



朗生醫藥控股有限公司 Lansen Pharmaceutical Holdings Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股份代號: 503



2	五年財務摘要 FIVE-YEAR FINANCIAL SUMMARY
3	財務摘要 FINANCIAL HIGHLIGHTS
6	主席報告 CHAIRMAN'S STATEMENT
10	管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS
20	環境、社會及管治報告 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
41	董事及高級管理人員履歷 BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT
47	董事會報告 REPORT OF THE DIRECTORS
64	企業管治報告 CORPORATE GOVERNANCE REPORT
87	獨立核數師報告 INDEPENDENT AUDITOR'S REPORT
95	綜合損益及其他全面收益表 CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
97	綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION
99	綜合權益變動表 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
100	綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS
102	綜合財務報表附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
187	企業資料 CORPORATE INFORMATION

五年財務摘要

Five-Year Financial Summary

截至十二月三十一日止年度

For the year ended 31 December

業績	RESULTS	二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		2013	2014	2015	2016	2017
		千美元	千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
收入	Revenue	95,074	116,817	93,349	94,824	89,484
毛利	Gross profit	52,238	62,471	47,963	53,776	51,889
除所得稅前溢利	Profit before income tax	15,081	18,068	4,331	7,026	17,045
所得稅開支	Income tax expense	(3,390)	(4,088)	(2,260)	(3,190)	(1,416)
年內溢利	Profit for the year	11,691	13,980	2,071	3,836	15,629

於十二月三十一日

As at 31 December

資產及負債	ASSETS AND LIABILITIES	二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		2013	2014	2015	2016	2017
		千美元	千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
總資產	Total assets	192,382	232,275	218,286	222,762	227,745
總負債	Total liabilities	(81,732)	(117,670)	(116,839)	(132,386)	(125,726)
資產淨值	Net assets	110,650	114,605	101,447	90,376	102,019

財務摘要

Financial Highlights

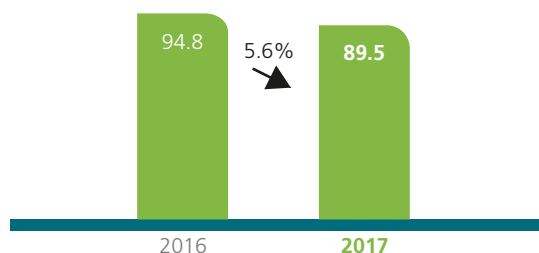
		二零一七年 2017	二零一六年 2016	變動 Change
業績(千美元):	Results (US\$'000):			
收入	Revenue	89,484	94,824	-5.6%
毛利	Gross profit	51,889	53,776	-3.5%
經營溢利	Profit from operations	9,456	11,031	-14.3%
除所得稅前溢利	Profit before income tax	17,045	7,026	+142.6%
本公司擁有人應佔溢利	Profit attributable to owners of the Company	15,629	3,836	+307.4%
盈利能力:	Profitability:			
毛利率	Gross profit margin	58.0%	56.7%	+1.3%
純利率	Net profit margin	17.5%	4.0%	+13.5%
每股基本盈利 (美仙)	Basic earnings per share (US cents)	3.8	0.9	+2.9
財務狀況(千美元):	Financial Position (US\$'000):			
總資產	Total assets	227,745	222,762	+2.2%
本公司擁有人應佔權益	Equity attributable to owners of the Company	102,019	90,376	+12.9%
總負債	Total liabilities	125,726	132,386	-5.0%
現金及銀行結餘	Cash and bank balances	41,522	37,197	+11.6%
流動資金狀況:	Liquidity:			
流動比率(倍)	Current ratio (times)	1.0	0.9	+0.1
淨負債權益比率*	Net debt-to-equity ratio*	56.5%	75.1%	-18.6%

* 淨負債權益比率=(借款 - 現金及銀行結餘)/總權益

* Net debt-to-equity ratio = (Borrowings - cash and bank balances)/Total equity

收入
Revenue

收入
Revenue
(百萬美元)
(US\$ million)



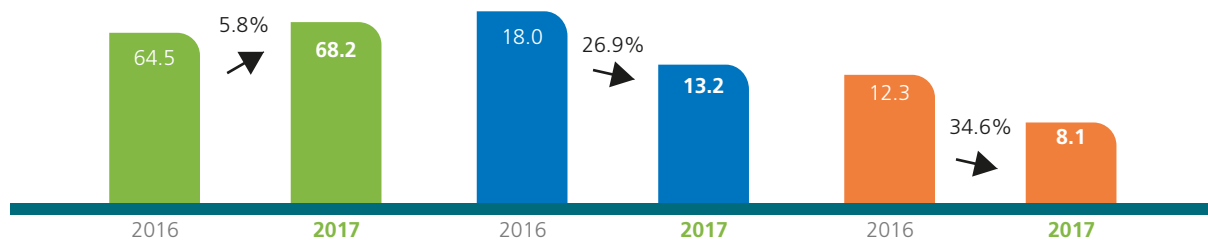
- 收入下降5.6%
- Revenue decreased by 5.6%

分部收入
Segment Revenue

醫藥
Pharmaceuticals
(百萬美元)
(US\$ million)

醫療美容產品
Medical cosmetics products
(百萬美元)
(US\$ million)

健康產品
Healthcare products
(百萬美元)
(US\$ million)

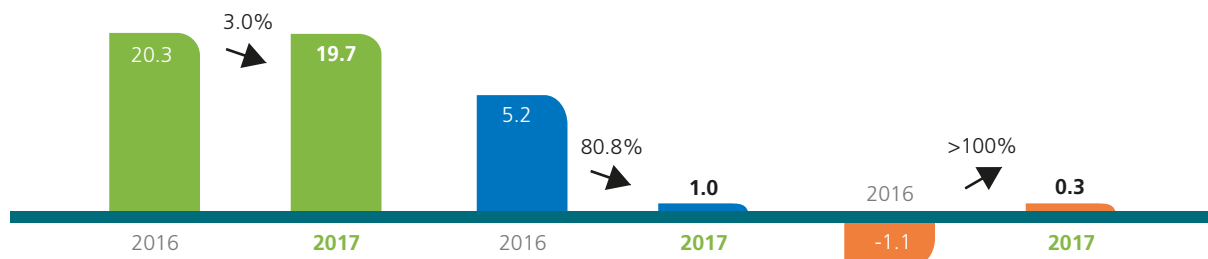


分部溢利
Segment Profits

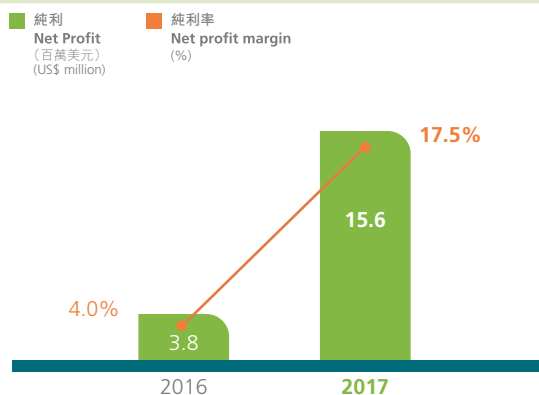
醫藥
Pharmaceuticals
(百萬美元)
(US\$ million)

醫療美容產品
Medical cosmetics products
(百萬美元)
(US\$ million)

健康產品
Healthcare products
(百萬美元)
(US\$ million)

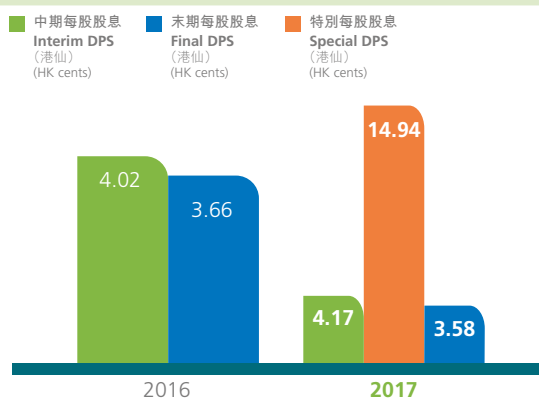


年內溢利及純利率
Profit for the year and Net profit margin



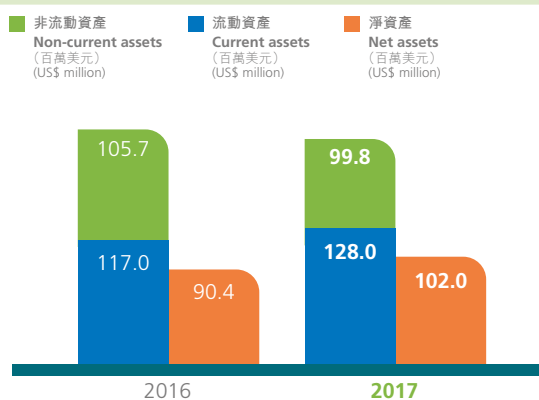
- 2017年純利上升307.4%
純利率增加13.5%
- Net profit increased by 307.4% in 2017
Net profit margin increased by 13.5%

每股股息
Dividend per share (DPS)



- 中期股息為每股4.17港仙
特別股息為每股14.94港仙
建議末期股息為每股3.58港仙
- Interim dividend of HK4.17 cents per share
Special dividend of HK14.94 cents per share
Proposed final dividend of HK3.58 cents per share

總資產及淨資產
Total assets and Net assets



- 總資產上升2.2%
淨資產上升12.9%
- Total assets increased by 2.2%
Net assets increased by 12.9%

主席報告

Chairman's Statement

本人謹代表朗生醫藥控股有限公司(「本公司」)及其附屬子公司(「朗生」或「本集團」)董事會(「董事會」)欣然向全體股東提呈本集團截至二零一七年十二月三十一日期止財政年度的年度報告。

二零一七年回顧

二零一七年本集團收入總額錄得約89.5百萬美元，較去年下降5.6%，其中醫藥收入保持平穩增長，醫療美容及健康業務受產品推廣週期及產能調整等因素致使收入同比呈現下降。本集團獲得出售部分聯營公司浙江司太立製藥股份有限公司(「司太立」)股份收益和收到以前年度水災相關保險索償迭加致年內溢利比去年有大幅上升，年度溢利達15.6百萬美元，比去年增長307.4%。此外，本集團與深圳海王藥業有限公司簽訂和解協議，相關賠償4.6百萬美元已在二零一七年綜合損益及其他全面收益表內確認損失。

二零一七年國務院、國家衛計委、國家食品藥品監督管理總局(「CFDA」)等部門相繼頒佈一系列涵蓋醫藥、醫療、醫保以及流通領域政策，實施醫療、醫保、醫藥聯動改革，全面推開公立醫院綜合改革，取消長期實行的藥品加成政策，加快推進分級診療和醫聯體建設，進行藥品流通及醫保支付改革。兩票制、藥品零加成、醫保控費、一致性評價、醫保支付改革、改革食藥監管等政策逐漸落地。眾多政策及法規的變化，讓行業面臨新的機遇與挑戰。同時我國首部中醫藥法落地實施，將保障和促進中醫藥行業健康發展。本集團及時跟進國家政策法規，在「大健康，大發展」戰略的支持下，繼續深耕風濕免疫優勢領域，積極順應形勢發展，主動進行調整。

On behalf of the board (the "Board") of directors (the "Directors") of Lansen Pharmaceutical Holdings Limited (the "Company") and its subsidiaries ("Lansen" or the "Group"), I am pleased to present the annual report for the financial year ended on 31 December 2017 of the Group to all shareholders of the Company.

Review of 2017

In 2017, the Group recorded a total revenue of approximately US\$89.5 million, with a decrease of 5.6% compared with last year. The revenue from pharmaceuticals maintained stable growth, while the revenue from medical cosmetics and healthcare businesses experienced a year-on-year decrease due to product promotion cycle and capacity adjustments. Profit for the year achieved a sharp rise compared with last year due to the partial disposal of shares in its associate, Zhejiang Starry Pharmaceutical Co., Ltd. ("Starry"), and compensation received from relevant flood insurance. The annual profit reached US\$15.6 million with an increase of 307.4% compared with last year. In addition, the Group entered into a settlement agreement with Shenzhen Neptunus Pharmaceutical Company Limited, and the corresponding compensation totaling US\$4.6 million was recognised as losses in the consolidated statement of profit or loss and other comprehensive income in 2017.

In 2017, the State Council, National Health and Family Planning Commission and China Food and Drug Administration ("CFDA") successively released a series of policies covering pharmaceuticals, medical treatment, medical insurance and distribution channels, to carry out integrated reform in medical treatment, medical insurance and pharmaceuticals, fully promote comprehensive reform in public hospitals, cancel long-standing medicine mark-up policies, accelerate the establishment of a hierarchical medical service system and combined medical units, and conduct reform in drug distribution and medical insurance payments. The new policies, including the two-invoices system, zero-mark up drug policy, control on the proportion of drugs and medical expenditure of medical insurance payment, consistent evaluation, reform in medical insurance payment and food and drug supervision are gradually being implemented. The changes of policies and regulations are opening up new opportunities and challenges to the industry. Meanwhile, the implementation of the first Law of the People's Republic of China on Traditional Chinese Medicine will guarantee and promote the sound development of the industry. In active response to national policies and regulations, the Group will further develop the rheumatology and autoimmune segment, and proactively make adjustments with the support of a "Comprehensive Health and Comprehensive Development" strategy.

本集團傳統主營業務為風濕、免疫及皮膚領域專科藥品業務，醫藥業務繼續平穩增長。二零一七年本集團在風濕免疫領域繼續保持領先地位；主營產品帕夫林持續保持穩定增長；新適確得乳膏預計在未來若干年將保持增長趨勢。「兩票制」政策逐漸實施，對於本集團代理產品銷售產生一定影響，公司將及時調整銷售模式，積極應對。同時，本集團會加大帕夫林等產品醫學研究的投入力度準備新的臨床適應症，同時加大中藥二次開發力度，為公司產品線擴充及業務增長提供強有力支撐。

二零一七年是本集團醫療美容業務探索、佈局之年，發展模式雛形已逐漸清晰。本集團與天津強微特生物科技有限公司就生物護膚品牌芭睿芭睿達成總經銷合作；探索促進膚美達市場拓展的新型營銷模式，逐步實現生活美容和醫療美容聯盟的全鏈覆蓋；玉澤等產品會繼續保持快速增長，市場影響及品牌知名度也將進一步提升。

此外，本集團繼續以萃健控股有限公司（「萃健」）為健康業務發展平台，利用其產能和成本優勢，發揮朗生和萃健的互補優勢。同時，集團繼續積極推進多款保健品的開發申報和落地工作，預計將在未來若干年內陸續在國內及海外市場推出，為壯大健康業務打下結實基礎。

The traditional main business of the Group is specialty pharmaceuticals for the rheumatology, autoimmune and dermatology market segments. The pharmaceutical business continued to experience stable growth. In 2017, the Group maintained its leading position in the rheumatology and autoimmune segment; the core product Pafulin sustained steady growth; Sicorten Plus Cream is expected to maintain the growth in the next few years. The gradual implementation of the "two-invoices system" had certain impact on agency product sales. The Company will actively respond and timely adjust its sales model. Meanwhile, the Group will increase funding for medical research on Pafulin and other products to prepare for new clinical indications, and strengthen the development of traditional Chinese medicine, which should provide strong support for product line enrichment and future business growth of the Company.

2017 was the year for the Group to explore and develop the medical cosmetics business and gradually shape its development model. The Group realised cooperation in the exclusive distribution of bio-skin care brand Bribriant with Robustnique Corporation Ltd.; explored a new marketing model to facilitate the market expansion for Fillderm, and gradually realised the alliance of medical cosmetics and cosmetology; Yuze and other products maintained rapid growth with the market influence and brand awareness further improved.

Moreover, the Group will continue to develop the healthcare business with Natural Dailyhealth Holdings Limited ("Natural Dailyhealth") as a platform by making use of its production capacity and cost advantage and exploiting the complementary development strengths of Lansen and Natural Dailyhealth. Meanwhile, it will also actively push forward applications for the approval of several healthcare products, and successively launch such products in local and overseas markets in the next few years, in order to lay a solid foundation for the sound development of this business.

本集團於二零一七年三月十五日，合共出售4,175,000股之司太立股份(約佔司太立3.48%股權)，出售價格為每股司太立股份人民幣43.11元，出售所得款項總額合共為人民幣180.0百萬元(相當於約26.1百萬美元)。集團獲得部分出售聯營公司收益(稅後)15.4百萬美元。該次出售後，朗生仍持有司太立股份15,175,000股(約佔司太立12.6%股權)。二零一七年十二月三十一日之賬面值為28.2百萬美元(相對司太立於二零一七年十二月三十一日收市價人民幣28.95元計算，該持股市值約67.23百萬美元)。集團將視司太立股份市價、股市總體情況以及股份減持計劃中的出售限制而可能進一步根據股份減持計劃出售司太立股份。集團將遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用規定，並就此適時另行刊發公告。

二零一八年展望

二零一八年一月二十九日本公司發出公告有關劉幫民先生於二零一八年一月三十一日因家庭原因辭任本公司執行董事、執行委員會成員和本集團行政總裁。二零一八年二月九日本公司發出公告，從二零一八年三月一日起，陳力先生被任命為本公司常務執行董事、執行委員會成員和本集團行政總裁職務。相信本集團將受益於陳力先生醫藥領域的豐富經驗及管理團隊更專業精細化的管理，管理層對行業前景感到樂觀及對公司的未來發展充滿信心。

本集團將會繼續積極推進業務發展和執行既定的戰略，深耕風濕免疫，皮膚處方藥領域，成為該領域基礎用藥第一品牌，同時積極佈局醫美、保健品等領域，成為優秀的大健康產業集團。

On 15 March 2017, the Group totally disposed of 4,175,000 shares in Starry (representing approximately 3.48% equity interest of Starry), at a price of RMB43.11 per share, pursuant to which, an aggregate disposal proceeds of RMB180.0 million (equivalent to approximately US\$26.1 million) were obtained, and the Group recorded a gain on partial disposal of an associate of US\$15.4 million (after tax). After the disposal, Lansen still held 15,175,000 shares in Starry (accounting for approximately 12.6% equity interest of Starry). The carrying amount of these shares as at 31 December 2017 was US\$28.2 million (as compared with the market value of US\$67.23 million calculated based on the closing price of Starry of RMB28.95 as at 31 December 2017). The Group may further dispose of the shares of Starry under the share reduction plan, subject to prevailing market price of the shares of Starry and general conditions of the stock market, as well as the restrictions set out in the share reduction plan. The Group will comply with the applicable requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") accordingly and make further announcements in this regard as and when appropriate.

Outlook for 2018

On 29 January 2018, the Company issued an announcement that Mr. Liu Bangmin would resign as the Executive Director of the Company, member of the Executive Committee and Chief Executive Officer of the Group on 31 January 2018 due to family reasons. On 9 February 2018, the Company issued an announcement that Mr. Chen Li would be appointed as the Executive Managing Director of the Company, member of the Executive Committee and Chief Executive Officer of the Group with effect from 1 March 2018. With Mr. Chen Li's extensive experience in the pharmaceutical sector and his professional and specialised management skill, management is optimistic about the prospects of the industry and is confident in the future development of the Company.

The Group will continue to proactively promote business development and execute established strategies, further develop its business in prescription drugs for autoimmune rheumatic and dermatology diseases to become the No. 1 brand in the field. It will also have an active presence in medical cosmetics, healthcare products and other fields and strive to become an outstanding major health provider.

本集團將繼續聚焦醫藥業務，致力於風濕、皮膚免疫領域專科藥業務，通過加大自有產品銷售比重，優化產品結構，集中資源，提高人均產出，提升團隊專業化素質和推廣的有效性，保持在疾病治療領域的領先地位。與此同時，集團將充分發掘擁有的豐富中成藥產品資源，加大特色藥產品的推廣投入，組建OTC和零售團隊，用定制、電商和夥伴合作等多種渠道，進一步提升集團醫藥業務的銷售規模與盈利能力。

本集團將策略性地加快發展醫療美容業務，拓展集團收入來源。二零一八年集團將積極佈局醫美機構及快速推進生美及醫美機構的加盟和合作，通過開發新產品和引進國際領先的產品和專案來滿足消費者對個性化、技術和專業的需求，提升品牌知名度及拓展新的業務增長空間。在新品及合作商引進方面，追求高品質、有特色、匹配本集團發展戰略的產品，形成產品線合力發展。

展望未來，本集團將積極把握健康中國國家戰略及中醫藥振興所帶來的契機，開發和推廣有特色的醫藥、健康和醫美產品，通過對行業的併購整合、國際合作和持續創新，促進業務的持續穩定增長，實現股東、客戶和員工的價值共贏。

吳鎮濤

主席

香港，二零一八年三月二十七日

The Group will continue to focus on the medical business especially specialty pharmaceuticals for the rheumatology and dermatology and autoimmune market segments, optimise product structure and strive to maintain a leading position in the field of disease treatment by increasing the proportion of sales of self-manufactured products, gathering resources, raise per capita output, improving team professionalism and the effectiveness of promotion. At the same time, the Group will fully explore the rich resources of Chinese patent medicine products, increase the promotion of and investment in featured pharmaceutical products, set up an OTC and retail team, and further enhance the sales scale and profitability of the Group's pharmaceutical business with various channels such as customisation, e-commerce and partnerships.

The Group will strategically accelerate the development of medical cosmetics business and thus expand its revenue source. In 2018, the Group will actively deploy medical beauty institutions and rapidly promote joining and cooperating with cosmetology and media beauty institutions. By developing new products and introducing internationally leading products, the Group will meet the needs of consumers for individualisation, technology and specialty, enhance brand awareness and expand new business growth. In terms of new products and the introduction of partners, we will pursue products with high quality characteristics matching with the development strategy of the Group to form joint development product lines.

Looking forward to the future, the Group will actively grasp the opportunities brought by the strategy of Healthy China and the revitalisation of Chinese medicine, develop and promote the distinctive products of pharmaceutical, medical cosmetics and healthcare, and promote the continuous and steady growth of its business through merger and acquisition, integration, international cooperation and continuous innovation, and realise the win-win value for shareholders, customers and employees.

Wu Zhen Tao

Chairman

Hong Kong, 27 March 2018

管理層討論及分析

Management Discussion and Analysis

業務回顧

截至二零一七年十二月三十一日止年度，本集團錄得收入約89.5百萬美元(二零一六年：94.8百萬美元)，較去年下降5.6%。年度溢利達15.6百萬美元(二零一六年：3.8百萬美元)，較去年大幅上升。主要受到一次性因素影響：(1)出售4,175,000股之聯營公司，浙江司太立製藥股份有限公司(「司太立」)股份(約佔司太立3.48%股權)，出售價格為每股司太立股份人民幣43.11元，出售所得款項總額合共為人民幣180.0百萬元(相當於約26.1百萬美元)。集團獲得部分出售聯營公司收益(稅後)15.4百萬美元；(2)收到有關寧波立華植物提取技術有限公司(「立華植提」)和寧波立華製藥有限公司(「寧波立華」)於二零一五年九月在中國寧波因暴雨發生的水災，導致庫存損失之相關保險索償及部分利息人民幣17.6百萬元，集團於二零一五年度，已撇銷該部分庫存損失人民幣26.7百萬元(相當於約4.3百萬美元)；(3)於二零一七年十二月二十七日，寧波立華與深圳海王藥業有限公司(「索償人」)簽訂和解協議，寧波立華同意向索償人繳納賠償4.6百萬美元，金額於二零一七年內綜合損益及其他全面收益表內確認。

Business Review

The Group recorded a revenue of approximately US\$89.5 million for the year ended 31 December 2017 (2016: US\$94.8 million), representing a decrease of 5.6% over last year. The annual profit reached US\$15.6 million (2016: US\$3.8 million), representing a significant increase over last year. It was mainly due to the effect of one-off factors: (1) the disposal of 4,175,000 shares in an associate, Zhejiang Starry Pharmaceutical Co., Ltd. ("Starry"), representing approximately 3.48% equity interest of Starry, at a price of RMB43.11 per share, pursuant to which, an aggregate disposal proceeds of RMB180.0 million (equivalent to approximately US\$26.1 million) were obtained, and the Group recorded a gain on partial disposal of an associate of US\$15.4 million (after tax); (2) the insurance claim and the interest of RMB17.6 million in respect of the damaged inventories of Ningbo Liwah Plant Extraction Technology Limited ("Liwah Plant Extract") and Ningbo Liwah Pharmaceutical Company Limited ("Ningbo Liwah") due to the flood caused by a rainstorm in Ningbo, the PRC in September 2015 while the Group had written off relevant inventory loss of RMB26.7 million (equivalent to approximately US\$4.3 million) in 2015; (3) the entering into a settlement agreement between Ningbo Liwah and Shenzhen Neptunus Pharmaceutical Company Limited (the "Claimant") on 27 December 2017, of which Ningbo Liwah agreed to pay the Claimant damages of US\$4.6 million, which was recognised in the consolidated statement of profit or loss and other comprehensive income of 2017.

其中醫藥分部的收入較去年上升5.8%，分部利潤基本持平。朗生專科藥產品帕夫林錄得收入約50.5百萬美元(二零一六年：約43.8百萬美元)，較去年上升15.2%。嗎替麥考酚酯分散片和來氟米特片共錄得收入約6.5百萬美元(二零一六年：約7.4百萬美元)，較去年下降11.9%，主要因為代理產品受兩票制影響。特色藥產品(主要包括八珍顆粒、丁硼乳膏、複方甘草口服溶液等)共錄得收入約6.6百萬美元(二零一六年：約7.2百萬美元)，較去年同期下降8.6%。

醫療美容產品分部收入較去年下降26.9%，分部利潤下降4.2百萬美元。下降原因主要為新產品膚美達膠原蛋白針劑仍處於市場庫存消化階段。與此同時，可復美類人膠原蛋白敷料(「可復美」)及玉澤兩款產品均比去年有了較大的增長，增長率分別為26.3%及21.0%。預期因為兩票制，2018年可復美銷售會有較大的影響。

本集團以萃健控股有限公司(「萃健」)為平台發展健康業務。健康產品分部(包括植物提取及保健產品)因對架構及產能的調整，收入較去年下降4.3百萬美元，分部利潤增長1.4百萬美元。

醫藥領域

隨著醫改深入推進，兩票制、藥品零加成、醫保控費、一致性評價、醫療聯合體集中議價採購等政策落地，讓行業面臨新的機遇與挑戰。國家推出多項政策指導，力求進一步壓縮藥品價格、減縮中間流通環節，預計藥價下降將成未來趨勢。行業將加速洗牌，市場格局逐步重塑。隨著醫改步入攻堅階段，醫藥領域需要進一步改革創新，為推進健康中國建設提供堅強保障。為了順應國家政策及應對藥價下降的壓力，本集團進行了戰略調整並將逐步落實。

Revenue of the pharmaceuticals segment increased by 5.8% over last year, and the segment profit basically remained flat. Pafulin, the specialty pharmaceutical product of Lansen, recorded a revenue of approximately US\$50.5 million (2016: approximately US\$43.8 million), representing an increase of 15.2% over last year. Mycophenolate mofetil dispersible tablets and leflunomide tablets recorded a total revenue of approximately US\$6.5 million (2016: approximately US\$7.4 million), representing a decrease of 11.9% over last year, mainly due to the impact exerted by the two-invoices system on agency products. Our other featured pharmaceutical products, including Bazhenkeli, Dingpeng Cream, Compound Glycyrrhiza Oral Solution, etc. recorded a total revenue of approximately US\$6.6 million (2016: approximately US\$7.2 million), decreasing by 8.6% as compared with the corresponding period last year.

Revenue of the medical cosmetic segment decreased by 26.9% over last year, while this segment's profit decreased by US\$4.2 million. The main reason for the decline was because the market inventories of the new product Fillderm is still in the digestion stage. At the same time, both Comfy Dressing Collagen ("Kefumei") and Yuze recorded noticeable sales growth of 26.3% and 21.0% respectively over last year. Due to the two-invoices system, it is expected that the sales of Kefumei in 2018 will be affected to a certain extent.

The Group has developed its healthcare business via the platform of Natural Dailyhealth Holdings Limited ("Natural Dailyhealth"). Due to structural and capacity adjustments, the revenue from the healthcare products segment (including plant extracts and healthcare products) decreased by US\$4.3 million over last year, while this segment's profit increased by US\$1.4 million.

Pharmaceutical segment

With the deepening of medical reform, the implementation of policies including the two-invoices system, zero-mark up drug policy, control on proportion of drugs and medical expenditure of medical insurance, quality consistency evaluation and centralised bargaining procurement by combined medical units has brought new opportunities and challenges for the industry. A number of national policies and guidances have been promulgated to further reduce drug prices and intermediate distribution channels, which led to the prediction that the drug price decline would be the future trend. The industry reshuffling will be accelerated as well as the market structure will be gradually reconstructed. With the medical reform entering a crucial phase, it is necessary for the pharmaceutical sector to further push forward reform and innovation, so as to provide strong support for the construction of "Healthy China". In order to comply with national policies and cope with the downturn pressure of drug prices, the Group has proposed and gradually implemented strategic adjustments.

目前，本集團的核心業務是風濕免疫領域專科藥。未來的目標是繼續擴大專科藥的醫院覆蓋。本集團已開始重組銷售隊伍架構、優化銷售人員的激勵政策使其發揮更有效的激勵作用。本集團亦將著手大幅降低各項費用、降費增效，努力提升公司競爭力和盈利能力。

非專科藥方面，當前，重視發展中醫藥已經明確被列為國家戰略，中醫藥行業未來發展空間廣闊。集團已從其眾多獲得批文的傳統特色藥中精選出合適產品，加大對八珍顆粒、氣血康等特色藥產品的投入，在進行對醫院銷售的同時加強開拓零售市場，以進一步提升集團醫藥板塊的銷售規模與盈利能力。特色藥零售市場的價格，預計受政策的影響較專科藥輕微。

總括而言，本集團在風濕免疫領域繼續保持領先地位，核心產品帕夫林依然保持穩定增長。集團的目標是通過一段時間由現在的單一專科藥核心產品，發展出多個包括專科藥及特色藥在內的核心產品。同時加大專科藥和特色藥的醫院覆蓋、嚴控費用支出，提升朗生醫藥板塊的產品結構、收入結構和盈利能力。

朗生新行政總裁於二零一八年三月一日上任，將會積極推進朗生的業務發展和執行朗生既定的戰略。

Currently, the Group's core business is specialty pharmaceuticals used in rheumatology and autoimmune segment. Going forward, the Group aims to expand the hospital coverage of specialty pharmaceuticals. The Group has started restructuring its sales team and optimising its incentive policy for sales staff to enhance its effect. In addition, the Group plans to substantially cut down its expenses and lift efficiency, with a view to improving the Company's competitiveness and profitability.

In respect of non-specialty pharmaceuticals, emphasis on the development of traditional Chinese medicine has currently been set as a national strategy. Therefore, the traditional Chinese medicine industry has a promising future. The Group has selected appropriate products from various approved pharmaceuticals with traditional features by devoting more resources to Bazhenkeli, Qixuekang and other featured pharmaceuticals to enhance its efforts on expanding retail market while maintaining their sales to hospitals and further enhance the sales and profitability of the Group's pharmaceutical segment. The retail prices of featured pharmaceuticals are expected to suffer less from government policies as compared with specialty pharmaceuticals.

In general, the Group maintains its leading position in the rheumatology and autoimmune segment while the core product Pafulin sustained steady growth. In view of the single core specialty pharmaceutical product at present, the Group has targeted to develop a number of core products comprising of specialty pharmaceuticals and featured pharmaceuticals over time. Meanwhile, the Group will improve the hospital coverage of specialty pharmaceuticals and featured pharmaceuticals and implement strict control on expenses, to enhance the product structure, income structure and profitability of Lansen's pharmaceutical segment.

The new Chief Executive Officer of Lansen who took office on 1 March 2018 will actively promote the business development of Lansen and implement Lansen's established strategies.

醫療美容領域

當前醫療美容行業成為消費熱點，市場容量大且成長迅速。隨著醫療技術的發展，更安全的醫美療程和更顯著的效果也吸引了更多消費者。集團以其擁有的在中國唯一獲得CFDA批准的醫用膠原填充劑「膚美達」為起點，進入美容業務。集團在過去兩年透過不同的銷售模式探尋膚美達的市場反應。歷時兩年的探索後，集團對膚美達銷售策略進行了新的調整，形成「生美導客、醫美注射」的銷售閉環，同時為朗生自研的高端系列護膚品在生美加盟店的銷售打下基礎。

集團在二零一八年亦將重點開發非醫療類美容產品線，透過與第三方合作、代理及自主研發等方式，計劃開發包括面膜及系列護膚品等在內的美容產品。產品線的豐富相信對與美容機構的合作、擴展客源、加大市場覆蓋上會起到積極作用，並與膚美達產生協同效應。

集團藥妝產品玉澤致力於從根源上解決皮膚屏障受損引起的肌膚問題。玉澤持續增長，近來在兒科等新領域的開拓上取得了較大的進展，品牌優勢得到進一步增強。

於二零一七年新簽約的經銷品牌芭睿芭睿護膚品，以其生物科技背景和研發力量，為集團在醫療美容和生活美容領域的發展注入了新生力量，將有利於加強和醫美消費人群的黏合度。

集團繼續堅定地加快醫美平台發展的步伐，高度重視並積極豐富醫美產品線，以保證醫美平台長期快速的發展及獲取良好回報。

Medical cosmetics segment

Currently, the medical cosmetics industry has become one of the hot consumption areas with a large and rapidly developing market. The development of medical technique, safer medical treatments and more effective outcomes are also attracting more consumers. The Group began to carry out cosmetics business based on its own brand Fillderm. Fillderm is the only medical collagen filler approved by the CFDA in China. During the past two years, the Group tried to probe market reaction on Fillderm through different sales modes. After two years of exploration, the Group adjusted the sales strategy for Fillderm and laid foundation for the sales of the high-end series skin care products independently developed by Lansen in cosmetology franchises.

The Group will also focus on developing non-medical cosmetics product lines in 2018. Through cooperation with third parties, agents and independent research and development, the Group plans to develop cosmetics products including facial masks and series of skin care products. The richness of product lines is believed to play a positive role in the cooperation with cosmetics institutions, customer base expansion and market coverage enlargement, and may have synergistic effects with Fillderm.

The Group's cosmeceutical product, Yuze, can be used to fundamentally treat various skin problems arising from impairment of skin barrier function. Yuze has been recording growth and has further strengthened its brand advantage upon achieving success in expanding into paediatrics and other new fields recently.

Bribrilliant, the new distribution brand that established partnership with us in 2017, has provided support to the Group in the fields of medical cosmetics and cosmetology by virtue of its biotechnology background and capacity of research and development. It is believed that such support will strengthen our bonding with medical cosmetics consumers.

The Group has firmly accelerated its pace of developing its medical cosmetics platform and put great efforts into proactively enriching its medical cosmetics product line to ensure the long-term and rapid development and good returns from its medical cosmetics platform.

健康領域

目前，植物提取物的應用已經從傳統藥物和食品，擴展至保健食品、食品添加劑、化妝品、飼料添加劑等多個領域。同時，中國政府監管部門也在加速完善植物提取物標準體系，規範和淨化植物提取行業市場環境。未來植物提取行業將朝向合規、集中方向發展，多重因素助力大健康領域整體規模提升。

為了增強集團在中國植物提取和保健品領域的核心競爭力，在二零一六年，集團公告向萃健增資，共同以萃健為平台發展植物提取及保健品業務。未來將繼續堅持以大產品為銷售方向，加速技術轉型，發揮朗生和萃健的互補優勢，積極完成質量標準產品的設計和生產，為健康平台的長遠發展打下堅實基礎。

投資

於二零一七年三月十五日，朗生進行了司太立股份減持，以每股人民幣43.11元的價格出售4,175,000股司太立股份，所得款額共計人民幣180.0百萬元（相當於約26.1百萬元）。集團獲得部分出售聯營公司收益（稅後）15.4百萬元。股份減持為集團帶來現金流，有利於集團的運營。

該次出售後，朗生仍持有司太立股份15,175,000股（約佔司太立12.6%股權）。二零一七年十二月三十一日之賬面值為28.2百萬美元（相對司太立於二零一七年十二月三十一日收市價人民幣28.95元計算，該持股市值約67.23百萬美元）。

集團將視司太立股份市價、股市總體情況以及股份減持計劃中的出售限制而可能進一步根據股份減持計劃出售司太立股份。集團將遵守香港聯合交易所有限公司證券上市規則（「上市規則」）之適用規定，並就此適時另行刊發公告。

Healthcare segment

Currently, the application of plant extracts has expanded from traditional medicine and food to health food, food additives, cosmetics and feed supplements. At the same time, the regulatory authorities in the PRC are also speeding up the perfection of the plant extract standard system in order to regulate and improve the plant extract industry. In the future, the plant extract industry will become more standardised and centralised, and multiple factors will contribute to the increase in the overall size of the all-round healthcare industry.

In order to enhance the core competitiveness of the Group in the PRC plant extract and healthcare products area, in 2016, the Group announced further capital contribution to Natural Dailyhealth to jointly develop plant extract and healthcare product business using Natural Dailyhealth as a platform. In the future, the Group's main sales direction will continue to be major products. The Group will make use of the complementary strengths of Lansen and Natural Dailyhealth, to expedite technology transformation, actively conduct the design and production of quality standard products and lay a solid foundation for the long-term development of our healthcare platform.

Investment

On 15 March 2017, Lansen reduced its shareholding of shares of Starry and disposed of an aggregate of 4,175,000 shares of Starry at a price of RMB43.11 per share of Starry, pursuant to which, an aggregate disposal proceeds of RMB180.0 million (equivalent to approximately US\$26.1 million) were obtained. The Group recorded a gain on partial disposal of an associate of US\$15.4 million (after tax). Share reduction in the interests in Starry brought cash flow to the Group, which was beneficial to the operation of the Group.

After the disposal, Lansen still holds 15,175,000 shares of Starry, representing approximately 12.6% interest of Starry. The carrying amount of these shares as at 31 December 2017 was US\$28.2 million, as compared with the market value of US\$67.23 million calculated based on the closing price of Starry of RMB28.95 as at 31 December 2017.

The Group may further dispose of the shares of Starry under the share reduction plan, subject to prevailing market price of the shares of Starry and general conditions of the stock market, as well as the restrictions set out in the share reduction plan. The Group will comply with the applicable requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") accordingly and make further announcement(s) in this regard as and when appropriate.

財務回顧

收入

截至二零一七年十二月三十一日止年度，本集團錄得收入為89.5百萬美元(二零一六年：94.8百萬美元)，較去年同期減少5.6%。

截至二零一七年十二月三十一日止年度，醫藥收入為68.2百萬美元(二零一六年：64.5百萬美元)，較去年同期上升5.8%。醫療美容產品收入為13.2百萬美元(二零一六年：18.0百萬美元)，較去年減少26.9%。健康產品的收入為8.1百萬美元(二零一六年：12.3百萬美元)，較去年同期下降34.6%。

核心專科藥產品帕夫林錄得收入50.5百萬美元(二零一六年：43.8百萬美元)。嗎替麥考酚酯分散片和來氟米特片共錄得收入約6.5百萬美元(二零一六年：約7.4百萬美元)，較去年下降11.9%。

毛利

截至二零一七年十二月三十一日止年度，本集團錄得毛利51.9百萬美元(二零一六年：53.8百萬美元)，較去年同期減少3.5%。截至二零一七年十二月三十一日止年度的整體毛利率為58.0%(二零一六年：56.7%)，較去年同期上升1.3%。

整體毛利率相比去年上升之主要原因為產品銷售結構改變，毛利率較低的健康產品銷售比重下降，由二零一六年佔收入總額的13.0%，下降至二零一七年佔收入總額的9.0%。

其他收入

其他收入於截至二零一七年十二月三十一日止年度為1.3百萬美元(二零一六年：2.1百萬美元)，較去年下降40.1%，下降原因主要因為二零一七年政府補貼比去年下降0.9百萬美元。本集團收到的政府補貼主要來自地方政府，部分用於嘉許本集團開發高科技藥品的表現。

Financial Review

Revenue

The Group recorded a revenue of US\$89.5 million (2016: US\$94.8 million) for the year ended 31 December 2017, representing a decrease of 5.6% over the corresponding period of last year.

For the year ended 31 December 2017, revenue from pharmaceuticals amounted to US\$68.2 million (2016: US\$64.5 million), representing an increase of 5.8% over the corresponding period last year. Revenue from medical cosmetics products amounted to US\$13.2 million (2016: US\$18.0 million), representing a decrease of 26.9% over last year. Revenue from healthcare products amounted to US\$8.1 million (2016: US\$12.3 million), representing a decrease of 34.6% over the corresponding period last year.

Pafulin, the core specialty pharmaceutical product, recorded a revenue of US\$50.5 million (2016: US\$43.8 million). Mycophenolate mofetil dispersible tablets and leflunomide tablets recorded a revenue of US\$6.5 million (2016: approximately US\$7.4 million), representing a decrease of 11.9% over last year.

Gross Profit

For the year ended 31 December 2017, the Group recorded a gross profit of US\$51.9 million (2016: US\$53.8 million), representing a decrease of 3.5% over the corresponding period last year. For the year ended 31 December 2017, the overall gross profit margin was 58.0% (2016: 56.7%), representing an increase of 1.3% over the corresponding period last year.

The increase in overall gross profit margin as compared to last year was mainly attributable to the changes in product sales mix. The sales proportion of healthcare products, which have lower gross profit margins, to the total revenue decreased from 13.0% in 2016 to 9.0% in 2017.

Other Income

Other income amounted to US\$1.3 million (2016: US\$2.1 million) for the year ended 31 December 2017, representing a decrease of 40.1% over last year, which was mainly because the government grants received in 2017 decreased by US\$0.9 million over last year. Government grants received by the Group primarily came from the local government and were partly used as recognition of the Group's efforts in developing high-technology pharmaceutical products.

銷售及分銷開支

截至二零一七年十二月三十一日止年度，本集團銷售及分銷開支上升5.4%，達到30.9百萬美元，去年同期為29.3百萬美元。本集團銷售及分銷開支佔本集團總收入上升3.6%，截至二零一七年十二月三十一日止年度為34.5%，去年同期則為30.9%。上升原因主要為新產品膚美達膠原蛋白針劑仍處於市場發展投入階段。

管理層相信醫藥與醫療美容產品的營銷模式及學術推廣優勢，是其保持市場領先地位的重要因素。本集團致力提高醫藥與醫療美容產品的知名度，積極開展教育活動。透過在全國各地舉行學術推廣座談會，使醫生和用家都能對這類產品的藥理、功效和優點等有更清晰的概念。

行政開支

截至二零一七年十二月三十一日止年度的行政開支為12.8百萬美元(二零一六年：15.6百萬美元)，較去年減少17.7%。本集團行政開支佔本集團總收入下降2.1%，二零一七年十二月三十一日止年度為14.3%，去年同期則為16.4%。以人民幣計算，總行政開支下降約17.1百萬人民幣。原因包括匯兌收益3.1百萬人民幣(二零一六年：匯兌虧損0.7百萬人民幣)，另外其他費用(績效、差旅費、會務費、顧問費、招聘費等)下降約10.8百萬人民幣。

財務成本

截至二零一七年十二月三十一日止年度，本集團財務成本增加0.6百萬美元。主要由於集團平均銀行借款增加及實際年利率從二零一六年的3.56%增加到二零一七年的3.86%。

應佔聯營公司的除稅後溢利

截至二零一七年十二月三十一日止年度，應佔聯營公司的除稅後溢利為1.3百萬美元(二零一六年：1.5百萬美元)。

Selling and distribution expenses

For the year ended 31 December 2017, the selling and distribution expenses of the Group increased by 5.4% to US\$30.9 million from US\$29.3 million in the corresponding period last year. The proportion of the selling and distribution expenses of the Group to the total revenue of the Group increased by 3.6% to 34.5% for the year ended 31 December 2017 from 30.9% in the corresponding period last year. The increase was mainly due to Fillderm collagen injectable filler which is still in a market development investment phase.

Management believed that the marketing model and academic promotional advantages of pharmaceuticals and medical cosmetics products are the key factors in maintaining its leading market position. The Group endeavoured to enhance market recognition of pharmaceutical and medical cosmetics products and actively launched patient education activities. By organising academic conferences across China, doctors and users were able to have a better understanding of the pharmacology, efficacy and benefits of these products.

Administrative expenses

For the year ended 31 December 2017, administrative expenses amounted to US\$12.8 million (2016: US\$15.6 million), representing a decrease of 17.7% over last year. The proportion of the administrative expenses of the Group to the total revenue of the Group decreased by 2.1% to 14.3% for the year ended 31 December 2017 from 16.4% in the corresponding period last year. Calculated in RMB, administrative expenses in general decreased by approximately RMB17.1 million, which was due to exchange gains of RMB3.1 million (2016: exchange losses of RMB0.7 million) together with the decrease of other expenses (including performance bonus, travel expenses, conference expenses, advisory fees, recruitment costs and etc.) by approximately RMB10.8 million.

Finance costs

For the year ended 31 December 2017, finance costs of the Group increased by US\$0.6 million. This was mainly due to the increase of average bank borrowings and the effective interest rate per annum increasing from 3.56% in 2016 to 3.86% in 2017.

Share of post-tax profit of associates

Share of post-tax profit of associates for the year ended 31 December 2017 amounted to US\$1.3 million (2016: US\$1.5 million).

所得稅開支

寧波立華獲高新技術企業認證，享有15%所得稅優惠政策。根據中華人民共和國企業所得稅法(「企業所得稅法」)及所得稅法實施細則，除寧波立華外，其他中國附屬公司的企業所得稅稅率為25%。

本公司擁有人應佔溢利

截至二零一七年十二月三十一日止年度，本公司股東應佔溢利為15.6百萬美元，較去年同期的3.8百萬美元上升11.8百萬美元。

流動資金、財務資源及資本架構

本集團主要以經營活動產生現金淨額應付其營運資金及其他資金所需，於經營現金流量不足以應付資金需求時，則會不時尋求外部融資(包括銀行借款)。

於二零一七年十二月三十一日，本集團之流動資產淨值約為4.3百萬美元(二零一六年十二月三十一日：流動負債淨值約為13.5百萬美元)，流動比率為1.0(二零一六年十二月三十一日：0.9)。

於二零一七年十二月三十一日，本集團的現金及現金等價物為8.9百萬美元(二零一六年十二月三十一日：10.1百萬美元)。於二零一七年十二月三十一日，本集團擁有已抵押銀行存款32.6百萬美元(二零一六年十二月三十一日：27.1百萬美元)作為銀行借款的擔保。

本集團於二零一七年十二月三十一日的借款為99.1百萬美元(二零一六年十二月三十一日：105.1百萬美元)。

於二零一七年十二月三十一日，本集團之淨負債權益比率為56.5%(二零一六年十二月三十一日：75.1%)，乃按年末的淨負債(借款減去現金及銀行結餘)除以總權益計算得出。

Income tax expense

Ningbo Liwah has obtained the certification as a high-technology enterprise and enjoys a preferential income tax rate of 15%. According to the Enterprise Income Tax Law of the PRC and the implementation rules of the income tax law, except for Ningbo Liwah, the enterprise income tax rate for other PRC subsidiaries was 25%.

Profit attributable to owners of the Company

The profit attributable to owners of the Company for the year ended 31 December 2017 amounted to US\$15.6 million, representing an increase by US\$11.8 million from US\$3.8 million in the corresponding period last year.

Liquidity, financial resources and capital structure

The Group primarily finances its working capital and other capital requirements by net cash generated from operating activities and resorts to external financing including bank borrowings from time to time when the operating cash flow is insufficient to meet capital requirements.

As at 31 December 2017, net current assets and current ratio of the Group were approximately US\$4.3 million (31 December 2016: net current liabilities of US\$13.5 million) and 1.0 (31 December 2016: 0.9) respectively.

As at 31 December 2017, the Group's cash and cash equivalents amounted to US\$8.9 million (31 December 2016: US\$10.1 million). As at 31 December 2017, the Group had pledged bank deposits of US\$32.6 million (31 December 2016: US\$27.1 million) to secure bank borrowings.

The Group's borrowings as at 31 December 2017 amounted to US\$99.1 million (31 December 2016: US\$105.1 million).

As at 31 December 2017, the Group's net debt-to-equity ratio was 56.5% (31 December 2016: 75.1%), calculated by net debt (borrowings minus cash and bank balances) at the end of the year over total equity.

