

复方活脑舒胶囊

FuFangHuoNaoShuJiaoNang

吉林辉南长龙生化药业股份有限公司

注射用磷酸川芎嗪

Ligustrazine Phosphate for Injection

【适应症】用于缺血性脑血管疾病
如脑供血不足、脑血栓形成、脑梗塞。

Sheng Xing

吉林辉南长龙生化药业股份有限公司

清通® 国药准字H20080692

依达拉奉注射液

Edaravone Injection

血脉清片

XUE MAI QING

血脉清片

国药准字 Z20030052

海昆肾喜胶囊

Hai Kun Shen Xi Jiao Nang



吉林省輝南長龍生化藥業股份有限公司

Jilin Province Huinan Changlong Bio-pharmacy Company Limited

(於中華人民共和國註冊成立之股份有限公司)

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(股份代號：8049)

(Stock Code : 8049)

2021

Annual Report 年報

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This annual report, for which the directors of Jilin Province Huinan Changlong Bio-pharmacy Company Limited and its subsidiaries (the “Group” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.

香港聯合交易所有限公司(「聯交所」)GEM之特色

GEM的定位，乃為中小型公司提供的市場，此等公司相比起其他在聯交所主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明不會就本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本年度報告乃遵照聯交所GEM證券上市規則的規定而提供有關吉林省輝南長龍生化藥業股份有限公司及其附屬公司(「本集團」)的資料，本公司各董事(「董事」)願共同及個別對此負全責。董事經作出一切合理查詢後確認，就彼等所知及所信，本年度報告所載資料在所有重大方面均準確完整及並無誤導或欺詐成分，及概無遺漏其他事宜，致使本年度報告中任何聲明或本年度報告存在誤導成分。



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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Hong (*Chairman*)
Mr. Zhang Xiao Guang
Mr. Zhao Bao Gang
Mr. Wu Guo Wen
Mr. Zhang Yi
Mr. Xu Xiang Fu

Independent Non-Executive Directors

Mr. Gao Qi Pin
Ms. Tian Jie
Mr. Bai Jun Gui
(appointed on 23 September 2021)
Mr. Gao Yong Cai
(resigned on 5 August 2021)

SUPERVISORS

Mr. Wang Ying Xu
Mr. Yan Li Yu
Ms. Qiao Xiao Chun

COMPLIANCE OFFICER

Mr. Zhang Hong

AUTHORIZED REPRESENTATIVES

Mr. Zhang Hong
Mr. Zhao Bao Gang

AUDITORS

Reanda Lau & Au Yeung (HK) CPA Limited
Certified Public Accountants
Hong Kong

AUDIT COMMITTEE

Mr. Bai Jun Gui
(appointed on 23 September 2021)
Mr. Gao Yong Cai
(resigned on 5 August 2021)
Ms. Tian Jie
Mr. Gao Qi Pin

REMUNERATION COMMITTEE

Mr. Bai Jun Gui
(appointed on 23 September 2021)
Mr. Gao Yong Cai
(resigned on 5 August 2021)
Ms. Tian Jie
Mr. Gao Qi Pin
Mr. Zhang Hong

董事會

執行董事

張弘先生(*主席*)
張曉光先生
趙寶剛先生
吳國文先生
張翼先生
徐向夫先生

獨立非執行董事

高其品先生
田傑女士
白君貴先生
(於二零二一年九月二十三日獲委任)
高永才先生
(於二零二一年八月五日辭任)

監事

王英旭先生
鄒禮玉先生
喬曉春女士

監察主任

張弘先生

授權代表

張弘先生
趙寶剛先生

核數師

利安達劉歐陽(香港)會計師事務所有限公司
執業會計師
香港

審核委員會

白君貴先生
(於二零二一年九月二十三日獲委任)
高永才先生
(於二零二一年八月五日辭任)
田傑女士
高其品先生

薪酬委員會

白君貴先生
(於二零二一年九月二十三日獲委任)
高永才先生
(於二零二一年八月五日辭任)
田傑女士
高其品先生
張弘先生

CORPORATE INFORMATION

公司資料



COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. Mok Sai Cheong Mark, CPA, FCCA

NOMINATION COMMITTEE

Mr. Bai Jun Gui

(appointed on 23 September 2021)

Mr. Gao Yong Cai

(resigned on 5 August 2021)

Ms. Tian Jie

Mr. Gao Qi Pin

Mr. Zhang Xiao Guang

H SHARE SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited

17M Floor

Hopewell Centre

183 Queen's Road East

Hong Kong

PRINCIPAL BANKER

Industrial and Commercial Bank of China

Huinan County Branch

Tonghua

Jilin Province

PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1101-2, 11/F

Office Tower Two, Grand Plaza

625 & 639 Nathan Road

Mong Kok, Kowloon

Hong Kong

STOCK CODE

8049

LEGAL ADDRESS

31 Beishan Street

Chaoyang Town

Huinan County

Tonghua

Jilin Province

PRC

WEBSITE ADDRESS

<http://www.jlchanglong.com>

公司秘書兼合資格會計師

莫世昌先生 · CPA, FCCA

提名委員會

白君貴先生

(於二零二一年九月二十三日獲委任)

高永才先生

(於二零二一年八月五日辭任)

田傑女士

高其品先生

張曉光先生

H股過戶登記處

香港證券登記有限公司

香港

皇后大道東183號

合和中心

17M

主要往來銀行

中國工商銀行

輝南縣支行

中國

吉林省

通化市

香港主要營業地點

香港

九龍旺角

彌敦道625及639號

雅蘭中心辦公樓二期

11樓1101-2室

股份代號

8049

法定地址

中國

吉林省

通化市

輝南縣

朝陽鎮

北山街31號

網址

<http://www.jlchanglong.com>

CHAIRMAN'S STATEMENT

主席報告



As the Chairman and on behalf of the Board of Directors (the “Board”), I am pleased to present the audited consolidated result of Jilin Province Huinan Changlong Bio-pharmacy Company Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2021.

During the year under review, the total revenue of the Group for the year ended 31 December 2021 was approximately RMB705,456,000, representing an increase of 13% as compared with RMB622,250,000 for the previous year. Profit for the year attributable to owners of the Company increased to RMB143,283,000 from RMB126,558,000 last year. For the year ended 31 December 2021, basic earnings per share increased to RMB25.57 cents from RMB22.59 cents last year.

2021 is still an arduous year for the Company. In recent years, due to the strengthening of environmental and resource constraints, the national quality standards and environmental protection standards for pharmaceuticals have been continuously raised, resulting in rising production costs for enterprises; after the implementation of the drug price control policy, the overall price level of pharmaceuticals continued to decline, resulting in greater operating pressure on pharmaceutical enterprises; the pandemic situation in many regions of the country remained severe and complicated, and many of the Company's major sales provinces were affected to varying degrees, but we still overcame many factors and satisfactorily completed the project targets set at the beginning of the year. The results for the year were the result of the management's assessment of the situation and the joint efforts of all employees. Therefore, the Board is pleased to share with the shareholders the following competitive advantages of the Company, which will lead to new achievements for the Company in the coming years.

本人謹代表董事會(「董事會」)欣然提呈吉林省輝南長龍生化藥業股份有限公司(「本公司」)及其附屬公司(合稱「本集團」)截至二零二一年十二月三十一日止年度之經審核綜合業績。

於回顧年度內，截至二零二一年十二月三十一日止年度本集團總收入約為人民幣705,456,000元，較去年人民幣622,250,000元增加13%。本年度本公司股權持有人應佔溢利由去年人民幣126,558,000元增加至人民幣143,283,000元。截至二零二一年十二月三十一日止年度每股基本盈利由去年人民幣22.59分增加至人民幣25.57分。

二零二一年，對公司來說，依然是任務艱巨的一年。近幾年由於環境和資源約束加強，國家對藥品質量標準和環保標準不斷提高，企業生產成本不斷上升；藥品價格調控政策實施後，藥品整體價格水平持續下降，製藥企業面臨較大的經營壓力；全國多地區疫情形勢依然嚴峻複雜，公司多個銷售大省均受到不同程度影響，我們依然克服了諸多因素影響，圓滿的完成年初確定各專案目標，本年業績是公司管理層審時度勢，全體員工共同努力的成果。因此，董事會欣然與各股東分享本公司具有以下競爭力的優勢，該等優勢將為本公司以後之年度的發展再創新的佳績。

CHAIRMAN'S STATEMENT

主席報告



1. With emphasis on sales as always, we persisted in expanding the market through diverse channels and have established a professional marketing team that primarily consists of clinical academic members, supplemented by OTC members, which enabled the steady growth of sales. We firmly focused on the sales target of the Hai Kun Shen Xi Jiao Nang (海昆腎喜膠囊), our dominant product, we strived to ensure no loss of existing market, continued to strengthen academic promotion, strived to explore uncharted markets, proactively organized and participated in academic conferences in relation to nephrology at state level and gained market share. Meanwhile, we continued to increase the sales of Compound Huonaoshu capsule (複方活腦舒膠囊), our branded product, and made further efforts in the production and marketing of injecting drugs, including Edaravone injection (依達拉奉注射液), and blood serum tablet (血脈清片), which propelled our sales to a new level.

2. We emphasized the research and development of new drugs. We cooperated with a number of pharmaceutical universities, research institutes and a number of experts in the field of drug research and development and scholars and increased investment in developing technologically advanced new drugs, with independent intellectual property rights.

3. We have strictly followed the management regulations of the “Drug Administration Law” and “Good Manufacturing Practice”, strengthened management of production sites, established a rigorous quality control system, applied quality concepts to production management, and enhanced our efforts in quality control throughout the production process. In connection with Company’s strategic development plan, we strictly implemented production management, enhanced quality, reduced costs, increased efficiency, so as to guarantee the supply of goods against rapid growth in sales.

4. The Company has investigated the market demand in multiple fields, built new modern production workshops, purchased advanced production equipment, and resumed production of key varieties to raise new economic growth points for the enterprise.

5. Focusing on the government’s strategic plan on the development of healthcare industry and leveraging on the unique geographical resources, our subsidiaries has carried out healthcare industrial projects to facilitate sustainable, rapid and healthy development of the Company.

6. The Company will continue to explore and adjust its business strategy, innovate development model, with the aim of pursuing the path of sustainable development. We give full play to our technological advantages, increase investment in technology, and intensify product research and development, so as to capture the market with our leading technology and high-end products.

一、我們始終堅持以銷售工作為重點，堅持多渠道開拓市場，建成了以臨床學術隊伍為主、OTC隊伍為輔的專業化營銷團隊，使銷售業績穩步發展。我們緊緊圍繞「海昆腎喜膠囊」這一主導品種，堅持確保現有市場不丟失，繼續強化學術推廣，努力開發空白市場，積極組織和參與國家級腎病學術會議，努力提高市場佔有率；同時繼續擴大公司名牌產品「複方活腦舒膠囊」的銷售量，加大「依達拉奉注射液」等注射劑品種和「血脈清片」等招商品種產銷力度，使銷售業績再上一個新台階。

二、我們重視新藥研發工作，與國內多家藥科大學、研發機構以及多名藥物領域研發專家、學者共合作，加大新藥研發的投入，開發具有高科技含量，自主知識財產權的新藥。

三、我們嚴格執行《藥品管理法》及《GMP管理規程》，加強生產現場管理，建立嚴謹的品質管制體系，把品質觀念貫徹到生產管理中，強化生產過程中品質監控力度，結合公司戰略發展部署，嚴抓生產管理，提品質、降成本、增效益，為銷售快速增長提供貨源保障。

四、公司多領域調研市場需求，新建現代化生產車間，購置先進生產設備，恢復重點品種生產，為企業提高新的經濟增長點。

五、圍繞政府大健康產業發展的戰略部署和得天獨厚的地域資源，旗下子公司開展大健康產業項目，實現公司持續、快速、健康發展。

六、公司將繼續探索和調整經營策略，創新發展模式，走可持續發展之路。進一步發揮科技優勢，增加科技投入，加大產品研發力度，以領先技術和高端產品搶佔市場創高點。

CHAIRMAN'S STATEMENT

主席報告



The Group acknowledges the importance of environmental, social and corporate governance as key elements in enhancing shareholders' value. Thus, it is dedicated to improving its policies in compliance with the respective regulatory requirements and in accordance with internationally recommended practices. To achieve this aim, the Group has continuously reviewed its resources, strengthened internal training and sought professional advice from experts so as to safeguard interests of the Group and the Company's shareholders as a whole.

Looking forward, we will ride on the momentum, overcome difficulties, seize opportunities, and continue to uphold the business philosophy of "focusing on technological innovation and serving the public and endeavoring in the pursuit of health for people around the world". With pharmaceutical quality as the focus, market sales as the direction, scientific and technological innovation as the basis, and academic promotion as the strategy, we will adapt to the new situation, embrace new challenges, add new vitality, and make every effort to achieve rapid growth for "New Changlong" and grow into a centennial enterprise.

On behalf of the Board, I would like to express my heartfelt thanks to all levels of staff and the management for their efforts and contributions in 2021 and my deep gratitude to our clients, business partners and owners for their utmost support.

By order of the Board
Zhang Hong
Chairman

Jilin Province, PRC
29 April 2022

本集團認同環境、社會及企業管治之重要性乃提升股東價值之關鍵要素，故本集團致力改善其相關政策，以遵守相應監管規定及符合國際建議慣例。為達致此目標，本集團持續審視其資源、加強內部培訓，以及尋求專家之專業意見，以保障本集團及本公司股東之整體利益。

展望未來，我們將乘勢而上、攻堅克難，搶抓機遇，繼續秉承「科技 創新 厚德 濟世」的企業經營理念。以藥品質量為核心，以市場銷售為導向，以科技創新為依託，以學術引領為手段，適應新形勢，迎接新挑戰，增添新活力，全力打造一個快速騰飛的新長龍，向百年企業奮進！

本人謹代表董事會對各級員工及管理層在二零二一年之努力工作和付出表示衷心感謝，對客戶、業務夥伴及本公司股權持有人之鼎力支持致以深切謝意。

承董事會命
張弘
主席

中國吉林省
二零二二年四月二十九日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



BUSINESS REVIEW

2021 is still an arduous year for the Company. In recent years, due to the strengthening of environmental and resource constraints, the national quality standards and environmental protection standards for pharmaceuticals have been continuously raised, resulting in rising production costs for enterprises; after the implementation of the drug price control policy, the overall price level of pharmaceuticals continued to decline, resulting in greater operating pressure on pharmaceutical enterprises; the pandemic situation in many regions of the country remained severe and complicated, and many of the Company's major sales provinces were affected to varying degrees, but we still overcame many factors and satisfactorily completed the project targets set at the beginning of the year. The results for the year were the result of the management's assessment of the situation and the joint efforts of all employees.

For the year ended 31 December 2021, the Group's revenue increased to RMB705,456,000 from approximately RMB622,250,000 while the profit for the year attributable to owners of the Company increased to RMB143,283,000 from RMB126,558,000. For the year ended 31 December 2021, basic earnings per share increased to RMB25.57 cents from RMB22.59 cents last year.

For the year ended 31 December 2021, the manufacturing and sales of Hai Kun Shen Xi capsule (海昆腎喜膠囊) continued to be the Group's core source of revenue.

Investments in wealth management products

During the reporting year, the Group subscribed for and held various short-term investments, from time to time, in the wealth management products (the "Wealth Management Products") issued by Industrial and Commercial Bank of China, Agricultural Bank of China, China Construction Bank, Bank of China, Postal Saving Bank of China and Bank of Jilin. The Wealth Management Products were mainly relatively lower risk of default. The expected annualised rate of return of the Wealth Management Products subscribed during the year was around 2.25%–4.13% (2020: 1.58%–3.8%), which was relatively higher than the comparable market bank deposit interest rates.

業務回顧

二零二一年，對公司來說，依然是任務艱巨的一年。近幾年由於環境和資源約束加強，國家對藥品質量標準和環保標準不斷提高，企業生產成本不斷上升；藥品價格調控政策實施後，藥品整體價格水平持續下降，製藥企業面臨較大的經營壓力；全國多地區疫情形勢依然嚴峻複雜，公司多個銷售大省均受到不同程度影響，我們依然克服了諸多因素影響，圓滿的完成年初確定各專案目標，本年業績是公司管理層審時度勢，全體員工共同努力的成果。

截至二零二一年十二月三十一日止年度，本集團收入由約人民幣622,250,000元增加至人民幣705,456,000元。本年度本公司股權持有人應佔溢利由人民幣126,558,000元增加至人民幣143,283,000元。截至二零二一年十二月三十一日止年度，每股基本盈利由去年之人民幣22.59分增加至人民幣25.57分。

截至二零二一年十二月三十一日止年度，「海昆腎喜膠囊」的生產及銷售繼續為本集團的核心收入來源。

於理財產品的投資

於本報告年度內，本集團不時申購及持有多項由中國工商銀行、中國農業銀行、中國建設銀行、中國銀行、中國郵政儲蓄銀行及吉林銀行所發行的理財產品(「理財產品」)短期投資。該等理財產品主要為違約風險相對較低。於年內申購的理財產品的預期年化回報率約為2.25%至4.13%(二零二零年：1.58%至3.8%)，相對高於可比市場銀行存款利率。

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As at 31 December 2021, the Company held Wealth Management Products totalling approximately RMB176,533,000. Information of the Wealth Management Products held by the Company as at 31 December 2021 is stated as follows:

於二零二一年十二月三十一日，本公司持有理財產品合共約人民幣176,533,000元。本公司於二零二一年十二月三十一日持有之理財產品之資料如下：

Name of the issuer of the wealth management products (the "Issuers")	Name of the wealth management products	Expected annualised return rate	Initial investments cost	Unrealised gains on fair value change for the year ended 31 December 2021 截至二零二一年十二月三十一日止年度之公允價值變動之未實現收益 (RMB'000) (人民幣千元)	Fair value as at 31 December 2021 於二零二一年十二月三十一日之公允價值 (RMB'000) (人民幣千元)	Percentage to the Group's total assets as at 31 December 2021 佔本集團於二零二一年十二月三十一日之總資產之百分比
Agricultural Bank of China 中國農業銀行	"Nong Yin Jin Qu · Ling Dong" RMB wealth management product 「農銀進取·靈動」人民幣理財產品	3.30%	30,000	120	30,120	1.45%
Bank of China 中國銀行	"Ri Ji Yue Lei" BOC accumulated wealth management product 中銀日積月累理財產品	0.7519% – 2.8085%	10,000	2	10,002	0.48%
Bank of China 中國銀行	BOC Linked Structured Deposit (Institutional Customer) wealth management product 中國銀行掛鈎型結構性存款 (機構客戶)理財產品	3.10%	30,000	130	30,130	1.45%
Industrial and Commercial Bank of China 中國工商銀行	"Ri Sheng Yue Heng" return ascending corporate RMB wealth management product 「日升月恒」收益遞增型法人人民幣理財產品	2.10% – 3.30%	20,000	323	20,323	0.98%
Industrial and Commercial Bank of China 中國工商銀行	"ICBC Chao Duanqi Faren" RMB wealth management product 「工銀超短期法人」人民幣理財產品	2.60%	30,000	174	30,174	1.46%
Postal Saving Bank of China 中國郵政儲蓄銀行	"Cai Fu Xin Xin Xiang Rong" RMB wealth management product 「財富鑫鑫向榮」人民幣理財產品	1.20% – 4.00%	55,000	784	55,784	2.69%
Total 合計			175,000	1,533	176,533	

As at 31 December 2021, the unrealised gains on fair value change by the Group from the wealth management products as set out above amounted to approximately RMB1,533,000.

截至二零二一年十二月三十一日止，本集團自上文所載理財產品的公允價值變動之未實現收益約為人民幣1,533,000元。

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The Issuers are licensed banks in the PRC, which are principally engaged in the provision of corporate and personal banking and other financial services in the PRC.

The subscriptions of Wealth Management Products were carried out by the Group for treasury management purpose in order to maximize the utilization of its surplus cash received from its business operations, with a view to achieving balanced yields whilst maintaining high liquidity and a low level of risks. Taking into account of, among others, the low level of risks and the expected rates of return, the Group considers that the subscriptions will provide the Group with better returns than the returns on deposits generally offered by commercial banks and increase the Group's overall earnings in the long run. The Group will monitor and manage the subscriptions more closely and effectively. As at 31 December 2021, the Group did not experience any losses on the wealth management products. Further, the subscriptions were funded by the surplus cash of the Company and are redeemable on demand or highly liquid, therefore they would not affect the working capital or the operation of the Group. As such, the Directors are of the view that the subscriptions are fair and reasonable and in the interests of the Group and the Shareholders as a whole. The Group will continue to seek opportunities in utilising its idle cash by investing in appropriate Wealth Management Products.

During the reporting year, the number of principal guaranteed Wealth Management Products in the market has been decreasing and the expected return on Wealth Management Products has been gradually decreasing, while the annual return rate on long term time deposits is increasing and making it closer the return between time deposits and Wealth Management Products. Based on a prudent investment strategy, the management has changed the direction of investment and used most of idle funds to invest in time deposits, making even safer for the Group.

The Group has established a Risk Management Committee to strengthen the assessment and management of investments in Wealth Management Products and time deposits, and conducts regular reviews of the Group's investment projects to control potential investment risks.

Save as disclosed, there were no other significant investments held during the period under review.

As at 31 December 2021, the Group's investments in the Wealth Management Products were classified as financial assets at fair value through profit or loss in its consolidated balance sheet, and amounted to approximately RMB176,533,000 (2020: RMB60,417,000). For the year ended 31 December 2021, the gain realised by the Group from the Wealth Management Products amounted to approximately RMB1,869,000 (2020: RMB7,721,000). As at 31 December 2021, the Group's investment in time deposits, classified as financial assets measured at amortised cost in its consolidated balance sheet amounted to approximately RMB806,918,000 (2020: RMB805,020,000).

發行人為中國的持牌銀行，主要在中國從事提供企業及個人銀行以及其他金融服務。

本集團就庫務管理目的而認購理財產品，以盡量利用自其業務營運所得的現金盈餘，以達致收益平衡並維持較高資本流動性及較低風險。考慮到(其中包括)較低風險及預期收益率；本集團認為該等認購事項為本集團所帶來的回報將較商業銀行一般提供的存款回報更佳，就長遠而言可增加本集團的整體盈利。本集團將更密切及更有效監察及管理該等認購事項。於二零二一年十二月三十一日，本集團並未出現任何理財產品方面的損失。此外，該等認購事項乃以本集團盈餘現金撥付，可按要求贖回或流動性高，因此不會對本集團的營運資金或營運造成影響。因此，董事認為，該等認購事項屬公平合理，並符合本集團及股東的整體利益。本集團將繼續尋求機會透過投資合適理財產品利用其閒置現金。

在本報告年度內，市場中保本類型的理財產品一直減少及理財產品預期收益率逐漸下降，而有見存款近年的收益率顯著提高，縮小存款與理財產品收益差距。因此，管理層基於穩健的投資策略，轉變投資方向，利用大部份閒置資金投資定期存款，以達到更安全的投資。

本集團已經成立了風險管理委員會，以加強對理財產品及定期存款投資評估及管理，定期對集團投資專案進行審查，以控制潛在的投資風險。

除所披露者外，於回顧期內概無持有其他重大投資。

於二零二一年十二月三十一日，本集團於理財產品的投資在其綜合資產負債表分類為透過損益按公允值列賬的金融資產，金額約為人民幣176,533,000元(二零二零年：人民幣60,417,000元)。截至二零二一年十二月三十一日止年度，本集團自理財產品實現的收益約為人民幣1,869,000元(二零二零年：人民幣7,721,000元)。於二零二一年十二月三十一日，本集團持有定期存款，於綜合資產負債表分類為以攤銷成本計量的金融資產金額約為人民幣806,918,000元(二零二零年：人民幣805,020,000元)。

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OPERATION REVIEW

Good Manufacturing Practice (GMP)

During the year ended 31 December 2021, the Company has already obtained GMP certificates for the following:

1. Powder for Injection (Cephalosporins) – valid until 30 January 2024
2. Lyophilized Powder for Injection – valid until 30 January 2024
3. Small Volume Injection – valid until 30 January 2024
4. API (Edaravone) – valid until 30 January 2024
5. Tablets, Capsules, Pills (Water Pills), Granules, Solution (External Use) (Including Chinese Medicine Pretreatment & Extraction) – valid until 28 August 2022

As at 29 December 2020, Small Volume Injection, Power for Injection (Cephalosporins), Lyophilized Powder for Injection, Sterile API passed GMP compliance inspection.

RESEARCH AND DEVELOPMENT

The Research and Development (R&D) department is essential for the future success of a pharmaceutical company. In the past, our R&D department had successfully developed the medicine, Compound Huonaoshu capsule, which had generated huge profit to the Group and finally led to the listing of the Company in Hong Kong. In the year of 2003, our R&D department completed the development of Hai Kun Shen Xi capsule, which has now become the largest contributor of revenue and its revenue reached our target level.

The Group invested approximately RMB48,466,749 in research and development projects during the year.

營運回顧

「優良製造標準」認證(GMP)

截至二零二一年十二月三十一日止年度，本公司已獲得以下的GMP認證：

1. 粉針劑(頭孢菌素類) – 有效至二零二四年一月三十日
2. 凍乾粉針劑 – 有效至二零二四年一月三十日
3. 小容量注射液 – 有效至二零二四年一月三十日
4. 原料藥(依達拉奉) – 有效至二零二四年一月三十日
5. 片劑、硬膠囊劑、丸劑(水丸)、顆粒劑、溶液劑(外用)(含中藥前處理及提取) – 有效期至二零二二年八月二十八日

小容量注射劑、粉針劑(頭孢菌素類)、凍乾粉針劑、無菌原料藥，於二零二零年十二月二十九日通過藥品GMP符合性檢查。

研究及開發

製藥公司之研發部對公司日後成功與否起重要之作用。以往，我們的研發部成功開發複方活腦舒膠囊，為本集團帶來龐大溢利，並最後促使本公司於香港上市。於二零零三年，我們的研發部完成開發海昆腎喜膠囊，現已成為我們第一大收入來源，來自該藥品的收入達到預期的目標。

本集團於本年度投放於研究及開發項目的資金約人民幣48,466,749元。

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PRODUCTION FACILITIES

During the year, the Company conducted a multi-disciplinary study of market demand and reconstructed the biochemical extraction workshop for the resumption of production of key varieties, which is expected to be put into production in 2022.

This year, the Company built a new R&D and testing center with complete facilities and advanced testing equipment for new product development and product quality control, which was officially put into operation in September 2021.

During the year, the Company completed the production license additions for Small Volume Injection Workshop II, Small Volume Injection Workshop III, Oral Liquid Workshop and API Workshop II. The Company's product catalogue continues to be enriched and the construction of the workshops and the development of varieties will continue to enhance the Company's research and development capability and market competitiveness.

FINANCIAL REVIEW

For the year ended 31 December 2021, the Group's recorded revenue amounted to approximately RMB705,456,000 (2020: RMB622,250,000), representing an increase of approximately 13% as compared with the figure of the previous year. The audited profit for the year attributable to owners of the Company was approximately RMB143,283,000, representing an increase of 13% as compared with RMB126,558,000 of the previous year. The basic earnings per share amounted to RMB25.57 cents (2020: RMB22.59 cents), representing an increase of RMB2.98 cents over the previous year.

The Board of Directors is pleased with the financial performance in 2021. It is believed that the maintenance of profitability is attributed to the following reasons:

1. We placed emphasis on sales and distribution and achieved breakthrough so as to ensure the rapid growth of sales of our dominant products and intensity the production and sales of injectable varieties and invitational varieties, thereby reaching our sales target.
2. We have regarded drug quality as the lifeline, strictly implemented the Drug Administration Law and the Good Manufacturing Practice, enhanced job training, and strictly managed production, laying a solid foundation for the Group's steady development.
3. We continued to strengthen academic promotion, enhance our understanding of clinical performance of various medicines and explore the unique value of our products while proactively organizing and participating in academic conferences in relation to nephrology at national level.

