港元	10年		
16 September 2015	16 September 2015 to 15 September 2018	16 September 2018 to 15 September 2025	HK\$9	10 years	329,400	329,400
二零一五年九月十六日	二零一五年九月十六日至二零一八年九月十五日	二零一八年九月十六日至二零二五年九月十五日	9港元	10年		
16 September 2015	16 September 2015 to 15 September 2019	16 September 2019 to 15 September 2025	HK\$9	10 years	329,400	329,400
二零一五年九月十六日	二零一五年九月十六日至二零一九年九月十五日	二零一九年九月十六日至二零二五年九月十五日	9港元	10年		
16 September 2015	16 September 2015 to 15 September 2020	16 September 2020 to 15 September 2025	HK\$9	10 years	329,400	329,400
二零一五年九月十六日	二零一五年九月十六日至二零二零年九月十五日	二零二零年九月十六日至二零二五年九月十五日	9港元	10年		
9 September 2016	8 September 2016 to 8 September 2017	9 September 2017 to 8 September 2025	HK\$5.82	10 years	480,000	480,000
二零一六年九月九日	二零一六年九月八日至二零一七年九月八日	二零一七年九月九日至二零二五年九月八日	5.82港元	10年		
9 September 2016	8 September 2016 to 8 September 2018	9 September 2018 to 8 September 2025	HK\$5.82	10 years	480,000	480,000
二零一六年九月九日	二零一六年九月八日至二零一八年九月八日	二零一八年九月九日至二零二五年九月八日	5.82港元	10年		

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37. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2020 and 2019 are as follows: (Cont'd)

Date of grant	Vesting period	Exercise period	Contractual exercise price (adjusted after share consolidation) 合約行使價 (於股份合併後調整)	Contractual life of options 購股權合約年期	Number of options 購股權數目 Adjusted after share consolidation 股份合併後之經調整	
					2020	2019
授出日期	歸屬期	行使期			二零二零年	二零一九年
Consultants (Cont'd) 顧問(續)						
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2019 二零一六年九月八日至 二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至 二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	480,000	480,000
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2020 二零一六年九月八日至 二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至 二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	480,000	480,000
9 September 2016 二零一六年九月九日	8 September 2016 to 8 September 2021 二零一六年九月八日至 二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至 二零二五年九月八日	HK\$5.82 5.82港元	10 years 10年	480,000	480,000
					8,238,500	8,874,600

The Company had 7,207,200 and 6,277,600 share options exercisable at 31 December 2020 and 2019 after share consolidation and the weighted average exercise prices of share options exercisable at 31 December 2020 and 2019 after share consolidation are HK\$7.28 and HK\$7.28 respectively.

As at 31 December 2020, the Company had 8,238,500 (2019: 8,874,600 (restated)) share options outstanding under the Scheme, which represented approximately 0.3% (2019: 1%) of the Company's shares in issue as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 8,238,500 (2019: 8,874,600) additional ordinary shares of the Company and additional share capital of HK\$1,647,700 (2019: HK\$1,774,920) and share premium of HK\$56,800,730 (2019: HK\$61,165,524) (before issue expenses).

37. 購股權(續)

於二零二零年及二零一九年十二月三十一日之購股權條款及條件如下：(續)

於二零二零年及二零一九年十二月三十一日於股份合併後，本公司有7,207,200份及6,277,600份購股權可予行使，於二零二零年及二零一九年十二月三十一日於股份合併後，可行使購股權的加權平均行使價分別為7.28港元及7.28港元。

於二零二零年十二月三十一日，本公司有8,238,500份(二零一九年：8,874,600份(經重列))計劃項下之尚未行使購股權，佔本公司於該日之已發行股份約0.3%(二零一九年：1%)。於本公司現有資本架構下，悉數行使餘下購股權將導致本公司發行8,238,500股(二零一九年：8,874,600股)額外普通股，並產生額外股本1,647,700港元(二零一九年：1,774,920港元)及股份溢價56,800,730港元(二零一九年：61,165,524港元)(於發行開支前)。

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37. SHARE OPTIONS (CONT'D)

The number and weighted average exercise prices of share options are as follows:

	2020 二零二零年		2019 二零一九年	
	Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ 港元 (restated) (經重列)	Number of options 購股權數目 '000 千份
Outstanding at beginning of the year 年初尚未行使	7.09	8,874	7.08	10,932
Forfeited/Lapsed during the year 年內沒收/失效	7.09	(636)	7.09	(2,058)
Outstanding at end of year 年末尚未行使	7.09	8,238	7.09	8,874

Note: The number of share options and exercise prices were adjusted pursuant to the share consolidation as mentioned in note 33

As at 31 December 2020, the weighted average remaining contractual life for the outstanding share options is 4.70 years (2019: 5.70 years).

During the year, share-based payments expense of HK\$2,234,000 (2019: HK\$5,367,000) have been charged to profit or loss for the year.

37. 購股權(續)

購股權數目及加權平均行使價如下：

附註：購股權數目及行使價乃根據附註33所述之股份合併作出調整

於二零二零年十二月三十一日，尚未行使購股權的加權平均尚餘合約年期為4.70年(二零一九年：5.70年)。

年內，以股份支付費用為2,234,000港元(二零一九年：5,367,000港元)已於本年度損益中扣除。

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38. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year.

Compensation of Key management personnel

The key management personnel of the Group are the directors, chief financial officer and legal counsel of the Company. The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. The remuneration of the key management (excluding directors) was as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,012	2,106
Retirement benefits scheme contributions	退休福利計劃供款	36	21
		3,048	2,127

The emoluments of the highest paid non-director individuals fell within the following band:

		Number of individual 人數	
		2020 二零二零年	2019 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	-	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至2,000,000港元	1	2
		2	3

38. 關連人士交易

除此等財務報表其他部分詳述的交易外，本集團於年內與關聯方有以下交易。

主要管理人員酬金

本集團之主要管理人員即本公司董事、首席財務官及法律顧問。主要管理人員之酬金乃由薪酬委員會根據個別人士之表現及市場趨勢釐定。主要管理人員(不包括董事)之酬金範圍如下：

最高薪非董事個人的酬金介乎以下範圍：

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39. INTERESTS IN SUBSIDIARIES