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

資產抵押

於二零一七年十二月三十一日，若干銀行存款及應收票據，面值合計36.1百萬美元(二零一六年十二月三十一日：31.1百萬美元)及司太立上市股票市值44.3百萬美元(二零一六年十二月三十一日：100.1百萬美元)，已就本集團取得銀行融資及銀行借貸及同系附屬公司取得銀行借款作出抵押。

資本承擔

於二零一七年十二月三十一日，本集團有已訂約但尚未於綜合財務報表中撥備的資本開支為1.8百萬美元(二零一六年十二月三十一日：0.7百萬美元)。

或然負債

已發行財務擔保

本集團已就本集團同系附屬公司吉林海資生物工程技術有限公司(「吉林海資」)作出的借款向銀行發出擔保。於該擔保下，本集團須承擔吉林海資自銀行提取的最多人民幣130,000,000元(相等於19,895,000美元)的借款。於二零一七年十二月三十一日，本集團須承擔的擔保負債上限為吉林海資所提取的金額人民幣122,460,000元(相等於18,741,000美元)(二零一六年十二月三十一日：人民幣100,000,000元(相等於14,415,000美元))。由於該擔保的公平值並不重大且本公司董事認為根據該擔保而向本公司提出索償的可能性甚微，因此該財務擔保並未於綜合財務報表確認。

除此之外，於二零一七年十二月三十一日，本集團並無任何重大或然負債。

The exposure of the Group's transactional currency to foreign currency risk was minimal as most of the financial assets and liabilities held by the subsidiaries of the Group are denominated in the respective functional currency of the subsidiaries. The Group currently does not have any foreign currency hedging policy. However, management would closely monitor foreign exchange exposure and consider hedging foreign currency exposure when necessary.

Charges on assets

As at 31 December 2017, certain bank deposits and bills receivables in an aggregate carrying amount of US\$36.1 million (31 December 2016: US\$31.1 million) and Starry's listed shares with market value amounting to US\$44.3 million (31 December 2016: US\$100.1 million) were pledged to secure banking facilities and banking borrowings of the Group and bank borrowings of a fellow subsidiary.

Capital commitment

As at 31 December 2017, the Group's capital expenditure contracted for but not provided in the consolidated financial statements amounted to US\$1.8 million (31 December 2016: US\$0.7 million).

Contingent liabilities

Financial guarantee issued

The Group has issued a guarantee to a bank in respect of borrowings made by Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Group. Under the guarantee, the Group is liable for a maximum of RMB130,000,000 (equivalent to US\$19,895,000) borrowings drawn by Jilin Haizi from the bank. The maximum liability of the Group at 31 December 2017 under the guarantee issued represents the amount drawn down by Jilin Haizi of RMB122,460,000 (equivalent to US\$18,741,000) (31 December 2016: RMB100,000,000 (equivalent to US\$14,415,000)). The financial guarantee is not recognised in the consolidated financial statements because the fair value of the guarantee was insignificant and that the directors of the Company did not consider it is probable that a claim would be made against the Company under the guarantee.

Save as mentioned above, the Group did not have any material contingent liability as at 31 December 2017.

重大收購及出售

於二零一七年三月十五日，本集團透過上海證券交易所的場內大宗交易合共出售司太立4,175,000股股份。出售所得款項總額合共為人民幣180.0百萬元，集團獲得部分出售聯營公司收益(稅後)15.4百萬美元。本集團應佔部分出售收益淨額(稅後)約為15.4百萬美元。本集團於司太立的股權因出售由16.1%減少至12.6%。

人力資源

於二零一七年十二月三十一日，本集團有逾790名員工。截至二零一七年十二月三十一日止年度，員工成本為16.3百萬美元。本集團之員工薪酬經參考個人工作表現、專業資格、行業經驗及相關市場趨勢而釐定，當中包括薪金、津貼、醫療保險及公積金。

本集團之員工薪酬維持於競爭水準，並會每年檢討，屆時會密切參考有關勞工市場及經濟情況。本集團通過內部課程及工作坊之形式向員工提供職業提升培訓，並鼓勵員工參加與本集團業務相關之培訓課程。

Material acquisitions and disposals

On 15 March 2017, the Group has disposed of a total of 4,175,000 shares in Starry via on-market block trade sales on the Shanghai Stock Exchange. The gross proceeds from the disposal were in an aggregate RMB180.0 million, and the Group recorded a gain on partial disposal of an associate of US\$15.4 million (after tax). The net gain (after-tax) on the partial disposal attributable to the Group is approximately US\$15.4 million. As a result of the disposal, the Group's holding in Starry has reduced from 16.1% to 12.6%.

Human resources

The Group had over 790 employees as at 31 December 2017 with the employee costs of US\$16.3 million for the year ended 31 December 2017. Staff remuneration of the Group, including salary, allowances, medical insurance and provident fund, is determined with reference to individual performance, professional qualifications, experience in the industry and relevant market trends.

Salaries of employees of the Group have been maintained at a competitive level and are reviewed annually, with close reference to the relevant labour market and economic condition. The Group provides career advancement training in the form of internal courses and workshops for the staff and encourages them to participate in training programmes related to the Group's business.

環境、社會及管治報告

Environmental, Social and Governance Report

前言

為符合香港聯合交易所有限公司證券上市規則附錄二十七《環境、社會及管治報告指引》所載的要求，朗生醫藥控股股份有限公司（「本公司」，連同其附屬公司統稱「本集團」）謹此呈報二零一七年一月一日至二零一七年十二月三十一日的年度環境、社會及管治報告（「環境、社會及管治報告」），旨在向股東、員工、客戶、合作夥伴等各利益相關方公開報告本集團二零一七年度在履行企業社會責任方面的實踐、績效與發展情況。

環境、社會及管治的戰略與管理

隨著企業規模的不斷壯大發展，本集團正逐步融入可持續發展戰略於整體發展戰略體系之中。

Introduction

In order to be in compliance with the requirements as set out in the Environmental, Social and Governance Reporting Guide under Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Lansen Pharmaceutical Holdings Limited (the "Company", together with its subsidiaries as the "Group") herein report the environmental, social and governance report ("ESG Report") for the year from 1 January 2017 to 31 December 2017, to report practices, performance and development of the Group in corporate social responsibility in 2017 to our shareholders, staff, clients, partners and other stakeholders.

Strategy and Management of Environmental, Social and Governance Matters

With the continuous development and expansion of the scale of enterprise, the Group is gradually integrating the sustainable development strategy into its overall development strategy system.



我們的使命：

為向客戶提供優質產品和服務，提高人們健康水平和生活質量，實現對股東的投資回報最大化和對員工的個人發展需要的最大滿足。

Our mission:

Provide customers with quality products and services to improve people's health and quality of life, while maximising the investment return to shareholders and satisfy the personal development needs of the staff.



我們的願景：

成為大健康行業受人尊敬的知名企業。

Our vision:

To become a reputable enterprise in the healthcare industry.



我們的戰略：

開發和推廣有特色的醫藥、健康和醫美產品，通過對行業的併購整合、國際合作和持續創新，促進業務的持續穩定增長，實現股東、客戶和員工的價值共贏。

Our strategy:

To develop and promote the distinctive products of pharmaceutical, healthcare and medical cosmetics, and promote the continuous and steady growth of its business through merger and acquisition, integration, international cooperation and continuous innovation, and realise the win-win value of shareholders, customers and employees.

利益相關方參與

根據企業營運的實際情況，我們的利益相關方主要為政府與行業監管機構、投資者、客戶與消費者、供應商、員工、社區、同行業者、媒體與社會公眾。二零一七年，我們主要通過以下方式與各利益相關方進行交流，以更好地向社會履責：

Participation of stakeholders

According to the actual situation of operation of the Company, our stakeholders are mainly governmental and industrial regulators, investors, customers and consumers, suppliers, employees, the community, industry peers, media and the general public. In 2017, we communicated with stakeholders mainly by the following methods to better perform our social responsibilities:

利益相關方

Stakeholders

政府與行業監管機構

Governmental and industrial regulators

投資者

Investors

客戶與消費者

Customers and consumers

供應商

Suppliers

利益相關方溝通方式

Methods of communication with stakeholders

政府參觀考察、支持政府項目與行業協作

Government visits, supporting government projects and industry collaboration

董事會、信息披露、會議交流、日常來訪、網站、郵件、電話

Board of directors, information disclosure, conference exchange, ordinary visits, website, mail, telephone

學術研討會、新產品上市會、客戶服務、電話諮詢

Academic seminars, new product launching conferences, customer service, telephone consultations

供應商管理制度、採購招標機制、年度評價

Supplier management system, procurement tender mechanism, annual evaluation

利益相關方

Stakeholders

員工

Employees

社區

Community

同業者

Industry peers

媒體與社會公眾

Media and general public

利益相關方溝通方式

Methods of communication with stakeholders

工會、職工代表大會、多類型培訓、安全管理、文體活動、健康體檢、帶薪年假

Trade union, employee congress, multi-type training, safety management, cultural and sports activities, health examination, paid annual leave

公益活動、志願者活動

Community activities, volunteer work

行業組織、行業論壇與會議

Trade organisations, forums and conferences

信息披露、輿情監測、媒體溝通機制、網站

Information disclosure, public opinion monitoring, media communication mechanism, website

環境

本集團持續關注生產運營中的污染物排放問題，嚴格遵守國家各項法律法規，並制定了以下措施，最大限度控制各類污染物排放：

1. 寧波立華積極推進能源結構調整。於二零一三年起，將生產用鍋爐燃料由燃油改為天然氣，較當地政策提前了兩年。並增加餘熱回收裝置，隨時關注蒸汽使用情況，如發現蒸汽回流量過大，寧波立華即刻聯繫使用蒸汽的各部門，安排人員檢查各設備的蒸汽閥門關閉情況，減少不必要的蒸汽浪費，節約天然氣的使用，減少二氧化碳之排放量。
2. 對生活垃圾、工業垃圾、危險廢物等進行強制性分類，引導員工自覺、科學地開展垃圾分類。定期會請外部處理公司進行運輸以及處理。

Environment

The Group pays attention to the issue of pollutant emissions in the course of production on an ongoing basis. It strictly observes the laws and regulations of the country and has formulated the following measures in an effort to combat the emission of various pollutants:

1. Ningbo Liwah actively promotes energy restructuring. Since 2013, it has substituted oil with natural gas as the fuel for its boilers used for production two years earlier than required by the local policy. Ningbo Liwah also added residual heat recovery units and paid attention to the use of steam all the time. When excessive steam flow was identified, Ningbo Liwah will contact all departments that use steam and arrange staff to check if the steam valves of equipment are properly closed to reduce unnecessary steam waste, natural gas usage and carbon dioxide emissions.
2. Compulsory categorisation of domestic, industrial and hazardous wastes is introduced and staff is encouraged to categorise wastes autonomously and scientifically. An external treatment company is regularly engaged to transport and dispose of such wastes.

3. 本集團注重對「危廢」管理，從產生、暫存、轉移、入庫、處理、存盤有一系列的管理流程，並且有專用的「危廢倉庫」。為防止危險廢物存放處發生廢物洩漏進入河道，對存放處進行相關改造，防止危險廢物洩漏進入河道。
4. 污水處理方面，有一套專用的污水處理裝置，對下水管實行雨污分離，確保進入河道的水質為天然降水，污水經過污水站處理能完全達到市政管道排放標準。
5. 廢氣處理方面，在寧波立華製藥有限公司鎮海分公司（「立華鎮海分公司」），原料存儲、輸送環節，以集中儲存、管道輸送的方式，降低有機廢氣在存儲、輸送環節的產生。此外，在尾氣、廢水處理環節，安裝多種裝置用以消除企業生產工程中工藝廢氣外排對環境的影響。並且通過聘請協力廠商單位，企業每年制訂工作計劃，定期檢測、及時修復，有效減少有機廢氣排放，及監控企業VOCs減排措施運行效率。
6. 在管理方面，立華鎮海分公司根據地方環保局要求，持續改進企業在VOCs減排方面的工作。同時每年通過ISO14001企業內審和年度外審，以年度目標指針方案的形式多角度改進有機廢氣回收設備、尾氣吸收裝置的運行效率。
3. The Group stresses the importance of hazardous wastes management and puts in place a series of management procedures for production, temporary storage, transfer, warehousing, handling and filing as well as a dedicated warehouse for hazardous wastes. In order to prevent the leakage of hazardous wastes from the warehouse into the river, the warehouse has been renovated to avoid the wastes leaking into the river.
4. As for sewage treatment, Ningbo Liwah has installed a dedicated sewage treatment facility. By separating rainwater and sewage, Ningbo Liwah has ensured that water directly discharged to the river is rainfall. Sewage disposed of by treatment plant would entirely meet the discharge standard of municipal pipelines.
5. Regarding waste gas treatment, raw materials storage and transmission segments, Ningbo Liwah Pharmaceutical Company Limited Zhenhai Branch (“Liwah Zhenhai Branch”) reduces the production of organic waste gas in the storage and transmission segments through centralised storage and pipe transmission. Furthermore, in the exhaust gas and sewage treatment segments, various devices have been installed to mitigate the impact of waste gas produced on the environment. In addition, by engaging independent third parties, a work plan is developed every year, conducting regular examinations and timely repair, thereby effectively reducing the emission of organic waste gas and monitoring the effectiveness of VOCs emission reduction measures.
6. In connection with management, Liwah Zhenhai Branch has complied with the requirements of local environmental bureaus to continue to enhance enterprise VOCs emission reduction measures. Meanwhile, ISO14001 internal and external audits are conducted annually to improve the effectiveness of organic waste gas recovery equipment and exhaust gas absorption devices from different perspectives based on the annual performance targets.

7. 固體廢棄物方面，立華鎮海分公司加強與資源循環利用企業之間的合作，通過增設有機肥料生產、生物質燃料顆粒製作等多元化處置方式，減輕企業一般固廢處置對環境的壓力，提升資源綠色循環利用。
8. 專門成立環境保護及能源管理辦公室，時刻監控公司的日常能耗及環保情況。本集團嚴格依照相關法律法規中對排放量及排放標準的要求，對自身排放數據進行監管，相關法律法規主要包括：
- 《中華人民共和國環境保護法》
 - 《中華人民共和國大氣污染防治法》
 - 《中華人民共和國固體廢物污染環境防治法》
 - 《中華人民共和國水污染防治法》
 - 《中華人民共和國環境雜訊污染防治法》
 - 《水污染綜合排放標準》(寧波市地方標準)
 - 《鍋爐大氣污染物排放標準》(寧波市地方標準)
 - 《突發環境事件的應急預案》(寧波市環保局備案)
7. Regarding solid wastes, Liwah Zhenhai Branch has strengthened the cooperation between recycling enterprises to alleviate the pressure of general solid wastes disposal on the environment and recycle more resources by adopting diversified disposal methods such as organic fertilisers and biomass fuel granules production.
8. The Group specially sets up an environmental protection and energy management office to constantly monitor the Company's daily energy consumption and environmental protection. The Group monitors its emission indicators stringently according to the requirements of emission volume and standards under relevant laws and regulations, which primarily include:
- Environmental Protection Law of the PRC
 - Air Pollution Prevention and Control Law of the PRC
 - Prevention and Control of Environmental Pollution by Solid Wastes of the PRC
 - Water Pollution Prevention and Control Law of the PRC
 - The Law on the Prevention and Control of Noise Pollution of the PRC
 - Integrated Wastewater Discharge Standards (Ningbo local standards)
 - Air Pollutant Emission Standards for Boilers (Ningbo local standards)
 - Contingency Plans for Environmental Emergencies (filed to Ningbo Environmental Protection Bureau)

本集團用於生產的主要原材料為各類提取物與中草藥，其生產經營對於環境及天然資源或有極輕微影響。本集團積極履行社會責任，始終堅持發展與環境保護並重的理念，合理利用各類資源，以實踐環境保護。集團嚴格遵照《中華人民共和國清潔生產促進法》，並制定相關制度，進一步達到節能降耗、減污增效的目的，盡可能將生產經營過程中對生態系統造成的影響降至低。本集團也加強與資源循環利用企業的合作，提升藥渣固體廢棄物再生資源價值。

本集團倡導綠色生產理念，達到節能、降耗、減污的目的。本集團在生產過程中通過完善工藝流程、提升技術含量，亦採取LED節能照明、安裝蒸汽定時開關、純化水濃水回收、大型設備採用變頻控制、鍋爐用水採用餘熱回收等措施，節約各類資源。本集團亦鼓勵員工積極參與各類節能降耗方案設計，不斷提升員工環保意識。本集團廢水、鍋爐廢氣及噪聲等項目皆進行過檢測，所有檢測項目均符合相關標準要求。在二零一七年分別對廠區空調和鍋爐系統進行了自動化升級，用自動感應控制取代人為調節，在釋放了勞動力的同時又減少了人為調節造成的能源浪費。空調系統及鍋爐系統能耗同比節省20%。

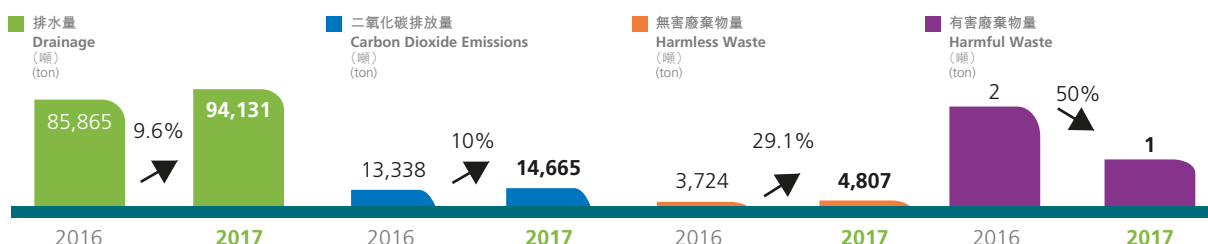
本集團亦倡導綠色辦公，將低碳經營的理念融入到生產運營中，努力向辦公低碳化、無紙化、節能化方向邁進，減少化石燃料、水、電、樹木等自然資源及能源的使用。

Raw materials used by the Group for production primarily include various extracts and Chinese herbal medicines, and the production of which may have very minor impact on the environment and natural resources. The Group actively fulfills its social responsibilities and always follows the philosophy of maintaining the balance between development and environment protection by employing various resources reasonably to protect the environment. The Group abides by the Cleaner Production Promotion Law of the PRC stringently and has established relevant systems to further the goals of energy saving, consumption reduction, pollution mitigation and effectiveness enhancement with the aim of minimising the impact of its production and operation on the ecological system. The Group also deepens its collaboration with recycling enterprises to increase the recycling value of solid dreg wastes.

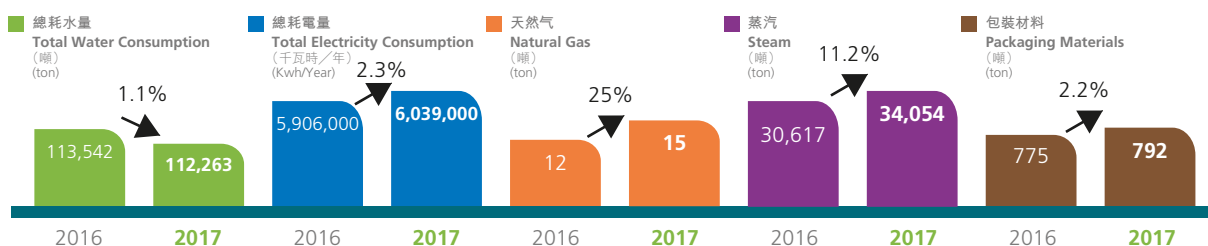
The Group advocates green production with the goals of energy saving, consumption reduction and pollution mitigation in mind. The Group reduces the use of resources by optimising its production process and improving its technologies, together with the use of LED lighting, installation of steam timers, recovery of purified and concentrated water, adoption of variable frequency control for large equipment and implementation of residual heat recovery for boiler water. In addition, the Group also encourages its staff to participate in the design of energy saving solutions and continues to raise their awareness of environmental protection. Waste water, waste gas from boilers and noise produced by the Group are all tested against relevant standards and requirements. In 2017, the Group has carried out automation upgrading on the air conditioning and boiler systems of its plants. The substitution of human adjustment by auto-induction has released the labour force as well as reduced the energy waste caused by human adjustment. Air conditioning and boiler systems recorded a year-on-year decrease of 20% in terms of energy consumption.

The Group also supports a green office objective by merging low-carbon operation into its production process and aims at low carbonisation, paperless and energy saving by reducing the use of natural resources and energy such as fossil fuels, water, electricity and timbers.

本報告期內主要排放物數據如下：
Major emissions during the reporting period are as follows:



本報告期內主要資源消耗數據：
Major resources during the reporting period are as follows:



企業文化

本集團以深耕風濕免疫處方藥領域，成為該領域基礎用藥第一品牌為目標。同時努力打造醫藥、健康、投資及醫療美容四大平台。專業、國際化、不斷創新、充滿活力是我們的企業文化，讓快樂和健朗的人生開始是我們的不懈追求。本集團提倡團隊合作，明確個人職責，樹立責任，務實，開放，共用的價值觀。為客戶提供高品質的產品，為員工創造高品質的生活，為股東取得高品質的投資，為社會回饋高品質的企業責任。傳承並創新傳統醫藥理論，打造並領導未來健康事業。

Corporate Culture

The Company aims to continue its business in prescription drugs for autoimmune rheumatic diseases and become the number one brand for basic medication in this field. It also strives to develop four major platforms of pharmaceuticals, healthcare, investment and medical cosmetics. Professionalism, internationalisation, continuous innovation, and vitality are our corporate culture, and it is our relentless pursuit to help people live a happy and healthy life. The Company promotes team cooperation, and has defined clear individual responsibilities and established values of responsibility, pragmatism, open-mindedness and sharing. It aims to provide its customers with high-quality products, to create high-quality life for its employees, to obtain high-quality investments for its shareholders and to diligently perform its corporate responsibilities for the society. It inherits and introduces innovations on traditional medicine theory in order to develop and lead the future healthcare business.

員工準則

本集團遵循公平、平等之原則，在提供就業機會、薪酬、培訓、績效考核、晉升等事務上均遵循以上原則，從未因性別、年齡、民族、宗教、文化及教育背景等因素而存在歧視，致力於為所有員工提供平等的發展平台，保障員工的各項合法權益，努力營造健康、和諧的工作環境。

本集團的勞動合同以國家頒佈的《勞動法》和地方相關勞動法規為依據，一經簽署立即具有法律效力，本集團嚴格按相關法規執行本集團的員工招聘及使用標準均嚴格遵照中國相關勞動法律、法規執行。本集團主要遵守的法律法規包括：

- 《中華人民共和國勞動法》
- 《中華人民共和國勞動合同法》
- 《中華人民共和國未成年人保護法》
- 《禁止使用童工規定》(國務院令第364號)
- 《浙江省女職工勞動保護特別規定》
- 《浙江省高溫補貼發放標準》

二零一七年內，本集團未出現違反上述法律、法規之情形。

Employee Guidelines

The Company follows the principle of fairness and equality in providing employment opportunities, remuneration, training, performance assessment and promotion, and has never discriminated on the grounds of gender, age, ethnicity, religion, culture and educational background. It is committed to providing all employees with an equal development platform and protecting their lawful interests, and strives to create a healthy and harmonious working environment.

The labour contract of the Group is based on the Labour Law promulgated by the state and the relevant labour laws and regulations of the local governments, and it shall have immediate legal effect once signed. The Group's standards for staff recruitment and deployment are in strict compliance with the relevant labour laws and regulations of the PRC. The Company is mainly subject to the following laws and regulations:

- Labour Law of the PRC
- Labour Contract Law of the PRC
- Law of the PRC on the Protection of Minors
- Provisions on the Prohibition against the Use of Child Labour (State Council Order No. 364)
- Special Provisions on Labour Protection of Female Workers in Zhejiang Province
- Standards for Distribution of High-temperature Subsidies in Zhejiang Province

In 2017, the Company did not violate any of the above laws and regulations.

用工政策

本集團按照市場化原則，提供具有市場競爭力的薪酬福利。不同崗位在決策責任、影響範圍以及資格要求等方面的特性是薪酬水準的決定性因素。薪酬和服務時間長短、學歷高低沒有必然關係，但是和業績、能力密切相關。工作表現是決定工資水準與加薪的基本因素。員工之薪酬參照市場調研資料為對標依據，結合本集團的發展需要，根據個人能力、貢獻、勝任力等進行匹配的薪資制定，亦會按年內個人表現發放酌情獎勵，以激勵員工對本集團作出的貢獻，並按國家規定為員工繳納養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金。

本集團獲得的每一個進步都與廣大員工的努力密切相關，本集團發展的同時也讓員工分享成功的果實，確保員工能夠公平的獲得價值並按貢獻程度分享價值。

工作時間

為幫助員工獲得工作和生活的平衡，本集團員工之工作時間符合《中華人民共和國勞動法》及《中華人民共和國勞動合同法》中的有關要求。本集團辦公室員工實行每周40小時工作時間的制度；生產員工實行輪班、輪休制度。銷售人員實行不定時工作制。若需要員工超時工作本集團會依照國家相關勞動法律、法規的有關規定，向員工支付相應的工作報酬。員工的休息日及法定節日與國家勞動法規定一致。

Employment Policy

The Group provides competitive remuneration and benefits in accordance with the market principles. The characteristics of different positions in terms of decision-making responsibilities, scope of influence and eligibility requirements are the decisive factors in pay levels. Remuneration is not necessarily related to service time and educational background. Instead, it is closely related to performance and ability. Work performance is the basic factor that determines the wage level and raises. The remuneration of the employees of the Company is determined with reference to market survey and in view of the development needs of the Company to match their capability, contribution and competence. Annual discretionary bonuses will also be provided based on individual performance as an incentive for their contribution. The Company also makes contributions to pension, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing fund for its employees in accordance with national regulations.

Every progress made by the Group is closely related to the efforts of its employees. The Group also allows its employees to share the fruits of success in its development in order to ensure that employees can receive values fairly based on their contributions.

Working Hours

In order to help its employees strike a balance between work and life, the working hours of the employees of the Group are in compliance with the requirements of the Labour Law of the PRC and the Labour Contract Law of the PRC. Under the working system of the Company, office staff work 40 hours per week and production staff work in shifts and take turns to have holidays. Sales staff work irregular hours. If any employee is required to work overtime, he/she will be compensated correspondingly by the Group in accordance with the relevant PRC labour laws and regulations. The employees' days off and statutory holidays are in compliance with the requirements of the national labour laws.

人員結構

我們鼓勵和尊重多元化。集團包括不同性別、年齡、技能、教育背景、行業經驗及其他質素的員工，以達致最適合之結構和平衡。

員工權益及福利

本集團在創造企業經濟效益的同時也積極保障並維護員工權益，提高員工的各項福利待遇，重視提升員工的歸屬感，增強企業的凝聚力。

本集團員工均享受帶薪休假，除享有國家規定的法定節假日外，員工之獎金、津貼、補貼、福利等按國家及集團有關制度發放。本集團除了為員工繳納基本醫療保險外，還為員工提供意外商業保險及補充養老保險，工會互助住院重疾保險及女職工安康保險，與基本醫療養老保險互為補充。同時，本集團還為滿足條件的員工提供一定比例的醫療費用報銷，以減輕員工負擔。於報告期內，本集團走訪慰問病困及離退休員工，並以慰問金、慰問物品等形式給予其關心與資助。

本集團依法成立工會組織及職工代表大會制度，旨在保障全體員工的各項合法權益，為員工提供了暢通開放的溝通管道。同時，集團通過自動化辦公平台（「OA辦公平台」）、企業郵箱、內部期刊、宣傳欄、調查問卷等形式及時將集團的最新動態傳遞給每一位元員工，並積極聽取員工的意見與建議，針對員工關注度較高的問題及時採取相應的改進措施，保障廣大員工的利益。

Staff Structure

We encourage and respect diversity. The Group has employees of different genders, ages, skills, educational background, industry experience and other qualities to achieve an optimum structure and balance.

Rights and Benefits of Employees

While creating economic benefits, the Group also actively protects and safeguards the interests of its employees and improves the welfare of its employees. It attaches great importance to improving the sense of belonging of its employees and increasing its cohesion.

All employees of the Group are entitled to paid leaves. In addition to the statutory holidays, its employees also receive bonuses, allowances, subsidies and benefits provided by the Group in accordance with the relevant systems of the PRC and the Group. In addition to basic medical insurance contributions, the Group also makes commercial accident insurance and supplementary pension contributions as well as provides unionised mutual aid hospitalisation insurance for critical illness for its employees and medical insurance cover for its female staff so as to complement the basic medical and pension insurance contributions. Furthermore, the Group reimburses those employees who meet specified conditions for a certain proportion of their medical expenses to reduce their burden. During the reporting period, the Group visited its sick and retired employees and provided them with care and assistance in the form of money and supplies.

The Group has established a labour union and a workers' representative assembly in accordance with the law, aiming to protect the lawful interests of all of its employees and provide free-flowing communication channels for its employees. In addition, the Group keeps every employee informed of its latest development and actively listens to their opinions and suggestions through its office automation platform (the "OA Platform"), corporate emails, internal periodicals, bulletin boards and questionnaires, and takes relevant remedial measures to tackle problems that are of concerns to its employees in order to protect their interests.

本集團為豐富員工業餘生活，成立有羽毛球協會、足球協會、籃球協會，每週為員工提供了籃球場、羽毛球館等運動場地及娛樂設施，並不定期舉辦和兄弟公司、業務合作單位、社區的團體業餘比賽。此外，亦定期發行《新立華》內部月刊，開通〈彙聚朗生〉微信公眾號，豐富員工的文化生活。報告期內，集團共組織包括籃球比賽、羽毛球賽、爬山運動、非洲鼓等在內的40餘場豐富多彩的活動，參與人數約1,000餘人次，在幫助員工舒緩壓力、豐富業餘生活的同時也為員工搭建了展現自我及相互溝通融合的平台。

員工健康與安全

員工是集團最重要的財富和資源，因此集團始終把員工的健康與安全放在首位，集團以安全生產保護員工，致力於為員工提供健康關懷，亦為員工提供安全、健康及受保障的工作環境。

集團生產車間均裝有除塵、除噪、除濕等設備，並規範設置危險品識別標誌，規範使用。對於有可能造成職業傷害的特種設備，定期保養，專人使用，定期年檢。對於有可能出現危害的有毒、有害工作場所，設置警示標誌、制訂應急預案。為生產員工提供防護用品等勞保用品，最大限度地降低對員工健康的傷害。同時，集團每年定期舉行消防疏散、自救、急救、逃生等演練，強化員工的安全意識以及自我保護意識，避免員工於工作中發生意外。

In order to enrich the leisure activities of its employees, the Group has established a badminton association, a football association and a basketball association, providing its employees with sports venues and entertainment facilities including basketball courts and badminton halls for weekly activities, and holds amateur team competitions with Group companies, business partners and communities from time to time. Moreover, it publishes the "New Liwah" (《新立華》) internal monthly magazine, and operates a Wechat public account named "Gather at Lanshen" (《彙聚朗生》) to enrich the cultural life of its employees. During the reporting period, the Group had organised over 40 activities including basketball games, badminton games, hiking, African drum activity, with approximately 1,000 participants, which have built a platform for its employees to exhibit themselves and conduct communication while relieving their pressure and enriching their leisure time.

Staff Health and Safety

Employees are the most important assets and resources of the Group. As such, the Group always puts the health and safety of its employees in the first place. It protects the production safety of its staff, and is committed to providing its employees with healthcare as well as a safe, healthy and protected working environment.

The Group's production workshops are all installed with equipment for dust, noise and poison protection. Signs of dangerous goods are set up, and the use of those goods is regulated. For special equipment which may cause occupational injuries, periodic maintenance and annual check-up would be performed and those equipment can only be used by authorised personnel. For toxic and harmful workplaces that may cause danger, warning signs are set up and contingency plans are formulated. Its production staff members are provided with appliances for labour protection including protection equipment to minimise the damages to the health of its employees. Besides, the Group holds annual drills for fire evacuation, self-help, first aid and escape on a regular basis to enhance the awareness of safety and self-protection of its employees and prevent accidents at work.

集團制定了《企業職工健康管理規程》及《衛生和人員健康狀況管理規程》，每年定期組織全體員工進行全面健康體檢。對於從事具有職業危害的員工，集團嚴格執行《中華人民共和國職業病防治法》和相關勞動保護條例等有關規定，通過定期進行健康檢查、療養等方式降低職業疾病發生率。

集團盡全力改善員工的工作環境及設施，致力於為全體員工提供溫馨、舒適的辦公環境。集團宣導無煙化辦公，廠區嚴格禁煙。此外，集團在不同工作場所設有配套餐廳，每天提供營養豐富、品種多樣的健康餐品。

員工培訓與發展

本集團尊重人才，期以發展。本著組織與個人融合發展的理念，二零一七年集團繼續朝著構建學習型組織方向進行，持續推進全方位的人才培訓體系，並取得良好的效果。包括新員工入職系列培訓、生產管理專項培訓、市場銷售專項培訓、通用技能培訓、領導力發展計劃、團隊建設培訓等。

二零一七年本集團根據不同需要開展各類面授培訓30餘期，涵蓋60多個課程，累計參與人數達2,300餘人次，人均培訓時長超過20小時，員工能力和素質得到明顯提升，後備梯隊人員不斷拓展，集團將更加適應新形勢下各類人才的培養需求。

The Group has formulated the Employee Health Management Procedures (《企業職工健康管理規程》) and the Hygiene and Personal Health Condition Management Procedures (《衛生和人員健康狀況管理規程》), and organises all staff to receive regular comprehensive health examinations each year. For its employees at positions with occupational hazards, the Group strictly implements the requirements of the Law of the PRC on Prevention of Occupational Diseases and relevant labour protection regulations, and strives to lower the incidence of occupational diseases through regular health examinations and resting.

The Group made every effort to improve its employees' working environment and facilities and had been dedicated to providing a warm and comfortable working environment for all of its employees. The Group advocates smoke-free office and strictly prohibits smoking in the factory area. In addition, the Group has canteens at different workplaces, providing various healthy food with rich nutrients every day.

Staff Training and Development

The Group values talent and provides a platform for its development by conforming to the philosophy of common development of the Group and employees. In 2017, it continued to build a learning-oriented organisation and promote an all-round talent training system covering new employee induction, special production management training, special sales and marketing training, general skills training, a leadership development plan, team building training, etc, which had produced positive results.

In 2017, the Group, according to the different needs, held more than 30 phases of face-to-face training covering over 60 courses, with totally over 2,300 participants and over 20 hours of training per person. Employees' ability and quality were obviously enhanced. As the backup talent pool continues to expand, the Group will be able to meet the training needs of all kinds of talents under the new situation.

案例一：銷售新員工入職強化培訓體系

二零一七年集團優化了新員工入職培訓體系，新入職員工首先進行2個月的e-learning線上課程自學(企業文化／集團政策制度／疾病與產品知識／財務知識／SFE政策)、區域帶教並通過線上考核合格後，進入寧波總部開展為期7天的新員工強化培訓，課程涵蓋：團隊融合拓展訓練、商務禮儀、銷售技巧、演講技巧、疾病與產品知識、銷售晉升發展與能力模型、集團政策答疑等，並由資深地區經理現場進行一對一輔導和演練考核，考核成績普遍優良，新人進一步提高了專業知識技能水準，並提升團隊協作意識，加深融入團隊的速度。

案例二：市場銷售階梯式專項培訓體系

基於不同職位的核心勝任力要求，二零一七年本集團制定了市場銷售職位在專業層面的學習發展路徑，結合員工的經驗和能力水準，在專員層面，階梯一課程設置為《區域管理》和《銷售技巧》，二零一七年60餘名員工參加了本階段課程學習；階梯二課程則為《進階銷售技巧》和《進階演講技巧》、50人參加；對於資深高級專員和星級專員，我們則安排了《關鍵客戶管理》課程，45名員工參加。50名地區經理根據能力需求分別參加了《目標選才》、《實地輔導》、《業務計劃》等課程。另外，在二零一七年對市場部全體進行了《如何制定產品策略與市場計劃》課程培訓。根據個體能力水準的差異及需求的不同，階梯式的學習發展路徑則對集團人才「定制化」培養，進一步提升了學習積極性和培訓轉化效果。

Case One: New Sales Employee Induction System

In 2017, The Group optimised the new employee induction system. New recruits firstly took a 2-month self-study e-learning online course (corporate culture/group policy and system/disease and product knowledge/financial knowledge/SFE policy). After regional teaching and passing the examination online, they went to the Ningbo Headquarters for a 7-day new employee intensive training. The course covered team integration and development training, business etiquette, sales skills, presentation skills, disease and product knowledge, sales promotion, development and ability model, explanation of Group policies, etc. Senior regional managers also gave one-on-one counselling and practice examination. The examination result was generally good. In this way, newcomers further improved their professional knowledge, skills and awareness of teamwork and fitted into the team faster.

Case Two: Special Multi-level Marketing Training System

Based on the requirements of different positions for core competence and employees' experience and ability, the Group has set up learning path of professional knowledge for sales and marketing positions in 2017. For specialists, courses at Level One included "Regional Management" and "Sales Skills". More than 60 employees participated in level one in 2017. There were 50 participants attended Level Two courses on "Advanced Sales Skills" and "Advanced Presentation Skills". For senior specialists and star specialists, 45 participants attended the "Management of Key Customers" course. 50 regional managers joined courses such as "Targeted Talents Selection", "Field Guidance" and "Business Plan" accordingly. In addition, we held training for the Marketing Department on how to develop product strategy and marketing plan in 2017. This multi-level learning path provides tailored training for employees of different abilities and needs and further inspires their learning enthusiasm with better training effect.

本集團根據自身發展規則及需要設立雙通道職位發展體系。雙通道發展規定了人才晉級的評定標準，並與薪酬、學習發展緊密結合，為每一位員工創造了公平、健康、廣闊的發展平台，鼓勵員工不斷提高自身的業務素質。本集團依照各崗位性質及工作特點劃分出經營管理、市場銷售、專業技術、技能操作四種職系晉升路徑。

持續推進「專業+管理」雙通道建設，促進員工與集團共同發展

二零一七年，本集團繼續優化員工專業技術序列通道建設，在市場銷售序列上進一步踐行了雙通道發展。本集團依照管理、市場銷售、專業技術、技能操作四種職系晉升路徑，於年度內頒佈《銷售職位發展通道與晉升認證規定》，基於能力模型構建晉升體系，豐富評鑒工具，並於年度開展2次該通道晉升認證，共計30人參加了案例分析、角色扮演、面試答辯，20人通過認證獲得晉級。集團將持續推進「專業+管理」雙通道建設，不斷擴大應用範圍，積極為現有專業技術序列資格人員搭建各類發展平台，促進員工與集團共同發展。

供應鏈管理

供應鏈管理是本集團質量控制體系重要環節之一，集團均按照藥物監管部門批准的經營範圍經營藥品、器械、醫療美容產品。相關經營許可證照齊全而有效。採購和銷售均嚴格審核供貨商和客戶資質，無超限經營。

The Company has established a dual-channel career development system in view of the rules and needs of its development. The dual-channel development system stipulates assessment standards for staff promotion and is closely related to the remuneration, learning and development of its employees. It has built a fair, healthy and broad development platform for all employees and encourages them to constantly improve their own job skills. Based on the nature and features of positions, the Group designs four career paths for staff holding positions in operation and management, marketing, specialised technique and skilled operations respectively.

Constant Promotion of “Professionalism + Management” Dual-channel for Mutual Development of Employees and the Group

In 2017, the Group continued to optimise the construction of specialised skills channel for employees and further practised dual-channel sales and marketing career development. The Group issued Sales Position Development Channel and Promotion Certification Regulations in accordance with the four career paths, built a promotion system based on ability and enriched evaluation tools. It held channel promotion certification twice during the year, with a total of 30 people joining case study role playing and interviews, in which 20 got promotion by certification. The Group will continue to promote the construction of “professionalism + management” dual-channel, constantly expand its application, build all kinds of development platforms for certified staff and promote mutual development of staff and the Group.

Supply Chain Management

Supply chain management is an important element of the Group’s quality control system. The Group conducts its pharmaceuticals, devices and medical cosmetic products operations according to the business scope approved by the drug administration authorities and has obtained all relevant and valid business licences. Qualifications of suppliers and customers will be scrutinised rigorously during our procurement and sales processes to ensure they all operate within their business scope.

本集團始終秉承品質是品牌的生命這一宗旨，供應鏈管理是本集團品質管制體系的重要環節之一，本集團所有產品的進、銷、存及所有原料、輔料、包材及產品的供應質量，均符合《中華人民共和國藥品管理法》、GMP、《中華人民共和國藥典》、《藥品經營品質管制規範》、《醫療器械監督管理條例》、《醫療器械經營品質管制規範》等相關法規要求，並嚴格按照藥品監督部門批准的經營範圍經營藥品、醫療器械和醫療美容產品。集團按照GSP法規要求制定了《供貨單位及產品的審核管理制度》、《首營企業審核程式》、《首營品種審核程式》、《採購管理制度》、《銷售出庫管理制度》等制度，操作規程檔日趨完善，並按照相關制度對供應商的經營資質、經營範圍、經營產品進行嚴格審核，以確保供應商和合作客戶的合規經營。

本集團供應商、客戶及產品均經過集團品質管制部門嚴格審核，審核標準按照產品類別，並根據與之相關的法律、法規和首營企業、首營產品、首營客戶審核相關制度、規程嚴格審核。供應商、客戶及產品相關資料均經過藥監局網站核實，經審核合格的供應商、客戶和產品進入《合格供應商一覽表》、《合格客戶一覽表》、《合格產品檔案》。

本集團亦會對所有經營的產品進行年度採購品質評審，分別和藥品供應商以及其他產品的相關供應商和服務公司簽訂《品質保證協議》，對供應商、客戶品質管制體系進行年度評價，同時密切關注國家藥監局網站公佈的品質資訊，對評價不合格或出現嚴重品質問題的客商，本集團將立即停止該供應商之供貨和下游客戶發貨，在系統內凍結涉事客商，確保本集團產品品質安全。

The Group has always been adhering to the principle of quality is the life of a brand. Supply chain management is an important element of the Group's quality control system. The quality of all purchasing, selling and storing products and all raw materials, auxiliary materials, packaging materials and products of the Group on the supply side meets relevant regulatory requirements of the Drug Administration Law of the PRC, GMP, Pharmacopoeia of the PRC, Good Supply Practice for Pharmaceutical Products, Regulation on the Supervision and Administration of Medical Devices and Good Supply Practice for Medical Devices. The Group conducts its pharmaceuticals, devices and cosmetics operations according to the business scope approved by the drug administration authorities. It follows regulatory requirements of GSP and formulates Suppliers and Products Selection and Management System, Newly-operated Suppliers Selection and Management System, New Products Selection and Management System, Procurement Management System, and Selling and Retrieval Management System. Its operating procedures are increasingly optimised. The Group is very selective about its suppliers, including their operation qualification, scope of business and products to ensure the compliant operation of its suppliers and customers.

All suppliers, customers and products must pass the strict selection of our Quality Control Department according to product category, relevant laws and regulations and relevant audit and assessment systems for newly-operated suppliers, new products and new customers. All relevant information of the suppliers, customers and products must pass the verification on the website of the Food and Drug Administration. Only those suppliers, customers and products which have gone through our audit and assessment processes may be listed on the Qualified Suppliers Directory, Qualified Customers Directory and Qualified Products Directory, respectively.

The Group holds annual purchasing quality appraisal on all of its products. It has signed Quality Assurance Agreement with pharmaceutical suppliers and other related product suppliers as well as service companies. It also assesses the quality control systems of suppliers and customers every year. At the same time, it pays close attention to quality information on the website of China's Food and Drug Administration. If the supplier does not pass the assessment or serious quality issues are identified, the Group will suspend the supplier's product provisions and its downstream customers' product delivery immediately and freeze their qualification in its system to ensure the quality and safety of our products.

於二零一七年，本集團自150家供應商採購原料、輔料及包材，供應商的地區分佈如下：華東99家；華南8家；華北11家；華中14家；西南9家；西北2家；東北4家；進口2家。此外，本集團亦與8家產品供應商合作，藥品供應商5家，器械供應商2家，化妝品供應商1家，主要分佈情況：華東4家；華中1家；東北1家；及西北2家。10家均經過供應商和產品資質審核和供應商質量管理體系評價合格。

產品品質

行業政策法規

本集團所經營的產品主要包括藥品、醫療器械、醫療美容產品等，嚴格遵照國家有關產品安全的法律法規，相關法律法規主要包括：

- 《中華人民共和國藥品管理法》
- 《中華人民共和國藥品管理法實施條例》
- 《中華人民共和國產品品質法》
- 《藥品生產品質管制規範》(國家藥品監督管理局)
- 《藥品不良反應報告和監測管理辦法》(衛生部令第81號)
- 《藥品經營品質管制規範》
- 《醫療器械監督管理條例》
- 《醫療器械經營品質管制規範》
- 《化妝品衛生監督管理條例》

In 2017, the Company procured raw materials, auxiliary materials and packaging materials from 150 suppliers with geographical distribution as follows: 99 in east China; 8 in south China, 11 in north China; 14 in central China; 9 in south-west, 2 in north-west; 4 in north-east and 2 from abroad. Furthermore, there were 8 product cooperative suppliers, among which 5, 2 and 1 were pharmaceuticals, devices and cosmetics suppliers respectively, with geographical distribution as follows: 4 in east China; 1 in central China; 1 in north-east; and 2 in north-west. The 10 suppliers all successfully went through the supplier and product qualification assessment and supplier quality management system.

Product Quality

Policies, Laws and Regulations Concerning the Industry

The main products operated by the Group including pharmaceutical products, medical devices and medical cosmetics, etc. are all in strict compliance with the applicable laws and regulations of the PRC regarding product safety, which mainly include:

- Drug Administration Law of the PRC
- Rules for Implementation of Drug Administration Law of the PRC
- Law of the PRC on Product Quality
- Good Manufacture Practice of Medical Products (China Food and Drug Administration)
- Measures for the Reporting and Monitoring of Adverse Drug Reactions (Ministry of Health Order No. 81)
- Good Supply Practice for Pharmaceutical Products
- Regulations on the Supervision and Administration of Medical Devices
- Good Supply Practice for Medical Devices
- Regulations on Cosmetics Hygiene Supervision

本集團依法進行廣告宣傳，進一步保障消費者權益、維護品牌形象。集團嚴格執行《中華人民共和國廣告法》、《醫療廣告管理辦法》、《中華人民共和國藥品管理法》、《藥品廣告審查辦法》等法律法規，保證集團廣告宣傳合法合規，遏制違法廣告等有損集團及品牌形象的情形發生。

品質管制體系

本集團確立了「品質是品牌的生命，責任是品質的保證」的品質方針，並建立了完整的品質管制體系。集團組織結構完整，明確各部門崗位的品質職責，並配備符合崗位資質要求的品質管制人員，對相關崗位人員進行培訓與考核。按照國家相關法律、法規要求制定產品經營品質管制制度、操作規程檔，並根據法律、法規及集團實際情況進行修訂。

本集團配備符合GSP要求的倉儲物流設施設備及電腦資訊管理系統，對冷鏈等相關設備進行定期驗證。二零一七年為了保證集團陰涼庫溫度控制符合法規要求，集團新增一批中央空調。

本集團實施自源頭至終端的全線GMP管理模式，從原料採購、進貨直到入庫均採用嚴格的驗收制度，一旦發現質量不達標準，立即退貨處理；生產過程中若出現不合格產品，質量管理人員均有權實行一票否決，確保出廠產品完全符合質量要求。本集團建立了相關的產品召回程式，對存在質量隱患可能危及或傷害用戶健康的產品能確保及時召回，保障人民用藥安全有效。

The Group markets and promotes its products in compliance with applicable laws and regulations in order to further protect the rights and interests of consumers and our brand image. The Group strictly abides by relevant laws and regulations such as the Advertisement Law of the PRC, Measures for the Administration of Medical Advertisements, the Drug Administration Law of the PRC, Measures on the Examination and Approval of Medical Advertisements, so as to ensure the advertisement and marketing activities meet the requirements of such laws and regulations and to prevent the occurrence of illegal advertisement which may bring adverse impact to the Group and its brand image.

Quality Management System

The Group has established its core principle for quality management as "Quality determines the life of a brand, while responsibility is the guarantee of quality", and has established a complete quality management system. The Group is properly organised with various departments, each of which has its own responsibility for quality and has quality control personnel with appropriate qualification who will be responsible for the training and appraisal of relevant staff. We have formulated a system of good supply practice and operation code for our products in accordance with the relevant laws and regulations of the PRC and will make relevant amendments according to applicable laws and regulations and the actual practice of the Group.

The Group is equipped with storage and logistics equipment and facilities and computer management system which meet the requirements of GSP, and would regularly checks such cold chain equipment. In 2017, in order to ensure the temperature control of the Group's cool warehouse meets regulatory requirement, the Group purchased a batch of new central air conditioners.

