



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

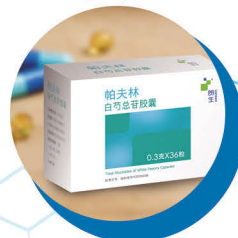
(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股份代號: 503



2018 INTERIM REPORT 中期報告





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企業資料

Corporate Information

董事會

常務執行董事：

陳力先生(行政總裁)

執行董事：

侯淞先生(財務總監)

非執行董事：

吳鎮濤先生(主席)

Stephen Burnau Hunt先生

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)

李晉頤先生(副主席)

陳力先生

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(於二零一八年六月二十二日辭任)

姚志鴻先生(於二零一八年六月二十二日獲委任)

公司秘書

梁子俊先生(於二零一八年六月二十二日辭任)

姚志鴻先生(於二零一八年六月二十二日獲委任)

BOARD OF DIRECTORS

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*)

Executive Director:

Mr. Hou Song (*Chief Financial Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)

Mr. Stephen Burnau Hunt

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*)

Mr. Lee Jin Yi (*Deputy Chairman*)

Mr. Chen Li

Mr. Hou Song

Ms. Liu Xuezi

Ms. Tao Fang Fang

AUTHORISED REPRESENTATIVES

Mr. Hou Song

Mr. Leung Tsz Chun (Resigned on 22 June 2018)

Mr. Yiu Chi Hung (Appointed on 22 June 2018)

COMPANY SECRETARY

Mr. Leung Tsz Chun (Resigned on 22 June 2018)

Mr. Yiu Chi Hung (Appointed on 22 June 2018)

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)
浙江和義觀達律師事務所(中國)
Ester Trust(開曼群島)

LEGAL ADVISORS

Stephenson Harwood (Hong Kong)
Harnest & Garner (China)
Ester Trust (Cayman Islands)

主要往來銀行

中國農業銀行
中國銀行
浦發銀行
興業銀行
富邦銀行
中國信託商業銀行
大華銀行

PRINCIPAL BANKERS

Agricultural Bank of China
Bank of China
SPD Bank
Industrial Bank
Fubon Bank
CTBC Bank
United Overseas Bank

企業資料 Corporate Information

主要股份過戶登記處

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

香港股份過戶登記處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心22樓

股份代號

503

網址

www.lansen.com.cn

股東及投資者的公司聯絡資料

香港

請聯絡我們的公司秘書：
電話：(852) 2828 9294

中國

請聯絡我們的投資者關係部：
電話：(86) 574 8804 6316

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

STOCK CODE

503

WEBSITE

www.lansen.com.cn

CORPORATE CONTACT INFORMATION FOR SHAREHOLDERS AND INVESTORS

Hong Kong

Please contact our Company Secretary at:
Telephone: (852) 2828 9294

The PRC

Please contact our Investor Relations Department at:
Telephone: (86) 574 8804 6316

財務摘要

Financial Highlights

		截至二零一八年 六月三十日止 六個月 Six months ended 30 June 2018	截至二零一七年 六月三十日止 六個月 Six months ended 30 June 2017	變動 Change
業績 (千美元):	Results (US\$'000):			
收入	Revenue	35,919	50,465	-28.8%
毛利	Gross profit	19,122	29,009	-34.1%
經營溢利	Profit from operations	5,068	8,415	-39.8%
除所得稅前溢利	Profit before income tax	10,638	23,918	-55.5%
本公司擁有人應佔溢利	Profit attributable to owners of the Company	10,606	22,225	-52.3%
盈利能力:	Profitability:			
毛利率	Gross profit margin	53.2%	57.5%	-4.3%
純利率	Net profit margin	29.5%	44.0%	-14.5%
每股基本及攤薄盈利 (美仙)	Basic and diluted earnings per share (US cents)	2.6	5.4	-2.8
		二零一八年 六月三十日 30 June 2018	二零一七年 十二月三十一日 31 December 2017	
財務狀況 (千美元):	Financial Position (US\$'000):			
總資產	Total assets	223,984	227,745	-1.7%
本公司擁有人應佔權益	Equity attributable to owners of the Company	103,533	102,019	1.5%
總負債	Total liabilities	120,451	125,726	-4.2%
已抵押銀行存款	Pledged bank deposits	26,880	32,631	-17.6%
現金及現金等價物	Cash and cash equivalents	19,802	8,891	122.7%
流動資金狀況:	Liquidity:			
流動比率(倍)	Current ratio (times)	1.1	1.0	0.1
淨負債權益比率*	Net debt-to-equity ratio*	43.5%	56.5%	-13.0%

* Net debt-to-equity ratio = (Borrowings – pledged bank deposits – cash and cash equivalents)/Total equity

* 淨負債權益比率=(借款-已抵押銀行存款-現金及現金等價物)/總權益

管理層討論及分析

Management Discussion and Analysis

業務回顧

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」)於二零一八年的內部及外部經營環境仍充滿挑戰。在中國醫藥行業整體增長放緩(艾美仕市場研究公司(「IMS」)滾動全年資料(MAT)第一季度累計增長率僅為3.7%)、各項醫藥醫療新規不斷出台，以及「兩票制」政策逐漸實施的背景，中國醫藥市場的生態環境產生了巨大的轉變。在此背景下，本集團於二零一八年三月一日任命陳力先生為本公司常務執行董事、執行委員會成員和集團行政總裁職務。在他及管理層的領導下，本集團按董事會要求調整了經營策略，明確了「自有產品優先、利潤優先」的發展導向。集團調整管理架構和流程，裁減低產出和非關鍵崗位人員，並提升銷售人員的產出和績效，大幅度降低銷售費用和管理費用，同時集中資源專注於重點自有產品銷售和市場，改善中央市場醫學部職能，銳化產品定位，強化學術行銷。集團還加大對帕夫林等核心產品在作用機制和新適應症及產品國際化等方面的研發投入。在強化自有產品發展策略的同時，集團積極尋找新的替代模式以消化或減少代理產品停止銷售所導致的損失。隨著大健康市場的快速發展以及治未病的健康理念深入人心，集團也加大醫美和保健品業務新產品開發力度，為集團未來的騰飛提供堅實基礎。本集團期望透過新的策略調整，為集團提升核心競爭力和實現業績增長打下良好的基礎。