生產設施

本年公司多領域調研市場需求，改建了生化提取車間，用於恢復重點品種生產，預計二零二二年可正式投產。

本年公司新建了研發檢驗中心，配備設施齊全，檢驗設備先進，用於新品研發小試和產品品質控制，已於二零二一年九月正式投入使用。

本年公司完成了小容量注射劑二車間、小容量注射劑三車間、口服液車間、原料藥二車間的生產許可增項工作。公司產品目錄不斷豐富，車間的建造和品種的開發將不斷提高公司的研發能力和市場競爭力。

財務回顧

截至二零二一年十二月三十一日止年度，本集團錄得收入較去年增加約13%，至約人民幣705,456,000元（二零二零年：人民幣622,250,000元）。本年度本公司股權持有人應佔經審核溢利較去年人民幣126,558,000元增加13%，至約人民幣143,283,000元。每股基本盈利較去年增加人民幣2.98分至人民幣25.57分（二零二零年：人民幣22.59分）。

董事會對二零二一年的財務業績表示滿意，董事會相信盈利能力得以維持乃歸功於以下幾點原因：

- 一是堅持以銷售及分銷工作為重點，保證主導品種穩步增長，加大注射劑品種和招商品種產銷力度，使銷售業績達到預期目標。
- 二是視藥品質量為生命線，嚴格執行《藥品管理法》及《GMP管理規程》，加強崗位培訓，嚴格生產管理，為集團穩步發展奠定了堅實的基礎。
- 三是繼續強化學術推廣，加強對藥品臨床情況的了解，挖掘產品獨特價值，積極組織和參與國家級腎病學術會議。

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4. We further strengthened our efforts on integrating market resources, regulated sales practices, strengthened the buildup of sales teams, adjusted sales strategies, launched various tasks around clinical sales increment, increased the market share of products, and explored for new breakthroughs.

5. We have investigated the market demand in multiple fields, reconstructed the modern production workshops, purchased advanced production equipment, and resumed production of key varieties to promote new economic revenue for the enterprise.

6. We enhanced the development of new species, built new R&D inspection center with complete facilities and advanced inspection equipment, for new product R&D trials and product quality control to enhance the Company's R&D strength.

7. Our subsidiaries have diversified and expanded, stimulated new economic growth points, opened a new journey of strategic development, and facilitated the sustainable development of the Group.

The gross profit margin for the year ended 31 December 2021 was approximately 82.2%, representing a 3% decrease as compared with that of 85.2% for the year ended 31 December 2020.

For the year ended 31 December 2021, the Group recorded other income and gains of approximately RMB51,616,000, contrasting to a figure of RMB48,370,000 for the year ended 31 December 2020.

Distribution and selling costs increased to approximately RMB360,717,000 for the year ended 31 December 2021 from approximately RMB258,808,000 in last year. These expenses accounted for 51% of revenue in 2021, which represented a 9% increase from 42% as compared with the corresponding period of last year.

For the year ended 31 December 2021, administrative expenses decreased to approximately RMB93,287,000 from approximately RMB169,546,000 last year.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has maintained a sound financial position during this year. As at 31 December 2021, cash and bank balances of the Group amounted to RMB55,294,000 (2020: RMB26,017,000) with total borrowings of RMB400,000 (2020: RMB400,000) which were interest bearing at commercial rates and unsecured. As at 31 December 2021, the Group had total assets of RMB2,072,313,000 (2020: RMB1,804,503,000) which were financed by current liabilities of RMB571,794,000 (2020: RMB415,435,000), other payable of RMB953,000 (2020: Nil), deferred tax liabilities of RMB3,863,000 (2020: RMB393,000) and shareholders' equity of RMB1,453,749,000 (2020: RMB1,345,482,000).

四是進一步強化市場資源整合，規範銷售行為，加強銷售隊伍建設，調整銷售策略，圍繞臨床銷售增量開展各項工作，提高產品市場佔有率，尋找新的突破口。

五是多領域調研市場需求，改建現代化生產車間，購置先進生產設備，恢復重點品種生產，為企業提高新的經濟收益。

六是加大新品種開發力度，新建研發檢驗中心，配備設施齊全，檢驗設備先進，用於新品研發小試和產品質量控制，提升企業研發實力。

七是旗下子公司多元化拓展，激發新的經濟增長點，開啟戰略發展的新征程，助力集團持續發展。

截至二零二一年十二月三十一日止年度，邊際毛利約為82.2%，較截至二零二零年十二月三十一日止年度之85.2%減少3%。

截至二零二一年十二月三十一日止年度，本集團錄得其他收入及收益約人民幣51,616,000元，而截至二零二零年十二月三十一日止年度則為人民幣48,370,000元。

截至二零二一年十二月三十一日止年度，分銷及銷售開支由去年約人民幣258,808,000元增加至約人民幣360,717,000元。於二零二一年，該等開支佔收入的百分比為51%，較去年同期之42%增加9%。

截至二零二一年十二月三十一日止年度，行政開支由去年約人民幣169,546,000元減少至約人民幣93,287,000元。

流動資金及財政來源

本集團於本年度維持穩健的財政狀況。於二零二一年十二月三十一日，本集團的現金及銀行結餘合共為人民幣55,294,000元（二零二零年：人民幣26,017,000元），總貸款為人民幣400,000元（二零二零年：人民幣400,000元）。該等貸款以商業利率計息，並無抵押。於二零二一年十二月三十一日，本集團的資產總值為人民幣2,072,313,000元（二零二零年：人民幣1,804,503,000元），資金來源為流動負債人民幣571,794,000元（二零二零年：人民幣415,435,000元）、其他應付款人民幣953,000元（二零二零年：無）、遞延稅項負債人民幣3,863,000元（二零二零年：人民幣393,000元）及股東權益人民幣1,453,749,000元（二零二零年：人民幣1,345,482,000元）。

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GEARING RATIO

As at 31 December 2021, the Group had a net cash and cash equivalents of RMB55,294,000. As at 31 December 2021, the ratio of the total liabilities to the total assets of the Group was 30% (2020: 25%) which was calculated by dividing the Group's total liabilities of RMB618,564,000 (2020: RMB459,021,000) by the Group's total equity and liabilities of RMB2,072,313,000 (2020: RMB1,804,503,000). The Group's gearing ratio which derived from the total borrowings to total net assets was 0.03% (2020: 0.03%).

EMPLOYEES

The Group has a total of 962 employees.

Remuneration is determined by reference to market conditions and the performance, qualifications and experience of individual employee. Discretionary bonuses based on individual performance will be paid to employees as recognition of and reward for their contribution. Other benefits include contributions to retirement scheme and medical scheme.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole.

The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

資本負債比率

於二零二一年十二月三十一日，本集團擁有現金及現金等值物淨額人民幣55,294,000元。於二零二一年十二月三十一日，本集團負債總額相對於資產總值之比率為30%（二零二零年：25%），該負債比率按本集團總負債人民幣618,564,000元（二零二零年：人民幣459,021,000元）除本集團總權益與總負債人民幣2,072,313,000元（二零二零年：人民幣1,804,503,000元）計算得出。本集團的資本負債比率（以借款總額相對於資產總淨值之比率計算）為0.03%（二零二零年：0.03%）。

僱員

本集團在職職工962名。

薪酬乃參照市場條件以及個別僱員的表現、資歷及經驗而釐定。酌情花紅乃按個別僱員的表現支付予僱員，作為對他們的貢獻之認同及獎勵。其他福利包括退休計劃供款及醫療計劃。

環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法例及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。

本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

EXECUTIVE DIRECTORS

Zhang Hong

Aged 67, male, is the Chairman and secretary of the Party committee. He holds a bachelor degree and is a senior economist. His previous positions are as follows: He was a teacher and the secretary of Youth League Committee of Huinan No. 4 Middle School from September 1978 to October 1983; he worked in county and town governments from November 1983 to September 1989, during which he held the position of deputy town head; he has been the Chairman, and secretary of the Party committee of Jilin Province Huinan Changlong Bio-pharmacy Company Limited since October 1989.

Mr. Zhang Hong is the father of Mr. Zhang Yi, our executive director.

Zhang Xiao Guang

Aged 58, male, is an executive director and general manager. He holds a bachelor degree and is a senior economist. He held the positions of the secretary of Youth League Committee of Chaoyang Town Engineer Affairs Equipment Factory of Shenyang Railway Bureau from July 1983 to September 1989; deputy director of Foreign Trade Bureau of Huinan County from October 1989 to November 1990; executive director and deputy general manager of the Company since December 1990; appointed as general manager since January 2015.

Zhao Bao Gang

Aged 55, male, is an executive director and chief finance officer. He holds a bachelor degree and is a senior accountant. From August 1990 to May 1995, he acted as director of Finance Bureau of Huinan County; from June 1995 to February 2007, he held the position of director and equipment executive director and finance officer of Jilin Province Huinan Changlong Bio-pharmacy Company Limited and was appointed as executive director and chief finance officer of the Company since March 2007.

Wu Guo Wen

Aged 57, male, is an executive director and deputy sale director. He holds a master degree and is a senior engineer. From September 1988 to August 1991, he studied in Shanghai Medicine University; from February 1993 to May 1996, he pursued master degree in Jilin University; from June 1996 to August 2007, he acted as chief engineer of Huinan Changlong Bio-pharmacy Company and was appointed as executive director and chief engineer on 9 August 2007; appointed as deputy sale director of part of east China since 2010.

執行董事

張弘

董事長、黨委書記，男，67歲，大學學歷，高級經濟師。曾經擔任的重要職務及任期：1978年9月~1983年10月，任輝南四中教師、校團委書記；1983年11月~1989年9月，在縣直機關及鄉鎮工作，曾任大椅山鄉副鄉長；1989年10月起任吉林省輝南長龍生化藥業股份有限公司董事長及黨委書記至今。

張弘先生為我們的執行董事張翼先生的父親。

張曉光

執行董事、總經理，男，58歲，大學學歷，高級經濟師。1983年7月~1989年9月，任瀋陽鐵路局朝陽鎮工務器材廠團委書記；1989年10月~1990年11月，任輝南縣外貿局副局長；1990年12月起任公司執行董事、副總經理；2015年1月起任總經理。

趙寶剛

執行董事、財務總監，男，55歲，大學本科學歷，正高級會計師。1990年8月~1995年5月，在輝南縣財政局任科長；1995年6月~2007年2月，任吉林省輝南長龍生化藥業股份有限公司執行董事及財務科長兼設備科長；2007年3月起任公司執行董事兼財務總監至今。

吳國文

執行董事、銷售副總，男，57歲，碩士研究生，高級工程師。1988年9月~1991年8月，在上海醫藥大學學習；1993年2月~1996年5月，在吉林大學攻讀碩士學位；1996年6月~2007年8月任輝南長龍藥業公司總工程師；2007年8月9日任公司執行董事兼任總工程師；2010年任分管華東銷售副總經理至今。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

Zhang Yi

Aged 41, male, is an executive director and executive general manager, held a Master's degree. He attended combined Bachelor's and Master's degree programs in the clinical department of Jilin University for seven years from September 2000 to July 2007. He studied in the First Hospital of Jilin University from 2007 to 2008 and took up IMBA courses in Beijing Jiaotong University from 2009 to 2011. From 2011 to 2014, he worked as the General Manager in Changchun Changyuan Pharmaceutical Industry. He has been working in Jilin Province Huinan Changlong Bio-pharmacy Company Limited as executive general manager.

Mr. Zhang Yi is son of Mr. Zhang Hong, the chairman and executive director of the Company.

Xu Xiang Fu

Aged 52, male, is an executive director and the Deputy Technical General Manager held a tertiary qualification. He graduated from the School of Medicine in Jilin, specializing in medicine, and is a senior engineer. He has been working for Changlong Pharmacy since 1992 and is currently the Deputy Technical General Manager of the Company. In 2015, he was awarded two patents for inventing the "Methodology for Retrieving Fucoidan" and "A Methodology for Retrieving Fucoidan". In 2016, he participated in the project of development and application in Haikun Shenxi Capsule and was awarded the second-tier prize in Jilin Province Science and Technology Award.

張翼

執行董事、常務經理，男，41歲，碩士學歷，2000年9月~2007年7月，吉林大學臨床系7年本碩連讀。2007年~2008年，吉林大學一院。2009年~2011年，北京交通大學IMBA。2011年~2014年，長春長源藥業公司總經理。2015年至今在吉林省輝南長龍生化藥業股份有限公司任常務經理。

張翼先生為本公司執行董事及主席張弘先生的兒子。

徐向夫

執行董事、生產副總經理，男，52歲，大專學歷，畢業於吉林醫學院藥學專業，高級工程師。1992年~至今在長龍藥業工作，現任公司技術副總經理。2015年參與獲得「褐藻多糖硫酸酯提取方法」和「一種褐藻多糖硫酸酯提取方法」兩項發明專利，2016年參與海昆腎喜膠囊的開發與應用的項目，並獲得吉林省科學技術二等獎。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Gao Qi Pin

Aged 70, male, is currently the Professor and Lecturer for Doctoral students in the research and development centre of Changchun University of Chinese Medicine. He graduated from Shenyang Pharmaceutical University with a Master's degree in 1982. He was the Deputy Dean and researcher of the provincial Academy of Sciences for Chinese Traditional Medicine from 1982 to 1998, during which he had been working in Kitasato Institute Hospital in Japan for two years and obtained the Doctoral degree after working in the University of Tromsø in Norway for more than four years. He was the Head of Jilin Provincial Institute for Drug Control and Secretary of party committee from 1998 to 2006. He is now the Professor and Lecturer for Doctoral students of Changchun College of Traditional Chinese Medicine, the Officer of Key Laboratory of Chinese Medicine Macromolecules in Jilin Province and the Officer of Key Research Centre for Active Components of Chinese Medicines in the Ministry of Education. He was the committee member of the eighth, ninth and tenth Chinese Pharmacopoeia Commission; the National New Drug Appraisal Expert; Science Advancement Award Appraisal Expert from the Ministry of Science, the Honoured President of provincial medicine society, senior associate expert from Jilin Province and the winner of special allowance from the State Council. He was once the person in charge for more than 20 national, provincial and divisional projects. He was involved in the research and development for three new medicines (Infantile spleen-strengthening oral solution (小兒健脾口服液), Colon Recovery Capsule (結腸康膠囊), Ginseng Glycopeptide Injection (人參糖肽注射液)), and initiated around 100 enhancements of standard revision for medicines, which have been implemented by our provincial enterprises. He possessed five invention patents. As the first awardee, he won one top-tier provincial and divisional prize, three second-tier prizes and a number of participant prizes. He has reached a leading international level with certification on the research studies of the structural effect and relationship among ginseng polysaccharide, tremella polysaccharide, polysaccharide and microsphere connectors. He was ranked the Outstanding Communist Party model of the Work Committee for Organs Under Direct Supervision for twice. His study background and working experience are as follows: educated youth in remote villages (November 1968 to August 1973); the student of the medicine department of Shenyang Medical College (August 1973 to October 1976); the pharmacist of the Jilin Provincial Institute (Baicheng District) for Drug Control (October 1976 to October 1980); the Master's degree postgraduate of Shenyang Medical College (October 1980 to December 1982); the Research Assistant, Research Associate, Researcher, Deputy Head, Head, Deputy Dean of School of Research of Chinese Medicines of the Jilin Province (December 1982 to March 1998), and among which: the Research Assistant of Kitasato Institute Hospital in Japan (August 1986 to August 1988); the Doctoral Postgraduate, Senior Visiting Scholar and Guest Researcher in the University of Tromsø in Norway (October 1993 to March 1998); the Senior Pharmacist and Head of Jilin Provincial Institute for Drug Control and Secretary of party committee (March 1998 to March 2006); the Professor and Officer of the research and development centre of Changchun University of Chinese Medicine (March 2006 until now).

獨立非執行董事

高其品

男，70歲，現為長春中醫藥大學研發中心教授，博士生導師。1982年畢業於瀋陽藥科大學，獲碩士學位；1982年~1998年工作在省中醫藥科學院，任副院長、研究員。在此期間，到日本北裡研究所工作兩年，到挪威特魯姆瑟大學工作四年多，獲得博士學位。1998年~2006年在吉林省藥品檢驗所任所長、黨委書記。現任長春中醫學院教授、博士生導師、吉林省中藥大分子重點實驗室主任、教育部中藥有效成分重點研究室主任。第八/九/十屆國家藥典委員會委員；國家新藥評審專家；科技部科技進步獎評審專家；省藥學會名譽理事長、吉林省資深高級專家、國務院特殊津貼獲得者；曾主持國家、省部級課題二十餘項。研發新藥三項(小兒健脾口服液、結腸康膠囊、人參糖肽注射液)，主持藥品標準修訂提高近百項，均已在我省企業轉化。獲有關發明專利五項。作為第一獲獎人獲省、部級一等獎一項，二等獎三項，參加人多項。在人參多糖、銀耳多糖、多糖與微球連接物等構效關係的研究，經鑒定達到了國際領先水準。曾兩次評為省直工委優秀共產黨員標兵。學習及工作經驗：1968年11月~1973年8月下鄉知識青年。1973年8月~1976年10月瀋陽藥學院藥學系學員。1976年10月~1980年10月吉林省白城地區藥品檢驗所藥師。1980年10月~1982年12月瀋陽藥學院碩士研究生。1982年12月~1998年3月吉林省中醫中藥研究院、助研、副研、研究員、副所長、所長、副院長。其中：1986年8月~1988年8月日本北裡研究所助理研究員。1993年10月~1998年3月挪威特魯姆瑟大學博士研究生高訪學者客座研究員。1998年3月~2006年3月吉林省藥品檢驗所主任藥師、所長、黨委書記。2006年3月至今長春中醫藥大學研發中心教授、主任。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

Bai Jun Gui

Aged 58, male. In 1999, he took a part-time postgraduate program of master of business administration (MBA) at Jilin University and graduated in June 2002 with a master of business administration (MBA).

In 2003, he took a part-time postgraduate program of doctoral degree in technical economics and management at Jilin University and graduated with a doctoral degree in management in June 2007.

From 2015 to present, he has been selected into the expert pool of senior accountant specialised technique post evaluation of Jilin Provincial Department of Finance. From July 2017 to present, he has been appointed by the Jilin Provincial Agricultural Comprehensive Development Office as Jilin Provincial Agricultural Comprehensive Development Expert and Performance Evaluation Expert. From September 2017 to present, he has been appointed by the Jilin Provincial Department of Finance as an Expert Advisor of Training of Academic Accounting Leaders in Jilin Province. From 2018 to present, he has been employed by Jilin Mingxing Accounting Service Co., Ltd. (吉林省銘興會計服務有限公司) as a senior financial management expert. From June 2020 to present, he has been appointed by Jilin Provincial Department of Culture and Tourism as a financial management expert advisor. Since 2010, he has been appointed by several enterprises as an expert on the Engineering Project Evaluation – Feasibility Study and an expert advisor on Enterprise Internal Control.

Tian Jie

Aged 50, female, holds a bachelor's degree. Ms. Tian has been working at Jilin Huifa Law Firm (吉林省輝發律師事務所) since March 1993 and has over 20 years of experience in legal matters. She is currently serving as the director of Jilin Huifa Law Firm.

白君貴

男，58歲。1999年，在吉林大學在職攻讀工商管理碩士(MBA)研究生，2002年6月畢業，獲工商管理碩士學位(MBA)。

2003年，在吉林大學在職攻讀技術經濟及管理專業博士研究生，2007年6月畢業，獲管理學博士學位。

2015年至今，入選吉林省財政廳高級會計師專業技術職務評審專家庫；2017年7月至今，被吉林省農業綜合開發辦公室聘為《吉林省農業綜合開發評審專家》和《績效評審專家》；2017年9月至今，被吉林省財政廳聘為《吉林省學術類會計領軍人才培養諮詢專家》；2018年至今，被吉林省銘興會計服務有限公司聘為高級財務管理專家；2020年6月至今，被吉林省文化和旅遊廳聘為財務管理工作諮詢專家；2010年以來，先後被多家企業聘為《工程項目評估—可行性研究》專家和《企業內控》諮詢專家。

田傑

女，50歲，大學本科學歷，1993年3月在吉林省輝發律師事務所工作任職至今，有法律專業工作二十多年經驗。現任吉林省輝發律師事務所主任。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

SUPERVISORS

Yan Li Yu

Aged 51, male, held a tertiary qualification. He has been working in Jilin Province Huinan Changlong Bio-pharmacy Company Limited since 1989 and is now the Superintendent of sales division of Changlong Pharmacy. He worked in the material division of Changlong Pharmacy from 1989 to 1994. He worked in the marketing and sales division of Changlong Pharmacy from 1994 to 1996. He worked in the material division of Changlong Pharmacy from 1996 to 2007. From 2007 until now, he has been working in the sales division of Changlong Pharmacy.

Qiao Xiao Chun

Aged 46, female, held a tertiary qualification. She has been working in Jilin Province Huinan Changlong Bio-pharmacy Company Limited since 1994 and is now the Workshop Officer of the solid pharmacy workshop of Changlong Pharmacy. She worked as a supporting staff for Changlong Pharmacy from July 1994 to January 1997. She was the Sales Manager stationed in Tianjin for Changlong Pharmacy from 1997 to 2003. She assumed the position of Superintendent of quality control division of Changlong Pharmacy from 2003 to 2012. Between 2012 and 2014, she was the Merchandiser of production supplies division of Changlong Pharmacy. She was the Deputy Head of production management division of Changlong Pharmacy from 2014 to 2016. From 2017 until now, she is the Workshop Officer of the solid pharmacy workshop of Changlong Pharmacy.

Wang Ying Xu

Aged 38, male, holds an associate degree. He worked in Jilin Huatai Certified Public Accountants (吉林省華泰會計師事務所) from September 2006 to December 2006. Since 2007, he has been working in Jilin Province Huinan Changlong Bio-pharmacy Company Limited and now serves as officer in finance department of the Company.

OTHER SENIOR MANAGEMENT

Mok Sai Cheong Mark

Aged 41, male, is the qualified accountant and company secretary. He holds a Bachelor's degree in accounting. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He has over 18 years of experience in auditing and accounting.

監事

鄒禮玉

男，51歲，大專學歷，1989年至今在吉林省輝南長龍生化藥業股份有限公司工作，現任長龍藥業銷售部科員。1989年~1994年長龍藥業物料部。1994年~1996年長龍藥業市場銷售部。1996年~2007年長龍藥業物料部。2007年至今長龍藥業銷售部。

喬曉春

女，46歲，大專學歷，1994年至今在吉林省輝南長龍生化藥業股份有限公司工作，現任長龍藥業固體製劑一車間車間主任。1994年7月~1997年1月長龍藥業後勤工作。1997年~2003年長龍藥業駐天津銷售經理。2003年~2012年長龍藥業質量保證部科員。2012年~2014年長龍藥業生產供應部採購員。2014年~2016年長龍藥業生產管理部副部長。2017年至今長龍藥業固體製劑一車間車間主任。

王英旭

男，38歲，大專學歷，2006年9月~2006年12月在吉林省華泰會計師事務所任職，2007年至今在吉林省輝南長龍生化藥業股份有限公司工作，現任長龍藥業財務部科員。

其他高級管理層

莫世昌

合資格會計師，公司秘書，男，41歲，會計學學士。現為香港會計師公會註冊會計師及英國特許公認會計師公會資深會員。莫先生已有逾十八年審計及會計經驗。

REPORT OF THE DIRECTORS

董事會報告書



The Directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2021.

BASIS OF PREPARATION

The Company was established as a state-owned enterprise in the People's Republic of China (the "PRC") in 1989. On 29 December 1995, under the relevant provisions of the PRC Company Law, the Company was re-organised from a state-owned enterprise to a limited liability company. On 16 August 1996, with the approval of the Economic Restructuring Commission of Jilin Province, the Company was further converted into a joint stock limited company. On 20 April 1999, the Company made a bonus issue from capitalisation of retained profits at the proportion of one bonus share for every two existing shares.

The Company's H shares are listed on GEM of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 24 May 2001.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Group is principally engaged in the manufacture and distribution of Chinese medicines and pharmaceutical products in the PRC under the brand names of Changlong and Qing Tong. There were no changes in the nature of the Group's principal activities during the year.

Business review of the Group is set out in the paragraph headed "Management Discussion and Analysis" of this annual report.

SEGMENTAL INFORMATION

The Group has only one business segment which is the manufacture and distribution of Chinese medicines and pharmaceutical products in the PRC. In 2021, revenue of the Group was generated entirely from sales in the PRC and all identifiable assets of the Group are located in the PRC. Accordingly, no business or geographical segmental analysis is prepared for the year.

RESULTS AND DIVIDENDS

The profit of the Group for the year ended 31 December 2021 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 48 to 123.

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

董事會欣然提呈其年報及本公司及本集團截至二零二一年十二月三十一日止年度經審核財務報表。

編製基準

本公司於一九八九年在中華人民共和國（「中國」）成立為一間國有企業。於一九九五年十二月二十九日，根據中國公司法有關條文，本公司由一間國有企業重組為一間有限責任公司。於一九九六年八月十六日，經吉林省經濟改革委員會的批准，本公司進一步改組為一間股份有限公司。於一九九九年四月二十日，本公司按兩股現有股份派發一股紅股的比例，將保留溢利化作資本以進行紅股發行。

本公司H股於二零零一年五月二十四日在香港聯合交易所有限公司（「聯交所」）GEM上市。

主要業務及業務回顧

本集團業務主要在中國製造及分銷長龍和清通品牌中藥及醫藥產品。本集團的主要業務性質於本年度期間並無改變。

本集團業務回顧載於本年報「管理層討論及分析」一段。

分類資料

本集團只有一個業務分類，即於中國製造和分銷中藥及醫藥產品。於二零二一年，本集團收入全部來自中國之銷售，且本集團所有可識別資產均位於中國。因此，本年度並無編製業務或地區分類分析。

業績及股息

本集團截至二零二一年十二月三十一日止年度之溢利，以及本公司及本集團於該日期之事務狀況已載列於財務報表第48至123頁。

董事不建議派發末期股息。

REPORT OF THE DIRECTORS

董事會報告書



SUMMARY FINANCIAL INFORMATION

The following is a summary of the published results and the assets and liabilities of the Group prepared on the basis set out in the notes below. This summary is not part of the audited financial statements.

Results

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收入	705,456	622,250
Profit before income tax	除所得稅前溢利	177,273	150,041
Income tax expense	所得稅支出	(33,990)	(23,483)
Profit for the year from ordinary activities attributable to owners of the Company	本年度本公司股權持有人應佔日常業務溢利	143,283	126,558

Assets and liabilities

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Total assets	總資產	2,072,313	1,804,503
Total liabilities	總負債	(618,564)	(459,021)
Net assets	資產淨值	1,453,749	1,345,482

BEARER BIOLOGICAL ASSETS, PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Details of movements in bearer biological assets, property, plant and equipment, and intangible assets of the Group during the year are set out in Notes 16, 17 and 21 to the financial statements respectively.

財務資料概要

以下為本集團已公佈業績以及資產及負債之概要，乃按下文附註所載基準編製，本概要不屬經審核財務報表之一部分。

業績

資產及負債

不記名生物資產、物業、廠房及設備以及無形資產

於年內，本集團不記名生物資產、物業、廠房及設備以及無形資產之變動詳情分別載於財務報表附註16、17及21。



MATERIAL INVESTMENTS, ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group has made acquisitions subsidiaries during the year ended 31 December 2021. As at 31 December 2021, the Group had no other future plans for material investments or significant changes in capital assets of subsidiaries and affiliated companies.

SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 20 to the financial statements.

BORROWINGS

Particulars of borrowings of the Group are set out in Note 31 to the financial statements.

CAPITAL STRUCTURE

The operations of the Group were financed mainly by shareholders' equity. The Group will continue to adopt its treasury policy of placing the Group's cash and cash equivalents in interest bearing deposits, and to fund operations with internal resources.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in Note 34 to the financial statements.

RESERVES

Details of movements in reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and in Note 35 to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2021, the reserves of the Company available for cash distribution or distribution in specie was amounted to approximately RMB1,318,258,000 (2020: RMB1,212,225,000).

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group sold about 8% of its goods to its five largest customers (2020: 15%) and sales to the largest customer included therein accounted for 3% (2020: 5%) of the Group's total sales.

In the year under review, the Group's purchases from the five largest suppliers accounted for about 18% (2020: 22%) of the Group's total purchases and purchases from the largest suppliers therein accounted for 5% (2020: 9%) of the Group's total purchases.

重大投資、收購及出售附屬公司及聯屬公司

本集團於截至二零二一年十二月三十一日止年度內收購了附屬公司及聯屬公司。於二零二一年十二月三十一日，本集團並無其他未來計劃對任何附屬公司及聯屬公司作重大投資或資本資產大幅改動。

附屬公司

本公司附屬公司之詳情載於財務報表附註20。

借貸

本集團貸款之詳情載於財務報表附註31。

股本結構

本集團之營運主要由股權支付。本集團將繼續採納其財務政策，將本集團之現金及現金等值物存放於計息存款並以內部資源支付其營運所需資金。

股本

本公司於本年度內之股本變動詳情載於財務報表附註34。

儲備

本集團及本公司於年內之儲備變動詳情分別載於綜合權益變動表及財務報表附註35。

可分配儲備

於二零二一年十二月三十一日，本公司可用作現金分配或實物分配之儲備約達人民幣1,318,258,000元（二零二零年：人民幣1,212,225,000元）。

主要客戶及供應商

於本年度內，本集團向五大客戶出售約8%（二零二零年：15%）之貨品，其中最大客戶佔本集團總銷售額3%（二零二零年：5%）。

於回顧年度內，本集團五大供應商佔本集團總採購額約18%（二零二零年：22%），其中最大供應商佔本集團總採購額5%（二零二零年：9%）。

REPORT OF THE DIRECTORS

董事會報告書



None of the directors of the Company or any shareholders who, to the best knowledge of the directors, own more than 5% of the Company's issued share capital had any beneficial interest in the Group's five largest customers and five largest suppliers noted above.

FOREIGN EXCHANGE RISK

For the years ended 31 December 2021 and 2020, the Group mainly generated revenue and incurred costs in Renminbi. The directors consider the impact on foreign exchange exposure of the Group is minimal. Accordingly the Group did not employ any financial instruments for hedging purposes.

CAPITAL COMMITMENTS

Details of the capital commitments of the Group as at 31 December 2021 are set out in Note 36 to the financial statements.

CONTINGENT LIABILITIES

As at 31 December 2021 and 2020, the Group had no material contingent liabilities.

DIRECTORS AND SUPERVISORS

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

Executive Directors

Mr. Zhang Hong (*Chairman*)
Mr. Zhang Xiao Guang
Mr. Zhao Bao Gang
Mr. Wu Guo Wen
Mr. Zhang Yi
Mr. Xu Xiang Fu

Independent Non-Executive Directors

Mr. Gao Yong Cai (Resigned on 5 August 2021)
Ms. Tian Jie
Mr. Gao Qi Pin
Mr. Bai Jun Gui
(Appointed on 23 September 2021)

Supervisors

Mr. Wang Ying Xu
Mr. Yan Li Yu
Ms. Qiao Xiao Chun

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out in the section "Biographical Details of Directors and Senior Management" of the annual report.

就董事所知，擁有本公司已發行股本5%以上的本公司董事或任何股東概無於上述本集團五大客戶及五大供應商中擁有任何實益權益。

外匯風險

截至二零二一年及二零二零年十二月三十一日止年度，本集團之主要收益及成本乃以人民幣計算。董事認為，外匯風險對本集團之影響甚微。因此，本集團並無運用任何金融工具作對沖用途。

資本承擔

本集團於二零二一年十二月三十一日之資本承擔之詳情已載於財務報表附註36。

或然負債

於二零二一年及二零二零年十二月三十一日，本集團並無任何重大或然負債。

董事及監事

本公司於本年內及截至本報告日期的董事及監事如下：

執行董事

張弘先生(主席)
張曉光先生
趙寶剛先生
吳國文先生
張翼先生
徐向夫先生

獨立非執行董事

高永才先生(於二零二一年八月五日辭任)
田傑女士
高其品先生
白君貴先生
(於二零二一年九月二十三日獲委任)

監事

王英旭先生
鄒禮玉先生
喬曉春女士

董事及高級管理層簡介

本公司董事及本集團高級管理層之簡介詳情載於年報「董事及高級管理層簡歷」一節。

REPORT OF THE DIRECTORS

董事會報告書



DIRECTORS OF SUBSIDIARIES

Listed below are the names of all the Directors who have served on the boards of the Group's subsidiaries during the year and up to the date of this Report:

Zhang Hong
Zhang Xiao Guang
Zhao Bao Gang
Wu Guo Wen
Zhang Yi

EMOLUMENTS OF DIRECTORS AND SUPERVISORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' and Supervisors' emoluments and those of the five highest paid individuals in the Group are set out in Note 14 to the financial statements.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS OR LETTERS OF APPOINTMENT

Each of the Directors and Supervisors (including the Independent Non-Executive Directors and the Supervisors) has entered into a service contract or letter of appointment with the Company for a term of three years. None of the Directors or the Supervisors had entered into any service contract or letter of appointment with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

No directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or its subsidiaries was a party during the year.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

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

PERMITTED INDEMNITY PROVISION

At no time during the financial year and up to the date of this directors' report, there was or is, any permitted indemnity provisions being in force for the benefit of any of the directors of the Company or any of its subsidiaries.

附屬公司董事

以下為所有於本年度內及截至本報告日期止之期間出任本集團附屬公司董事的人士：

張弘
張曉光
趙寶剛
吳國文
張翼

董事、監事及五位最高薪人士之酬金

董事、監事及本集團五位最高薪人士之酬金詳情載於財務報表附註14。

董事及監事之服務合約或委任書

各董事及監事(包括獨立非執行董事及監事)已與本公司訂立為期三年之服務合約或委任書。董事及監事概無與本公司訂有本公司不得於一年內終止而毋需支付賠償款項(法定賠償除外)之服務合約或委任書。

董事及監事於合約中之權益

董事於年內概無於本公司或其附屬公司作為一方且對本集團的業務屬重要的任何合約中擁有直接或間接的重大實益權益。

購買、出售或贖回上市證券

年內，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

獲准許彌償條文

於財政年度及截至本董事會報告書日期止任何時間，概無曾經存在或現存任何以本公司或其任何附屬公司之董事為受益人之獲准許彌償條文生效。

REPORT OF THE DIRECTORS

董事會報告書



DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES

At 31 December 2021, the interests and short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 to 5.67 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") were as follows:

Long positions in shares

Director	Type of interests	Capacity	Number of Domestic Shares	Percentage of Domestic Shares	Percentage of total registered Share Capital
董事	權益類別	身份	內資股數目	佔內資股百分比	佔總註冊股本的百分比
Zhang Hong 張弘	Personal 個人	Beneficial owner 實益擁有人	101,937,000	26.29	18.19
Zhang Xiao Guang 張曉光	Personal 個人	Beneficial owner 實益擁有人	42,315,000	10.91	7.55
Xu Xiang Fu 徐向夫	Personal 個人	Beneficial owner 實益擁有人	5,227,000	1.348	0.933
Wu Guo Wen 吳國文	Personal 個人	Beneficial owner 實益擁有人	900,000	0.232	0.161

Save as disclosed above, as at 31 December 2021, none of the Directors, supervisors and chief executives of the Company has any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules.

董事及監事於股份的權益

於二零二一年十二月三十一日，本公司董事、監事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第352條，須列入該條所述登記冊的權益及淡倉，或根據聯交所GEM證券上市規則（「GEM上市規則」）第5.46條至5.67條所指董事買賣最低標準而須知會本公司及聯交所的權益及淡倉如下：

於股份的長倉

除上文所披露者外，於二零二一年十二月三十一日，本公司董事、監事及主要行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第352條，須列入該條所述登記冊的權益及淡倉，或根據GEM上市規則第5.46條至5.67條所指董事買賣最低標準而須知會本公司及聯交所的權益及淡倉。

REPORT OF THE DIRECTORS

董事會報告書



DIRECTORS' RIGHTS TO ACQUIRE SHARES

Saved as disclosed under the headings "Directors' and supervisors' interests in shares" above, at no time during the year were there any rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director, supervisor and chief executive or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the directors, supervisors and chief executives to acquire such rights in any other body corporate.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 31 December 2021, the following persons (other than the Directors, supervisors and chief executives of the Company) had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Long positions in Domestic shares

Name of shareholder	Capacity/ Nature of interest	Number of Domestic Shares	Percentage of Domestic Shares	Percentage of total registered Share Capital
股東名稱	身份／權益性質	內資股數目	佔內資股百分比	佔總註冊股本 的百分比
Huinan County SAB (Note) 輝南縣財源投資有限責任公司(附註)	Beneficial owner 實益擁有人	81,975,000	21.14	14.63

Note: Apart from the equity interest in the Company, Huinan County SAB does not have any direct or indirect interest in the Company, including representatives in the Board of Directors.

董事購入股份的權利

除上文「董事及監事於股份的權益」一段所披露者外，各董事、監事及主要行政人員或彼等各自的配偶或十八歲以下子女概無獲授或行使任何透過購入本公司股份或債券而獲取利益之權利；而本公司、其控股公司或其任何附屬公司亦無訂立任何安排，讓董事、監事及主要行政人員可於任何其他法團購入該等權利。

根據證券及期貨條例須予披露的權益及主要股東

於二零二一年十二月三十一日，按照本公司根據證券及期貨條例第336條置存的股東名冊顯示，以下人士(本公司董事、監事及主要行政人員除外)於本公司股份及相關股份中持有權益及淡倉。

於內資股的長倉

Long positions in H shares

Name of shareholder	Capacity	Number of H Shares	Percentage of H Shares	Percentage of total registered Share Capital
股東名稱	身份	H股數目	佔H股百分比	佔總註冊股本 的百分比
Chen Jingwei 陳京偉	Beneficial owner 實益擁有人	29,520,000	17.11	5.269
Shen Qianzhen 沈茜珍	Beneficial owner 實益擁有人	13,996,000	8.11	2.498

於H股的長倉

附註：除卻佔本公司的股本權益外，輝南縣財源投資有限責任公司並無擁有本公司的任何直接或間接權益，包括在董事會內的代表。

REPORT OF THE DIRECTORS

董事會報告書



Save as disclosed above, as at 31 December 2021, the Directors were not aware of any other person (other than the Directors, Supervisors and Chief Executives of the Company) who had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group and the Company were entered into or were in existence during the year.

COMPETING INTEREST

None of the Directors, the management shareholders, the significant shareholders or the substantial shareholders (as defined in the GEM Listing Rules) of the Company had any interest in a business, which competes or may compete with the business of the Group.

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the article of association of the Company or the laws of the PRC, being the jurisdiction in which the Company was established, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

CONNECTED TRANSACTIONS

During the year, the Group had no material related party transactions, which constituted connected transactions under the GEM Listing Rules.

STAFF RETIREMENT SCHEME

Details of the staff retirement scheme of the Group and the employer's staff retirement costs charged to the profit and loss account for the year are set out in note 15 to the financial statements.

AUDIT COMMITTEE

The Company set up an Audit Committee on 24 May 2001 with written terms of reference in compliance with the requirements as set out in Rules 5.28 and 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and provide supervision over the financial reporting procedures and internal control system of the Group.

The committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters, including a review of the audited results of the Group for the year ended 31 December 2021.

除上述所披露者外，於二零二一年十二月三十一日，按證券及期貨條例第336條存置之股東名冊所示，董事並不知悉任何其他人士（本公司董事、監事及主要行政人員除外）擁有本公司股份及相關股份的權益及淡倉。

管理合約

年內，本公司概無訂立任何有關本集團及本公司全部或任何重大部分業務之管理及行政之合約，亦無仍有效之該等合約。

競爭權益

本公司各董事、管理層股東、高持股量股東或主要股東（定義見GEM上市規則）概無於對本集團業務構成或可能構成競爭的任何業務中擁有任何權益。

優先購股權

本公司之公司章程細則或中國法律（即本公司成立之司法權區）並無有關優先購股權之規定，並無要求本公司須按比例向現有股東發售新股。

關連交易

於本年度內，本集團並無根據GEM上市規則構成關連交易之重大關連人士交易。

僱員退休計劃

本集團之僱員退休計劃及於年內損益賬中扣除之僱主所承擔之僱員退休成本之詳情載於財務報表附註15。

審核委員會

本公司於二零零一年五月二十四日成立審核委員會，並遵照GEM上市規則第5.28及5.29條之規定，訂立書面職權範圍。審核委員會之主要職責是審核及監督本集團之財務報告程序及內部監控系統。

委員會已與管理層檢討本集團採納之會計原則及慣例，並商討有關內部監控及財務報告事宜，包括審核本集團截至二零二一年十二月三十一日止年度之經審核業績。

REPORT OF THE DIRECTORS

董事會報告書



FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out on page 124 of the annual report. This summary does not form part of the audited financial statements.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the directors' knowledge, as at the date of this annual report, there was a sufficient prescribed public float of the issued shares of the Company under the GEM Listing Rules.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out on pages 29 to 36 of the annual report.

AUDITORS

A resolution will be submitted to Annual General Meeting of the Company to re-appoint the auditors, Reanda Lau & Au Yeung (HK) CPA Limited.

By order of the Board

Zhang Hong
Chairman

Jilin Province, PRC
29 April 2022

五年財務摘要

本集團過去五個財政年度之業績、資產及負債摘要，乃摘錄自己刊發之經審核財務報表，且已於合適時作出重新歸類，載於年報第124頁。該摘要並不構成經審核財務報表之一部分。

公眾持股量

根據本公司獲得之公開資料及據董事所知，於本年報刊發日期，根據GEM上市規則，本公司已發行股份之公眾持股量充足。

企業管治

有關本公司所採納主要企業管治常規之報告載於年報第29至36頁。

核數師

本公司將於週年股東大會上提呈決議案以續聘利安達劉歐陽(香港)會計師事務所有限公司為本公司核數師。

承董事會命

張弘
主席

中國吉林省
二零二二年四月二十九日

CORPORATE GOVERNANCE REPORT

企業管治報告



CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieve high standards of corporate governance to safeguard the interest of its shareholders and enhance its corporate value. Throughout the year ended 31 December 2021 and up to the date of this annual report, the Company has complied with the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors throughout the year ended 31 December 2021.

BOARD OF DIRECTORS AND BOARD MEETINGS

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

Executive Directors

Mr. Zhang Hong (*Chairman*)
Mr. Zhang Xiao Guang
Mr. Zhao Bao Gang
Mr. Wu Guo Wen
Mr. Zhang Yi
Mr. Xu Xiang Fu

Independent Non-Executive Directors

Mr. Bai Jun Gui
(appointed on 23 September 2021)
Mr. Gao Yong Cai (resigned on 5 August 2021)
Ms. Tian Jie
Mr. Gao Qi Pin

As at the date of this report, the Board comprised nine Directors, six of whom are Executive Directors, three of whom are INEDs of the Company. Details of backgrounds and qualifications of each Director are set out on the section headed “Biographical Details of Directors and Senior Management” of this annual report.

企業管治常規

本公司致力於達致高標準的企業管治，以保障其股東權益及提升其企業價值。截至二零二一年十二月三十一日止整個年度及直至本年報刊發日期，本公司已遵守GEM上市規則附錄15所載企業管治守則。

董事進行證券交易的標準守則

本公司已就董事進行證券交易採納操守準則，條款不寬於GEM上市規則第5.48至5.67條所載董事進行證券交易的標準守則。本公司經向全體董事作出特定查詢後，於截至二零二一年十二月三十一日止年度全年，本公司並不知悉任何不遵守證券交易規定交易準則和有關董事進行證券交易操守準則之情況。

董事會及董事會會議

年內及截至本報告日期，本公司董事有：

執行董事

張弘先生(*主席*)
張曉光先生
趙寶剛先生
吳國文先生
張翼先生
徐向夫先生

獨立非執行董事

白君貴先生
(於二零二一年九月二十三日獲委任)
高永才先生(於二零二一年八月五日辭任)
田傑女士
高其品先生

於本報告日期，董事會由九名董事組成，其中六名為本公司之執行董事，三名為本公司之獨立非執行董事。各董事的背景及資歷詳情載於本年報「董事及高級管理層簡歷」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告



The Board is responsible for corporate strategy, annual and interim results, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board of Directors to the management include the preparation of annual and interim accounts for Board approval before public reporting, execution of business strategies, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations. Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The INEDs serve the relevant function of bringing independent judgement on the development, performance and risk management of the Group through their contributions in board meeting.

All Directors have been given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently.

The Board considers that each INED of the Company is independent in character and judgement. The Company has received from each INED a written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules.

The Board meets at least four times each year at approximately quarterly intervals to discuss the Group's business development, operation and financial performance. Board papers are circulated not less than 7 days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the board meetings. Minutes of board meetings are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

To the best knowledge of the Directors, other than the family relationship disclosed in the biographical details of directors and senior management set out on pages 15 to 19 of this annual report, there is no financial, business and family relationship among the members of the Board.

董事會負責企業策略、年度及中期業績、繼任籌劃、風險管理、主要收購、出售及資本交易，以及其他重大營運及財務事宜。董事會特別授予管理層處理之重大公司事宜包括編製年度及中期賬目並於公開公佈前供董事會批准、執行業務策略、實施足夠的內部控制系統及風險管理程序，以及遵守相關法定規定、規則和條例。執行董事負責本集團之運作及執行董事會採納之策略。獨立非執行董事透過在董事會會議上發表意見，履行為本集團的發展、表現和風險管理計入獨立判斷的有關功能。

所有董事已獲給予充份時間和資料關注本集團事務。每名執行董事均有足夠經驗擔任其職位以有效和有效率執行職務。

董事會認為，本公司各獨立非執行董事的身份及判斷均具獨立性。本公司已接獲各獨立非執行董事之確認書，確認彼等符合GEM上市規則第5.09條所載有關獨立性之規定。

董事會每年最少舉行四次會議，約每一季度舉行一次，討論本集團的業務發展、營運及財務表現。董事會文件須於董事會會議前最少7天發出，使董事可就提呈董事會會議的事項作出知情決定。董事會會議記錄由公司秘書備存，任何董事可在發出合理通知下於任何合理時段查閱董事會會議記錄。

據董事所知悉，除於本年報第15至19頁所載的董事及高級管理層簡歷中披露的親屬關係外，董事會各成員之間並無財務、業務及親屬關係。

CORPORATE GOVERNANCE REPORT

企業管治報告



Board meetings

During the year, six regular board meetings were held. Details of the attendance of the Directors are as follows:

董事會會議

年內，已舉行六次常規董事會會議。董事會出席詳情如下：

Directors	董事	Meetings attended/held 已出席／已舉行會議
Executive Directors	執行董事	
Mr. Zhang Hong (<i>Chairman</i>)	張弘先生(主席)	6/6
Mr. Zhang Xiao Guang	張曉光先生	6/6
Mr. Zhao Bao Gang	趙寶剛先生	6/6
Mr. Wu Guo Wen	吳國文先生	6/6
Mr. Zhang Yi	張翼先生	6/6
Mr. Xu Xiang Fu	徐向夫先生	6/6
Independent Non-Executive Directors	獨立非執行董事	
Mr. Gao Yong Cai (resigned on 5 August 2021)	高永才先生(於二零二一年八月五日辭任)	4/6
Ms. Tian Jie	田傑女士	6/6
Mr. Gao Qi Pin	高其品先生	6/6
Mr. Bai Jun Gui (appointed on 23 September 2021)	白君貴先生(於二零二一年九月二十三日獲委任)	2/6

Apart from the above regular board meetings of the years, the Board of Directors will meet on other occasions when a board-level decision on a particular matter is required. The Directors will receive details of agenda items for decision and minutes of committee meetings in advance of each board meeting.

除上述各年度之定期董事會會議外，董事會可在必須就特定事宜作出董事會層次之決定時另行召開會議。於每次召開董事會會議前，董事將預先收到須作決定之議程項目及委員會會議記錄詳情。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Zhang Hong assumes the role of both the chairman and the chief executive officer of the Company. The Board is of the view that this has not compromised accountability and independent decision making for the following reasons:

- the Audit Committee composes exclusively of Independent Non-executive Directors;
- the Independent Directors have free and direct access to the Company's external auditors and independent professional advice when considered necessary.

主席及行政總裁

根據守則條文A.2.1條規定，主席及行政總裁的角色應各自獨立，不應由同一人士所擔任。張弘先生現同時擔任本公司之主席及行政總裁。董事會認為，此情況並未影響其問責及作出獨立決定，原因如下：

- 審核委員會僅由獨立非執行董事組成；
- 獨立董事可於認為有需要時隨時和直接尋求本公司外聘核數師意見及獨立專業意見。

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Mr. Zhang Hong, the chairman, is a substantial shareholder of the Company and has considerable industry experience. He is motivated to contribute to the growth and profitability of the Group. The Board is of the view that it is in the best interests of the Group to have an executive chairman so that the Board can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues and developments to facilitate open dialogue between the Board and the management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company appointed INEDs who have appropriate and sufficient experience and qualification to carry out their duties so as to protect the interests of shareholders. Mr. Bai Jun Gui, Mr. Gao Qi Pin and Ms. Tian Jie are the INEDs.

All INEDs are subject to retirement by rotation in accordance with the articles of association of the Company. All the existing INEDs are appointed for an initial term of three years and the term of office shall continue after the expiration of the initial term until at least 1 month's prior written notice is given by either party or the Company to terminate the same.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

Every Director receives comprehensive, formal and tailored induction on appointment and they are continually updated on developments in the statutory and regulatory regime, and the business and market changes to facilitate the discharge of their responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

To ensure that all Directors' contribution into the Board remain informed and relevant, they have participated in continuous professional development for the year ended 31 December 2021 to develop and refresh their knowledge and skill. During the year under review, the Company has provided updates and coordinated training on the GEM Listing Rules and relevant regulatory requirements to the Directors.

REMUNERATION COMMITTEE

According to the Code, the Company has set up a Remuneration Committee on 29 September 2005. As at the date of this report, the chairman of the committee is Mr. Gao Qi Pin, an INED, and other members include Ms. Tian Jie, Mr. Bai Jun Gui and Mr. Zhang Hong. The remuneration committee schedules meet at least once a year and the quorum necessary for the transaction of business is two.

主席張弘先生現為本公司主要股東且具備資深行業經驗。彼受推動為本集團之增長及盈利能力作出貢獻。董事會認為，擁有一位執行主席乃符合本集團之最佳利益，因為藉此董事會可受惠於獲得一位對本集團業務具深厚認識，並有能力於有關事宜及發展適時引導董事會作出討論和向董事會進行簡報的主席，藉以促進董事會與管理層之間的公開交流。

獨立非執行董事

本公司委任的獨立非執行董事擁有適當和足夠經驗及學歷履行職務，以保障股東權益。白君貴先生、高其品先生及田傑女士為獨立非執行董事。

所有獨立非執行董事均須根據本公司組織章程細則輪席告退。所有現有獨立非執行董事獲委任之任期初步為三年，初步任期屆滿後任期將會繼續，直至任何一方發出最少一個月書面通知或本公司予以終止為止。

董事的持續專業發展課程

各董事於獲委任時均會獲得全面、正式及訂做的就任指引，並持續獲知會有關法定及監管制度的最新發展以及業務及市場變化，以協助其履行其於GEM上市規則及有關法例規定項下的職責及義務。

為確保全體董事均能為董事會作出知情及相關的決策，截至二零二一年十二月三十一日止年度內，彼等已持續參與專業發展，以精進並更新其知識和技能。於回顧年度內，本公司已根據GEM上市規則及相關監管規定為董事提供最新資訊及舉辦培訓。

薪酬委員會

根據守則，本公司已於二零零五年九月二十九日設立薪酬委員會。於本報告日期，委員會主席為獨立非執行董事高其品先生，其他成員包括田傑女士、白君貴先生及張弘先生。薪酬委員會定期每年最少舉行一次會議，議事所須之法定人數為兩人。

CORPORATE GOVERNANCE REPORT

企業管治報告



The role and function of the Remuneration Committee included the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the board of the remuneration of non-executive Directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

For the financial year ended 31 December 2020, the Remuneration Committee held two meetings. The individual attendance records of each member are as follows:

薪酬委員會之角色及功能包括釐定所有執行董事之特定薪酬組合，包括實物利益、退休金及補償付款(包括因失去或終止彼等職位或委任應付之任何補償)以及向董事會就非執行董事之薪酬提供建議。薪酬委員會應考慮各種因素，例如可比較公司支付之薪金、董事承擔之時間及責任、本集團其他地方之聘用條件及按表現釐定薪酬之可取性。

於截至二零二零年十二月三十一日止財政年度，薪酬委員會舉行了兩次會議。各成員之個別出席記錄如下：

Members	成員	Meetings attended/held 已出席/已舉行會議
Mr. Bai Jun Gui (appointed on 23 September 2021)	白君貴先生(於二零二一年九月二十三日獲委任)	1/2
Mr. Gao Yong Cai (resigned on 5 August 2021)	高永才先生(於二零二一年八月五日辭任)	1/2
Ms. Tian Jie	田傑女士	2/2
Mr. Gao Qi Pin	高其品先生	2/2
Mr. Zhang Hong	張弘先生	2/2

For the year ended 31 December 2021, the Remuneration Committee reviewed matters relating to remuneration for the Directors and members of senior management, and discussed the remuneration policy of the Group.

於截至二零二一年十二月三十一日止年度，薪酬委員會審核了與董事及高級管理人員薪酬相關事宜，並商討了本集團之薪酬政策。

The remuneration committee of the Company has considered and reviewed the existing terms of employment contracts of the Executive Directors and appointment letters of the INEDs. The Remuneration Committee of the Company considers that the existing terms of employment contracts of the Executive Directors and appointment letters of the INEDs are fair and reasonable.

本公司薪酬委員會已考慮和審議執行董事受聘合約及獨立非執行董事委任書之現行條款。本公司薪酬委員會認為執行董事受聘合約及獨立非執行董事委任書之現行條款屬公平合理。

NOMINATION COMMITTEE

The Company has established the Nomination Committee according to the relevant provisions of the GEM Listing Rules with written terms of reference. Its primary responsibilities include reviewing and supervising the framework, number of members and composition of the Board and making proposals to the Board in respect of any changes and identifying and nominating suitable persons for appointment of Director.

提名委員會

本公司已根據GEM上市規則相關條文成立提名委員會，並以書面訂立其職權範圍。其主要責任包括審核和監督董事會之架構、成員人數及組織，並就任何變動向董事會作出建議和提名適當董事委任人選。

As at the date of this report, the Nomination Committee comprises of one Executive Director, Mr. Zhang Xiao Guang and three INEDs, Mr. Bai Jun Gui, Mr. Gao Qi Pin and Ms. Tian Jie, Mr. Gao Qi Pin is the chairman of the Nomination Committee.