The Group has implemented a GMP management model for the whole supply chain, and has adopted a strict inspection and acceptance system for the processes of procurement, delivery and storage of raw materials, in which any goods failing to meet required quality standards will be returned immediately. Quality control personnel has absolute discretion to refuse any unqualified products identified during the manufacturing process so as to ensure all products met relevant quality requirements before leaving the factory. The Group has formulated relevant product recall procedures to make sure that products which have safety defects and may endanger or adversely impact the users' health can be recalled in a timely manner so as to ensure the safety and effectiveness of the products for the consumers.

集團通過認證：

The Group has obtained the following certifications:

認證類型

Certification Category

新版藥品生產品質管制規範認證(GMP)

GMP (new version)

ISO9001, ISO14001

ISO9001, ISO14001

ISO22000

ISO22000

NSF

NSF

發證機構

Issuing Agency

國家食品藥品監督管理局

China Food and Drug Administration

Intertek

Intertek

Intertek

Intertek

上海禾邦認證有限公司

NSF Shanghai Co, Ltd.

經營環節品質控制

本集團從採購、收貨、入庫、儲存、出庫過程均有崗位人員進行質量管控。發現質量異常問題，崗位人員可報告質量管理部處理。如已售出產品發現質量問題，可通過客戶查詢投訴環節發現，確定為嚴重質量問題的，通知下游客戶暫停銷售並收回。

Quality Control in Operation

The Group has personnel responsible for quality control in the whole process of procurement, acceptance, entering the warehouse, storage, and delivery out of the warehouse. In the event of anything abnormal in respect of product quality, responsible staff will report the relevant problems to the quality management department for handling. If sold products are found to have quality problems through customers' enquiries and complaints and such problems are material, we will notify the downstream clients to suspend the sale of products and recall the sold products.

產品品質查詢、投訴、收回管理

質量管理部負責產品品質查詢、投訴問題處理，消費者或下游客戶可通過集團業務人員或客服部回饋查詢、投訴問題。質量管理部根據回饋情況，調查核實問題原因，調查清楚後給予答覆；對於涉及生產方面問題，質量管理部回饋供貨商或生產企業，由後者給予調查、答覆。對於容易重複出現的問題，制定預防措施並跟進。

Enquiry, complaint and recall management in relation to product quality

Our quality management department is responsible for enquiries and complaints handling regarding product quality. Consumers or downstream customers may give feedback and make complaints through the Company's sales personnel or customer service department. The quality management department will inspect and verify the causes based on the feedback before making a reply. As for production issues, the quality management department will forward the issues to suppliers or manufacturing enterprises for their inspection and reply. Preventive and follow-up measures will be formulated for repetitive issues.

維護及保障智慧財產權

本集團經營產品中，藥品附有電子監管碼，醫療器械產品附有防串碼，可對產品進行追溯，同時可防止假冒產品冒用集團品牌。同時，本集團一直非常重視知識產權維護和保障，多年來持續不斷的註冊自己商標品牌，積極申報專利保護，一般每年都會新申報發明專利，至今已經擁有註冊商標53件，有效授權發明專利19項。於二零一五年十二月，集團通過《企業知識產權管理規範》管理體系認證，獲得知識產權管理體系認證證書。

消費者隱私保障

本集團尊重消費者隱私，對消費者回饋的問題如實解答，同時承諾對於消費者的聯繫方式、住址、隱私等個人資訊不向外洩漏。

反腐敗

集團規定決不可以提供或給予任何人士賄賂款項、佣金、回扣、非法政治捐獻或其它不正當的款項。商業應酬要合法、合理並符合客戶及所在部門的守則。為避免利益衝突，在集團本職工作以外從事的財務活動或其它交往必須合法，不得與作為集團員工所承擔的本職工作發生利益衝突。不准濫用集團的財力、物力、或影響力，或損壞集團的良好聲譽。凡是有涉嫌犯罪的人員，集團將及時向相關部門檢舉、報告。

Intellectual Property Rights Protection

For the products of the Group, pharmaceuticals and medical devices come with electronic monitoring codes and anti-tampering codes respectively, which can be used to track the products and prevent counterfeit products from using the Company's brand. Meanwhile, the Group has always attached great importance to the maintenance and protection of intellectual property rights. The Group has been registering its trademarks and brands and actively declaring patent protection for years. Generally, the Group applied for new patents every year and possesses 53 registered trademarks and 19 valid patented inventions to date. In December 2015, the Group passed the assessment of the Enterprise Intellectual Property Management Standard and obtained the intellectual property management system certificate.

Consumer Privacy Protection

The Group respects consumer privacy and would answer consumers' enquiries truthfully while committed to keeping the contact information, addresses and personal information of consumers confidential.

Anti-corruption

The Group has established rules that no bribes, commissions, rebates, illegal political donations or other improper payments shall be provided or given to any person. Business entertainment shall be legal, reasonable and in compliance with the codes for customers and the relevant departments. In order to avoid conflicts of interest, any financial activities or other activities not conducted in the course of performing duties for the Group must be legal and shall not conflict with the performance of duties for the Group's employees. None of the Group's financial resources, assets or influence shall be abused, and its good reputation shall not be tarnished. The Company will promptly report any person suspected of a crime to the relevant departments.

集團除了在制度建設上保證員工的廉潔自律以外，建立的內部監督體系也從另一層面約束了員工的違法行為。董事會下設有內審委員會，全面並獨立的負責集團的內部審計監督；亦設有內部審計部門，從風險控制角度對集團的財務賬實相符、資產的安全、經濟效益及其他有關經濟活動，進行監督和風險提示，從而有效控制並降低經營風險。本年度集團內審部門從制度執行的角度出發，不定時抽查員工是否嚴格按照集團制度規定的反腐條款來約束自己，給員工以警示作用。嚴格遏制賄賂、詐騙、貪污等各類違法經營行為的發生，促進集團的依法合規經營。

於報告期內，該等制度及體系對集團風險控制及反腐敗管理方面起到了較好的控制與防範作用，未發現重大缺陷。

社會公益

成為有社會責任感的企業公民是集團一以貫之的文化理念，扶危濟困，襄助公益事業是企業履行的重要社會責任之一。集團在不斷發展的同時積極回饋社會。社會公益活動不只是義務，更是集團成長與發展之路的必備條件。集團將經營發展與社會責任高度融合，以「承擔責任」為宗旨積極投身社會公益活動之中。

In addition to ensuring the staff's integrity and discipline in system development, the established internal supervision system also produces restraint to employees' unlawful acts. An internal audit committee has been established under the board of directors, which is fully and independently responsible for supervising the internal audit of the Group. An internal audit department has also been established to monitor the reconciliation of book accounts and actual situations, safety of assets, economic benefits as well as other related economic activities and provide risk alert from the perspective of risk control, so as to effectively control and lower operational risks. During the year, for the sake of system implementation, the internal audit department of the Group from time to time conducts random inspections on whether employees have exercised self-restraint in light of the Group's anti-corruption rules and regulations for serving as a warning to the staff. In addition, the Group strictly prevents unlawful operations including bribery, fraud and corruption and facilitates the operation of the Group in accordance with relevant laws and regulations.

During the reporting period, these rules and systems played a positive role of control and prevention in risk control and anti-corruption management of the Group, and no major defects were identified.

Social Welfare

Becoming a corporate citizen with a sense of social responsibility is the cultural philosophy that the Group has been following. Helping the poor and supporting the public welfare undertakings are also one of the significant social responsibilities. The Group corporate actively contributes to the society during its continuous development. To promote social welfare is not just an obligation of the Group, but also necessary for its growth and development. The Group has achieved a high degree of integration of its operation with its social responsibilities, and actively participates in promoting social welfare with the aim of "taking responsibility".

集團成立至今，已設立冠名基金及專項助學基金，積極參與「同城陽光」活動，每年用來幫助外來務工子女的學習、生活、就醫等。積極參與環境改善、五水共治等綠色環保公益活動。集團在反哺社會的同時，還積極引導集團員工參加各類公益組織，開創出爭當志願者為榮的精神風貌。

二零一七年，集團面向社會發起的一項公益環保活動—「公益小行為，大美在頂峰」，通過「珠峰清掃」和「垃圾入箱網路行動」，呼籲社會各界人士共同關注地球生態環境保護，從堅持垃圾入箱的小行為做起，共同攜手保護地球生態環境健康和美麗的平衡。

Since its inception, the Group has established funds under its name and special scholarship funds, and has actively participated in “city sunshine” (同城陽光) activities, which were utilised to help with the learning, life and medical treatment of the children of migrant workers each year. It vigorously participates in environment protection and green public welfare activities including environmental improvement, sewage treatment, flood prevention, water drainage, water supply and water saving. While repaying the society, the Group also actively guides its employees to participate in various charity organisations and create a spirit of taking pride in becoming volunteers.

In 2017, the Group socially initiated a public welfare activity, “Small acts of charity at the glamour peak of the Everest”. Through activities of “Sweeping Everest” and “NETOPS of pairing rubbish with dustbin”, the Group appealed to people from all walks of life to protect the ecological environment and jointly safeguard the healthy and beautiful balance of ecological environment starting from little things, such as throwing rubbish into dustbins.

董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

執行董事

陳力先生，56歲，為本公司常務執行董事兼集團行政總裁。陳先生在醫藥行業擁有超過二十五年經驗。於二零一四年七月至加入本集團前，陳先生在中國Alfa Wassermann擔任總經理。陳先生以前曾在多家國際知名醫藥企業工作。二零零九年六月至二零一二年十一月，他在美國雅培擔任中國部總經理；二零零四年至二零零九年六月，他在惠氏製藥公司中國上海擔任助理副總裁。一九九二年至二零零四年期間，分別在葛蘭素史克、赫斯特醫藥中國、拜耳製藥中國、巴斯夫科諾中國、羅素中國工作。陳先生於一九八三年在同濟醫科大學取得醫學學士(內科醫生)學位。

侯淞先生，42歲，為本公司執行董事兼財務總監。侯先生於二零一五年九月加盟本集團。侯先生擁有超過15年在香港及中國大陸的財務、會計和企業管理經驗，多年在大型製藥集團企業從事財務管理工作，並曾於二零零七年至二零零八年擔任本公司副財務總監。侯先生於二零零零年在中山大學畢業，獲得經濟學學士會計學位，並於二零一五年在香港中文大學與清華大學聯合舉辦的金融財務工商管理碩士學位課程(FMBA)畢業，獲得工商管理碩士學位。侯先生為中國專業會計師。

Executive Directors

Mr. CHEN Li, age 56, is the Executive Managing Director and Chief Executive officer of the Group. Mr. Chen has over 25 years of experience in the pharmaceutical industry. Prior to joining the Group, Mr. Chen has been General Manager of Alfa Wassermann China since July 2014. Mr. Chen worked for a number of internationally renowned pharmaceutical companies in the past. He was previously General Manager of China with Abbot from June 2009 to November 2012 and Assistant Vice President of Wyeth Pharmaceuticals Shanghai from 2004 to June 2009. During the period from 1992 to 2004, Mr. Chen also worked in GlaxoSmithKline, Hoechst China, Bayer China, BASF Knoll China and Roussel China. Mr. Chen obtained a bachelor's degree in Medicine (Doctor of Internal Medicine) from Tongji Medical University in 1983.

Mr. HOU Song, age 42, is an executive Director and the chief financial officer of the Company. Mr. Hou joined the Group in September 2015. Mr. Hou has over 15 years of experience in finance, accounting and corporate management in Hong Kong and mainland China. Mr. Hou has many years of experience in financial management in large pharmaceutical companies. He had worked as deputy finance officer of the Company from 2007 to 2008. Mr. Hou graduated from Sun Yat-sen University with a bachelor of economics degree in accounting in 2000 and, in 2015, obtained a MBA degree in the MBA Program in Finance offered by The Chinese University of Hong Kong in collaboration with Tsinghua University. Mr. Hou is a qualified accountant in the People's Republic of China.

非執行董事

吳鎮濤先生，64歲，為本公司非執行董事兼主席。他也為Cathay International Holdings Limited (「Cathay」) (一間在倫敦證券交易所上市的公司)的執行主席，同時兼任該公司執行委員會及薪酬委員會主席。吳先生為Cathay集團創始人。在過去的二十幾年裡，Cathay集團主要在中華人民共和國經商及投資。吳先生生於北京並在當地接受教育。他於一九八二年畢業於北京工業大學，並持有工商管理學位。吳先生於一九八二年至一九八五年在國家科研機構擔任高級行政人員後，於一九八六年至一九八九年先後出任兩家新成立的國有金融機構董事總經理職務。自一九八八年起，吳先生通過一些公司投資及發展了深圳富苑酒店(現為深圳富苑皇冠假日套房酒店)，成立了國泰國際水務有限公司集團公司，大規模投資中國公用事業及基礎設施。當時的策略性股東包括摩根大通、新加坡科技、瑞銀集團、西班牙國際銀行及野村集富亞洲投資公司。此項業務曾經是中國自來水及污水處理項目最大的外方投資者，淨資產額超過十億美元。

Stephen Burnau HUNT先生，78歲，為本公司非執行董事兼前任主席。Hunt先生於一九九二年加盟國泰國際集團。他為Cathay International Holdings Limited (一間在倫敦證券交易所上市的公司)的副主席兼非執行董事，曾任香港一家投資公司Aliant Capital的董事總經理。Hunt先生為美國人，曾在美國銀行工作24年，擔任國際性管理及借貸職位，並擔任香港美國銀行的高級副總裁及區域總經理。一九八九年，彼出任香港美國商會主席；一九九零年，彼獲委任加入香港政府的國際商業委員會；一九八九年至一九九一年，彼出任香港政府的自由貿易顧問委員會成員。Hunt先生目前出任香港美國商會慈善基金的受託人，由二零零四年十一月至二零一一年六月亦為聯交所主板及創業板上市委員會成員。Hunt先生由二零一二年至二零一五年擔任一家在香港成立的私人投資公司Solar Plus (HK) Limited的董事兼行政總裁。彼於一九六一年於杜克大學取得文學士學位，於一九六三年於哥倫比亞大學取得國際事務碩士學位。

Non-executive Directors

Mr. Wu Zhen Tao, age 64, is a non-executive Director and chairman of our Company. He is also executive Chairman and is the Chairman of the Executive and Remuneration Committees of Cathay International Holdings Limited ("Cathay"), a company listed on the London Stock Exchange and founder of the Cathay Group, which has over 20 years' history of business and investment focused on the PRC. He was born and educated in Beijing. He graduated from the Beijing University of Technology in 1982. He also has a degree in Business Administration. Mr. Wu acted as a senior executive in government scientific institutes in the PRC from 1982 to 1985 and as managing director of two newly established state owned financial institutions in the PRC from 1986 to 1989. Since 1988 Mr. Wu has, through companies, invested in and developed the Landmark Hotel (now called Crowne Plaza Hotel & Suites Landmark Shenzhen) in Shenzhen and established the Cathay International Water Limited group of companies, which made substantial investments in public utility and infrastructure in the PRC. Strategic shareholders were JP Morgan, Singapore Technologies, UBS, Banco Santander and Nomura JAFCO, and this business was once the largest foreign investor in water and waste water treatment projects in the PRC with net assets of over US\$1 billion.

Mr. Stephen Burnau HUNT, age 78, is a non-executive Director and former chairman of our Company. Mr. Hunt joined the Cathay International Group in 1992. He is the deputy chairman and a non-executive director of Cathay International Holdings Limited, a company listed on the London Stock Exchange. Mr. Hunt was formerly the managing director of Aliant Capital, an investment company in Hong Kong. Mr. Hunt, a US citizen, spent 24 years with Bank of America in international management and lending positions. Mr. Hunt was senior vice president and area general manager for Bank of America located in Hong Kong. Mr. Hunt was president of the American Chamber of Commerce in Hong Kong in 1989. In 1990, Mr. Hunt was appointed to the Hong Kong Government's International Business Committee, and from 1989 to 1991 was a member of the Hong Kong Government's Advisory Committee on Free Trade. Mr. Hunt is currently a trustee of the American Chamber of Commerce's Charitable Foundation. Mr. Hunt also served as a member of the Main Board and GEM Listing Committee of the Stock Exchange from November 2004 to June 2011. From 2012 to 2015, Mr. Hunt was a director and Chief Executive Officer of Solar Plus (HK) Limited, a private investment company incorporated in Hong Kong. Mr. Hunt obtained a bachelor of arts degree from Duke University in 1961 and a master's degree in international affairs from Columbia University in 1963.

Biographical Details of Directors and Senior Management

李晉頤先生，60歲，為本公司非執行董事兼副主席。李先生於二零一零年一月加盟CIH集團，並為CIH的行政總裁。李先生於銀行業豐富經驗，在過去20年曾擔任主要金融機構的多個高級管理職位。李先生曾擔任廈門市商業銀行的董事。於加盟CIH集團前，李先生曾擔任富邦銀行(香港)有限公司董事總經理兼行政總裁共五年半，亦曾擔任富邦金融控股股份有限公司董事。在此之前，李先生為摩根大通公司董事總經理以及中國事務部高級主管、摩根大通公司香港管理委員會主席。李先生於二零一一年六月二十二日獲台中銀行委任為獨立董事，台中銀行於台灣證券交易所上市。李先生於一九八四年取得哈佛大學工商管理碩士學位。

劉雪姿女士，41歲，為本公司非執行董事。劉女士於二零零二年加盟國泰國際控股有限公司，任職於企業發展部及資產管理部，現為國泰副總裁及資產管理部聯席主管。劉女士對企業併購及資產管理擁有超過14年經驗。在加盟國泰前，劉女士為一家美國基建網絡公司的亞太地區區域負責人，負責開發及拓展該公司在亞洲地區的業務。劉女士於一九九九年於美國三藩市大學經濟學院取得工商管理學士學位。

Mr. LEE Jin Yi, age 60, is a non-executive Director and deputy chairman of our Company. Mr. Lee joined the CIH Group in January 2010 and is the chief executive officer of CIH. Mr. Lee has extensive experience in the banking industry and held various senior management positions with major financial institutions over the past 20 years. Mr. Lee has been a director of Xiamen City Commercial Bank. Prior to joining the CIH Group, Mr. Lee was the managing director and chief executive officer of Fubon Bank (Hong Kong) Limited for five and a half years and a director of Fubon Financial Holding Company Limited. Prior to that, Mr. Lee was the managing director and China senior country officer of J.P. Morgan Chase & Co. and chairman of the Hong Kong Management Committee of J.P. Morgan Chase & Co. Mr. Lee was appointed as an independent director of Taichung Bank on 22 June 2011. Taichung Bank is listed on Taiwan Stock Exchange. Mr. Lee obtained a master's degree in business administration from Harvard University in 1984.

Ms. LIU Xuezi, age 41, is a non-executive Director of our Company. Ms. Liu joined Cathay International Holdings Limited in 2002 and has been working in the corporate development department and asset management department. She is currently vice president and co-head of asset management of Cathay. Ms. Liu have over 14 years of experience in mergers and acquisitions and asset management. Before joining Cathay, Ms. Liu was head of the Asia-Pacific region of a US network infrastructure company, responsible for the start-up and expansion of the company's business in Asia. Ms. Liu graduated from the School of Economics of University of San Francisco, majoring in business administration, in 1999.

獨立非執行董事

陳記煊先生，66歲，為本公司獨立非執行董事。陳先生於二零一零年四月九日加盟本集團。彼在外聘審核、訊息科技審核、培訓、會計及金融、公司秘書及公司行政管理、資訊系統管理、內部審核、訊息安全、風險管理及合規等專業領域有超過三十年的經驗。陳先生是香港會計師公會、英國特許公認會計師公會資深會員及澳洲會計師公會資深會員及訊息科技專家。陳先生亦是下列專業團體的會員或成員：香港電腦學會及美國人壽管理學會。彼亦是國際資訊系統審計與控制協會認可訊息系統審計師及香港董事學會資深會員。陳先生是思與智顧問有限公司的行政總裁、新里程電腦系統有限公司的高級顧問，於二零一零年九月一日至二零一四年八月三十一日為香港理工大學會計及金融學院的兼任教授。於二零一六年二月十九日，陳先生獲委任為劍虹集團控股有限公司(股票代號：1557)的獨立非執行董事。彼並於二零一六年六月十日獲委任為華融投資股份有限公司(原名震昇工程控股有限公司)(股票代號：2277)的獨立非執行董事及審計委員會主席。陳先生於二零一七年八月十八日獲委任為中國寶力科技控股有限公司(股票代號：0164)的獨立非執行董事，並於二零一七年九月二十六日獲委任為審核委員會主席。陳先生於一九九一年至一九九六年在康聯人壽保險有限公司(前稱怡和人壽保險有限公司)任職，離職前為合規總經理。彼於一九九六年至二零零零年在道亨銀行／國浩集團有限公司擔任內部審核主管，於二零零一年至二零零三年在星展銀行(香港)有限公司擔任大中華地區合規主管及董事總經理，於二零零四年至二零零五年在南順(香港)有限公司擔任集團財務總監，於二零零六年擔任香港會計師公會專業水平審核總監，並於二零零六年十二月至二零零九年四月擔任中國平安保險(集團)股份有限公司集團合規部主管。陳先生於一九七六年畢業於香港理工學院，獲得高級會計文憑。

Independent non-executive Directors

Mr. CHAN Kee Huen, Michael, age 66, is an independent non-executive Director of the Company. Mr. Chan joined our Group on 9 April 2010. He has over 33 years' experience in external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance. Mr. Chan is a fellow of The Hong Kong Institute of Certified Public Accountants and The Chartered Association of Certified Accountants; and a fellow and specialist in information technology of CPA Australia. Mr. Chan is also associate or member of the following professional bodies: The Hong Kong Computer Society and the Life Management Institute. He is also a certified information systems auditor with the Information Systems Audit and Control Association and a fellow of the Hong Kong Institute of Directors. Mr. Chan is the chief executive of C&C Advisory Services Limited, senior advisor of New Frontier Computer Systems Limited and was an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University from 1 September 2010 to 31 August 2014. On 19 February 2016, Mr. Chan was appointed as an independent non-executive Director of K.H. Group Holdings Limited (stock code: 1557). He was also being appointed as an independent non-executive Director and Chairman of the Audit Committee of Huarong Investment Stock Corporation Ltd. (formerly Chun Sing Engineering Holdings Limited) (stock code: 2277) on 10 June 2016. Mr. Chan was appointed as an independent non-executive Director of China Baoli Technologies Holdings Limited (stock code: 0164) on 18 August 2017 and Chairman of the Audit Committee on 26 September 2017. Mr. Chan has worked at CMG Life Assurance Limited (formerly Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance. He was the head of internal audit of Dao Heng Bank/Guoco Group Limited from 1996 to 2000, the head of compliance in Greater China, managing director of DBS Bank (Hong Kong) Limited from 2001 to 2003, the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the director of Quality Assurance of HKICPA in 2006 and the head of group compliance of Ping An Insurance (Group) Company of China, Limited from December 2006 to April 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic in 1976.

Biographical Details of Directors and Senior Management

鄧昭平先生，69歲，為本公司獨立非執行董事。鄧先生於二零一零年四月九日加盟本集團。彼自一九八五年加入Russell Reynolds Associates香港辦事處起一直在獵頭領域任職。鄧先生曾任Russell Reynolds Associates大中華區的主席，直至二零零八年年底從該行業退休為止。鄧先生在美國麻省波士頓的Tufts University接受教育，於一九七二年獲文學士學位，並於一九七五年畢業於位於康涅狄格州紐黑文的耶魯大學醫學院，取得公共衛生的碩士學位。彼為非公營機構如香港學術及職業資歷評審局成員。

Fritz Heinrich HORLACHER先生，68歲，為本公司獨立非執行董事。Horlacher先生於二零一一年二月十日加盟本集團。彼於醫藥行業擁有超過三十年的經驗。Horlacher先生於一九七四年開始在羅氏澳洲從事醫藥工作。其後由一九八一年至二零零八年於裕利醫藥亞太（「裕利醫藥」）工作，並由一九九五年至二零零八年擔任裕利醫藥的行政總裁，負責提供服務予亞太地區逾125個以研究為主的國際醫藥製造商的業務。Horlacher先生於二零零八年退任裕利醫藥行政總裁一職。由二零零五年至二零零七年，彼為Invida Group Pte Ltd的替任董事。由二零零二年至二零零四年，彼為Australian Pharmaceutical Industries Limited（於澳洲證券交易所上市的公司）的非執行董事。由二零零二年至二零零八年，彼為國際藥物批發商聯合會（International Federation of Pharmaceutical Wholesalers）董事會的亞洲代表。彼為Alliance Boots之醫藥批發部門之亞洲區域董事，並於二零一一年至二零一三年擔任廣州醫藥有限公司之董事兼董事會主席。Horlacher先生由二零一三年一月至二零一五年八月擔任總部設在德國漢堡的全球醫療器械公司BSN Medical顧問委員會的非執行委員。Horlacher先生於一九六九年畢業於瑞士的Montana Institute及於一九七二年畢業於南非的Union College。

Mr. TANG Chiu Ping, Raymond, age 69, is an independent non-executive Director of our Company. Mr. Tang joined our Group on 9 April 2010. He has been in the executive search field since 1985 when he joined the Hong Kong office of Russell Reynolds Associates. Mr. Tang was formerly chairman, Greater China at Russell Reynolds Associates until late 2008 when he retired from the industry. Mr. Tang was educated in the United States at Tufts University in Boston, Massachusetts where he obtained a bachelor of arts degree in 1972; and he graduated with a master's degree in public health from the Yale University School of Medicine in New Haven, Connecticut in 1975. Mr. Tang has served as a member of non-governmental organisations such as the Hong Kong Council of Academic Accreditation and Vocational Qualifications.

Mr. Fritz Heinrich HORLACHER, age 68, is an independent non-executive Director of our Company. Mr. Horlacher joined our Group on 10 February 2011. He has over 30 years' experience in the pharmaceutical industry. Mr. Horlacher started his pharmaceutical career with Roche Australia in 1974. Mr. Horlacher worked at Zuellig Pharma Asia Pacific ("Zuellig Pharma") from 1981 to 2008 and was the chief executive officer of Zuellig Pharma from 1995 to 2008. He was responsible for its operations servicing more than 125 international research-based pharmaceutical manufacturers in the Asia Pacific region. Mr. Horlacher retired as chief executive officer of Zuellig Pharma in 2008. From 2005 to 2007, Mr. Horlacher was an alternate director of Invida Group Pte Ltd. Mr. Horlacher was a non-executive director of Australian Pharmaceutical Industries Limited (a company listed on the Australian Securities Exchange) from 2002 to 2004. Mr. Horlacher was the Asia representative on the board of directors of the International Federation of Pharmaceutical Wholesalers from 2002 to 2008. He was regional director of Asia for the Pharmaceutical Wholesale Division of Alliance Boots and was also a director and chairman of the Board of Guangzhou Pharmaceutical Corporation from 2011 to 2013. Mr. Horlacher was a non-executive member of the Advisory Board of BSN Medical, a global medical device company based in Hamburg, Germany, from January 2013 to August 2015. Mr. Horlacher graduated in 1969 from Montana Institute in Switzerland and from Union College in South Africa in 1972.

高級管理人員

杜篤先生，40歲，任本集團業務發展總監。杜先生於二零一五年六月加入本集團，在醫藥流通領域17年從業經歷，曾在輝瑞製藥七年和住友製藥三年從事醫藥商務工作十年之久，彼曾任住友製藥全國商務經理一職。杜先生二零一四年畢業於西南交通大學，研究生學歷，獲得工商管理碩士學位。

趙宇先生，45歲，為本集團人力資源總監，於醫藥業擁有超過19年的人力資源管理經驗。加盟朗生集團前，彼於輝瑞、羅氏及默克擔任人力資源高級職務。趙先生於一九九六年在中國人民大學取得工商管理學士學位。

洪舟先生，49歲，為寧波立華總經理。洪先生於二零一五年十一月加入本集團，在醫藥界工作超過25年歷史，曾經在江西省藥檢所、諾華製藥、拜耳製藥、雅培製藥公司工作。洪先生在一九八九年年獲得江西大學(現為南昌大學)化學系分析化學專業學士學位。

Senior Management

Mr. DU Du, age 40, is the business development director of the Group. Mr. Du joined the Group in June 2015 and has 17 years of working experience in pharmaceutical distribution. He had worked for ten years (seven years and three years in Pfizer and Sumitomo Dainippon Pharma Co., Ltd. respectively) in pharmaceutical commerce. He had worked in Sumitomo Dainippon Pharma as manager of national commerce. Mr. Du graduated from Southwest Jiaotong University with a post-graduate MBA degree in 2014.

Mr. ZHAO Yu, age 45, is the Group human resources director who has over 19 years' human resources management experience in the pharmaceutical industry. Prior to joining the Lansin Group, he worked at Pfizer, Roche and Merck in senior human resources positions. Mr. Zhao obtained a bachelor's degree in business management from Renmin University of China in 1996.

Mr. HONG Zhou, age 49, is the general manager of Ningbo Liwah. Mr. Hong joined our Group in November 2015 and has over 25 years' experience in the pharmaceutical industry. Mr. Hong previously worked for Jiangxi Food and Drug Administration, Novartis, Bayer and Abbott. Mr. Hong obtained his bachelor's degree in analytical chemistry from Jiangxi University (now Nanchang University) in 1989.

董事會(「董事會」)欣然提呈彼等之年度報告連同截至二零一七年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司作為投資控股公司。其主要附屬公司及聯營公司之業務分別載於綜合財務報表附註31及19。

業績及分派

本集團截至二零一七年十二月三十一日止年度之業績載於第95頁之綜合損益及其他全面收益表。

年內共向股東派付每股4.17港仙(約0.53美仙)之中期股息，合計17,306,000港元(約2,217,000美元)。

董事現建議向於二零一八年六月二十日名列本公司股東名冊之股東派付每股3.58港仙(約0.46美仙)之末期股息，合計14,857,000港元(約1,909,000美元)，惟須待股東於即將舉行的股東大會批准後，方可作實。

固定資產

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註15。

借款

本集團之借款詳情載於綜合財務報表附註26。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註24。

截至二零一七年十二月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

本公司之可分派儲備

於二零一七年十二月三十一日，按照開曼群島公司法計算，本公司之可分派儲備金額為20,090,000美元。本公司儲備於年內之變動詳情載於綜合財務報表附註25。

The board (the "Board") of directors (the "Directors") are pleased to present their annual report together with the audited consolidated financial statements for the year ended 31 December 2017.

Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are set out in Notes 31 and 19 to the consolidated financial statements respectively.

Results and Appropriations

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on page 95.

An interim dividend of HK4.17 cents (approximately US0.53 cents) per share amounting to HK\$17,306,000 (approximately US\$2,217,000) in aggregate was paid to the shareholders during the year.

The Directors now recommend the payment of a final dividend of HK3.58 cents (approximately US0.46 cents) per share to the shareholders on the register of members of the Company on 20 June 2018, amounting to HK\$14,857,000 (approximately US\$1,909,000) in aggregate, subject to approval by the shareholders in the forthcoming general meeting.

Fixed Assets

Details of the movements in the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

Borrowings

Particulars of borrowings of the Group are set out in Note 26 to the consolidated financial statements.

Share Capital

Details of movements in share capital of the Company during the year are set out in Note 24 to the consolidated financial statements.

During the year ended 31 December 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Distributable Reserves of the Company

As at 31 December 2017, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to US\$20,090,000. Details of the movements in the reserves of the Company during the year are set out in Note 25 to the consolidated financial statements.

主要客戶及供應商

年內，本集團之五大客戶銷售總額佔本集團銷售總額約31.9%（二零一六年：24.4%），而其中最大之客戶佔本集團銷售總額10.2%（二零一六年：8.6%）。

年內，本集團之五大供應商採購總額佔本集團採購總額35.1%（二零一六年：38.0%），而其中最大之供應商佔本集團採購總額11.8%（二零一六年：14.6%）。

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

董事

於年內及直至本報告日期，本公司之董事如下：

常務執行董事：

陳力先生(行政總裁)
(於二零一八年三月一日獲委任)

執行董事：

劉幫民先生(行政總裁)
(於二零一八年一月三十一日辭任)
侯淞先生(財務總監)

非執行董事：

吳鎮濤先生(主席)
(於二零一七年三月三十日獲委任)
Stephen Burnau Hunt先生
(於二零一七年三月三十日辭任主席，
但仍留任為董事)
李晉頤先生(副主席)
湯軍先生(於二零一七年三月三十日辭任)
劉雪姿女士

獨立非執行董事：

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

按照本公司之章程細則第108條，陳力先生、侯淞先生及劉雪姿女士將輪值退任，並符合資格重選連任。

Major Customers and Suppliers

During the year, the aggregate sales attributable to the Group's five largest customers accounted for approximately 31.9% (2016: 24.4%) of the Group's total sales and sales from the largest customer included therein amounted to 10.2% (2016: 8.6%).

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for 35.1% (2016: 38.0%) of the Group's total purchases and purchases from the largest supplier included therein amounted to 11.8% (2016: 14.6%).

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

Directors

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

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*)
(appointed on 1 March 2018)

Executive Directors:

Mr. Liu Bang Min (*Chief Executive Officer*)
(resigned on 31 January 2018)
Mr. Hou Song (*Chief Financial Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)
(appointed on 30 March 2017)
Mr. Stephen Burnau Hunt
(resigned on 30 March 2017 as Chairman but remains as a Director)
Mr. Lee Jin Yi (*Deputy Chairman*)
Mr. Tang Jun (resigned on 30 March 2017)
Ms. Liu Xuezi

Independent non-executive Directors:

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

In accordance with article 108 of the Company's articles of association, Mr. Chen Li, Mr. Hou Song and Ms. Liu Xuezi will retire by rotation and, being eligible, will offer themselves for re-election.

董事之服務合約

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

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零一七年十二月三十一日，董事及其聯繫人於本公司及其相聯法團之股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例(「證券及期貨條例」)第352條須存置之登記冊內之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則已知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

於本公司普通股中持有之好倉：

董事姓名	身分	持有已發行 普通股數目	佔本公司已發行 股本之百分比
Name of Director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
李晉頤先生 Mr. Lee Jin Yi	實益擁有人 Beneficial owner	500,000 (好倉) (Long position)	0.12%
Stephen Burnau Hunt先生 Mr. Stephen Burnau Hunt	實益擁有人 Beneficial owner	100,000 (好倉) (Long position)	0.02%

除上文所披露者外，於二零一七年十二月三十一日，概無董事、最高行政人員及其聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債權證中擁有根據證券及期貨條例第352條須予以記錄之任何權益或淡倉，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

Directors' Service Contracts

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

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2017, the interests and short positions of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to The Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

Save as disclosed above, none of the Directors, Chief Executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2017 which was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

董事於Cathay International Holdings Limited的購股權

本公司之最終控股公司Cathay International Holdings Limited (「CIH」)設有購股權計劃，旨在將行政人員及僱員與CIH股東的利益緊密相聯，透過吸引、挽留及鼓勵具適當技能的人材以促進CIH及其附屬公司之業務發展。本公司董事李晉頤先生、湯軍先生及劉雪姿女士作為CIH僱員而獲授予購股權。CIH之購股權計劃於二零一零年六月三日獲採納，除非另行被註銷或修訂，否則自該日起十年內維持有效。

授予本公司董事認購CIH股份之購股權計劃詳情如下：

Directors' Share Options in Cathay International Holdings Limited

Cathay International Holdings Limited (「CIH」), the Company's ultimate holding company, operates share option plan for the purpose of aligning the interests of executives and employees with those of shareholders of CIH and to enable the development of CIH and its subsidiaries' business by attracting, retaining and motivating personnel with appropriate skills. Mr. Lee Jin Yi, Mr. Tang Jun and Ms. Liu Xuezi, the directors of the Company, were granted share options in the capacity as employees of CIH. The share option plan of CIH was adopted on 3 June 2010 and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

Details of the share options granted to the Company's directors to subscribe for shares in CIH were as follows:

董事姓名 Name of Director	購股權數目 Number of share options		於二零一七年 十二月三十一日 At 31 December 2017	購股權授出日期 Date of grant of share options (附註a) (Note a)	購股權行使期間 Exercise period of share options	購股權行使價 Exercise price of share options (便士) (pence)
	於二零一七年 一月一日 At 1 January 2017	年內失效 Lapsed during the year				
李晉頤先生 Mr. Lee Jin Yi	2,300,000	(2,300,000)	—	二零一二年四月三日 3 April 2012	二零一五年四月三日至 二零一七年四月二日 3 April 2015 to 2 April 2017	29.88
	4,142,353	(4,142,353)	—	二零一四年四月一日 1 April 2014	二零一七年四月一日至 二零一九年三月三十一日 1 April 2017 to 31 March 2019	37.275
	2,250,000	—	2,250,000	二零一五年三月三十一日 31 March 2015	二零一八年三月三十一日至 二零二零年三月三十日 31 March 2018 to 30 March 2020	20.00
	8,692,353	(6,442,353)	2,250,000			
湯軍先生 Mr. Tang Jun	200,000	(200,000)	—	二零一二年四月三日 3 April 2012	二零一五年四月三日至 二零一七年四月二日 3 April 2015 to 2 April 2017	29.88
	320,000	(320,000)	—	二零一四年四月一日 1 April 2014	二零一七年四月一日至 二零一九年三月三十一日 1 April 2017 to 31 March 2019	37.275
	200,000	—	200,000	二零一五年三月三十一日 31 March 2015	二零一八年三月三十一日至 二零二零年三月三十日 31 March 2018 to 30 March 2020	20.00
	720,000	(520,000)	200,000			

董事姓名 Name of Director	購股權數目 Number of share options		於二零一七年 十二月三十一日 At 31 December 2017	購股權授出日期 Date of grant of share options (附註a) (Note a)	購股權行使期間 Exercise period of share options	購股權行使價 Exercise price of share options (便士) (pence)
	於二零一七年 一月一日 At 1 January 2017	年內失效 Lapsed during the year				
劉雪姿女士 Ms. Liu Xuezi	360,000	(360,000)		二零一二年四月三日 3 April 2012	二零一五年四月三日至 二零一七年四月二日 3 April 2015 to 2 April 2017	29.88
	500,000	(500,000)		二零一四年四月一日 1 April 2014	二零一七年四月一日至 二零一九年三月三十一日 31 March 2019	37.275
	330,000	—	330,000	二零一五年三月三十一日 31 March 2015	二零一八年三月三十一日至 二零二零年三月三十日 31 March 2018 to 30 March 2020	20.00
	1,190,000	(860,000)	330,000			

附註：

(a) 購股權之歸屬日期乃自授出日期起三年期間屆滿，惟須先達成表現條件。

Note:

(a) The vesting date of share options is at the expiry of the three year period from the date of grant, subject to satisfaction of performance conditions.

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

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

董事於重大合約中之權益

吳鎮濤先生，於二零一七年三月三十日獲委任為非執行董事兼主席，截至二零一七年十二月三十一日，持有CIH約62.94%普通股及A股權益。除本報告「關連交易」一節下與CIH有關之交易所披露外，概無本公司、其控股公司、同系附屬公司或附屬公司為其訂約方及董事或與董事有關連的實體直接或間接擁有其重大權益之重大交易、安排及合約，於年末或年內任何時間仍然有效。

Directors' Interests in Contracts of Significance

Mr. Wu Zhen Tao, appointed as a non-executive Director and chairman of our Company on 30 March 2017, holds approximately 62.94% of Common and A Shares interests in CIH as at 31 December 2017. Save as disclosed in the transactions in relation to CIH under the section headed "Connected Transactions" of this Annual Report, no transaction, arrangement and contract of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

管理合約

於本年度內，並無與本公司全部或任何重大部分業務的管理或行政事宜相關的合約訂立或存在。

Management Contracts

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

主要股東

於二零一七年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東名冊顯示，除以上披露有關若干董事之權益外，以下股東亦已知會本公司其於本公司已發行股本中擁有之相關權益及淡倉。

Substantial Shareholders

As at 31 December 2017, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

股東名稱	附註	身份	持有已發行 普通股數目	佔本公司已發行 股本之百分比
Name of shareholder	Notes	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
國泰國際醫藥生產及銷售(中國)有限公司 (「國泰國際醫藥(中國)」)	1	實益權益 Beneficial interest	209,820,000 (好倉) (Long position)	50.56%
Cathay International Pharma Manufacture and Distribution (China) Limited (“CI Pharma China”)				
國泰國際長春生物技術及藥業有限公司 (「國泰國際長春」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Changchun Biotechnology and Pharmaceutical Limited (“CIC”)				
國泰國際生物技術及藥業(中國)有限公司 (「國泰國際生物技術及藥業(中國)」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Biotechnology and Pharmaceutical (China) Limited (“CI Biotech & Pharma China”)				
國泰國際醫藥有限公司(「國泰國際醫藥」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Pharmaceutical Limited (“CIP”)				
國泰國際生物技術有限公司(「國泰國際生物 技術」)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Biotech Company Limited (“CIB”)				
Cathay International Holdings Limited (“CIH”)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
Cathay International Enterprises Limited (“CIE”)	2	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
吳鎮濤 Wu Zhen Tao	3	全權信託創辦人及信託 受益人 Founder of discretionary trusts and beneficiary of a trust	209,820,000 (好倉) (Long position)	50.56%

附註：

- (1) 該等股份由國泰國際醫藥(中國)持有。國泰國際醫藥(中國)由國泰國際長春擁有18%權益及由國泰國際生物技術及藥業(中國)擁有82%權益。國泰國際長春則由國泰國際生物技術及藥業(中國)擁有100%權益。國泰國際生物技術及藥業(中國)則由國泰國際醫藥全資擁有，而國泰國際醫藥乃由國泰國際生物技術全資擁有，後者由CIH全資擁有。因此，國泰國際長春、國泰國際生物技術及藥業(中國)、國泰國際醫藥、國泰國際生物技術及CIH被視為擁有該等股份之權益。
- (2) CIH約61.74%普通股及A股權益由CIE持有。因此，CIE被視為於國泰國際醫藥(中國)所持有之股份中擁有權益。
- (3) CIE之全部已發行股本由吳鎮濤先生為吳鎮濤先生及其家族成員之利益成立之信託(「Wu氏家人信託」)持有。作為Wu氏家人信託之創辦人，吳鎮濤先生被視為於CIE所持有之股份中擁有權益。

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

獨立性確認

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

關連交易

根據上市規則之規定，本公司與本公司關連人士(定義見上市規則)之交易構成本公司之關連交易。本公司遵照上市規則規管及管理該等交易。

Notes:

- (1) These shares are held by CI Pharma China. CI Pharma China is owned as to 18% by CIC and 82% by CI Biotech & Pharma China. CIC is in turn owned as to 100% by CI Biotech & Pharma China. CI Biotech & Pharma China is in turn wholly owned by CIP. CIP is wholly owned by CIB, which in turn is wholly owned by CIH. Therefore, CIC, CI Biotech & Pharma China, CIP, CIB, and CIH are deemed to be interested in these shares.
- (2) CIH is held as to approximately 61.74% of Common and A Shares by CIE. Therefore, CIE is deemed to be interested in the shares held by CI Pharma China.
- (3) The entire issued share capital of CIE is held by a trust set up by Mr. Wu Zhen Tao for the benefit of Mr. Wu Zhen Tao and members of his family ("Wu Family Trust"). Mr. Wu Zhen Tao as founder of the Wu Family Trust is deemed to be interested in the shares held by CIE.

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

Confirmation of Independence

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

Connected Transactions

Pursuant to the requirements of the Listing Rules, the transactions between the Company and the connected person(s) (as defined under the Listing Rules) of the Company constitute connected transactions of the Company. The Company regulates and manages such transactions in compliance with the Listing Rules.

不獲豁免之持續關連交易

於二零一三年九月三日，寧波立華植物提取技術有限公司(「立華植提」)與楊凌萃健生物工程技術有限公司(「楊凌萃健」)及西安皓天生物工程技術有限公司(「西安皓天」)(統稱「供應方」)訂立委託生產框架協議(「委託生產框架協議」)。根據委託生產框架協議，立華植提同意購買且供應方同意生產及向立華植提出售植物提取產品。預計植物提取產品將被本集團用作生產本集團在市場銷售的保健產品的主要成分。

於二零一四年十二月十七日，立華植提和供應方簽訂了為期三年的續簽委託生產框架協議(「續簽委託生產框架協議」)，有效期從二零一五年一月一日至二零一七年十二月三十一日(經雙方同意可以提前終止或延長)，以延續供應安排。

於二零一六年六月二十四日，寧波立華製藥有限公司(「寧波立華」)、吉林海資生物工程技術有限公司(「吉林海資」)及朗生醫藥控股有限公司(「朗生(BVI)」)已訂立相互擔保協議，據此，於協議有效期內就協議各方的銀行貸款提供擔保或促使其子公司提供擔保。

於二零一六年九月二十日，朗生(BVI)與萃健控股有限公司(「萃健」)訂立了委託加工框架協議(「委託加工框架協議」)。根據委託加工框架協議，朗生(BVI)同意協助或促使其附屬公司協助萃健進行植物提取產品的生產加工。

在二零一七年三月三十一日，寧波朗生醫美科技有限公司(「寧波朗生醫美」)與長春博泰醫藥生物技術有限責任公司(「博泰」)簽訂了經銷合同。根據該合同，博泰同意向寧波朗生醫美出售並指定寧波朗生醫美為膠原填充劑產品在中國的代理經銷商。經銷合同的有效期限從二零一七年三月三十一日至二零一八年三月三十一日(經雙方同意可以提前終止或延長合同)。

Non-Exempt Continuing Connected Transactions

On 3 September 2013, Ningbo Liwah Plant Extraction Technology Limited (“Liwah Zhiti”) entered into an entrusted manufacturing framework agreement (the “Entrusted Manufacturing Framework Agreement”) with Yangling Dailyhealth Bio-engineering Technology Company Limited (“Yangling Dailyhealth”) and Xian Haotian Bioengineering Technology Company Limited (“Xian Haotian”) (collectively referred as “Suppliers”). According to the Entrusted Manufacturing Framework Agreement, Liwah Zhiti agreed to buy and the Suppliers agreed to produce and sell the plant extract products to Liwah Zhiti. It is contemplated that the plant extract products will be used by the Group for the production of key ingredients for healthcare products to be sold in the market by the Group.

On 17 December 2014, Liwah Zhiti and the Suppliers entered into a renewed entrusted manufacturing framework agreement (the “Renewed Entrusted Manufacturing Framework Agreement”) for a further term of three years from 1 January 2015 to 31 December 2017 (subject to any early termination or extension by mutual consent) to renew the supply arrangements.

On 24 June 2016, Ningbo Liwah Pharmaceutical Company Limited (“Ningbo Liwah”), Jilin Haizi Bio-Engineering Technology Company Limited (“Jilin Haizi”) and Lansen Pharmaceutical Holdings Limited (“Lansen (BVI)”) entered into the cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the bank facilities of each other during the effective period.

On 20 September 2016, Lansen (BVI) entered into an entrusted processing framework agreement (the “Entrusted Processing Framework Agreement”) with Natural Dailyhealth Holdings Limited (“Natural Dailyhealth”). According to the Entrusted Processing Framework Agreement, Lansen (BVI) agreed to assist or procure its subsidiaries to assist Natural Dailyhealth to process the plant extract products.

On 31 March 2017, Ningbo Lansen Medibeauty Tech Limited (“Ningbo Lansen Beauty”) entered into a distribution agreement with Changchun Botai Medicine & Biological Technology Company Limited (“Botai”) pursuant to which, Botai agrees to sell and appoint Ningbo Lansen Beauty as the distributor of the Collagen Injectable Fillers in the PRC. The term of the distribution agreement runs from 31 March 2017 to 31 March 2018 (subject to any early termination or extension which may be agreed by the Parties).

委託生產框架協議及續簽的委託生產框架協議

日期

二零一三年九月三日
(二零一四年十二月十七日續簽)

協議各方

- (a) 本公司全資附屬公司立華植提；
- (b) CIH (本公司控股股東)間接全資附屬公司楊凌萃健；及
- (c) CIH (本公司控股股東)間接全資附屬公司西安皓天。

交易性質

根據委託生產框架協議及續簽的委託生產框架協議，在有效期(定義見下文)內，立華植提可按個別訂單從供應方購買植物提取產品。委託生產框架協議及續簽的委託生產框架協議並無規定最低購買額，而立華植提並無責任向供應方購買植物提取產品，供應方亦無責任向立華植提提供有關產品。

定價基礎

對於立華植提根據委託生產框架協議及續簽的委託生產框架協議向供應方購買的植物提取產品，其單位售價須根據個別訂單，參照該等產品當時的市場價格決定。立華植提將依照其用於第三方供應商的現有標準採購程序，與供應方磋商及決定購買價，將包括向市場其他獨立第三方供應商詢價及與供應方的報價比較。

Entrusted Manufacturing Framework Agreement and Renewed Entrusted Manufacturing Framework Agreement

Date

3 September 2013 (Renewed on 17 December 2014)

Parties

- (a) Liwah Zhiti, a wholly-owned subsidiary of the Company;
- (b) Yangling Dailyhealth, an indirect wholly-owned subsidiary of CIH, a controlling shareholder of the Company; and
- (c) Xian Haotian, an indirect wholly-owned subsidiary of CIH, a controlling shareholder of the Company.