Business Review

The internal and external operating environment posed challenges to Lansen Pharmaceutical Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively known as “Lansen” or the “Group”) in 2018. With the slow growth of the pharmaceutical industry (according to the rolling annual data (MAT) of IMS Health, the cumulative growth rate was only 3.7% in the first quarter), continuous introduction of various new medical regulations and the gradual implementation of the “two-invoices system” policy, the environment of China’s pharmaceutical market has experienced significant change. Against this backdrop, on 1 March 2018, the Group appointed Mr. Chen Li as the Executive Managing Director of the Company, a member of the Executive Committee and Chief Executive Officer of the Group. With support and direction from the Board, Mr. Chen and his management team adjusted the Group’s business strategies to emphasise self-owned products and cash flow. The Group adjusted its management structure and processes, reduced low-output and non-key positions, and improved sales staff’s output and performance while significantly reducing selling expenses and administrative costs. Resources were concentrated on sales and marketing of key self-owned products and improved performance of the Clinical and Market Research Department to sharpen product positioning and strengthen academic marketing. The Group also increased its R&D investment in core products such as Pafulin in terms of their action mechanisms, new indications, and internationalisation of products. While strengthening its self-owned product development strategies, the Group has been actively looking for alternative models to reduce the losses caused by the discontinuation of sales of agency products. With the rapid development of the comprehensive health market and the preventive treatment of diseases, the Group had also made additional efforts in the development of new products for the medical cosmetic and healthcare segments to provide a solid foundation for the Group’s future growth. Leveraging new strategy adjustments, the Group expects to lay a good foundation for the enhancement of its core competitiveness and to achieve growth.

管理層討論及分析 Management Discussion and Analysis

截至二零一八年六月三十日止六個月，朗生錄得收入約35.9百萬美元(截至二零一七年六月三十日止六個月：50.5百萬美元)，較去年同期下降28.8%。期內的銷售及分銷開支為10.0百萬美元(截至二零一七年六月三十日止六個月：16.2百萬美元)，較去年同期下降38.4%。期內的管理費用為4.3百萬美元(截至二零一七年六月三十日止六個月：4.4百萬美元)，較去年同期下降1.8%。

期內溢利約達10.6百萬美元(截至二零一七年六月三十日止六個月：22.2百萬美元)。溢利下降主要受以下因素影響：(1)截至二零一八年六月三十日止六個月因出售浙江司太立製藥股份有限公司股份獲得5.2百萬美元的部分出售聯營公司收益(稅後)，較去年同期15.4百萬美元大幅減少10.2百萬美元；及(2)截至二零一七年六月三十日止六個月有一筆2.6百萬美元因為水災保險賠償的一次性收入。

因受上述策略調整，截至二零一八年六月三十日止六個月的代理產品(如嗎替麥考酚酯分散片和來氟米特片)銷售大幅減少。上半年醫藥分部的收入為29.4百萬美元(截至二零一七年六月三十日止六個月：37.6百萬美元)，較去年下降21.7%；毛利為16.5百萬美元(截至二零一七年六月三十日止六個月：25.5百萬美元)，較去年下降35.6%；分部溢利為7.9百萬美元(截至二零一七年六月三十日止六個月：12.4百萬美元)，較去年下降36.6%。醫藥分部的銷售及分銷開支佔收入百分比由截至二零一七年六月三十日止六個月的34.9%下降至截至二零一八年六月三十日止六個月的29.2%，結構上集中資源於銷售團隊和銷售行為，減少行政性的費用，為未來跨越式增長奠定良好基礎。

Lansen recorded a revenue of approximately US\$35.9 million for the six months ended 30 June 2018 (Six months ended 30 June 2017: US\$50.5 million), representing a decrease of 28.8% over the corresponding period last year. During the period, the selling and distribution expenses were US\$10.0 million (Six months ended 30 June 2017: US\$16.2 million), representing a decrease of 38.4% over the corresponding period last year. During the period, the administrative costs were US\$4.3 million (Six months ended 30 June 2017: US\$4.4 million), representing a decrease of 1.8% over the corresponding period last year.

Profit for the period was approximately US\$10.6 million (Six months ended 30 June 2017: US\$22.2 million). The decrease in profit was mainly due to the effect of the following: (1) the Group recorded a gain on partial disposal of an associate of US\$5.2 million (after tax) due to disposal of shares in Zhejiang Starry Pharmaceutical Co., Ltd. for the six months ended 30 June 2018, representing a substantial decrease of US\$10.2 million compared with US\$15.4 million for the corresponding period last year; and (2) the Group recorded an one-off income of US\$2.6 million from insurance claims for flood for the six months ended 30 June 2017.

Due to the above referenced strategic adjustments, the sales amount of agency products (such as mycophenolate mofetil dispersible tablets and leflunomide tablets) decreased significantly for the six months ended 30 June 2018. In the first half of the year, revenue of the pharmaceuticals segment decreased by 21.7% over last year to US\$29.4 million (Six months ended 30 June 2017: US\$37.6 million); the gross profit decreased by 35.6% over last year to US\$16.5 million (Six months ended 30 June 2017: US\$25.5 million); and the segment profit decreased by 36.6% over last year to US\$7.9 million (Six months ended 30 June 2017: US\$12.4 million). The percentage ratio of selling and distribution expenses to sales of the pharmaceutical segment decreased from 34.9% for the six months ended 30 June 2017 to 29.2% for the six months ended 30 June 2018. Resources were structurally concentrated on sales teams and sales activities, reducing administrative expenses, and therefore laying a good foundation for leapfrog growth in the future.

管理層討論及分析 Management Discussion and Analysis

上半年醫美分部的收入為4.1百萬美元(截至二零一七年六月三十日止六個月：7.9百萬美元)，較去年下降48.7%；毛利為2.2百萬美元(截至二零一七年六月三十日止六個月：2.8百萬美元)，較去年下降21.0%。受兩票制影響，可復美截至二零一八年六月三十日止六個月的銷售收入為6.0千美元(截至二零一七年六月三十日止六個月：4.4百萬美元)，較去年下降99.9%。醫美分部的分部溢利為1.1百萬美元(截至二零一七年六月三十日止六個月：0.3百萬美元)，較去年上升252.0%，主要受益於銷售及分銷開支的大幅下降。

公司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)因對架構及產能的持續調整，收入為2.4百萬美元(截至二零一七年六月三十日止六個月：5.0百萬美元)，較去年下降51.1%；毛利為0.4百萬美元(截至二零一七年六月三十日止六個月：0.6百萬美元)，較去年下降30.9%；分部溢利0.2百萬美元(截至二零一七年六月三十日止六個月：0.1百萬美元)，較去年上升81.5%。