39. 於附屬公司之權益

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Issued ordinary capital/paid up capital 已發行普通股 股本/繳足資本	Percentage of ownership interests held by the Company 本公司持有擁有 權益比例		Principal activities and place of operations 主要業務及營業地點
			Directly 直接	Indirectly 間接	
China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司	British Virgin Islands 英屬處女群島	US\$20,000 20,000美元	100% (2019:100%)	-	Investment holding, Hong Kong 投資控股, 香港
China Regenerative Medicine Tissue Engineering Limited 中國再生醫學組織工程有限公司	British Virgin Islands 英屬處女群島	US\$245,968,536 245,968,536美元	- (2019: 100%)	-	Investment holding, Hong Kong 投資控股, 香港
FD(H) Investments Limited FD(H) Investments Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	- (2019: 100%)	-	Investment holding, Hong Kong 投資控股, 香港
Shaanxi Aierfu Activitissue Engineering Company Limited ("Shaanxi Aierfu") 陝西艾爾膚組織工程有限公司(「陝西艾爾膚」)	The PRC 中國	RMB250,000,000 人民幣250,000,000元	- (2019: 100%)	-	Production and sales of tissue engineering skin related products, the PRC 生產及銷售組織工程皮膚相關 產品, 中國
Shaanxi AiBosin Bio-Engineering Company Limited ("Shaanxi AiBosin") 陝西艾博生生物工程公司(「陝西艾博生」)	The PRC 中國	RMB2,000,000 人民幣2,000,000元	- (2019: 100%)	-	Research and development, the PRC 研發, 中國
Shaanxi AiNear Cornea Engineering Company Limited ("Shaanxi AiNear") 陝西艾爾尼角膜工程有限公司(「陝西艾爾尼」)	The PRC 中國	RMB3,800,000 人民幣3,800,000元	- (2019: 100%)	-	Research and development, the PRC 研發, 中國
Shenzhen AiNear Cornea Engineering Company Limited ("Shenzhen AiNear") 深圳艾爾尼角膜工程有限公司(「深圳艾爾尼」)	The PRC 中國	RMB3,800,000 人民幣3,800,000元	- (2019: 100%)	-	Production and sales of bio-engineered cornea, the PRC 生產及銷售生物工程角膜, 中國
Zhongsheng Medical Equipment Trading Company Limited 中生醫療器械銷售有限公司	The PRC 中國	RMB60,000,000 人民幣60,000,000元	- (2019: 100%)	-	Sales and distribution, the PRC 銷售及分銷, 中國
Shaanxi Reshine Biotech Co. Ltd. ("Reshine") 陝西瑞盛生物科技有限公司(「瑞盛」)	The PRC 中國	RMB117,000,000 人民幣117,000,000元	- (2019: 100%)	-	Research and development, the PRC 研發, 中國

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39. INTERESTS IN SUBSIDIARIES (CONT'D)

39. 於附屬公司之權益(續)

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Issued ordinary capital/paid up capital 已發行普通股 股本/繳足資本	Percentage of ownership interests held by the Company 本公司持有擁有 權益比例		Principal activities and place of operations 主要業務及營業地點
			Directly 直接	Indirectly 間接	
Shanghai Hesidi Cosmetics Company Limited ("Shanghai Hesidi") 上海赫絲蒂化妝品有限公司(「上海赫絲蒂」)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	51% (2019: 51%)	Sales and distribution, the PRC 銷售及分銷, 中國
Shenzhen Hesidi Cosmetics Company Limited ("Shenzhen Hesidi") 深圳赫絲蒂化妝品有限公司(「深圳赫絲蒂」)	The PRC 中國	RMB5,000,000 人民幣5,000,000元	-	51% (2019: 51%)	Sales and distribution, the PRC 銷售及分銷, 中國
China Bio-Med Technology Limited 中生醫學科技有限公司	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	100% (2019: 100%)	Research and development, the PRC 研發, 中國
HK International Regenerative Centre Limited 香港國際再生醫學中心有限公司	Hong Kong 香港	HK\$100 100港元	-	100% (2019: 100%)	Healthcare business, Hong Kong 醫療保健業務, 香港
China Regenerative Medicine Limited 中國再生醫學有限公司	Hong Kong 香港	HK\$1 1港元	-	100% (2019: 100%)	Investment holding, Hong Kong 投資控股, 香港
BioCell Technology Limited 百奧生物科技有限公司	Hong Kong 香港	HK\$1 1港元	-	100% (2019: 100%)	Stem cell operation, Hong Kong 幹細胞業務, 香港
Tianjin Weikai Bioeng Ltd 天津衛凱生物工程學有限公司	The PRC 中國	RMB10,400,000 人民幣10,400,000元	-	90%* (2019: 90%)	Sales and distribution, the PRC 銷售及分銷, 中國
AK (Suzhou) Biomedical Ltd 奧凱(蘇州)生物技術諮詢服務有限公司	The PRC 中國	RMB1,470,600 人民幣1,470,600元	-	90%* (2019: 90%)	Sales and distribution, the PRC 銷售及分銷, 中國

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39. INTERESTS IN SUBSIDIARIES (CONT'D)

Note: The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the Group for the period or formed a substantial portion of the net assets of the Group at the end of the period. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

All subsidiaries are limited liability companies.

None of the subsidiaries had any debt securities subsisting at the end of the period or at any time during the period.

Amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

During the year ended 31 December 2019, the Group acquired additional 20% equity interests in its non-wholly owned subsidiaries, Frame Sharp Limited and Passion Stream Limited, with the consideration of US\$1 upon the enforcement of the Group's rights under the profit guarantees as disclosed in note 19. Since then, the Group's shareholding of Frame Sharp Limited and Passion Stream Limited increased from 70% to 90%. The Group also acquired additional 20% equity interests in its non-wholly owned subsidiary, HK International Regenerative Centre Limited with the consideration of HK\$20. Since then, the Group's shareholding of HK International Regenerative Centre Limited increased from 80% to 100%. As the increase in equity interests do not affect the Group's control over these subsidiaries, these transactions had been accounted for as equity transactions with the non-controlling interests. These transactions resulted in deemed loss on acquisition of non-controlling interests of HK\$15,978,000, which is included in other reserve in the equity and attributed to owners of the Company.

39. 於附屬公司之權益(續)

附註：上表列出董事認為主要影響本集團期內業績或組成本集團期終資產淨值主要部份之本集團附屬公司。董事認為，列出其他附屬公司之詳情會令篇幅過於冗長。

所有附屬公司均為有限責任公司。

於期終或於期內任何時間，概無附屬公司擁有任何債務證券。

應收／(應付)附屬公司款項乃無抵押、免息及須按要求償還。

截至二零一九年十二月三十一日止年度，根據附註19所披露之溢利保證行使本集團的權利時，本集團收購其非全資附屬公司 Frame Sharp Limited 及 Passion Stream Limited 額外 20% 的股權，代價為 1 美元。自此，本集團於 Frame Sharp Limited 及 Passion Stream Limited 的持股比例由 70% 增加至 90%。本集團亦以代價 20 港元收購其非全資附屬公司香港國際再生醫學中心有限公司的額外 20% 股權。此後，本集團於香港國際再生醫學中心有限公司的持股比例由 80% 增加至 100%。由於股權的增加不會影響本集團對該等附屬公司的控制，故該等交易已按與非控股權益進行的股本交易入賬。該等交易導致收購非控股權益之視作虧損為 15,978,000 港元，已計入權益的其他儲備，並歸屬於本公司擁有人。

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39. INTERESTS IN SUBSIDIARIES (CONT'D)

- * The Group does not have any equity interest in Tianjin Weikai Bioeng Limited ("Tianjin Weikai") and AK (Suzhou) Biomedical Ltd ("AK Suzhou"). However, the Group has entered into the contractual arrangements with Tianjin Weikai and AK Suzhou and its equity holders, which enable the Group to (1) exercise effective financial and operational control over Tianjin Weikai and AK Suzhou; (2) exercise equity holders' voting rights of Tianjin Weikai and AK Suzhou; (3) receive substantially all of the economic interest returns generated by Tianjin Weikai and AK Suzhou in consideration for the management services provided by the Group; (4) obtain an irrevocable and exclusive right with an initial period of 10 years to purchase the entire equity interest in Tianjin Weikai and AK Suzhou from the respective equity holders. The right automatically renews upon expiry for indefinite period of time until the Group specifies a renewal term; and (5) obtain a pledge over the entire equity interest of Tianjin Weikai and AK Suzhou from its respective equity holders as collateral security for all the payments due to the Group and to secure performance of Tianjin Weikai's and AK Suzhou's obligations under the above contractual arrangements. Accordingly, the Group has rights to variable returns from its involvement with Tianjin Weikai and AK Suzhou and has the ability to affect those returns through its power over Tianjin Weikai and AK Suzhou and is considered to control Tianjin Weikai and AK Suzhou. Consequently, the Group regards Tianjin Weikai and AK Suzhou as the indirect subsidiaries under HKFRSs.