Transaction Nature

Pursuant to the Entrusted Manufacturing Framework Agreement and the Renewed Entrusted Manufacturing Framework Agreement, Liwah Zhiti may, during the Term (as defined below), acquire from the Suppliers, the plant extract products on an order-by-order basis. There is no minimum purchase amount under the Entrusted Manufacturing Framework Agreement and the Renewed Entrusted Manufacturing Framework Agreement, and Liwah Zhiti has no obligation to acquire the plant extract products from the Suppliers nor are the Suppliers required to provide them to Liwah Zhiti.

Pricing basis

For the plant extract products to be purchased by Liwah Zhiti from the Suppliers under the Entrusted Manufacturing Framework Agreement and the Renewed Entrusted Manufacturing Framework Agreement, the selling price per unit of the plant extract products shall be determined by reference to the prevailing prices of the products in the market on an order-by-order basis. Liwah Zhiti will follow its existing standard purchasing procedures with third party suppliers in negotiating and determining the purchase price with the Suppliers, which will involve obtaining fee quotations from other independent third party suppliers in the market and comparing them with those from the Suppliers.

供應方所提供的植物提取產品須為：

- (a) 按正常的商業條款及不遜於立華植提從提供立華植提指定的類似植物提取產品的獨立第三方獲取的條款；及
- (b) 參照植物提取產品當時的市場價格經公平決定的具競爭力價格。

The supply of the plant extract products by the Suppliers shall be:

- (a) on normal commercial terms and upon terms which are not less favourable to Liwah Zhiti than terms available to Liwah Zhiti from independent third parties supplying similar plant extract products specified by Liwah Zhiti; and
- (b) at a competitive pricing determined on arm's length basis by reference to the prevailing market price of the plant extract products.

有效期

委託生產框架協議的有效期於二零一三年九月三日開始，並於二零一四年十二月三十一日到期。續簽的委託生產框架協議於二零一五年一月一日開始，並於二零一七年十二月三十一日到期（經雙方同意可以提前終止或延長），除非任何一方於終止的生效日期前最少一個月向對方發出書面通知終止協議。

Term

The term of the Entrusted Manufacturing Framework Agreement commenced on 3 September 2013 and expired on 31 December 2014. The Renewed Entrusted Manufacturing Framework Agreement commenced on 1 January 2015 and will expire on 31 December 2017 (subject to any early termination or extension by mutual consent), unless terminated by either party by giving the other written notice of termination at least one month prior to the effective date of such termination.

年度上限

截至二零一七年十二月三十一日止年度，根據委託生產框架協議進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2017, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the Entrusted Manufacturing Framework Agreement are set out below:

截至二零一七年十二月三十一日止年度的年度上限	截至二零一七年十二月三十一日止年度的實際交易金額
Annual caps for the year ended 31 December 2017	Actual transaction amounts for the year ended 31 December 2017
人民幣29,000,000元	約人民幣879,000元
(約4,700,000美元)	(約130,000美元)
RMB29,000,000	approximately RMB879,000
(approximately US\$4.70 million)	(approximately US\$130,000)

相互擔保協議

Cross Guarantee Agreement

日期

二零一六年六月二十四日

Date

24 June 2016

協議各方

- (a) 吉林海資，為CIH的間接全資附屬公司；
- (b) 寧波立華，為本公司的間接全資附屬公司；及
- (c) 朗生(BVI)，為本公司的直接全資附屬公司。

Parties

- (a) Jilin Haizi, an indirect wholly-owned subsidiary of CIH;
- (b) Ningbo Liwah, an indirect wholly-owned subsidiary of the Company; and
- (c) Lansen (BVI), a direct wholly-owned subsidiary of the Company.

交易性質

根據相互擔保協議，吉林海資已同意於有效期（定義見下文）內為寧波立華現時或未來新增的銀行融資提供擔保（「吉林海資擔保」）。根據相互擔保協議，出於對等原則的考慮，朗生（BVI）已同意於有效期內促使其認為合適的附屬公司為吉林海資未來新增的銀行融資提供擔保（「朗生（BVI）擔保」）（吉林海資擔保及朗生（BVI）擔保統稱「擔保」）。

佣金費用

年度佣金費用0.5%乃參考擔保服務供應商收取的當前佣金市場費率（約為每年2%）而釐定及商定，並已考慮於相互擔保協議的理由及裨益的多個因素。

有效期

相互擔保協議的有效期將於二零一六年七月一日開始，並將於二零一九年六月三十日屆滿（「有效期」）。

Transaction Nature

Pursuant to the Cross Guarantee Agreement, Jilin Haizi has agreed, during the Effective Period (as defined below), to provide guarantees for the obligations under the bank facilities obtained or to be obtained by Ningbo Liwah (the "Jilin Haizi Guarantees"). Pursuant to the Cross Guarantee Agreement, on a reciprocal basis, Lansen (BVI) has agreed, during the Effective Period, to procure its subsidiary, as appropriate, to provide guarantees for the obligation under the bank facilities to be obtained by Jilin Haizi (the "Lansen (BVI) Guarantees") (the Jilin Haizi Guarantees and the Lansen (BVI) Guarantees, collectively, the "Guarantees").

Guarantee Commission

The annual guarantee commission rate of 0.5% is determined and agreed with reference to the prevailing market rate of the commission charged by guarantee service providers, which is around 2% per annum, after taking into account of the factors such as reasons for, and benefits of the Cross Guarantee Agreement.

Effective Period

The effective period of the Cross Guarantee Agreement will commence on 1 July 2016 and will expire on 30 June 2019 (the "Effective Period").

年度上限

截至二零一七年十二月三十一日止年度，根據相互擔保協議進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2017, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the Cross Guarantee Agreement are set out below:

截至二零一七年十二月三十一日止年度的年度上限 Annual caps for the year ended 31 December 2017	截至二零一七年十二月三十一日止年度的實際交易金額 Actual transaction amounts for the year ended 31 December 2017
吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (約19,895,000美元) RMB130,000,000 (approximately US\$19.9 million)	吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (約19,895,000美元) RMB130,000,000 (approximately US\$19.9 million)
朗生(BVI)最高應付佣金 The maximum commission fee payable by Lansen (BVI) 人民幣650,000元 (約96,000美元) RMB650,000 (approximately US\$96,000)	朗生(BVI)應付佣金 The commission fee payable by Lansen (BVI) 約人民幣329,000元 (約50,000美元) approximately RMB329,000 (approximately US\$50,000)
朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣130,000,000元 (約19,895,000美元) RMB130,000,000 (approximately US\$19.9 million)	朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣122,460,000元 (約18,741,000美元) RMB122,460,000 (approximately US\$18.7 million)
吉林海資最高應付佣金 The maximum commission fee payable by Jilin Haizi 人民幣650,000元 (約96,000美元) RMB650,000 (approximately US\$96,000)	吉林海資應付佣金 The commission fee payable by Jilin Haizi 約人民幣577,000元 (約88,000美元) approximately RMB577,000 (approximately US\$88,000)

根據上市規則第14A.38條，董事會已聘請本公司核數師就本集團之持續關連交易進行若干經協定之程序。核數師已向董事會匯報該等程序之事實結果。獨立非執行董事已審閱持續關連交易及核數師報告，並確認該等交易乃本公司於一般及日常業務過程按照一般商業條款及規管該等交易之協議條款訂立，而有關係款屬公平合理並符合本公司股東之整體利益。

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed-upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported the factual findings on these procedures to the Board. The independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into by the Company in the ordinary and usual course of its business on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

委託加工框架協議

日期

二零一六年九月二十日

協議各方

- (a) 朗生(BVI)，本公司的全資附屬公司；及
- (b) 萃健，一家由CI Biotechnology及朗生(BVI)分別持有70%及30%股權的公司。

交易性質

根據委託加工框架協議，萃健可於協議期內，委託朗生(BVI)按逐筆訂單要求加工植物提取產品。

定價基礎

加工費將以成本加成方式為定價基礎，金額相當於朗生(BVI)加工產品的全部成本外加上述成本10%的加成(「加工費」)。

加工費乃經過考慮下列各項後釐定：(1)成本加成定價基礎是植提市場普遍採取的定價標準之一；以及(2)朗生(BVI)集團於委託加工框架協議項下擬進行的交易中無需發生營銷費用。

有效期

委託加工框架協議的有效期於二零一六年九月二十日開始，並於二零一八年十二月三十一日到期(經雙方同意可以提前終止或延長)，任何一方如提前終止協議，必須至少於終止生效前一個月以書面形式通知對方。

Entrusted Processing Framework Agreement

Date

20 September 2016

Parties

- (a) Lansen (BVI), a wholly-owned subsidiary of the Company; and
- (b) Natural Dailyhealth, a company which is 70% owned by CI Biotechnology and 30% owned by Lansen (BVI).

Transaction Nature

Pursuant to the Entrusted Processing Framework Agreement, Natural Dailyhealth may, during the term entrusted Lansen (BVI) with the processing of the plant extract products on an order-by-order basis.

Pricing basis

The process fee will be charged on a cost-plus basis, representing all costs incurred by Lansen (BVI) in relation to the processing of the product plus a mark-up rate of 10% of such costs (the "Processing Fee").

The Processing Fee was arrived after taking into consideration that (1) the cost-plus basis is one of the common pricing standards adopted in plant extract markets; and (2) the Lansen (BVI) Group does not need to incur marketing expenses in the transactions contemplated under the Entrusted Processing Framework Agreement.

Term

The term of the Entrusted Processing Framework Agreement will commence on 20 September 2016 and will expire on 31 December 2018 (subject to any extension which may be agreed by the Parties), unless terminated by either Party by giving the other written notice of termination at least one month prior to the effective date of such termination.

年度上限

截至二零一七年十二月三十一日止年度，根據委託加工框架協議進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2017, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the Entrusted Processing Framework Agreement are set out below:

截至二零一七年十二月三十一日止年度的年度上限 Annual caps for the year ended 31 December 2017	截至二零一七年十二月三十一日止年度的實際交易金額 Actual transaction amounts for the year ended 31 December 2017
人民幣30,000,000元 (約4,500,000美元) RMB30,000,000 (approximately US\$4.5 million)	約人民幣25,027,000 (約3,712,000美元) approximately RMB25,027,000 (approximately US\$3.7 million)

有關簽署經銷合同的持續關連交易

The execution of a distribution agreement

日期

二零一七年三月三十一日

Date

31 March 2017

協議各方

- (a) 本公司間接全資附屬公司寧波朗生醫美；及
- (b) CIH (本公司控股股東)間接全資附屬公博泰。

Parties

- (a) Ningbo Lansen Beauty, an indirect wholly-owned subsidiary of the Company; and
- (b) Botai, an indirect wholly-owned subsidiary of CIH, a controlling shareholder of the Company.

交易性質

根據總經銷合同，在有效期(定義見下文)內，寧波朗生醫美將成為博泰膠原填充劑產品的代理經銷商，並可在有效期內，以訂單的方式從博泰購買膠原填充劑產品。

Transaction Nature

Pursuant to the exclusive distribution agreement, Ningbo Lansen Beauty will act as the distributor of Botai in respect of the Collagen Injectable Fillers during the Term (as defined below) and it may, during the Term, acquire from Botai, the Collagen Injectable Fillers on an order-by-order basis.

定價基礎

根據經銷合同，寧波朗生醫美在有效期內向博泰購買膠原填充劑產品的採購單價為固定的價格。該採購單價是雙方經過公平磋商後確定，並參照了以下各項：

Pricing Basis

The unit purchase price of the Collagen Injectable Fillers to be purchased by Ningbo Lansen Beauty under the distribution agreement is agreed at a fixed price throughout the Term and is arrived at after arm's length negotiation between the Parties. Such unit purchase price is determined with reference to:

- | | |
|---|---|
| (i) 在中國市場上兩個與膠原填充劑同類產品的價格； | (i) the prices of two comparable collagen injectable fillers products in the PRC market; |
| (ii) 博泰膠原填充劑產品的規格及競爭優勢；及 | (ii) the product feature and competitive advantage of the Collagen Injectable Fillers; and |
| (iii) 在產品推廣期內，博泰提供給寧波朗生醫美的購買膠原填充劑產品的優惠。 | (iii) the procurement benefits given by Botai to Ningbo Lansen Beauty in promoting and marketing the Collagen Injectable Fillers during its product launch cycle. |

此外，為確保膠原填充劑產品的採購單價不遜於可從獨立第三方獲得的同類產品的價格，寧波朗生醫美的市場部已按其一貫程序進行相關市場調研，調研包括非手術美容市場的產品需求及同類產品的銷量趨勢。此外，還參考了在市場上由其他獨立第三方提供的與膠原填充劑產品同類產品的價格及規格。

膠原填充劑產品最終採購單價經雙方公平磋商後商定。但在任何情況下，膠原填充劑產品的採購單價不遜於市場上現有同類產品的價格，以及寧波朗生醫美按總經銷合同購入膠原填充劑產品的條款不遜於其他同類產品的典型總經銷合同中約定的條款。

有效期

總經銷合同的期限，從二零一七年三月三十一日開始到二零一八年三月三十一日（經雙方同意可以延長），惟任何一方以書面形式通知另一方終止者除外。

年度上限

截至二零一七年十二月三十一日止年度，根據總經銷合同進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Further, to ensure that the unit purchase price of the Collagen Injectable Fillers is no less favourable than those comparable products available from independent third parties, the marketing department of Ningbo Lansen Beauty has followed its standard market research procedures by conducting the relevant research on factors, such as the market demand within the non-surgical cosmetic market and the trend of the sales volume of comparable products. It has also taken reference of the prices and specifications of comparable collagen injectable fillers products from other independent third parties in the market.

The final unit purchase price of the Collagen Injectable Fillers is mutually agreed by the Parties after arm's length negotiation, but in any event, the unit purchase price of the Collagen Injectable Fillers is no less favourable than those of the comparable collagen injectable fillers products in the market, and the purchase of the Collagen Injectable Fillers by Ningbo Lansen Beauty under the Exclusive Distribution Agreement is on terms which are no less favourable to Ningbo Lansen Beauty than those under a typical exclusive distribution agreement of similar products.

Term

The term of the distribution agreement commenced on 31 March 2017 and will expire on 31 March 2018 (subject to any extension which may be agreed by the Parties), unless terminated by either Party giving the other written notice of termination.

Annual Caps

For the year ended 31 December 2017, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the distribution agreement are set out below:

截至二零一七年三月三十一日至二零一七年十二月三十一日止期間的年度上限 Annual caps for the period from 31 March 2017 to 31 December 2017 人民幣28,600,000元 (約4,150,000美元) RMB28,600,000 (approximately US\$4.2 million)	截至二零一七年三月三十一日至二零一七年十二月三十一日止期間的實際交易金額 Actual transaction amounts for the period from 31 March 2017 to 31 December 2017 約人民幣8,231,000元 (約1,221,000美元) approximately RMB8,231,000 (approximately US\$1.2 million)
---	---

本公司核數師已向董事會發出函件，確認上述持續關連交易：

- (i) 已獲得董事會批准；
- (ii) 已按照本集團定價政策定價；
- (iii) 已按照規限該等交易之有關協議訂立；及
- (iv) 並無超越各自之年度上限限額。

除上文所披露者外，截至二零一七年十二月三十一日止年度，綜合財務報表附註33所披露之關連方交易並不構成根據上市規則第14A章之關連交易或持續關連交易，或僅根據上市規則第14A章的最低限額豁免而構成獲全面豁免之關連交易或持續關連交易。本公司已遵守根據上市規則第14A章的披露規定。

薪酬政策

本集團僱員之薪酬乃按彼等之表現、專業資歷、行業經驗及相關市場趨勢而釐定。

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

優先購買權

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

足夠之公眾持股量

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

The auditor of the Company has issued a letter to the Board confirming that the above continuing connected transactions:

- (i) have received the approval of the Board;
- (ii) have been priced in accordance with the pricing policies of the Group;
- (iii) have been entered into in accordance with the relevant agreements governing the transactions; and
- (iv) did not exceed the respective annual caps.

Save as disclosed above, for the year ended 31 December 2017, the related party transactions disclosed in Note 33 to the consolidated financial statements either did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules, or only constituted fully exempted connected transactions or continuing connected transactions by virtue of the de minimis exemption under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Emolument Policy

The emoluments of the employees of the Group are determined with reference to individual performance, professional qualifications, experience in the industry and relevant market trends.

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

Pre-Emptive Rights

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

Sufficiency of Public Float

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

五年財務摘要

本集團業績與資產及負債於過去五個財政年度之摘要載於第2頁。

董事彌償

本公司已就董事及執行人員因處理公司活動而對其提出之法律行動安排適當的責任保險。

就董事及本集團執行人員所招致的責任而提供彌償的批准彌償條文(定義見香港法例第622章香港公司條例第469條)於董事根據香港公司條例第391(1)(a)條編製的董事會報告獲批准時仍然生效，並於截至二零一七年十二月三十一日止年度內持續有效且惠及董事。

核數師

本公司將於應屆股東週年大會上提呈一項決議案，續聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會
朗生醫藥控股有限公司

主席
吳鎮濤

香港
二零一八年三月二十七日

Five-Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 2.

Indemnity of Directors

The Company has arranged for appropriate insurance cover for the liabilities of the Directors and executive officers in respect of legal actions against its Directors and senior management arising out of corporate activities.

A permitted indemnity provision (within the meaning in Section 469 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) that provides for indemnity against liability incurred by Directors and executive officers of the Group is currently in force when the Report of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Hong Kong Companies Ordinance and was in force throughout the year ended 31 December 2017 for the benefit of the Directors.

Auditor

A resolution will be proposed at the forthcoming AGM of the Company to re-appoint BDO Limited as auditor of the Company.

ON BEHALF OF THE BOARD
Lansen Pharmaceutical Holdings Limited

Wu Zhen Tao
Chairman

Hong Kong
27 March 2018

企業管治報告

Corporate Governance Report

企業管治常規

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

於截至二零一七年十二月三十一日止年度，本公司亦一直遵守上市規則附錄14所載企業管治守則及企業管治報告(「守則」)的所有守則條文，惟偏離守則第A.5條者除外。根據守則第A.5條，本公司應成立提名委員會，並訂有書面職權範圍，清楚列明其權力及職務。目前，本公司並無成立提名委員會，並將有關職能保留予薪酬委員會。自本公司於二零一零年在聯交所主板上市起，薪酬委員會獲授予提名委員會的職能。因此，董事會認為薪酬委員會成員擁有必要的經驗及知識，履行提名委員會的職能。董事會將不時檢討董事委員會的組成及運作，並於有需要時考慮成立提名委員會。

守則第E1.2條規定董事會主席應出席股東週年大會。年內，吳鎮濤先生因感冒而未能出席本公司於二零一七年六月十九日舉行之股東週年大會。然而，副主席兼非執行董事李晉頤先生已獲主席授權主持前述股東週年大會。

董事進行證券交易

本公司已採納條款不寬鬆於上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)之有關董事進行證券交易的操守守則。經向全體董事作出特定查詢後，所有董事確認，彼等一直遵守標準守則所載規定標準及本公司所採納有關董事進行證券交易的操守守則。

Corporate Governance Practices

The Company and the board (the "Board") of directors (the "Directors") are devoted to achieving and maintaining the highest standards of corporate governance as the Board believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding interests of the shareholders and other stakeholders. Accordingly, the Company has adopted sound corporate governance principles that emphasise a quality Board, effective internal controls, stringent disclosure practices and transparency and accountability to all stakeholders.

For the year ended 31 December 2017, the Company has also complied with all the code provisions of the Corporate Governance Code and Corporate Governance Report (the "Code") set out in Appendix 14 of the Listing Rules, except with a deviation from paragraph A.5 of the Code. Under paragraph A.5 of the Code, the Company should establish a Nomination Committee with specific written terms of reference which deal clearly with its authority and duties. Currently, the Company had not established a Nomination Committee and had retained the functions with the Remuneration Committee. The Remuneration Committee has been delegated the functions of a Nomination Committee since its listing on the Main Board of the Stock Exchange in 2010. As such, the Board is of the view that the members of the Remuneration Committee possess the necessary experience and knowledge to discharge the functions of a Nomination Committee. The Board shall review the composition and operation of the Board Committees from time to time and shall consider establishing a Nomination Committee if such need arises.

E1.2 of the Code stipulates that the chairman of the Board should attend the annual general meeting. During the year, Mr. Wu Zhen Tao was unable to attend the annual general meeting of the Company held on 19 June 2017 due to illness. However, the deputy chairman as well as the non-executive director, Mr. Lee Jin Yi, was authorised by the chairman of the Board to chair the said annual general meeting.

Directors' Securities Transactions

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

董事會

董事會負責領導及監控本集團的業務運作。董事會制定本集團的策略性方向、監督其運作，並監察其財務表現。管理層在董事會授權的範圍內管理本集團的業務，包括日常營運決策。管理層向董事會負責本公司的整體營運。

本公司的章程細則列明須由董事會決策的事宜。

公司秘書或其助理負責編製董事會及董事委員會的會議記錄。會議記錄及書面決議案擬稿將於合理期間內向全體董事會成員或董事委員會成員傳閱，以供其審閱及表達意見。會議記錄及書面決議案的最終定稿將於合理時間內送交作記錄，而經簽署的副本將存置於由公司秘書保管的本公司會議記錄冊內，以供董事查閱。

於二零一七年十二月三十一日及於本報告日期，董事會成員包括一名常務執行董事、一名執行董事、四名非執行董事及三名獨立非執行董事。董事詳情載於第41至第46頁「董事及高級管理人員履歷」一節及本公司網站。

The Board of Directors

The Board is responsible for leading and controlling the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. Management manages the businesses of the Group, including the decision making of daily operation within the delegated power and authority given by the Board. Management is accountable to the Board for the Company's overall operation.

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

The Company Secretary or his assistant is responsible for taking minutes of the Board and Board Committees meetings. Draft minutes and written resolutions will be circulated to all Board members or Board Committees members for review and comment within a reasonable period of time. Final version of the minutes and written resolutions will be provided for record within a reasonable period of time and the signed copies are kept in the Company's minutes book maintained by the Company Secretary for Directors' inspection.

As at 31 December 2017 and at the date of this report, the Board was comprised of one executive managing Director, one executive Director, four non-executive Directors and three independent non-executive Directors. A description of the Directors is set out in the "Biographical Details of Directors and Senior Management" section from pages 41 to 46 and on the Company's website.

企業管治報告

Corporate Governance Report

於二零一七年十二月三十一日及於本報告日期，董事會包括下列成員：

As at 31 December 2017 and at the date of this report, the Board was comprised of the following members:

董事	Directors	首次獲委任 為董事會成員的日期 Date of first appointment to the Board	最近一次重選連任 為董事的日期 Date of last re-election as Director
常務執行董事：	Executive Managing Director:		
陳力先生(行政總裁) (於二零一八年 三月一日獲委任)	Mr. Chen Li (Chief Executive Officer) (appointed on 1 March 2018)	二零一八年三月一日 1 March 2018	—
執行董事：	Executive Directors:		
劉幫民先生(行政總裁) (於二零一八年 一月三十一日辭任)	Mr. Liu Bang Min (Chief Executive Officer) (resigned on 31 January 2018)	二零一三年四月九日 9 April 2013	二零一六年六月二十一日 21 June 2016
侯淞先生(財務總監)	Mr. Hou Song (Chief Financial Officer)	二零一六年三月三十日 30 March 2016	二零一六年六月二十一日 21 June 2016
非執行董事：	Non-executive Directors:		
吳鎮濤先生(主席) (於二零一七年 三月三十日獲委任)	Mr. Wu Zhen Tao (Chairman) (appointed on 30 March 2017)	二零一七年三月三十日 30 March 2017	二零一七年六月十九日 19 June 2017
Stephen Burnau Hunt先生 (於二零一七年 三月三十日辭任主席， 但仍留任為董事)	Mr. Stephen Burnau Hunt (resigned on 30 March 2017 as Chairman but remains as a Director)	二零一零年四月九日 9 April 2010	二零一七年六月十九日 19 June 2017
李晉頤先生(副主席)	Mr. Lee Jin Yi (Deputy Chairman)	二零一零年四月九日 9 April 2010	二零一六年六月二十一日 21 June 2016
湯軍先生(於二零一七年 三月三十日辭任)	Mr. Tang Jun (resigned on 30 March 2017)	二零一零年四月九日 9 April 2010	二零一三年五月十五日 15 May 2013
劉雪姿女士	Ms. Liu Xuezi	二零一六年三月三十日 30 March 2016	二零一六年六月二十一日 21 June 2016
獨立非執行董事：	Independent non-executive Directors:		
陳記煊先生	Mr. Chan Kee Huen, Michael	二零一零年四月九日 9 April 2010	二零一六年六月二十一日 21 June 2016
鄧昭平先生	Mr. Tang Chiu Ping, Raymond	二零一零年四月九日 9 April 2010	二零一六年六月二十一日 21 June 2016
Fritz Heinrich Horlacher先生	Mr. Fritz Heinrich Horlacher	二零一一年二月十日 10 February 2011	二零一七年六月十九日 19 June 2017

本集團會不時檢討董事會的規模及組成，當中會考慮上市規則的要求、本公司的業務範疇及性質，以確保董事會的規模足夠，得以帶來多方觀點，並作出有效決策。董事擁有不同背景，具備金融、人力資源及醫藥業務領域的專業知識。本公司網站及聯交所網站載有董事更新名單，載明其角色及職能。

獨立非執行董事

獨立非執行董事為本集團帶來各方面的技術及業務經驗。彼等亦通過董事會會議及董事委員會會議，對策略問題、表現及風險作出獨立評估。

根據上市規則第3.10(1)條，三名獨立非執行董事代表董事會的三分之一。三名獨立非執行董事中，其中一名擁有上市規則第3.10(2)條所規定的會計或相關財務管理專門技術的適當專業資格。

根據上市規則，本公司已收到每名獨立非執行董事有關其獨立性的年度確認函。基於該等確認函，據本公司所知，認為全體獨立非執行董事符合上市規則第3.13條所載的獨立性指引規定，彼等全體均為獨立人士。

主席及行政總裁

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

The size and composition of the Board are reviewed from time to time, taking into account the requirements under the Listing Rules and the scope and nature of operations of the Company, to ensure that the size of the Board is adequate to provide a diversity of views and facilitate effective decision making. The Directors come from diverse background with varied expertise in finance, human resources and pharmaceutical business fields. The Company has maintained on the Company's website and on the website of the Stock Exchange an updated list of its Directors identifying their roles and functions.

Independent Non-executive Directors

The independent non-executive Directors bring a wide range of skills and business experience to the Group. They also bring independent judgement on issues of strategy, performance and risk through their contribution to the Board meetings and to the Board Committees' meetings.

In compliance with Rule 3.10(1) of the Listing Rules, there are three independent non-executive Directors, representing one-third of the Board. Among the three independent non-executive Directors, one of them has appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to the Listing Rules. With reference to such confirmations, the Company, to its best knowledge, considers that all the independent non-executive Directors fulfill the guidelines on independence as set out in Rule 3.13 of the Listing Rules and all to be independent.

Chairman and Chief Executive Officer

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

委任、重選及罷免

常務執行董事陳力先生與本公司訂立服務協議，由二零一八年三月一日開始為期三年。執行董事侯淞先生與本公司訂立服務協議，由二零一六年三月三十日開始為期三年。各非執行董事及獨立非執行董事均與本公司訂立委任書，由二零一六年四月九日開始為期三年，惟吳鎮濤先生、Fritz Heinrich Horlacher先生及劉雪姿女士除外，其委任日期分別於二零一七年三月三十日、二零一七年二月十日及二零一六年三月三十日開始。董事會委任的所有董事（不論為填補臨時空缺或屬董事會新增成員）均須於獲委任後首個股東週年大會退任並符合資格重選連任。

於每屆股東週年大會上，當時三分之一的董事（或如董事人數並非三或三的倍數，則最接近但不少於三分之一的人數）均須輪值退任，惟各董事（包括該等按特別年期獲委任者）須至少每三年輪值退任一次。

根據本公司的章程細則條文，陳力先生、侯淞先生及劉雪姿女士將輪值退任，並符合資格及願意於應屆股東週年大會上重選連任。

截至二零一七年十二月三十一日止年度，本公司並無成立提名委員會，但將此功能保留在薪酬委員會。薪酬委員會成員不時物色合適的合資格人士出任董事會成員，並挑選或在挑選提名董事或高級管理層人選的過程中向董事會作出推薦建議。於考慮提名新任董事或高級管理層時，薪酬委員會將考慮候選人的資歷、能力、工作經驗、領導才能及專業操守以及（就獨立非執行董事而言）獨立性規定。薪酬委員會已採納新任董事或高級管理層的提名程序，據此，(1)將與候選人進行面試；及(2)薪酬委員會將考慮並酌情向董事會提出合適的推薦意見。

Appointment, Re-election and Removal

The executive managing Director Mr. Chen Li has entered into a service agreement with the Company for a term of three years commencing 1 March 2018. The executive Director Mr. Hou Song has entered into a service agreement with the Company for a term of three years commencing 30 March 2016. Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing 9 April 2016 except for Mr. Wu Zhen Tao, Mr. Fritz Heinrich Horlacher and Ms. Liu Xuezi whose commencement date were 30 March 2017, 10 February 2017 and 30 March 2016 respectively. All Directors appointed by the Board either to fill a casual vacancy or as addition to the Board shall retire and be eligible for re-appointment at the first general meeting after appointment.

At each AGM one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with the provisions of the Company's articles of association, Mr. Chen Li, Mr. Hou Song and Ms. Liu Xuezi will retire by rotation and, being eligible, offer themselves for re-election in the forthcoming AGM.

For the year ended 31 December 2017, the Company had not established a Nomination Committee but had retained the functions with the Remuneration Committee. The Remuneration Committee members from time to time identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management. In considering the nomination of new Directors or senior management, the Remuneration Committee will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates as well as the independence requirement in the case of an independent non-executive Director. The Remuneration Committee has adopted procedures for nomination of a new Director or senior management, pursuant to which (1) an interview will be conducted with the prospective candidates; and (2) the Remuneration Committee will consider and, if thought fit, make suitable recommendations to the Board.

董事及高級管理層變動

薪酬委員會及執行委員會已批准：

- 劉幫民先生辭任執行董事及行政總裁，自二零一八年一月三十一日生效；
- Stephen Burnau Hunt先生辭任董事會主席，自二零一七年三月三十日生效；
- 委任陳力先生為常務執行董事及行政總裁，自二零一八年三月一日生效；
- 委任吳鎮濤先生為非執行董事與主席，自二零一七年三月三十日生效；及
- 湯太彬先生辭任寧波朗生總經理，自二零一八年二月二十八日生效。

持續專業發展

董事不斷留意作為本公司董事的責任及操守，以及有關本公司業務活動及發展的事宜。公司不時為董事更新及提供培訓，並就與董事的職務及職責有關的上市規則、適用法律、規則及法規的最新發展舉辦研討會。

董事獲董事會委任後將由高級行政人員全面簡介本集團的業務。董事定期獲提供持續教育及資料，確保彼等獲悉本集團經營業務的商業、法律與規管環境的最新變化。

Changes of Directors and Senior Management

The Remuneration and Executive Committees have approved:

- the resignation of Mr. Liu Bang Min as an executive Director and Chief Executive Officer, effective from 31 January 2018;
- the resignation of Mr. Stephen Burnau Hunt as the chairman of the Board, effective from 30 March 2017;
- the appointment of Mr. Chen Li as an executive managing Director and Chief Executive Officer, effective from 1 March 2018;
- the appointment of Mr. Wu Zhen Tao as a non-executive Director and Chairman, effective from 30 March 2017; and
- the resignation of Mr. Tang Taibin as the general manager of Ningbo Lansen, effective from 28 February 2018.

Continuing professional development

The Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company. The Company from time to time updates and provides training to the Directors, and organises seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

Upon appointment to the Board, the Directors will be provided with a comprehensive briefing of the Group's businesses by senior executives. Continuing education and information are provided to the Directors regularly to ensure that the Directors are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses.

於截至二零一七年十二月三十一日止年度，本公司舉行了一次培訓環節，內容有關上市公司之企業交易。全體董事均已出席該次培訓。此外，個別董事亦已出席有關上市公司董事職務、職能及責任的其他課程，或透過參與培訓課程，或利用在線協助或閱讀相關資料進一步加強彼等的專業發展。

企業管治職能

董事會共同負責履行企業管治責任。年內，董事會將以下企業管治責任納入董事會職權範圍：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出推薦意見；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司遵守法例及監管規定的政策及慣例；
- 制定、檢討及監察行為守則以及遵守本公司僱員及董事適用的合規手冊(如有)；及
- 檢討本公司遵守守則的情況及在其年報內企業管治報告內的披露。

董事會多元化政策

於二零一三年八月二十九日，本公司根據守則所載規定採納董事會多元化政策。本公司確認並深信董事會多元化裨益良多，從而提升其表現質素。為實現可持續及均衡發展，本公司將董事會層面的日益多元化視作支持實現其策略目標及其可持續發展的要素。於設計董事會的組成方式時，已從多方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景以及專業經驗。董事會的所有委任將以任人唯才為原則，並在考慮入選時以客觀條件以充分顧及董事會多元化的裨益。

During the year ended 31 December 2017, the Company has organised a training session covering the topic of listed companies' corporate transaction. All Directors attended the training. In addition, individual directors also participated in other courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials.

Corporate Governance Functions

The Board is collectively responsible for performing the corporate governance duties. During the year, the Board formalised the inclusion of the following corporate governance duties into the terms of reference of the Board:

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

Board Diversity Policy

On 29 August 2013, the Company adopted the Board diversity policy in accordance with the requirement set out in the Code. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, and professional experience. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事會會議

董事會預期定期會晤，每年最少四次。於定期的會議之間，本集團的高級管理層會定期就本集團的業務活動及發展向董事提供資料。在董事認為有必要時，董事可隨時獲取本集團的資料及獨立專業意見。

截至二零一七年十二月三十一日止年度，董事會舉行了五次會議，而各董事的出席情況如下：

Board Meetings

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

The Board held five meetings during the year ended 31 December 2017 with the attendance of each Director as follows:

董事	Directors	出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held	出席率 Attendance rate
執行董事：	Executive Directors:		
劉幫民先生(行政總裁) (於二零一八年 一月三十一日辭任)	Mr. Liu Bang Min (<i>Chief Executive Officer</i>) (resigned on 31 January 2018)	4/5	80%
侯淞先生(財務總監)	Mr. Hou Song (<i>Chief Financial Officer</i>)	5/5	100%
非執行董事：	Non-executive Directors:		
吳鎮濤先生(主席) (於二零一七年 三月三十日獲委任)	Mr. Wu Zhen Tao (<i>Chairman</i>) (appointed on 30 March 2017)	4/4	100%
Stephen Burnau Hunt先生 (於二零一七年 三月三十日辭任主席， 但仍留任為董事)	Mr. Stephen Burnau Hunt (resigned on 30 March 2017 as Chairman but remains as a Director)	5/5	100%
李晉頤先生(副主席)	Mr. Lee Jin Yi (<i>Deputy Chairman</i>)	5/5	100%
湯軍先生 (於二零一七年 三月三十日辭任)	Mr. Tang Jun (resigned on 30 March 2017)	0/2	0%
劉雪姿女士	Ms. Liu Xuezi	5/5	100%
獨立非執行董事：	Independent non-executive Directors:		
陳記煊先生	Mr. Chan Kee Huen, Michael	5/5	100%
鄧昭平先生	Mr. Tang Chiu Ping, Raymond	5/5	100%
Fritz Heinrich Horlacher先生	Mr. Fritz Heinrich Horlacher	5/5	100%

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

董事會制定其特定書面職權範圍，載列職務、職責、權力及職能，當中包括以下各項：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 負責根據現行的會計準則及法律編製並真實公平地呈列財務報表、批准財務報表以及委聘本集團外聘核數師及與其保持聯繫；
- 檢討本公司遵守守則的情況及在其年報的企業管治報告內的披露；
- 與所有監管機構及組織協調有關本集團的一切事務，並監察與本集團相關且影響本集團的政策變動；及
- 確保向本集團股東負責及保持足夠溝通。

年內，主席及非執行董事(包括獨立非執行董事，但不包括執行董事及高級管理人員)舉行會議，討論執行董事的表現。

董事會亦討論了本公司的企業管治政策以及董事會及董事委員會履行的職責(見下文)。

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

The Board has devised its specific written terms of reference setting out its duties, responsibilities, powers and functions which include the following:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to take responsibility for the preparation and the true and fair presentation of the financial statements in accordance with the prevailing accounting standards and laws, approving the financial statements and appointing and liaising with the Group's external auditors;
- to review the Company's compliance with the code and disclosure in the Corporate Governance Report in its Annual Report;
- to liaise with all regulatory authorities and organisations on all matters relating to the Group, and monitor changes in their policies relating to and affecting the Group; and
- to ensure accountability towards and sufficient communication with the Group's shareholders.

During the year, a meeting of the Chairman and the non-executive Directors (including independent non-executive Directors) without the presence of the executive director and senior management was held to discuss the performance of the executive director.

The Board also discussed the policy for the corporate governance of the Company and duties performed by the Board and the Board Committees (see below).

董事委員會

董事會已成立審核委員會、薪酬委員會及執行委員會。各委員會的組成及職責請見下文。各委員會須根據各自的職權範圍向董事會提供建議，除各委員會的職權範圍另有訂明者外，其建議最終由董事會決定。

審核委員會

本公司的審核委員會由三名獨立非執行董事及一名非執行董事組成。獨立非執行董事陳記煊先生現為審核委員會主席。審核委員會預期定期會晤，每年最少三次。

董事會已成立審核委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、職責及權力。審核委員會的職權範圍登載於本公司及聯交所網站。審核委員會的主要職務及職責包括：

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

Board Committees

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

Audit Committee

The Audit Committee of the Company consists of three independent non-executive Directors and one non-executive Director. Mr. Chan Kee Huen, Michael, an independent non-executive Director, currently serves as the chairman of the Audit Committee. The Audit Committee is expected to meet regularly at least three times per year.

The Board has established the Audit Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange. The major duties and responsibilities of the Audit Committee include the following:

- to oversee the relationship with the external auditor, including:
 - to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approve the remuneration and terms of engagement of the external auditor and address any questions of resignation or dismissal of such auditor;
 - to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
 - to develop and implement policy on the engagement of the external auditor to supply non-audit services;
- to review and monitor the integrity of the Group's financial statements, annual reports and half-year reports, and to review significant financial reporting judgements contained therein; and
- to review the effectiveness of the financial reporting, risk management and internal control systems of the Group.

截至二零一七年十二月三十一日止年度，審核委員會舉行了三次會議，而各成員的出席情況如下：

The Audit Committee held three meetings during the year ended 31 December 2017 with the attendance of each member as follows:

審核委員會成員姓名	Name of Audit Committee members	出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held	出席率 Attendance rate
陳記煊先生(主席)	Mr. Chan Kee Huen, Michael (Chairman)	3/3	100%
李晉頤先生	Mr. Lee Jin Yi	3/3	100%
鄧昭平先生	Mr. Tang Chiu Ping, Raymond	3/3	100%
Fritz Heinrich Horlacher先生	Mr. Fritz Heinrich Horlacher	3/3	100%

截至二零一七年十二月三十一日止年度，審核委員會已：

During the year ended 31 December 2017, the Audit Committee had:

- 於呈交董事會批准前與管理層及外聘核數師審閱中期業績及年度業績以及有關公告，包括有關披露規定、財務報告的完整性及本集團所採納的會計政策；
- 與管理層討論影響本集團綜合財務報表的重大判斷；
- 審閱外聘核數師的薪酬及委聘條款，以及就外聘核數師的委任向董事會提供推薦建議；
- 審閱及討論內部審核報告，包括在上份報告中所提出的建議的實施情況；及
- 審閱及評估本集團內部監控及風險管理的充足性及效力。

- reviewed with management and external auditor on the interim results and annual results and related announcements including the related disclosures, integrity of financial reporting and the accounting policies adopted by the Group prior to submission to the Board for approval;
- discussed with management on significant judgements affecting the Group's consolidated financial statements;
- reviewed the remuneration and terms of engagement of the external auditor and recommended the Board on the appointment of the external auditor;
- reviewed and discussed the internal audit reports including the status of implementing recommendations from the previous reports; and
- reviewed and assessed the adequacy and effectiveness of the Group's internal control and risk management.

薪酬委員會

本公司的薪酬委員會由三名獨立非執行董事及兩名非執行董事組成。獨立非執行董事鄧昭平先生現為薪酬委員會主席。薪酬委員會預期定期會晤，每年至少一次。

Remuneration Committee

The Remuneration Committee of the Company consists of three independent non-executive Directors and two non-executive Directors. Mr. Tang Chiu Ping, Raymond, an independent non-executive Director, currently serves as the chairman of the Remuneration Committee. The Remuneration Committee is expected to meet regularly at least once per year.

董事會已成立薪酬委員會，並已制定其書面職權範圍，載列董事會授予彼等的職務、職責及權力。薪酬委員會的職權範圍登載於本公司及聯交所網站。薪酬委員會的主要職務及職責為：

- 就本公司全體董事及高級管理層的薪酬政策及架構向董事會提供推薦建議及為制訂該等薪酬政策制定一套正式透明的程序，並在董事會考慮授予董事及高級管理層的薪酬總額及／或福利前不時提出該等推薦建議；
- 評估執行董事及高級管理層的表現；
- 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；
- 遵守董事會不時指定或本公司組織章程所載或上市規則或任何適用法例所定的任何要求、指示及規例；
- 評估獨立非執行董事的獨立性；
- 釐定提名董事及高級管理層的政策；
- 就有關提名、委任或重新委任董事及高級管理層事宜向董事會作出推薦建議；及
- 至少每年審閱董事會的架構、規模及多元化(包括但不限於性別、年齡、文化及教育背景以及專業經驗)，並就任何建議變動向董事會作出推薦建議，以實行本公司的企業策略。

The Board has established the Remuneration Committee with specific written terms of reference setting out the duties, responsibilities and authorities delegated by the Board. The terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange. The major duties and responsibilities of the Remuneration Committee are:

- to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and placing such recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors and senior management from time to time;
- to assess the performance of executive Directors and senior management;
- to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law;
- to assess the independence of independent non-executive Directors;
- to determine the policy for the nomination of Directors and senior management;
- to make recommendations to the Board on the nomination, appointment or re-appointment of Directors and senior management; and
- to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, and professional experience) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy.

截至二零一七年十二月三十一日止年度，薪酬委員會舉行了兩次會議，而各成員的出席情況如下：

The Remuneration Committee held two meetings during the year ended 31 December 2017 with the attendance of each member as follows:

薪酬委員會成員姓名	Name of Remuneration Committee members	出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held	出席率 Attendance rate
鄧昭平先生(主席)	Mr. Tang Chiu Ping, Raymond (Chairman)	2/2	100%
Stephen Burnau Hunt先生	Mr. Stephen Burnau Hunt	2/2	100%
李晉頤先生	Mr. Lee Jin Yi	2/2	100%
陳記煊先生	Mr. Chan Kee Huen, Michael	2/2	100%
Fritz Heinrich Horlacher先生	Mr. Fritz Heinrich Horlacher	2/2	100%

截至二零一七年十二月三十一日止年度，薪酬委員會：

During the year ended 31 December 2017, the Remuneration Committee:

- 對執行董事及高級管理層的表現進行評估；
 - 根據守則B1.2(c)(ii)規定，檢討董事及高級管理層的薪酬架構／待遇以及就其薪酬向董事會提供推薦建議；
 - 釐定提名董事的政策；
 - 討論董事會多元化政策的實行情況；及
 - 就於下屆股東週年大會建議重選退任董事向董事會作出推薦建議。
- assessed the performance of the executive Director and the senior management;
 - pursuant to provision B.1.2(c)(ii) of the Code, reviewed the remuneration structure/package of the Directors and the senior management, and made recommendation to the Board on their remuneration;
 - determined policy for the nomination of Directors;
 - discussed the implementation of the Board diversity policy; and
 - made recommendation to the Board on the proposed re-election of the retiring Directors at the forthcoming annual general meeting.

截至二零一七年十二月三十一日止年度董事酬金明細如下：

The following table shows the breakdown of Directors' remuneration for the year ended 31 December 2017:

		其他薪酬 Other emoluments				總計 Total
		薪金、津貼 和實物福利 Salaries, allowances and benefits	酌情獎金 Discretionary bonus	退休福利 計劃供款 Retirement benefit plans contributions		
		袍金 Fees 千美元 US\$'000	千美元 in kind US\$'000	千美元 bonus US\$'000	千美元 contributions US\$'000	
常務執行董事：	Executive Managing Director:					
陳力(於二零一八年 三月一日獲委任)	Chen Li (appointed on 1 March 2018)	-	-	-	-	-
執行董事：	Executive Directors:					
劉幫民(於二零一八年 一月三十一日辭任)	Liu Bang Min (resigned on 31 January 2018)	-	196	-	15	211
侯淞	Hou Song	-	137	110	2	249
非執行董事：	Non-executive Directors:					
吳鎮濤(於二零一七年 三月三十日獲委任)	Wu Zhen Tao (appointed on 30 March 2017)	-	-	-	-	-
Stephen Burnau Hunt	Stephen Burnau Hunt	38	-	-	-	38
李晉頤	Lee Jin Yi	-	-	-	-	-
湯軍(於二零一七年 三月三十日辭任)	Tang Jun (resigned on 30 March 2017)	-	-	-	-	-
劉雪姿	Liu Xuezi	-	-	-	-	-
獨立非執行董事：	Independent non-executive Directors:					
陳記煊	Chan Kee Huen, Michael	35	-	-	-	35
鄧昭平	Tang Chiu Ping, Raymond	35	-	-	-	35
Fritz Heinrich Horlacher	Fritz Heinrich Horlacher	33	-	-	-	33
		141	333	110	17	601

截至二零一七年十二月三十一日止年度高級管理人員的成員按組別劃分的酬金：

The remuneration of the members of the senior management by band for the year ended 31 December 2017:

二零一七年

2017

人數

No of individuals

零至1,000,000港元	Nil-HK\$1,000,000	–
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	–
1,500,001港元至2,000,000港元	HK\$1,500,001 to HK\$2,000,000	3
2,000,001港元至2,500,000港元	HK\$2,000,001 to HK\$2,500,000	1

執行委員會

本公司的執行委員會由兩名執行董事、兩名非執行董事及一名非董事組成，非執行董事李晉頤先生現為執行委員會主席。

Executive Committee

The Executive Committee of the Company consists of two executive Directors, two non-executive Directors and one non-Director. Mr. Lee Jin Yi, a non-executive Director, currently serves as the chairman of the Executive Committee.

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

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

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

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

截至二零一七年十二月三十一日止年度，執行委員會舉行了九次會議，而各成員的出席情況如下：

The Executive Committee held nine meetings during the year ended 31 December 2017 with the attendance of each member as follows:

執行委員會成員姓名	Name of Executive Committee members	出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held	出席率 Attendance rate
李晉頤先生(主席)	Mr. Lee Jin Yi (Chairman)	9/9	100%
劉幫民先生(於二零一八年一月三十一日辭任)	Mr. Liu Bang Min (resigned on 31 January 2018)	9/9	100%
侯淞先生	Mr. Hou Song	9/9	100%
劉雪姿女士	Ms. Liu Xuezi	9/9	100%
陶芳芳女士	Ms. Tao Fang Fang	9/9	100%

問責及審核

財務報告

董事知悉彼等須根據法定要求及會計標準編製本集團財務報表的責任，亦知悉彼等須確保本集團財務報表適時刊發的責任。

香港立信德豪會計師事務所有限公司知悉其於截至二零一七年十二月三十一日止年度之綜合財務報表的核數師報告內之報告責任。

董事及核數師有關財務報表的責任載列於本報告第87至94頁「獨立核數師報告」。

管理層每月向董事會全體成員提供更新資料，詳細載列有關本集團的表現及狀況，提供平衡及易於理解的評估。

核數師酬金

於本年度，香港立信德豪會計師事務所有限公司獲委任為本集團核數師，任期至下屆股東週年大會結束時止。

於截至二零一七年十二月三十一日止年度，就香港立信德豪會計師事務所有限公司提供之核數及非核數服務而已付／應付之費用如下：

服務性質	Services rendered	已付／應付費用 Fee paid/payable 千美元 US\$'000
核數服務	Audit services	229
非核數服務	Non-audit services	55

非核數服務主要包括中期審閱及關於持續關連交易及主要交易的其他專業服務。

Accountability and Audit

Financial Reporting

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements for the Group are published in a timely manner.