管理層認為，在新的形勢下，外部政策的影響和內部經營策略的調整必然會對集團短期內的業績帶來一定程度的負面影響，比如代理產品收入的下降和裁員等一次性調整成本的增加。但從長期來看，新的「自有產品優先、利潤優先」經營策略和一系列內部管理調整和改革對集團一定是十分必要和有利的。新的策略更加強調增加利潤和現金流，能夠更加有效地控制商業風險，對集團長期業務發展、降低經營風險和實現戰略目標都將產生積極和正面的影響。

In the first half of the year, revenue from the medical cosmetic segment decreased by 48.7% over last year to US\$4.1 million (Six months ended 30 June 2017: US\$7.9 million); and gross profit decreased by 21.0% over last year to US\$2.2 million (Six months ended 30 June 2017: US\$2.8 million). Affected by the two-invoices system, Kefumei recorded a sales revenue of US\$6.0 thousand (Six months ended 30 June 2017: US\$4.4 million), representing a decrease of 99.9% over last year. The profit of the medical cosmetic segment increased by 252.0% over last year to US\$1.1 million (Six months ended 30 June 2017: US\$0.3 million), mainly benefiting from the significant decrease in selling and distribution expenses.

The Company has developed its healthcare business via the platform of Natural Dailyhealth Holdings Limited ("Natural Dailyhealth"). Due to continuous structural and capacity adjustments, the revenue from the healthcare products segment (including plant extracts and healthcare products) decreased by 51.1% over last year to US\$2.4 million (Six months ended 30 June 2017: US\$5.0 million). Gross profit decreased by 30.9% over last year to US\$0.4 million (Six months ended 30 June 2017: US\$0.6 million); while the segment profit increased by 81.5% over last year to US\$0.2 million (Six months ended 30 June 2017: US\$0.1 million).

Management considers that under the new situation, the impact of external policies and the adjustment of internal business strategies will inevitably have a certain degree of negative impact on the Group's short-term performance, such as the decline in agency product revenue, and increase in layoffs and other one-off adjustment costs. However, in the long run, the new business strategy of "priority on self-owned products and profit" and a series of adjustments and reforms on internal management will be prove both necessary and beneficial to the Group. The new strategy puts more emphasis on increasing profit and cash flow, and can more effectively control business risks. This will have an active and positive effect on the Group's long-term business development, reduce operational risks and assist in achieving strategic goals.

醫藥領域

近幾年來隨著醫改深入推進，兩票制、藥品零加成、總量控制、醫保控費及控制輔助用藥等政策，讓行業面臨新的機遇與挑戰。公司審時度勢，主動調整了經營策略，集中資源發展公司自有的核心產品，強調帕夫林是風濕免疫的必備良藥，早用早有效，長用常安全的特色；加強新適確得消炎抑菌，雙效合一；傳達八珍顆粒經典配方，氣血雙補的優勢。整體朝向學術化，品牌化，多覆蓋的策略前進，打造專業認可，民間傳頌的朗生品牌。降低代理業務比重，優化產品結構。

同時，公司重組銷售隊伍架構，降低非重點藥銷售及低產出人員編製，強化銷售隊伍效力（「SFE」）管理，提升團隊專業化素質和推廣的有效性，擴大重點醫院及重點科室覆蓋提高人均產出，優化銷售人員的激勵政策使其發揮更有效的激勵作用；公司集中資源建立中央市場醫學部，強化醫學實驗提供產品開發與學術支援，增加核心品牌在大醫院、大城市及開發新科室的投資，開拓兒科、產科特色產品的渠道推廣及投資。同時公司大幅度降低銷售費用和行政開支，提升運營效率，力求在實現現金流和利潤的增長的同時保持銷售額的平穩。

Pharmaceutical segment

In recent years, with the deepening of medical reform, the implementation of policies including the two-invoices system, zero-mark up drug policy, total quantity control, control on proportion of drugs and medical expenditure of medical insurance and control on the use of auxiliary drugs has brought new opportunities and challenges for the industry. The Company prudently and actively adjusted its operating strategies by focusing resources on the development of its own core products (i.e. Pafulin, Sicorten Plus and featured pharmaceutical products), reducing the proportion of agency business and optimising the product mix. For Pafulin, the emphasis is that it is the essential rheumatoid immune medicine with the following characteristics: effectiveness comes with early use and it is safe for long-term use. For Sicorten Plus, we strengthen its double-effect of both anti-inflammatory and antibacterial. As for Bazhenkeli, its classic formula is advantageous in raising qi (energy) and blood formation. The overall orientation is towards academicisation, branding, multi-coverage strategy in order to create a professionally recognised and well-known Lansan brand.

The Company also restructured its sales team by reducing staff for the sales of non-key drugs and those of low productivity, strengthening sales force effectiveness (“SFE”) management and improving the professionalism of the team and effectiveness of promotion, and raised per capita output by expanding the coverage of key hospitals and key departments and optimising its incentive policy for sales staff to enhance its effect; the Company allocated resources to establish the Clinical and Market Research Department to enhance medical experiments, promote product development and provide academic support, as well as increase investment in core brands in major hospitals, major cities and new department development as well as the investment in promotional channels for pediatric and obstetric featured products. Meanwhile, the Company endeavoured to maintain a steady growth in sales while realising cash flow and profit growth by significantly reducing selling expenses and administrative costs as well as improving operational efficiency.

管理層討論及分析 Management Discussion and Analysis

上半年公司繼續聚焦醫藥業務，致力於風濕、皮膚免疫領域專科藥業務，與此同時公司將充分發掘擁有的豐富醫藥產品資源，加大對新適確得、八珍顆粒、氣血康口服液、雅皓丁硼乳膏、複方甘草口服溶液等特色藥產品的投入，組建OTC和零售團隊，用定制、電商和夥伴合作等多種管道，進一步提升集團醫藥業務的銷售規模與盈利能力。

醫療美容領域

公司依靠醫藥皮膚科醫院團隊的工作積澱與科研機構等合作，自研自產或引進有特色、有品質且具備抗衰老和增白療效的高檔醫美及生美產品，並通過自營醫美中心與吸引生美加盟店合營的經營模式，開拓公司醫美的業務領域，實現醫美自產、自營、自銷的特色醫美生態環及盈利模式。

今年公司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，開發包括面膜及系列護膚品等在內的美容產品，預計下半年將陸續上市。同時公司膚美達新推出0.5ml規格，細化醫療美容的精準應用。公司將引用精準護膚的理念，通過使用膚美達的高端客戶對未來即將上市的護膚品進行體驗，引領使用人群進入到高端護膚訂製化的領域。

公司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。

In the first half of the year, the Company continued to focus on the pharmaceutical business, especially specialty pharmaceuticals for the rheumatology and dermatology and autoimmune market segments. At the same time, the Company will fully explore its rich resource of medical products, increase investment in featured pharmaceutical products such as Sicorten Plus, Bazhenkeli, Qixuekang Oral Solution, Yahao Dingpeng Cream and Compound Glycyrrhiza Oral Solution, 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.