39. 於附屬公司之權益(續)

- * 本集團並無持有天津衛凱生物工程有限(「天津衛凱」)及奧凱(蘇州)生物技術有限(「奧凱(蘇州)」)的任何股權。然而，本集團與天津衛凱及奧凱(蘇州)及其權益持有人訂立合約協議，使本集團能夠(1)行使對天津衛凱及奧凱(蘇州)的實際財務及營運控制權；(2)行使天津衛凱及奧凱(蘇州)權益持有人的投票權；(3)收取天津衛凱及奧凱(蘇州)產生絕大部份經濟利益回報，作為本集團提供的管理服務的代價；(4)獲得從各權益持有人購買天津衛凱及奧凱(蘇州)全部股權的不可撤銷及獨家權利，初始年期為十年。相關權利於屆滿時以無限期基準自動續期，惟本集團指定續訂年限者則除外；及(5)獲得各權益持有人對天津衛凱及奧凱(蘇州)全部股權的質押，作為應付本集團的所有款項的抵押物並擔保天津衛凱及奧凱(蘇州)履行上述合約安排項下的責任。因此，本集團有權通過參與天津衛凱及奧凱(蘇州)的業務而享受可變回報且有能透過其對天津衛凱及奧凱(蘇州)的控制權影響該等回報，並被視為控制天津衛凱及奧凱(蘇州)。因此，根據香港財務報告準則，本集團視天津衛凱及奧凱(蘇州)為間接附屬公司。

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40. NON-CONTROLLING INTERESTS

As at 31 December 2020, the Group's material non-controlling interests ("NCI") included (1) Shanghai Hesidi Cosmetics Company Limited, a 51% owned subsidiary, and its subsidiary ("Hesidi Group"); (2) Ascara Cosmetics Group Co., Limited ("Ascara"), a 51% owned subsidiary; (3) BioCell Technology Limited ("BioCell"), a 90.5% owned subsidiary; (4) Passion Stream Limited, a 90% owned subsidiary and its subsidiaries ("Passion Stream Group"); and (5) Frame Sharp Limited, a 90% owned subsidiary and its subsidiaries ("Frame Sharp Group"). Summarised financial information in relation to NCI of the above subsidiaries, before intra-group eliminations, are presented below:

40. 非控股權益

於二零二零年十二月三十一日，本集團的重大非控股權益（「重大非控股權益」）包括（1）上海赫絲蒂化妝品有限公司（擁有51%權益的附屬公司）及其附屬公司（「赫絲蒂集團」）；（2）Ascara Cosmetics Group Co., Limited（「Ascara」，擁有51%權益的附屬公司）；（3）百奧生物科技公司（「百奧生」，擁有90.5%權益的附屬公司）；（4）Passion Stream Limited（擁有90%權益的附屬公司）及其附屬公司（「Passion Stream集團」）；及（5）Frame Sharp Limited（擁有90%權益的附屬公司）及其附屬公司（「Frame Sharp集團」）。於集團內部抵銷前，與上述附屬公司重大非控股權益有關的財務資料摘要如下：

		Hesidi Group 赫絲蒂集團 HK\$'000 千港元	Ascara Ascara HK\$'000 千港元	BioCell 百奧生 HK\$'000 千港元	Passion Stream Group Passion Stream 集團 HK\$'000 千港元	Frame Sharp Group Frame Sharp 集團 HK\$'000 千港元
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度					
Percentage of equity interest held by non-controlling interest	非控股權益持有的股權比例	49.00%	49.00%	9.50%	10.00%	10.00%
Revenue	收益	11,131	-	29	737	5,558
Total expenses	總開支	(59,655)	-	(7,244)	(13,343)	(35,618)
Loss for the year	本年度虧損	(48,167)	-	(2,368)	(14,161)	(29,758)
Total comprehensive income	全面收入總額	(34,628)	-	(33,174)	(3,595)	(5,882)
(Loss)/Profit allocated to NCI	分配至非控股權益(虧損)/溢利	(16,968)	-	(3,152)	(360)	(588)
Dividends paid to NCI	已付非控股權益股息	-	-	-	-	-
Cash flows generated from/(used in) operating activities	經營活動所得/(所用)現金流量	207	470	(655)	552	677
Cash flows used in investing activities	投資活動所用現金流量	-	-	-	(107)	(596)
Cash flows generated from financing activities	融資活動所得現金流量	-	-	-	-	82
		207	470	(655)	445	163
As at 31 December 2020	於二零二零年十二月三十一日					
Current assets	流動資產	23,202	2,386	7,984	4,646	4,826
Non-current assets	非流動資產	-	-	-	-	-
Current liabilities	流動負債	(144,239)	(15,274)	(237,146)	(31,195)	(67,177)
Non-current liabilities	非流動負債	-	-	(3,058)	(13,863)	-
Net liabilities	負債淨額	(121,037)	(12,888)	(232,220)	(40,412)	(62,351)
Accumulated NCIs	累計非控股權益	(59,308)	(6,315)	(22,061)	(4,041)	(6,235)

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40. NON-CONTROLLING INTERESTS (CONT'D) 40. 非控股權益(續)

As at 31 December 2019, the Group's material non-controlling interests ("NCI") included (1) Shanghai Hesidi Cosmetics Company Limited, a 51% owned subsidiary, and its subsidiary ("Hesidi Group"); (2) Ascara Cosmetics Group Co., Limited ("Ascara"), a 51% owned subsidiary; (3) BioCell Technology Limited, a 90.5% owned subsidiary; (4) 深圳科創廣泰技術有限公司 ("深圳科創"), a 51% owned subsidiary; (5) Passion Stream Limited, a 90% owned subsidiary and its subsidiaries ("Passion Stream Group"); and (6) Frame Sharp Limited, a 90% owned subsidiary and its subsidiaries ("Frame Sharp Group"). Summarised financial information in relation to NCI of the above subsidiaries, before intra-group eliminations, are presented below:

於二零二零年十二月三十一日，本集團的重大非控股權益(「重大非控股權益」)包括(1)上海赫絲蒂化妝品有限公司(擁有51%權益的附屬公司)及其附屬公司(「赫絲蒂集團」)；(2)Ascara Cosmetics Group Co., Limited(「Ascara」，擁有51%權益的附屬公司)；(3)百奧生物科技公司(「百奧生」，擁有90.5%權益的附屬公司)；(4)深圳科創廣泰技術有限公司(「深圳科創」，擁有51%權益的附屬公司)；(5)Passion Stream Limited(擁有90%權益的附屬公司)及其附屬公司(「Passion Stream集團」)；及(6)Frame Sharp Limited(擁有90%權益的附屬公司)及其附屬公司(「Frame Sharp集團」)。於集團內部抵銷前，與上述附屬公司重大非控股權益有關的財務資料摘要如下：