BDO Limited acknowledges its reporting responsibilities in the auditor's report on the consolidated financial statements for the year ended 31 December 2017.

The Directors' and auditor's responsibilities in respect of the financial statements are set out in the "Independent Auditor's Report" on pages 87 to 94 in this report.

Management has provided to all members of the Board with monthly updates giving a balanced and understandable assessment of the Group's performance and position in detail.

Auditor's Remuneration

During the year, BDO Limited was appointed as the Group's auditor until the conclusion of next AGM.

During the year ended 31 December 2017, the fees paid/payable to BDO Limited in respect of audit and non-audit services were as follows:

The non-audit services mainly consisted of interim review and other professional services in relation to the continuing connected transactions and a major transaction.

公司秘書

公司秘書梁子俊先生在對董事會的支援上發揮重要作用，確保董事會內資訊暢順流通及依循董事會政策及程序。

Company Secretary

The Company Secretary, Mr. Leung Tsz Chun, plays an important role in supporting the Board by ensuring good information flow within the Board and that board policy and procedures are followed.

全體董事可獲得公司秘書的建議及服務，而公司秘書就管治及監管事項定期向董事會提供最新資料，並安排董事的入職培訓及專業發展。

於截至二零一七年十二月三十一日止年度，公司秘書已進行不少於15小時的專業培訓，符合上市規則第3.29條的規定。

內部監控及風險評估

董事會須負責持續監察本集團的內部監控系統並須負責檢討該系統的成效，包括財務、營運、合規監控及風險管理。董事會致力實施有效及完善的內部監控系統以保障股東的利益及本集團的資產。

本公司多名部門主管定期與內部審核部門會面，確保本集團設有及維持健全的內部監控制度。為增進本集團相關人員的知識，本公司於適當時就相關規則及適用法例向彼等提供培訓。

本公司的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就所有風險問題作出合理而非絕對的保證。我們已採取由下而上的方法以識別、評估及減低在所有業務層面及各功能範疇上的風險。

在風險評估過程中，董事會連同管理層負責識別本集團的風險並決定有關的風險水平。聘請外部顧問提供建議及支援風險評估過程。董事會也負責評估及釐定本集團於實現其策略目標時可接受的風險性質和程度。經過討論及考慮有關的風險應對措施後，相關部門和業務單位將根據其職能及職責獲指派執行相應的風險管理解決方案。已識別之風險連同有關的風險應對措施將記錄於風險登記冊，而該等風險之更新及維護須受董事會監督。

All Directors may access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters and should also facilitate induction and professional development of Directors.

During the year ended 31 December 2017, the Company Secretary has undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

Internal Control and Risk Assessment

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

Several department heads of the Company met with the internal audit department regularly to ensure a sound internal control system is in place and maintained. To enhance the knowledge of relevant staff of the Group, training will be provided to them in the matter of relevant rules and applicable laws as and when appropriate.

The risk management and internal control system of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against all risk issues. We have employed a bottom-up approach for the identification, assessment and mitigation of risk at all business unit levels and across all functional areas.

During the process of risk assessment, the Board together with management is responsible for identifying the risks of the Group and deciding on the risk levels. An external consultant was engaged to provide advice and support to the risk assessment process. The Board is also responsible for assessing and determining the nature and extent of the risks that are acceptable to the Group when achieving its strategic objectives. After discussing and taking into consideration the risk responses, the relevant departments and business units have been assigned to implement the risk management solutions in accordance with their respective roles and responsibilities. The identified risks together with the risk responses have been recorded in the risk register and the updating and maintenance of which is subject to the supervision of the Board.

本公司風險管理及內部監控系統的主要元素包括設立風險登記冊以跟進及記錄已識別之風險、評估及檢討風險、制定及不時更新應對措施，以及持續測試內部監控程序以確保其成效。

根據企業管治守則第C.2條的規定，基於審核委員會同意及批准的檢討範圍，內部審核部門已就某些重要監控領域(涉及財務、營運及合規監控以及風險管理功能)進行年度性內部監控審閱(涵蓋二零一七年一月一日至二零一七年十二月三十一日期間)。

此外，管理層已經分析監控環境及風險評估，評估各項所實行的監控措施，並與董事會協定內部監控制度的檢討範圍。檢討方式包括與有關管理層及職員進行討論、審閱有關內部監控系統的文件、對內部監控設計上任何不足之處的結果進行評估，以及提供改善建議(如適用)。

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

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

The internal audit department has performed annual internal control reviews on certain important areas of monitoring including the functions of finance, operations, compliance and risk management respectively covering the period of 1 January 2017 to 31 December 2017 in compliance with the requirements under Code Provision C.2 of the CG Code, according to the scope of review agreed and approved by the Audit Committee.

Also, management has analysed the control environment and risk assessment, assessed the various controls implemented and agreed with the Board on the scope of review over the system of internal controls. The approach of the review includes discussing with relevant management and staff members, reviewing relevant documentation of the internal control system, evaluating findings on any deficiencies in the design of internal controls and developing recommendations for improvement, where appropriate.

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

內幕消息

本公司對於有關處理及發放內幕消息的程序及內部監控措施：

- 知悉其根據上市規則及證券及期貨條例項下的責任，原則是涉及內幕消息時必須在有所決定後即時公佈；
- 成立內幕消息監控團隊，監察內幕消息事宜並及時向董事會匯報；
- 根據證券及期貨事務監察委員會頒佈的內幕消息披露指引實施其自訂的政策及申報制度；及
- 就外界對本集團事務作出的查詢訂立及落實回應程序。

董事及高級職員的責任

於二零一七年／二零一八年度，本公司已為所有董事及高級管理人員更新董事及高級職員的責任保險。該等保險就企業活動上所產生的成本、費用、開支及責任為該等董事及高級管理人員提供保障。

與股東的溝通

董事認同本公司股東長期支持的重要性，故董事會非常重視股東表達觀點的權利，並對股東向本公司提供建議感到由衷感謝。

本公司的投資者關係活動包括：

- 定期與分析員及投資者舉行會議（一對一會議／小組會議、路演或實地考察）；
- 與分析員及傳媒舉行會議，宣佈公司業績；
- 舉行股東週年大會，以提供機會讓股東直接與董事會溝通；

Inside information

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Company

- is aware of its obligations under the Listing Rules and the SFO and the overriding principle that information which is expected to be inside information should be announced once it is the subject of a decision;
- has set up an inside information control team to supervise inside information matters and report to the Board in a timely manner;
- has implemented its own policy and reporting system based on Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission; and
- has established and implemented procedures for responding to external enquiries about the Group's affairs.

Directors' and officers' liability

The Company has renewed Directors' and Officers' liabilities insurance for all the Directors and senior management of the Company for the year 2017/2018. The insurance covers them against costs, charges, expenses and liabilities incurred arising out of corporate activities.

Communications with Shareholders

The Directors recognise the importance of long-term support from the shareholders of the Company. The Board highly respects the shareholders' rights to express their views and appreciates their suggestions to the Company.

Our investor relations activities include:

- regular meetings (one-to-one/group meetings, roadshows or site visits) with analysts and investors;
- conferences with analysts and the press to announce the Company's results;
- the holding of an AGM which provides an opportunity for the shareholders to communicate directly with the Board;

- 按時於本公司及聯交所網站刊發公告、中期報告、年報及／或通函；及
- 於本公司網站提供本集團的最新資料。

於截至二零一七年十二月三十一日止年度，本公司之組織章程大綱及章程細則並無變動。

股東權利

本公司股東週年大會為股東提供機會，可與董事、管理層及外聘核數師會面並向他們提問。

本公司將安排董事會主席及各董事委員會的主席出席股東週年大會，與股東交流意見及解答股東問題。

只要股東的股份已記錄於本公司股東名冊，任何股東便有權出席股東週年大會，且本公司鼓勵股東出席股東週年大會。本公司將於大會舉行前最少20個完整營業日或21整日(以較長者為準)向股東發出股東週年大會通知。

本公司上屆股東週年大會為於二零一七年六月十九日在香港金鐘夏慤道18號海富中心一座十八樓1804A室金鐘會議中心的二零一七年股東週年大會(「二零一七年股東週年大會」)。除了吳鎮濤先生因感冒未能出席，全體董事及本公司外聘核數師香港立信德豪會計師事務所有限公司均有出席二零一七年股東週年大會。

本公司於二零一七年股東週年大會上提呈獨立決議案，包括建議宣派末期股息、重選董事、續聘核數師、授權發行及購回股份的一般授權。本公司採用按股數投票方式表決所有決議案。

所有於二零一七股東週年大會上向股東提呈的決議案已獲通過。本公司香港股份過戶登記處卓佳證券登記有限公司獲委任為監票人，監察及點算於大會的表決票數。按股數投票表決的結果於大會上宣佈以及於本公司及聯交所網站登載。

- the publication of announcements, interim reports, annual reports and/or circulars on a timely basis via the Company's and the Stock Exchange's websites; and
- the availability of the latest information of the Group on the Company's website.

There is no change in the Company's memorandum and articles of association during the year ended 31 December 2017.

Shareholder's Rights

The AGM provides opportunities for the shareholders to meet and raise questions to our Directors, management and the external auditor.

The Company will arrange for the Chairman of the Board and the respective chairman of each of the Board Committees to attend the AGM to exchange views with shareholders and answer their questions.

Any shareholder is encouraged and entitled to attend the AGM, provided that their shares have been recorded in the register of members of the Company. The notice of AGM will be given to all shareholders at least 20 clear business days or 21 clear days (whichever is longer) before the meeting.

The last annual general meeting of the Company was the 2017 annual general meeting ("2017 AGM"), held on 19 June 2017 at Admiralty Conference Centre (ACC), 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong. Except for Mr. Wu Zhen Tao who was unable to attend due to illness, all Directors and the external auditor of the Company, BDO Limited, attended the 2017 AGM.

At the 2017 AGM, separate resolutions including declaration of final dividend, the re-election of Directors, the re-appointment of auditor, the authorisation to grant the general mandate to issue and repurchase of shares were proposed. The Company adopted poll voting for all resolutions.

All resolutions put to shareholders at the 2017 AGM were passed. The Company's Hong Kong Share Registrar, Tricor Investor Services Limited, was appointed as scrutineers to monitor and count the poll votes cast at that meeting. The results of the voting by poll were declared at the meeting and published on the websites of the Company and the Stock Exchange.

股東可召開股東特別大會(「股東特別大會」)的途徑

本公司董事須應股東要求立即正式召開股東特別大會，該等股東須於提出要求當日持有附帶於本公司股東大會表決權利的不少於十分一本公司繳足股本，而不論其章程細則為何。

提出要求須列明召開會議目的，並須由要求者簽署，呈交至本公司的主要營業地點(地址為香港德輔道中189號李寶椿大廈12樓1203-4室)予公司秘書，當中或附有若干文件，由一名或多名要求者簽署的各張表格。

有關要求將由本公司的股份過戶登記處核實，並待彼等確認該要求為恰當後，公司秘書將向董事會提出將有關決議案載入股東特別大會議程內。

如董事自提交要求當日起計二十一日內並無正式召開大會，要求者可自行召開大會，惟任何就此召開的大會須於所述日期起計兩個月內舉行。

向董事會提問的程序

問題須以書面提出並隨附提問者的聯絡資料，呈交至本公司的主要營業地點(地址為香港德輔道中189號李寶椿大廈12樓1203-4室)予公司秘書。

於股東大會動議的程序

如於股東週年大會或股東特別大會提呈議案，股東須附上該等議案的書面通知，連同詳細聯絡資料，呈交至本公司的主要營業地點(地址為香港德輔道中189號李寶椿大廈12樓1203-4室)予公司秘書。有關要求將由本公司的股份過戶登記處核實，並待彼等確認該要求為恰當後，公司秘書將向董事會提出將有關決議案載入股東大會議程內。

The way by which shareholders can convene an extraordinary general meeting ("EGM")

The Directors, notwithstanding anything in the Company's articles of association shall, on the requisition of shareholders holding at the date of the deposit of the requisition not less than one-tenth of such of the paidup capital of the Company having the right of voting at general meetings of the Company, forthwith proceed duly to convene an EGM.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company's principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the EGM.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of two months from the said date.

The procedures for sending enquiries to the Board

The enquiries must be in writing with contact information of the requisitionists and deposited at the Company Secretary at the Company's principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The procedures for making proposals at Shareholders' Meetings

To put forward proposals at an AGM or EGM, the shareholders should submit a written notice of those proposals with detailed contact information to the Company Secretary at the Company's principal place of business at Suites 1203-4, 12/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong. The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

就股東於股東週年大會或股東特別大會所提呈議案而給予全體股東考慮的通知期限根據議案的性質釐定如下：

- 倘議案於股東特別大會上構成一項普通決議案，最少14日書面通知(通知期包括10個營業日)。
- 倘議案於股東特別大會上構成本公司一項特別決議案或於股東週年大會上構成本公司任何一項決議案，最少21日書面通知(通知期包括20個營業日)。

投資者關係的聯絡事宜

本公司重視股東、投資者及公眾人士的反饋意見。歡迎透過以下途徑向本公司提出查詢及建議：

香港

請按以下方式聯絡我們的公司秘書：

電話：(852) 2828 9285
郵件：香港德輔道中189號李寶椿大廈
12樓1203-4室
電郵：ir@lansen.com.cn

中國

請按以下方式聯絡我們的投資者關係部：

電話：(86) 574 8804 6316
郵件：浙江省寧波市海曙區
高橋工業園區新豐路228號
(郵編：315174)
電郵：ir@lansen.com.cn

於本公司網站www.lansen.com.cn可提供最新的投資者關係資料。

The notice period to be given to all shareholders for consideration of the proposal raised by the shareholders concerned at an AGM or EGM varies according to the nature of the proposal, as follows:

- At least 14 days' notice (the notice period must include 10 business days) in writing if the proposal constitutes an ordinary resolution of the Company in an EGM.
- At least 21 days' notice (the notice period must include 20 business days) in writing if the proposal constitutes a special resolution of the Company in an EGM or any resolution of the Company in an AGM.

Investor Relations Contacts

The Company values feedbacks from shareholders, investors and the public. Enquiries and proposals are welcome and can be put to the Company via the following means:

Hong Kong

Please contact our Company Secretary at:

By phone：(852) 2828 9285
By post：Suite 1203-4, 12/F., Li Po Chun Chambers,
189 Des Voeux Road Central, Hong Kong
By e-mail：ir@lansen.com.cn

The PRC

Please contact our Investor Relations Department at:

By phone：(86) 574 8804 6316
By post：228 Xinfeng Road, Gaoqiao Industrial Park,
Haishu District, Ningbo City, Zhejiang Province, PRC
(Postal code: 315174)
By e-mail：ir@lansen.com.cn

The latest investor relations information is available on the Company's website at www.lansen.com.cn.



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

致朗生醫藥控股有限公司股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Lansen Pharmaceutical Holdings Limited
(incorporated in the Cayman Islands with limited liability)

意見

本核數師(以下簡稱「我們」)已審計列載於第95至186頁朗生醫藥控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年十二月三十一日的綜合財務狀況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，以及包括主要會計政策概要的綜合財務報表附註。

Opinion

We have audited the consolidated financial statements of Lansen Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 95 to 186, which comprise the consolidated statement of financial position as at 31 December 2017, and 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.

我們認為，該等綜合財務報表已根據《國際財務報告準則》真實而公平地反映 貴集團於二零一七年十二月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

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 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見基礎

我們已根據《國際審計準則》(「國際審計準則」)進行審計。我們於該等準則下的責任，將於我們的報告中「核數師就綜合財務報表的審計須承擔的責任」一節中進一步詳述。根據香港會計師公會「專業會計師道德守則」(「守則」)，我們獨立於 貴集團，並已根據守則滿足我們其他的道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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.

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

關鍵審計事項

關鍵審計事項是指根據我們的專業判斷，於審計當前期間綜合財務報表中最重要的事項。我們在審計整體綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

商譽及可使用年期無限的無形資產的減值評估

(請參閱綜合財務報表附註17及18，以及載列於附註5的與商譽及可使用年期無限的無形資產減值有關的本集團重要會計估計及判斷)

於二零一七年十二月三十一日，本集團的商譽為6,824,000美元，而可使用年期無限的無形資產為21,251,000美元。管理層已根據《國際會計準則》第36號「資產減值」進行減值審查。現金產生單位的可收回金額根據在用價值計算釐定。在用價值計算包括管理層對估計未來現金流量作出的重大假設及判斷。

我們視商譽及可使用年期無限的無形資產的減值評估為關鍵審計事項，原因是該評估對綜合財務報表的重要性，以及本範疇涉及管理層作出重大程度的判斷及估計，特別是對未來現金流量及折現率作出的估計。

有關減值模型所使用的主要假設已於綜合財務報表附註17及18中披露。

我們的回應：

就管理層對商譽及可使用年期無限的無形資產進行的減值評估，我們所採取的程序包括：

- 正就現金流量預測與高級管理人員進行討論；
- 正根據我們對業務及行業的認知，並考慮預算過往的準確程度，對主要假設的合理性進行評估；及
- 正進行敏感度分析，包括評估折現率及現金流合理可能變動的影響。

Key Audit Matters

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

Impairment assessment of goodwill and intangible assets with indefinite useful lives

(Refer to Notes 17 and 18 to the consolidated financial statements and the Group's critical accounting estimates and judgements in relation to impairment of goodwill and intangible assets with indefinite useful lives set out in Note 5)

The Group had goodwill of US\$6,824,000 and intangible assets with indefinite useful lives of US\$21,251,000 as at 31 December 2017. Management have performed an impairment review under International Accounting Standard 36 "Impairment of Assets". Recoverable amounts of cash-generating units are determined based on value in use calculations, which include significant assumptions and judgements made by management concerning the estimated future cash flows.

We identified the impairment assessment of goodwill and intangible assets with indefinite useful lives as a key audit matter because of its significance to the consolidated financial statements and because this area involves a significant degree of judgement and estimation made by management, in particular the estimation of future cash flows and discount rate.

See Notes 17 and 18 to the consolidated financial statements where the key assumptions used in the impairment model have been disclosed.

Our response:

Our procedures in relation to management's impairment assessment of goodwill and intangible assets with indefinite useful lives included:

- Discussing cash flow projections with senior management;
- Assessing the reasonableness of key assumptions based on our knowledge of the business and industry and by considering the historical accuracy of budgeting; and
- Performing sensitivity analysis including assessing the effect of a reasonably possible change in discount rate and cash flows.

來自主要客戶之貿易應收款項減值評估

(請參閱綜合財務報表附註21(a)，以及載列於附註5與應收款項減值有關的 貴集團重要會計政策及判斷)

誠如附註21(a)所述，貿易應收款項41,702,000美元包括來自 貴集團一名主要客戶的款項6,217,000美元(「尚未償還結餘」)。該結餘乃因於二零一六年十月至十一月向主要客戶銷售新的美容產品而產生，有關的初始信貸期為90日。主要客戶為中國的一名美容相關產品的主要分銷商，惟由於多種因素，對其最終客戶的新產品銷售並無如期進行。

貴集團已同意將尚未償還結餘支付的期限延遲至二零一八年十二月三十一日。基於主要客戶的財務能力， 貴集團認為即使其未能出售剩餘的購自集團的新產品，主要客戶仍有能力結清尚未償還結餘。 貴集團管理層仍需就自報告日期起計12個月的還款安排評估其可能結果範圍及支付時間。根據該評估，管理層已釐定須就尚未償還結餘作出682,000美元之減值撥備。

尚未償還結餘之減值評估屬主觀範疇並須應用重大判斷、主要客戶之知識及背景資料及使用估計。管理層於作出其評估時已參閱主要客戶的支付記錄、其信譽及財務狀況以及新產品的市場狀況。

我們視管理層對來自主要客戶的尚未償還結餘可回收性的減值評估為關鍵審計事項，因為該評估須作出重大判斷及估計。

Impairment assessment of trade receivable due from a major customer

(Refer to Note 21(a) to the consolidated financial statements and the Group's critical accounting estimates and judgement in relation to impairment of receivables set out in Note 5)

As explained in Note 21(a), included in trade receivables of US\$41,702,000 was an amount due from a major customer of the Group in the amount of US\$6,217,000 (the "Outstanding Balance"). This balance was derived from the sales of a new cosmetic product to the major customer in October and November 2016, for which the original credit term of sale was 90 days. The major customer is a major distributor of cosmetic-related products in the PRC, but due to various factors, sales of the new product to its final customers have not gone as well as hoped.

The Group has agreed to an extension of payment of the Outstanding Balance to 31 December 2018. The Group considered that the major customer should have the financial ability to settle the Outstanding Balance even if it is unable to sell the remaining products it has bought from the Group. The fact that repayment date is 12 months from the reporting date has required the Group's management to assess the range of possible outcomes of this arrangement and the timing of the settlement. Based on this assessment, management has concluded an impairment provision of US\$682,000 was necessary against the Outstanding Balance.

The assessment of the impairment of the Outstanding Balance is a subjective area and requires application of considerable judgement, the knowledge and background information of the major customer and the use of estimates. Management have looked at the settlement pattern of the major customer, its creditworthiness and financial condition and the state of the market for the new product when making its assessment.

We have identified management's impairment assessment of the recoverability of the Outstanding Balance due by the major customer as a key audit matter because the assessment requires considerable amount of judgement and estimation.

我們的回應：

就管理層對貿易應收款項可回收性的減值評估，我們所採取的程序包括：

- 就尚未償還結餘自主要客戶取得直接確認；
- 審閱延遲還款協議之原件，並保證其獲主要客戶的適當代表的妥為授權；
- 於年度結算日後實地考察主要客戶的冷藏基地，以保證剩餘的未出售產品均獲入賬並保持良好的可出售狀態；
- 與 貴集團及 貴集團之董事及高級管理團隊進行若干次討論，以了解並質疑彼等對尚未償還結餘可回收性之評估以及彼等對主要客戶及其財務狀況之知識及了解；
- 自獨立第三方來源取得主要客戶結算尚未償還結餘之財務資源及能力之合理保證；
- 審閱 貴集團之法律顧問就在尚未償還結餘於二零一八年十二月三十一日未能結算的情況下，任何針對主要客戶之法律程序(如屬必要)的可能結果之通訊；及
- 就有關自 貴集團與主要客戶協定的延遲付款安排產生的預期未來現金流量及其對所需減值撥備的影響的合理可能結果範圍進行自行進行敏感度分析。

Our response:

Our procedures in relation to management's impairment assessment of trade receivables included:

- Obtained direct confirmation from the major customer of the Outstanding Balance;
- Reviewed the original copy of the extension of payment agreement and ensured it was properly authorised by an appropriate representative from the major customer;
- Carried out on-site inspection of the major customer's cold storage premises subsequent to year end to ensure the remaining unsold products were all accounted for and kept in good and saleable condition;
- Carried out several discussions with the Group's director and the Group's senior management team to understand and challenge their assessment of recoverability of the Outstanding Balance as well as their knowledge and understanding of the major customer and its financial position;
- Obtained reasonable comfort of the financial resources and strength of the major customer to settle the Outstanding Balance from independent third party sources;
- Reviewed correspondence with the Group's legal advisors on the likely outcome of any legal proceedings against the major customer (should this be necessary) in the event the Outstanding Balance is not settled by 31 December 2018; and
- Performed our own sensitivity analysis on the range of reasonably possible outcomes related to the expected future cash flows arising from the extension of payment arrangement agreed between the Group and the major customer and its effect on the impairment provision required.

本年報的其他資料

董事須負責其他資料。其他資料包括 貴公司年報所載的資料，但不包括綜合財務報表及我們就此編製的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦對其他資料作出的結論概不表示任何形式的保證。

就我們審計綜合財務報表而言，我們的責任為閱覽其他資料，並就此考慮其他資料與綜合財務報表或我們於審計時獲得的認知是否出現重大不一致情況，或出現重大錯誤陳述。倘根據我們已進行的工作，我們得出本其他資料出現重大錯誤陳述的結論，我們須就此事實作出匯報。就此方面我們並無事項須予匯報。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定編製及公平呈列此等綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，同時於適當時披露與持續經營相關的事項，並使用會計的持續經營基準，除非董事計劃對 貴集團進行清盤或結束其營運，或現實並無替代方案。

董事亦負責監控 貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors' Responsibilities for the Consolidated Financial Statements

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

核數師就綜合財務報表的審計須承擔的責任

我們的目標為就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確定，並出具載有我們的意見的核數師報告。本報告按照審計業務約定書的條文僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理確定為一項高水平的確定，但並非保證於存在重大錯誤陳述時，根據《國際審計準則》進行的審計能恒常檢測出重大錯誤陳述。錯誤陳述可因欺詐或錯誤引致，對採納此等綜合財務報表為基準的使用者而言，倘可合理預期該等錯誤陳述個別或整體會對他們採取的經濟決定產生影響，則該等錯誤陳述將被視為重大錯誤陳述。

作為根據《國際審計準則》進行的審計的一部分，我們於審計中作出專業的判斷，並抱持專業的懷疑態度。我們亦：

- 識別及評估由欺詐或錯誤導致綜合財務報表出現重大錯誤陳述的風險，設計及執行回應該等風險的審計程序，並獲得充足和適當的審計憑證為我們的意見提供基礎。未能檢測出因欺詐導致的重大錯誤陳述，其風險高於未能檢測出因錯誤所導致者，原因是欺詐可能涉及串謀、偽造、故意遺漏、失實陳述，或凌駕內部監控。
- 了解與審計相關的內部監控，以設計適合此一情況的審計程序，但其目的並非就貴集團內部監控的有效性發表意見。
- 評估所使用的會計政策的合適性，以及董事作出的會計估計及相關披露的合理性。

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, 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.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- 就董事使用會計的持續經營基準的合適性作出結論，並基於所獲得的審計憑證，對貴集團繼續持續經營的能力可構成重大疑問的事件或情況，是否存在與之相關的重大不確定性作出結論。倘我們的結論為存在重大不確定性，我們須於核數師報告中，就綜合財務報表中的相關披露提請使用者垂注，或倘該等披露並不充份，則修改我們的意見。我們的結論乃基於截至我們的核數師報告日期所獲得的審計憑證。然而，未來事件或情況可導致貴集團停止繼續持續經營。
- 就綜合財務報表的整體陳述、結構及內容(包括披露)進行評估，並就綜合財務報表是否以達致公平陳述的方式呈列相關交易及事件進行評估。
- 對貴集團內的實體或業務活動的財務資料獲得充足適當的審計憑證，以就綜合財務報表發表意見。我們就貴集團的審計方向、監督及履行情況承擔責任。我們為審計意見承擔全部責任。
- 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.

除其他事項外，我們就審計的計劃範圍及時間，以及重大審計發現(包括於審計期間我們識別的任何內部監控重大缺陷)與審核委員會溝通。

我們亦向審核委員會提供聲明，以說明我們已遵守有關獨立性的相關道德要求，並就有可能合理地認為影響我們的獨立性的所有關係及其他事項，以及(如適用)相關的防範措施與全體審核委員會成員進行溝通。

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

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

我們認為與董事溝通的事項對審計當前期間的綜合財務報表最為重要，因此屬關鍵審計事項。除非法律或法規禁止我們披露有關事項，或在極端罕見的情況下，我們認為於報告中溝通某事項，可合理預期其負面後果將大於公眾利益，因而決定不應於報告中進行溝通，否則我們會於核數師報告內描述此等事項。

From the matters communicated with the directors, 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.

香港立信德豪會計師事務所有限公司
執業會計師

梁子慧
執業證書編號：P06158

香港，二零一八年三月二十七日

BDO Limited
Certified Public Accountants

Leung Tze Wai
Practising Certificate Number: P06158

Hong Kong, 27 March 2018

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		附註 Notes	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000 (重新列示) (Re-presented)
收入	Revenue	6	89,484	94,824
銷售成本	Cost of sales		(37,595)	(41,048)
毛利	Gross profit		51,889	53,776
其他收入	Other income	6	1,270	2,120
銷售及分銷開支	Selling and distribution expenses		(30,873)	(29,279)
行政開支	Administrative expenses		(12,830)	(15,586)
經營溢利	Profit from operations		9,456	11,031
其他非經營性收入/(開支)	Other non-operating income/(expenses)	8	10,874	(3,221)
衍生金融工具的公平值(虧損)/ 收益	Fair value (loss)/gain on derivative financial instrument		(564)	1,129
財務成本	Finance costs	9	(4,016)	(3,367)
應佔聯營公司之除稅後溢利	Share of post-tax profit of associates		1,295	1,454
除所得稅前溢利	Profit before income tax	10	17,045	7,026
所得稅開支	Income tax expense	12	(1,416)	(3,190)
年度溢利	Profit for the year		15,629	3,836

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
	附註 Note		
其他全面收益	Other comprehensive income		
其後可能重新分類至損益之項目：	<i>Item that may be reclassified subsequently to profit or loss:</i>		
– 換算海外業務產生之匯兌差額	– Exchange differences arising on translation of foreign operations	7,777	(9,550)
出售一間聯營公司的部分權益時重新分類至損益的匯兌差額	Exchange differences reclassified to profit or loss upon partial disposal of an associate	355	–
年度其他全面收益 (扣除稅項)	Other comprehensive income for the year, net of tax	8,132	(9,550)
年度全面收益總額	Total comprehensive income for the year	23,761	(5,714)
本公司擁有人應佔溢利	Profit attributable to owners of the Company	15,629	3,836
本公司擁有人應佔全面收益總額	Total comprehensive income attributable to owners of the Company	23,761	(5,714)
每股盈利 — 基本及攤薄	Earnings per share — basic and diluted	美仙 US cents	美仙 US cents
	14	3.8	0.9

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一七年十二月三十一日 As at 31 December 2017

		附註 Notes	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	15	31,432	30,907
預付土地租賃款項	Prepaid land lease payment	16	2,024	1,963
無形資產	Intangible assets	17	24,056	24,342
商譽	Goodwill	18	6,824	6,824
衍生金融工具	Derivative financial instrument	35	–	2,280
於聯營公司之權益	Interests in associates	19	35,417	39,424
			99,753	105,740
流動資產	Current assets			
存貨	Inventories	20	13,059	14,576
貿易及其他應收款項	Trade and other receivables	21	63,997	65,197
向一間聯營公司的貸款	Loan to an associate	22	7,519	–
預付土地租賃款項	Prepaid land lease payment	16	55	52
衍生金融工具	Derivative financial instrument	35	1,840	–
已抵押銀行存款	Pledged bank deposits	23	32,631	27,095
現金及現金等價物	Cash and cash equivalents	23	8,891	10,102
			127,992	117,022
總資產	Total assets		227,745	222,762
權益及負債	EQUITY AND LIABILITIES			
資本及儲備	Capital and reserves			
本公司擁有人應佔權益	Equity attributable to owners of the Company			
股本	Share capital	24	4,150	4,150
股份溢價	Share premium	25	18,945	18,945
外匯儲備	Foreign exchange reserve		2,131	(6,001)
法定儲備	Statutory reserve		9,233	8,927
保留溢利	Retained profits		67,560	64,355
總權益	Total equity		102,019	90,376

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一七年十二月三十一日 As at 31 December 2017

		附註 Notes	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities	27	2,000	1,876
			2,000	1,876
流動負債	Current liabilities			
借款	Borrowings	26	99,135	105,098
流動稅項負債	Current tax liabilities		1,096	1,402
貿易及其他應付款項	Trade and other payables	28	22,219	22,784
其他金融負債	Other financial liabilities	29	1,276	1,226
			123,726	130,510
總負債	Total liabilities		125,726	132,386
總權益及負債	Total equity and liabilities		227,745	222,762
流動資產/(負債)淨值	Net current assets/(liabilities)		4,266	(13,488)
總資產減流動負債	Total assets less current liabilities		104,019	92,252

第95至186頁的綜合財務報表已於二零一八年三月二十七日獲董事會批准及授權刊發，並由以下人士代表簽署：

The consolidated financial statements on pages 95 to 186 were approved and authorised for issue by the Board of Directors on 27 March 2018 and are signed on its behalf by:

董事
Director
陳力
CHEN Li

董事
Director
侯淞
HOU Song

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		股本	股份溢價	外匯儲備	法定儲備	保留溢利	總權益
		Share capital	Share premium	Foreign exchange reserve	Statutory reserve	Retained profits	Total equity
		千美元	千美元	千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		(附註24)	(附註25)	(附註25)	(附註25)	(附註25)	(附註25)
		(Note 24)	(Note 25)	(Note 25)	(Note 25)	(Note 25)	(Note 25)
截至二零一六年十二月三十一日止年度	Year ended 31 December 2016						
於二零一六年一月一日之結餘	Balance at 1 January 2016	4,150	24,302	3,549	8,344	61,102	101,447
股息(附註13)	Dividends (Note 13)	—	(5,357)	—	—	—	(5,357)
與擁有人進行交易	Transactions with owners	—	(5,357)	—	—	—	(5,357)
年度溢利	Profit for the year	—	—	—	—	3,836	3,836
年度其他全面收益	Other comprehensive income for the year						
— 換算海外業務產生之匯兌差額	— Exchange differences arising on translation of foreign operations	—	—	(9,550)	—	—	(9,550)
年度全面收益總額	Total comprehensive income for the year	—	—	(9,550)	—	3,836	(5,714)
轉撥至法定儲備	Appropriations to statutory reserve	—	—	—	583	(583)	—
於二零一六年十二月三十一日之結餘	Balance at 31 December 2016	4,150	18,945	(6,001)	8,927	64,355	90,376
截至二零一七年十二月三十一日止年度	Year ended 31 December 2017						
於二零一七年一月一日之結餘	Balance at 1 January 2017	4,150	18,945	(6,001)	8,927	64,355	90,376
股息(附註13)	Dividends (Note 13)	—	—	—	—	(12,118)	(12,118)
與擁有人進行交易	Transactions with owners	—	—	—	—	(12,118)	(12,118)
年度溢利	Profit for the year	—	—	—	—	15,629	15,629
年度其他全面收益	Other comprehensive income for the year						
— 換算海外業務產生之匯兌差額	— Exchange differences arising on translation of foreign operations	—	—	7,777	—	—	7,777
— 於出售一間聯營公司的部分權益時重新分類至損益的匯兌差額	— Exchange differences reclassified to profit or loss upon partial disposal of an associate	—	—	355	—	—	355
年度全面收益總額	Total comprehensive income for the year	—	—	8,132	—	15,629	23,761
註銷一間附屬公司	Deregistration of a subsidiary	—	—	—	(185)	185	—
轉撥至法定儲備	Appropriations to statutory reserve	—	—	—	491	(491)	—
於二零一七年十二月三十一日之結餘	Balance at 31 December 2017	4,150	18,945	2,131	9,233	67,560	102,019

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
來自經營業務之現金流量	Cash flows from operating activities		
除所得稅前溢利	Profit before income tax	17,045	7,026
調整：	Adjustments for:		
已確認財務成本	Finance costs recognised	4,016	3,367
利息收入	Interest income	(595)	(558)
應佔聯營公司之除稅後溢利	Share of post-tax profit of associates	(1,295)	(1,454)
無形資產減值撥備	Provision for impairment of intangible assets	1,821	–
貿易應收款項減值撥備	Provision for impairment of trade receivables	1,218	233
其他應收款項減值撥備	Provision for impairment of other receivables	277	22
物業、廠房及設備折舊	Depreciation of property, plant and equipment	3,056	2,862
衍生金融工具的公平值(虧損)/收益	Fair value loss/(gain) on derivative financial instrument	564	(1,129)
預付土地租賃款項攤銷	Amortisation of prepaid land lease payment	58	59
出售附屬公司虧損	Loss on disposal of a subsidiary	–	10
出售物業、廠房及設備虧損	Losses on disposals of property, plant and equipment	37	108
無形資產撇銷	Write off of intangible assets	655	1,546
視作出售聯營公司虧損	Loss on deemed disposal of an associate	–	300
出售一間聯營公司部份權益的收益(扣除稅項)	Gain on partial disposal of an associate, net of tax	(15,422)	–
存貨撇銷	Write off of inventories	465	–
無形資產攤銷	Amortisation of intangible assets	574	582
陳舊存貨減值撥備	Provision for impairment of obsolete inventories	610	84
營運資金變動前之經營溢利	Operating profit before working capital changes	13,084	13,058
存貨減少	Decrease in inventories	1,266	1,690
貿易及其他應收款項減少/(增加)	Decrease/(Increase) in trade and other receivables	3,666	(14,165)
貿易及其他應付款項(減少)/增加	(Decrease)/Increase in trade and other payables	(1,861)	1,579
經營產生之現金	Cash generated from operations	16,155	2,162
已付利息	Interest paid	(3,908)	(3,311)
已付所得稅	Income tax paid	(1,693)	(2,552)
經營活動產生/(所用)之現金淨額	Net cash generated from/(used in) operating activities	10,554	(3,701)

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

	附註 Notes	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
來自投資活動之現金流量	Cash flows from investing activities		
已抵押銀行存款增加	Increase in pledged bank deposits	(3,746)	(4,992)
購買物業、廠房及設備	Purchase of property, plant and equipment	(2,204)	(2,396)
購買無形資產	Purchase of intangible assets	(1,862)	(2,267)
來自出售一間聯營公司部分權益之所得款項	Proceeds from partial disposal of an associate	26,087	-
與出售一間聯營公司部分權益相關的交易成本及預扣稅	Transaction costs and withholding tax in connection with partial disposal of an associate	(3,195)	-
收取聯營公司股息	Dividends received from an associate	225	796
出售物業、廠房及設備所得款項	Proceeds from disposals of property, plant and equipment	388	1
向一間聯營公司貸款	Loan to an associate	(7,335)	-
出售附屬公司致淨現金流出	Net cash outflows from disposal of a subsidiary	-	(285)
收購聯營公司	Acquisition of an associate	-	(8,352)
已收利息	Interest received	595	558
投資活動產生/(所用)現金淨額	Net cash generated from/(used in) investing activities	8,953	(16,937)
來自融資活動之現金流量	Cash flows from financing activities		
借款所得之款項	Proceeds from borrowings	118,628	120,370
償還借款之款項	Repayment of borrowings	(127,683)	(102,577)
已付股息	Dividends paid	(12,118)	(5,357)
融資活動(所用)/產生之現金淨額	Net cash (used in)/generated from financing activities	(21,173)	12,436
現金及現金等價物之淨減少	Net decrease in cash and cash equivalents	(1,666)	(8,202)
年初現金及現金等價物	Cash and cash equivalents at beginning of year	10,102	18,976
匯率變動之影響	Effects of exchange rate changes	455	(672)
年末現金及現金等價物	Cash and cash equivalents at end of year	8,891	10,102

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

1. 公司資料

朗生醫藥控股有限公司(「本公司」)於二零零九年九月十日在開曼群島註冊成立為獲豁免有限公司，其股份自二零一零年五月七日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處為Clifton House, 75 Fort Street, P. O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands。本公司的主要營業地點位於香港德輔道中189號李寶椿大廈12樓1203-4室。

本公司的主要業務活動為投資控股。本公司附屬公司(連同本公司，統稱「本集團」)的主要業務活動為製造及買賣藥品。本集團主要在中華人民共和國(「中國」)進行業務，詳情載於附註31。年內，本集團業務概無重大變動。

本公司為Cathay International Holdings Limited(「CIH」)的附屬公司，該公司在百慕達註冊成立，其股份在倫敦證券交易所上市。董事認為直接控股公司和最終控股公司分別為國泰國際醫藥生產及銷售(中國)有限公司及CIH。

2. 綜合財務報表編製基準

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

1. Corporate Information

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

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries (together with the Company referred to as the "Group") are manufacturing and trading of pharmaceutical products. The principal activities of the Group are carried out in the People's Republic of China (the "PRC") and are set out in Note 31. There were no significant changes in the Group's operations during the year.

The Company is a subsidiary of Cathay International Holdings Limited ("CIH"), a company incorporated in Bermuda and whose shares are listed on the London Stock Exchange. The directors consider the immediate holding company and ultimate holding company to be Cathay International Pharma Manufacture and Distribution (China) Limited and CIH respectively.

2. Basis of Preparation of Consolidated Financial Statements

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

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 綜合財務報表編製基準(續)

綜合財務報表根據歷史成本基準編製，惟於各報告期末按公平值計量的若干金融負債及衍生金融工具則除外。除另有註明外，綜合財務報表以美元(「美元」)(即等同本公司的功能貨幣)呈列，而所有價值均調整至最接近千位。

3. 採納新訂或經修訂國際財務報告準則

3.1 採納新訂或經修訂國際財務報告準則 – 自二零一七年一月一日起生效

國際會計準則 披露計劃
第7號的修訂

國際會計準則 確認遞延稅項資產
第12號的修訂 之未變現虧損

國際財務報告 二零一四年至二零
準則的修訂 一六年週期的年
度改進(關於國
際財務報告準則
第12號披露於其
他實體的權益的
修訂)

除以下所述外，採納此等修訂對本集團的綜合財務報表並無重大影響。

國際會計準則第7號的修訂，披露計劃

該等修訂要求實體提供使財務報表使用者能夠評估融資活動所產生的負債變動的披露資料，包括現金流量產生的變動及非現金變動。該等修訂並無限定達成新披露規定的指定方法。然而，該等修訂指出其中一個方法為提供融資活動產生的負債的期初及期末結餘的對賬。此外，國際會計準則第7號的修訂所載之過渡性條文已獲應用，故毋須呈列比較資料。

2. Basis of Preparation of Consolidated Financial Statements (Continued)

The consolidated financial statements have been prepared under the historical cost basis except for certain financial liabilities and derivative financial instrument that are measured at fair values at the end of each reporting period. The consolidated financial statement are presented in United States Dollars (“US\$”), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

3. Adoption of New or Revised IFRSs

3.1 Adoption of new or revised IFRSs — effective 1 January 2017

Amendments to IAS 7 Disclosure Initiative

Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses

Amendments to IFRSs Annual Improvements 2014-2016 Cycle (Relating to Amendments to IFRS 12 Disclosure of Interests in Other Entities)

Except for as explained below, the adoption of these amendments has no material impact on the Group’s consolidated financial statements.

Amendments to IAS 7, Disclosure Initiative

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments do not prescribe a specific method to fulfil the new disclosure requirements. However, the amendments indicate that one way is to provide reconciliation between the opening and closing balances for liabilities arising from financing activities. In addition, the transitional provision set out in the amendments to IAS 7 have been applied and hence no comparative information is required.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則

本集團並無提早採納下列已頒佈但尚未生效的新訂或經修訂國際財務報告準則(與本集團的綜合財務報表可能相關)。

國際財務報告準則的二零一四年至二零一六年週期的年度改進
國際財務報告準則第1號的修訂首次採用國際財務報告準則¹

國際財務報告準則的二零一五年至二零一七年週期的年度改進
國際會計準則第12號「所得稅」；國際會計準則第23號「借款費用」；國際財務報告準則第3號「業務合併」；國際財務報告準則第11號「合營安排」的修訂²

國際財務報告準則第9號
金融工具¹

國際財務報告準則第9號的修訂
具有負補償之提前還款特性²

國際財務報告準則第10號及國際會計準則第28號的修訂
投資者與其聯營公司或合資企業之資產銷售或貢獻³

國際財務報告準則第15號
與客戶合約所得收益¹

國際財務報告準則第15號的修訂
與客戶合約所得收益(國際財務報告準則第15號的澄清)¹

國際財務報告準則第16號
租賃²

國際財務報告詮釋委員會詮釋第22號
外幣交易及墊付對價¹

國際財務報告詮釋委員會詮釋第23號
所得稅之不確定性處理²

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective

The following new or revised IFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Annual Improvements to IFRSs 2014-2016 Cycle
Amendments to IFRS 1, First-time adoption of International Financial Reporting Standards¹

Annual Improvements to IFRSs 2015-2017 Cycle
Amendments to IAS 12, Income Tax; IAS 23, Borrowing Costs; IFRS 3, Business Combinations; IFRS 11, Joint Arrangements²

IFRS 9
Financial Instruments¹

Amendments to IFRS 9
Prepayment Features with Negative Compensation²

Amendments to IFRS 10 and IAS 28
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³

IFRS 15
Revenue from Contracts with Customers¹

Amendments to IFRS 15
Revenue from Contracts with Customers (Clarifications to IFRS 15)¹

IFRS 16
Leases²

IFRIC 22
Foreign Currency Transactions and Advance Consideration¹

IFRIC 23
Uncertainty over Income Tax Treatments²

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

- ¹ 於二零一八年一月一日或之後開始之年度期間生效
- ² 於二零一九年一月一日或之後開始之年度期間生效
- ³ 該等修訂最初擬於二零一六年一月一日或之後開始之期間生效。生效日期現已延遲/移除。提前應用該等修訂仍獲准許。

國際財務報告準則第9號，金融工具

國際財務報告準則第9號引入有關金融資產分類及計量的新規定。根據為持有資產以收取合約現金流量的業務模式(業務模式測試)的目標持有並以所訂立合約條款產生的現金流量純粹用作支付尚未償還本金額的本金及利息(合約現金流量特點測試)的債務工具一般按攤銷成本計量。倘實體的業務模式兼具持有及收取合約現金流量以及出售金融資產，則符合合約現金流量特點測試的債務工具乃按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量。實體可於初步確認時不可撤回地選擇按公平值計入其他全面收益以計量並非持作買賣的權益工具。所有其他債務及權益工具均以按公平值變動列入損益(「按公平值變動列入損益」)。本集團已評估現時按攤銷成本及按公平值變動列入損益計量之金融資產將於採納國際財務報告第9號後維持彼等各自之分類及計量。

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2019
- ³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

IFRS 9, Financial Instruments

IFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income ("FVTOCI") if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss ("FVTPL"). The Group has assessed that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of IFRS 9.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

國際財務報告準則第9號，金融工具(續)

國際財務報告準則第9號的新減值模式以「預期信貸虧損」模式取代國際會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，其將不再需要在確認減值虧損前發生虧損事件。相反，一間實體須確認並計量十二個月的預期信貸虧損或可使用年期內的預期信貸虧損，惟視乎資產、事實及情況而定。本集團預期應用預期信貸虧損模型將導致提早確認信貸虧損。

此外，國際財務報告準則第9號引入新的一般對沖會計規定，使實體能夠在綜合財務報表中更好地反映彼等之風險管理活動。然而，本集團現時並無任何對沖關係，因此其將不會對本集團之綜合財務報表產生任何影響。

國際財務報告準則第9號貫徹國際會計準則第39號有關金融負債確認及計量規定，惟指定為按公平值變動列入損益的金融負債除外，該負債信貸風險變動應佔的公平價值變動金額於其他全面收益確認，除非此舉會導致或擴大損益上的會計錯配。此外，國際財務報告準則第9號保留國際會計準則第39號就取消確認金融資產及金融負債的規定。本集團就金融負債之會計處理將不會受到影響，原因為新規定僅會影響指定為按公平值變動列入損益的金融負債之會計處理，而有關公平值變動金額乃歸屬於信貸風險變動及本集團並無任何該等負債。

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)

IFRS 9, Financial Instruments (Continued)

The new impairment model in IFRS 9 replaces the “incurred loss” model in IAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group expects that the application of the expected credit loss model will result in earlier recognition of credit losses.

In addition, IFRS 9 introduces new general hedge accounting requirements to allow entities to better reflect their risk management activities in consolidated financial statements. However, the Group currently does not have any hedge relationship and therefore it will not have any impact on the Group’s consolidated financial statements.

IFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from IAS 39, except for financial liabilities designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, IFRS 9 retains the requirements in IAS 39 for derecognition of financial assets and financial liabilities. There will be no impact on the Group’s accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at FVTPL, where the amount of change in fair value attributable to change in credit risk and the Group does not have any such liabilities.

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

國際財務報告準則第15號，與客戶合約所得收益

新訂準則設立單一收入確認框架。框架的核心原則為實體所確認的收入應表明以反映實體預期就交換該等商品及服務而有權獲得的代價向客戶轉讓經承諾的商品或服務而金額。國際財務報告準則第15號取代現有的收入確認指引，包括國際會計準則第18號「收入」、國際會計準則第11號「建造合約」及有關詮釋。

國際財務報告準則第15號規定確認收益所應用的五個步驟：

- 第1步：識別與客戶所訂立的合約
- 第2步：識別合約的履約責任
- 第3步：釐定交易價格
- 第4步：分配交易價格至各履約責任
- 第5步：於履行各履約責任時確認收益

國際財務報告準則第15號包括對與可能改變目前根據國際財務報告準則做法的特定收益相關事宜的特定指引。有關準則亦顯著加強有關收益的定性及定量披露。

本集團現時正在評估財務國際財務報告準則第15號對其綜合財務報表的影響，並預期該準則於應用後將不會對本集團之綜合財務報表產生重大影響。

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)

IFRS 15, Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. IFRS 15 supersedes existing revenue recognition guidance including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and related interpretations.