Medical cosmetic segment

The Company independently developed or introduced unique and quality high-end medical cosmetic and cosmetology products with anti-aging and whitening effects by leveraging on the accumulated experience of the medical dermatology hospital team and through cooperation with scientific research institutions and expanded the scope of its medical cosmetic business via self-operated medical cosmetic centres and under the business model of cosmetology franchises, hence creating a characteristic medical cosmetic environment and profit model with self-development, self-operation and self-marketing.

During this year, the Company focused on developing non-medical cosmetic product lines. Through cooperation with third parties, agents and independent research and development, the Company developed cosmetic products including facial masks and series of skin care products, which are expected to be launched into the market in the second half of this year. In addition, the Company launched a new 0.5 ml specification Fillderm which refined the precise application of this product. The Company will apply the concept of precision skin care for the high-end customers of Fillderm which together with new products to be launched will lead the Company's customers into a new era of tailored made, high-end products.

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

健康領域

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，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提及保健品業務。上半年公司深挖合作客戶潛力，同時加大新客戶開發，繼續堅持大產品為銷售方向，加速技術轉型，發揮朗生和萃健的互補優勢，積極完成品質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。

同時，集團繼續積極推進多款保健品的申報和落地工作，公司也已開始在醫藥產品線路上研發健康產品，為保健品終端市場發展打好基礎。

浙江司太立製藥股份有限公司（「司太立」）

本集團於二零一八年六月六日出售2,400,000股之司太立股份（約佔司太立2.0%股權），出售價格為每股司太立股份人民幣27.22元，出售所得款項總額合共為人民幣65.33百萬元（相當於約10.18百萬美元）。集團獲得部分出售聯營公司收益（稅後）5.2百萬美元。

該次出售後，朗生仍持有司太立股份12,775,000股（約佔司太立10.6%股權）。二零一八年六月三十日之賬面值為24.3百萬美元（相對司太立於二零一八年六月三十日收市價人民幣21.42元計算，該持股市值約41.36百萬美元）。

Healthcare segment

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 first half, the Company fully explored the potential of cooperative customers and strengthened the development of new customers as well. With major products continuing to be our main sales direction, the Company made 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.

Meanwhile, the Group continued to actively push forward the application and commence production of several healthcare products. The Company has also commenced the development of healthcare products targeting the same patient group using our existing pharmaceutical products so as to lay the foundation for the expansion into the healthcare market.

Zhejiang Starry Pharmaceutical Company Limited (“Starry”)

On 6 June 2018, the Group disposed of 2,400,000 shares in Starry (representing approximately 2.0% equity interest of Starry), at a price of RMB27.22 per share, pursuant to which, an aggregate disposal proceeds of RMB65.33 million (equivalent to approximately US\$10.18 million) were obtained, and the Group recorded a gain on partial disposal of an associate of US\$5.2 million (after tax).

After the disposal, Lansen still held 12,775,000 shares in Starry (accounting for approximately 10.6% equity interest of Starry). The carrying amount of these shares as at 30 June 2018 was US\$24.3 million (as compared with the market value of US\$41.36 million calculated based on the closing price of Starry of RMB21.42 as at 30 June 2018).

管理層討論及分析 Management Discussion and Analysis

集團將視司太立股份市價、股市總體情況以及本集團於二零一八年四月三日《有關司太立股份第三次減持計劃的內幕消息》公告披露之股份減持計劃（「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。

未來展望

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、皮科處方藥領域，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。

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，保持在疾病治療領域的領先地位。公司的目標是通過一段時間由現在的主要依靠單一專科藥產品，發展出多個包括專科藥及特色藥在內的核心產品，不斷優化朗生醫藥板塊的產品結構和收入結構，提升盈利能力。

The Group may further dispose of the shares of Starry under the share reduction plan (“Share Reduction Plan”) in an announcement headed “Inside information in relation to third share reduction plan of Starry”, 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.

Outlook

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.

The Group will continue to focus on the pharmaceutical business especially specialty pharmaceuticals for the rheumatology and dermatology and autoimmune market segments, by optimising product structure and by striving to maintain a leading position in the field of disease treatment and by increasing the proportion of sales of self-owned products. The Company has targeted to develop a number of core products comprising of specialty pharmaceuticals and featured pharmaceuticals over time to continuously enhance the existing product structure, income structure and profitability of Lansen’s pharmaceutical segment.

管理層討論及分析 Management Discussion and Analysis

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。二零一八年七月公司在北京成功收購了一家醫美機構，公司生美系列產品下半年將陸續上市。自營醫美機構及產品線的豐富，相信對與美容機構的合作、擴展客源、加大市場覆蓋會起到積極作用，並與膚美達產生協同效應，朗生醫美將逐步建立自產、自營、自銷的特色醫美生態環。

在健康產品領域，集團將堅持以品質和規範來贏得中高端穩定市場，強化資質和品牌優勢，不斷提升對現有品牌客戶的市場份額。公司健康產品批文預計將於未來一年內陸續獲得批准，公司將在植物提取和保健品兩條線同時發力，形成品牌效應。

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。

The Group will strategically accelerate the development of medical cosmetic business and thus expand its revenue sources. In July 2018, the Company successfully acquired a medical cosmetic institute in Beijing. The Company's series of cosmetic products will be launched into the market in the second half. The self-operated medical cosmetic institutes and a rich portfolio of products will play a positive role in future cooperation with other cosmetic institutes, customer base expansion and market coverage enlargement, and will have synergistic effects with Fillderm. Lansen will gradually establish a characteristic medical cosmetic environment with self-development, self-operation and self-marketing.