		Hesidi Group	Ascara	Biocell	深圳科創	Passion Stream Group	Frame Sharp Group
		赫絲蒂集團	Ascara	百奧生	深圳科創	Passion Stream 集團	Frame Sharp 集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
For the year ended 31 December 2019	截至二零一九年十二月三十一日止年度						
Percentage of equity interest held by non-controlling interest	非控股權益持有的股權比例	49.00%	49.00%	9.50%	49.00%	10.00%	10.00%
Revenue	收益	5,231	2,436	428	2,270	2,005	3,791
Loss for the year	本年度虧損	(44,499)	(2,196)	(126,389)	(17,413)	(9,221)	(29,365)
Total comprehensive income	全面收入總額	(42,826)	(2,196)	(126,389)	(17,404)	(8,985)	(28,629)
Loss allocated to NCI	分配至非控股權益虧損	(20,985)	(1,076)	(12,007)	(8,532)	(1,648)	(3,787)
Dividends paid to NCI	已付非控股權益股息	-	-	-	-	-	-
Cash flows (used in)/generated from operating activities	經營活動(所用)/所得現金流量	(558)	(472)	(14,064)	1,235	(3,592)	(4,942)
Cash flows used in investing activities	投資活動所用現金流量	-	-	-	(106)	-	(171)
Cash flows (used in)/generated from financing activities	融資活動(所用)/所得現金流量	544	58	14,646	(1,390)	3,049	4,953
As at 31 December 2019	於二零一九年十二月三十一日						
Current assets	流動資產	31,458	80	8,995	16,562	3,995	736
Non-current assets	非流動資產	1,116	-	-	-	-	-
Current liabilities	流動負債	(111,849)	(14,341)	(226,032)	(2,121)	(35,118)	(43,380)
Non-current liabilities	非流動負債	-	-	(3,066)	(4,069)	-	-
Net (liabilities)/assets	(負債淨額)/資產淨值	(79,275)	(14,261)	(220,103)	10,372	(35,118)	(43,044)
Accumulated NCIs	累計非控股權益	(38,845)	(6,988)	(20,910)	5,082	(3,512)	(4,304)

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41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table shows the carrying amount of financial assets and liabilities:

41. 金融資產及金融負債概要

下表載列金融資產及負債之賬面值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Non-current assets	非流動資產		
Financial assets at fair value through other comprehensive income	按公平值於其他全面收入列賬之金融資產	-	31,522
Financial assets at amortised costs: Non-current rental deposit	按攤銷成本計的金融資產： 非流動租賃按金	7,571	14,044
Current assets	流動資產		
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	-	299,520
Financial assets at amortised cost:	按攤銷成本計的金融資產：		
Trade receivables	貿易應收款項	80	4,012
Deposits and other receivables	按金及其他應收款項	128,790	7,240
Cash and bank balance	現金及銀行結餘	4,768	19,210
		141,209	375,548
Financial liabilities	金融負債		
Financial liabilities measured at amortised costs:	按攤銷成本計的金融負債：		
Current liabilities	流動負債		
Trade payables	貿易應付款項	7,996	19,638
Accrued charges and other payables	應計費用及其他應付賬項	134,050	151,032
Lease liabilities	租賃負債	17,028	24,094
Other borrowings	其他借款	-	55,172
Shareholder's loans	股東貸款	20,295	-
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	5,870	25,425
Shareholder's loans	股東貸款	-	207,298
		185,239	482,659

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41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT'D)

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

41. 金融資產及金融負債概要(續)

下表提供以公平值列賬的金融工具之公平值架構分析：

- 第一級：相同的資產及負債於活躍市場的報價(未經調整)；
- 第二級：有關資產或負債除第一級報價以外，直接(即價格)或間接(即由價格得出)可觀察輸入數據；及
- 第三級：有關資產或負債並非依據可觀察市場數據的輸入數據(非可觀察輸入數據)。

金融資產或負債於公平值架構內之分類全取決於對公平值計量屬重要的輸入數據之最低級別。

於綜合財務狀況表以公平值計量之金融資產，其歸入之公平值架構如下：

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 December 2020	於二零二零年 十二月三十一日				
FVOCI	按公平值於其他 全面收入列賬	-	-	-	-
FVTPL	按公平值於損益列賬	-	-	-	-
		-	-	-	-
At 31 December 2019	於二零一九年 十二月三十一日				
FVOCI	按公平值於其他 全面收入列賬	-	-	31,522	31,522
FVTPL	按公平值於損益列賬	-	-	299,520	299,520
		-	-	331,042	331,042

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41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT'D)

The details of the valuation of the fair values of FVTPL are disclosed in notes 19 and 24 respectively. There have been no significant transfers between levels in the reporting period. As at 31 December 2019, the management appointed professional valuers, Roma Appraisal Limited, as management's expert to assist in the assessment the fair value of FVOCI and FVTPL and approved by the board of directors.

As at 31 December 2019, the fair value of the unlisted equity investment, classified as FVOCI, is estimated using asset based approach, based on the fair values of various assets and liabilities of the investee, in which the fair value of each asset and liability was determined by reasonable valuation approaches based on its nature. The key inputs included marketability discount of 15.8% and discount for lack of control of 22.36%. As at 31 December 2019, if both the marketability discount and discount for lack of control shifted upward by 1%, the fair value of the unlisted equity investment would be decreased by 1% and 1% respectively. The higher the marketability discount and discount for lack of control, the lower the fair value.

The methods and valuation techniques used for the purpose of measuring fair value are changed from the market approach as at 31 December 2018 to asset-based approach as at 31 December 2019 as the investee encountered financial difficulty and in a going concern situation during the year ended 31 December 2019. Therefore, the adoption of the asset-based approach will be more appropriate in arriving at the fair value of the investee.

41. 金融資產及金融負債概要(續)

按公平值於損益列賬之估值詳情分別披露於附註19及24。於報告期間，級別間並無重要轉移。於二零一九年十二月三十一日，管理層委任專業估值師羅馬國際評估有限公司(作為管理的專家)協勵評估按公平值於其他全面收入列賬及按公平值於損益列賬的公平值，並已獲董事會批准。

於二零一九年十二月三十一日，分類為按公平值於其他全面收入列賬的非上市股本投資的公平值乃基於被投資方若干資產及負債的公平值，採用資產法估計，其中各項資產及負債的公平值乃根據其性質通過合理估值方法釐定。主要輸入包括市場流動折現率15.8%及缺少控制權的折現率22.36%。於二零一九年十二月三十一日，倘市場流動折現率及缺少控制權的折現率均上升1%，則非上市股本投資的公平值將分別下降1%及1%。市場流動折現率及缺少控制權的折現率越高，則公平值越低。

由於被投資方於截至二零一九年十二月三十一日止年度遇到財務困難及處於持續經營狀況，故用於計量公平值的方法及估值技術已由二零一八年十二月三十一日的市場法變更為二零一九年十二月三十一日的資產法。因此，採用資產法對達致被投資對象的公平值而言屬更為適當。

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41. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT'D)

The reconciliation for financial assets measured at fair value under Level 3 of the fair value hierarchy is as follows:

41. 金融資產及金融負債概要(續)

公平值層級第三級項下按公平值計量的金融資產對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
FVOCI	按公平值於其他全面收入列賬		
Opening balance	期初結餘	31,522	161,445
Fair value loss recognised in other comprehensive income	於其他全面收入確認的公平值虧損	(21,482)	(129,923)
Derecognised through disposal of a subsidiary	透過出售附屬公司終止確認	(10,040)	-
Closing balance	期末結餘	-	31,522
FVTPL	按公平值於損益列賬		
Opening balance	期初結餘	299,520	298,296
Fair value gain recognised in profit or loss	於損益確認的公平值收益	-	1,224
Disposals	出售	(299,520)	-
Closing balance	期末結餘	-	299,520
Contingent consideration receivables	應收或然代價		
Opening balance	期初結餘	-	4,587
Fair value loss recognised in profit or loss	於損益確認的公平值虧損	-	(4,587)
Closing balance	期末結餘	-	-

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42. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Group has a written risk management policy in place in relation to credit risk associated with loan receivables.