IFRS 15 requires the application of a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

IFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under IFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

The Group is currently assessing the impacts of adopting IFRS 15 on its consolidated financial statements and expects that the standard will not have significant impact, when applied, on the consolidated financial statements of the Group.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

國際財務報告準則第15號的修訂—與客戶合約所得收益(國際財務報告準則第15號的澄清)

國際財務報告準則第15號的修訂包括澄清對履行責任的識別方式；應用委託人或代理人；知識產權許可；及過渡規定。

國際財務報告準則第16號，租賃

國際財務報告準則第16號由生效當日起將取代國際會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據國際財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，以於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或不行使選擇權終止租賃的情況下，將於選擇權期間內作出的付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據舊有準則國際會計準則第17號分類為經營租賃的租賃。

就出租人會計法而言，國際財務報告準則第16號大致繼承國際會計準則第17號的出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同的會計處理。

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)

Amendments to IFRS 15, Revenue from Contracts with Customers (Clarifications to IFRS 15)

The amendments to IFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

IFRS 16, Leases

IFRS 16, which upon the effective date will supersede IAS 17 *Leases* and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under IFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, IAS 17.

In respect of the lessor accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

國際財務報告準則第16號，租賃(續)

國際財務報告準則第16號將主要影響本集團作為現時分類為經營租賃之辦公室租賃之承租人之會計處理。應用新的會計模型預期將導致資產及負債增加並影響開支在租賃期間於損益及其他全面收益表確認的時間。誠如附註32所載，於二零一七年十二月三十一日，本集團於不可撤銷經營租賃承擔項下之未來最低租賃付款總額為492,000美元。國際財務報告準則第16號項下租賃負債之利息開支及使用權資產的折舊開支將替代國際會計準則第17號項下之租賃開支。初步的評估顯示該等安排將符合國際財務報告準則第16號項下租賃之定義，因此本集團將於應用國際財務報告準則第16號後就全部租賃確認使用權資產及相應的租賃負債，除非彼等合資格為低價值或短期租賃。此外，應用新規定可能會導致以上所述的計量、呈列及披露變化。

4. 主要會計政策概要

編製該等財務報表所採用的主要會計政策概述於下文。除另有說明外，該等政策已於所有呈列年度貫徹應用。

綜合基準

附屬公司乃於本集團取得有關附屬公司的控制權起開始綜合入賬，並於本集團失去有關附屬公司的控制權時終止綜合入賬。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司的日期為止。

如有需要，將會對附屬公司的綜合財務報表作出調整，使其會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、支出及現金流量均於綜合入賬時悉數對銷。未變現虧損亦已對銷，除非該交易提供被轉讓資產出現減值之證據，而在該情況下，虧損乃在損益確認。

3. Adoption of New or Revised IFRSs (Continued)

3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)

IFRS 16, Leases (Continued)

IFRS 16 will primarily affect the Group's accounting as a lessee of leases for offices which are currently classified as operating leases. The application of the new accounting model is expected to lead an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss and other comprehensive income over the period of the lease. As at 31 December 2017, the Group's total future minimum lease payments under non-cancellable operating lease commitment of US\$492,000 as set out in Note 32. The interest expense on the lease liability and the depreciation expense on the right-of-use asset under IFRS 16 will replace the rental charge under IAS 17. A preliminary assessment indicates that these arrangements will meet the definition of a lease under IFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding lease liability in respect of all the leases unless they qualify for low value or short-term leases upon the application of IFRS 16. In addition, the application of new requirement may result changes in measurement, presentation and disclosure as indicated above.

4. Summary of Significant Accounting Policies

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

Basis of consolidation

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

4. 主要會計政策概要(續)

綜合基準(續)

當本集團失去附屬公司控制權時，出售的損益以下列的差額計量：(i)所收取代價的公平值及任何保留權益的公平值總額及(ii)該附屬公司的資產(包括商譽)及負債與任何非控股權益的過往賬面值。以往於其他全面收入確認與附屬公司有關的金額，入賬方式相同，猶如相關資產或負債已經出售。

附屬公司

附屬公司為本公司可對其行使控制權的被投資方。倘以下三項要素均存在，則本公司控制被投資方：對被投資方擁有權力；承擔或享有被投資方產生的可變回報的風險或權利；及有能力運用其權力以影響有關可變回報。如有事實及情況顯示控制權的任何此等要素可能有所變動，則會重新評估控制權。

在本公司財務狀況表內，附屬公司權益按成本減任何減值虧損列賬(如有)。附屬公司業績由本公司按報告期末的已收及應收股息入賬。所有股息，不論是否從被投資方的收購前或收購後溢利中收取，均在本公司的損益內確認。

商譽

收購業務所產生的商譽按收購業務當日所確定成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配予預期會從合併的協同效益中受惠的各現金產生單位。現金產生單位(「現金產生單位」)乃可識別之最小資產組合，其產生的現金流入基本上獨立於其他資產或者資產組合之現金流入。已獲分配商譽的現金產生單位每年通過對比其賬面值及可收回金額進行減值測試，無論是否有跡象顯示可能出現單位減值。

4. Summary of Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

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

Goodwill

Goodwill arising on acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

4. 主要會計政策概要(續)

商譽(續)

就於一個財政年度進行收購所產生商譽而言，經分配商譽的現金產生單位會於該財政年度年結前進行減值檢測。倘現金產生單位的可收回金額低於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。然而，分配至各資產的虧損不會減少個別資產的賬面值至低於其公平值減出售成本(倘可計量)或其使用價值(倘已釐定)(以較高者為準)。商譽的任何減值虧損將直接於損益表確認。就商譽確認的減值虧損不會於往後期間撥回。

出售相關現金產生單位時，商譽的應佔金額乃計入於出售時釐定的損益金額。

本集團有關收購聯營公司所產生商譽的政策於下文「聯營公司」一節詳述。

聯營公司

聯營公司為本集團對其擁有重大影響且並非為附屬公司或屬合營安排的實體。重大影響指參與被投資方的財務及經營決策但並非控制或共同控制該等政策的權力。

聯營公司的業績及資產與負債乃採用權益會計法計入此等綜合財務報表。根據權益法，於聯營公司的權益初步按成本於綜合財務狀況表確認，其後則調整以確認本集團應佔聯營公司的損益及其他全面收益。當本集團應佔聯營公司虧損超出本集團於該聯營公司的權益(包括任何實質上組成本集團於該等聯營公司投資淨額一部分的長期權益)，則本集團將終止確認其應佔進一步虧損。倘本集團代表該等聯營公司產生法定或推定責任或作出付款時，方會確認進一步虧損。

4. Summary of Significant Accounting Policies (Continued)

Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described below in the section heading "Associates".

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, interests in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of associates exceeds the Group's interest in that associates (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associates.

4. 主要會計政策概要(續)

聯營公司(續)

於聯營公司的權益自被投資方成為聯營公司當日起使用權益法入賬。於收購聯營公司的權益時，投資成本超出本集團應佔被投資方可識別資產及負債公平值淨額的任何部分乃確認為商譽，並計入有關投資的賬面值內。本集團應佔可識別資產及負債公平值淨額超出投資成本的任何部分，經重估後乃直接於收購有關投資期間的損益中確認。

國際會計準則第39號的規定乃用於釐定是否需要就本集團於聯營公司的權益確認任何減值虧損。如有需要，投資的全部賬面值(包括商譽)乃根據國際會計準則第36號「資產減值」作為單一資產，並通過比較可收回金額(即使用價值與公平值減出售成本的較高者)與其賬面值進行減值測試。已確認的任何減值虧損構成有關投資賬面值的一部分。該減值虧損的任何撥回乃根據國際會計準則第36號予以確認，惟增加後的賬面值不得超過聯營公司的權益於過往年度倘無確認減值虧損時應釐定的賬面值。

當投資不再作為聯營公司當日或當投資(或其一部分)獲分類為持作出售起，本集團乃終止使用權益法。當本集團保留於前聯營公司的權益，且有關的保留權益為金融資產時，則本集團於該日按公平值計量保留權益，而公平值則被視為根據國際會計準則第39號首次確認時的公平值。聯營公司於終止使用權益法當日的賬面值與任何保留權益的公平值及出售聯營公司部分權益所得任何所得款項之間的差額，乃計入於部分出售時所釐定聯營公司的損益。此外，倘該等聯營公司直接出售相關資產或負債，則本集團將需要按相同基準將該等聯營公司以往於其他全面收益確認的所有金額入賬。因此，倘該等聯營公司以往於其他全面收益確認的損益將重新分類為出售相關資產或負債的損益，則本集團乃於終止使用權益法時將來自權益的盈虧重新分類至損益(列作重新分類調整)。

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

Interests in associates are accounted for using the equity method from the date on which the investee becomes associates. On acquisition of the interests in associates, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's interest in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had impairment loss been recognised for the interests in associates in prior years.

The Group discontinues the use of the equity method from the date when the investment ceases to be associates, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains interests in the former associates and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a partial interests in the associates is included in the determination of the gain or loss on disposal of the associates. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associates on the same basis as would be required if that associates had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associates would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

4. 主要會計政策概要(續)

聯營公司(續)

當本集團減少其於聯營公司的所有權權益但本集團繼續使用權益法時，則本集團會將以往於其他全面收益確認而有關減少所有權權益比例的盈虧重新分類至損益，惟前提是該盈虧於出售相關資產或負債時將重新分類至損益。

當集團實體與本集團的聯營公司進行交易(例如出售或注入資產)，則與聯營公司交易所產生的損益乃於本集團的綜合財務報表確認，惟僅以與本集團無關的聯營公司權益為限。

物業、廠房及設備

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

物業、廠房及設備成本包括其購買價及收購該等項目的直接應計成本。

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

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

When the Group reduces its ownership interests in associates but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associates that are not related to the Group.

Property, plant and equipment

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

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

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

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

4. 主要會計政策概要(續)**物業、廠房及設備(續)**

物業、廠房及設備透過於物業、廠房及設備(在建物業除外)的估計可使用年內以直線法撇銷項目成本減估計剩餘價值後進行折舊。估計可使用年期、估計剩餘價值及折舊法於每個報告期末檢討，任何估計變動影響往後入賬。物業、廠房及設備的主要類別估計年限如下：

樓宇及廠房	20–50年
機器	3–10年
汽車	5–12年
傢具及設備	5–15年

在建工程按成本減減值虧損列賬。成本包括專業費用、直接建築成本及(就合資格資產而言)按本集團的會計政策資本化的借貸成本。當令資產可作其擬定用途所需的一切建築工程大致完成時，該等成本將不再資本化，而在建工程乃轉撥至物業、廠房及設備的適當類別。於完成及預備作其擬定用途之前，在建工程不會計提任何折舊。

倘資產的賬面值高於其估計可收回金額，則資產乃即時撇減至其可收回金額。

物業、廠房及設備項目於出售時或於預期不會因繼續使用有關資產產生未來經濟效益時終止確認。因出售或終止使用物業、廠房及設備項目而產生的任何收益或虧損會按出售所得款項淨額與資產賬面值之間的差額釐定，並於出售時在損益內確認。

預付土地租賃款項

預付土地租賃款項指收購土地使用長期權益的首付款。該等付款按成本減累計攤銷及任何減值虧損列賬。攤銷在介乎48至50年的租賃期內按直線法計算。

4. Summary of Significant Accounting Policies (Continued)**Property, plant and equipment (Continued)**

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

Building and plant	20–50 years
Machineries	3–10 years
Motor vehicles	5–12 years
Furniture and equipment	5–15 years

Construction in progress is stated at cost less impairment losses. Costs include professional fees, direct costs of construction and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sales proceeds and its carrying amount, and is recognised in profit or loss on disposal.

Prepaid land lease payment

Prepaid land lease payment represent up-front payments to acquire long term interest in the usage of land. These payments are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on straight-line method over the lease terms between 48 to 50 years.

4. 主要會計政策概要(續)

無形資產(商譽除外)及研發成本

無形資產(商譽除外)

獨立收購的無形資產初步按成本確認。初步確認後，可使用年期有限的無形資產會按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產會於估計可使用年期內按直線法作攤銷撥備。無形資產於可供使用時開始計算攤銷。攤銷開支於損益內確認並計入行政開支。

可使用年期無限的無形資產會按成本減其後任何累計減值虧損列賬。

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的損益按出售收益淨額及該資產賬面值的差額計量，並於終止確認該資產時於損益中確認。

研發成本

個別項目開發開支產生的無形資產在符合以下確認規定時確認：

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

4. Summary of Significant Accounting Policies (Continued)

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

Intangible assets (other than goodwill)

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

Intangible assets with indefinite useful lives are carried at cost less any subsequent impairment accumulated losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Research and development costs

An intangible asset arising from development expenditure on an individual project is recognised provided they meet the following recognition requirements:

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

4. 主要會計政策概要(續)

無形資產(商譽除外)及研發成本(續)

研發成本(續)

不符上述標準的開發開支及內部項目研究階段的開支於產生時在損益確認。

可使用年期有限的已資本化開發成本於產品可供使用時按直線法於估計可使用年期攤銷。攤銷開支於損益內確認並計入行政開支。可使用年期無限的已資本化開發成本每年進行減值測試。

有形及無形資產(商譽除外)的減值

可使用年期無限的無形資產及尚未可供使用的無形資產通過比較其賬面值與可回收金額每年進行減值測試，而不論是否有跡象顯示其可能減值。

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

可收回金額指公平值減出售成本與在用價值兩者間的較高者。在用價值乃基於預期由資產(或現金產生單位)產生的估計未來現金流量，並以稅前折現率折現至現值，而稅前折現率反映現時市場評估的貨幣時間價值及資產或現金產生單位特定風險。

4. Summary of Significant Accounting Policies (Continued)

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

Research and development costs (Continued)

Development expenditure which does not meet the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss when incurred.

Capitalised development costs that have a finite useful life are amortised on straight-line method over their estimated useful lives, when the products are available for use. The amortisation expense is recognised in profit or loss and included in administrative expenses. Capitalised development costs with indefinite useful lives are tested for impairment annually.

Impairment of tangible and intangible assets (other than goodwill)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired.

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

The recoverable amount is the higher of fair value less costs of disposal and value in use. Value in use is based on the estimated future cash flows expected to be derived from the asset (or cash-generating unit), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets or cash-generating unit.

4. 主要會計政策概要(續)

有形及無形資產(商譽除外)的減值(續)

倘資產(或現金產生單位)的可收回金額估計少於其賬面值，則資產(或現金產生單位)的賬面值將調低至其可收回金額。倘因重估而令資產的賬面值出現減值，則減幅應於損益內確認。然而，倘充足結餘加上資產的任何信貸結餘，減幅應於其他收益中確認。於其他收益表確認的減幅減去重估儲備項下權益累計的金額。

倘有形及無形資產(商譽除外)的減值虧損其後撥回，則資產(或現金產生單位)的賬面值會調高至經修訂的估計可收回金額，惟已增加的賬面值不得超越在資產於過往年度並無確認減值虧損的情況下釐定的賬面值(扣除任何折舊或攤銷)。所有撥回應立即在損益表內確認，除非相關資產按重估金額列值，於此情況下，減值撥回應視作重估，並計入其他全面收入。然而，倘重估資產減值先前已在損益表內確認為開支，則撥回減值虧損應於損益內確認為收益。

金融工具

當本集團成為工具合約條文的訂約方時，會確認金融資產及金融負債。

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

4. Summary of Significant Accounting Policies (Continued)

Impairment of tangible and intangible assets (other than goodwill) (Continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. If an asset's carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in the equity under the heading of revaluation reserve.

Where an impairment loss of tangible and intangible assets (other than goodwill) subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of any depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately, unless the relevant asset is carried at a revalued amount, in which case any reversal of impairment should be treated as a revaluation and therefore credited to other comprehensive income. However, to the extent that an impairment on the revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the profit or loss.

Financial instruments

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

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

4. 主要會計政策概要(續)

金融工具(續)

金融資產

本集團視乎所收購資產於初步確認時將金融資產分類。本集團的金融資產分類為按公平值計入損益的金融資產以及貸款及應收款項。按公平值計入損益的金融資產初步按公平值計量，而所有其他金融資產初步按公平值加收購金融資產直接應佔的交易成本計量。從一般途徑購買或出售的金融資產按交易日基準確認及終止確認。從一般途徑購買或出售指須按市場規例或慣例訂立的時限內交付資產的金融資產購買或出售。

按公平值計入損益的金融資產

倘金融資產並非持作買賣，則可能按以下情況在初步確認後指定為按公平值計入損益：

- 有關指定消除或很大程度上削減了可能導致的計量或確認不一致性；或
- 該金融資產構成金融資產或金融負債或兩者的一部分，彼等根據本集團已制定的風險管理或投資策略按公平值基準管理及評估其表現，而有關編組的資料亦按該基準由內部提供；或
- 其構成含有一項或多項嵌入式衍生工具的合約的一部分，而國際會計準則第39號允許整份合併合約(資產或負債)指定為按公平值變動列入損益。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The Group's financial assets are classified into financial assets at fair value through profit or loss and loans and receivables. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace concerned.

Financial assets at fair value through profit or loss

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

按公平值計入損益的金融資產(續)

按公平值計入損益的金融資產以公平值計量，重新計量所產生的公平值變動於其產生期間直接於損益確認。在損益中確認的收益或虧損淨額不包括金融資產賺取的任何股息或利息。公平值乃按附註35所述的方式釐定。

貸款及應收款項

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

實際利率法

實際利率法為計算金融資產攤銷成本及於有關期間分配利息收入的方法。實際利率指將金融資產於整個預計年期或(倘適用)較短期間內的估計未來現金收款(包括構成實際利率組成部分的所有已付或已收費用、交易成本及其他溢價或折讓)準確折現至初步確認時賬面淨值的利率。

金融資產減值

金融資產(按公平值計入損益除外)應在報告期末評估是否存在減值跡象。如果存在客觀證據，顯示金融資產的估計未來現金流量將因初步確認該金融資產後發生的一項或多項事件而受影響，則該金融資產出現減值。

減值的客觀證據包括：

- 發行人或交易對手出現重大財政困難；或

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

Financial assets at fair value through profit or loss are stated at fair value, with changes in fair value arising from remeasurement directly recognised in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets. Fair value is determined in the manner described in Note 35.

Loans and receivables

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

Effective interest method

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

Impairment of financial assets

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

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- 違約(例如未能繳付或延遲償還利息及本金); 或
- 債務人有可能面臨破產或進行其他財務重組; 或
- 因財政困難而導致金融資產失去活躍市場; 或
- 權益工具投資的公平值大幅或持續下降至低於其成本。

就若干類別金融資產(如貿易及其他應收款項)而言, 已評估為不會單獨作出減值的資產其後會一併評估減值。應收款項組合減值的客觀證據可包括本集團過往收款記錄、組合中超過六個月至一年的平均信貸期的拖延付款宗數增加, 及與拖欠應收款項有關的國家或地方經濟狀況出現明顯變動。

就按攤銷成本列賬的金融資產而言, 當有客觀證據顯示資產減值時, 會於損益確認減值虧損, 並按資產賬面值與按原實際利率折現的估計未來現金流量現值的差額計量。

金融資產的所有減值虧損會直接於金融資產賬面值中扣減, 惟賬面值透過使用撥備賬扣減的貿易及其他應收款項則除外。撥備賬內的賬面值變動會於損益中確認。當貿易及其他應收款項被視為不可收回時, 將於撥備賬內撇銷。

倘於隨後期間減值虧損的數額減少, 而此項減少與確認減值虧損後發生的一項事件有客觀聯繫, 則先前確認的減值虧損於損益中撥回, 惟撥回減值當日的資產賬面值不得超過在並無確認減值情況下的攤銷成本。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the debtor will enter bankruptcy or other financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties; or
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

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

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

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

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

4. 主要會計政策概要(續)

金融工具(續)

金融負債及權益

本集團發行的金融負債及權益工具根據所訂立合約安排實質與金融負債及權益工具的定義分類。

金融負債分類為「按攤銷成本計量的金融負債」或「按公平值計入損益的金融負債」。

按攤銷成本計量的金融負債

金融負債為支付現金或其他金融資產(包括借款、貿易及其他應付款項)的責任，於本集團成為工具合約責任訂約方時確認。彼等最初按公平值(扣除發行成本)入賬。該等負債其後按攤銷成本使用實際利率法計量。

當負債終止確認以及在攤銷過程中，收益或虧損於損益內確認。

按公平值計入損益的金融負債

金融負債於金融負債在初步確認時持作買賣或指定按公平值計入損益時分類為按公平值計入損益。

倘符合下列準則，金融負債可於初步確認時指定按公平值計入損益：(i)有關指定消除或在很大程度上削減了以不同基準計量負債或確認其收益或虧損可能導致的不一致的處理；(ii)有關負債屬於一組金融負債的一部分，該等金融負債根據已制定的風險管理策略按公平值基準管理及評估其表現；或(iii)金融負債包括須單獨入賬的嵌入式衍生工具。

於初步確認後，按公平值計入損益的金融負債按公平值計量，而公平值的變動則於其產生期間於損益確認。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity

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

Financial liabilities are classified as either “financial liabilities at amortised cost” or “financial liabilities at fair value through profit or loss”.

Financial liabilities at amortised cost

Financial liabilities are obligations to pay cash or other financial assets (including borrowings, trade and other payables) and are recognised when the Group becomes party to the contractual obligations of the instrument. They are initially recorded at fair value, net of issue costs. They are subsequently measured at amortised cost, using effective interest method.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either held for trading or is designated as at fair value through profit or loss on initial recognition.

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

4. 主要會計政策概要(續)

金融工具(續)

金融負債及權益(續)

實際利率法

實際利率法為計算金融負債攤銷成本及於有關期間分配利息開支的方法。實際利率為準確折現金融負債於預計年期或(倘適用)較短期間內的估計未來現金付款的利率。

利息開支按實際利率基準確認。

權益工具

權益工具為證明本集團於扣減所有負債後在資產中有剩餘權益的任何合約。

本公司所發行的權益工具按已收所得款項減直接發行成本列賬。

財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修訂條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。本集團已發行及並非指定按公允價值減發行財務擔保合約直接應佔交易成本的財務擔保合約。於初步確認後，本集團以(i)按照國際會計準則第37號「撥備、或然負債及或然資產」的金額；及(ii)根據國際會計準則第18號「收入」，初步確認的金額減(當合適)累計攤銷。

終止確認

當從資產收取未來現金流量的合約權利屆滿或金融資產已轉讓，且本集團已轉讓金融資產擁有權絕大部分風險及回報時，會終止確認金融資產。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Equity instruments

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

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

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with IAS 18, *Revenue*.

Derecognition

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

4. 主要會計政策概要(續)

金融工具(續)

終止確認(續)

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

金融負債於有關合約訂明的責任獲履行、註銷或屆滿時終止確認。終止確認的金融負債賬面值與已付及應付代價之間的差額，於損益確認。

存貨

存貨乃初步按成本確認，並於其後以較低者列賬。成本包括直接材料及(如適用)直接勞工成本及將存貨送達目前位置和狀況所產生的經常性費用。成本按加權平均法計算。可變現淨值指存貨在日常業務中的估計售價減所有估計完工成本以及營銷、銷售及分銷所產生的成本。

現金及現金等價物

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

收入確認

收入按已收或應收代價的公平值計量，指日常業務中所出售貨品及他人使用本集團資產所產生的利息並扣除折扣後的應收款項。倘經濟利益可能流入本集團，且收入及成本(如適用)能夠可靠計量，則收入確認如下：

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

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

Derecognition (Continued)

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

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

Inventories

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

Cash and cash equivalents

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

Revenue recognition

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

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

4. 主要會計政策概要(續)

收入確認(續)

利息收入根據結存本金及時間基準按實際利率累計。

所得稅

年內所得稅包括當期稅項及遞延稅項。

當期稅項根據日常業務所得損益(已就毋須繳納所得稅或不獲寬減所得稅的項目作出調整)，按於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項會就用作財務報告用途的資產及負債賬面值與用作稅項用途的相應金額的暫時差額確認。除商譽及不影響會計或應課稅溢利的已確認資產及負債外，會就所有暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額時確認。遞延稅項按適用於預期變現資產或結清負債賬面值的方式以及於報告期末已頒佈或實質上已頒佈的稅率計量。

所得稅於損益內確認，惟當所得稅涉及於其他全面收益內確認的項目時，有關稅項亦於其他全面收益內確認，或當所得稅涉及直接於權益內確認的項目時，有關稅項亦直接於權益內確認。

外幣

集團實體以其業務營運所處的主要經濟環境貨幣(「功能貨幣」)以外的貨幣進行的交易，按進行交易時的當前匯率入賬。外幣貨幣資產及負債則以報告期末的當前匯率換算。以外幣列值並按公平值列賬的非貨幣項目按釐定公平值日期當前匯率重新換算。按外幣以歷史成本計量的非貨幣項目毋須重新換算。

4. Summary of Significant Accounting Policies (Continued)

Revenue recognition (Continued)

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

Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the assets or liabilities is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

Foreign currencies

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

4. 主要會計政策概要(續)

外幣(續)

因結算及換算貨幣項目而產生的匯兌差額會於產生期間在損益中確認。重新換算以公平值列賬的非貨幣項目所產生的匯兌差額於期內計入損益，惟重新換算非貨幣項目產生的盈虧差異於其他全面收益內確認，在此情況下，匯兌差額亦於其他全面收益確認。

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

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

租賃

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

本集團作為承租人

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

退休福利成本

僱員退休福利透過定額供款計劃提供。

4. Summary of Significant Accounting Policies (Continued)

Foreign currencies (Continued)

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

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

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

Leases

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

The Group as lessee

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

Retirement benefit costs

Retirement benefits to employees are provided through defined contribution plans.

4. 主要會計政策概要(續)

退休福利成本(續)

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

本集團於中國營運的附屬公司僱員則須參加由當地市政府設立的中央退休金計劃。該等附屬公司須按薪金成本的一定百分比向中央退休金計劃供款。

就退休福利計劃而言，本集團的唯一責任為作出指定供款。供款乃於到期應付時確認為有關定額供款福利計劃的開支。倘有欠款或預付款項，則可能確認負債及資產，並基於其通常為短期性質而計入流動負債或流動資產。

借貸成本

直接歸屬於購置、建造或生產合資格資產(須經過相當長時間才可作擬定用途或銷售用途的資產)的借貸成本，應資本化為該等資產成本的一部分，直至有關資產大致可作擬定用途或出售用途為止。有待用於合資格資產的特定借貸在用作臨時投資所賺取的收入，會從合資格資本化的借貸成本中扣除。

所有其他借貸成本於產生期間在損益確認。

政府補助金

政府補助金只能在合理確定可以取得補助金及本集團將符合所有附帶條件時按公平價值確認。與成本相關的政府補助金將予遞延，並在損益確認，所確認期間為補助金與擬補助成本相應配合。與購買資產相關的政府補助金於綜合財務狀況表中計入負債作為遞延政府補助金，並於相關資產的預計年內以直線法在損益確認。

4. Summary of Significant Accounting Policies (Continued)

Retirement benefit costs (Continued)

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

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. The contributions recognised in respect to defined contribution benefit plans are expenses as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

Borrowings costs

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

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

Government grants

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

4. 主要會計政策概要(續)

政府補助金(續)

與收入相關的政府補助金於綜合損益及其他全面收益表「其他收入」項下合計呈列。

撥備及或然負債

如本集團因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

關連方

(a) 倘屬以下人士，則該人士或該人士的近親為本集團關連方：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本公司母公司的主要管理層成員。

(b) 倘符合下列任何條件，則該實體為本集團關連方：

- (i) 該實體與本集團屬同一集團的成員公司(即各自的母公司、附屬公司及同系附屬公司乃互相關連)；
- (ii) 一間實體為另一實體的聯營公司或合營企業(或集團成員公司的聯營公司或合營企業，而另一實體亦為該集團的成員公司)；

4. Summary of Significant Accounting Policies (Continued)

Government grants (Continued)

Government grants relating to income is presented in gross under "Other income" in the consolidated statement of profit or loss and other comprehensive income.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

Related parties

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

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

(b) An entity is related to the Group if any of the following conditions apply:

- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

4. 主要會計政策概要(續)

關連方(續)

(b) (續)

- (iii) 該等實體均為同一第三方的合營企業；
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃；
- (vi) 實體受(a)內所識別人士控制或共同控制；
- (vii) (a)(i)內所識別人士對實體有重大影響或屬該實體(或該實體的母公司)的主要管理層成員；及
- (viii) 身為其中一方的實體或本集團任何其他成員公司，為本集團或本公司母公司提供管理人員服務。

一名人士的近親指與該實體交易時預期可能影響該名人士或受該名人士影響的家庭成員，並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；或
- (iii) 該名人士或該名人士的配偶或家庭夥伴的家屬。

4. Summary of Significant Accounting Policies (Continued)

Related parties (Continued)

(b) (Continued)

- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策概要(續)

分部呈報

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

本集團根據國際財務報告準則第8號用於呈報分部的計量政策與其根據國際綜合財務報告準則編製的財務報表所採用者一致，惟下述各項除外：

- 以權益法入賬的應佔聯營公司業績
- 所得稅
- 其他非經營性收入／(開支)
- 財務成本
- 非由經營分部業務活動直接應佔的公司收入及開支，於計算經營分部的經營業績時並未被包括在內。

5. 重要會計估計及判斷

於應用本集團的會計政策時，董事須就並非從其他來源顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果有別於該等估計。

估計及相關假設按持續基準檢討。至於對會計估計的修訂，倘修訂僅影響該期間，則於修訂估計期間確認；倘修訂影響當前及未來期間，則於修訂期間及未來期間確認。

4. Summary of Significant Accounting Policies (Continued)

Segment reporting

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

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

- share of results of associates accounted for using equity method
- income tax
- other non-operating income/(expenses)
- finance costs
- corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

5. Critical Accounting Estimates and Judgements

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

5. 重要會計估計及判斷(續)

應收款項減值

應收款項減值乃根據可向客戶／債務人收回應收款項的機會進行評估所得。確定減值時需要管理層作出判斷及估計，倘未來實際結果或期望有異於原本估計，則該等差異將影響在該等估計改變期間應收款項和減值虧損／撥回減值虧損的賬面值。有關可回收性被視為成疑及／或不確定的應收款項之詳情載於附註21。

無形資產的可使用年期

管理層估計開發成本(即內部產生的藥業知識產權及永久免專利費許可不會終止的技術專業知識)具有無限使用年期，皆因彼等相信，此等無形資產預計可以提供現金流量的期間並無可預見的期限，而此等知識產權可在某段期間內以極低成本續期，且產品可在市場上存續。

管理層為獨家分銷權及技術專業知識釐定估計可使用年期。該等估計乃參照資產的法定使用期限及本集團有意透過使用無形資產獲取未來經濟利益的估計期限。有關估計可因科技創新、客戶行為變化及競爭對手因應行業週期所採取的行動而顯著改變。

管理層將在估計可使用年期少於先前的估計可使用年期時增加攤銷費用，或將於未來現金流量少於預期及下跌至低於無形資產賬面值時確認減值虧損。

5. Critical Accounting Estimates and Judgements (Continued)

Impairment of receivables

Impairment of receivables is made based on assessment of the recoverability of receivables from customers/debtors. The identification of the impairment requires management judgements and estimates where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the receivables and impairment losses/reversal of impairment losses in the period in which such estimate has been changed. Details of receivables whose recovery was considered doubtful and/or uncertain are set out in Note 21.

Useful lives of intangible assets

Management estimates the development costs, which represented the intellectual property rights generated internally in pharmaceutical industry and technical know-how with perpetual royalty-free license with no termination, have indefinite useful lives as they believe that there is no foreseeable limit on the period of time over which these intangibles are expected to provide cash flows and these intellectual property rights can be renewable in a period of time at minimal cost and the products are continuing in the market.

The estimated useful lives of the exclusive distribution rights and technical know-how were made by the management with reference to the legal limits on the use of the assets and the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets. It could change significantly as a result of technical innovations, changed customer behavior and competitor actions in response to industry cycles.

Management will increase the amortisation charge where useful lives are less than previously estimated useful lives, or will recognise impairment loss when future cash flows are less than expectation and fall below the carrying amount of the intangible assets.

5. 重要會計估計及判斷(續)

當期所得稅及遞延稅項

本集團須繳納中國所得稅。釐定稅項撥備金額及相關稅項支付時間時，須作出重大判斷。一般業務中有多項交易及計算所釐定的最終稅項並不確定。本集團參考現行稅法及慣例根據可能出現的結果估計確認稅項。若該等事項的最終稅務結果與最初記錄的金額不同，則有關差額將影響釐定期間的所得稅及遞延稅項撥備。

商譽減值

釐定商譽是否減值需要評估獲分配商譽的現金產生單位的在用價值。計算在用價值需要本集團估計預期源自現金產生單位的未來現金流量及合適的折現率以計算現值。當實際未來現金流量低於預期，則可能出現重大減值虧損。於二零一七年十二月三十一日，商譽賬面值為6,824,000美元。可收回金額計算詳情於附註18披露。

無形資產減值

無形資產的減值虧損乃就賬面值超出其可收回金額的數額確認。可收回金額為公平值減售出成本及在用價值的較高者，乃參考於截至報告期末現有最佳資料釐定。倘本集團管理層改變評估減值的假設(包括現金流量預測中採用的折現率或經營及增長率假設)，或會對減值測試所用淨現值構成重大影響，因而影響本集團的財務狀況及財務表現。於二零一七年十二月三十一日，無形資產賬面值為24,056,000美元。

5. Critical Accounting Estimates and Judgements (Continued)

Current income tax and deferred tax

The Group is subject to income taxes in the PRC. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2017, the carrying amount of goodwill is US\$6,824,000. Details of the recoverable amount calculation are disclosed in Note 18.

Impairment of intangible assets

Impairment losses for intangible assets are recognised for the amount by which the carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and value in use, are determined with reference to the best information available at the end of the reporting period. Changing the assumptions selected by the Group's management in assessing impairment, including the discount rates or the operating and growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and financial performance. As at 31 December 2017, the carrying amount of intangible assets is US\$24,056,000.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

5. 重要會計估計及判斷 (續)

或然代價的公平值

本集團根據附註29及35所披露對相關藥品未來表現結果的預計以及收購協議的條款釐定有關購入無形資產或然代價的公平值。或然代價的公平值將於未來表現結果與此前預測不相符時向上或向下調整，因此，或然代價公平值的變動會影響本集團的財務狀況及財務表現。

衍生金融工具的公平值

本集團根據對收購公司未來表現的預計以及收購協議的條款釐定有關認沽期權的公平值。認沽期權的公平值將於未來表現與此前預測不相符時向上或向下調整，因此，認沽期權公平值的變動會影響本集團的財務狀況及財務表現。

6. 收入及其他收入

本集團於年內的收入及其他收入的分析如下：

5. Critical Accounting Estimates and Judgements (Continued)

Fair value of contingent consideration

The Group determines the fair value of contingent consideration of purchase of intangible assets as disclosed in Notes 29 and 35 based on the forecast of future performance results of the related pharmaceutical product and terms of acquisition agreement. The fair value of contingent consideration will be revised upward or downward where future performance results are different from previous forecast and as a result, the change of fair value of contingent consideration will affect the Group's financial position and financial performance.

Fair value of derivative financial instrument

The Group determines the fair value of put option based on the forecast of future performance of acquired company and terms of acquisition agreement. The fair value of put option will be revised upward or downward where future performance are different from previous forecast and as a result, the change of fair value of put option affect the Group's financial position and financial performance.

6. Revenue and Other Income

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
銷售貨品的收入	Revenue from sales of goods	89,484	94,824
其他收入	Other income		
銀行利息收入	Bank interest income	595	558
政府補助金	Government grants	203	1,061
其他	Others	472	501
		1,270	2,120

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

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

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

7. 分部資料

就資源分配及評估分部表現而向執行董事(即主要營運決策人)呈報的資料乃以所交付的貨品類型為基礎。

本集團根據國際財務報告準則第8號的須予呈報及經營分部如下：

- 醫藥：開發、生產及銷售主要用於風濕及皮膚科領域的專科藥品及其他藥品
- 醫療美容產品：銷售醫療美容產品
- 健康產品：開發、生產及銷售健康產品

以下為本集團按須予呈報及經營分部劃分的持續經營所產生的收入及業績分析。

截至二零一七年十二月三十一日止年度

7. Segment Information

Information reported to the executive directors, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance based on the types of goods delivered.

The Group’s reportable and operating segments under IFRS 8 are as follows:

- Pharmaceuticals: development, production and sale of specialty pharmaceuticals mainly used in the field of rheumatology and dermatology and other pharmaceuticals
- Medical cosmetics products: sale of medical cosmetics products
- Healthcare products: development, production and sale of healthcare products

The following is an analysis of the Group’s revenue and results from operations by reportable and operating segment.

For the year ended 31 December 2017

		醫藥 Pharmaceuticals 千美元 US\$'000	醫療美容產品 Medical cosmetics products 千美元 US\$'000	健康產品 Healthcare products 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue	68,229	13,196	8,059	89,484
須予呈報分部溢利	Reportable segment profit	19,699	1,003	314	21,016

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

7. 分部資料(續)

截至二零一六年十二月三十一日止年度

7. Segment Information (Continued)

For the year ended 31 December 2016

		醫藥 Pharmaceuticals 千美元 US\$'000	醫療美容產品 Medical cosmetics products 千美元 US\$'000	健康產品 Healthcare products 千美元 US\$'000	總計 Total 千美元 US\$'000
須予呈報分部收入	Reportable segment revenue	64,460	18,049	12,315	94,824
須予呈報分部溢利/(虧損)	Reportable segment profit/(loss)	20,312	5,236	(1,051)	24,497

上文所呈報分部收入指來自外在客戶所得的收入。本年度及過往年度並無分部間銷售。

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year and prior year.

本集團經營分部業績的總額與綜合財務報表呈報的本集團主要財務數據的對賬如下：

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000 (重新列示) (Re-presented)
溢利或虧損	Profit or loss		
須予呈報分部溢利總額	Total of results of reportable segment profit	21,016	24,497
應佔聯營公司的除稅後溢利	Share of post-tax profit of associates	1,295	1,454
其他非經營性收入/(開支)	Other non-operating income/(expenses)	10,874	(3,221)
其他未分配收入	Other income not allocated	1,270	2,120
未分配開支	Expenses not allocated	(13,394)	(14,457)
財務成本	Finance costs	(4,016)	(3,367)
本集團除所得稅前溢利	Profit before income tax of the Group	17,045	7,026

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

7. 分部資料(續)

經營分部的會計政策與附註4所述本集團的會計政策一致。須予呈報分部溢利／(虧損)指各分部的毛利／(毛虧)減銷售及分銷開支，乃向主要營運決策人匯報作資源分配及表現評估用途的計量方法。

收入約9,112,000美元乃來自醫藥分部一位外部客戶的銷售，其佔本集團於截至二零一七年十二月三十一日止年度之收入之10%或以上。有關外部客戶相應收入佔本集團於截至二零一六年十二月三十一日止年度之收入少於10%。

本集團的收入劃分作下列地區：

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
中國(常駐)	The PRC (domicile)	83,065	88,317
海外	Overseas	6,419	6,507
		89,484	94,824

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

於兩個年度，本集團的所有非流動資產幾乎均位於中國。

由於並無定期向主要營運決策人提供分部資產或分部負債資料，故並無呈列有關資料。

7. Segment Information (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4. Reportable segment profit/(loss) represents the gross profit/(loss) less selling and distribution expenses by each segment. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

Revenue of approximately US\$9,112,000 was derived from sales of pharmaceuticals segment to an external customer, which contributed 10% or more of the Group's revenue during the year ended 31 December 2017. The corresponding revenue generated by this external customer contributed less than 10% of the Group's revenue for the year ended 31 December 2016.

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

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

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

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

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

8. 其他非經營性收入／(開支)

8. Other Non-Operating Income/(Expenses)

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000 (重新列示) (Re-presented)
無形資產減值撥備(附註17)	Provision for impairment of intangible assets (Note 17)	(1,821)	–
無形資產撤銷(附註17)	Write off of intangible assets (Note 17)	(655)	(1,546)*
視作出售一間聯營公司的虧損(附註(a))	Loss on deemed disposal of an associate (Note (a))	–	(300)*
出售一間聯營公司部分權益的收益(扣除稅項)(附註(b))	Gain on partial disposal of an associate, net of tax (Note (b))	15,422	–
水災保險索賠(附註(c))	Insurance claims for flood (Note (c))	2,565	–
銀杏葉產品的相關賠償(附註(d))	Ginkgo products related compensation (Note (d))	(4,637)	(1,375)
		10,874	(3,221)

* 截至二零一六年十二月三十一日止年度，撤銷無形資產及視作出售一間聯營公司之虧損分別為1,546,000美元及300,000美元，並計入行政開支。為更準確地說明財務表現，截至二零一七年十二月三十一日止年度，該兩個項目計入綜合損益及其他全面收益表的「其他非經營性收入／(開支)」，而比較數字已重新呈列以符合本年度之呈列。

* During the year ended 31 December 2016, the write off of intangible assets and the loss on deemed disposal on an associate amounted to US\$1,546,000 and US\$300,000 respectively was included under administrative expenses. In order to illustrate the financial performance more accurately, both items were included under “Other non-operating income/(expenses)” in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2017, and the comparative figure have been re-presented to conform to the current year’s presentation.

附註：

- (a) 於二零一六年三月九日，本集團之一間聯營公司浙江司太立製藥股份有限公司(「司太立」)成功在上海證券交易所推出首次公開發售。因此，本集團持有之司太立股本權益由21.5%攤薄至16.1%，構成被視為過往年度出售聯營公司虧損。
- (b) 於二零一七年三月十五日，本集團於上海證券交易所透過市場大宗交易出售合共4,175,000股司太立股份，價格為每股人民幣(「人民幣」)43.11元，產生出售部分權益的收益(扣除稅項)15,422,000美元。於出售部分權益後，本集團於司太立的股權進一步由二零一六年十二月三十一日的16.1%降低至二零一七年十二月三十一日的12.6%。

Notes:

- (a) On 9 March 2016, Zhejiang Starry Pharmaceutical Co., Ltd (“Starry”), one of the Group’s associates, successfully launched an initial public offering on the Shanghai Stock Exchange. Accordingly, the equity interests held by the Group in Starry was diluted from 21.5% to 16.1%, which constitutes a loss on deemed disposal of an associate in prior year.
- (b) On 15 March 2017, the Group had disposed of a total of 4,175,000 shares in Starry via on-market block trade sales on the Shanghai Stock Exchange, at the price of Renminbi (“RMB”) 43.11 per share and resulting in a gain on partial disposal, net of tax of US\$15,422,000. After the partial disposal, the Group’s equity interest in Starry has been further reduced from 16.1% as at 31 December 2016 to 12.6% as at 31 December 2017.

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

8. 其他非經營性收入／(開支)(續)

附註：(續)

- (c) 該等保險索賠乃與於二零一五年九月中國寧波地區因暴雨引發水災，導致本公司之附屬公司寧波立華植物提取技術有限公司(「立華植提」)及寧波立華製藥有限公司(「寧波立華」)存貨損毀有關。根據二零一七年五月，浙江省寧波市中級人民法院判決，保險公司獲頒令需分別向立華植提及寧波立華賠付補償人民幣15百萬元及人民幣1.5百萬元(分別相當於約2.2百萬美元及0.2百萬美元)連同利息。於二零一七年六月十六日，立華植提及寧波立華分別收到保險公司賠付金人民幣16百萬元(相當於約2.4百萬美元)及人民幣1.6百萬元(相當於約0.2百萬美元)。
- (d) 於二零一五年七月六日，本公司宣佈，根據深圳海王藥業有限公司(「索償人」)的控股公司所刊發之公告，索償人(作為原告)向本公司附屬公司寧波立華提出法律訴訟(「訴訟」)。於訴訟中，索償人指稱由寧波立華提供的產品使用銀杏葉提取物而導致其蒙受某程度的損失。

於二零一七年九月一日，寧波立華收到由中國深圳市中級人民法院發出的判決，其中作出對索償人有利的裁定。

於二零一七年十二月二十七日，寧波立華與索償人訂立和解協議，據此，寧波立華同意向索償人支付人民幣30.3百萬元(相當於約4.6百萬美元)之賠償。該賠償須於抵銷來自索償人的貿易應收款項人民幣4.3百萬元(相當於0.6百萬美元)後分兩期支付。第一期人民幣15.6百萬元(相當於2.4百萬美元)已於二零一八年一月份支付及第二期人民幣10.4百萬元(相當於1.6百萬美元)將於二零一八年六月二十四日或之前支付。賠償開支乃於年內的綜合損益及其他全面收益表的「其他非經營性收入／(開支)」項下確認，而應付賠償已於綜合財務狀況表的「其他應付款項及應計費用」項下確認。

8. Other Non-Operating Income/(Expenses) (Continued)

Notes: (Continued)

- (c) The insurance claims were in relation to the damaged inventories of the Company's subsidiaries, Ningbo Liwah Plant Extraction Technology Limited ("Liwah Plant Extract") and Ningbo Liwah Pharmaceutical Company Limited ("Ningbo Liwah") due to the flooding caused by a rainstorm in Ningbo, the PRC, in September 2015. Pursuant to the judgements of Ningbo Intermediate People's Court of Zhejiang Province in May 2017, the insurance company was ordered to pay compensation of RMB15 million and RMB1.5 million (equivalent to approximately US\$2.2 million and US\$0.2 million) together with interests to Liwah Plant Extract and Ningbo Liwah respectively. On 16 June 2017, Liwah Plant Extract and Ningbo Liwah received the settlement sums from the insurance company amounting to RMB16 million (equivalent to approximately US\$2.4 million) and RMB1.6 million (equivalent to approximately US\$0.2 million) respectively.
- (d) On 6 July 2015, the Company announced that according to an announcement published by the holding company of Shenzhen Neptunus Pharmaceutical Company Limited (the "Claimant"), the Claimant, as the plaintiff, has initiated legal proceedings (the "Litigation") against Ningbo Liwah, the Company's subsidiary. In the Litigation, the Claimant alleged that it had suffered certain losses due to the use of ginkgo extract supplied by Ningbo Liwah in the Claimant's products.

On 1 September 2017, Ningbo Liwah received a judgment delivered by Shenzhen Intermediate People's Court of the PRC which ruled in favour of the Claimant.

On 27 December 2017, Ningbo Liwah entered into a settlement agreement with the Claimant, of which Ningbo Liwah agreed to pay compensation of RMB30.3 million (equivalent to approximately US\$4.6 million) to the Claimant. The compensation was required to be settled by two instalments after offsetting against the trade receivables of RMB4.3 million (equivalent to US\$0.6 million) due from the Claimant. The first instalment of RMB15.6 million (equivalent to US\$2.4 million) has been paid in January 2018 and the second instalment of RMB10.4 million (equivalent to US\$1.6 million) will be paid on or before 24 June 2018. The compensation expenses were recognised under "other non-operating income/(expenses)" in the consolidated statements of profit or loss and other comprehensive income during the year, and the compensation payables were recognised under "other payables and accruals" in the consolidated statement of financial position.