For the healthcare products segment, the Group will insist on capturing the middle- and high-end market with quality and standardisation, enhance its qualifications and brand advantages and continuously increase the market share of existing brand customers. The approvals for the Company's healthcare products are expected to be obtained within one year. The Company will vigorously develop both the plant extract and healthcare products to create brand awareness.

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 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 for shareholders, customers and employees.

管理層討論及分析

Management Discussion and Analysis

財務回顧

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(包括長期及短期銀行借款)。

於二零一八年六月三十日，本集團之流動資產淨值約為11.9百萬美元(二零一七年十二月三十一日：流動資產淨值4.3百萬美元)，流動比率為1.1(二零一七年十二月三十一日：1.0)。

於二零一八年六月三十日，本集團的現金及現金等價物為19.8百萬美元(二零一七年十二月三十一日：8.9百萬美元)。於二零一八年六月三十日，本集團擁有已抵押銀行存款26.9百萬美元(二零一七年十二月三十一日：32.6百萬美元)作為本集團同系附屬公司和本集團銀行融資及銀行借貸的擔保。

本集團於二零一八年六月三十日的借貸為91.7百萬美元(二零一七年十二月三十一日：99.1百萬美元)，全數於一年內償還(二零一七年十二月三十一日：一年內償還)。於二零一八年六月三十日，本集團之淨負債權益比率為43.5%(二零一七年十二月三十一日：56.5%)，乃按期末的淨負債除以總權益計算得出。

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

Financial Review

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 both long-term and short-term bank borrowings from time to time when the operating cash flow is insufficient to meet capital requirements.

As at 30 June 2018, the net current assets of the Group were approximately US\$11.9 million (31 December 2017: net current assets of US\$4.3 million) and the current ratio was 1.1 (31 December 2017: 1.0).

As at 30 June 2018, the Group's cash and cash equivalents amounted to US\$19.8 million (31 December 2017: US\$8.9 million). As at 30 June 2018, the Group had pledged bank deposits of US\$26.9 million (31 December 2017: US\$32.6 million) to secure banking facilities and bank borrowings of a fellow subsidiary and the Group.

The Group's borrowings as at 30 June 2018 amounted to US\$91.7 million (31 December 2017: US\$99.1 million), which were fully repayable within 1 year (31 December 2017: repayable within 1 year). As at 30 June 2018, the Group's net debt-to-equity ratio was 43.5% (31 December 2017: 56.5%), calculated by net debt at the end of the period over total equity.

The exposure of the Group's transactional currency to foreign currency risk was minimal as the majority 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 closely monitors foreign exchange exposure and would consider hedging foreign currency exposure when necessary.

管理層討論及分析 Management Discussion and Analysis

資產抵押

於二零一八年六月三十日，若干銀行存款及應收票據，賬面值合計32.1百萬美元(二零一七年十二月三十一日：36.1百萬美元)及司太立上市股票市值32.4百萬美元(二零一七年十二月三十一日：44.3百萬美元)，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貸作出抵押。

重大收購及出售

於二零一八年六月六日，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2,400,000股股份。出售所得款項總額合共為人民幣65.33百萬元，本集團獲得部分出售聯營公司收益(稅後)5.2百萬美元。本集團應佔部分出售收益淨額(稅後)約為5.2百萬美元。本集團於司太立的股權因出售由12.6%減少至10.6%。

人力資源

於二零一八年六月三十日，本集團有逾637名員工。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。

Charges on assets

As at 30 June 2018, certain bank deposits and bills receivables in an aggregate carrying amount of US\$32.1 million (31 December 2017: US\$36.1 million) and Starry's listed shares with market value amounting to US\$32.4 million (31 December 2017: US\$44.3 million) were pledged to secure banking facilities and bank borrowings of the Group and bank borrowings of a fellow subsidiary.

Material acquisitions and disposals

On 6 June 2018, the Group has disposed of a total of 2,400,000 shares in Starry via on-market block trade sales on the Shanghai Stock Exchange. The gross proceeds from the disposal were in aggregate RMB65.33 million, and the Group recorded a gain on partial disposal of an associate of US\$5.2 million (after tax). The net gain (after-tax) on the partial disposal attributable to the Group is approximately US\$5.2 million. As a result of the disposal, the Group's holding in Starry has reduced from 12.6% to 10.6%.

Human resources

The Group had over 637 employees as at 30 June 2018. 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 staff and encourages staff to participate in training programmes related to the Group's business.

其他資料 Other Information

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

於二零一八年六月三十日，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	權益性質	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	Nature of interest	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
吳鎮濤先生 Mr. Wu Zhen Tao	受控法團權益 Interest of a controlled corporation	公司權益 Corporate interest	209,820,000 ^(a) (好倉) (Long position)	50.56%
李晉頤先生 Mr. Lee Jin Yi	實益擁有人 Beneficial owner	個人權益 Personal interest	500,000 (好倉) (Long position)	0.12%
Stephen Burnau Hunt先生 Mr. Stephen Burnau Hunt	實益擁有人 Beneficial owner	個人權益 Personal interest	100,000 (好倉) (Long position)	0.02%

附註：

(a) 於209,820,000股本公司已發行普通股之權益，乃透過Cathay International Holdings Limited全資擁有之公司持有，吳先生於Cathay International Holdings Limited間接持有60.99%股份權益。

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

At 30 June 2018, 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:

Note:

(a) The interests in 209,820,000 issued ordinary shares of the Company were held through companies wholly owned by Cathay International Holdings Limited, in which Mr. Wu indirectly held 60.99% shareholding interests.

除上文所披露者外，於二零一八年六月三十日，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。

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 30 June 2018 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 and Ms. Liu Xuezi, the Directors of the Company, were granted the 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		於二零一八年 六月三十日 At 30 June 2018	購股權 授出日期 Date of grant of share options	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)
	於二零一八年 一月一日 At 1 January 2018	期內失效 Lapsed during the period (附註a) (note a)				
李晉頤先生 Mr. Lee Jin Yi	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
劉雪姿女士 Ms. Liu Xue Zi	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

附註：

(a) 購股權在二零一五年三月授出，由於行使條件未能在期內滿足，該等購股權在二零一八年三月失效。

Note:

(a) Those options were granted in March 2015 as the exercise condition was not met and that the vesting period expired in March 2018.

除上述外，於截至二零一八年六月三十日止六個月的任何時間，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 six months ended 30 June 2018 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.