The board of directors meets periodically to analyse and formulate strategies to manage and monitor the Group's exposure to a variety of risks associated with financial instruments which arise from the Group's operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how these risks are mitigated are described as follows:

(a) Foreign currency risk

The Group's exposure to currency exchange rates is minimal as the group companies usually hold most of their financial assets/liabilities in their own functional currencies. Currently the Group does not have foreign currency hedging policy but the management continuously monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

Financial assets and liabilities at variable interest rates expose the Group to cash flow interest rate risk and those at fixed rates expose the Group to fair value interest rate risk. The Group monitors the interest rate risk exposure on a continuous basis and adjusts the portfolio of financial assets and liabilities when necessary. A reasonable change in interest rate in the next twelve months is assessed to result in immaterial change in the Group's loss for the year and accumulated losses. Changes in interest rates have no impact on the Group's other components of equity.

42. 財務風險管理

本集團因於日常業務過程中及其投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。本集團制訂與應收貸款有關的信貸風險之書面風險管理政策。

董事會定期召開會議進行分析並制定策略，以管理及監控本集團所承受有關本集團經營及投資業務產生之金融工具之不同風險。一般而言，本集團對風險管理採用審慎策略，以確保能及時有效採取適當措施。與該等金融工具相關之風險及如何減少此等風險之政策載述如下：

(a) 外匯風險

由於本集團通常以其功能貨幣持有大部份金融資產／負債，故本集團面臨匯率風險甚微。本集團目前並無外匯對沖政策，但管理層一直監控其外匯風險並於有需要時考慮對沖重大外匯風險。

(b) 利率風險

具浮動利率之金融資產及負債使本集團面臨現金流量利率風險，而具固定利率之金融資產及負債使本集團面臨公平值利率風險。本集團持續監控利率風險，並於必要時調整金融資產及負債之組合。於未來十二個月利率之合理變動被評定對本集團本年度的虧損及累計虧損並無重大變動。利率變動對本集團權益之其他組成部份並無影響。

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42. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk

The carrying amounts of these financial assets presented in the Group's statement of financial position are net of impairment losses, if any. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. As at 31 December 2020, 38% (2019: 38%) of the total receivables were concentrated in the Group's largest debtor and 63% (2019: 63%) of the total trade receivables were concentrated in the Group's top five debtors (all private companies incorporated in Hong Kong, the PRC and Taiwan).

The Group has deposited its cash with various banks. The credit risk on cash and bank balances is limited because most of the Group's bank deposits are deposited with major banks in Hong Kong and the PRC.

The Group measures the loss allowance for trade and other receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables is estimated using a provision matrix with reference to past default experience of the debtor, current market condition in relation to each debtor's exposure. The ECLs also incorporated forward looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables.

42. 財務風險管理(續)

(c) 信貸風險

本集團之財務狀況表內呈列金融資產的賬面值已扣除減值虧損(如有)。本集團之信貸風險主要受各客戶之不同情況影響。客戶經營所在之行業及國家之違約風險亦對信貸風險產生影響，惟程度較低。於二零二零年十二月三十一日，應收款項總額之38%(二零一九年：38%)集中來自本集團的最大債務人，貿易應收款項總額之63%(二零一九年：63%)集中來自本集團的五大債務人(所有於香港、中國及台灣註冊成立的私人公司)。

本集團於多家銀行存放現金。由於本集團之銀行存款大部份存放於香港及中國之主要銀行，故現金及銀行結餘之信貸風險有限。

本集團按相等於全期預期信貸虧損的金額計量貿易及其他應收款項的虧損撥備。貿易應收款項的預期信貸虧損使用撥備矩陣估計，並參考債務人的過往違約記錄、有關各債務人風險的現行市況。預期信貸虧損亦經參考可能影響債務人清償應收款項能力的整體宏觀經濟狀況，加入前瞻性資料。

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42. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (Cont'd)

As at 31 December 2020 and 2019, the Group recognised lifetime ECLs for its trade receivables based on individually significant customer or the ageing of customers collectively that are not individually significant as follows:

		Weighted average lifetime ECLs 加權平均 全期預期 信貸虧損 %	2020 二零二零年		2019 二零一九年	
			Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1-90 days	1至90日	1	80	-	2,377	(24)
91-365 days	91至365日	10	-	-	1,843	(184)
More than 365 days	超過365日	100	74,106	(74,106)	137,854	(137,854)
			74,186	(74,106)	142,074	(138,062)

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. Save as those disclosed in the financial statements, the directors believe that there is no other material credit risk inherent in the Group's outstanding balance of other receivables and deposits.

(d) Fair value

The directors of the Company consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair value of non-current financial assets was not disclosed because the carrying amount is not materially different from its fair value.

42. 財務風險管理(續)

(c) 信貸風險(續)

於二零二零年及二零一九年十二月三十一日，本集團已根據個別重要客戶或個別為不重大的集體客戶賬齡確認其貿易應收款項的全期預期信貸虧損，詳情如下：

就其他應收款項而言，管理層會基於過往結算紀錄及過往經驗對其他應收款項是否可回收定期作出整體評估及個別評估。除財務報表所披露者外，董事認為，本集團的其他應收款項及按金的未收回結餘並無其他固有的重大信貸風險。

(d) 公平值

本公司董事認為由於本集團之該等金融工具屬即將或於短期內到期，故流動金融資產及負債之公平值與其賬面值之差異並不重大。由於非流動金融資產之公平值與其賬面值差異並不重大，故並未作出披露。

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42. FINANCIAL RISK MANAGEMENT (CONT'D)

(e) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group has net current liabilities of HK\$57,481,000 (2019: net current assets of HK\$42,768,000) and net liabilities of HK\$55,150,000 (2019: net assets of HK\$17,633,000) as at 31 December 2020. In the opinion of the directors, the Group's exposure to liquidity risk is high. Please refer to note 3(b) for the management's plan on improving the Group's liquidity.