9. 財務成本

9. Finance Costs

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
銀行借款利息	Interest on bank borrowings	3,908	3,311
應付同系附屬公司的相互擔保佣金費用(附註33)	Cross guarantee commission fee payable to a fellow subsidiary (Note 33)	49	—
或然代價折現(附註29)	Unwinding of discount on contingent consideration (Note 29)	59	56
		4,016	3,367

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

10. 除所得稅前溢利

本集團的除所得稅前溢利乃經扣除／（計入）下列各項得出：

10. Profit before Income Tax

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
核數師酬金	Auditors' remuneration		
— 核數服務	— Audit services	301	210
— 非核數服務	— Non-audit services	55	48
確認為開支的存貨成本	Cost of inventories recognised as expenses	26,233	39,975
物業、廠房及設備折舊	Depreciation of property, plant and equipment	3,056	2,862
無形資產減值撥備(附註17)	Provision for impairment of intangible assets (Note 17)	1,821	—
陳舊存貨減值撥備	Provision for impairment of obsolete inventories	610	84
貿易應收款項減值撥備(附註21)	Provision for impairment of trade receivables (Note 21)	1,218	233
其他應收款項減值撥備(附註21)	Provision for impairment of other receivables (Note 21)	277	22
匯兌(收益)／虧損淨額	Net exchange (gain)/loss	(457)	111
土地及樓宇的經營租賃開支	Operating lease charges in respective of land and building	583	552
研發成本	Research and development costs	441	681
出售物業、廠房及設備的虧損	Losses on disposals of property, plant and equipment	37	108
存貨撇銷	Write off of inventories	465	—
無形資產撇銷(附註17)	Write off of intangible assets (Note 17)	655	1,546
預付土地租賃款項攤銷	Amortisation of prepaid land lease payment	58	59
無形資產攤銷(計入行政開支)	Amortisation of intangible assets (included in administrative expenses)	574	582
員工成本(包括董事薪酬(附註11))	Employee costs (including directors' remuneration (Note 11))		
— 工資及薪金	— Wages and salaries	13,718	12,120
— 定額供款計劃	— Defined contribution plan	2,599	2,401
		16,317	14,521

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

11. 董事和五名最高薪人士的薪酬

董事薪酬

已付或應付予本公司董事的薪酬總額如下：

11. Emoluments of Directors and Five Highest Paid Individuals

Directors' emoluments

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

		其他薪酬				總計
		袍金	薪金、津貼 和實物福利	酌情 獎金	退休福利 計劃供款	
		Fees	Salaries, allowances and benefits in kind	Discretionary bonus	Retirement benefit plans contributions	Total
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
截至二零一七年十二月三十一日止年度	Year ended 31 December 2017					
常務執行董事：	Executive managing director:					
陳力(於二零一八年三月一日獲委任)	Chen Li (appointed on 1 March 2018)	—	—	—	—	—
執行董事：	Executive directors:					
劉幫民(於二零一八年一月三十一日辭任)	Liu Bang Min (resigned on 31 January 2018)	—	196	—	15	211
侯泓	Hou Song	—	137	110	2	249
非執行董事：	Non-executive directors:					
吳鎮濤(於二零一七年三月三十日獲委任)	Wu Zhen Tao (appointed on 30 March 2017)	—	—	—	—	—
Stephen Burnau Hunt	Stephen Burnau Hunt	38	—	—	—	38
李晉頤	Lee Jin Yi	—	—	—	—	—
湯軍(於二零一七年三月三十日辭任)	Tang Jun (resigned on 30 March 2017)	—	—	—	—	—
劉雪姿	Liu Xuezi	—	—	—	—	—
獨立非執行董事：	Independent non-executive directors:					
陳記煊	Chan Kee Huen, Michael	35	—	—	—	35
鄧昭平	Tang Chiu Ping, Raymond	35	—	—	—	35
Fritz Heinrich Horlacher	Fritz Heinrich Horlacher	33	—	—	—	33
		141	333	110	17	601

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

11. 董事和五名最高薪人士的薪酬 (續)

董事薪酬(續)

截至二零一六年十二月三十一日止年度	Year ended 31 December 2016	其他薪酬 Other emoluments				總計
執行董事:	Executive directors:	袍金 Fees 千美元 US\$'000	薪金、津貼 和實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000	酌情 獎金 Discretionary bonus 千美元 US\$'000	退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000	總計 Total 千美元 US\$'000
劉幫民	Liu Bang Min	—	187	226	13	426
侯淞(於二零一六年三月三十日獲委任)	Hou Song (appointed on 30 March 2016)	—	98	83	2	183
非執行董事:	Non-executive directors:					
Stephen Burnau Hunt	Stephen Burnau Hunt	39	—	—	—	39
李晉頤	Lee Jin Yi	—	—	—	—	—
湯軍(於二零一七年三月三十日辭任)	Tang Jun (resigned on 30 March 2017)	—	—	—	—	—
劉雪姿(於二零一六年三月三十日獲委任)	Liu Xuezi (appointed on 30 March 2016)	—	—	—	—	—
陶芳芳(於二零一六年三月三十日辭任)	Tao Fang Fang (resigned on 30 March 2016)	—	—	—	—	—
葉佩玲(於二零一六年三月三十日辭任)	Yip Pui Ling, Rebecca (resigned on 30 March 2016)	—	—	—	—	—
獨立非執行董事:	Independent non-executive directors:					
陳記爐	Chan Kee Huen, Michael	35	—	—	—	35
鄧昭平	Tang Chiu Ping, Raymond	35	—	—	—	35
Fritz Heinrich Horlacher	Fritz Heinrich Horlacher	32	—	—	—	32
		141	285	309	15	750

概無董事放棄或同意放棄截至二零一七年及二零一六年十二月三十一日止年度任何酬金的安排。

截至二零一七年及二零一六年十二月三十一日止年度，本集團概未向任何董事或任何五名最高薪人士支付任何酬金，作為加入本集團或加入本集團後的獎勵。

11. Emoluments of Directors and Five Highest Paid Individuals (Continued)

Directors' emoluments (Continued)

截至二零一六年十二月三十一日止年度	Year ended 31 December 2016	其他薪酬 Other emoluments				總計
執行董事:	Executive directors:	袍金 Fees 千美元 US\$'000	薪金、津貼 和實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000	酌情 獎金 Discretionary bonus 千美元 US\$'000	退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000	總計 Total 千美元 US\$'000
劉幫民	Liu Bang Min	—	187	226	13	426
侯淞(於二零一六年三月三十日獲委任)	Hou Song (appointed on 30 March 2016)	—	98	83	2	183
非執行董事:	Non-executive directors:					
Stephen Burnau Hunt	Stephen Burnau Hunt	39	—	—	—	39
李晉頤	Lee Jin Yi	—	—	—	—	—
湯軍(於二零一七年三月三十日辭任)	Tang Jun (resigned on 30 March 2017)	—	—	—	—	—
劉雪姿(於二零一六年三月三十日獲委任)	Liu Xuezi (appointed on 30 March 2016)	—	—	—	—	—
陶芳芳(於二零一六年三月三十日辭任)	Tao Fang Fang (resigned on 30 March 2016)	—	—	—	—	—
葉佩玲(於二零一六年三月三十日辭任)	Yip Pui Ling, Rebecca (resigned on 30 March 2016)	—	—	—	—	—
獨立非執行董事:	Independent non-executive directors:					
陳記爐	Chan Kee Huen, Michael	35	—	—	—	35
鄧昭平	Tang Chiu Ping, Raymond	35	—	—	—	35
Fritz Heinrich Horlacher	Fritz Heinrich Horlacher	32	—	—	—	32
		141	285	309	15	750

There was no arrangement under which a director waived or agreed to waive any emoluments for the years ended 31 December 2017 and 2016.

During the years ended 31 December 2017 and 2016, no emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group.

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

11. 董事和五名最高薪人士的薪酬 (續)**五名最高薪人士**

五名最高薪人士包括本公司兩名董事(二零一六年：兩名)，彼等酬金詳情於上文所示分析內反映。餘下三名(二零一六年：三名)最高薪人士的薪酬詳情如下：

11. Emoluments of Directors and Five Highest Paid Individuals (Continued)**Five highest paid individuals**

The five highest paid individuals consisted of two (2016: two) directors of the Company, details of whose emoluments are reflected in the analysis presented above. Details of emoluments of the remaining three (2016: three) highest paid individuals were as follows:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
薪金、津貼和實物福利	Salaries, allowances and benefits in kind	272	256
酌情獎金	Discretionary bonus	431	247
退休福利計劃供款	Retirement benefit plans contributions	40	44
總計	Total	743	547

支付予上述各非董事人士的薪酬介乎以下範疇：

The emoluments paid to each of the above non-director individuals were within the following band:

		二零一七年 2017 人數 No of individuals	二零一六年 2016 人數 No of individuals
零至1,000,000港元	Nil - HK\$1,000,000	-	-
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	-	3
1,500,001港元至2,000,000港元	HK\$1,500,001 to HK\$2,000,000	2	-
2,000,001港元至2,500,000港元	HK\$2,000,001 to HK\$2,500,000	1	-

12. 所得稅開支**12. Income Tax Expense**

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
當期稅項 — 中國企業所得稅 (「企業所得稅」)	Current tax — PRC Enterprise Income Tax ("EIT")		
— 年度稅項	— tax for the year	1,592	2,834
— 過往年度超額撥備	— over provision in respect of prior years	(202)	(75)
		1,390	2,759
遞延稅項(附註27)	Deferred tax (Note 27)	26	431
所得稅開支	Income tax expense	1,416	3,190

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

12. 所得稅開支(續)

應課稅溢利稅項已按本集團經營所在稅務司法權區的適用稅率計算。

根據中國企業所得稅法(「企業所得稅法」)及其實施細則，中國附屬公司的稅率為25%(二零一六年：25%)。

本集團一間附屬公司(二零一六年：兩間附屬公司)已獲認證為中國高新科技企業，享有15%的優惠企業所得稅率(二零一六年：15%)。

年內所得稅開支與綜合損益及其他全面收益表所示除所得稅前溢利的對賬如下：

12. Income Tax Expense (Continued)

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

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2016: 25%).

One subsidiary (2016: Two subsidiaries) of the Group has been certified as new high technology enterprise in the PRC and enjoyed a preferential EIT rate of 15% (2016: 15%).

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
除所得稅前溢利	Profit before income tax	17,045	7,026
按適用於有關司法權區的溢利稅率計算的稅項	Tax on profit at the rates applicable to the jurisdictions concerned	2,466	1,550
不可扣稅開支的稅務影響	Tax effect on non-deductible expenses	1,893	1,727
毋須課稅收入的稅務影響	Tax effect of non-taxable income	(2,879)	(24)
應佔聯營公司除稅後溢利的稅務影響	Tax effect of share of post-tax profit of associates	(286)	(284)
過往年度超額撥備	Over provision in respect of prior years	(202)	(75)
其他	Others	424	296
所得稅開支	Income tax expense	1,416	3,190

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

13. 股息**13. Dividends**

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
年內確認為分派的股息：	Dividends recognised as distribution during the year:		
二零一七年中期股息—每股 4.17港仙(每股約0.53美仙)	2017 interim dividend — HK4.17 cents per share (approximately US0.53 cents per share)	2,217	—
特別股息—每股14.94港仙 (每股約1.91美仙)	Special dividend — HK14.94 cents per share (approximately US1.91 cents per share)	7,942	—
二零一六年末期股息—每股 3.66港仙(每股約0.47美仙)	2016 final dividend — HK3.66 cents per share (approximately US0.47 cents per share)	1,959	—
二零一六年中期股息—每股 4.02港仙(每股約0.52美仙)	2016 interim dividend — HK4.02 cents per share (approximately US0.52 cents per share)	—	2,150
二零一五年末期股息—每股 5.99港仙(每股約0.77美仙)	2015 final dividend — HK5.99 cents per share (approximately US0.77 cents per share)	—	3,207
		12,118	5,357

於報告期末後，董事建議派付截至二零一七年十二月三十一日止年度的末期股息每股3.58港仙(每股約0.46美仙)，總計14,857,000港元(約1,909,000美元)(二零一六年：截至二零一六年十二月三十一日止年度的末期股息為每股3.66港仙(每股約0.47美仙))，惟須待股東於應屆股東大會批准後，方可作實。建議末期股息於報告日期尚未確認為負債。

Subsequent to the end of the reporting period, a final dividend of HK3.58 cents per share (approximately US0.46 cents per share), totally amounting to HK\$14,857,000 (approximately US\$1,909,000) in respect of the year ended 31 December 2017 (2016: final dividend of HK3.66 cents per share (approximately US0.47 cents per share) in respect of the year ended 31 December 2016) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming general meeting. The proposed final dividends have not been recognised as a liability at the reporting date.

14. 每股盈利

每股基本盈利按本公司擁有人應佔綜合溢利及415,000,000股發行在外股份(二零一六年：415,000,000股股份)計算。

本集團於年內及上一年度並無潛在攤薄股份。

14. Earnings per Share

The calculation of the basic earnings per share is based on the consolidated profit attributable to owners of the Company and 415,000,000 shares outstanding during the year (2016: 415,000,000 shares).

The Group had no potential dilutive shares during the year and prior year.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

15. 物業、廠房及設備

15. Property, Plant and Equipment

		樓宇及廠房	機器	汽車	傢具及設備	在建工程	總計
		Building and plant	Machineries	Motor vehicles	Furniture and equipment	Construction in progress	Total
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
於二零一六年一月一日	At 1 January 2016						
成本	Cost	28,061	13,426	1,043	2,751	—	45,281
累計折舊	Accumulated depreciation	(4,792)	(4,749)	(616)	(1,518)	—	(11,675)
賬面淨值	Net carrying amount	23,269	8,677	427	1,233	—	33,606
截至二零一六年十二月三十一日止年度	Year ended 31 December 2016						
年初賬面淨值	Opening net carrying amount	23,269	8,677	427	1,233	—	33,606
匯兌調整	Exchange adjustment	(1,465)	(570)	(20)	(68)	(1)	(2,124)
添置	Additions	454	1,639	—	289	14	2,396
折舊	Depreciation	(998)	(1,240)	(103)	(521)	—	(2,862)
處置	Disposals	—	(38)	(57)	(14)	—	(109)
年末賬面淨值	Closing net carrying amount	21,260	8,468	247	919	13	30,907
於二零一六年十二月三十一日	At 31 December 2016						
成本	Cost	26,703	14,026	829	2,754	13	44,325
累計折舊	Accumulated depreciation	(5,443)	(5,558)	(582)	(1,835)	—	(13,418)
賬面淨值	Net carrying amount	21,260	8,468	247	919	13	30,907
截至二零一七年十二月三十一日止年度	Year ended 31 December 2017						
年初賬面淨值	Opening net carrying amount	21,260	8,468	247	919	13	30,907
匯兌調整	Exchange adjustment	1,279	525	12	48	1	1,865
添置	Additions	—	1,732	64	408	—	2,204
折舊	Depreciation	(1,043)	(1,417)	(65)	(531)	—	(3,056)
處置	Disposals	(5)	(368)	(51)	(64)	—	(488)
轉入/(出)	Transfer in/(out)	—	14	—	—	(14)	—
年末賬面淨值	Closing net carrying amount	21,491	8,954	207	780	—	31,432
於二零一七年十二月三十一日	At 31 December 2017						
成本	Cost	28,328	15,769	686	3,047	—	47,830
累計折舊	Accumulated depreciation	(6,837)	(6,815)	(479)	(2,267)	—	(16,398)
賬面淨值	Net carrying amount	21,491	8,954	207	780	—	31,432

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

16. 預付土地租賃款項

16. Prepaid Land Lease Payment

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
期初賬面淨值	Opening net carrying amount	2,015	2,213
年內攤銷	Amortisation for the year	(58)	(59)
匯兌調整	Exchange adjustment	122	(139)
期末賬面淨值	Closing net carrying amount	2,079	2,015
賬面總值	Gross carrying amount	2,707	2,549
累計攤銷	Accumulated amortisation	(628)	(534)
賬面淨值	Net carrying amount	2,079	2,015
對賬：	Reconciliation:		
計入流動資產的流動部分	Current portion included in current assets	55	52
計入非流動資產的非流動部分	Non-current portion included in non-current assets	2,024	1,963
賬面淨值	Net carrying amount	2,079	2,015

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

17. 無形資產

17. Intangible Assets

		獨家分銷權 Exclusive distribution rights 千美元 US\$'000 (附註(a)) (Note (a))	技術專業知識 Technical know-how 千美元 US\$'000 (附註(b)) (Note (b))	開發成本 Development costs 千美元 US\$'000 (附註(c)) (Note (c))	具無限使用 年期的技術 專業知識 Indefinite- lived technical know-how 千美元 US\$'000 (附註(d)) (Note (d))	總計 Total 千美元 US\$'000
於二零一六年一月一日	At 1 January 2016					
成本	Cost	462	7,086	11,342	9,078	27,968
累計攤銷	Accumulated amortisation	(62)	(2,544)	(123)	—	(2,729)
賬面淨值	Net carrying amount	400	4,542	11,219	9,078	25,239
截至二零一六年十二月三十一日 止年度	Year ended 31 December 2016					
年初賬面淨值	Opening net carrying amount	400	4,542	11,219	9,078	25,239
匯兌調整	Exchange adjustment	(18)	(241)	(777)	—	(1,036)
添置	Additions	—	—	2,267	—	2,267
攤銷	Amortisation	(30)	(552)	—	—	(582)
撇銷	Write off	(150)	(653)	(743)	—	(1,546)
年末賬面淨值	Closing net carrying amount	202	3,096	11,966	9,078	24,342
於二零一六年十二月三十一日	At 31 December 2016					
成本	Cost	288	6,007	12,081	9,078	27,454
累計攤銷	Accumulated amortisation	(86)	(2,911)	(115)	—	(3,112)
賬面淨值	Net carrying amount	202	3,096	11,966	9,078	24,342
截至二零一七年十二月三十一日 止年度	Year ended 31 December 2017					
年初賬面淨值	Opening net carrying amount	202	3,096	11,966	9,078	24,342
匯兌調整	Exchange adjustment	12	170	720	—	902
添置	Additions	—	—	1,862	—	1,862
攤銷	Amortisation	(30)	(544)	—	—	(574)
減值	Impairment	—	—	(1,821)	—	(1,821)
撇銷	Write off	—	(101)	(554)	—	(655)
年末賬面淨值	Closing net carrying amount	184	2,621	12,173	9,078	24,056
於二零一七年十二月三十一日	At 31 December 2017					
成本	Cost	306	6,274	12,296	9,078	27,954
累計攤銷	Accumulated amortisation	(122)	(3,653)	(123)	—	(3,898)
賬面淨值	Net carrying amount	184	2,621	12,173	9,078	24,056

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

17. 無形資產(續)

截至二零一七年十二月三十一日止年度，本集團決定終止若干正在進行的研發項目，主要是由於原料藥成本不斷攀升所致。撇銷655,000美元(二零一六年：1,546,000美元)已確認為其他非經營性開支(附註8)一部分(計入損益)，以將無形資產的賬面值撇減至可收回金額。

可使用年期無限的無形資產的可收回金額以在用價值計算法釐定。該計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以及介乎13%至17%的稅前折現率(二零一六年：18%)。超過五年期的現金流量採用增長率0%預測，此增長率乃根據醫藥行業增長預測而定。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面值超過其可收回總額。

截至二零一七年十二月三十一日止年度，可使用年期無限的無形資產減值撥備為1,821,000美元(二零一六年：零)，並已確認為其他非經營性開支(附註8)一部分(計入損益)，以將無形資產的賬面值減值至可收回金額。

17. Intangible Assets (Continued)

For the year ended 31 December 2017, the Group decided to terminate several research and development projects which were under development, mainly due to the surging bulk pharmaceutical costs. Write off of US\$655,000 (2016: US\$1,546,000) was recognised as part of other non-operating expenses (Note 8) included in profit or loss to write down the carrying amount of the intangible assets to its recoverable amount.

The recoverable amount of intangible assets with indefinite useful lives has been determined based on value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate ranged from 13% to 17% (2016: 18%). The growth rate used to extrapolate the cash flows beyond the five-year period is 0% which is based on pharmaceutical industry growth forecast. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

During the year ended 31 December 2017, provision for impairment of intangible assets with indefinite useful lives of US\$1,821,000 (2016: Nil) was recognised as part of other non-operating expenses (Note 8) included in profit or loss to impair the carrying amount of the intangible assets with indefinite useful lives to its recoverable amount.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

17. 無形資產(續)

附註：

(a) 於二零一三年十二月，本集團與一名供應商訂立獨家協議，以取得一種藥品在中國為期10年的分銷權。此分銷權將按直線基準按10年年期(即自二零一四年一月一日開始的分銷權期間)攤銷。

(b) 技術專業知識主要指就開發及生產若干藥品而收購的技術及配方。

自二零一一年七月一日起，有關口腔崩解片的技術專業知識人民幣40,993,000元按直線基準按十一年年期攤銷。

於二零一三年，本公司之全資附屬公司寧波立華與CIH的間接附屬公司天津市隆佰生物工程科技有限公司(「隆佰」)訂立藥品技術轉讓協議(「協議」)。根據協議，寧波立華同意以現金代價2,279,000美元(約人民幣14,800,000元)向隆佰收購米索前列醇開發項目。米索前列醇開發項目包括專有技能、相關材料和技術、知識產權、專利、許可證和執照及若干配套設備(「米索前列醇開發項目」)。代價將在多個里程碑付款時由寧波立華以現金支付予隆佰。截至二零一五年十二月三十一日止年度，寧波立華已支付719,170美元(約人民幣4,670,000元)。於二零一六年九月十二日，寧波立華作為索償人向隆佰提出法律訴訟。於該訴訟中，寧波立華指稱隆佰無法指導寧波立華根據協議生產合格樣品。故寧波立華追討已支付人民幣4,670,000元的里程碑付款。於二零一七年四月十四日，深圳市中級人民法院判決隆佰須向寧波立華返還里程碑付款人民幣4,670,000元。截至報告期末，寧波立華尚未收到里程碑付款。

(c) 開發成本主要指製藥技術當中內部產生的知識產權(「知識產權」)。

董事認為該等知識產權具無限使用年期，原因在於醫藥業的知識產權預期可提供現金流量的期間並無可見限制。此等知識產權可於一段時間以極低成本重續，而產品亦可繼續應市。

倘知識產權出現減值，資產賬面值應立刻撇減或撇銷至利潤表。具無限使用年期的知識產權不會進行攤銷，並於每個財政年度年末進行年度減值測試，而倘有跡象顯示具無限使用年期的知識產權可能減值，將更頻密地進行減值測試。

17. Intangible Assets (Continued)

Notes:

(a) In December 2013, the Group entered into an exclusive agreement with a supplier to secure the distribution rights of 10 years for one pharmaceutical product in the PRC. This exclusive right will be amortised on a straight-line basis over 10 years, being the period of the distribution rights, starting from 1 January 2014.

(b) Technical know-how mainly represents techniques and formulae acquired for the development and production of certain pharmaceutical products.

With effect from 1 July 2011, technical know-how in relation to the oral disintegrating tablets amounting to RMB40,993,000 had been amortised on a straight-line basis over 11 years.

In 2013, Ningbo Liwah, a wholly-owned subsidiary of the Company, entered into a pharmaceutical technology transfer agreement (the "Agreement") with Tianjin Longbai Biological Engineering and Technology Company Limited ("Longbai"), an indirect subsidiary of CIH. Pursuant to the Agreement, Ningbo Liwah agreed to acquire from Longbai the misoprostol development project for a cash consideration of US\$2,279,000 (approximately RMB14,800,000). The misoprostol development project comprised the know-how and related materials and technology, intellectual properties, patent, permit(s) and license(s), and certain supporting equipment ("Misoprostol Development project"). The consideration is paid by Ningbo Liwah to Longbai in cash in several milestone payments. Up to the year ended 31 December 2015, Ningbo Liwah had paid US\$719,170 (approximately RMB4,670,000). On 12 September 2016, Ningbo Liwah, as claimant, had initiated legal proceedings against Longbai. In this litigation, Ningbo Liwah alleged that Longbai was unable to guide Ningbo Liwah to produce qualified samples according to the Agreement. Ningbo Liwah is therefore seeking the return of the milestone payment of RMB4,670,000 that had been paid. On 14 April 2017, the Shenzhen Intermediate People's Court judged that Longbai has to return the milestone payment of RMB4,670,000 to Ningbo Liwah. As of the end of the reporting period, the milestone payment was yet received.

(c) Development costs mainly represent intellectual property rights ("IPRs") generated internally for the pharmaceutical technology.

The directors consider these IPRs have indefinite useful lives as there is no foreseeable limit on the period of time over which the IPRs in pharmaceutical industry is expected to provide cash flows. These IPRs can be renewable in a period of time at minimal cost and the products are continuing in the market.

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

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

17. 無形資產(續)

附註:(續)

- (d) 具無限使用年期的技術專業知識指不會終止的永久免專利費許可。

於二零一四年三月二十八日，本公司的間接全資附屬公司朗生藥業(香港)有限公司(「朗生藥業」)與Novartis AG和Novartis Pharma AG(統稱「諾華」)訂立資產購買協議，據此諾華同意向朗生藥業轉讓受讓資產(包括與醫藥產品相關的技術、書籍及記錄、特定商標、商業信息及醫療信息)；及(ii)訂立許可協議，以便發出關於醫藥產品在國內(即中國(不包括香港、澳門及台灣))的許可，總現金代價為8,000,000美元首期付款，加總額最高為1,500,000美元的額外里程碑付款(與朗生藥業取得的銷售額掛鉤)(「或然代價」)。或然代價於報告期末之賬面值為1,276,000美元(二零一六年：1,226,000美元)，並已計入綜合財務狀況表內的其他金融負債。有關或然代價的進一步詳情載於附註29。

該醫藥產品包含特定的活性藥物成分，是以新適確得商標在國內推廣及銷售的一款乳膏，主要用於治療某些糖皮質類固醇反應性的炎性皮膚病的繼發感染。

17. Intangible Assets (Continued)

Notes: (Continued)

- (d) Indefinite-lived technical know-how represents a perpetual royalty-free licence with no termination.

On 28 March 2014, Lansen Medicine (Hong Kong) Limited ("LMHK"), an indirect wholly-owned subsidiary of the Company, entered into (i) the asset purchase agreement with Novartis AG and Novartis Pharma AG (collectively known as "Novartis") pursuant to which Novartis agrees to transfer to LMHK the transferred assets (including know-how, books and records, specified trademarks, commercial information and medical information relating to the pharmaceutical product), and (ii) the licence agreement to grant the licences, relating to the pharmaceutical product in the territory (i.e. the PRC, excludes Hong Kong, Macau and Taiwan) for a total cash consideration comprising an upfront payment of US\$8,000,000, plus additional milestone payments of a total maximum US\$1,500,000, linked to sales achieved by LMHK (the "contingent consideration"). The carrying value of the contingent consideration at the end of the reporting period was US\$1,276,000 (2016: US\$1,226,000) and has been included under other financial liabilities in the consolidated statement of financial position. Further details of contingent consideration are set out in Note 29.

The pharmaceutical product contains specific active pharmaceutical ingredients and it is marketed and sold as a cream under trademark Sicorten Plus in the territory. It will primarily be used to treat certain corticosteroid-responsive inflammatory skin diseases secondary infection.

18. 商譽

18. Goodwill

	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
賬面值	6,824	6,824

本集團收購寧波立華及朗生醫藥(深圳)有限公司(「深圳朗生」)。該等交易以收購會計法入賬。

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

本集團於每個財政年度年末就商譽進行年度減值測試，倘有跡象顯示商譽可能減值，將更頻密地進行減值測試。

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

就減值測試而言，商譽及有關專科藥品的開發成本已分配至一個現金產生單位，包括主要業務為製造及買賣專科藥品的附屬公司，其獲納入類至經營分部的「醫藥」。

For the purpose of impairment testing, goodwill and development costs related to specialty pharmaceuticals have been allocated to one CGU, including subsidiaries with principal activities of manufacturing and trading of specialty pharmaceuticals which is including in the "Pharmaceuticals" under operating segment.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

18. 商譽(續)

上述現金產生單位可收回金額的基準及其主要相關假設概述如下：

該現金產生單位的可收回金額以在用價值計算法釐定。該計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以及17%的稅前折現率(二零一六年：18%)。超過五年期的現金流量採用增長率0%預測，此增長率乃根據醫藥行業增長預測而定。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面值超過其可收回總額。

截至二零一七年十二月三十一日止年度，本集團管理層決定，任何包含商譽的現金產生單位並無減值(二零一六年：零)。

18. Goodwill (Continued)

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

The recoverable amount of this CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate of 17% (2016: 18%). The growth rate used to extrapolate the cash flows beyond the five-year period is 0% which is based on pharmaceutical industry growth forecast. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

During the year ended 31 December 2017, management of the Group determines that there are no impairments of any of its CGU containing goodwill (2016: Nil).

19. 於聯營公司之權益

19. Interests in Associates

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
應佔資產淨值	Share of net assets	20,690	23,046
商譽	Goodwill	14,727	16,378
		35,417	39,424

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

19. 於聯營公司之權益(續)

有關本集團於截至報告日期止的聯營公司詳情如下：

名稱 Name	註冊成立地點 及營業地點 Place of incorporation and operation	主要 經營地點 Principal place of business	本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
司太立	中國	中國	12.6%*	16.1%*	生產及買賣原料藥 和中間體
Starry	The PRC	The PRC			Production and trading of bulk pharmaceuticals and intermediates
萃健控股有限公司(「萃健」)	英屬處女群島 (「英屬處女 群島」)	中國	30.0%	30.0%	生產及買賣植物提取及 保健產品
Natural Dailyhealth Holdings Limited ("Natural Dailyhealth")	The British Virgin Islands (The "BVI")	The PRC			Production and trading of plant extract and healthcare products

* 儘管本集團於司太立擁有權權益少於20%，本公司董事認為，由於司太立的其中一名董事為本集團附屬公司的董事，故彼等仍有權對司太立行使重大的影響，因此，將於司太立的權益分類為聯營公司權益。

上述聯營公司乃採用權益法於本集團之綜合財務報表入賬。

司太立已於二零一六年三月九日成功在上海證券交易所首次公開發售。於截至二零一七年十二月三十一日止年度內，本集團出售司太立3.48%股權。於二零一七年十二月三十一日，本集團所持的司太立權益的公平值約為67,233,000美元(二零一六年：133,612,000美元)。

19. Interests in Associates (Continued)

Details of the Group's associates at the end of the reporting date is as follows:

* Although the Group's ownership interest in Starry is less than 20%, the directors of the Company consider that they still have the power to exercise significant influence on Starry as one of the directors of Starry is the director of the Group's subsidiaries, and therefore have classified the interest in Starry as an associate.

The above associates were accounted for using the equity method in the Group's consolidated financial statements.

Starry successfully launched an initial public offering on the Shanghai Stock Exchange on 9 March 2016. During the year ended 31 December 2017, the Group disposed of 3.48% equity interest in Starry. The fair value of the interests in Starry held by the Group was approximately US\$67,233,000 as at 31 December 2017 (2016: US\$133,612,000).

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

19. 於聯營公司之權益(續)

於二零一七年十二月三十一日，本集團於司太立持有的市場價值為13,292,000美元(二零一六年：62,145,000美元)3,000,000股股份(二零一六年：9,000,000股股份)及本集團於司太立持有的市場價值為31,014,000美元(二零一六年：37,978,000美元)7,000,000股股份(二零一六年：5,500,000股股份)已質押予銀行以分別為本集團之銀行借款及銀行融資(附註26)及一間同系附屬公司之銀行借款(附註33(d))作抵押。於二零一七年十二月三十一日，賬面值為5,663,000美元(二零一六年：8,938,000美元)及14,539,000美元(二零一六年：14,415,000美元)之銀行借款已分別由本集團及該同系附屬公司提取。

- i) 本集團重要聯營公司的財務資料概要載列如下：

司太立

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
於十二月三十一日	As at 31 December		
流動資產	Current assets	120,073	101,415
非流動資產	Non-current assets	188,055	171,323
流動負債	Current liabilities	(96,740)	(93,504)
非流動負債	Non-current liabilities	(77,869)	(60,222)
資產淨值	Net assets	133,519	119,012
截至十二月三十一日止年度	Year ended 31 December		
收入	Revenue	105,445	101,181
年度溢利	Profit for the year	12,328	11,231
年度其他全面收益	Other comprehensive income for the year	—	—
年度全面收益總額	Total comprehensive income for the year	12,328	11,231
年度自聯營公司收取的股息	Dividends received from the associate during the year	225	796

19. Interests in Associates (Continued)

As at 31 December 2017, 3,000,000 shares (2016: 9,000,000 shares) in Starry held by the Group with market values of US\$13,292,000 (2016: US\$62,145,000) and 7,000,000 shares (2016: 5,500,000 shares) in Starry held by the Group with market value of US\$31,014,000 (2016: US\$37,978,000) have been pledged to banks to secure bank borrowings and banking facilities of the Group (Note 26) and bank borrowings of a fellow subsidiary (Note 33(d)) respectively. As at 31 December 2017, the bank borrowings with the carrying amounts of US\$5,663,000 (2016: US\$8,938,000) and US\$14,539,000 (2016: US\$14,415,000) were drawn down by the Group and the fellow subsidiary, respectively.

- i) Summarised financial information of the Group's material associate is set out below:

Starry

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

19. 於聯營公司之權益(續)

- i) 本集團重要聯營公司的財務資料概要載列如下:(續)

司太立(續)

以上概述的財務資料與綜合財務報表所確認於聯營公司的權益賬面值的對賬:

19. Interests in Associates (Continued)

- i) Summarised financial information of the Group's material associate is set out below: (Continued)

Starry (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
資產淨值	Net assets	133,519	119,012
減: 非控制性權益	Less: Non-controlling interests	2,335	2,443
司太立擁有人應佔權益	Equity attributable to owners of Starry	131,184	116,569
本集團於司太立的擁有權 權益比例	Proportion of the Group's ownership interest in Starry	12.6%	16.1%
		16,529	18,768
商譽	Goodwill	10,256	12,168
於收購時公平值調整的影響	Effect of fair value adjustments at acquisition	1,337	1,259
其他調整	Other adjustments	42	(48)
本集團於司太立的權益賬面值	Carrying amount of the Group's interest in Starry	28,164	32,147

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

19. 於聯營公司之權益 (續)

- ii) 非重大聯營公司的財務資料概要載列如下：

萃健

於十二月三十一日 綜合財務報表中的賬面值	As at 31 December Carrying amount in the consolidated financial statements

19. Interests in Associates (Continued)

- ii) Summarised financial information of the immaterial associate is set out below:

Natural Dailyhealth

二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000

		截至 二零一七年 十二月三十一日 止年度 Year ended 31 December 2017	由二零一六年 三月二十四日至 二零一六年 十二月三十一日 期間 Period from 24 March 2016 to 31 December 2016
		7,253	7,277
集團應佔萃健金額	Amount of the Group's share of Natural Dailyhealth		
— 應佔虧損	— Share of loss	(481)	(192)
— 應佔其他全面收益	— Share of other comprehensive income	—	—
— 應佔全面收益總額	— Share of total comprehensive income	(481)	(192)

20. 存貨

20. Inventories

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
原材料	Raw materials	1,518	2,151
在製品	Work-in-progress	2,815	4,115
製成品	Finished goods	8,726	8,310
		13,059	14,576

於截至二零一七年十二月三十一日止年度內，已就原材料及製成品的賬面值作出862,000美元(二零一六年：328,000美元)的撥備。

During the year ended 31 December 2017, provisions of US\$862,000 (2016: US\$328,000) against the carrying value of raw materials and finished goods were made.

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

21. 貿易及其他應收款項

21. Trade and Other Receivables

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
貿易應收款項	Trade receivables	43,425	37,174
減：貿易應收款項減值撥備	Less: provision for impairment of trade receivables	(1,723)	(439)
		41,702	36,735
應收票據	Bills receivables	7,372	15,190
貿易應收款項及應收票據 (附註(a))	Trade and bills receivables (Note (a))	49,074	51,925
預付款項及其他應收款項 (附註(b))	Prepayments and other receivables (Note (b))	14,923	13,272
		63,997	65,197

董事認為，貿易及其他應收款項的賬面值與其公平值相若。

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

本集團的政策是向其客戶提供平均90日(二零一六年：90日)的信貸期。

The Group has a policy of allowing an average credit period of 90 days to its customers (2016: 90 days).

(a) 根據發票日期，於報告期末，本集團的貿易應收款項及應收票據(扣除減值虧損)賬齡分析如下：

(a) Based on the invoice date, the ageing analysis of the trade and bills receivables (net of impairment losses) of the Group as of the end of the reporting period is as follows:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
90日或以下	90 days or below	32,407	45,300
91至180日	91-180 days	5,581	4,366
181至365日	181-365 days	3,900	1,501
超過365日	Over 365 days	7,186	758
		49,074	51,925

截至二零一七年十二月三十一日止年度，本集團與本集團的一位新主要客戶簽訂延遲還款協議，同意其貿易應收款項約6,217,000美元(二零一六年：6,666,000美元)不遲於二零一八年十二月三十一日支付。授予該客戶的初始信貸期為90日。該等應收款項乃關於自二零一六年十月起銷售一款引入中國市場的新美容相關產品。於二零一六年十二月三十一日，該客戶的貿易應收款項既非逾期亦未減值。而於二零一七年十二月三十一日，根據經同意的延遲還款協議，該客戶的貿易應收款項尚未逾期。根據該安排的可能結果範圍及支付時間，於二零一七年十二月三十一日已就應該客戶的債項計提682,000美元(二零一六年：零)的減值撥備。

During the year ended 31 December 2017, the Group has entered into a repayment extension agreement with a new major customer of the Group to agree its trade receivable of approximately US\$6,217,000 (2016: US\$6,666,000) to be settled not later than 31 December 2018. The original credit period granted to this customer was 90 days. The receivables related to sales of a new cosmetic-related product introduced to the PRC market since October 2016. The trade receivable due from the major customer as at 31 December 2016 were neither past due nor impaired whereas the trade receivable due from the major customer as at 31 December 2017 was not yet past due based on the agreed repayment extension agreement. Based on the range of possible outcomes of this arrangement and the time of the settlement, impairment provision amounting to US\$682,000 (2016: Nil) was made for the debts due from this customer as at 31 December 2017.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

21. 貿易及其他應收款項 (續)

(a) (續)

本集團的貿易應收款項及應收票據結餘包括總賬面值8,656,000美元(二零一六年: 6,625,000美元)的應收款項, 該等應收款項於報告期末已逾期但本集團未就減值虧損計提撥備。該等款項與多名近期並無欠款記錄的獨立客戶有關。根據過往經驗, 本公司董事認為, 由於信用質量並無重大變動, 且結餘依然被視可全數收回, 因而毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

本集團於報告期末已逾期但並未減值的貿易應收款項賬齡分析如下:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
逾期1至90日	Past due over 1-90 days	3,787	4,366
逾期91至275日	Past due over 91-275 days	3,900	1,501
逾期超過276日	Past due over 276 days	969	758
		8,656	6,625

本集團貿易應收款項的減值撥備變動如下:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
於一月一日	At 1 January	439	229
匯兌調整	Exchange adjustment	66	(23)
貿易應收款項減值撥備	Provision for impairment of trade receivables	1,218	233
於十二月三十一日	At 31 December	1,723	439

上述貿易應收款項的減值撥備乃就個別減值的貿易應收款項計提。個別減值的應收款項主要與有財政困難的客戶有關, 預期僅有部分應收款項預期可收回。本集團並無就該等結餘持有任何抵押品。

撇除主要客戶的應收債項6,217,000美元(二零一六年: 6,666,000美元), 於二零一七年十二月三十一日, 本集團未逾期並且未減值的貿易應收款項為26,829,000美元(二零一六年: 23,444,000美元), 該等貿易應收款項與眾多近期並無欠款記錄的客戶有關。

21. Trade and Other Receivables (Continued)

(a) (Continued)

Included in the Group's trade and bills receivables balance are debtors with aggregate carrying amounts of US\$8,656,000 (2016: US\$6,625,000) which were past due as at the end of the reporting period for which the Group has not provided for impairment loss. These balances relate to a number of independent customers of whom there is no recent history of default. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The Group's ageing analysis of trade receivables which are past due but not impaired as at the end of the reporting period is as follows:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
逾期1至90日	Past due over 1-90 days	3,787	4,366
逾期91至275日	Past due over 91-275 days	3,900	1,501
逾期超過276日	Past due over 276 days	969	758
		8,656	6,625

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
於一月一日	At 1 January	439	229
匯兌調整	Exchange adjustment	66	(23)
貿易應收款項減值撥備	Provision for impairment of trade receivables	1,218	233
於十二月三十一日	At 31 December	1,723	439

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

Not counting the debt due from the major customer of US\$6,217,000 (2016: US\$6,666,000), as at 31 December 2017, the Group had trade receivables of US\$26,829,000 (2016: US\$23,444,000) were neither past due nor impaired. These related to a large number of diversified customers for whom there was no recent history of default.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

21. 貿易及其他應收款項 (續)

(a) (續)

於截至二零一七年及二零一六年十二月三十一日止年度內，本集團向金融機構貼現其具完全追索權的部分應收票據。倘應收票據欠款，本集團有義務向金融機構支付拖欠款項。利息按每年從金融機構收取的所得款項4.1%至4.2% (二零一六年：3.3%至3.4%)計息，直至應收票據支付日期止。因此，本集團面臨貼現票據信貸虧損及延遲付款的風險。

由於本集團保留貼現應收票據的絕大部分風險及回報，故貼現交易並不符合國際會計準則第39號終止確認金融資產的規定。於二零一七年十二月三十一日，應收票據2,755,000美元(二零一六年：9,370,000美元)繼續於本集團綜合財務報表獲確認，儘管其已合法轉讓予金融機構。貼現交易的所得款項已作為資產擔保融資(附註26)計入借款內，直至已收取應收票據或本集團償付金融機構的所有虧損。於二零一七年十二月三十一日，與貼現票據相關的資產擔保融資負債為2,755,000美元(二零一六年：9,370,000美元)。

由於應收票據已合法轉讓予金融機構，故本集團無權釐定應收票據的處置。

於二零一七年十二月三十一日，賬面值為3,497,000美元(二零一六年：4,022,000美元)的若干應收票據已抵押以取得本集團之銀行借款(附註26)。相關負債的賬面值為7,000,000美元(二零一六年：6,000,000美元)。

21. Trade and Other Receivables (Continued)

(a) (Continued)

During the years ended 31 December 2017 and 2016, the Group discounted part of its bills receivables with full recourse to financial institutions. In the event of default by the bills receivables, the Group was obliged to pay the financial institutions the amount in default. Interest was charged at a range from 4.1% to 4.2% (2016: a range from 3.3% to 3.4%) per annum on the proceeds received from the financial institutions until the date the bills receivables pay. The Group was therefore exposed to the risks of credit losses and late payment in respect of the discounted bills.

The discounting transactions did not meet the requirements in IAS 39 for de-recognition of financial assets as the Group retains substantially all of the risks and rewards of ownership of the discounted bills receivables. At 31 December 2017, bills receivables of US\$2,755,000 (2016: US\$9,370,000) continued to be recognised in the Group's consolidated financial statements even though they have been legally transferred to the financial institutions. The proceeds of the discounting transactions were included in borrowings as asset-backed financing (Note 26) until the bills receivables are collected or the Group settles any losses suffered by the financial institutions. At 31 December 2017, the asset-backed financing liability related to the discounted bills amounted to US\$2,755,000 (2016: US\$9,370,000).

Because the bills receivables have been transferred to the financial institutions legally, the Group did not have the authority to determine the disposition of the bills receivables.

As at 31 December 2017, certain bills receivables with carrying amount of US\$3,497,000 (2016: US\$4,022,000) were pledged to secure the Group's bank borrowings (Note 26). The carrying amount of the associated liability was US\$7,000,000 (2016: US\$6,000,000).

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

21. 貿易及其他應收款項 (續)

- (b) 其他應收款項乃經扣除減值撥備後呈列。於二零一七年十二月三十一日，由於預期若干長期未清償其他應收款項不會全數收回，故已就該等應收款項確認其他應收款項減值撥備總額286,000美元(二零一六年：22,000美元)。本集團並無就該等結餘持有任何抵押品。

本集團其他應收款項的減值撥備變動如下：

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
於一月一日	At 1 January	22	1
匯兌調整	Exchange adjustment	9	(1)
視作不可收回而撇銷	Written off as uncollectible	(22)	—
其他應收款項減值撥備	Provision for impairment of other receivables	277	22
於十二月三十一日	At 31 December	286	22

除減值金額外，上述資產並未逾期或減值。上述結餘內包括的金融資產與近期並無欠款記錄的應收款項有關。

21. Trade and Other Receivables (Continued)

- (b) Other receivables are shown net of impairment provisions. As at 31 December 2017, total provision for impairment against other receivables of US\$286,000 (2016: US\$22,000) was recognised for certain long outstanding other receivables as these receivables are not expected to be fully recovered. The Group does not hold any collateral over these balances.

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

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

22. 向一間聯營公司的貸款

該款項為無抵押、免息且須按要求償還。董事認為此結餘的賬面值與其公平值相若。

22. Loan to an Associate

The amount is unsecured, interest-free and repayable on demand. The directors consider that the carrying amount of this balance approximates its fair value.

23. 已抵押銀行存款／現金及現金等價物

23. Pledged Bank Deposits/Cash and Cash Equivalents

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
現金及銀行結餘	Cash and bank balances	41,522	37,197
減：已抵押銀行存款	Less: pledged bank deposits	(32,631)	(27,095)
現金及現金等價物	Cash and cash equivalents	8,891	10,102

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

23. 已抵押銀行存款／現金及現金等價物(續)

現金及銀行結餘包括銀行及手頭現金以及原到期日在三個月或以下的短期銀行存款。銀行現金根據每日銀行存款利率按浮動利率計息。短期定期存款存入銀行並按市場利率賺取利息。

於二零一七年及二零一六年十二月三十一日的已抵押銀行存款指本集團為取得本集團若干銀行融資及銀行借款(附註26)及一間同系附屬公司之銀行借款(附註33(d))而抵押的銀行存款。

於二零一七年十二月三十一日，本集團的現金及銀行結餘包括41,094,000美元(二零一六年：34,804,000美元)的銀行結餘，該結餘以人民幣計值及存於中國的銀行。人民幣並非為自由兌換的貨幣。

23. Pledged Bank Deposits/Cash and Cash Equivalentents (Continued)

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

Pledged bank deposits represent the Group's bank deposits pledged to secure certain banking facilities and bank borrowings of the Group (Note 26) and bank borrowings of a fellow subsidiary (Note 33(d)) as of 31 December 2017 and 2016.

As at 31 December 2017, included in cash and bank balances of the Group was US\$41,094,000 (2016: US\$34,804,000) of bank balances denominated in RMB placed with banks in the PRC. RMB is not a freely convertible currency.

24. 股本**24. Share Capital**

	股份數目 Number of shares	金額 Amount 千美元 US\$'000
法定： 於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年十二月三十一日	Authorised: At 1 January 2016, 31 December 2016 and 31 December 2017	
	20,000,000,000	200,000
已發行及繳足： 於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年十二月三十一日	Issued and fully paid: At 1 January 2016, 31 December 2016 and 31 December 2017	
	415,000,000	4,150

**25. 儲備
本集團**

股份溢價指超過已配發股份面值的差額。

外匯儲備指換算外國附屬公司財務報表的匯兌差額。

**25. Reserves
Group**

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

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

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

25. 儲備(續)

本集團(續)

法定儲備指按照中國有關法例規定，將中國附屬公司的溢利分配至不可分派儲備金賬。

本公司

25. Reserves (Continued)

Group (Continued)

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

Company

		股份溢價 Share premium 千美元 US\$'000	(累計虧損)／ 保留溢利 (Accumulated losses)/ Retained profits 千美元 US\$'000	總計 Total 千美元 US\$'000
於二零一六年一月一日	At 1 January 2016	24,302	(3,157)	21,145
股息(附註13)	Dividends (Note 13)	(5,357)	—	(5,357)
年度虧損	Loss for the year	—	(2,040)	(2,040)
年度其他全面收益	Other comprehensive income for the year	—	—	—
年度全面虧損總額	Total comprehensive loss for the year	—	(2,040)	(2,040)
於二零一六年十二月三十一日	At 31 December 2016	18,945	(5,197)	13,748
股息(附註13)	Dividends (Note 13)	—	(12,118)	(12,118)
年度溢利	Profit for the year	—	18,460	18,460
年度其他全面收益	Other comprehensive income for the year	—	—	—
年度全面收益總額	Total comprehensive income for the year	—	18,460	18,460
於二零一七年十二月三十一日	At 31 December 2017	18,945	1,145	20,090

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

26. 借款

26. Borrowings

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
定息銀行借款	Fixed-rate bank borrowings	45,420	40,887
浮息銀行借款	Variable-rate bank borrowings	50,960	54,841
資產擔保融資(附註21)	Asset-backed financing (Note 21)	2,755	9,370
		99,135	105,098
有抵押	Secured	58,578	71,853
無抵押	Unsecured	40,557	33,245
		99,135	105,098
		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
銀行借款	Bank borrowings	96,380	95,728
於一年內到期的資產擔保融資	Asset-backed financing due within one year	2,755	9,370
		99,135	105,098

於二零一七年及二零一六年十二月三十一日，若干銀行融資須待與本集團若干財務狀況比率相關的契諾獲履行後方可作實，有關安排於金融機構的借款安排中屬常見。倘本集團違反契諾，已提取的融資須按要求償還。

本集團定期監控有關契諾迄今的遵守情況，按照定期貸款的償還時間表還款。本集團認為只要本集團繼續符合該等規定，銀行不大可能行使其酌情權要求還款。於二零一七年及二零一六年十二月三十一日，並無違反已提取融資的相關契諾。

As at 31 December 2017 and 2016, certain banking facilities are subject to the fulfillment of covenants relating to certain financial position ratios of the Group, as are commonly found in lending arrangements with financial institutions. If the Group breaches the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants, up to date, makes repayments in accordance with the repayment schedule of the term loans. The Group does not consider it is probable that the bank will exercise its discretion to demand repayment for as long as the Group continues to meet these requirements. As at 31 December 2017 and 2016, none of the covenants relating to drawn down facilities had been breached.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

26. 借款(續)

銀行借款的賬面值以下列貨幣計值：

26. Borrowings (Continued)

The carrying amounts of bank borrowings are denominated in the following currencies:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
以下各項表示：	Represented by:		
人民幣借款	Borrowings in RMB	46,983	50,257
美元借款	Borrowings in US\$	50,160	53,310
港元(「港元」)借款	Borrowings in Hong Kong Dollars ("HK\$")	1,992	1,531
		99,135	105,098
		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
實際年利率：	Effective interest rate per annum:		
銀行借款	Bank borrowings	3.86%	3.56%

本集團擁有已抵押銀行存款32,631,000美元(二零一六年：27,095,000美元)、應收票據3,497,000美元(二零一六年：4,022,000美元)及市值為13,292,000美元(二零一六年：62,145,000美元)的司太立已上市股份作為本集團銀行融資及銀行借款的擔保。

The Group had pledged bank deposits amounting to US\$32,631,000 (2016: US\$27,095,000), bills receivables amounting to US\$3,497,000 (2016: US\$4,022,000) and Starry's listed equity shares with market values of US\$13,292,000 (2016: US\$62,145,000) to secure the banking facilities and bank borrowings of the Group.