其他資料 Other Information

主要股東

於二零一八年六月三十日，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 30 June 2018, 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)」) Cathay International Pharma Manufacture and Distribution (China) Limited (“CI Pharma China”)	1	實益權益 Beneficial interest	209,820,000 (好倉) (Long position)	50.56%
國泰國際長春生物技術及藥業有限公司 (「國泰國際長春」) Cathay International Changchun Biotechnology and Pharmaceutical (China) Limited (“CIC”)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
國泰國際生物技術及藥業(中國)有限公司 (「國泰國際生物技術及藥業(中國)」) Cathay International Biotechnology & Pharmaceutical (China) Limited (“CI Biotech & Pharma China”)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
國泰國際醫藥有限公司(「國泰國際醫藥」) Cathay International Pharmaceutical Limited (“CIP”)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
國泰國際生物技術有限公司(「國泰國際 生物技術」) Cathay International Biotech Company Limited (“CIB”)	1	受控法團權益 Interest of a controlled corporation	209,820,000 (好倉) (Long position)	50.56%
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60.99%權益由CIE持有。因此，CIE被視為為國泰國際醫藥(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，吳鎮濤先生被視為為CIE所持有之股份中擁有權益。

除上文所披露者外，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。

購買、出售或贖回上市證券

截至二零一八年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

於競爭對手的權益

截至二零一八年六月三十日止六個月，本公司董事或管理層股東或彼等各自的聯繫人概無於與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

中期股息

董事建議向於二零一八年九月二十八日營業時間結束前名列本公司股東名冊的股東派付截至二零一八年六月三十日止六個月的中期股息每股2.90港仙(截至二零一七年六月三十日止六個月：每股4.17港仙)。中期股息將於二零一八年十月十九日或之前分派予股東。

有關重大投資或資本資產的未來計劃

除本報告披露者外，於二零一八年六月三十日，本集團並無重大投資或資本資產計劃。

Notes:

- (1) These shares are held by CI Pharma China. CI Pharma China is owned as to 18% by CIC and 82% by CI Biotech & Pharma China. CIC is in turn owned as to 100% by CI Biotech & Pharma China. CI Biotech & Pharma China is in turn wholly owned by CIP. CIP is wholly owned by CIB, which in turn is wholly owned by CIH. Therefore, CIC, CI Biotech & Pharma China, CIP, CIB, and CIH are deemed to be interested in these shares.
- (2) CIH is held as to approximately 60.99% by 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.

Purchase, Sale or Redemption of Listed Securities

During the six months ended 30 June 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Interests in Competitors

During the six months ended 30 June 2018, none of the Directors or the management shareholders of the Company or their respective associates had an interest in a business which competes or may compete with the business of the Group.

Interim Dividends

The Directors recommend the payment of an interim dividend of HK 2.90 cents (Six months ended 30 June 2017: HK4.17 cents) per share for the six months ended 30 June 2018 to the shareholders listed in the register of members of the Company as at the close of business on 28 September 2018. The interim dividends will be distributed on or before 19 October 2018 to the shareholders.

Future Plans Relating to Material Investment or Capital Assets

Save as disclosed in this report, the Group has no plans for material investments or capital assets as at 30 June 2018.

其他資料 Other Information

充足公眾持股量

根據本公司公開可得之資料及就董事所知，截至本中期報告日期，本公司一直維持上市規則規定的公眾持股量。

暫停辦理股份過戶登記手續

本公司將於二零一八年十月二日(星期二)至二零一八年十月四日(星期四)(首尾兩天包括在內)暫停辦理股份過戶登記手續，於此期間概不辦理任何本公司股份過戶登記。為符合資格獲派中期股息，本公司股東務請確保於二零一八年九月二十八日(星期五)下午四時三十分前，將所有股份過戶文件連同有關股票及過戶表格送交本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理股份登記手續。

遵守企業管治常規守則

截至二零一八年六月三十日止六個月，本公司一直遵守上市規則附錄14所載有關企業管治常規守則的守則條文，惟偏離守則第A.5段者除外。根據守則第A.5段，本公司須成立提名委員會，並制定書面職權範圍，清晰界定其職權及職務。本公司現時並無成立提名委員會，而有關職能由薪酬委員會負責。

董事遵守標準守則

本公司已採納上市規則附錄10所載標準守則為本公司董事進行證券交易的守則(「標準守則」)。經本公司作出具體查詢後，全體董事確認彼等於整段回顧期內一直全面遵守標準守則內所載的規定標準。

審閱未經審核財務報表

本公司審核委員會由一名非執行董事(即李晉頤先生)及三名獨立非執行董事(即主席陳記煊先生、鄧昭平先生及Fritz Heinrich Horlacher先生)組成。

審核委員會已與本公司管理層審閱本公司截至二零一八年六月三十日止六個月的未經審核中期業績。

Sufficiency of Public Float

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

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 2 October 2018 to Thursday, 4 October 2018 (both dates inclusive), during such period no transfer of shares of the Company can be registered. In order to qualify for receiving the interim dividend, the Company's shareholders are reminded to ensure that all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 28 September 2018.

Compliance with the Code on Corporate Governance Practices

During the six months ended 30 June 2018, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices contained 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.

Compliance with the Model Code by Directors

The Company has adopted the model code as set out in Appendix 10 of the Listing Rules as the code for dealing in securities of the Company by the Directors (the "Model Code"). Following specific enquiries by the Company, all Directors have confirmed that they have fully complied with the required standard set out in the Model Code throughout the review period.

Review of Unaudited Financial Statements

The Audit Committee of the Company comprises of one non-executive Director, namely Mr. Lee Jin Yi, and three independent non-executive Directors, namely Mr. Chan Kee Huen, Michael (Chairman), Mr. Tang Chiu Ping, Raymond and Mr. Fritz Heinrich Horlacher.

The Company's unaudited interim results for the six months ended 30 June 2018 have been reviewed by the Audit Committee together with management of the Company.