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay:

42. 財務風險管理(續)

(e) 流動資金風險

本集團之政策乃定期監控其流動資金需要，確保維持充裕現金儲備，應付短期及長期之流動資金需求。於二零二零年十二月三十一日，本集團流動負債淨額為57,481,000港元(二零一九年：流動資產淨值42,768,000港元)，負債淨額為55,150,000港元(二零一九年：資產淨值17,633,000港元)。董事認為，本集團面臨流動資金高風險。有關管理層改善本集團流動資金的計劃，請參閱附註3(b)。

下表詳列本集團非衍生金融負債於各報告日期之剩餘合約期，該表乃根據訂約未貼現現金流量(包括按訂約利率或若為浮息，此乃根據報告日期之當期利率計算之利息支出)及本集團可能須付款之最早日期編製：

		Carrying amount	Total contractual undiscounted cash flow	Repayable within 1 year or on demand	Repayable in more than 1 year but less than 5 years
		賬面值 HK\$'000 千港元	訂約未貼現 現金流量總額 HK\$'000 千港元	於1年內 或應要求償還 HK\$'000 千港元	超過1年 但少於5年償還 HK\$'000 千港元
As at 31 December 2020	於二零二零年 十二月三十一日				
Trade payables	貿易應付款項	7,996	7,996	7,996	-
Accrued charges and other payables	應計費用及其他應付賬項	134,050	134,050	134,050	-
Shareholder's loans	股東貸款	20,295	20,295	20,295	-
Lease liabilities	租賃負債	22,898	25,812	18,827	6,985
		185,239	188,153	181,168	6,985
As at 31 December 2019	於二零一九年 十二月三十一日				
Trade payables	貿易應付款項	19,638	19,638	19,638	-
Accrued charges and other payables	應計費用及其他應付賬項	151,032	151,032	151,032	-
Shareholder's loans	股東貸款	207,298	220,639	-	220,639
Other borrowing	其他借款	55,172	56,275	56,275	-
Lease liabilities	租賃負債	49,519	52,131	25,913	26,218
		482,659	499,715	252,858	246,857

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43. DISPOSAL OF DISPOSAL GROUP

On 11 August 2020, the Group entered into a sale and purchase agreement with Osibao to dispose its entire equity interests in CRMT and CRHI for a total consideration of HK\$35,000,000 in cash (of which HK\$23,492,000 and HK\$11,508,000 were attributed to sale of CRMT and CRHI respectively (altogether known as "Disposal Group")). On 30 September 2020, the Group completed the disposal of 100% equity interest in CRMT and CRHI.

The carrying amounts of assets and liabilities of the Disposal Group as of the date of disposal were as follows:

43. 出售出售集團

於二零二零年八月十一日，本集團與奧斯寶訂立買賣協議，以出售其於中再生組織及中再生醫投的全部股權，總代價為現金35,000,000港元，其中23,492,000港元及11,508,000港元分別歸屬於出售中再生組織及中再生醫投（一同稱為「出售集團」）。於二零二零年九月三十日，本集團完成出售於中再生組織及中再生醫投之全部股權。

於出售日期的出售集團之資產及負債賬面值如下：

		HK\$'000 千港元
Non-current assets	非流動資產	
Intangible assets	無形資產	11,972
Current assets	流動資產	
Inventories	存貨	4,816
Trade and other receivables	貿易及其他應收款項	43,035
Cash and bank balances	現金及銀行結餘	18,770
Current liabilities	流動負債	
Trade payable	貿易及其他應付款項	(7,265)
Lease liabilities	租賃負債	(656)
Non-current liabilities	非流動負債	
Deferred taxation	遞延稅項	(1,456)
Net assets disposed of	已出售資產淨值	69,216
Expenses in relation to the disposal	出售開支	1,070
Release of translation reserves upon disposal of subsidiaries	出售附屬公司後解除匯兌儲備	1,280
Loss on disposal of the subsidiaries	出售附屬公司之虧損	(36,566)
Total consideration by cash	總現金代價	35,000
Satisfied by:	由下列各項支付：	
Cash	現金	35,000
Total consideration by cash	總現金代價	35,000
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	35,000
Less: bank balances and cash disposed of	減：已出售銀行結餘及現金	(18,770)
		16,230

The impact of CRMT and CRHI on the Group's results and cash flows in the current and prior periods is disclosed in note 8.

中再生組織及中再生醫投對本集團於本期間及過往期間的業績及現金流量的影響於附註8披露。

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44. CONVERTIBLE BONDS

(a) *HK\$120,000,000 three-year zero coupon unsecured unlisted convertible bonds*

On 21 April 2020, the Company issued under a specific mandate a three-year zero coupon unsecured unlisted convertible bonds ("First Convertible Bonds") with an aggregate principal amount of HK\$120,000,000 to All Favour to settle and repay loan by All Favour in the principal amount of HK\$120,000,000.

The major terms of the First Convertible Bonds are as follows:

- (i) The bondholders of the convertible bonds have the right to convert all or any portion of the convertible bonds into shares of the Company at the conversion price of HK\$0.20 per share (subject to anti-dilutive adjustments). The conversion rights can be exercised at any time throughout the term of the convertible bonds.
- (ii) The Company may at any time from the issue date to the maturity date, having given not less than 10 days' notice to the bondholders, redeem all or part of the convertible bonds on the day fixed for redemption at such amount equivalent to 100% of the principal amount of the outstanding bonds ("Issuer's Redemption Option").

All Favour, being a substantial Shareholder of the Company, is a connected person of the Company under Chapter 20 of the GEM Listing Rules. Accordingly, the issue of the First Convertible Bonds by the Company to All Favour constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

44. 可換股債券

(a) *120,000,000港元三年期零票息無抵押非上市可換股債券*

於二零二零年四月二十一日，本公司根據特別授權，向全輝發行本金總額為120,000,000港元的三年期零票息無抵押非上市可換股債券（「首批可換股債券」），以結償及償還全輝本金額為120,000,000港元的貸款。

首批可換股債券的主要條款如下：

- (i) 可換股債券的債券持有人有權按換股價每股0.20港元（可進行反攤薄調整）將全部或任何部分可換股債券轉換為本公司股份。換股權可於可換股債券的期限內任何時間行使。
- (ii) 本公司可於發行日期至到期日期間隨時通過向債券持有人發出不少於10天的通知，贖回當日劃定為贖回的全部或部分可換股債券，金額相等於尚未償還債券本金額的100%（「發行人贖回權」）。

根據GEM上市規則第20章，本公司主要股東全輝為本公司的關連人士。因此，本公司發行首批可換股債券予全輝，構成本公司一項關連交易的一部分，須遵守GEM上市規則第20章下的申報、公告、通函及獨立股東批准的規定。

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44. CONVERTIBLE BONDS (CONT'D)

- (a) *HK\$120,000,000 three-year zero coupon unsecured unlisted convertible bonds (Cont'd)*

The First Convertible Bonds contain two components, the liability and equity components. The initial fair value of the two components was determined based on transaction price at issuance. The initial fair value less allocated transaction costs of the liability component was estimated to be HK\$79,754,000 as at 21 April 2020 (date of issue) using the binomial option pricing model method, taking into account the terms and conditions of the First Convertible Bonds, based on the valuation undertaken by an independent professionally qualified valuer. The fair value of the Issuer's Redemption Option on the date of initial recognition are considered insignificant based on the valuation results. In subsequent periods, the liability component is measured at amortised cost using effective interest rate method. The effective interest rate of the liability component of the First Convertible Bonds was 16.82% per annum. The residual amount less allocated transaction costs representing the value of the equity component of HK\$40,246,000, was presented in equity under the heading "convertible bonds equity reserve".

As at 31 December 2020, the outstanding principal amount of the First Convertible Bonds was Nil as they were fully converted into shares during the year.