於本報告日期，提名委員會由一名執行董事張曉光先生及三名獨立非執行董事白君貴先生、高其品先生及田傑女士所組成，高其品先生擔任提名委員會主席。

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Nomination procedures include identification and acknowledgement of qualified individuals by the Nomination Committee, and review and approval of such nominations by the Board. The Nomination Committee will evaluate potential candidates considering factors such as professional expertise, relevant experience, personal ethics and integrity.

For the financial year ended 31 December 2021, the Nomination Committee held two meetings. During the meeting, the Nomination Committee has reviewed and discussed the framework, number of members and composition of the Board. Also, the Nomination Committee has identified and made proposals in respect of the outstanding appointment of Executive Directors and INEDs. The individual attendance records of each member are as follows:

提名程序包括由提名委員會甄別及認可合資格人士，並由董事會審核及批准。提名委員會將評估潛在候選人，考慮專業技能、相關經驗、個人操守及誠信等因素。

截至二零二一年十二月三十一日止財政年度，提名委員會舉行了兩次會議。會上提名委員會審議並討論了董事會架構、成員人數及組成。提名委員會亦就執行董事及獨立非執行董事之空缺人選作出甄別及建議。各成員之個別出席記錄如下：

Members	成員	Meetings attended/held 已出席／已舉行會議
Mr. Bai Jun Gui (appointed on 23 September 2021)	白君貴先生(於二零二一年九月二十三日獲委任)	1/2
Mr. Gao Yong Cai (resigned on 5 August 2021)	高永才先生(於二零二一年八月五日辭任)	1/2
Ms. Tian Jie	田傑女士	2/2
Mr. Gao Qi Pin	高其品先生	2/2
Mr. Zhang Xiao Guang	張曉光先生	2/2

AUDIT COMMITTEE

The Audit Committee was established in 2001 and currently comprises three members, Mr. Bai Jun Gui, Mr. Gao Qi Pin and Ms. Tian Jie. All of them are INEDs. The chairman of the Audit Committee is Mr. Gao Qi Pin. The Board considers that each Audit Committee has broad commercial experience and there is a suitable mix of expertise in business, legal, accounting and financial management in the Audit Committee.

None of the members of the Audit Committee has any personal financial interests, conflicts of interests arising from cross-directorships or day-to-day involvement in the running of the business. During the year, the Audit Committee carried out their own independent review of the interim and annual financial statements and financial reports and statements included in circulars of the Company published during the year. The Audit Committee completed its review of the adequacy and effectiveness of the Company's systems of internal control and reported its findings and recommendations to the Board.

審核委員會

審核委員會成立於二零零一年，目前由白君貴先生、高其品先生及田傑女士三名成員組成。彼等均為獨立非執行董事。審核委員會主席為高其品先生。董事會認為各審核委員會成員均具有廣泛的商業經驗，審核委員會內適當地融合了商業、法律、會計及財務管理等方面的專業知識。

審核委員會概無成員擁有任何個人權益、自跨董事身份產生利益衝突或參與日常本公司業務經營。年內，審核委員會曾獨立審閱年內刊發載於本公司通函之中期及年度財務報表及財務報告及報表。審核委員會亦完成審核本公司內部監控系統之充足性和有效性，並向董事會報告其調查結果及建議。

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The Audit Committee held four meetings during the year under review. Details of the attendance of the audit committee meetings are as follows:

審核委員會於回顧年度內共舉行四次會議。審核委員會會議之出席詳情如下：

Members	成員	Meetings attended/held 已出席／已舉行會議
Mr. Bai Jun Gui (appointed on 23 September 2021)	白君貴先生(於二零二一年九月二十三日獲委任)	2/4
Mr. Gao Yong Cai (resigned on 5 August 2021)	高永才先生(於二零二一年八月五日辭任)	2/4
Ms. Tian Jie	田傑女士	4/4
Mr. Gao Qi Pin	高其品先生	4/4

The Group's unaudited quarterly and interim results and annual audited results during the year ended 31 December 2021 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results were complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

本集團截至二零二一年十二月三十一日止年度之未經審核季度、中期業績及年度經審核業績已由審核委員會審閱，彼等認為該等業績之編製乃符合適用會計準則及規定，並已適當作出披露。

AUDITOR'S REMUNERATION

Reanda Lau & Au Yeung (HK) CPA Limited was the auditor of the Company for the year ended 31 December 2021. Other than annual auditing services, Reanda Lau & Au Yeung (HK) CPA Limited did not provide non-auditing services to the Company or any of the Group's companies during the year.

核數師薪酬

截至二零二一年十二月三十一日止年度，本公司之核數師為利安達劉歐陽(香港)會計師事務所有限公司。除年度審核服務外，年內利安達劉歐陽(香港)會計師事務所有限公司並無向本公司或任何本集團成員公司提供非核數服務。

Auditor's remuneration for the year ended 31 December 2021 is set out in Note 9 to the financial statements.

截至二零二一年十二月三十一日止年度核數師薪酬載於財務報表附註9。

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors have the responsibilities for the preparation of the financial statements of the Group and shall ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

董事對財務報表之責任

董事已負責編製本集團之財務報表，並確保該等財務報表乃遵照法定要求及適用會計準則編製。董事亦確保本集團之財務報表準時刊發。

The statements of the external auditors of the Company, Reanda Lau & Au Yeung (HK) CPA Limited, about its reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 39 to 47 of this annual report.

本公司外聘核數師利安達劉歐陽(香港)會計師事務所有限公司就其對本集團財務報表報告責任之陳述載於本年報第39至47頁「獨立核數師報告書」。

COMPANY SECRETARY

In 2021, the Company Secretary took the relevant professional training of 15 hours relating to general corporate governance issues.

公司秘書

於二零二一年，公司秘書已進行有關企業管治事宜的15小時相關專業培訓。



INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for ensuring that the Group has a sound and effective internal control system. The Group is committed to the identification, monitoring and management of risks associated with its business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound cash management system and periodic review of the Group's operation and performance by the Audit Committee and the Board. The internal control system is reviewed on an ongoing basis by the Board to ensure it is effective. The Board is satisfied that, based on information furnished to it and on its own observations, the present internal controls of the Group are satisfactory. The Board has conducted review of the effectiveness of the system of internal control and is of the view that the system of internal control adopted for the year is sound and effective. The Group does not maintain its own internal audit team for cost-saving reason but the work is shared between related parties in the Company to assist the Audit Committee to review the effectiveness of the Group's risk management and internal control system.

INVESTOR RELATIONS

The Company disclosed all necessary information to the shareholders in compliance with GEM Listing Rules. Extensive information about the Company's activities is provided in the Annual Report and the Interim Report which are sent to shareholders. There is regular dialogue with institutional investors. Enquiries from individuals on matters relating to their shareholdings and the business of the Company are welcomed and are dealt with in an informative and timely manner.

All shareholders have 45 days' notice of the Annual General Meeting at which all directors and Committee chairs are available for questions. All shareholders are encouraged to attend the Annual General Meeting.

LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take necessary actions to ensure compliance with the required practices and standards including the provisions of the Code on Corporate Governance Practices introduced by the Stock Exchange.

內部監控及風險管理

董事會負責確保本集團的內部監控系統健全及有效。本集團致力於識別、監控及管理與其業務有關之風險，並已實施一項實際可行和行之有效之監控系統，包括清晰界定許可權之管理結構、良好之現金管理系統，以及由審核委員會及董事會定期對本集團之營運及業績進行檢討。內部監控系統乃由董事會持續進行檢討是否有效。董事會根據向其獲提供之資料及本身之觀察，對本集團現有之內部監控感到滿意。董事會亦已審閱內部監控系統之有效性，認為於年內採納之內部監控系統屬健全及有效。為節省成本，本集團自身並無成立內部審核團隊，而是與其關聯方共同協助審核委員會檢討本集團風險管理及內部監控系統的有效性。

投資者關係

本公司已遵照GEM上市規則之規定向股東披露所有必須之資料。有關本公司活動之廣泛資料於寄發股東之年報及中期報告內提供。本公司與機構投資者保持定期聯絡。本公司歡迎個別人士就其股權事宜及本公司業務提出查詢，並會詳盡和適時處理該等查詢。

所有股東均於舉行股東週年大會前獲發45日通知，所有董事及委員會主席均出席大會回答問題。本公司鼓勵所有股東出席股東週年大會。

未來前景

本集團將不斷適時審核其企業管治準則，而董事會則積極採取必須行動確保遵守所須常規及準則，包括聯交所頒佈之企業管治常規守則。

REPORT OF THE SUPERVISORY COMMITTEE

監事會報告書



TO THE SHAREHOLDERS OF JILIN PROVINCE HUINAN CHANGLONG BIO-PHARMACY COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

During the year ended 31 December 2021, in accordance with the Company Law of the PRC, the requirements of the relevant laws and regulations of Hong Kong and the articles of association of the Company (the “relevant rules and regulations”), the Supervisory Committee of the Company exercised conscientiously its authority, safeguarded the interests of the shareholders of the Company and the Company, and followed the principle of honesty and integrity and worked cautiously and diligently.

During the year, we provided reasonable suggestions and advice on the operations and development plans to the Directors and strictly and effectively monitored whether the policies of the Company had conformed with the relevant rules and regulations or safeguarded the interests of the shareholders of the Company.

After investigation, we consider that the audited financial statements of the Company give a true and fair picture of the operating results and asset position of the Company. We also consider that the Report of the Directors and the profit distribution proposal meet the relevant rules and regulations. We have attended the meeting of the Board. We are of the opinion that the meeting was convened in accordance with the relevant rules and regulations. We consider that the members of the Board, the general manager and other senior management of the Company have strictly complied with the principle of honesty and trustworthiness, worked diligently and sincerely exercised their authority to the best interests of the Company. None of the Directors, general manager nor other senior management of the Company have abused their powers, caused damage to the interests of the Company and infringed upon the interests of the Company shareholders and its staff, nor have they violated the relevant rules and regulations.

We are satisfied with the various accomplishments and the cost-effectiveness of the Company. We are confident that the Company will have a good prospect of future development.

By order of the Supervisory Committee
Jilin Province Huinan Changlong Bio-pharmacy Company Limited

Qiao Xiao Chun

Jilin Province, PRC
29 April 2022

致吉林省輝南長龍生化藥業股份有限公司 列位股東

(於中華人民共和國註冊成立之股份有限公司)

本公司監事會於截至二零二一年十二月三十一日止年度內，遵照《中華人民共和國公司法》、香港有關法律及法規以及本公司章程細則的規定（「有關法規」），遵守誠信原則，工作克勤盡職，認真履行職權，維護本公司股東及本公司權益。

在本年度內，本監事會就業務及發展計劃方面向董事提供合理的建議及意見，並對本公司政策是否符合有關法規或否保障本公司股東的權益，進行了嚴謹及有效的監督。

經檢查，本監事會認為本公司的經審核財務報表，真實和公允地反映了本公司的經營業績和資產狀況。本監事會亦認為董事會報告及利潤分配方案建議，符合有關法規的規定。本監事會監事列席了董事會會議。本監事會認為該會議乃按有關法規召開。本監事會認為本公司董事會成員、總經理及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職，真誠地以公司最大利益出發點行使職權。未發現本公司董事、總經理及其他高級管理人員濫用職權、損害本公司利益及侵犯本公司股東和本公司員工權益的行為，亦未違反有關法規。

本監事會對本公司各項工作和取得的經濟效益表示滿意，對公司未來的發展前景充滿信心。

承監事會命
吉林省輝南長龍生化藥業股份有限公司

喬曉春

中國吉林省
二零二二年四月二十九日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



The Group is committed to contributing to the sustainability of the environment and has implemented policies to minimise the impact on the environment from its business activities. The Group endeavors to refine the approach to addressing its environmental, social and ethical responsibilities along with improving its corporate governance in order to generate greater value for all stakeholders.

The “Environmental, Social and Governance Report” of the Company to be prepared in accordance with Appendix 20 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited will be published within five months after the financial year end.

本集團致力於為環境的可持續發展作出貢獻，並實施政策，盡量減少其業務活動對環境的影響。本集團努力改進其方針，以履行其環境、社會和道德責任，同時改善其企業管治，從而為所有持份者帶來更大價值。

根據香港聯合交易所有限公司GEM證券上市規則附錄二十編製的本公司「環境、社會及管治報告」將於財政年度完結後的五個月內刊發。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JILIN PROVINCE HUINAN CHANGLONG BIO-PHARMACY COMPANY LIMITED

*(a joint stock limited company incorporated in the People's Republic of
China with limited liability)*

致吉林省輝南長龍生化藥業股份有 限公司成員之獨立核數師報告書

(於中華人民共和國註冊成立之股份有限公司)

OPINION

We have audited the consolidated financial statements of Jilin Province Huinan Changlong Bio-pharmacy Company Limited ("the Company") and its subsidiaries ("the Group") set out on pages 48 to 123, which comprise the consolidated balance sheet as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計列載於第48至123頁的吉林省輝南長龍生化藥業股份有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二一年十二月三十一日的綜合資產負債表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二一年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

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

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Impairment of trade receivables and contract assets, advances to staff and other receivables

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 應收貿易賬款及合約資產、向員工墊款及其他應收款項的減值



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KEY AUDIT MATTERS (continued)

Impairment of trade receivables and contract assets, advances to staff and other receivables

We refer to Note 3, Note 25 and Note 26 to the consolidated financial statements for the related disclosures. As at 31 December 2021, gross trade receivables and contract assets, advances to staff and other receivables of the Group amounted to RMB390 million, RMB21 million and RMB155 million respectively, which accounted for approximately 19%, 1% and 7% of the Group's total assets respectively. The allowance for expected credit losses of trade receivables and contract assets, advances to staff and other receivables amounted to RMB138 million, RMB14 million and RMB58 million respectively, all of which was attributable to customers and staff members located in China.

Management judgement is required in assessing and determining the recoverability of trade receivables and contract assets, advances to staff and other receivables and adequacy of allowance made using the expected credit losses ("ECL") model under HKFRS 9 "Financial Instruments". These judgement includes estimating and evaluating expected future receipts from the receivables based on historical experience, ageing analysis, subsequent settlement status, past collection history, current economic conditions and forward looking information.

We focused on this area due to the magnitude of the receivables and the estimation and judgement involved in the determination of the recoverable amounts of trade receivables and contract assets, advances to staff and other receivables.

關鍵審計事項(續)

應收貿易賬款及合約資產，向員工墊款及其他應收款項的減值

有關相關事項的披露，請參閱綜合財務報表附註3、附註25及附註26。於二零二一年十二月三十一日，貴集團的應收貿易賬款及合約資產，向員工墊款及其他應收款項總額分別為人民幣3.90億元、人民幣0.21億元及人民幣1.55億元，佔貴集團總資產約19%、1%及7%。應收貿易賬款及合約資產，向員工墊款及其他應收款項的預期信貸虧損撥備分別為人民幣1.38億元、人民幣0.14億元及人民幣0.58億元，當中全部源自中國的客戶及員工。

根據香港財務報告準則第9號「金融工具」，評估及釐定應收貿易賬款及合約資產，向員工墊款及其他應收款項的可收回性及使用預期信貸虧損（「預期信貸虧損」）模式計提的撥備是否充足時須管理層作出判斷。該等判斷包括基於過往經驗、應收款賬齡分析、報告期結束後的收款情況、過往收款記錄、當前經濟情況及前瞻性資料。

我們關注此範疇是鑑於應收賬款及合約資產，向員工墊款及其他應收款項的重大數額，以及在釐定應收款可收回金額時涉及的估計和判斷。



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KEY AUDIT MATTERS (continued)

How our audit addressed the Key Audit Matter

Our audit procedures in relation to the management's assessment on recoverability of trade receivables and contract assets, advances to staff and other receivables included:

- Understood the credit control procedures performed by the management, including its procedures on periodic review on aged receivables and assessment on recoverability of these receivables;
- Evaluating the management's impairment assessment of receivables;
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
- Tested on a sample basis, the accuracy of ageing profile on receivables by checking to the underlying source documents; and
- Tested subsequent settlement of receivables balances. Where settlement had not been received subsequent to the year end for those unprovided aged receivables beyond the credit period as at year end, we obtained the management's assessment on the recoverability of these debts and corroborated explanations with historical settlement pattern and underlying correspondence with the relevant customers.

Based upon the above, we are satisfied that the estimation and judgement made by the management in respect of the collectability of receivables were supportable by the available evidence.

關鍵審計事項(續)

我們的審計如何處理關鍵審計事項

我們對有關管理層評估應收貿易賬款及合約資產，向員工墊款及其他應收款項可收回性之審計程序包括：

- 理解管理層執行的信用監控程序，包括其對定期審閱逾期應收款項及評估該等應收款項可收回性的程序；
- 評估管理層的應收賬款減值評估；
- 透過檢查管理層達致有關判斷時所用資料，評估管理層對虧損撥備的估計是否合理，包括測試歷史違約數據之準確性，根據當前經濟狀況及前瞻性資料評估歷史虧損率是否已適當調整；
- 透過檢查相關原始文件，以抽樣方式測試應收賬款賬齡之準確性；及
- 測試應收賬款結餘於結算日後的償付情況。對於在年結日已超出其信貸期而未撥備的逾期應收款項在年末後仍未有付款，我們取得了管理層對該等應收賬款可收回性所作的評估，並透過相關客戶過往的償付模式和有關的往來信函佐證其解釋。

基於上述各項，我們有證據支持管理層就應收款項可收回性所作的估計及判斷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

其他信息

董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。



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

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

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

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

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督貴集團的財務報告過程。



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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表承擔的 責任

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。



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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的 責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



Reanda Lau & Au Yeung (HK) CPA Limited
利安達劉歐陽(香港)會計師事務所有限公司

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yu Kwong Man.

Reanda Lau & Au Yeung (HK) CPA Limited
Certified Public Accountants

Yu Kwong Man
Director
Practising Certificate number P04645

Hong Kong, 29 April 2022

核數師就審計綜合財務報表承擔的 責任(續)

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

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

出具本獨立核數師報告的審計項目合夥人是余廣文。

利安達劉歐陽(香港)會計師事務所有限公司
執業會計師

余廣文
董事
執業證書編號P04645

香港，二零二二年四月二十九日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

(Expressed in Renminbi)

(以人民幣呈示)

		Notes 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收入	4	705,456	622,250
Cost of sales	銷售成本		(125,451)	(91,512)
Gross profit	毛利		580,005	530,738
Other income	其他收入	6	50,083	47,953
Other gains	其他收益	7	1,533	417
Distribution and selling costs	分銷及銷售開支		(360,717)	(258,808)
Administrative expenses	行政開支		(93,287)	(169,546)
Profit from operations	經營溢利		177,617	150,754
Finance costs	融資成本	8	(344)	(713)
Profit before income tax	除所得稅前溢利	9	177,273	150,041
Income tax expense	所得稅支出	10(a)	(33,990)	(23,483)
Profit for the year	本年度溢利		143,283	126,558
Other comprehensive income	其他全面收益		-	-
Total comprehensive income for the year	本年度全面收益總額		143,283	126,558
Profit attributable to:	以下應佔溢利：			
Owners of the Company	本公司擁有人		143,283	126,558
Total comprehensive income attributable to:	以下應佔全面收益總額：			
Owners of the Company	本公司擁有人		143,283	126,558
Earnings per share	每股盈利			
- Basic (RMB cents)	- 基本(人民幣分)	11	25.57	22.59

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部分。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2021

於二零二一年十二月三十一日

(Expressed in Renminbi)

(以人民幣呈示)



			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
	Notes 附註			
ASSETS AND LIABILITIES		資產及負債		
Non-current assets		非流動資產		
Bearer biological assets	16	不記名生物資產	15,080	14,905
Property, plant and equipment	17	物業、廠房及設備	198,594	169,969
Right-of-use assets	18	使用權資產	36,619	37,408
Construction in progress	19	在建工程	147,857	124,305
Intangible assets	21	無形資產	32	–
Goodwill	22	商譽	6,254	–
Financial assets measured at amortised cost	28	以攤銷成本計量的 金融資產	776,494	648,519
Deferred tax assets	33	遞延稅項資產	1,510	1,510
			1,182,440	996,616
Current assets		流動資產		
Inventories	23	存貨	86,313	55,000
Trade receivables	25(a)	應收貿易賬款	230,252	206,374
Contract assets	25(b)	合約資產	21,790	45,755
Other receivables, deposits and prepayments	26	其他應收款項、訂金及 預付款項	289,267	257,823
Financial assets at fair value through profit or loss	24	按公允值計入損益的 金融資產	176,533	60,417
Financial assets measured at amortised cost	28	以攤銷成本計量的 金融資產	30,424	156,501
Cash and cash equivalents	27	現金及現金等值物	55,294	26,017
			889,873	807,887
Current liabilities		流動負債		
Trade payables	29	應付貿易賬款	51,335	42,628
Contract liabilities		合約負債	15,222	7,564
Other payables and accruals	30	其他應付款項及應計費用	404,889	287,842
Deferred income	32	遞延收入	1,583	989
Income tax payable		應付所得稅	32,446	26,642
Other tax payables		其他應付稅項	33,783	25,892
Loan from government authority	31	政府機關貸款	400	400
Dividend payable		應付股息	32,136	23,478
			571,794	415,435
Net current assets		流動資產淨值	318,079	392,452
Total assets less current liabilities		總資產減流動負債	1,500,519	1,389,068

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2021

於二零二一年十二月三十一日

(Expressed in Renminbi)

(以人民幣呈示)



		Notes 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Other payable	其他應付款項		953	–
Deferred income	遞延收入	32	41,954	43,193
Deferred tax liabilities	遞延稅項負債	33	3,863	393
			46,770	43,586
Net assets	資產淨值		1,453,749	1,345,482
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔 權益			
Share capital	股本	34	56,025	56,025
Reserves	儲備		1,397,724	1,289,457
Total equity	權益總額		1,453,749	1,345,482

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部分。

These consolidated financial statements were approved and authorised for issue by the board of directors on 29 April 2022.

該等綜合財務報表於二零二二年四月二十九日獲董事會批准及授權發佈。

ZHANG HONG

張弘

Director

董事

ZHAO BAO GANG

趙寶剛

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

(Expressed in Renminbi)

(以人民幣呈示)

		Share capital 股本 RMB'000 人民幣千元 (Note 34) (附註34)	Share premium 股份溢價 RMB'000 人民幣千元 (Note 35(b)(i)) (附註35(b)(i))	Statutory surplus reserve 法定盈餘儲備 RMB'000 人民幣千元 (Note 35(b)(ii)) (附註35(b)(ii))	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2020	於二零二零年一月一日之結餘	56,025	51,098	33,242	1,098,168	1,238,533
Comprehensive income	全面收益					
Profit for the year	本年度溢利	-	-	-	126,558	126,558
Other comprehensive income	其他全面收益	-	-	-	-	-
Total comprehensive income	全面收益總額	56,025	51,098	33,242	1,224,726	1,365,091
Transactions with owners	與股東之交易					
Dividends paid (Note 13)	支付股息(附註13)	-	-	-	(19,609)	(19,609)
At 31 December 2020	於二零二零年十二月三十一日	56,025	51,098	33,242	1,205,117	1,345,482
Balance at 1 January 2021	於二零二一年一月一日之結餘	56,025	51,098	33,242	1,205,117	1,345,482
Comprehensive income	全面收益					
Profit for the year	本年度溢利	-	-	-	143,283	143,283
Other comprehensive income	其他全面收益	-	-	-	-	-
Total comprehensive income	全面收益總額	56,025	51,098	33,242	1,384,400	1,488,765
Transactions with owners	與股東之交易					
Dividends paid (Note 13)	支付股息(附註13)	-	-	-	(35,016)	(35,016)
At 31 December 2021	於二零二一年十二月三十一日	56,025	51,098	33,242	1,313,384	1,453,749

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

(Expressed in Renminbi)

(以人民幣呈示)



	Notes 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Cash from operating activities	經營活動產生之現金		
Profit before income tax	除所得稅前溢利	177,273	150,041
Adjustments for:	調整項目：		
Interest income	利息收入	(7,141)	(7,717)
Yield gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產回報收益	(1,869)	(7,721)
Gross interest income from financial assets measured at amortised cost	以攤銷成本計量的金融資產的利息收益總額	(26,444)	(20,468)
(Reversal of)/loss allowance of trade receivables and contract assets	應收貿易賬款及合約資產之(虧損撥備回撥)/虧損撥備	(1,521)	69,809
Provision for/(reversal of) obsolete and slow-moving inventories	廢棄及滯銷存貨撥備/(回撥)	735	(974)
Interest expenses	利息支出	344	713
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,089	21,230
Depreciation of right-of-use assets	使用權資產折舊	789	932
Net gain on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的淨收益	(1,533)	(417)
Loss allowance on other receivables	其他應收款項之虧損撥備	38,540	23,844
Government subsidies	政府補貼	(564)	(76)
Recognition of deferred income	確認遞延收入	(1,240)	(1,389)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	8	1,059
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	205,466	228,866
Increase in inventories	存貨增加	(13,936)	(3,881)
(Increase)/decrease in trade receivables	應收貿易賬款(增加)/減少	(23,281)	14,092
Decrease/(increase) in contract assets	合約資產減少/(增加)	37,843	(40,942)
Increase in other receivables, deposits and prepayments	其他應收款項、訂金及預付款項增加	(69,596)	(48,396)
Increase in trade payables	應付貿易賬款增加	5,195	8,075
Increase in other payables and accruals	其他應付款項及應計費用增加	82,910	17,791
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	7,658	(1,338)
Increase in other tax payables	其他應付稅項增加	7,891	3,376
Cash generated from operations	經營業務產生之現金	240,510	177,643
Cash flows from operating activities	經營活動產生之現金流量		
Cash generated from operations	經營業務產生之現金	240,510	177,643
Income tax paid	已付所得稅	(24,716)	(25,703)
Interest paid	已付利息	(344)	(713)
Net cash generated from operating activities	經營活動產生之現金淨額	215,090	151,227

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

(Expressed in Renminbi)

(以人民幣呈示)



		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
	Notes 附註		
Cash flows from investing activities	投資業務產生之現金流量		
Purchase of bearer biological assets	購買不記名生物資產	(175)	(1,503)
Purchase of property, plant and equipment	購買物業、廠房及設備	(68,869)	(38,248)
Purchase of construction in progress	購買在建工程	(23,791)	(59,012)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	12,450	-
Net cash inflow from acquisition of subsidiaries	收購附屬公司的現金流入淨額	798	-
Purchase of financial assets at fair value through profit or loss	購買按公允價值計入損益的金融資產	(240,000)	(390,000)
Proceeds from settlement of financial assets at fair value through profit or loss	結付按公允價值計入損益的金融資產所得款項	125,417	1,013,483
Interest received	已收利息	7,141	7,711
Yield gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產回報收益	1,869	7,721
Decrease/(increase) in financial assets measured at amortised cost	以攤銷成本計量的金融資產減少/(增加)	24,546	(785,000)
Net cash used in investing activities	投資業務所用之現金淨額	(160,614)	(244,848)
Cash flows from financing activities	融資業務產生之現金流量		
Proceeds from government subsidies	政府補貼所得款項	1,159	76
Repayment of loan from government authority	償還政府機關貸款	-	(1,950)
Dividend paid	已付股息	(26,358)	(15,877)
	42		
	42		
Net cash used in financing activities	融資業務所用之現金淨額	(25,199)	(17,751)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物增加/(減少)淨額	29,277	(111,372)
Cash and cash equivalents at beginning of year	年初現金及現金等值物	26,017	137,389
Cash and cash equivalents at end of year	年終現金及現金等值物	55,294	26,017
Analysis of the balance of cash and cash equivalents	現金及現金等值物結餘分析		
Cash and bank balances	現金及銀行結餘	55,294	26,017
	27		

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬本綜合財務報表整體之一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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(以人民幣呈示)



1. GENERAL INFORMATION

The Company was established as a state-owned enterprise in the People's Republic of China (the "PRC") in 1989. On 29 December 1995, under the relevant provisions of the Company Law of the PRC, the Company was re-organised from a state-owned enterprise to a limited liability company. On 16 August 1996, with the approval of the Economic Restructuring Commission of Jilin Province, the Company was further converted into a joint stock limited company. On 20 April 1999, the Company made a bonus issue from capitalisation of retained profits in the proportion of one bonus share for every two existing shares.