無抵押銀行借款40,557,000美元(二零一六年：33,245,000美元)由本公司或本集團若干附屬公司擔保。

The unsecured bank borrowings of US\$40,557,000 (2016: US\$33,245,000) were guaranteed by the Company or certain subsidiaries of the Group.

資產擔保融資指不符合國際會計準則第39號終止確認規定的保理交易所獲得的融資款項。對應金融資產計入貿易及其他應收款項(附註21)。該等借款於一年內到期，並以人民幣計值。

The asset-backed financing represented the amount of financing obtained in factoring transactions which did not meet the de-recognition requirements in IAS 39. The corresponding financial assets were included in trade and other receivables (Note 21). These borrowings mature within one year and are repayable in RMB.

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

26. 借款(續)

融資活動產生之負債對賬如下：

		千美元 US\$'000
二零一七年一月一日	At 1 January 2017	105,098
現金流量變動：	Changes from cash flows:	
借款所得之款項	Proceeds from borrowings	118,628
償還借款之款項	Repayment of borrowings	(127,683)
		(9,055)
匯兌調整	Exchange adjustments	3,092
於二零一七年十二月三十一日	At 31 December 2017	99,135

26. Borrowings (Continued)

Reconciliation of liabilities arising from financing activities:

27. 遞延稅項負債

27. Deferred Tax Liabilities

		未分派盈利的 中國預扣稅 PRC withholding tax on undistributed earnings 千美元 US\$'000	遞延開發成本 Deferred development costs 千美元 US\$'000	其他 Others 千美元 US\$'000	總計 Total 千美元 US\$'000
於二零一六年一月一日	At 1 January 2016	181	1,348	19	1,548
匯兌調整	Exchange adjustment	—	(103)	—	(103)
於損益扣除(附註12)	Charge to profit or loss (Note 12)	—	429	2	431
於二零一六年十二月三十一日	At 31 December 2016	181	1,674	21	1,876
於二零一七年一月一日	At 1 January 2017	181	1,674	21	1,876
匯兌調整	Exchange adjustment	—	98	—	98
於損益扣除(附註12)	Charge to profit or loss (Note 12)	—	(147)	173	26
於二零一七年十二月三十一日	At 31 December 2017	181	1,625	194	2,000

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

27. 遞延稅項負債(續)

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取溢利而宣派的股息須繳納預扣稅。綜合財務報表內並未就中國附屬公司的61,729,000美元(二零一六年：62,588,000美元)累計溢利所產生的暫時差額作出遞延稅項撥備，原因在於本集團可控制暫時差額的撥回時間，且該等暫時差額可能不會於可預見將來撥回。

因為稅項虧損在一段時間內一直在虧損的附屬公司出現，以及因為未來利潤不可預測的情況下，因此尚未對相關稅項虧損於合併財務報表列認為遞延稅收資產。本集團於中國附屬公司產生的未動用稅項虧損約為4,302,000美元(二零一六年：2,001,000美元)。稅項虧損可從虧損發生年起結轉5年。

27. Deferred Tax Liabilities

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to US\$61,729,000 (2016: US\$62,588,000) as the Group is able to control the timing of the reversal of the temporary differences, it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax asset in respect of tax losses has not been recognised in these consolidated financial statements as they have arisen in subsidiaries that have been loss-making for some time and the unpredictability of future profits. The Group has unused tax losses of approximately US\$4,302,000 (2016: US\$2,001,000) incurred by the subsidiaries in the PRC, which can be carried forward for 5 years from the year in which the losses were incurred.

28. 貿易及其他應付款項

28. Trade and Other Payables

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
貿易應付款項	Trade payables	4,980	3,267
應付票據	Bills payables	2,755	9,370
其他應付款項及應計款項	Other payables and accruals	14,484	10,147
		22,219	22,784

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

28. 貿易及其他應付款項(續)

根據發票日期，於報告期末，本集團的貿易應付款項賬齡分析如下：

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
90日或以下	90 days or below	3,871	1,922
91至180日	91–180 days	274	161
181至365日	181–365 days	75	275
超過365日	Over 365 days	760	909
		4,980	3,267

董事認為，貿易及其他應付款項的賬面值與其公平值相若。

28. Trade and Other Payables (Continued)

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
90 days or below	90 days or below	3,871	1,922
91–180 days	91–180 days	274	161
181–365 days	181–365 days	75	275
Over 365 days	Over 365 days	760	909
		4,980	3,267

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

29. 其他金融負債

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
於一月一日	At 1 January	1,226	1,170
於損益扣除的或然代價折現 (附註9)	Unwinding of discount on contingent consideration charged to profit or loss (Note 9)	59	56
匯兌收益	Exchange gain	(9)	—
於十二月三十一日	At 31 December	1,276	1,226

誠如附註17(d)所述，於二零一四年三月二十八日，本集團與諾華達成協議，以收購醫藥產品。該交易的總現金代價包括8,000,000美元的首期付款，另加最高總額為1,500,000美元的里程碑付款(該款項將與本集團其後取得的銷售額掛鉤)。

本集團根據此或然代價安排可能須支付的全部未來付款的潛在未貼現金額介乎0美元至1,500,000美元。

29. Other Financial Liabilities

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
At 1 January	At 1 January	1,226	1,170
Unwinding of discount on contingent consideration charged to profit or loss (Note 9)	Unwinding of discount on contingent consideration charged to profit or loss (Note 9)	59	56
Exchange gain	Exchange gain	(9)	—
At 31 December	At 31 December	1,276	1,226

As discussed in Note 17(d), the Group reached an agreement with Novartis to acquire a pharmaceutical product on 28 March 2014. The total cash consideration of the transaction comprised an upfront payment of US\$8,000,000, plus additional milestone payments of a total maximum amount of US\$1,500,000, which would be linked to the sales amount achieved by the Group subsequently.

The potential undiscounted amount of all future payments that the Group could be required to make under this contingent consideration arrangement is between US\$0 and US\$1,500,000.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

30. 控股公司財務狀況表

30. Company Level Statement of Financial Position

		附註 Notes	二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
於附屬公司的權益	Interest in a subsidiary		25,020	25,020
流動資產	Current assets			
應收附屬公司款項	Amount due from a subsidiary		49,699	52,192
現金及現金等價物	Cash and cash equivalents		99	685
			49,798	52,877
總資產	Total assets		74,818	77,897
權益及負債	EQUITY AND LIABILITIES			
資本及儲備	Capital and reserves			
本公司擁有人應佔權益	Equity attributable to owners of the Company			
股本	Share capital	24	4,150	4,150
股份溢價	Share premium	25	18,945	18,945
保留溢利／(累計虧損)	Retained profits/(Accumulated losses)	25	1,145	(5,197)
總權益	Total equity		24,240	17,898
流動負債	Current liabilities			
借款	Borrowings		50,160	59,599
應計款項	Accruals		418	400
總負債	Total liabilities		50,578	59,999
總權益及負債	Total equity and liabilities		74,818	77,897
流動負債淨值	Net current liabilities		(780)	(7,122)
總資產減流動負債	Total assets less current liabilities		24,240	17,898

代表董事會

On behalf of the directors

董事
Director
陳力
CHEN Li

董事
Director
侯淞
HOU Song

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

31. 本公司附屬公司詳情

附屬公司的一般資料

本公司附屬公司於報告期末的詳情如下：

31. Particulars of Subsidiaries of the Company

General information of the subsidiaries

Details of the Company's subsidiaries at the end of the reporting period are set out follows:

名稱 Name	註冊成立/成立 國家/地點 Country/Place of incorporation/ establishment	主要 營業地點 Principal place of business	已註冊/發行 股本詳情 Particulars of registered/issued share capital	本集團所持有權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group		主要業務 Principal activities
				二零一七年 2017	二零一六年 2016	
直接持有權益 Interests held directly						
朗生醫藥控股有限公司	英屬處女群島	香港	29,491,360股每股面值 1美元的普通股	100%	100%	投資控股
Lansen Pharmaceutical Holdings Limited	The "BVI"	Hong Kong	29,491,360 ordinary shares of US\$1 each	100%	100%	Investment holding
間接持有權益 Interests held indirectly						
Brilliant Manufacture Limited	英屬處女群島	香港	1股面值1美元的普通股	100%	100%	投資控股
Brilliant Manufacture Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Flash Universal Limited	英屬處女群島	香港	1股面值1美元的普通股	100%	100%	投資控股
Flash Universal Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Horizon Network Limited	英屬處女群島	香港	1股面值1美元的普通股	100%	100%	投資控股
Horizon Network Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Magnificent Worldwide Limited	英屬處女群島	香港	1股面值1美元的普通股	100%	100%	投資控股
Magnificent Worldwide Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
Beauty Sparkle Holdings Limited	英屬處女群島	香港	1股面值1美元的普通股	100%	100%	投資控股
Beauty Sparkle Holdings Limited	The BVI	Hong Kong	1 ordinary share of US\$1	100%	100%	Investment holding
豐勤有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Full Keen Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
朗生投資(香港)有限公司	香港	香港	100股面值100港元的 普通股	100%	100%	投資控股
Lansen Investments (Hong Kong) Limited	Hong Kong	Hong Kong	100 ordinary shares of HK\$100	100%	100%	Investment holding
朗生醫藥(香港)有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Lansen Pharmaceutical (Hong Kong) Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding
立華植物提取(香港)有限公司	香港	香港	1股面值1港元的普通股	100%	100%	投資控股
Liwah Plant Extract (Hong Kong) Limited	Hong Kong	Hong Kong	1 ordinary share of HK\$1	100%	100%	Investment holding

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

31. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

名稱
Name

註冊成立/成立
國家/地點
Country/Place of
incorporation/
establishment

31. Particulars of Subsidiaries of the Company
(Continued)

General information of the subsidiaries (Continued)

主要
營業地點
Principal
place of
business

已註冊/發行
股本詳情
Particulars of
registered/issued
share capital

本集團所持有權益及
投票權的比例
Proportion of ownership
interest and voting power
held by the Group

主要業務
Principal activities

二零一七年
2017

二零一六年
2016

間接持有權益

Interests held indirectly

萊丰國際有限公司 Point Kin International Limited	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	投資控股 Investment holding
朗生藥業 LMHK	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
安美聯繫有限公司 Perfection Link Limited	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	投資控股 Investment holding
深圳朗生 Shenzhen Lansen	中國(附註a) The PRC (Note a)	中國 The PRC	人民幣29,498,000元 RMB29,498,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
寧波立華 Ningbo Liwah	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣236,000,000元 RMB236,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
立華植提 Liwah Plant Extract	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣28,000,000元 RMB28,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
寧波朗生醫藥有限公司 Ningbo Lansen Pharmaceutical Company Limited	中國(附註c) The PRC (Note c)	中國 The PRC	人民幣35,000,000元 RMB35,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
亳州朗生藥材產業有限公司 Bozhou Lansen Herbal Industry Limited	中國(附註a) The PRC (Note a)	中國 The PRC	人民幣3,500,000元 RMB3,500,000	- -	100% 100%	醫藥業務 Pharmaceutical business
寧波朗生醫藥科技有限公司 Ningbo Lansen Pharmaceutical Technology Company Limited	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣1,000,000元 RMB1,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
深圳東奇信息科技有限公司 Shenzhen Dongqi Technology Information Co. Ltd.	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣500,000元 RMB500,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

31. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

名稱
Name

註冊成立/成立
國家/地點
Country/Place of
incorporation/
establishment

31. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

主要
營業地點
Principal
place of
business

已註冊/發行
股本詳情
Particulars of
registered/issued
share capital

本集團所持有權益及
投票權的比例
Proportion of ownership
interest and voting power
held by the Group

二零一七年
2017

二零一六年
2016

主要業務
Principal activities

間接持有權益

Interests held indirectly

瀾聖國際貿易(上海)有限公司 Lansen (Shanghai) International Trading Co., Ltd.	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣10,000,000元 RMB10,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
瀾聖國際貿易(北京)有限公司 Lansen (Beijing) International Trading Co., Ltd.	中國(附註a) The PRC (Note a)	中國 The PRC	人民幣2,000,000元 RMB2,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
彩聯國際有限公司 Allied Choice International Limited	英屬處女群島 The BVI	香港 Hong Kong	1股面值1美元的普通股 1 ordinary share of US\$1	100% 100%	100% 100%	投資控股 Investment holding
樂泰健康科技(香港)有限公司 Letai Health Technology (Hong Kong) Limited	香港 Hong Kong	香港 Hong Kong	1股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	投資控股 Investment holding
朗生醫療美容科技(香港)有限公司 Lansen Medibeauty Tech (Hong Kong) Limited	香港 Hong Kong	香港 Hong Kong	股面值1港元的普通股 1 ordinary share of HK\$1	100% 100%	100% 100%	投資控股 Investment holding
寧波朗生醫療美容科技有限公司 Ningbo Lansen Medibeauty Tech Limited	中國(附註b) The PRC (Note b)	中國 The PRC	人民幣1,000,000元 RMB1,000,000	100% 100%	100% 100%	醫藥業務 Pharmaceutical business
朗生(瑞士)醫藥諮詢有限公司 Lansen (Swiss) Medicine Consulting Limited	瑞士(附註d) Switzerland (Note d)	瑞士 Switzerland	50,000瑞士法郎 Swiss Franc50,000	100% 100%	— —	暫無營業 Inactive

附註：

- (a) 於中國成立為有限公司
- (b) 於中國成立為外商獨資企業
- (c) 於中國成立為中外合資企業
- (d) 於瑞士成立為有限公司

Notes:

- (a) Established as a limited liability company in the PRC
- (b) Established as a wholly foreign owned enterprise in the PRC
- (c) Established as a sino-foreign equity joint venture in the PRC
- (d) Established as a limited liability company in Switzerland

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

31. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

年末概無任何附屬公司發行任何債務證券。

本集團的組成

主要業務

Principal activities

註冊成立/成立地點

Place of incorporation/ establishment

全資附屬公司數目

Number of wholly-owned subsidiaries

二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
----------------------------------	----------------------------------

醫藥業務 Pharmaceutical business	中國 The PRC	9	10
醫藥業務 Pharmaceutical business	香港 Hong Kong	1	1
投資控股 Investment holding	香港 Hong Kong	8	8
投資控股 Investment holding	英屬處女群島 The BVI	7	7
暫無營業 Inactive	瑞士 Switzerland	1	—
		26	26

31. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

None of the subsidiaries had issued any debt securities at the end of the year.

Composition of the Group

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

32. 財務承擔

經營租約承擔

32. Financial Commitments

Operating lease commitment

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
根據不可撤銷經營租約的未來 最低應付租金如下：	Future minimum rental payable under non-cancellable operating lease are as follows:		
1年內	Within one year	373	349
第2至5年	In the second to fifth year	119	262
		492	611

本集團以經營租約租用若干物業。租約年期介乎一至三年，可於屆滿日期或本集團和有關業主雙方協定的日期選擇重續租期。該等租約概不包括任何或然租金。

The Group leases certain properties under operating leases. The leases terms are between one and three years, with options to renew the lease terms at the expiry dates or at days as mutually agreed between the Group and the respective landlords. None of these leases includes any contingent rentals.

資本承擔

Capital commitment

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
收購以下各項的承擔：	Commitments for the acquisition of:		
無形資產	Intangible assets	1,634	447
建築及設備	Construction and equipment	169	217
		1,803	664

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

33. 關連方交易

年內，本集團與關連方訂立下列交易：

33. Related Party Transactions

During the year, the Group entered into the following transactions with related parties:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
<i>買賣交易：</i>	<i>Trading transactions:</i>		
已付同系附屬公司加工費 (附註(a))	Processing expenses paid to a fellow subsidiary (Note (a))	—	143
已付聯營公司加工費(附註(a))	Processing expenses paid to an associate (Note (a))	—	1,173
向同系附屬公司購買貨品	Purchase of goods from a fellow subsidiary	1,221	2,432
向聯營公司購買貨品(附註(a))	Purchase of goods from an associate (Note (a))	130	215
應付聯營公司委託費(附註(b))	Entrusted fee payable to an associate (Note (b))	606	—
應收聯營公司加工費(附註(c))	Processing fee receivable from an associate (Note (c))	3,109	1,989
<i>其他交易：</i>	<i>Other transactions:</i>		
已付同系附屬公司租金開支	Rental expenses paid to a fellow subsidiary	51	46
應付同系附屬公司的相互擔保 佣金費用(附註(d))	Cross guarantee commission fee payable to a fellow subsidiary (Note (d))	49	—
應收同系附屬公司的相互擔保 佣金收入(附註(d))	Cross guarantee commission income receivable from a fellow subsidiary (Note (d))	86	25

下列結餘於報告期末尚未清償：

The following balances were outstanding at the end of the reporting period:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
聯營公司欠款(附註(e))	Amounts owed by an associate (Note (e))	1,938	1,941
向一間聯營公司的貸款(附註22)	Loan to an associate (Note 22)	7,519	—
同系附屬公司欠款(附註(e))	Amounts owed by fellow subsidiaries (Note (e))	5,994	4,143

Notes to the Consolidated Financial Statements

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

33. 關連方交易(續)

附註：

- (a) 於二零一六年三月二十四日，朗生醫藥控股有限公司(「朗生(BVI)」，本公司全資附屬公司)收購萃健30.0%的股權。自該日起，萃健成為本公司的聯營公司。萃健於該日前為本公司的同系附屬公司。
- (b) 根據二零一六年九月二十日萃健和朗生(BVI)簽訂的委託加工框架協議(「委託加工框架協議」)，萃健可以要求朗生(BVI)及其附屬公司(「朗生(BVI)」集團)與客戶簽署加工訂單合同。年內，向客戶收取之費用與加工產品的全部成本加10%的加成後之差額支付萃健作為委託費。
- (c) 根據委託加工框架協議，萃健可委託朗生(BVI)集團加工植物提取產品。加工費以成本加成方式為定價基礎，金額相當於加工產品的全部成本加10%的加成。
- (d) 於二零一六年六月二十四日，寧波立華、吉林海資生物工程技術有限公司(「吉林海資」)，本公司同系附屬公司及朗生(BVI)訂立相互擔保協議，據此，於二零一六年七月一日至二零一九年六月三十日就協議各方的銀行貸款提供擔保或促使其附屬公司提供擔保。佣金費用將就另一方所擔保的貸款向各方收取。

於二零一七年十二月三十一日，吉林海資所提取賬面值為18,741,000美元(相當於人民幣122,460,000元)(二零一六年：14,415,000美元(相當於人民幣100,000,000元))的銀行借款乃由本集團以本集團所持市值為31,014,000美元(二零一六年：37,978,000美元)的7,000,000(二零一六年：5,500,000)股司太立股份擔保(附註19)及4,591,000美元(相當於人民幣30,000,000元)(二零一六年：零)銀行存款抵押。另一方面，二零一七年十二月三十一日，本集團並無提取由吉林海資擔保之人民幣130,000,000元之銀行融資(二零一六年：無)。

- (e) 欠款指就將購買貨品或將提供加工服務而給予供應商的墊款及銷售貨品所產生的貿易應收款項。欠款為無抵押、免息及須應要求償還。截至二零一七年及二零一六年十二月三十一日止年度內，本集團並無就有關該等結餘款項的呆壞賬作出任何撥備，亦無就關連方交易提供或獲得任何擔保。

本公司董事認為，以上關連方交易乃按正常商業條款在一般日常業務中進行。

主要管理人員薪酬指附註11所披露支付予本公司董事的金額。

33. Related Party Transactions (Continued)

Notes:

- (a) On 24 March 2016, Lansen Pharmaceutical Holdings Limited ("Lansen (BVI)"), a wholly-owned subsidiary of the Company, acquired 30.0% equity interest in Natural Dailyhealth. Since that date, Natural Dailyhealth becomes an associate of the Company. Natural Dailyhealth was a fellow subsidiary of the Company before that date.
- (b) Pursuant to the entrusted processing framework agreement signed between Natural Dailyhealth and Lansen (BVI) on 20 September 2016 (the "Entrusted Processing Framework Agreement"), Natural Dailyhealth may request Lansen (BVI) and its subsidiaries (the "Lansen (BVI) Group") to enter into the processing order contracts with customers. During the year, an entrusted fee was payable to Natural Dailyhealth for the difference between the amounts received from customers and the costs incurred in relation to the processing of the products plus a mark-up rate of 10%.
- (c) Pursuant to the Entrusted Processing Framework Agreement, Natural Dailyhealth may entrust Lansen (BVI) Group for the processing of the plant extract products. The processing fee is charged on a cost-plus basis, representing all costs incurred in relation to the processing of the products plus a mark-up rate of 10%.
- (d) On 24 June 2016, Ningbo Liwah, Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Company and Lansen (BVI) entered into a cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of each other from 1 July 2016 to 30 June 2019. Commission fee will be charged to a party in respect of a loan which is guaranteed by another party.

As at 31 December 2017, the bank borrowings with carrying amount of US\$18,741,000 (equivalent to RMB122,460,000) (2016: US\$14,415,000 (equivalent to RMB100,000,000)) drawn by Jilin Haizi was guaranteed by the Group with 7,000,000 (2016: 5,500,000) shares in Starry held by the Group with market values of US\$31,014,000 (2016: US\$37,978,000) (Note 19) and bank deposit US\$4,591,000 (equivalent to RMB30,000,000) (2016: Nil) was pledged. On the other hand, banking facilities of RMB130,000,000 was guaranteed by Jilin Haizi but no drawn down was made by the Group as at 31 December 2017 (2016: Nil)

- (e) The amounts due represented the advances to suppliers on the goods to be purchased or processing services to be provided and trade receivables arisen from the sales of goods. The amounts due are unsecured, interest-free and repayable on demand. The Group has not made any allowance for bad or doubtful debts in respect of these balances nor has any guarantee been given or received during the years ended 31 December 2017 and 2016 regarding related party transactions.

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

Remuneration for key management personnel represents amounts paid to the Company's directors as disclosed in Note 11.

34. 或然負債

已發出財務擔保

誠如附註33(d)所述，本集團已就本集團同系附屬公司吉林海資提取的銀行借款向銀行發出擔保。於該擔保下，倘吉林海資未能於到期時還款，本集團須承擔吉林海資自銀行提取的最多人民幣130,000,000元(相等於19,895,000美元)的借款。於二零一七年十二月三十一日，本集團須承擔的擔保潛在負債上限為吉林海資所提取的金額人民幣122,460,000元(相等於18,741,000美元)(二零一六年十二月三十一日：人民幣100,000,000元(相等於14,415,000美元))。由於該擔保的公平值並不重大且董事認為根據該擔保而向本公司提出索償的可能性甚微，因此該財務擔保並未於綜合財務報表確認。

35. 風險管理

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

信貸風險

本集團的信貸風險主要來自貿易應收款項。綜合財務狀況表呈列的金額已扣除應收呆賬撥備，此乃經本集團管理層根據過往經驗及對當前經濟環境的評估得出。

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

於二零一七年十二月三十一日，三位外部客戶佔貿易應收款項總額10%或以上(二零一六年：一位)。

流動資金信貸風險有限，皆因對手方是知名銀行。

本集團自過往年度以來一直遵守信貸政策，並認為該等信貸政策一直將本集團的信貸風險控制於合理程度。

34. Contingent Liabilities

Financial guarantee issued

As mentioned in Note 33(d), the Group has issued a guarantee to a bank in respect of the bank borrowings drawn by Jilin Haizi, a fellow subsidiary of the Group. Under the guarantee, the Group is liable for a maximum of RMB130,000,000 (equivalent to US\$19,895,000) borrowings drawn by Jilin Haizi from the bank if Jilin Haizi fails to make payment when due. The maximum potential liability of the Group at 31 December 2017 under the guarantee issued represents the amount drawn down by Jilin Haizi of RMB122,460,000 (equivalent to US\$18,741,000) (31 December 2016: RMB100,000,000 (equivalent to US\$14,415,000)). The financial guarantee was not recognised in the consolidated financial statements because the fair value of the guarantee was insignificant and the directors did not consider it is probable that a claim would be made against the Company under the guarantee.

35. Risk Management

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

Credit risk

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the consolidated statement of financial position are net of allowances for doubtful receivables, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

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

There were three external customers contributed 10% or more of total trade receivables as at 31 December 2017 (2016: one).

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

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**流動資金風險**

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

本集團通過維持充足儲備、銀行融通和儲備借款融資，持續監察預測及實際現金流量和配對金融資產及負債的到期情況以管理流動資金風險。

本集團自過往年度以來一直遵守流動資金政策，並認為該等流動資金政策在管控流動資金風險方面一直有效。

下表詳述本集團非衍生金融負債的餘下合約到期詳情。下表乃根據本集團可被要求還款最早日期的金融負債未折現現金流量編製。具體而言，不論銀行是否可能選擇行使權利，附帶按要求償還條款的銀行借款均計入最早時間範圍。其他非衍生金融負債的到期日分析按已協定還款日期編製。

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

35. Risk Management (Continued)**Liquidity risk**

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

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

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

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

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

		二零一七年 2017				合約未折現 現金流量總計
		1年內或 按要求 Within one year or on demand 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	5年以上 Over five years 千美元 US\$'000	Total contractual undiscounted cash flows 千美元 US\$'000
借款	Borrowings	100,837	—	—	—	100,837
貿易應付款項及應付票據	Trade and bills payables	7,735	—	—	—	7,735
其他應付款項及應計款項	Other payables and accruals	13,308	—	—	—	13,308
其他金融負債	Other financial liabilities	—	—	500	1,000	1,500
		121,880	—	500	1,000	123,380
已發行財務擔保 最高擔保額	Financial guarantee issued Maximum amount guaranteed	18,741	—	—	—	18,741

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)
流動資金風險 (續)

35. Risk Management (Continued)
Liquidity risk (Continued)

		二零一六年 2016				合約未折現 現金流量總計 Total contractual undiscounted cash flows 千美元 US\$'000
		1年內或按 要求 Within one year or on demand 千美元 US\$'000	1至2年 Between one and two years 千美元 US\$'000	2至5年 Between two and five years 千美元 US\$'000	5年以上 Over five years 千美元 US\$'000	
借款	Borrowings	106,964	—	—	—	106,964
貿易應付款項及應付票據	Trade and bills payables	12,637	—	—	—	12,637
其他應付款項及應計款項	Other payables and accruals	8,730	—	—	—	8,730
其他金融負債	Other financial liabilities	—	—	500	1,000	1,500
		128,331	—	500	1,000	129,831
已發行財務擔保	Financial guarantee issued					
最高擔保額	Maximum amount guaranteed	14,415	—	—	—	14,415

附帶按要求償還條款的銀行借款計入上述到期分析的「一年內或按要求」時間範圍。

Bank borrowings with a repayment on demand clause are included in the “within one year” time band in the above maturity analysis.

倘浮息變動有別於報告期末所釐定的利率估計，則上文就非衍生金融負債浮息工具所包含的款項或會有變。

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

外幣風險

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

Foreign currency risk

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

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

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

35. 風險管理 (續)**利率風險**

本集團面對的市場利率變動風險主要與以浮動利率計息的本集團債項責任有關。本集團的銀行借款利率和還款條款已於附註26披露。本集團目前並無任何利率對沖政策。

下列敏感度分析乃根據報告期末非衍生工具的利率風險釐定。就浮動利率負債而言，有關分析乃假設報告期末的尚未償還負債金額於整個年度均未償還而編製。在向主要管理人員內部報告利率風險時使用50個基點上升或下降幅度，此亦為管理層對利率合理可能變動的評估。

倘利率下降／上升50個基點，而所有其他變數維持不變，本集團：

- 截至二零一七年十二月三十一日止年度的溢利及於二零一七年十二月三十一日的保留溢利將分別增加／減少255,000美元(二零一六年：增加／減少272,000美元)，此乃主要由於本集團浮息銀行借款面對的利率風險所致；及
- 本集團於二零一七年十二月三十一日的權益將增加／減少255,000美元(二零一六年：增加／減少272,000美元)。

35. Risk Management (Continued)**Interest rate risk**

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The interest rate and terms of repayment of bank borrowings of the Group are disclosed in Note 26. The Group currently does not have an interest rate hedging policy.

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

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

- Profit for the year ended 31 December 2017 and retained profits as at 31 December 2017 would increase/decrease by US\$255,000 (2016: increase/decrease by US\$272,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank borrowings; and
- The Group's equity as at 31 December 2017 would increase/decrease by US\$255,000 (2016: increase/decrease by US\$272,000).

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)

按類別劃分的金融資產及負債概要

財務狀況表所呈列的賬面值與下列金融資產及金融負債類別有關。

35. Risk Management (Continued)

Summary of financial assets and liabilities by category

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
金融資產	Financial assets		
貸款及應收款項：	Loans and receivables:		
貿易及其他應收款項	Trade and other receivables	55,134	58,598
向一間聯營公司的貸款	Loan to an associate	7,519	—
已抵押銀行存款	Pledged bank deposits	32,631	27,095
現金及現金等價物	Cash and cash equivalents	8,891	10,102
		104,175	95,795
按公平值計入損益的金融資產：	Financial assets at fair value through profit or loss:		
衍生金融工具	Derivative financial instrument	1,840	2,280
		106,015	98,075
金融負債	Financial liabilities		
按攤銷成本列賬的金融負債：	Financial liabilities at amortised cost:		
借款	Borrowings	99,135	105,098
貿易及其他應付款項	Trade and other payables	21,043	21,367
		120,178	126,465
按公平值計入損益的金融負債：	Financial liabilities at fair value through profit or loss:		
其他金融負債	Other financial liabilities	1,276	1,226
		121,454	127,691
已發行財務擔保	Financial guarantee issued	18,741	14,415

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**(a) 並非按公平值計量的金融工具**

並非按公平值計量的金融工具包括貿易及其他應收款項、向一間聯營公司的貸款、已抵押銀行存款、現金及現金等價物、借款以及貿易及其他應付款項。

基於其年期較短的性質，故其賬面值與公平值相若。

(b) 按公平值計量的金融工具

按公允值計量的金融工具包括其他金融負債及衍生金融工具。公允值層級的分析如下。

其他金融負債的公平值計量

下表呈列於二零一七年十二月三十一日的綜合財務狀況表內，根據公平值層級及按照經常性基準以公平值計量的金融負債。公平值層級有以下級別：

第1級：相同資產於活躍市場的報價(未經調整)；

第2級：該資產於第1級所包含的報價以外可直接(即按價格)或間接(即自價格得出)觀察的輸入數據；及

第3級：該資產並非基於可觀察市場數據的輸入數據(不可觀察輸入數據)。

35. Risk Management (Continued)**(a) Financial instruments not measured at fair value**

Financial instruments not measured at fair value include trade and other receivables, loan to an associate, pledged bank deposits, cash and cash equivalents, borrowings and trade and other payables.

Due to their short term nature, their carrying values approximate their fair values.

(b) Financial instruments measured at fair value

Financial instruments measured at fair value include other financial liabilities and derivative financial instrument. Analysis on fair value hierarchy is presented as follows.

Fair Value Measurements of Other Financial Liabilities

The following tables present financial liabilities included in the consolidated statement of financial position as at 31 December 2017 measured at fair value on a recurring basis according to the fair value hierarchy. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)

(b) 按公平值計量的金融工具 (續)

其他金融負債的公平值計量 (續)

		第1級	第2級	第3級	總計
		Level 1	Level 2	Level 3	Total
		千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000
二零一七年	31 December 2017				
十二月三十一日					
負債	Liabilities				
按公平值計入損益	Financial liabilities at				
的金融負債	fair value through profit				
	or loss				
— 其他金融負債	— Other financial liabilities	—	—	1,276	1,276
		—	—	1,276	1,276

		第1級	第2級	第3級	總計
		Level 1	Level 2	Level 3	Total
		千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000
二零一六年	31 December 2016				
十二月三十一日					
負債	Liabilities				
按公平值計入損益	Financial liabilities at				
的金融負債	fair value through profit				
	or loss				
— 其他金融負債	— Other financial liabilities	—	—	1,226	1,226
		—	—	1,226	1,226

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**(b) 按公平值計量的金融工具 (續)****其他金融負債的公平值計量 (續)**

於本年度並無就此或然代價於損益確認收益或虧損。

或然代價的公平值乃使用貼現現金流估算。公平值乃基於若干不可觀察的參數 (包括貼現率、銷售額達標的概率及銷售額達標的期間)釐定。該等重大不可觀察輸入數據及該等輸入數據與或然代價公平值的關係顯示如下：

重大不可觀察 輸入數據	不可觀察輸入 數據與公平值 的關係
4.7%的貼現率	貼現率越高，則公平值越低。
銷售額達標的概率， 即100%	銷售額達標的概率 越高，則公平值 越高。
銷售額達標的期間， 即二零二零年及 二零二三年	銷售額達標的期間 越早，則公平值 越高。

貼現率增加1%，則其他金融負債的公平值減少約41,000美元，而貼現率減少1%，則其他金融負債的公平值增加約43,000美元。

年內的估值技術並無變動。

年內各級之間並無轉撥。

35. Risk Management (Continued)**(b) Financial instruments measured at fair value (Continued)****Fair Value Measurements of Other Financial Liabilities (Continued)**

No gain or loss relating to this contingent consideration has been recognised in profit or loss for the current year.

The fair value of the contingent consideration was estimated by applying the discounted cash flow. The determination of fair value is based on certain parameters including the discount rate, the probability of sales achievement and the period of sales achievement, which are unobservable. The significant unobservable inputs and relationship of these inputs to fair value contingent consideration are shown as below:

Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Discount rate of 4.7%	The higher the discount rate, the lower the fair value.
Probability of sales achievement, which is 100%	The higher the probability of sales achievement, the higher the fair value.
Period of sales achievement, which are year 2020 and year 2023	The earlier the period of sales achievement, the higher the fair value.

Increased discount rate by 1% would decrease the fair value on other financial liabilities by approximately US\$41,000 whilst decreased discount rate by 1% would increase the fair value on other financial liabilities by approximately US\$43,000.

There were no changes in valuation techniques during the year.

There were no transfers between levels during the year.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**(b) 按公平值計量的金融工具 (續)****其他金融負債的公平值計量 (續)**

分類為第3級的金融負債所使用的估值技術乃根據非基於可觀察市場數據的重大輸入值。此級的金融工具期初結餘與期末結餘的對賬如下：

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
負債	Liabilities		
按公平值計入損益的金融負債：	Financial liabilities at fair value through profit or loss:		
於一月一日	At 1 January	1,226	1,170
於損益扣除的或然代價折現(附註9)	Unwinding of discount on contingent consideration charged to profit or loss (Note 9)	59	56
匯兌收益	Exchange gain	(9)	—
於十二月三十一日	At 31 December	1,276	1,226

按公平值計量的衍生金融工具

於二零一六年三月二十四日，朗生(BVI)簽訂一項買賣協議，收購萃健約19.1%股權，代價為人民幣33.0百萬元(相當於約5,085,000美元)，其中人民幣28.0百萬元為現金，人民幣5百萬元為萃健科技健康有限公司全部已發行股本。

根據認購協議，自二零一六年三月二十九日起15個月內任何時間，朗生(BVI)可全權酌情決定(而沒有義務)進行第二批股份認購，而萃健有義務發行及配發第二批認購股份，加上於二零一六年三月二十四日的已收購19.1%股權，合共擁有不超過萃健30%經擴大後已發行股本，即認購期權。於二零一六年八月二十二日，認購期權獲執行。基於本集團對萃健有重大影響，萃健自該日起成為本集團的聯營公司(附註19)。

35. Risk Management (Continued)**(b) Financial instruments measured at fair value (Continued)****Fair Value Measurements of Other Financial Liabilities (Continued)**

The financial liabilities classified in level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled from opening to closing balances as follows:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
Liabilities			
Financial liabilities at fair value through profit or loss:			
At 1 January		1,226	1,170
Unwinding of discount on contingent consideration charged to profit or loss (Note 9)		59	56
Exchange gain		(9)	—
At 31 December		1,276	1,226

Fair Value Measurement of Derivative Financial Instrument

On 24 March 2016, Lansen (BVI) signed a sale and purchase agreement to acquire approximately 19.1% equity interest in Natural Dailyhealth, at a consideration of RMB33.0 million (equivalent to approximately US\$5,085,000) of which RMB28.0 million is in cash and RMB5 million by way of consideration shares in entire issued share capital of Natural Dailyhealth Tech Limited.

Pursuant to the subscription agreement, and at any time within 15 months from 29 March 2016, Lansen (BVI) shall have the sole discretion but not the obligation to subscribe for, and Natural Dailyhealth shall have the obligation to issue and allot, the second tranche subscription shares, in aggregate with the acquired equity interest of 19.1% on 24 March 2016, own up to 30% of the enlarged issued share capital of Natural Dailyhealth, which is the call option. On 22 August 2016, the call option was executed. Accordingly, the Group holds 30% equity interest in Natural Dailyhealth. Having significant influence over Natural Dailyhealth, Natural Dailyhealth becomes an associate of the Group (Note 19) since that date.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**(b) 按公平值計量的金融工具 (續)****按公平值計量的衍生金融工具 (續)**

另一方面，自二零一六年三月二十四日的第二個週年日開始的三個月期間(「行權期」)，萃健享有行使認沽期權的權利，要求萃健以期權協議價直接購買朗生(BVI)持有的全部認購股份(不能部分行權)。萃健應在行權之日起的六個月內，以現金方式向本集團支付期權協議價。朗生(BVI)享有行使認沽期權的絕對酌情權。如經朗生(BVI)和萃健雙方同意，認購方可在行權期之前任何時間提前行使認沽期權。

衍生金融工具乃使用二項式以公平值列值，下表呈列於二零一七年十二月三十一日的綜合財務狀況表內，根據公平值層級按照經常性基準以公平值計量的衍生金融工具。公平值層級有以下級別：

第1級：相同資產於活躍市場的報價(未經調整)；

第2級：該資產於第1級所包含的報價以外可直接(即按價格)或間接(即自價格得出)觀察的輸入數據；及

第3級：該資產並非基於可觀察市場數據的輸入數據(不可觀察輸入數據)。

35. Risk Management (Continued)**(b) Financial instruments measured at fair value (Continued)****Fair Value Measurement of Derivative Financial Instrument (Continued)**

On the other hand, at any time during the period of three months commencing immediately after the second anniversary of 24 March 2016 (the "Put Option Period"), Natural Dailyhealth is entitled to exercise the put option to require Natural Dailyhealth to purchase all (but not part) of the subscription shares then held by Lansen (BVI) at the put option strike price. Natural Dailyhealth shall pay the put option strike price in cash to the Group within six months from the date of the exercise of the put option. The exercise of the put option is at the absolute discretion of Lansen (BVI). The put option can be exercised at any time prior to the commencement of the Put Option Period if mutually agreed by Lansen (BVI) and Natural Dailyhealth.

The derivative financial instrument is stated at fair value by using the binomial model, the following table presents derivative financial instrument included in the consolidated statement of financial position as at 31 December 2017 measuring at fair value on a recurring basis according to the fair value hierarchy. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

		第1級 Level 1 千美元 US\$'000	第2級 Level 2 千美元 US\$'000	第3級 Level 3 千美元 US\$'000	總計 Total 千美元 US\$'000
二零一七年 十二月三十一日	31 December 2017				
資產： 按公平值計入損益的 金融資產 — 衍生金融工具	Assets: Financial assets at fair value through profit or loss — derivative financial instrument	—	—	1,840	1,840
		—	—	1,840	1,840

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)

(b) 按公平值計量的金融工具 (續)

按公平值計量的衍生金融工具 (續)

二零一六年
十二月三十一日

31 December 2016

資產：
按公平值計入損益的
金融資產
— 衍生金融工具

Assets:
Financial assets at fair value
through profit or loss
— derivative financial
instruments

第1級	第2級	第3級	總計
Level 1	Level 2	Level 3	Total
千美元	千美元	千美元	千美元
US\$'000	US\$'000	US\$'000	US\$'000

—	—	2,280	2,280
—	—	2,280	2,280

公平值乃基於若干不可觀察參數(包括相關股份價格、年化股息收益率及相關股份預期波幅)釐定。該等重大不可觀察輸入數據顯示如下：

The determination of fair value is based on certain parameters including underlying share price, annualised dividend yield and expected volatility, which are unobservable. The significant unobservable inputs are shown as below:

重大不可觀察輸入數據	Significant unobservable input(s)	二零一七年 2017	二零一六年 2016
認沽期權	Put option		
相關股份價格人民幣(元)	Underlying share price of RMB (dollars)	49,373,652	63,883,225
年化股息收益率	Annualised dividend yield	0%	0%
相關股份預期波幅	Expected volatility of underlying share	23.632%	52.341%

相關股份價格上升5%，則衍生金融工具公平值虧損會增加約317,000美元(二零一六年：公平值收益會減少約167,000美元)，而相關股份價格下跌5%，則衍生金融工具公平值虧損會減少約340,000美元(二零一六年：公平值收益會增加約176,000美元)。

Increased underlying share price by 5% would increase the fair value loss on derivative financial instrument by approximately US\$317,000 (2016: decrease the fair value gain by approximately US\$167,000) whilst decreased underlying share price by 5% would decrease the fair value loss on derivative financial instrument by approximately US\$340,000 (2016: increase the fair value gain by approximately US\$176,000).

預期波幅上升5%，則衍生金融工具公平值虧損會減少約52,000美元(二零一六年：公平值收益會增加約211,000美元)，而預期波幅下跌5%，則衍生金融工具公平值虧損會增加約33,000美元(二零一六年：公平值收益會減少約213,000美元)。

Increased expected volatility by 5% would decrease the fair value loss on derivative financial instrument by approximately US\$52,000 (2016: increase the fair value gain by approximately US\$211,000) whilst decreased expected volatility by 5% would increase in fair value loss on derivative financial instrument by approximately US\$33,000 (2016: decrease in fair value gain by approximately US\$213,000).

年化股息收益率上升5%，則衍生金融工具公平值虧損會減少約115,000美元(二零一六年：公平值收益會增加約250,000美元)。

Increased annualised dividend yield by 5% would decrease the fair value loss on derivative financial instrument by approximately US\$115,000 (2016: increase the fair value gain by approximately US\$250,000).

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理 (續)**(b) 按公平值計量的金融工具 (續)****按公平值計量的衍生金融工具 (續)**

年內各級之間並無轉撥。

分類為第3級的金融資產所使用的估值技術乃根據非基於可觀察市場數據的重大輸入值。此級的金融工具期初結餘與期末結餘的對賬如下：

35. Risk Management (Continued)**(b) Financial instruments measured at fair value (Continued)****Fair Value Measurement of Derivative Financial Instrument (Continued)**

There were no transfers between levels during the year.

The financial assets classified in level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled from opening to closing balances as follows:

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
資產	Assets		
按公平值計入損益的金融資產：	Financial assets at fair value through profit or loss:		
於一月一日	At 1 January	2,280	—
添置	Addition	—	3,488
終止確認	Derecognise	—	(2,174)
衍生金融工具的公平值 (虧損)/收益	Fair value (loss)/gain on derivative financial instrument	(564)	1,129
匯兌收益/(虧損)	Exchange gain/(loss)	124	(163)
於十二月三十一日	At 31 December	1,840	2,280

衍生金融工具公平值虧損564,000美元(二零一六年：公平值收益1,129,000美元)已於年內損益中確認。

Fair value loss on derivative financial instrument of US\$564,000 (2016: Fair value gain of US\$1,129,000) has been recognised in profit or loss for the year.

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

35. 風險管理(續)

資本管理

本集團管理其資本，以確保本集團的實體可持續經營，同時藉著優化債務與權益平衡為股東帶來最大回報。本集團的整體策略由往年至今維持不變。

本集團的資本架構包括債務(包含附註26披露的借款)、現金及銀行結餘及本公司擁有人應佔權益(包含已發行資本、儲備及保留溢利)。

本集團按其整體融資架構釐定資本金額。本集團應經濟狀況變動及相關資產的風險特點，管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付予股東的股息金額、退回資本予股東、發行新股份或出售資產以減債。

截至報告期末的淨資產負債比率如下：

35. Risk Management (Continued)

Capital Management

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

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 26, cash and bank balances and equity attributable to owners of the Company, comprising issued capital, reserves and retained earnings.

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

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

		二零一七年 2017 千美元 US\$'000	二零一六年 2016 千美元 US\$'000
借款(附註26)	Borrowings (Note 26)	99,135	105,098
減：現金及現金等價物(附註23)	Less: Cash and cash equivalents (Note 23)	(8,891)	(10,102)
減：已抵押銀行存款(附註23)	Less: Pledged bank deposits (Note 23)	(32,631)	(27,095)
債務淨額	Net debt	57,613	67,901
權益	Equity	102,019	90,376
淨負債權益比率	Net debt to equity ratio	56.5%	75.1%

董事會

常務執行董事：

陳力先生(行政總裁)(於二零一八年三月一日獲委任)

執行董事：

劉幫民先生(於二零一八年一月三十一日辭任)
侯淞先生(財務總監)

非執行董事：

吳鎮濤先生(主席)
(於二零一七年三月三十日獲委任)
Stephen Burnau Hunt先生
(於二零一七年三月三十日辭任主席，
但仍留任為董事)
李晉頤先生(副主席)
劉雪姿女士

獨立非執行董事：

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

審核委員會

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

薪酬委員會

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

執行委員會

吳鎮濤先生(主席)
(於二零一八年一月三十一日獲委任)
李晉頤先生(副主席)
劉幫民先生(於二零一八年一月三十一日辭任)
陳力先生(於二零一八年三月一日獲委任)
侯淞先生
劉雪姿女士
陶芳芳女士

授權代表

侯淞先生
梁子俊先生

BOARD OF DIRECTORS

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*) (appointed on 1 March 2018)

Executive Directors:

Mr. Liu Bang Min (resigned on 31 January 2018)
Mr. Hou Song (*Chief Financial Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)
(appointed on 30 March 2017)
Mr. Stephen Burnau Hunt
(resigned on 30 March 2017 as Chairman
but remains as a Director)
Mr. Lee Jin Yi (*Deputy Chairman*)
Ms. Liu Xuezi

Independent non-executive Directors:

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

EXECUTIVE COMMITTEE

Mr. Wu Zhen Tao (*Chairman*)
(appointed on 31 January 2018)
Mr. Lee Jin Yi (*Deputy Chairman*)
Mr. Liu Bang Min (resigned on 31 January 2018)
Mr. Chen Li (appointed on 1 March 2018)
Mr. Hou Song
Ms. Liu Xuezi
Ms. Tao Fang Fang

AUTHORISED REPRESENTATIVES

Mr. Hou Song
Mr. Leung Tsz Chun

公司秘書

梁子俊先生

COMPANY SECRETARY

Mr. Leung Tsz Chun

註冊辦事處

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

REGISTERED OFFICE

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

總部及中國主要營業地點

中國
浙江省
寧波市
海曙區
高橋工業園區新豐路
228號
郵編：315174

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

228 Xinfeng Road
Gaoqiao Industrial Park
Haishu District, Ningbo City
Zhejiang Province
PRC
Postal Code: 315174

香港主要營業地點

香港
德輔道中189號
李寶椿大廈12樓
1203-4室

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 1203-4
12/F., Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

核數師

香港立信德豪會計師事務所有限公司
執業會計師

AUDITOR

BDO Limited
Certified Public Accountants

法律顧問

羅夏信律師事務所(香港)
金誠同達律師事務所(中國)
Estera Trust(開曼群島)

LEGAL ADVISORS

Stephenson Harwood (Hong Kong)
Jincheng Tongda & Neal (China)
Estera Trust (Cayman Islands)

主要往來銀行

中國農業銀行
興業銀行
中國銀行
浦發銀行
富邦銀行
中國信託商業銀行

PRINCIPAL BANKERS

Agricultural Bank of China
Industrial Bank
Bank of China
SPD Bank
Fubon Bank
CTBC Bank



健朗人生 活力無限
Caring For Health Cherishing Life