44. 可換股債券(續)

- (a) *120,000,000港元三年期零票息無抵押非上市可換股債券(續)*

首批可換股債券包含兩個部分，即負債及權益部分。兩個部分的初始公平值乃根據發行時的交易價格釐定。於二零二零年四月二十一日(發行日期)，按照由獨立專業合資格估值師進行的估值，採用二項式期權定價模式法計算並考慮首批可換股債券的條款及條件，負債部分的初始公平值減獲分配的交易成本估計為79,754,000港元。根據估值結果，發行人贖回權於初步確認日期的公平值並不重大。於其後期間，負債部分乃採用實際利率法按攤銷成本計量。首批可換股債券負債部分的實際年利率為16.82%。剩餘金額減獲分配的交易成本指權益部分的價值40,246,000港元，乃於權益內「可換股債券權益儲備」下呈列。

於二零二零年十二月三十一日，首批可換股債券的尚未償還本金額為零，因其已於年內全部轉換為股份。

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44. CONVERTIBLE BONDS (CONT'D)

- (a) *HK\$120,000,000 three-year zero coupon unsecured unlisted convertible bonds (Cont'd)*

The movements of liability component and equity component of the First Convertible Bonds for the year ended 31 December 2020 were set out below:

		Liability component (At amortised cost)	Equity component (Residual amount)
		負債部分 (按攤銷成本)	權益部分 (剩餘金額)
		HK\$'000	HK\$'000
		千港元	千港元
At 21 April 2020 (date of issue)	於二零二零年四月二十一日(發行日期)	79,754	40,246
Interest accrued	應計利息	2,228	-
Conversion	換購股份	(81,982)	(40,246)
At 31 December 2020	於二零二零年十二月三十一日	-	-

- (b) *HK\$95,000,000 three-year zero coupon unsecured unlisted convertible bonds*

On 10 December 2020, the Company issued, under a specific mandate a three-year zero coupon unsecured unlisted convertible bonds ("Second Convertible Bonds") with an aggregate principal amount of HK\$95,000,000 to All Favour to settle and repay loan by All Favour in the principal amount of HK\$100,000,000.

44. 可換股債券(續)

- (a) *120,000,000港元三年期零票息無抵押非上市可換股債券(續)*

截至二零二零年十二月三十一日止年度首批可換股債券負債部分及權益部分的變動列載如下：

- (b) *95,000,000港元三年期零票息無抵押非上市可換股債券*

於二零二零年十二月十日，本公司根據特別授權，向全輝發行本金總額為95,000,000港元的三年期零票息無抵押非上市可換股債券(「第二批可換股債券」)，以結償及償還全輝本金總額為100,000,000港元的貸款。

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44. CONVERTIBLE BONDS (CONT'D)

- (b) *HK\$95,000,000 three-year zero coupon unsecured unlisted convertible bonds (Cont'd)*

The major terms of the Second Convertible Bonds are as follows:

- (i) The bondholders of the convertible bonds have the right to convert all or any portion of the convertible bonds into shares of the Company at the conversion price of HK\$0.20 per share (subject to anti-dilutive adjustments). The conversion rights can be exercised at any time throughout the term of the convertible bonds.
- (ii) The Company may at any time from the issue date to the maturity date, having given not less than 10 days' notice to the bondholders, redeem all or part of the convertible bonds on the day fixed for redemption at such amount equivalent to 100% of the principal amount of the outstanding bonds ("Issuer's Redemption Option").

All Favour, being a substantial Shareholder of the Company, is a connected person of the Company under Chapter 20 of the GEM Listing Rules. Accordingly, the issue of the Second Convertible Bonds by the Company to All Favour constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

44. 可換股債券(續)

- (b) *95,000,000港元三年期零票息無抵押非上市可換股債券(續)*

第二批可換股債券的主要條款如下：

- (i) 可換股債券的債券持有人有權按換股價每股0.20港元(可進行反攤薄調整)將全部或任何部分可換股債券轉換為本公司股份。換股權可於可換股債券的期限內任何時間行使。
- (ii) 本公司可於發行日期至到期日期間隨時通過向債券持有人發出不少於10天的通知，贖回當日劃定為贖回的全部或部分可換股債券，金額相等於尚未償還債券本金額的100%(「發行人贖回權」)。

根據GEM上市規則第20章，本公司主要股東全輝為本公司的關連人士。因此，本公司發行第二批可換股債券予全輝，構成本公司一項關連交易的一部分，須遵守GEM上市規則第20章下的申報、公告、通函及獨立股東批准的規定。

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44. CONVERTIBLE BONDS (CONT'D)

- (b) *HK\$95,000,000 three-year zero coupon unsecured unlisted convertible bonds (Cont'd)*

The Second Convertible Bonds contain two components, the liability and equity components. The initial fair value of the two components was determined based on transaction price at issuance. The initial fair value less allocated transaction costs of the liability component was estimated to be HK\$65,896,000 as at 10 December 2020 (date of issue) using the binomial option pricing model method, taking into account the terms and conditions of the Second Convertible Bonds, based on the valuation undertaken by an independent professionally qualified valuer. The fair value of the Issuer's Redemption Option on the date of initial recognition are considered insignificant based on the valuation results. In subsequent periods, the liability component is measured at amortised cost using effective interest rate method. The effective interest rate of the liability component of the Second Convertible Bonds was 14.72% per annum. The residual amount less allocated transaction costs representing the value of the equity component of HK\$34,104,000 was presented in equity under the heading "convertible bonds equity reserve".

44. 可換股債券(續)

- (b) *95,000,000港元三年期零票息無抵押非上市可換股債券(續)*

第二批可換股債券包含兩個部分，即負債及權益部分。兩個部分的初始公平值乃根據發行時的交易價格釐定。於二零二零年十二月十日(發行日期)，按照由獨立專業合資格估值師進行的估值，採用二項式期權定價模式法計算並考慮第二批可換股債券的條款及條件，負債部分的初始公平值減獲分配的交易成本估計為65,896,000港元。根據估值結果，發行人贖回權於初步確認日期的公平值並不重大。於其後期間，負債部分乃採用實際利率法按攤銷成本計量。第二批可換股債券負債部分的實際年利率為14.72%。剩餘金額減獲分配的交易成本指權益部分的價值34,104,000港元，乃於權益內「可換股債券權益儲備」下呈列。

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44. CONVERTIBLE BONDS (CONT'D)

- (b) *HK\$95,000,000 three-year zero coupon unsecured unlisted convertible bonds (Cont'd)*

As at 31 December 2020, the outstanding principal amount of the Second Convertible Bonds was Nil as they were fully converted into shares during the year.

The movements of liability component and equity component of the Second Convertible Bonds for the year ended 31 December 2020 were set out below:

44. 可換股債券(續)

- (b) *95,000,000港元三年期零票息無抵押非上市可換股債券(續)*

於二零二零年十二月三十一日，第二批可換股債券的尚未償還本金額為零，因其已於年內全部轉換為股份。

第截至二零二零年十二月三十一日止年度第二批可換股債券負債部分及權益部分的變動列載如下：

		Liability component (At amortised cost)	Equity component (Residual amount)
		負債部分 (按攤銷成本)	權益部分 (剩餘金額)
		HK\$'000	HK\$'000
		千港元	千港元
At 10 December 2020 (date of issue)	於二零二零年十二月十日(發行日期)	65,896	34,104
Interest accrued	應計利息	106	-
Conversion	換購股份	(66,002)	(34,104)
At 31 December 2020	於二零二零年十二月三十一日	-	-

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45. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

Management regards total equity as capital, for capital management purpose.