The Company's H shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 24 May 2001.

The Company is principally engaged in the manufacture and distribution of Chinese medicines and pharmaceutical products in the PRC under the brand names of Changlong and Qing Tong. The principal activities of the subsidiaries are set out in Note 20.

The legal address and the principal place of business of the Company are disclosed in the corporate information section to the annual report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretation issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and the applicable requirements of the Hong Kong Companies Ordinance.

1. 一般資料

本公司於一九八九年在中華人民共和國（「中國」）成立為一間國有企業。一九九五年十二月二十九日，根據中國公司法有關條文，本公司由一間國有企業重組為一間有限責任公司。於一九九六年八月十六日，經吉林省經濟改革委員會的批准，本公司再改組為一間股份有限公司。於一九九九年四月二十日，本公司按每兩股現有股份派發一股紅股的比例，將保留溢利撥充資本以發行紅股。

本公司H股於二零零一年五月二十四日在香港聯合交易所有限公司（「聯交所」）GEM上市。

本公司主要以長龍及清通品牌在中國從事製造及分銷中藥及醫藥產品。附屬公司的主要業務載於附註20。

本公司法定地址和主要營業地點已在本年度報告公司資料部分中披露。

2. 重大會計政策概要

編製該等綜合財務報表所採納之主要會計政策載於下文。除另有指明外，該等政策乃貫徹應用於所呈報之年度。

(a) 遵例聲明

該等綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」，此統稱包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及其詮釋）、香港普遍採納的會計原則、香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）適用的披露條文及香港《公司條例》的適用規定而編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, as modified by certain biological assets and financial assets at fair value through profit or loss which are measured at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise its judgement in the process of applying the Group's accounting policies. 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 3.

(c) Change in accounting policy and disclosures

In the current year, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (collectively referred to as the "new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants, which are effective for the Group's financial year beginning from 1 January 2021. A summary of the new and revised HKFRS applied by the Group is set out as follows:

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

Amendments to HKFRS 16 COVID-19 Related Rent Concessions

The adoption of amendments and interpretations to standards does not have any significant impact to the results and financial position of the Group.

2. 重大會計政策概要(續)

(b) 編製基準

本綜合財務報表已按歷史成本法慣例編製，並以公允值計量之若干生物資產及按公允值計入損益的金融資產作出修訂。

根據香港財務報告準則編製財務報表須運用若干關鍵會計估計，而管理層於應用本集團會計政策亦須作出判斷。涉及作出較高水平判斷或較為複雜之範疇或有關假設及估計對綜合財務報表而言屬重大之範疇於附註3披露。

(c) 會計政策及披露之變更

本集團於本年度首次應用下列由香港會計師公會頒佈並於本集團自二零二一年一月一日起財政年度生效之新訂及經修訂準則、修訂及詮釋(統稱為「新訂及經修訂香港財務報告準則」)。本集團應用的新訂及經修訂香港財務報告準則概要載列如下：

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

香港財務報告準則 二零一九新冠病毒相關之
第16號(修訂本) 租金寬免

採納準則修訂本及詮釋並不會對本集團的業績及財務狀況造成任何重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) New standards, amendments and interpretation of HKFRSs issued but are not effective for the financial year beginning on 1 January 2021 and have not been early adopted by the Group

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

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before intended use ¹
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ¹
AG 5 (Revised)	Merger Accounting for Common Control Combinations ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ¹
Annual improvements project	Annual Improvements to HKFRS Standards 2018–2020 ¹
Amendments to HKAS 1	Classification of Liabilities as Current and Non-current ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ²
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
Amendments to HKFRS 8	Definition of Accounting Estimates ²
HKFRS 17 and Amendments to HKFRS 17	Insurance Contracts ²
HK Int 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2022.

² Effective for annual periods beginning on or after 1 January 2023.

³ Effective date to be determined.

2. 重大會計政策概要(續)

(d) 已頒佈但尚未於二零二一年一月一日開始之財政年度生效及本集團並無提早採納之新訂準則、經修訂香港財務報告準則及詮釋

本集團並無提早採納以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港會計準則第16號(修訂本)	物業、廠房及設備：擬定用途前之所得款項 ¹
香港會計準則第37號(修訂本)	虧損性合約－履約成本 ¹
會計指引第5號(修訂)	共同控制合併的合併會計處理 ¹
香港財務報告準則第3號(修訂本)	引用概念框架 ¹
年度改進計劃	香港財務報告準則二零一八年至二零二零年之年度改進 ¹
香港會計準則第1號(修訂本)	將負債分類為流動或非流動 ²
香港會計準則第1號(修訂本)及香港財務報告準則實務公告第2號	會計政策的披露 ²
香港會計準則第12號(修訂本)	源自單一交易的資產及負債的相關遞延稅項 ²
香港財務報告準則第8號(修訂本)	會計估計的定義 ²
香港財務報告準則第17號及香港財務報告準則第17號(修訂本)	保險合約 ²
香港詮釋第5號(二零二零年)	財務報表的呈列－借款人對含有按要求償還條款的定期貸款的分類 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或注資 ³

¹ 於二零二二年一月一日或之後開始之年度期間生效。

² 於二零二三年一月一日或之後開始之年度期間生效。

³ 有效日期有待釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) New standards, amendments and interpretation of HKFRSs issued but are not effective for the financial year beginning on 1 January 2021 and have not been early adopted by the Group (continued)

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

(e) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(i) Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of profit or loss and other comprehensive income.

2. 重大會計政策概要(續)

(d) 已頒佈但尚未於二零二一年一月一日開始之財政年度生效及本集團並無提早採納之新訂準則、經修訂香港財務報告準則及詮釋(續)

本公司董事預期應用所有上述新訂及經修訂香港財務報告準則於可見未來對綜合財務報表不會有重大影響。

(e) 綜合

附屬公司指本集團對其具有控制權的所有主體(包括結構性主體)。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。附屬公司在控制權轉移至本集團之日起合併入賬。附屬公司在控制權終止之日起停止合併入賬。

(i) 業務合併

本集團採用購買法將業務合併入賬。購買附屬公司的轉讓代價為本集團所轉讓資產、對被收購方前擁有人所產生負債及所發行股權的公允值。轉讓代價包括或然代價安排產生的任何資產或負債的公允值。於業務合併時所購買的可識別資產及所承擔的負債及或然負債，初步按購買日的公允值計量。就個別收購基準，本集團以公允值或按非控制性權益所佔被購買方資產淨值可確認的比例確認於被購買方之任何非控制性權益。收購相關成本於產生時支銷。

轉讓的代價，被收購方之任何非控股權益以及被收購方之任何先前權益在收購日的公允價超過應佔所收購可識別淨資產公允值的數額，列為商譽。就議價購買而言，若總轉讓代價、已確認之非控股權益及先前持有之權益之數額低於所收購附屬公司淨資產的公允值，該差額直接在損益及其他全面收益表中確認。

NOTES TO THE FINANCIAL STATEMENTS

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Consolidation (continued)

(i) Business combination (continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

(ii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2. 重大會計政策概要(續)

(e) 綜合(續)

(i) 業務合併(續)

若業務合併分階段進行，則收購方先前所持被收購方權益於收購日期的賬面值按收購日期公允值重新計量，而任何因有關重新計量而產生的收益或虧損已於損益賬中確認。

本集團所轉讓的或然代價於收購日期按公允值確認。或然代價(視作一項資產或負債)公允值的其後變動根據香港會計準則第39號於損益賬確認，或計作其他全面收益變動。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

(ii) 不導致失去控制權之附屬公司所有權權益變動

不導致失去控制權之非控制性權益交易入賬列作權益交易—即以彼等為附屬公司擁有人之身分與擁有人進行交易。任何已付代價公允值與所收購相關股份應佔附屬公司資產淨值賬面值之差額列作權益。向非控制性權益出售之盈虧亦列作權益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Consolidation (continued)

(iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(iv) Separate financial statements

Investment in subsidiaries are included in the Company's balance sheet at cost less impairment. The results of subsidiaries are accounted for the Company on the basis of dividends received and receivables.

Impairment testing of the investment in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2. 重大會計政策概要(續)

(e) 綜合(續)

(iii) 出售附屬公司

倘本集團不再擁有控制權，其於該實體之任何保留權益按其於失去控制權當日之公允值重新計算，而賬面值變動則於損益中確認。就其後入賬列作聯營公司、合營公司或金融資產之保留權益而言，公允值指初始賬面值。此外，先前於其他全面收益內確認與該實體有關之任何金額按猶如該集團已直接出售有關資產或負債之方式入賬。這可能意味著先前在其他全面收益內確認之金額重新劃分為溢利或虧損。

(iv) 獨立財務報表

在本公司之資產負債表內，於附屬公司的投資是按成本扣除減值列賬。附屬公司之業績由本公司按已收及應收之股息入賬。

投資於附屬公司之減值測試於自此等投資收取之股息超逾附屬公司宣派股息期間內之全面收益總額或投資賬面值於獨立財務報表超逾被投資公司之資產淨值(包括商譽)於綜合財務報表內之賬面值而作出。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Biological assets

Biological assets are living animals and plants managed by the Group which is involved in the agricultural activities of the transformation of biological assets for sale or into agricultural product.

Biological assets are measured at fair value less estimated point-of-sale costs at initial recognition and at each balance sheet date. The fair value of these biological assets is determined based on active market prices in the local market with reference to comparable age, breed and genetic merit. The gain or loss arising on initial recognition and subsequent changes in fair values less estimated point-of-sale costs of biological assets is recognised in profit or loss in the period in which it arise. Biological assets that are in the stage of cultivation or do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less any impairment losses.

(g) Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their costs or revalued amounts to their residual value over their estimated useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The principal annual rates are as follows:

Buildings	10 to 30 years
Plant and machinery	6 years
Transportation equipment	8 years
Furniture, fixtures and equipment	5 years

2. 重大會計政策概要(續)

(f) 生物資產

生物資產為本集團管理之牲畜及植物，包括通過農業活動而轉變待售的生物資產或農產品之生物資產。

生物資產於初始確認及於各結算日以公允價值減估計銷售點成本計量。該等生物資產之公允價值乃根據當地市場之活躍市價參考可資比較之年期、品種及基因優點釐定。生物資產於初步確認時及其後公允價值變動減估計銷售點成本所產生之盈利或虧損於產生期間於損益賬確認。在種植階段或在活躍市場並無市場報價且其公允價值不能可靠計量之生物資產按成本值扣減任何減值虧損確認入資產負債表。

(g) 物業、廠房及設備

物業、廠房及設備按歷史成本值減累計折舊及任何減值虧損列賬。歷史成本值包括收購項目直接應佔的開支。其後成本僅於項目隨附未來經濟利益可能流入本集團及項目成本可以可靠地計量時計入資產賬面值或確認為個別資產(倘適用)。被取代部分之賬面值獲終止確認。所有其他維修及保養開支均於產生之財政期間於綜合損益及其他全面收益表扣除。

折舊乃以直線法按其估計使用年限將成本值或重估金額分攤至其剩餘價值計算。該資產之剩餘價值以及使用年限於各報告期末進行審閱及調整(倘適用)。主要之折舊年率如下：

樓宇	10至30年
廠房及機械	6年
運輸設備	8年
傢俬、裝置及設備	5年

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Property, plant and equipment (continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on the disposal are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of profit or loss and other comprehensive income.

(h) Transfer from property, plant and equipment to investment property carried at cost

The Group transfers a property from property, plant and equipment to investment property when there is a change of use to hold the property to earn rentals or/and for capital appreciation rather than for its own use in the ordinary course of business.

(i) Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

2. 重大會計政策概要(續)

(g) 物業、廠房及設備(續)

倘一項資產之賬面值大於其估計可收回金額，其賬面值將即時減至其可收回金額。

出售所產生的盈虧乃指該款項與賬面值的比較數字，有關盈虧於綜合損益及其他全面收益表確認。

(h) 從物業、廠房及設備轉移至按成本列賬之投資物業

當持有物業之用途從於日常業務過程中自用轉變為賺取租金或/及資本增值時，本集團會將該物業從物業、廠房及設備轉移至投資物業。

(i) 投資物業

投資物業乃為賺取租金及/或資本增值而持有之物業。

投資物業初始按成本計量，而成本乃包括任何直接應佔支出。於初始確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊乃於投資物業之估計可使用年期以直線法撇銷投資物業之成本而確認。

投資物業於出售或永久棄用，且預期出售不會帶來未來經濟利益時終止確認。終止確認物業產生之任何收益或虧損(按出售所得款項淨額與資產賬面金額間之差額計算)於終止確認物業之期間計入損益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leases

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

Group as a lessee

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

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated over the lease term of the leasehold land.

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

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

(k) Construction in progress

Construction in progress represents buildings, plant and equipment under construction and pending installation, and is stated at historical cost less any impairment losses. No depreciation is made on construction in progress until such time as the relevant property, plants and equipment are available for use. Cost comprises all construction expenditure and other direct costs of construction. Construction in progress is transferred to the appropriate category of property, plant and equipment when the asset being constructed becomes available to use.

2. 重大會計政策概要(續)

(j) 租賃

本集團在合約開始時評估合約是否為租賃或包含租賃。倘一份合約在一段時間內為換取對價而讓渡一項可識別資產使用之控制權，則該合約為一項租賃或包含一項租賃。

本集團作為承租人

本集團就所有租賃應用單一之方法確認及計量，短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產代表使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日確認(即相關資產可用日期)。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、產生的初始直接成本以及於開始日或之前支付之租賃付款金額減已收取之任何租賃激勵。使用權資產在租賃土地租賃期內按直線法折舊。

(b) 短期租賃及低價值資產租賃

本集團對其機械設備的短期租賃(自開始日起租賃期為12個月或更短而且不包含購買選擇權)採用短期租賃確認豁免。短期租賃及低價值資產租賃之租賃付款額在租賃期內按直線法確認為開支。

(k) 在建工程

在建工程指興建中的樓宇、廠房及待安裝的設備，以歷史成本值扣除減值虧損入賬。直至有關物業、廠房及設備可供使用前，在建工程並無折舊。成本包括所有建造支出及其他直接建造成本。在建工程於在建資產可使用時重新轉撥為物業、廠房及設備之適當類別。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Intangible assets

(i) Purchased know-how and prescription

Purchased know-how and prescription are stated at historical cost less accumulated amortisation and impairment losses. Amortisation is charged on a straight-line basis over their estimated useful lives, which range from 5 to 12 years from the date of commercial production. The estimated useful life and amortisation method are reviewed at the end of each balance sheet date, with the effect of any changes in estimate being accounted for on a prospective basis.

(ii) Research and development expenditure

Expenditure on research activities is recognised as an expense in the financial period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at historical cost less accumulated amortisation and impairment losses. Amortisation begins when development is completed and the assets is available for use. Other development expenditure is recognised as an expense in the financial period in which it is incurred.

(iii) Purchased in-process research and development assets acquired through separate purchase

In-process research and development assets acquired through separate purchase are recognised as intangible assets at historical cost less accumulated amortisation and impairment losses.

Amortisation and impairment assessment are accounted for in a similar manner as internal development expenditure set out in (ii) above.

2. 重大會計政策概要(續)

(I) 無形資產

(i) 購入技術及藥方

購入技術及藥方按歷史成本值扣除累計攤銷及減值虧損入賬。購入技術及藥方乃以直線法按其估計可使用年期(於商業生產日期起5至12年)進行攤銷。估計可使用年期及攤銷方法乃於各結算日結束時檢討，估計變動之影響按預先計提之基準入賬。

(ii) 研發開支

研究活動的費用於其產生財政期間內確認為開支。倘若產品或程序在技術上和商業上可行，且本集團有足夠的資源和意願完成開發，則開發活動的費用會予以資本化。資本化的費用包括材料成本、直接員工成本及適當比例的間接費用及借貸成本(倘適用)。資本化之開發成本以歷史成本值減除累計攤銷及減值虧損列賬。攤銷於開發完成及資產可用時開始。其他開發開支於其產生財政期間內確認為開支。

(iii) 個別購入而獲得的進行中之研發資產

個別購入而獲得的進行中研發資產按歷史成本值減除累計攤銷及減值虧損確認為無形資產。

攤銷及減值評估按類似方法作上述(ii)中所載之內部開發開支列賬。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Impairment of non-financial assets

Assets that have an indefinite useful life — for example, goodwill or intangible assets not ready to use — are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost formula. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(o) Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
- those to be measured at amortised cost.

2. 重大會計政策概要(續)

(m) 非金融資產減值

擁有無限可用年期(如商譽)或尚未可用之無形資產毋須作出攤銷,並每年測試減值情況。每當發生事件或環境轉變顯示賬面值可能無法收回時,則應對須作攤銷的資產作減值檢討。倘該項資產之賬面值超過其可收回金額時,會就其差額確認減值虧損。資產之可收回金額為公允值減出售成本與其可使用價值中之較高者。評估資產減值時,資產乃按最低水平之可單獨識別之現金流量(現金產生單位)予以分類。對已發生減值之除商譽外之非金融資產於每個報告日檢討其可能之轉回。

(n) 存貨

存貨按成本值及可變現淨值兩者之較低者列賬。成本值乃按加權平均成本法釐定。製成品及在製品之成本包括原料、直接員工成本、其他直接成本及相關之產品間接費用(根據正常經營能力),惟不包括借貸成本。可變現淨值乃按正常業務過程中的估計售價,減去適用的變動銷售開支計算。

(o) 金融資產

(a) 分類

本集團將其金融資產分類為下列計量類別:

- 隨後按公允值計量(透過其他全面收益(「其他全面收益」)或透過損益)的金融資產,及
- 按攤銷成本計量的金融資產。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Financial assets (continued)

(a) Classification (continued)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset.

2. 重大會計政策概要(續)

(o) 金融資產(續)

(a) 分類(續)

分類視乎實體管理金融資產的業務模式及現金流量之合約條款而定。

按公允值計量的資產而言，收益及虧損將計入損益或其他全面收益。對非持作買賣的股本工具的投資而言，則視乎本集團在初次確認時是否已作出不可撤回之選擇，以將該股本投資按公允值計入其他全面收益(「按公允值計入其他全面收益」)列賬。

(b) 確認及終止確認

以常規方式購入及出售的金融資產在交易日(即本集團承諾購入或出售該資產之日)確認。當從金融資產收取現金流量的權利已屆滿或已轉讓，且本集團已將擁有權的絕大部分風險及回報轉讓時，即終止確認金融資產。

(c) 計量

於初始確認時，本集團按公允值計量金融資產，倘金融資產並非按公允值計入損益(「按公允值計入損益」)，則另加收購該金融資產直接應佔的交易成本。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Financial assets (continued)

(c) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other losses in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 3(b) for further details.

2. 重大會計政策概要(續)

(o) 金融資產(續)

(c) 計量(續)

股本工具

本集團隨後就所有股本投資按公允值計量。當本集團管理層已選擇於其他全面收益呈列股本投資的公允值收益及虧損，公允值收益及虧損於終止確認投資後不會重新分類至損益。該等投資的股息於本集團收取款項的權利確立時繼續於損益確認為其他收入。

按公允值計入損益的金融資產公允值變動於損益表確認為其他虧損(按適用情況)。按公允值計入其他全面收益計量的股本投資的減值虧損(及減值虧損撥回)不會因公允值其他變動而分開列報。

(d) 減值

本集團按預期基準評估按攤銷成本列賬的金融資產相關的預期信貸損失。所採用的減值方法取決於信貸風險是否顯著增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號所准許的簡化方法，該方法要求預期終身損失於應收款項初步確認時確認，詳情請參閱附註3(b)。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated and entity balance sheet, bank overdrafts are shown within “bank borrowings” in current liabilities.

(q) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in consolidated other comprehensive income or directly in equity. In this case, the tax is also recognised in consolidated other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. The management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (or laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2. 重大會計政策概要(續)

(p) 現金及現金等值物

綜合現金流量表之現金及現金等值物包括手頭現金及銀行通知存款，以及於三個月或以內到期之其他短期高流動性投資及銀行透支。銀行透支於綜合及實體資產負債表中流動負債之「銀行借貸」呈列。

(q) 即期及遞延所得稅

期內稅項開支包括即期及遞延稅。稅項於綜合損益表確認，惟與於綜合其他全面收益或直接於權益確認的項目有關的稅項則除外。在此情況下，稅項亦分別於綜合其他全面收益或直接於權益內確認。

即期所得稅開支根據本公司及其附屬公司經營業務及產生應課稅收入的國家於結算日已頒佈或實際上於資產負債表日期已頒佈的稅法計算。管理層會定期評估須對適用稅項法規作出詮釋的情況下在報稅中的稅務狀況，並在恰當時按預期須向稅務機關繳納的金額為基準設定撥備。

遞延所得稅採用負債法就資產及負債的稅基與資產及負債在綜合財務報表內之賬面值產生的暫時性差額進行確認。然而，若遞延所得稅負債因初步確認商譽而產生，則不予以確認。若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不予列賬。遞延所得稅採用在結算日前已頒佈或實質頒佈，並預期在有關遞延所得稅項資產變現或遞延所得稅項負債結算時預期適用之稅率（或法例）釐定。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Current and deferred income tax (continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(r) Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resource will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprised lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2. 重大會計政策概要(續)

(q) 即期及遞延所得稅(續)

遞延所得稅項資產僅於很有可能於日後可取得應課稅溢利，而暫時性差異可以被使用時，方予以確認。

當有可依法執行之權利以即期稅項資產抵銷即期稅項負債時，以及當遞延所得稅資產及負債涉及同一稅務機關對應課稅實體或不同應課稅實體徵收之所得稅，且有意按淨額結算結餘，則可將遞延所得稅資產及負債抵銷。

(r) 撥備

環境恢復撥備、重建成本及法律索償於出現下列情況時確認：本集團由於過往事件而須負上現時法律或建設責任；可能需要自資源撥付以履行責任；且該金額已作出可靠估計。重建成本撥備包括終止租約罰款及終止僱員合約賠款。未來經營虧損並無確認撥備。

當有若干類似責任時，須就該等責任類別整體釐定付款現金流出。即使同類責任包括之任何一個項目之現金流出金額較小，仍須作出撥備。

撥備採用稅前利率按照預期需結算有關責任的支出現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息費用。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Renminbi ("RMB"), which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss within "finance income or cost". All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss income statement within "other gains and/(losses)". Currency translation differences arising are recognised in consolidated other comprehensive income.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in consolidated other comprehensive income.

2. 重大會計政策概要(續)

(s) 外幣兌換

(i) 功能及呈列貨幣

本集團各實體財務報表中包括的項目採用其經營所在地區的主要經濟環境通行的貨幣(「功能貨幣」)計量。財務報表以人民幣(「人民幣」)呈列，人民幣為本公司的功能貨幣及本集團呈列貨幣。

(ii) 交易及結餘

外幣交易採用交易當日或進行項目重估的估值當日的匯率換算為功能貨幣。清償該等交易及按年終匯率換算以外幣列值的貨幣資產及負債而產生的匯兌損益乃在綜合損益表確認，惟於權益中遞延作為合資格現金流量對沖及合資格淨投資對沖者除外。

與借貸和現金及現金等值項目有關的匯兌損益，均於綜合損益表的「融資收入或成本」內呈列。全部其他匯兌損益乃於綜合損益表的「其他收益及／(虧損)」內呈列。所產生之換算差額於綜合其他全面收益確認。

以外幣計值之貨幣性證券之公允值變動乃就因證券之攤銷成本變動及證券賬面值之其他變動產生之換算差額分析。有關攤銷成本變動之換算差額乃於損益表內確認，而賬面值之其他變動乃於綜合其他全面收益確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Foreign currency translation (continued)

(ii) Transactions and balances (continued)

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in consolidated profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as financial assets at FVOCI, are included in other comprehensive income.

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in consolidated other comprehensive income.

2. 重大會計政策概要(續)

(s) 外幣兌換(續)

(ii) 交易及結餘(續)

非貨幣金融資產及負債(如透過損益按公允值持有之證券)的換算差額乃於綜合損益確認為透過損益按公允值計值之一部分。非貨幣金融資產之換算差額(如分類為按公允值計入其他全面收益的金融資產之證券)計入其他全面收益。

(iii) 集團公司

功能貨幣與呈列貨幣不同的所有集團實體(當中沒有嚴重通脹貨幣)的業績及財務狀況,按如下方式換算為呈列貨幣:

- (a) 於各所示資產負債表內之資產及負債乃按於該結算表日期之收市匯率換算;
- (b) 每份損益表內的收入和開支按平均匯率換算(除非此平均值並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支則按交易日期的匯率換算);及
- (c) 所有由此而產生的匯兌差額於其他全面收益確認。

因收購海外實體產生的商譽及公允值調整視為海外實體資產和負債,並按收市匯率換算。換算差額將於綜合其他全面收益確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Government grants

Grants from the PRC 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 the attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to prepaid land lease payment and intangible assets are included in non-current liabilities as deferred income and are credited to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the expected useful lives of the related assets.

(u) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave are recognized 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 balance sheet date.

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

(ii) Pension obligations

The employees in Mainland China participate in the defined contribution retirement plans managed by the local government authorities whereby they are required to contribute to the schemes at fixed rates of the employees' salary costs. The Group's contributions to these plans are charged to profit or loss when incurred.

The Group has no obligations for the payment of the retirement and other post-retirement benefits of staff other than the contributions described above.

2. 重大會計政策概要(續)

(t) 政府補助

中國政府補助於可合理確定將會收取而本集團符合所有相關條件時，按公允值確認入賬。

有關成本之政府補助均會於對應擬彌償成本所需之期間遞延並在綜合損益表確認入賬。

有關預付土地租金及無形資產之政府補助計入於非流動負債為遞延收入並按相關資產之估計可使用年期以直線法入賬於綜合損益及其他全面收益表。

(u) 僱員福利

(i) 僱員應享假期

僱員在年假之權利於僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休金責任

中國內地的僱員均參與由當地政府機關管理的定期供款退休計劃。公司需要按僱員薪金成本的固定比率向有關計劃作出供款。本集團向有關計劃作出的供款在其發生時計入損益。

除上述供款外，本集團並無支付員工退休及其他退休後福利的責任。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

(w) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment (see note 2(o)(d) for a description of impairment policy). If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2. 重大會計政策概要(續)

(v) 借貸

借貸初步按公允值(經扣除所產生的交易成本)確認。借貸其後按攤銷成本列賬;所得款項(經扣除交易成本)與贖回價值之間的任何差額乃採用實際利率法於借貸期內在綜合損益及其他全面收益表確認。

在貸款很有可能部分或全部提取的情況下,就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下,該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款很有可能部分或全部提取的情況下,該費用撥充資本作為流動資金服務的預付款項,並於其相關融資期間內予以攤銷。

除非本集團有權無條件遞延償付負債至報告期末後至少十二個月,否則借貸會分類為流動負債。

(w) 應收賬款及其他應收款項

應收賬款乃於日常業務過程中就銷售商品或提供服務而應收客戶之款項。應收賬款及其他應收款項初步按公允值確認,其後利用實際利率法按攤銷成本扣除減值撥備計量(有關減值政策詳見附註2(o)(d))。倘應收賬款及其他應收款項預計將在一年或以內收回(或在業務正常經營週期內之較長期間),則分類為流動資產。否則,在非流動資產中列報。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (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 (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 party;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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.

2. 重大會計政策概要(續)

(x) 關連人士

一名人士被視為與本集團有關連，倘：

- (a) 該方屬以下人士或其直系親屬：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；
- (b) 該方為符合以下條件的實體：
 - (i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關聯)；
 - (ii) 一個實體為另一實體的聯營公司或合營企業(或為某一集團的成員的聯營公司或合營企業，而該另一實體為此集團的成員)；
 - (iii) 兩個實體均為同一第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業及另一實體為第三方實體的聯營公司；
 - (v) 該實體乃為本集團或與本集團有關聯的實體的僱員之利益而設的離職後福利計劃；
 - (vi) 該實體受(a)部所識別的人士控制或共同控制；及
 - (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體(或實體的母公司)高級管理人員的成員公司。

與該人士關係密切的家庭成員是指他們在與實體進行交易時，預期可能會影響該人士或受該人士影響的家庭成員。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable, and represents amounts receivable for goods supplied or service performed, stated net of rebates and returns. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of returns on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

Sales of goods

Revenue from the sale of good directly to the customers is recognized at the point that the control of the inventory have passed to the customers, which is primarily upon the acceptance of the products by the customers. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products.

Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

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

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

2. 重大會計政策概要(續)

(y) 收入確認

收入按已收及應收代價的公允值計算，為就所供應商品或所履行的服務扣除折扣及退貨應收款項。當收入金額能夠可靠計量；未來經濟利益有可能流入實體；及本集團各項活動符合具體條件時(如下文所述)，本集團會確認收入。本集團根據其過往業績並考慮客戶類別、交易種類及每項安排的特點作出回報估計。

產品銷售

直接向客戶銷售商品所得收入於存貨的控制權已轉移予客戶時(主要於客戶接受產品後)確認。客戶對產品有充分酌情權且並無未履行責任可影響客戶對該等產品的接納。

利息收入

利息收入採用實際利率法按累計確認。有關並無信用減值的按攤銷成本計量的金融資產，實際利率會應用於資產的賬面總額。

合約資產指本集團就向客戶轉讓之貨品或服務而收取代價，但尚未成為無條件之權利。其根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價之無條件權利，亦即代表代價到期支付前僅須待時間推移。

合約負債指本集團轉讓產品或服務予一名客戶的責任，而就此本集團已收到來自客戶的代價(或代價的金額已到期)。倘客戶於本集團轉讓產品或服務予一名客戶前支付代價，當作出支付或款項到期時(以較早者為準)，一項合約負債已獲確認，當本集團根據合約履行，合約負債獲確認為收入。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

(aa) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continuously 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 assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of non-financial assets

The Group tests annually whether assets have suffered any impairment in accordance with the accounting policy stated in note 2(m). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value, which has been prepared on the basis of the management's assumptions and estimates.

2. 重大會計政策概要(續)

(z) 應付貿易賬款及其他應付款項

應付貿易賬款是在日常運作過程中從供應商購買貨品或使用服務產生的支付責任。如果應付貿易賬款預計將在一年或一年以內支付(或更長的業務正常經營週期範圍內的時間),則分類為流動負債。否則,其將呈列為非流動負債。

(aa) 分類報告

經營分類之呈報方式與向主要營運決策者提供之內部報告貫徹一致。主要營運決策者負責分配資源及評估經營分類表現,其已被確認為作出策略性決策之執行董事。

3. 關鍵會計估計及判斷

估計及判斷會不斷予以評估,並以過往經驗及其他因素(包括在有關情況下相信為合理的未來事件預測)為依據。

本集團會對未來作出估計及假設。所導致的會計估計,顧名思義,甚少與有關實際結果相符。具有重大風險須於下一財政年度內對資產及負債的賬面值作出重大調整的估計及假設載列如下。

(a) 非金融資產減值

根據附註2(m)所述的會計政策,本集團每年測試資產是否出現減值。現金產生單位之可收回金額以使用價值法釐定。在計算使用價值時,本集團需估計現金產生單位之未來現金流量,並以適當之折現率計算其現值,此乃根據管理層的假設及估計編製。

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3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Provision of ECL for trade receivables and contract assets, advances to staff and other receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on management judgement as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At the end of each reporting period, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually. The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 39.

(c) Estimation of useful lives of property, plant and equipment and intangible assets

The Group's management determines the estimated useful lives and related depreciation or amortisation charges for its property, plant and equipment and intangible assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and purchase know-how and prescription of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation or amortisation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(d) Income taxes

The Company is subject to income tax in the PRC. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

3. 關鍵會計估計及判斷(續)

(b) 應收貿易賬款及合約資產、向員工墊款及其他應收款項的預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率基於管理層對具有類似虧損模式之不同債務人組別之判斷。撥備矩陣基於本集團之歷史違約率，當中考慮無需付出不必要之成本或努力便可獲得之合理且可支持之前瞻性資料。於各報告期末，可觀察之歷史違約率會重新評估，並考慮前瞻性資料之變動。此外，具有大額結餘及出現信貸減值之應收貿易賬款會個別進行預期信貸虧損評估。預期信貸虧損撥備容易受估計變動影響。有關預期信貸虧損及本集團貿易應收款項的資料於附註39披露。

(c) 物業、廠房及設備以及無形資產可使用年期之估計

本集團之管理層釐定其物業、廠房及設備以及無形資產之估計可用年期及相關折舊或攤銷開支。此估計乃根據性質及功能相近的物業、廠房及設備以及購買的技術和藥方之實際可用年期的以往經驗作出。技術創新及競爭對手因應嚴重行業週期起伏而採取之行動可能使估計有重大改變。倘可用年期少於先前估計的年期，管理層將增加折舊或攤銷開支；管理層亦可能將已棄置或出售而技術上屬陳舊之資產或非策略資產予以撇銷或撇減。

(d) 所得稅

本公司須繳納中國之所得稅。於釐定所得稅撥備時須作出重大判斷。本公司有頗多未能確定最終稅項之交易及計算。本公司於確認預期稅項審核事宜之負債時，建基於會否出現額外應繳稅項之預測。倘該等事宜之最終稅務結果與初步記錄之金額不同，有關差額將影響作出釐定之期間內之即期及遞延所得稅資產及負債。

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4. REVENUE

The principal activities of the Group are manufacture and distribution of Chinese medicines and pharmaceutical products. Revenue represents the invoiced value of merchandise sold less allowances for returns, discounts, value-added tax and other sales related taxes.

4. 收入

本集團之主要業務是製造及分銷中藥及醫藥產品。收入指銷售商品的發票值，並已減去有關退貨、折扣、增值稅及其他銷售相關稅項的金額。

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Sales of Chinese medicines and pharmaceutical products	705,456	622,250

5. SEGMENT INFORMATION

Segment information

Information reported to the Executive Directors of the Company, being the chief operating decision-makers ("CODM"), for the purpose of resource allocation and assessment of segment performance focuses on types of goods delivered.

The executive directors have identified that, the Group has only one reportable operating segment, which is the manufacture and distribution of Chinese medicines and pharmaceutical products in the PRC. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

In addition, the Group's revenue, expenses, results, assets and liabilities and capital expenditures are predominantly attributable to a single geographical region, which is the PRC. Therefore, no analysis by geographical regions is presented.

Information about major customers

There is no revenue from customers for the years ended 31 December 2021 and 2020 contributed over 10% of the total operating revenue of the Group.

5. 分類資料

分部資料

本集團按所交付貨物種類向本公司執行董事，即主要經營決策人（「主要經營決策人」），就資源分配及評核分類表現呈報分類資料。

執行董事已識別本集團僅有一個可呈報經營分部，而該唯一分部於中國製造和分銷中藥及醫藥產品。由於此分部為本集團僅有的一個可呈報經營分部，因此，並無呈報其進一步經營分部分析。

地區資料

此外，本集團的收入、開支、業績、資產及負債以及資本開支絕大部分來自單一地區，即中國。因此，並無呈報地區分析。

有關主要客戶之資料

截至二零二一年及二零二零年十二月三十一日止年度，並無來自客戶之收入佔本集團總營運收入超過10%。

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6. OTHER INCOME

6. 其他收入

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	5,564	3,826
Other interest income	其他利息收入	1,577	3,891
Government subsidies (Note)	政府補貼(附註)	564	76
Recognition of deferred income	確認遞延收入	1,240	1,389
Yield gains on financial assets at fair value through profit or loss	按公允值計入損益的金融資產回報收益	1,869	7,721
Gross interest income from financial assets measured at amortised cost	以攤銷成本計量的金融資產的利息收益總額	26,444	20,468
Reversal of provision for obsolete and slow-moving inventories	廢棄及滯銷存貨撥備回撥	-	974
Compensation received	賠償收入	-	282
Penalty income	罰款收入	4,810	599
Others	其他	8,110	8,727

Note: During the year ended 31 December 2021 and 2020, the Group received subsidies from various local municipal government bodies in the PRC, which aimed at the general financing of the business and technology development of the Group.

附註：於截至二零二一年及二零二零年十二月三十一日止年度，本集團獲得中國不同地方市政府機關的資助，旨在為本集團的業務及技術發展提供一般性資金。

7. OTHER GAINS

7. 其他收益

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Net gain on financial assets at fair value through profit or loss	按公允值計入損益的金融資產的淨收益	1,533	417

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8. FINANCE COSTS

8. 融資成本

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Interest expenses on a loan from government authority	政府機關貸款之利息費用	-	93
Bank interest expenses	銀行利息費用	344	620
		344	713

9. PROFIT BEFORE INCOME TAX

9. 除所得稅前溢利

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before income tax for the year is arrived at after charging:	本年度除所得稅前溢利已扣除下列各項：		
Cost of inventories sold (excluding additional provision for, and write off of obsolete and slow-moving inventories)	已出售存貨成本 (不包括增加撥備及撇銷廢棄及滯銷存貨)	117,485	85,498
Provision for obsolete and slow-moving inventories	廢棄及滯銷存貨撥備	735	-
(Reversal of)/loss allowance for trade receivables and contract assets	應收貿易賬款及合約資產之(虧損撥備撥回)/虧損撥備	(1,521)	69,809
Provision for loss allowance on other receivables	其他應收款項之虧損撥備	38,540	23,844
Auditor's remuneration	核數師酬金	369	299
Research and development cost	研發成本	20,578	33,197
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,089	21,230
Depreciation of right-of-use assets	使用權資產折舊	789	932
Employee benefits expenses and human resources cost (excluding directors' and supervisors' remuneration):	員工福利費用及人力資源成本(不包括董事及監事酬金)：		
Salaries and allowances	薪金及津貼	95,549	113,008
Sales commission	業務員佣金	21,920	20,496
Pension scheme contributions	退休金計劃供款	552	1,963
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	8	1,059

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10. INCOME TAX EXPENSE

(a) Income tax represents:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
PRC corporate income tax	中國企業所得稅		
– Current year	– 本年度	30,520	23,511
– Overprovision in prior years	– 過往年度超額撥備	–	(421)
Deferred taxation (Note 33)	遞延稅項(附註33)	3,470	393
		33,990	23,483

The PRC corporate income tax is provided according to the relevant laws and regulations in the PRC.

On 16 March 2007, the National People's Congress approved the PRC Enterprise Income Tax Law, which became effective from 1 January 2008. In accordance with the new tax law, a unified enterprise income tax rate of 25% is applied to both domestic-invested enterprises and foreign-invested enterprises.

On 17 September 2015, the Company was accredited as a "National New and High-tech Enterprise" by the Jilin Provincial Science and Technology Bureau (吉林省科學技術廳). The Company is entitled to a reduced PRC corporate income tax rate of 15% for another three consecutive years commenced since year 2018.

10. 所得稅支出

(a) 所得稅包括：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
中國企業所得稅		
– 本年度	30,520	23,511
– 過往年度超額撥備	–	(421)
遞延稅項(附註33)	3,470	393
	33,990	23,483

中國企業所得稅乃根據中國有關法律及法規撥備。

於二零零七年三月十六日，全國人大會議批准中國企業所得稅法，由二零零八年一月一日起生效。根據新稅法，所有內資及外資企業按統一稅率25%繳納企業所得稅。

本公司於二零一五年九月十七日獲吉林省科學技術廳譽為「國家高新技術企業」。本公司於二零一八年起計連續三年可按減免中國企業所得稅率至15%繳納稅項。

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10. INCOME TAX EXPENSE (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rate:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	177,273	150,041
National tax calculated at PRC enterprise income tax rate of 15% (2020: 15%)	按中國企業所得稅率15% (二零二零年：15%) 計算的國稅	26,591	22,506
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(5,309)	(53)
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	9,238	1,058
Overprovision in prior years	過往年度超額撥備	-	(421)
Deferred tax on temporary differences in prior year	過往年度暫時差額之遞延稅項	3,470	393
Income tax expense	所得稅支出	33,990	23,483

10. 所得稅支出(續)

(b) 稅項支出與會計溢利按適用稅率對賬如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before income tax	177,273	150,041
National tax calculated at PRC enterprise income tax rate of 15% (2020: 15%)	26,591	22,506
Tax effect of non-taxable income	(5,309)	(53)
Tax effect of non-deductible expenses	9,238	1,058
Overprovision in prior years	-	(421)
Deferred tax on temporary differences in prior year	3,470	393
Income tax expense	33,990	23,483

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11. EARNINGS PER SHARE

The calculation of basic earnings per share for the year ended 31 December 2021 is based on the profit attributable to owners of the Group for the year of RMB143,283,000 (2020: RMB126,558,000) and 560,250,000 shares in issue during the year (2020: 560,250,000 shares).

Diluted earnings per share is not presented as there were no dilutive potential ordinary shares in existence during the years ended 31 December 2021 and 2020.

12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit attributable to owners of the Company for the year ended 31 December 2021 includes a profit of RMB141,049,000 (2020: RMB130,142,000) which has been dealt with in the financial statements of the Company (Note 35).

13. DIVIDENDS

The Company declared special dividends of RMB3.5 and RMB2.75 cents per share on 28 April 2021 and 5 August 2021 and paid on 30 August 2021 and 18 November 2021 respectively.

No final dividend has been proposed or paid by the Company in respect of the year ended 31 December 2021 (2020: Nil).

11. 每股盈利

截至二零二一年十二月三十一日止年度，每股基本盈利乃根據年內本集團擁有人應佔溢利人民幣143,283,000元(二零二零年：人民幣126,558,000元)及年內已發行股份560,250,000股(二零二零年：560,250,000股)計算。

由於截至二零二一年及二零二零年十二月三十一日止年度並無潛在攤薄普通股，故並無呈列每股攤薄盈利。

12. 本公司擁有人應佔溢利

截至二零二一年十二月三十一日止年度內，本公司擁有人應佔溢利包括溢利人民幣141,049,000元(二零二零年：人民幣130,142,000元)，該溢利已於本公司之財務報表中處理(附註35)。

13. 股息

本公司已分別於二零二一年四月二十八日及二零二一年八月五日宣派特別股息每股人民幣3.5分及2.75分及分別於二零二一年八月三十日及二零二一年十一月十八日支付。

本公司並不建議或派付截至二零二一年十二月三十一日止年度之任何末期股息(二零二零年：無)。

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Special dividends	特別股息	35,016	19,609

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14. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION

(a) Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to the GEM Listing Rules and section 383 of the Hong Kong Companies Ordinance (Cap. 622) and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

2021

	Salaries, allowances and other benefits	Discretionary bonus	Pension fund contributions	2021 Total
Directors' fees	and other benefits			
薪金、津貼及其他利益	薪金、津貼及其他利益	酌情花紅	退休金供款	二零二一年總酬金
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive Directors:</i>	<i>執行董事：</i>			
Zhang Hong (Chairman)	張弘(主席)	248	-	520
Zhang Xiao Guang	張曉光	186	8	412
Zhao Bao Gang	趙寶剛	111	13	297
Wu Guo Wen	吳國文	55	9	124
Zhang Yi	張翼	133	3	331
Xu Xiang Fu	徐向夫	111	3	220
<i>Independent Non-Executive Directors:</i>	<i>獨立非執行董事：</i>			
Gao Qi Pin (resigned on 5 August 2021)	高其品(於二零二一年八月五日辭任)	-	-	66
Gao Yong Cai	高永才	-	-	-
Tian Jie	田傑	10	-	10
Bai Jun Gui (appointed on 23 September 2021)	白君貴(於二零二一年九月二十三日獲委任)	-	-	-
		844	36	1,980

Note: (i) A discretionary bonus is recommended by the Remuneration Committee and is approved by the board of directors, having determined with reference to the Group's operating results, individual performance and comparable market statistics.

附註：(i) 酌情花紅由薪酬委員會推薦建議，並由董事會參考本集團經營業績、個人表現及可資比較市場數據後釐定。

14. 董事及高級行政人員酬金

(a) 董事酬金

年內，根據GEM上市規則及香港《公司條例》(第622章)第383條及《公司(披露董事利益資料)規例》第2部之規定所披露的董事酬金如下：

二零二一年

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14. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (continued)

14. 董事及高級行政人員酬金(續)

(a) Directors' remuneration (continued)

(a) 董事酬金(續)

2020

二零二零年

	Directors' fees	Salaries, allowances and other benefits	Discretionary bonus	Pension fund contributions	2020 Total
	董事袍金	薪金、津貼及其他利益	酌情花紅	退休金供款	二零二零年總酬金
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive Directors:</i>					
<i>執行董事：</i>					
Zhang Hong (Chairman)	張弘(主席)	267	248	–	515
Zhang Xiao Guang	張曉光	212	187	8	407
Zhao Bao Gang	趙寶剛	165	111	27	303
Wu Guo Wen	吳國文	60	55	8	123
Zhang Yi	張翼	176	133	5	314
Xu Xiang Fu	徐向夫	102	111	5	218
<i>Independent Non-Executive Directors:</i>					
<i>獨立非執行董事：</i>					
Gao Qi Pin	高其品	62	–	–	62
Gao Yong Cai	高永才	–	10	–	10
Tian Jie	田傑	25	10	–	35
		1,069	865	53	1,987

Note: (i) A discretionary bonus is recommended by the Remuneration Committee and is approved by the board of directors, having determined with reference to the Group's operating results, individual performance and comparable market statistics.

附註：(i) 酌情花紅由薪酬委員會推薦建議，並由董事會參考本集團經營業績、個人表現及可資比較市場數據後釐定。

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14. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (continued)

(b) Senior executives' remuneration

Details of remuneration paid to the Supervisors of the Company which were all below HK\$1,000,000 (equivalent to RMB817,000 for the year ended 31 December 2021 and RMB839,000 for the year ended 31 December 2020) are as follows:

2021

		Salaries, allowances and other benefits 薪金、津貼及其他利益 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元 (Note (i)) (附註(i))	Pension fund contributions 退休金供款 RMB'000 人民幣千元	2021 Total 二零二一年總酬金 RMB'000 人民幣千元
Supervisors:	監事：				
Qiao Xiao Chun	喬曉春	66	55	3	124
Wang Ying Xu	王英旭	50	5	3	58
Yan Li Yu	鄒禮玉	42	5	3	50
		158	65	9	232

Note: (i) A discretionary bonus is recommended by the Remuneration Committee and is approved by the board of directors, having determined with reference to the Group's operating results, individual performance and comparable market statistics.

附註：(i) 酌情花紅由薪酬委員會推薦建議，並由董事會參考本集團經營業績、個人表現及可資比較市場數據後釐定。

14. 董事及高級行政人員酬金(續)

(b) 高級行政人員酬金

本集團向本公司各監事支付之酬金均低於1,000,000港元(於截至二零二一年十二月三十一日止年度相當於人民幣817,000元及於截至二零二零年十二月三十一日止年度相當於人民幣839,000元)，其詳情如下：

二零二一年

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14. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (continued)

(b) Senior executives' remuneration (continued)

2020

	Salaries, allowances and other benefits 薪金、津貼 及其他利益 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元 (Note (i)) (附註(i))	Pension fund contributions 退休金供款 RMB'000 人民幣千元	2020 Total 二零二零年 總酬金 RMB'000 人民幣千元
<i>Supervisors:</i>				
Qiao Xiao Chun	64	55	5	124
Wang Ying Xu	37	5	5	47
Yan Li Yu	35	5	5	45
	136	65	15	216

Note: (i) A discretionary bonus is recommended by the Remuneration Committee and is approved by the board of directors, having determined with reference to the Group's operating results, individual performance and comparable market statistics.

14. 董事及高級行政人員酬金(續)

(b) 高級行政人員酬金(續)

二零二零年

附註：(i) 酌情花紅由薪酬委員會推薦建議，並由董事會參考本集團經營業績、個人表現及可資比較市場數據後釐定。

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14. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (continued)

(c) Five highest paid individuals

The five highest paid individuals during the year included zero Directors (2020: zero Directors) whose remuneration were set out in (a) above. Details of remuneration of the five (2020: five) highest paid, non-director employee whose remuneration was below HK\$1,000,000 (equivalent to RMB817,000 for the year ended 31 December 2021 and RMB839,000 for the year ended 31 December 2020) are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries, allowances and other benefits	薪金、津貼及其他利	2,832	3,178
Pension scheme contributions	退休金計劃供款	6	24
		2,838	3,202

Other than the emoluments of directors disclosed in (a) above, the emoluments of supervisors and other senior management whose profiles are included in the Biographical Details of Directors and Senior Management section of this report were below HK\$1,000,000, equivalent to RMB817,000 (2020: equivalent to RMB839,000) for the year ended 31 December 2021 and for the year ended 31 December 2020.

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group to these highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

14. 董事及高級行政人員酬金(續)

(c) 五名最高薪酬人士

年內五名最高薪酬人士包括零名董事(二零二零年：零名董事)，其酬金詳情於上文(a)項載列。另外，本集團五名最高薪酬非董事僱員(二零二零年：五名)之薪酬低於1,000,000港元(截至二零二一年十二月三十一日止年度相等於人民幣817,000元及截至二零二零年十二月三十一日止年度相等於人民幣839,000元)，其薪酬詳情如下：

除上文(a)項已披露的董事酬金外，簡介載於本報告董事及高級管理層簡歷一節的監事及其他高級管理人員的酬金於截至二零二一年十二月三十一日止年度及截至二零二零年十二月三十一日止年度均低於1,000,000港元，相當於人民幣817,000元(二零二零年：相當於人民幣839,000元)。

截至二零二一年及二零二零年十二月三十一日止年度，本集團並無向該等最高薪酬僱員支付任何酬金作為其加入或於加入本集團時之獎賞，或作離職之補償。

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15. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

Pursuant to the relevant labour rules and regulations in the PRC, the Group participate in a defined contribution retirement benefit scheme (the "Scheme") organised by the PRC municipal government authority in the Jilin Province whereby the Group is required to make contributions to the Scheme at certain percentage of the eligible employees' relevant salaries. The local government authority is responsible for the entire pension obligation payable to retired employees.

The Group's contribution to retirement benefits schemes for the year ended 31 December 2021 amounted to RMB597,000 (2020: RMB2,031,000). The Group has no other material obligation for the payment of pension benefits associated with the Scheme.

16. BEARER BIOLOGICAL ASSETS

Bearer biological assets comprise:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Ginseng, at cost	人參·按成本值	15,080	14,905
Carrying amount at 31 December	於十二月三十一日之賬面值	15,080	14,905

Reconciliation of carrying amounts of bearer biological assets:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Ginseng	人參		
Carrying amount at 1 January	於一月一日之賬面值	14,905	13,402
Additions during the year	年內添置	175	1,503
Carrying amount at 31 December	於十二月三十一日之賬面值	15,080	14,905

The carrying amounts of ginseng were valued at their original costs. These assets are in their early stage of cultivation and preparation and active market prices are not available. In addition, the Directors are of the view that the original costs would approximate their fair values at this stage of their development.

15. 退休福利計劃

定額供款退休計劃

根據中國相關勞動規則及法規，本集團參與由中國吉林省市政府機關組織的定額供款退休福利計劃（「該計劃」），據此，本集團須按合資格僱員的相關工資的一定百分比向該計劃供款。地方政府機關對應付退休僱員的全部退休金計劃責任負責。

於截至二零二一年十二月三十一日止年度，本集團所支付的退休福利計劃供款為人民幣597,000元（二零二零年：人民幣2,031,000元）。本集團並無其他有關該計劃的重大退休福利付款責任。

16. 不記名生物資產

不記名生物資產包括：

不記名生物資產賬面值對賬：

人參的賬面值按初始成本計值。該等資產處於養植及準備初期，且並無活躍市價。另外，董事認為初始成本與彼等於該發展階段之公允值相若。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Plant and machinery	Transportation equipment	Furniture, fixtures and equipment	Total
		樓宇	廠房及機器	運輸設備	傢俱、裝置及設備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：					
At 1 January 2020	於二零二零年一月一日	153,729	121,490	12,430	4,351	292,000
Additions	添置	5,367	29,327	3,338	216	38,248
Disposals	出售	(1,542)	(7,267)	(179)	(182)	(9,170)
Transfer	轉撥	-	8,768	-	-	8,768
At 31 December 2020	於二零二零年十二月三十一日	157,554	152,318	15,589	4,385	329,846
Additions	添置	39,045	26,018	3,545	261	68,869
Disposals	出售	(7,278)	(9,130)	-	-	(16,408)
Transfer	轉撥	-	239	-	-	239
Acquisition of subsidiaries (Note 41)	收購附屬公司(附註41)	-	-	-	64	64
At 31 December 2021	於二零二一年十二月三十一日	189,321	169,445	19,134	4,710	382,610
Accumulated depreciation:	累計折舊：					
At 1 January 2020	於二零二零年一月一日	47,727	89,871	5,863	3,297	146,758
Charge for the year (Note 9)	年內支銷(附註9)	5,010	14,059	1,683	478	21,230
Written back on disposals	出售撥回	(494)	(7,262)	(179)	(176)	(8,111)
At 31 December 2020	於二零二零年十二月三十一日	52,243	96,668	7,367	3,599	159,877
Charge for the year (Note 9)	年內支銷(附註9)	7,975	16,393	3,370	351	28,089
Written back on disposals	出售撥回	(3,675)	(275)	-	-	(3,950)
At 31 December 2021	於二零二一年十二月三十一日	56,543	112,786	10,737	3,950	184,016
Carrying amount:	賬面值：					
At 31 December 2020	於二零二零年十二月三十一日	105,311	55,650	8,222	786	169,969
At 31 December 2021	於二零二一年十二月三十一日	132,778	56,659	8,397	760	198,594

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18. RIGHT-OF-USE ASSETS

- (a) The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Land use rights 土地使用權	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
As at 1 January	於一月一日	37,408	38,340
Depreciation charge	折舊開支	(789)	(932)
As at 31 December	於十二月三十一日	36,619	37,408

- (b) The amounts recognised in profit or loss in relation to leases are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets	使用權資產折舊開支	789	932
Total amount recognised in profit or loss	損益中確認款項總額	789	932

18. 使用權資產

- (a) 年內本集團之使用權資產賬面值及變動如下：

		Land use rights 土地使用權	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
As at 1 January	於一月一日	37,408	38,340
Depreciation charge	折舊開支	(789)	(932)
As at 31 December	於十二月三十一日	36,619	37,408

- (b) 於損益中確認的租賃相關款項如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets	使用權資產折舊開支	789	932
Total amount recognised in profit or loss	損益中確認款項總額	789	932

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19. CONSTRUCTION IN PROGRESS

19. 在建工程

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	於一月一日	124,305	74,061
Additions	增添	23,791	59,012
Transfer	轉撥	(239)	(8,768)
At 31 December	於十二月三十一日	147,857	124,305

20. INVESTMENT IN SUBSIDIARIES

20. 於附屬公司的投資

		The Company 本公司	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Unlisted investment, at cost	非上市投資，按成本值	86,480	85,000
Amounts due from subsidiaries	應收附屬公司款項	67,031	–
Amounts due to subsidiaries	應付附屬公司款項	(68,772)	(69,238)

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20. INVESTMENT IN SUBSIDIARIES (continued)

Particulars of the subsidiaries as at 31 December 2021 were as follows:

20. 於附屬公司的投資(續)

於二零二一年十二月三十一日，附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Country of incorporation and operation and legal entity status 註冊成立及經營的國家及法定實體地位	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Percentage of ordinary shares held directly 直接持有普通股份的百分比	Principal activity 主要業務
吉林省林下藥用植物經營有限公司	中國，有限責任公司 PRC, limited liability company	人民幣5,000,000元 RMB5,000,000	100%	暫無活動 Dormant
吉林省長龍源生物科技有限公司 (「長龍源」) ^{#1}	中國，有限責任公司 PRC, limited liability company	人民幣20,000,000元 RMB20,000,000	100%	製造及分銷保健產品 Manufacture and distribution of health products
吉林長龍食品飲料有限責任公司 (「長龍食品」) ^{#2}	中國，有限責任公司 PRC, limited liability company	人民幣20,000,000元 RMB20,000,000	100%	生產及分銷飲料及預包裝食品 Manufacture and distribution of beverages and pre-packaged food
吉林省長龍房地產開發有限公司 (「長龍房地產」) ^{#3}	中國，有限責任公司 PRC, limited liability company	人民幣20,000,000元 RMB20,000,000	100%	尚未開展業務 Not yet commenced business
吉林省長海生物科技有限公司 (「長海」) ^{#4}	中國，有限責任公司 PRC, limited liability company	人民幣20,000,000元 RMB20,000,000	100%	分銷保健產品 Distribution of health products
吉林省輝南長龍藥品經銷有限責任公司	中國，有限責任公司 PRC, limited liability company	人民幣500,000元 RMB500,000	100%	分銷保健產品 Distribution of health products
海南長龍醫藥有限公司	中國，有限責任公司 PRC, limited liability company	人民幣980,000元 RMB980,000	100%	分銷保健產品 Distribution of health products

The amounts due from/(to) subsidiaries classified as current assets/(liabilities) respectively in the Company's balance sheet are unsecured, interest-free and repayable on demand.