45. 資本管理政策及程序

本集團管理資本之目標為：

- 保持本集團持續經營之能力，繼續為股東帶來回報及為其他持份者帶來利益；
- 維持本集團之穩定及增長；及
- 提供資金以加強本集團之風險管理能力。

本集團積極定期檢討及管理其資本架構，確保具備最佳資本架構及提供最佳股東回報，並考慮本集團未來資金需要及資本效率、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團尚未採納任何正式股息政策。

管理層視總權益為資本管理之資本。

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46. EVENTS AFTER REPORTING DATE

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the PRC and Hong Kong. There are temporary suspension on part of the operation of subsidiaries in the PRC and Hong Kong from January to February 2021, which will affect the financial performance of the Group for the year ending 31 December 2021. The Group will pay close attention to the development of the COVID-19 outbreak and further evaluate its impact on the financial position and operating results of the Group in the future.

In March 2021, the Company entered into an agreement with an independent third party for sale and purchase of the entire issued share capital of and the sale loan due by Biocell Technology Limited, an indirect wholly-owned subsidiary of the Company for a total consideration of HK\$101.

In March 2021, the Company entered into an agreement with an independent third party for sale and purchase of the entire issued share capital of and the sale loan due by Obagi Medical Products Group Limited, an indirect wholly-owned subsidiary of the Company for a total consideration of HK\$1,000,000.

In March 2021, the Company entered into an agreement with an independent third party for sale and purchase of the entire issued share capital of and the sale loan due by Passion Stream Limited and Frame Sharp Limited, both indirect wholly-owned subsidiaries of the Company for a total consideration of HK\$11,000,000.

On 22 March 2021, the Group announced that the Company entered into a non-legally binding memorandum of understanding with Jinxin Holdings Co, Ltd* (金新控股集團) in relation to possible joint development of a healthcare industrial park in the PRC.

46. 報告期後事項

於二零二零年初爆發COVID-19爆發後，一系列預防控制措施已經並將繼續在中國及香港實施。附屬公司於二零二一年一月至二月期間在中國及香港的業務部份暫停，將影響本集團截至二零二一年十二月三十一日止年度的財務表現。本集團將密切關注COVID-19爆發的發展，並進一步評估其對本集團未來財務狀況及經營業績的影響。

於二零二一年三月，本公司就買賣本公司間接全資附屬公司百奧生物科技有限公司的全部已發行股本及到期銷售貸款，與獨立第三方訂立協議，總代價為101港元。

於二零二一年三月，本公司就買賣本公司間接全資附屬公司Obagi Medical Products Group Limited的全部已發行股本及到期銷售貸款與獨立第三方訂立協議，總代價為1,000,000港元。

於二零二一年三月，本公司就買賣同為本公司間接全資附屬公司的Passion Stream Limited及Frame Sharp Limited的全部已發行股本及到期銷售貸款與獨立第三方訂立協議，總代價為11,000,000港元。

於二零二一年三月二十二日，本集團宣佈，本公司與金新控股集團訂立不具法律約束力的意向備忘錄，內容有關可能於中國共同發展醫療產業園。

FINANCIAL SUMMARY

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		Financial year ended 30 April 2017	Financial period from 1 May 2017 to 31 December 2017 自二零一七年五月一日起至二零一七年十二月三十一日止財政期間	Financial year ended 31 December 2018 截至二零一八年十二月三十一日止財政年度	Financial year ended 31 December 2019 截至二零一九年十二月三十一日止財政年度	Financial year ended 31 December 2020 截至二零二零年十二月三十一日止財政年度
		HK\$'000 千港元 (Note (b)) (附註(b)) (restated) (經重列)	HK\$'000 千港元 (Note (b)) (附註(b))	HK\$'000 千港元 (Note (b)) (附註(b))	HK\$'000 千港元 (Note (a)) (附註(a)) (restated) (經重列)	HK\$'000 千港元 (Note (a)) (附註(a))
Revenue	收益	356,987	503,680	72,952	19,365	185,339
Cost of services provided/Cost of sales	已提供服務之成本/銷售成本	(219,462)	(356,384)	(45,946)	(9,798)	(140,328)
Gross profit	毛利	137,525	147,296	27,006	9,567	45,011
Other income	其他收入	45,144	49,909	23,857	48,690	16,032
Selling and distribution expenses	銷售及分銷開支	(66,796)	(89,270)	(134,695)	(41,904)	(26,640)
Administrative and other expenses	行政及其他開支	(322,464)	(238,984)	(324,017)	(81,301)	(158,740)
Fair value gain/(loss) on contingent consideration receivables	應收或然代價之公平值收益/(虧損)	20,097	(15,876)	(26,271)	(4,587)	-
Expected credit loss on trade receivables	貿易應收款項預期信貸虧損	-	-	(139,006)	(1,149)	(663)
Reversal (provision) of expected credit loss on other receivables	其他應收款項預期信貸虧損撥回(撥備)	-	-	2,458	(19,636)	(36,762)
Fair value gain/(loss) on financial assets fair value through profit or loss	按公平值於損益列賬之金融工具公平值收益/(虧損)	-	-	(113,803)	1,224	-
Write off of deposits for acquisition of subsidiaries	撇銷收購附屬公司按金	-	-	-	-	(100,000)
Impairment of goodwill	商譽減值	-	-	(202,292)	-	-
Impairment of property, plant and equipment	物業、廠房及設備減值	-	-	(168,486)	(94,118)	-
Impairment of other intangible assets	其他無形資產減值	-	-	(275,896)	(70,697)	-
Impairment of right-of-use assets	使用權資產之減值	-	-	-	(52,049)	-
Finance costs	財務費用	(24,426)	(24,901)	(21,654)	(26,988)	(17,906)
Loss before income tax	除所得稅前虧損	(210,920)	(171,826)	(1,352,799)	(332,940)	(277,328)
Income tax credit/(expense)	所得稅抵免/(開支)	11,728	5,610	68,884	4,954	(12,380)
Loss for the year/period	本年度/期間虧損	(199,192)	(166,216)	(1,283,915)	(327,986)	(289,708)
Attributable to:	下列應佔：					
Owners of the Company	本公司擁有人	(184,502)	(158,492)	(1,193,501)	(289,355)	(251,623)
Non-controlling interests	非控股股東權益	(14,690)	(7,724)	(90,414)	(38,631)	(38,085)
Loss for the year/period	本年度/期間虧損	(199,192)	(166,216)	(1,283,915)	(327,986)	(289,708)

(a) The financial figures were extracted from the consolidated financial statements.

(a) 有關財務數字摘錄自綜合財務報表。

(b) The financial figures were extracted from the 2019 annual report. No separate disclosures of continuing operations and discontinued operations were made on the financial figures from 2017 to 2019.

(b) 有關財務數字乃摘錄自二零一九年年報。二零一七年至二零一九年之財務數字並無單獨披露持續經營業務及已終止經營業務之資料。

FINANCIAL SUMMARY

財務摘要

RESULTS (CONT'D)

業績(續)

		As at 30 April 於四月三十日		As at 31 December 於十二月三十一日		
		2017 二零一七年	2017 二零一七年	2018 二零一八年	2019 二零一九年	2020 二零二零年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total assets	總資產	2,888,229	3,527,973	1,422,923	553,933	152,491
Total liabilities	總負債	(980,337)	(1,714,649)	(855,660)	(536,300)	(207,641)
Shareholders' funds	股東資金	1,907,892	1,813,324	567,263	17,633	(55,150)

Note: The financial summary does not form part of the financial statements.

附註：財務摘要並非組成財務報表之一部份。



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