應收/(應付)附屬公司款項分別歸類入本公司資產負債表之流動資產/(負債)，為無抵押、免息及按要求償還。

- #1 As at 31 December 2021, 長龍源 had no paid-up capital. Its capital is to be fully paid-up before 10 September 2026.
- #2 As at 31 December 2021, 長龍食品 had no paid-up capital. Its capital is to be fully paid-up before 1 February 2023.
- #3 As at 31 December 2021, 長龍房地產 had no paid-up capital. Its capital is to be fully paid-up before 30 January 2023.
- #4 As at 31 December 2021, 長海 had no paid-up capital. Its capital is to be fully paid-up before 1 March 2038.

- #1 於二零二一年十二月三十一日，長龍源並無繳足股本。其股本將於二零二六年九月十日前悉數繳足。
- #2 於二零二一年十二月三十一日，長龍食品並無繳足股本。其股本將於二零二三年二月一日前悉數繳足。
- #3 於二零二一年十二月三十一日，長龍房地產並無繳足股本。其股本將於二零二三年一月三十日前悉數繳足。
- #4 於二零二一年十二月三十一日，長海並無繳足股本。其股本將於二零三八年三月一日前悉數繳足。

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20. INVESTMENT IN SUBSIDIARIES (continued)

None of the subsidiaries had issued any debt securities at the end of the reporting period or at any time during both years.

20. 於附屬公司的投資(續)

附屬公司概無於報告期末或兩個年度的任何時間發行任何債務證券。

21. INTANGIBLE ASSETS

21. 無形資產

		RMB'000 人民幣千元
Cost:	成本：	
At 1 January 2020	於二零二零年一月一日	68,135
Additions	添置	-
At 31 December 2020	於二零二零年十二月三十一日	68,135
Acquisition of subsidiaries (Note 41)	收購附屬公司(附註41)	32
At 31 December 2021	於二零二一年十二月三十一日	68,167
Accumulated amortisation and impairment loss:	累計攤銷及減值虧損：	
At 1 January 2020	於二零二零年一月一日	68,135
Impairment	減值	-
At 31 December 2020 and 31 December 2021	於二零二零年十二月三十一日及二零二一年十二月三十一日	68,135
Carrying amount:	賬面值：	
At 31 December 2021	於二零二一年十二月三十一日	32
At 31 December 2020	於二零二零年十二月三十一日	-

Purchased know-how and prescription were acquired through research and development cooperation with independent third parties and were all acquired in cash.

購入技術及藥方乃與獨立第三方合作研發，且全部以現金購入。

During the year, the Directors reviewed the carrying amount of the purchased know-how and prescription based on the future economic benefits generated from these assets. No impairment loss was recognised for the current year (2020: Nil).

年內，董事根據該等資產未來產生之經濟利益檢討所購入技術及藥方之賬面值。本年度無確認減值虧損(二零二零年：無)。

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22. GOODWILL

22. 商譽

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Carrying amount	賬面值		
At 1 January	於一月一日	-	-
Arising on business combinations (note 41)	業務合併產生(附註41)	6,254	-
At 31 December	於十二月三十一日	6,254	-

The carrying amount of goodwill is allocated to the cash-generating units of distribution of Chinese medicine. The recoverable amounts of the cash-generating units are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management. The cash flows are discounted using a discount rate which is pre-tax and reflects specific risks relating to the relevant segments. The values assigned to the key assumptions on market development and discount rates are consistent with external information sources. During the year ended 31 December 2021, the directors of the Company conducted a review of goodwill and no impairment loss in respect of goodwill has been recognised (2020: RMBNil).

商譽之賬面值乃分別分配分銷中藥之現金產生單位。現金產生單位之可回收金額根據使用價值之計算方法釐定。該等計算方法使用之預期現金流以管理層批准之財政預算為根據。現金流使用稅前及可反映相關分部指定風險之貼現率貼現。市場發展之主要假設價值及貼現率與外部資料來源一致。截至二零二一年十二月三十一日止年度，本公司董事進行商譽檢討，且並無就商譽確認減值虧損(二零二零年：人民幣零元)。

23. INVENTORIES

23. 存貨

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Raw materials	原材料	24,182	33,627
Work in progress	在製品	36,263	12,863
Finished goods	製成品	26,723	8,630
		87,168	55,120
Less: Provision for obsolete and slow-moving inventories	減：廢棄及滯銷存貨撥備	(855)	(120)
		86,313	55,000

During the year ended 31 December 2021, provision on obsolete and slow-moving inventories amounted to RMB735,000 was made (2020: written back of provision of RMB974,000).

截至二零二一年十二月三十一日止年度，已作出人民幣735,000元之廢棄及滯銷存貨撥備(二零二零年：撥備撥回人民幣974,000元)。

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23. INVENTORIES (continued)

During the year ended 31 December 2021, no obsolete and slow-moving inventories were written off (2020: Nil).

During the year ended 31 December 2021, no obsolete and slow-moving inventories which the provision were already made in prior years, were written off (2020: Nil).

23. 存貨(續)

截至二零二一年十二月三十一日止年度，並無對廢棄及滯銷存貨作出撇銷(二零二零年：無)。

截至二零二一年十二月三十一日止年度，並無對已於以前年度作出撥備的廢棄及滯銷存貨於過往年度作出撇銷(二零二零年：無)。

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公允值計入損益的金融資產

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產		
Unlisted financial assets	非上市金融資產	176,533	60,417

The fair value of financial assets at fair value through profit or loss are within level 3 of fair value hierarchy (note 39(f)).

按公允值計入損益的金融資產公允值屬公允值層級中第三層級(附註39(f))。

25. TRADE RECEIVABLES AND CONTRACT ASSETS

25. 應收貿易賬款及合約資產

(a) Trade receivables

(a) 應收貿易賬款

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	317,981	281,746
Less: Loss allowance	減：虧損撥備	(87,729)	(75,372)
Trade receivables – net	應收貿易賬款 – 淨額	230,252	206,374

(i) The Group's policy is to allow an average credit period of 180 days to its trade customers.

(i) 本集團政策為給予貿易客戶平均180日之信貸期。

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25. TRADE RECEIVABLES AND CONTRACT ASSETS (continued)

(a) Trade receivables (continued)

- (ii) The ageing analysis of trade receivables, based on the invoice date and net of loss allowance of trade receivables, is as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-30 days	0-30日	89,503	77,055
31-90 days	31-90日	50,295	48,771
91-180 days	91-180日	55,224	40,521
More than 180 days	超過180日	35,230	40,027
		230,252	206,374

- (iii) The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables. To measure the expected credit losses, these receivables have been grouped based on shared credit risk characteristics and the aging from billing. See Note 39(a) for further information about expected credit loss provision. Impairment losses are recognised in consolidated income statement within "administrative expenses". See note 2(o) for information about how impairment losses are calculated.

25. 應收貿易賬款及合約資產(續)

(a) 應收貿易賬款(續)

- (ii) 根據發票日期及扣除應收貿易賬款虧損撥備，應收貿易賬款的賬齡分析如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-30 days	89,503	77,055
31-90 days	50,295	48,771
91-180 days	55,224	40,521
More than 180 days	35,230	40,027
	230,252	206,374

- (iii) 本集團應用香港財務報告準則第9號訂明的簡化方法計提預期信貸虧損，其允許就應收貿易賬款計提全期預期虧損撥備。為計量預期信貸虧損，該等應收款項根據共同信貸風險特徵及賬單賬齡進行分組。有關預期信貸虧損撥備的進一步資料，見附註39(a)。減值虧損於綜合收益表「行政開支」內確認。有關減值虧損如何計算之資料，見附註2(o)。

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25. TRADE RECEIVABLES AND CONTRACT ASSETS (continued)

(a) Trade receivables (continued)

(iii) (continued)

The movements in the loss allowance during the year are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	年初結餘	75,372	35,684
Addition	增加	12,357	39,688
Closing balance	年末結餘	87,729	75,372

Loss allowance had been made for the estimated irrecoverable amounts arising from the sale of goods. The loss allowance was determined by the directors with reference to past default experience, current economic conditions and forward-looking information.

(iv) The Directors consider the carrying amount of trade receivables approximates their fair value.

(b) Contract assets

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Contract assets	合約資產	71,957	109,800
Less: Loss allowance	減：虧損撥備	(50,167)	(64,045)
Contract assets – net	合約資產－淨額	21,790	45,755

25. 應收貿易賬款及合約資產(續)

(a) 應收貿易賬款(續)

(iii) (續)

年內虧損撥備的變動如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	75,372	35,684
Addition	12,357	39,688
Closing balance	87,729	75,372

虧損撥備乃就出售貨物之估計不可收回金額作出。董事已參考過往拖欠經驗，當前經濟情況及前瞻性資料釐定虧損撥備金額。

(iv) 董事認為，應收貿易賬款之賬面值與其公允值相若。

(b) 合約資產

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Contract assets	71,957	109,800
Less: Loss allowance	(50,167)	(64,045)
Contract assets – net	21,790	45,755

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26. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

26. 其他應收款項、訂金及預付款項

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Deposits and prepayments	訂金及預付款項	38,007	40,614
Advances to staff, net	向員工墊款，淨額	7,021	8,581
Other receivables, net	其他應收款項，淨額	96,671	45,693
Bills receivables	應收票據	147,568	162,481
Interest income receivable	應收利息收入	-	454
		289,267	257,823

During the year, no provision for impairment on deposits and prepayments was made (2020: Nil).

年內，並無對訂金及預付款項作出減值撥備(二零二零年：無)。

At 31 December 2021 and 2020, certain of the Group's advances to staff and other receivables were considered to be impaired. For advances to staff and other receivables, impairment is measured as 12-month expected credit losses since there has been no significant increase in credit risk since initial recognition. The impaired receivables related to staff and debtors that were in financial difficulties and the following loss allowance has been made.

於二零二一年及二零二零年十二月三十一日，本集團向員工墊付的若干款項及其他應收款項被認為已減值。就向員工墊款及其他應收款項而言，減值計量為12個月預期信貸虧損，原因是自初始確認後信貸風險並無大幅增長。該等已減值的應收款項為與陷於財政困難的員工和借款人有關，管理層已作出以下虧損撥備。

		Advances to staff 向員工墊款		Other receivables 其他應收款項	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Gross amounts	總額	21,433	22,811	154,749	65,413
Less: Loss allowance	減：虧損撥備	(14,412)	(14,230)	(58,078)	(19,720)
Net amounts	淨額	7,021	8,581	96,671	45,693

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26. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

As at 31 December 2021, except for an amount of RMB120,000,000 (2020: RMB50,000,000), which are secured, interest bearing at 4% per annum and repayable within agreed fixed terms, the Group does not hold any agreed collateral over the balances. The movements in the loss allowance of advances to staff and other receivables during the year, are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	於一月一日	33,950	10,106
Additions of loss allowance	增加虧損撥備	38,540	23,844
At 31 December	於十二月三十一日	72,490	33,950

27. CASH AND CASH EQUIVALENTS AND TERM DEPOSITS

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The directors consider the carrying amount of these assets approximates their fair value.

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

26. 其他應收款項、訂金及預付款項(續)

於二零二一年十二月三十一日，除為數人民幣120,000,000元(二零二零年：人民幣50,000,000元)的款項以抵押品作擔保，以年利率4%計息及須於議定的固定期限內償還外，本集團並無就上述結餘持有任何議定抵押品。年內向員工墊款及其他應收款項虧損撥備的變動如下：

27. 現金及現金等值物及定期存款

現金及銀行結餘包括本集團持有現金及原到期日為三個月或以下之短期銀行存款。董事認為，此等資產之賬面值與其公允值相若。

人民幣不能自由兌換為其他貨幣，然而，根據中國大陸之外匯管理規定、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其他貨幣。

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Bank balances	銀行存款	55,294	24,017
Short-term bank deposits with original maturity of less than three months	原到期日少於三個月之短期銀行存款	-	2,000
Bank balances and cash	銀行結餘及現金	55,294	26,017

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27. CASH AND CASH EQUIVALENTS AND TERM DEPOSITS (continued)

Short-term bank deposits and bank balances and cash are denominated in RMB.

Cash at banks carry interest at market rates ranging from 0.3% to 0.35% (2020: 0.3% to 0.35%) per annum. Short-term bank deposits with original maturity of less than three months carry interest at market rates ranging from Nil (2020: 1.82% to 2.1%) per annum.

27. 現金及現金等值物及定期存款 (續)

短期銀行存款及銀行結餘及現金以人民幣列值。

銀行結存按市場利率每年0.3%至0.35%計息(二零二零年：每年0.3%至0.35%)。原到期日少於三個月之短期銀行存款按介乎每年0%的市場利率計息(二零二零年：每年1.82%至2.1%)。

28. FINANCIAL ASSETS MEASURED AT AMORTISED COST

28. 以攤銷成本計量的金融資產

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Term deposits with initial term of over three months and less than one year	原到期日大於三個月小於一年的定期存款	30,424	156,501
Term deposits with initial term of over one year	原到期日大於一年的定期存款	776,494	648,519
		806,918	805,020

(a) Bank deposits with original maturity of more than three months carry interest at a market rates of 2.25% to 4.125% (2020: 1.54% to 4.125%) per annum.

(a) 原到期日超過三個月之銀行存款按市場利率每年2.25%至4.125%的市場利率計息(二零二零年：每年1.54%至4.125%)。

(b) No provision for impairment loss for these financial assets was made at 31 December 2021 and 31 December 2020 as the financial assets were considered to be of low credit risk and the expected credit loss of these financial assets was minimal. Deposits were placed with the licensed banks in the PRC with good credit rating. All these financial assets had no history of default and there was no unfavourable current conditions and forecast of future economic conditions at the reporting dates.

(b) 於二零二一年十二月三十一日及二零二零年十二月三十一日，這些金融資產並無減值虧損撥備，因集團認為金融資產的信貸風險偏低，預期信貸虧損微乎其微。存款只存放在中國享有良好信用評級的持牌銀行。所有這些財務資產均無違約記錄，而於有關呈報日期的當前狀況及未來經濟狀況均不存在不利因素。

(c) The fair values of financial assets maturing after twelve months are disclosed in note 39(f)(iii).

(c) 12個月後到期的金融資產的公允值於附註39(f)(iii)披露。

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29. TRADE PAYABLES

The ageing analysis of trade payables, based on the invoice date, is as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current	即期	12,784	13,535
31–90 days	31–90日	12,469	4,404
Over 90 days	超過90日	26,082	24,689
		51,335	42,628

The average credit period from the Group's trade creditors is 90 to 180 days.

Trade payables principally comprise amounts outstanding for trade purchases. The directors consider the carrying amount of trade payables approximates their fair value.

30. OTHER PAYABLES AND ACCRUALS

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Other payables	其他應付款	205,874	101,867
Accrued salaries	應計工資	15,403	9,659
Accrued welfare	應計福利費	6,087	6,872
Bills payable	應付票據	–	18,493
Accruals	應計費用	177,525	150,951
		404,889	287,842

29. 應付貿易賬款

以下為基於發票日期的應付貿易賬款的賬齡分析：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current	12,784	13,535
31–90 days	12,469	4,404
Over 90 days	26,082	24,689
	51,335	42,628

本集團貿易債權人之平均信貸期為90日至180日。

應付貿易賬款主要包括貿易採購的未償金額。董事認為應付貿易賬款之賬面值與其公允值相若。

30. 其他應付款項及應計費用

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Other payables	205,874	101,867
Accrued salaries	15,403	9,659
Accrued welfare	6,087	6,872
Bills payable	–	18,493
Accruals	177,525	150,951
	404,889	287,842

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31. LOAN FROM GOVERNMENT AUTHORITY

Loan was obtained from Huinan County Finance Bureau for the purpose of research and development activities of the Group. The loan is unsecured and bear interest at one year term saving interest rate promulgated by The People's Bank of China plus 0.3% per annum. The loan is repayable by instalments until July 2022 as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	一年內	400	400
After one year but within two years	於一年後但兩年內	-	-
		400	400

31. 政府機關貸款

輝南縣財政局授出貸款供本集團的研發活動之用。該等貸款為無抵押，按中國人民銀行頒佈的一年期儲蓄利率加0.3厘的年利率計息。該等貸款須按下列方式於二零二二年七月前分期償還：

32. DEFERRED INCOME

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	於一月一日	44,182	45,571
Arising from government grants	來自政府補助	595	-
Credited to profit or loss (Note 6)	於損益內計入(附註6)	(1,240)	(1,389)
At 31 December	於十二月三十一日	43,537	44,182
Carrying amount at 31 December	於十二月三十一日賬面值	43,537	44,182
Portion classified as current liabilities	分類為流動負債部分	(1,583)	(989)
Portion classified as non-current liabilities	分類為非流動負債部分	41,954	43,193

32. 遞延收入

During the year ended 2021, the Group did not receive government grants (2020: Nil) from Jilin Province Finance Bureau and Huinan County Finance Bureau in relation to support investments on plant and equipment for further research and development of the Group's intangible assets.

本集團於二零二一年內並未收取吉林省財政局和輝南縣財政局對支持本集團的廠房及設備投資和無形資產作進一步研發之政府補助(二零二零年：無)。

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33. DEFERRED INCOME TAX

The analysis of deferred income tax assets and liabilities is as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Deferred tax assets:	遞延稅項資產：		
– Deferred tax assets to be recovered after more than 12 months	– 將於超過12個月後收回之遞延稅項資產	(1,510)	(1,510)
Deferred tax liabilities:	遞延稅項負債：		
– Deferred tax liabilities to be recovered after more than 12 months	– 將於超過12個月後收回之遞延稅項負債	3,863	393
Deferred tax (assets)/liabilities, net	遞延稅項(資產)/負債淨額	2,353	(1,117)

The gross movement on the deferred income tax account is as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
As at 1 January	於一月一日	(1,510)	(1,510)
Credited to profit or loss (Note 10(a))	於損益內計入(附註10(a))	-	-
		(1,510)	(1,510)

33. 遞延所得稅

遞延所得稅資產及負債之分析如下：

遞延所得稅賬目的整體變動如下：

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33. DEFERRED INCOME TAX (continued)

The movements during the year in the deferred tax assets and liabilities are as follows:

Deferred tax liabilities

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	於一月一日	393	-
Debited/(credited) to profit or loss (Note 10(a))	於損益內扣除/(計入) (附註10(a))	3,470	393
At 31 December	於十二月三十一日	3,863	393

Deferred tax assets

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	於一月一日	(1,510)	(1,510)
Credited to profit or loss (Note 10(a))	於損益內計入(附註10(a))	-	-
As at 31 December	於十二月三十一日	(1,510)	(1,510)

The deferred tax (assets)/liabilities recognised at the balance sheet date represented deferred tax arising from accelerated depreciation allowances.

33. 遞延所得稅(續)

年內遞延稅項資產及負債的變動如下：

遞延稅項負債

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	393	-
Debited/(credited) to profit or loss (Note 10(a))	3,470	393
At 31 December	3,863	393

遞延稅項資產

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
At 1 January	(1,510)	(1,510)
Credited to profit or loss (Note 10(a))	-	-
As at 31 December	(1,510)	(1,510)

於結算日確認之遞延稅項(資產)/負債指來自加速折舊抵免之遞延稅項。

34. SHARE CAPITAL

34. 股本

	2021 二零二一年		2020 二零二零年	
	Number of shares 股數	Amount 金額 RMB'000 人民幣千元	Number of shares 股數	Amount 金額 RMB'000 人民幣千元
Domestic shares of RMB0.10 each 每股面值人民幣0.10元的 內資股	387,750,000	38,775	387,750,000	38,775
H shares of RMB0.10 each 每股面值人民幣0.10元的 H股	172,500,000	17,250	172,500,000	17,250
	560,250,000	56,025	560,250,000	56,025

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35. BALANCE SHEET AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Balance sheet of the Company

35. 本公司的資產負債表及儲備的變動

(a) 本公司的資產負債表

		As at 31 December 於十二月三十一日	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
	Notes 附註		
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Bearer biological assets	不記名生物資產	15,080	14,905
Property, plant and equipment	物業、廠房及設備	195,411	164,377
Investment properties	投資物業	1,738	3,604
Right-of-use assets	使用權資產	36,619	37,408
Construction in progress	在建工程	147,857	124,305
Investment in subsidiaries	於附屬公司的投資	20 86,480	85,000
Intangible assets	無形資產	-	-
Financial assets measured at amortised cost	以攤銷成本計量的金融資產	776,494	648,519
Deferred tax assets	遞延稅項資產	1,510	1,510
		1,261,189	1,079,628
Current assets	流動資產		
Inventories	存貨	66,816	53,229
Trade receivables	應收貿易賬款	147,169	205,631
Contract assets	合約資產	21,790	45,755
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	228,076	237,523
Amounts due from subsidiaries	應收附屬公司款項	20 67,031	-
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	176,533	60,417
Financial assets measured at amortised cost	以攤銷成本計量的金融資產	30,424	156,501
Cash and cash equivalents	現金及現金等值物	46,430	21,412
		784,269	780,468
Current liabilities	流動負債		
Trade payables	應付貿易賬款	47,981	41,949
Contract liabilities	合約負債	9,575	7,446
Other payables and accruals	其他應付款項及應計費用	316,162	267,596
Amounts due to subsidiaries	應付附屬公司款項	20 68,772	69,238
Deferred income	遞延收入	989	989
Income tax payable	應付所得稅	31,272	26,642
Other tax payables	其他應付稅項	32,778	26,182
Loan from government authority	政府機關貸款	400	400
Dividend payable	應付股息	32,136	23,478
		540,065	463,920
Net current assets	流動資產淨值	244,204	316,548
Total assets less current liabilities	總資產減流動負債	1,505,393	1,396,176

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35. BALANCE SHEET AND MOVEMENT OF RESERVES OF THE COMPANY (continued)

(a) Balance sheet of the Company (continued)

35. 本公司的資產負債表及儲備的變動(續)

(a) 本公司的資產負債表(續)

		As at 31 December 於十二月三十一日	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
	Notes 附註		
Non-current liabilities	非流動負債		
Other payable	其他應付款項	953	–
Deferred income	遞延收入	41,954	43,193
Deferred tax liabilities	遞延稅項負債	3,863	393
		46,770	43,586
Net assets	資產淨值	1,458,623	1,352,590
EQUITY	權益		
Share capital	股本	34	56,025
Reserves	儲備	35(b)	1,402,598
Total equity	權益總額	1,458,623	1,352,590

These financial statements were approved and authorised for issue by the board of directors on 29 April 2022.

該等財務報表於二零二二年四月二十九日獲董事會批准及授權發佈。

ZHANG HONG

張弘

Director

董事

ZHAO BAO GANG

趙寶剛

Director

董事

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35. BALANCE SHEET AND MOVEMENT OF RESERVES OF THE COMPANY (continued)

(b) Movement of reserves of the Company

35. 本公司的資產負債表及儲備的變動(續)

(b) 本公司儲備的變動

		Share premium 股份溢價 RMB'000 人民幣千元 (Note (i)) (附註(i))	Statutory surplus reserve 法定盈餘儲備 RMB'000 人民幣千元 (Note (ii)) (附註(ii))	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	51,098	33,242	1,101,692	1,186,032
Profit for the year	本年度溢利	-	-	130,142	130,142
Dividends paid	支付股息	-	-	(19,609)	(19,609)
At 31 December 2020	於二零二零年十二月三十一日	51,098	33,242	1,212,225	1,296,565
Profit for the year	本年度溢利	-	-	141,049	141,049
Dividends paid	支付股息	-	-	(35,016)	(35,016)
At 31 December 2021	於二零二一年十二月三十一日	51,098	33,242	1,318,258	1,402,598

Notes:

(i) **Share premium**

The Company's share premium account represents the premium arising from shares issued at a price in excess of their par value per share.

(ii) **Statutory surplus reserve**

In accordance with the Company Law of the PRC and the Company's articles of association, the Company and its PRC subsidiaries will appropriate 10 percent of their annual statutory net profit (after offsetting any prior years' losses) to the statutory surplus reserve account. When the balance of such reserve reaches 50 percent of these entities' share capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to issue bonus shares. However, such statutory surplus reserve must be maintained at a minimum of 25 percent of share capital after such issuance.

附註：

(i) **股份溢價**

本公司股份溢價指以超過每股面值之價格發行之股份產生之溢價。

(ii) **法定盈餘儲備**

根據中國公司法及本公司公司章程細則，本公司及其中國附屬公司扣除過往年度任何虧損後，須撥出10%的年度法定純利至法定盈餘儲備戶口。當該盈餘儲備的結餘達該等公司股本之50%，本公司可自行選擇是否進一步撥出款項。法定盈餘儲備可用作彌補過往年度的虧損或發行紅股。然而，紅股發行後法定盈餘儲備須最少維持於股本的25%。

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36. CAPITAL COMMITMENTS

At the balance sheet date, the Group had capital commitments contracted for but not provided for as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Acquisition of intangible assets	收購無形資產	1,750	1,750
Acquisition of property, plant and equipment	購入物業、廠房及設備	1,042	3,554
		2,792	5,304

37. RELATED PARTY TRANSACTIONS

Related party transactions concerned with numbers of key management during the year comprised only remuneration paid to the Executive Directors, and is set out in Note 14 to the financial statements.

38. CAPITAL RISK MANAGEMENT

Capital management

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

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes judgements to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure using a gearing ratio, which is total debts divided by adjusted capital. Total debts represent total borrowings. Adjusted capital includes all components of shareholders' equity less unrealized reserves.

In order to maintain or adjust the gearing ratio, the Group may issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

36. 資本承擔

於結算日，本集團已訂約但未作撥備的資本承擔如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Acquisition of intangible assets	1,750	1,750
Acquisition of property, plant and equipment	1,042	3,554
	2,792	5,304

37. 關連人士交易

年內數名主要管理層成員之有關關連人士交易僅包括向執行董事支付酬金，其酬金載於財務報表附註14。

38. 資本風險管理

資本管理

本集團管理資本之主要目標是保障本集團可持續經營的能力從而透過與風險水平相對應之產品及服務定價以及獲得合理成本的融資，繼續為股東提供回報。

本集團積極及定期對資本架構開展檢討及管理，以在可能伴隨較高借貸水平與良好的資本狀況帶來的好處及保障情況下確保達致最佳資本結構並向股東提供最高回報，並因應經濟環境的變化對資本架構作出判斷。

本著業內慣例，本集團以資本負債比率作為監控其資本架構之基準，即債務總額除以經調整資本。債務總額指借貸總額。經調整資本包括所有股東權益項目減未變現儲備。

為維持或調整資本負債比率，本集團可能發行新股、向股東歸還資本、作出新的債務融資或出售資產以減少債務。

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38. CAPITAL RISK MANAGEMENT (continued)

Capital management (continued)

The gearing ratio at 31 December 2021 and 2020 was 0.03% and 0.03% respectively, calculated as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Total debts	債務總額		
– Loan from government authority	– 政府機關貸款	400	400
		400	400
Shareholders' equity	股東權益	1,453,749	1,345,482
Gearing ratio	資本負債比率	0.03%	0.03%

39. FINANCIAL RISK MANAGEMENT

Financial risk management

The Group's activities expose it to a variety of financial risks, including credit risk, liquidity risk, interest rate risk, currency risk, price risk and fair values risk. The Group does not hold or issue derivative financial instruments either for hedging or for trading purposes. These risks are managed by the Group's financial management policies and practices as described below to minimise potential effects on the Group's financial performance.

(a) Credit risk

The Group's principal financial assets are cash and bank balances, trade and other receivables, contract assets, financial assets measured at amortised cost and financial assets at fair value through profit or loss. The Group's credit risk is primarily attributable to its trade and other receivables. The Group allows an average credit period of 180 days to its trade customers. The amounts presented in the balance sheets are net of loss allowance.

The Group does not have any significant credit risk exposure to any single trade counterparty or any Group of trade counterparties having similar characteristics. It has policies in place to ensure that sales are made to customers with an appropriate credit history.

38. 資本風險管理(續)

資本管理(續)

於二零二一年及二零二零年十二月三十一日之資本負債比率分別為0.03%及0.03%，計算如下：

39. 財務風險管理

財務風險管理

本集團的活動使其承受著多種財務風險，包括信貸風險、流動資金風險、利率風險、貨幣風險、價格風險及公允價值風險。本集團並無持有或發行衍生金融工具作對沖或買賣用途。如下文所述，該等風險由本集團的財務管理政策及常規加以管理，以盡量減低對本集團財務表現的潛在影響。

(a) 信貸風險

本集團之主要金融資產為現金及銀行結餘、貿易及其他應收款項、合約資產、以攤銷成本計量的金融資產以及按公允價值計入損益的金融資產。本集團之信貸風險主要來自其應收貿易賬款及其他應收款項。本集團向其貿易客戶授出之平均信貸期為180日。資產負債表內所列的金額已扣除虧損撥備。

本集團並無就任何特徵類似的單一或一組貿易交易對手承擔重大信貸風險。本集團已制定政策確保向具備妥當信貸往績的客戶作出銷售。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(a) Credit risk (continued)

The expected loss rates are based on the historical monthly outstanding balances of trade receivables of 36 months before 31 December 2021 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forwardlooking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

As at 31 December 2021, 1.8% (2020: 1.9%) and 6.8% (2020: 7.3%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively.

The carrying amount of the trade and other receivables, contract assets, financial assets at fair value through profit or loss, and cash and bank balances and financial assets included in the consolidated balance sheet represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group's management performs periodic credit evaluations/reviews of its customers and ensure that sales are made to customers with an appropriate credit history. The Group places deposits with major banks in Mainland China, to limit the amount of credit exposure to any financial institution. Trade and bills receivables, contract assets and other receivables are subject to the expected credit loss model. To lower the Group's exposure to credit risk, the Group may request deposits from certain of their customers before delivery of goods.

39. 財務風險管理(續)

財務風險管理(續)

(a) 信貸風險(續)

預期虧損率乃基於二零二一年十二月三十一日之前36個月過往月份尚未償還之貿易應收帳款結餘，以及在該等期間經歷的相應歷史信貸虧損。歷史虧損率已作出調整以反映影響客戶結算應收款能力的宏觀經濟因素的當前及前瞻性資料。

於二零二一年十二月三十一日，應收本集團最大客戶及五大客戶的應收貿易賬款總額分別為1.8% (二零二零年：1.9%) 及6.8% (二零二零年：7.3%)。

貿易及其他應收款項、合約資產、按公允值計入損益的金融資產、現金及銀行結餘及金融資產於綜合資產負債表內所列的賬面值為本集團就本集團的金融資產承擔的最高信貸風險。

本集團管理層定期對其客戶進行信貸評估/檢討，並確保僅向具良好信貸記錄之客戶銷貨。本集團將存款存於中國大陸的主要銀行，以限制承擔任何一間金融機構的信貸風險。應收貿易及票據款項、合約資產及其他應收款項須遵守預期信貸虧損模式。為降低本集團所面對之信貸風險，本集團可能在交付貨品前要求若干客戶提供訂金。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(a) Credit risk (continued)

The Group has trade receivables from sales of products that are subject to HKFRS 9's new expected credit loss model. The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables from initial recognition. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the ageing days. The expected loss rates are based on the payment profiles of sales and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. On that basis, the loss allowance as at 31 December 2021 and 31 December 2020 was determined as follows for trade receivables:

		Within 6 months	Over 6 months to 18 months 超過6個月 至18個月	Over 18 months 超過18個月	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2021	於二零二一年 十二月三十一日				
Gross carrying amount	賬面總值	248,836	39,798	29,347	317,981
Expected loss rate	預期虧損率	0-30%	30-60%	60-100%	
Loss allowance	虧損撥備	53,813	8,515	25,401	87,729
At 31 December 2020	於二零二零年 十二月三十一日				
Gross carrying amount	賬面總值	195,606	49,898	36,242	281,746
Expected loss rate	預期虧損率	0-15%	30-60%	60-100%	
Loss allowance	虧損撥備	29,259	17,417	28,696	75,372

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

應收貿易賬款的減值虧損於經營溢利內呈列為減值虧損淨額。其後收回先前已撇銷的金額於則計入同一項目。

39. 財務風險管理(續)

財務風險管理(續)

(a) 信貸風險(續)

本集團有須遵守香港財務報告準則第9號的新預期信貸虧損模式的產品銷售應收貿易賬款。本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，於初步確認時，為所有應收貿易賬款撥備整個存續期內的預期虧損。為計量預期信貸虧損，應收貿易賬款已根據攤佔信貸風險特點及賬齡分類。預期虧損率基於銷售的付款情況及本期間內出現的相應過往信貸虧損。過往虧損率作出調整以反映影響客戶結算應收款項能力的宏觀經濟因素的當前及前瞻性資料。按此基準，於二零二一年十二月三十一日及二零二零年十二月三十一日的應收貿易賬款虧損撥備乃釐定如下：

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(b) Liquidity risk

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

The following table details the remaining contractual maturities at the balance sheet date of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay.

39. 財務風險管理(續)

財務風險管理(續)

(b) 流動資金風險

本集團旗下個別營運實體負責其各自的現金管理，包括短期投資現金盈餘及籌措貸款以應付預期現金需求，惟在借款高於若干獲事先釐定權限水平時須獲本公司董事會批准。本集團的政策為定期監察其流動資金需求及是否符合借貸契諾，確保其能維持足夠現金儲備，以應付其短期及長期流動資金需求。

下表載列本集團財務負債於結算日的餘下合約到期日詳情，乃根據訂約未折現現金流量(包括根據合約利率，或如為浮動利率，則其於結算日的利率計算的利息)以及本集團及本公司可能須付款的最早日期計算。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(b) Liquidity risk (continued)

		Total contractual carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		undiscounted cash flow	or on demand	less than 2 years	less than 5 years	More than 5 years
		訂約未折現現金流總額	一年內或按要	一年後至兩年內	兩年後至五年內	五年後
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2021	二零二一年					
Trade payables	應付貿易賬款	51,335	51,335	51,335	-	-
Contract liabilities	合約負債	15,222	15,222	15,222	-	-
Other payables and accruals	其他應付款項及應計費用	404,889	404,889	404,889	-	-
Income tax payable	應付所得稅	32,446	32,446	32,446	-	-
Other tax payables	其他應付稅項	33,783	33,783	33,783	-	-
Dividend payable	應付股息	32,136	32,136	32,136	-	-
Loan from government authority	政府機關貸款	400	400	400	-	-
		570,211	570,211	570,211	-	-

39. 財務風險管理(續)

財務風險管理(續)

(b) 流動資金風險(續)

		Total contractual carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		undiscounted cash flow	or on demand	less than 2 years	less than 5 years	More than 5 years
		訂約未折現現金流總額	一年內或按要	一年後至兩年內	兩年後至五年內	五年後
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2020	二零二零年					
Trade payables	應付貿易賬款	42,628	42,628	42,628	-	-
Contract liabilities	合約負債	7,564	7,564	7,564	-	-
Other payables and accruals	其他應付款項及應計費用	287,842	287,842	287,842	-	-
Income tax payable	應付所得稅	26,642	26,642	26,642	-	-
Other tax payables	其他應付稅項	25,892	25,892	25,892	-	-
Dividend payable	應付股息	23,478	23,478	23,478	-	-
Loan from government authority	政府機關貸款	400	400	400	-	-
		414,446	414,446	414,446	-	-

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from its borrowings from the bank and the Huinan County Finance Bureau. Borrowings at variable rates expose the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by the management is set out below:

		2021 二零二一年		2020 二零二零年	
		Effective interest rate 實際利率	RMB'000 人民幣千元	Effective interest rate 實際利率	RMB'000 人民幣千元
		%		%	
Variable rate borrowings	浮息借貸				
Loan from government authority	政府機關 貸款	1.8	400	1.8	400

The interest rate and terms of repayment of the Group's borrowings are disclosed in Note 31 to the financial statements.

At 31 December 2021, it was estimated that a general increase or decrease of 100 basis points in interest rates, with all other variables held constant, would decrease or increase the Group's profit after taxation and retained profits by RMB4,000 (2020: RMB4,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100 basis point increase or decrease represents the management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date.

(d) Currency risk

The Group mainly operated in the PRC with most of the transactions settled in Renminbi and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

39. 財務風險管理(續)

財務風險管理(續)

(c) 利率風險

本集團的利率風險主要來自銀行及輝南縣財政局的借款。按浮動利率作出的借款令本集團面對現金流量利率風險。受管理層監控的本集團利率概況載列如下：

本集團的借貸利率及還款期於財務報表附註31披露。

於二零二一年十二月三十一日，假設其他變數不變，倘整體利率上升或下降100個基點，估計將導致本集團稅後溢利及保留溢利減少或增加人民幣4,000元(二零二零年：人民幣4,000元)。

上述敏感度分析乃假設利率已於結算日有所變動，且已計入於該日的借貸利率風險後釐定。上升或下降100個基點為管理層對截至下一年度結算日止期間利率可能出現的合理變動的評估。

(d) 貨幣風險

本集團主要於中國經營業務，大部分交易以人民幣結算，故概無因外幣匯率變動而產生的重大風險。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(e) Price risk

The Group is not exposed to any equity price risk or commodity price risk.

(f) Fair value estimation

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

39. 財務風險管理(續)

財務風險管理(續)

(e) 價格風險

本集團概無面對任何股票價格風險或商品價格風險。

(f) 公允價值估計

(i) 公允價值層級

本節說明釐定於財務報表中按公允價值確認及計量的金融工具的公允價值的判斷及估計。為得出釐定公允價值所用輸入數據的可信程度指標，本集團根據會計準則將其金融工具分為三個層級。

			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Level 3 Recurring fair value measurements	第三層級經常性公允價值計量			
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	23	176,533	60,417

There were no transfers between levels 1 and 2 for recurring fair value measurements during the year. For transfers in and out of level 3 measurements see (ii) below.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the year.

於年內，經常性公允價值計量第一及二層級之間概無轉撥。第三層級計量轉入及轉出見下文(ii)。

本集團政策為於年末確認公允價值層級架構的轉入及轉出數額。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(f) Fair value estimation (continued)

(i) *Fair value hierarchy (continued)*

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the year. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

39. 財務風險管理(續)

財務風險管理(續)

(f) 公允值估計(續)

(i) *公允值層級(續)*

第一層級：於活躍市場上交易的金融工具的公允值是按年末的市場報價計算。本集團所持金融資產使用的市場報價是現行買入價。該等工具會被列入第一層級。

第二層級：並非於活躍市場上交易的金融工具(如，場外衍生工具)的公允值是以估值技術釐定。該等估值技術盡量使用可觀察市場數據，並盡量減少倚賴實體特定估算。倘計算工具公允值所需全部重大輸入數據均可觀察，則有關工具會被列入第二層級。

第三層級：倘一項或多項重要輸入數據並非根據可觀察市場數據釐定，則有關工具會被列入第三層級。此為未上市股本證券之情況。

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39. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management (continued)

(f) Fair value estimation (continued)

(ii) *Fair value measurements using significant unobservable inputs (level 3)*

The following table presents the changes in level 3 instruments for the year:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	年初結餘	60,417	683,483
Acquisitions	收購	240,000	390,000
Disposals	出售	(125,417)	(1,013,483)
Net gain on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的淨收益	1,533	417
Closing balance	年末結餘	176,533	60,417

The above instruments included in level 3 represent wealth management products, both principal and non-principal guaranteed, issued by financial institution in the PRC which was classified as financial assets at fair value through profit or loss.

There were no transfers between levels 1, 2 and 3 during the year.

The key unobservable input is the expected annualised return rate of the financial product, ranging from 0.75% to 4.0% per annum (2020: 1.2% to 3.3% per annum), which is determined by the financial institution.

(iii) *Fair value of financial assets and liabilities carried at other than fair value*

All financial instruments measured at other than fair value are carried at cost or amortised cost that were not materially different from their fair values as at 31 December 2021 and 2020.

39. 財務風險管理(續)

財務風險管理(續)

(f) 公允價值估計(續)

(ii) *利用重要不可觀察輸入數據計量公允價值(第三層級)*

下表呈列於年內第三層級工具的變動：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	年初結餘	60,417	683,483
Acquisitions	收購	240,000	390,000
Disposals	出售	(125,417)	(1,013,483)
Net gain on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的淨收益	1,533	417
Closing balance	年末結餘	176,533	60,417

上文第三層級所包括的工具為中國金融機構發行的理財產品，包括保本及非保本，該等工具分類為按公允價值計入損益的金融資產。

於年內，第一層級、第二層級及第三層級間並無轉移。

主要不可觀察輸入數據為金融機構釐定的理財產品預期年化收益率，每年為0.75%至4.0%（二零二零年：每年1.2%至3.3%）。

(iii) *並非按公允價值列賬的金融資產及負債的公允價值*

於二零二一年及二零二零年十二月三十一日，所有並非按公允價值計量的金融工具均按與其公允價值並無重大差異的成本或攤銷成本列賬。

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40. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2021 and 2020 may be categorised as follows:

40. 金融資產及金融負債按類別劃分的概要

本集團於二零二一年及二零二零年十二月三十一日所確認的金融資產及金融負債的賬面值可按下文所述予以分類：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產	176,533	60,417
Financial assets measured at amortised cost	以攤銷成本計量的金融資產	806,918	805,020
Loan and receivables (including cash and bank balances)	貸款及應收款項 (包括現金及銀行結餘)	596,603	535,969
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債	618,564	459,021

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41. ACQUISITION OF SUBSIDIARIES

For the year ended 31 December 2021

(a) 吉林省輝南長龍藥品經銷有限公司 (“經銷公司”)

On 1 October 2021, the Group acquired 100% equity interest in 吉林省輝南長龍藥品經銷有限公司 (“經銷公司”) at a consideration of RMB500,000. The objective of the acquisition is to expand the sales market of the Group. This acquisition has been accounted for using the acquisition method. During the reporting period, the consideration of RMB500,000 has been included as other payable in the statement of financial position.

Consideration transferred

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	500

Assets acquired and liabilities recognised at the date of acquisition were as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	64
Intangible assets	無形資產	32
Inventories	存貨	18,112
Trade and other receivables	貿易及其他應收款項	13,298
Bank balances and cash	銀行結餘及現金	1,690
Trade payables	應付賬款	(3,512)
Other payables and accruals	其他應付款項及應計款項	(34,375)
		(4,691)

41. 收購附屬公司

截至二零二一年十二月三十一日止年度

(a) 吉林省輝南長龍藥品經銷有限公司 (“經銷公司”)

於二零二一年十月一日，本集團以代價人民幣500,000元收購吉林省輝南長龍藥品經銷有限公司 (“經銷公司”) 的100%股權。收購事項旨在擴大本集團的銷售市場。該收購事項已採用收購法入賬。於報告期間，代價人民幣500,000元已作為其他應付款項計入財務狀況表。

所轉讓代價

	RMB'000 人民幣千元
Cash consideration paid	500

於收購事項日期所收購資產及所確認負債如下：

	RMB'000 人民幣千元
Property, plant and equipment	64
Intangible assets	32
Inventories	18,112
Trade and other receivables	13,298
Bank balances and cash	1,690
Trade payables	(3,512)
Other payables and accruals	(34,375)
	(4,691)

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41. ACQUISITION OF SUBSIDIARIES (continued)

For the year ended 31 December 2021 (continued)

- (a) 吉林省輝南長龍藥品經銷有限公司 (“經銷公司”)
(continued)

Goodwill arising on acquisition

		RMB'000 人民幣千元
Consideration transferred	所轉讓代價	500
Less: recognised amount of identifiable net assets acquired	減：已確認的所收購可識別資產淨值	(4,691)
Goodwill arising on acquisition	收購事項產生的商譽	5,191

Net cash inflow arising on acquisition

		RMB'000 人民幣千元
Consideration paid in cash	已付現金代價	-
Less: Cash and cash equivalent balances acquired	減：所收購的現金及現金等價物結餘	1,690
		1,690

Impact of acquisition on the results of the Group

Profit for the year includes RMB448,000 profit attributable to the additional business generated by 經銷公司. Revenue for the reporting period includes RMB6,694,000 generated from 經銷公司.

Had the acquisition of 經銷公司 been completed in 1 January 2021, revenue for the year of the Group would have been RMB651,411,000, and profit for the year would have been RMB137,112,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on the date of acquisition, nor is it intended to be a projection of future results.

41. 收購附屬公司(續)

截至二零二一年十二月三十一日止年度(續)

- (a) 吉林省輝南長龍藥品經銷有限公司 (“經銷公司”)(續)

收購事項產生的商譽

	RMB'000 人民幣千元
Consideration transferred	500
Less: recognised amount of identifiable net assets acquired	(4,691)
Goodwill arising on acquisition	5,191

收購事項產生的現金流入淨額

	RMB'000 人民幣千元
Consideration paid in cash	-
Less: Cash and cash equivalent balances acquired	1,690
	1,690

收購事項對本集團業績的影響

本年度溢利包括經銷公司所產生額外業務應佔之溢利金額人民幣448,000元。報告期內收入包括由經銷公司產生的人民幣6,694,000元。

倘收購經銷公司事項於二零二一年一月一日完成，本集團於年內收入將為人民幣651,411,000元，年內利潤將為人民幣137,112,000元。備考資料僅供說明，並非旨在反映倘收購事項於收購日期完成，則本集團實際已取得的收入及經營業績，亦不旨在預測未來業績。

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(Expressed in Renminbi)

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41. ACQUISITION OF SUBSIDIARIES (continued)

For the year ended 31 December 2021 (continued)

(b) 海南長龍醫藥有限公司 (“海南長龍”)

On 1 May 2021, the Group acquired 100% equity interest in 海南長龍醫藥有限公司 (“海南長龍”) at a consideration of RMB980,000. The objective of the acquisition is to explore the uncharted market for the Group’s product. This acquisition has been accounted for using the acquisition method. During the reporting period, the consideration of RMB980,000 has been settled in cash.

Consideration transferred

	RMB'000 人民幣千元
Cash consideration paid 已付現金代價	980

Assets acquired and liabilities recognised at the date of acquisition were as follows:

	RMB'000 人民幣千元
Other receivables 其他應收款項	44
Bank balances and cash 銀行結餘及現金	88
Other payables and accruals 其他應付款項及應計款項	(215)
	(83)

41. 收購附屬公司(續)

截至二零二一年十二月三十一日止年度(續)

(b) 海南長龍醫藥有限公司(「海南長龍」)

於二零二一年五月一日，本集團以代價人民幣980,000元收購海南長龍醫藥有限公司(「海南長龍」)的100%股權。收購事項旨在為本集團產品開發空白市場。該收購事項已採用收購法入賬。於報告期間，代價人民幣980,000元已以現金償付。

所轉讓代價

	RMB'000 人民幣千元
	980

於收購事項日期所收購資產及所確認負債如下：

	RMB'000 人民幣千元
	44
	88
	(215)
	(83)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi)

(以人民幣呈示)



41. ACQUISITION OF SUBSIDIARIES (continued)

For the year ended 31 December 2021 (continued)

(b) 海南長龍醫藥有限公司 (“海南長龍”) (continued)

Goodwill arising on acquisition

		RMB'000 人民幣千元
Consideration transferred	所轉讓代價	980
Less: recognised amount of identifiable net assets acquired	減：已確認的所收購可識別資產淨值	(83)
Goodwill arising on acquisition	收購事項產生的商譽	1,063

Net cash outflow arising on acquisition

		RMB'000 人民幣千元
Consideration paid in cash	已付現金代價	(980)
Less: Cash and cash equivalent balances acquired	減：所收購的現金及現金等價物結餘	88
		(892)

Impact of acquisition on the results of the Group

Profit for the year includes RMB4,858,000 profit attributable to the additional business generated by 海南長龍. Revenue for the reporting period includes RMB111,096,000 generated from 海南長龍.

Had the acquisition of 海南長龍 been completed in 1 January 2021, revenue for the year of the Group would have been RMB701,798,000, and profit for the year would have been RMB142,884,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on the date of acquisition, nor is it intended to be a projection of future results.

(c) For the purpose of statement of cash flow, the net cash inflow arising on the acquisition of subsidiaries amounting to RMB798,000.

41. 收購附屬公司(續)

截至二零二一年十二月三十一日止年度(續)

(b) 海南長龍醫藥有限公司(「海南長龍」)(續)

收購事項產生的商譽

	RMB'000 人民幣千元
Consideration transferred	980
Less: recognised amount of identifiable net assets acquired	(83)
Goodwill arising on acquisition	1,063

收購事項產生的現金流出淨額

	RMB'000 人民幣千元
Consideration paid in cash	(980)
Less: Cash and cash equivalent balances acquired	88
	(892)

收購事項對本集團業績的影響

本年度溢利包括海南長龍所產生額外業務應佔之溢利金額人民幣4,858,000元。報告期內收入包括由海南長龍產生的人民幣111,096,000元。

倘收購海南長龍事項於二零二一年一月一日完成，本集團於年內收入將為人民幣701,798,000元，年內利潤將為人民幣142,884,000元。備考資料僅供說明，並非旨在反映倘收購事項於收購日期完成，則本集團實際已取得的收入及經營業績，亦不旨在預測未來業績。

(c) 就現金流量表而言，以上收購附屬公司的現金流入淨額為人民幣798,000元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi)

(以人民幣呈示)



42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

42. 融資活動產生的負債對賬

下表載列本集團融資活動產生的負債變動詳情，包括現金及非現金變動。融資活動產生的負債為將於本集團綜合現金流量表中分類為融資活動現金流量的現金流量或未來現金流量。

		Loan from government authority 政府機關貸款 RMB'000 人民幣千元 (Note 31) (附註31)	Dividend payable 應付股息 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	2,350	19,746	22,096
Repayment of loan	償還貸款	(2,043)	–	(2,043)
Interest expenses	利息支出	93	–	93
Financing cash outflows	融資現金流出	–	(15,877)	(15,877)
Dividend declared	股息宣派	–	19,609	19,609
At 31 December 2020	於二零二零年 十二月三十一日	400	23,478	23,878
At 1 January 2021	於二零二一年一月一日	400	23,478	23,878
Financing cash outflows	融資現金流出	–	(26,358)	(26,358)
Dividend declared	股息宣派	–	35,016	35,016
At 31 December 2021	於二零二一年 十二月三十一日	400	32,136	32,536

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 April 2022.

43. 審批財務報表

董事會於二零二二年四月二十九日審批和授權刊發此等財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務摘要

(Expressed in Renminbi)

(以人民幣呈示)



A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

本集團摘錄其刊發經審核財務報表之過去五個財政年度之業績、資產及負債摘要載列如下。

OPERATING RESULTS

經營業績

Year ended 31 December
截至十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue	收入	705,456	622,250	645,885	647,672	645,303
Cost of sales	銷售成本	(125,451)	(91,512)	(107,533)	(115,554)	(114,250)
Gross profit	毛利	580,005	530,738	538,352	532,118	531,053
Other income and net gains or losses	其他收入及收益或虧損淨額	51,616	48,370	37,970	58,188	24,008
Distribution and selling costs	分銷及銷售開支	(360,717)	(258,808)	(336,217)	(375,480)	(335,128)
Administrative expenses	行政開支	(93,287)	(169,546)	(64,691)	(28,450)	(47,165)
Profit from operations	經營溢利	177,617	150,754	175,414	186,376	172,768
Finance costs	融資成本	(344)	(713)	(120)	(53)	-
Profit before income tax	除所得稅前溢利	177,273	150,041	175,294	186,323	172,768
Income tax expense	所得稅開支	(33,990)	(23,483)	(30,568)	(25,107)	(28,366)
Profit for the year attributable to owners of the Company	年內本公司擁有人應佔溢利	143,283	126,558	144,726	161,216	144,402

ASSETS AND LIABILITIES

資產及負債

As at 31 December
於十二月三十一日

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Bearer biological assets	不記名生物資產	15,080	14,905	13,402	11,745	11,440
Property, plant and equipment	物業、廠房及設備	198,594	169,969	145,242	156,591	166,133
Prepaid lease payments	預付土地租金	-	-	-	15,068	15,520
Right-of-use assets	使用權資產	36,619	37,408	38,340	-	-
Construction in progress	在建工程	147,857	124,305	74,061	67,588	44,127
Intangible assets	無形資產	32	-	-	-	-
Goodwill	商譽	6,254	-	-	-	-
Financial assets measured at amortised cost	以攤銷成本計量的金融資產	776,494	648,519	-	-	-
Deferred tax assets	遞延稅項資產	1,510	1,510	1,510	944	316
Current assets	流動資產	889,873	807,887	1,398,922	1,302,905	1,000,536
Current liabilities	流動負債	(571,794)	(415,435)	(387,872)	(375,484)	(200,083)
Non-current liabilities	非流動負債	(46,770)	(43,586)	(45,072)	(46,332)	(26,962)
Net assets	資產淨值	1,453,749	1,345,482	1,238,533	1,133,025	1,011,027
Share capital	股本	56,025	56,025	56,025	56,025	56,025
Reserves	儲備	1,397,724	1,289,457	1,182,508	1,077,000	955,002
Total equity	權益總額	1,453,749	1,345,482	1,238,533	1,133,025	1,011,027

吉林省輝南長龍生化藥業股份有限公司
Jilin Province Huinan Changlong Bio-pharmacy Company Limited
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