簡明綜合中期財務報表審閱報告

Report on Review of Condensed Consolidated Interim Financial Statements



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致朗生醫藥控股有限公司董事會
(於開曼群島註冊成立的有限公司)

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

引言

本核數師(以下簡稱「我們」)已審閱列載於第23至68頁的簡明綜合中期財務報表。此簡明中期財務報表包括朗生醫藥控股有限公司(「本公司」)截至二零一八年六月三十日的簡明綜合財務狀況表，與截至該日止六個月期間的相關簡明綜合收益表、其他全面收益表、權益變動表及現金流量表，以及主要會計政策概要及其他解釋性附註。香港聯合交易所有限公司主板證券上市規則規定，編製中期財務報表的報告須遵守其相關條文及國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)。貴公司董事須負責根據國際會計準則第34號編製及呈列本簡明綜合中期財務報表。我們的責任是根據審閱對本中期財務報表作出結論。本報告乃按照委聘的協定條款僅向作為實體的閣下作出報告，除此之外別無其他目的。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。我們的責任是根據審閱對本簡明綜合中期財務報表作出結論。本報告乃按照委聘的協定條款僅向作為實體的閣下作出報告，除此之外別無其他目的。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。

Introduction

We have reviewed the condensed consolidated interim financial statements set out on pages 23 to 68, which comprise the condensed consolidated statement of financial position of Lansen Pharmaceutical Holdings Limited (the "Company") as of 30 June 2018 and the related condensed consolidated statements of income statement, other comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial statements to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of 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.

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.

簡明綜合中期財務報表審閱報告

Report on Review of Condensed Consolidated Interim Financial Statements

審閱範圍

我們已按照由國際審計及核證準則委員會頒佈的《國際審閱聘用準則》第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱工作。審閱中期財務報表包括向主要負責財務和會計事務的人員進行查詢，並進行分析性和其他審閱程序。審閱範圍遠較根據香港審計準則進行審核的範圍為小，故我們不能保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們並不會發表審核意見。

結論

按照我們的審閱結果，我們並沒有發現任何事項，使我們相信簡明綜合中期財務報表在所有重大方面未有按照國際會計準則第34號編製。

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the International Auditing and Assurance Standards Board. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with IAS 34.

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，二零一八年八月二十八日

BDO Limited

Certified Public Accountants

Leung Tze Wai

Practising Certificate Number: P06158

Hong Kong, 28 August 2018

簡明綜合收益表

Condensed Consolidated Income Statement

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

			截至二零一八年 六月三十日止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited) (重新列示) (Re-presented)
收入	Revenue	5	35,919	50,465
銷售成本	Cost of sales		(16,797)	(21,456)
毛利	Gross profit		19,122	29,009
其他收入	Other income	5	549	722
銷售及分銷開支	Selling and distribution expenses		(9,962)	(16,170)
行政開支	Administrative expenses		(4,285)	(4,364)
金融資產減值	Impairment loss on financial assets		(356)	(782)
經營溢利	Profit from operations		5,068	8,415
其他非經營性收入	Other non-operating income	7	6,106	17,753
衍生金融工具的公平值收益／ (虧損)	Fair value gain/(loss) on derivative financial instrument		554	(1,444)
其他金融負債的公平值收益	Fair value gain on other financial liabilities		101	—
財務成本	Finance costs	8	(2,237)	(1,955)
應佔聯營公司的除稅後溢利	Share of post-tax profit of associates		1,046	1,149
除所得稅前溢利	Profit before income tax	9	10,638	23,918
所得稅開支	Income tax expense	10	(32)	(1,693)
期內溢利	Profit for the period		10,606	22,225

簡明綜合其他全面收益表

Condensed Consolidated Statement of Other Comprehensive Income

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至二零一八年 六月三十日止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
	附註 Note		
其他全面收益	Other comprehensive income		
其後可能重新分類至損益的 項目：	<i>Item that may be reclassified subsequently to profit or loss:</i>		
— 換算海外業務產生的匯兌差額	– Exchange differences arising on translation of foreign operations	(1,535)	2,925
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	(107)	355
期內其他全面收益 (扣除稅項)	Other comprehensive income for the period, net of tax	(1,642)	3,280
期內全面收益總額	Total comprehensive income for the period	8,964	25,505
本公司擁有人應佔溢利	Profit attributable to owners of the Company	10,606	22,225
本公司擁有人應佔全面收益總額	Total comprehensive income attributable to owners of the Company	8,964	25,505
每股盈利	Earnings per share	美仙 US cents	美仙 US cents
— 基本及攤薄	— Basic and diluted	2.6	5.4

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

於二零一八年六月三十日 As at 30 June 2018

			二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited) (重新列示) (Re-presented)
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	13	29,798	31,432
預付土地租賃款項	Prepaid land lease payment	13	1,969	2,024
無形資產	Intangible assets	13	23,620	24,056
商譽	Goodwill		6,824	6,824
於聯營公司之權益	Interests in associates		31,349	35,417
			93,560	99,753
流動資產	Current assets			
存貨	Inventories		7,120	13,059
貿易及其他應收款項	Trade and other receivables	14	70,766	63,997
應收稅金	Tax recoverable		19	—
向一間聯營公司的貸款	Loan to an associate	15	3,409	7,519
預付土地租賃款項	Prepaid land lease payment	13	54	55
衍生金融工具	Derivative financial instrument		2,374	1,840
已抵押銀行存款	Pledged bank deposits		26,880	32,631
現金及現金等價物	Cash and cash equivalents		19,802	8,891
			130,424	127,992
總資產	Total assets		223,984	227,745
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		4,150	4,150
股份溢價	Share premium		18,945	18,945
外匯儲備	Foreign exchange reserve		489	2,131
法定儲備	Statutory reserve		9,233	9,233
保留溢利	Retained profits		70,716	67,560
總權益	Total equity		103,533	102,019

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

於二零一八年六月三十日 As at 30 June 2018

			二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited) (重新列示) (Re-presented)
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities		1,911	2,000
			1,911	2,000
流動負債	Current liabilities			
借款	Borrowings	16	91,691	99,135
流動稅項負債	Current tax liabilities		25	1,096
貿易及其他應付款項	Trade and other payables	17	25,300	21,636
合約負債	Contract liabilities		323	583
其他金融負債	Other financial liabilities		1,201	1,276
			118,540	123,726
總負債	Total liabilities		120,451	125,726
總權益及負債	Total equity and liabilities		223,984	227,745
流動資產淨值	Net current assets		11,884	4,266
總資產減流動負債	Total assets less current liabilities		105,444	104,019

第23至68頁的中期財務報表已於二零一八年八月二十八日獲董事會批准及授權刊發，並由以下人士代表簽署：

The interim financial statements on pages 23 to 68 were approved and authorised for issue by the board of directors on 28 August 2018 and signed on its behalf by:

董事
Director
陳力
CHEN Li

董事
Director
侯淞
HOU Song

簡明綜合權益變動表

Condensed Consolidated Statement of Changes in Equity

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		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
截至二零一七年六月三十日止六個月	Six months ended 30 June 2017						
於二零一七年一月一日的結餘	Balance at 1 January 2017	4,150	18,945	(6,001)	8,927	64,355	90,376
股息(附註11)	Dividends (Note 11)	—	—	—	—	(9,901)	(9,901)
與擁有人進行交易	Transaction with owners	—	—	—	—	(9,901)	(9,901)
期內溢利	Profit for the period	—	—	—	—	22,225	22,225
其他全面收益	Other comprehensive income						
- 換算海外業務產生的匯兌差額	- Exchange differences arising on translation of foreign operations	—	—	2,925	—	—	2,925
- 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
期內全面收益總額	Total comprehensive income for the period	—	—	3,280	—	22,225	25,505
終止註冊附屬公司	Deregistration of subsidiary	—	—	—	(185)	185	—
於二零一七年六月三十日的結餘(未經審核)	Balance at 30 June 2017 (unaudited)	4,150	18,945	(2,721)	8,742	76,864	105,980
截至二零一八年六月三十日止六個月	Six months ended 30 June 2018						
按原定呈列於二零一七年十二月三十一日的結餘	Balance at 31 December 2017 as originally presented	4,150	18,945	2,131	9,233	67,560	102,019
會計政策變動(附註3(b))	Changes in accounting policies (Note 3(b))	—	—	—	—	(5,541)	(5,541)
於二零一八年一月一日的經重列結餘	Restated balance at 1 January 2018	4,150	18,945	2,131	9,233	62,019	96,478
股息(附註11)	Dividends (Note 11)	—	—	—	—	(1,909)	(1,909)
與擁有人進行交易	Transaction with owners	—	—	—	—	(1,909)	(1,909)
期內溢利	Profit for the period	—	—	—	—	10,606	10,606
其他全面收益	Other comprehensive income						
- 換算海外業務產生的匯兌差額	- Exchange differences arising on translation of foreign operations	—	—	(1,535)	—	—	(1,535)
- 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	—	—	(107)	—	—	(107)
期內全面收益總額	Total comprehensive income for the period	—	—	(1,642)	—	10,606	8,964
於二零一八年六月三十日的結餘(未經審核)	Balance at 30 June 2018 (unaudited)	4,150	18,945	489	9,233	70,716	103,533

簡明綜合現金流量表

Condensed Consolidated Statement of Cash Flows

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至 二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至 二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
經營活動(所用)/所得之現金淨額	Net cash (used in)/generated from operating activities	(507)	8,296
來自投資活動的現金流量	Cash flows from investing activities		
已抵押銀行存款減少/(增加)	Decrease/(Increase) in pledged bank deposits	5,717	(3,788)
出售一間聯營公司部分權益所得款項	Proceeds from partial disposal of an associate	10,185	26,087
與出售一間聯營公司部分權益相關的交易費用及預扣稅	Transaction costs and withholding tax in connection with partial disposal of an associate	(367)	(3,195)
收取聯營公司股息	Dividend received from an associate	116	225
購買物業、廠房及設備	Purchase of property, plant and equipment	(333)	(735)
購買無形資產	Purchase of intangible assets	(1,303)	(746)
出售物業、廠房及設備所得款項	Proceeds from disposals of property, plant and equipment	1	423
已收利息	Interest received	229	318
一間聯營公司還款/(向一間聯營公司提供之墊款)	Repayment from/(Advance to) an associate	3,836	(3,445)
投資活動所得之現金淨額	Net cash generated from investing activities	18,081	15,144
來自融資活動的現金流量	Cash flows from financing activities		
借款所得款項	Proceeds from borrowings	65,011	71,306
償還借款款項	Repayments of borrowings	(71,513)	(82,129)
融資活動所用之現金淨額	Net cash used in financing activities	(6,502)	(10,823)
現金及現金等價物之淨增加	Net increase in cash and cash equivalents	11,072	12,617
期初現金及現金等價物	Cash and cash equivalents at beginning of the period	8,891	10,102
匯率變動的影響	Effects of exchange rate changes	(161)	330
期末現金及現金等價物	Cash and cash equivalents at end of the period	19,802	23,049

簡明綜合中期財務報表附註

Notes to the Condensed Consolidated Interim Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

1. 公司資料

朗生醫藥控股有限公司(「本公司」)於二零零九年九月十日在開曼群島註冊成立為獲豁免有限公司，其股份於二零一零年五月七日起已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」)的主要業務活動為藥品製造及貿易。本集團主要在中華人民共和國(「中國」)進行業務。本集團的業務於期內並無重大變動。

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及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。

截至二零一八年六月三十日止六個月的本集團未經審核簡明綜合中期財務報表(「中期財務報表」)已於二零一八年八月二十八日獲董事會批准及授權刊發。

2. 編製基準

中期財務報表已根據由國際會計準則理事會(「國際會計準則理事會」)頒佈的國際會計準則(「國際會計準則」)第34號「中期財務報告」及香港聯合證券交易所有限公司證券上市規則的規定的適用披露編製。

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"). There were no significant changes in the Group's operations during the period.

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.

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2018 (the "Interim Financial Statements") were approved and authorised for issue by the board of directors on 28 August 2018.

2. Basis of Preparation

The Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board (the "IASB") and the applicable disclosure required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. 編製基準(續)

遵照國際會計準則第34號而編製的該等中期財務報表要求使用若干判斷、估計及假設，因而影響政策的應用及按年累計基準呈報的資產及負債、收入及開支的數額。實際結果或有別於該等估計。編製財務報表時採用重大判斷及估計的方面及其影響披露於附註4。

除另有註明外，該等中期財務報表以美元(「美元」)呈列。該等中期財務報表載有簡明綜合財務報表及選定解釋附註。該等附註包括解釋瞭解對本集團自二零一七年全年財務報表發表以來之財務狀況及表現所出現之變動而言屬重要之事件及交易。該等中期財務報表並不包括根據國際財務報告準則(「國際財務報告準則」)(即包括所有由國際會計準則理事會批准的適用個別國際財務報告準則及詮釋，及所有由國際會計準則委員會的董事會發起制定且由國際會計準則理事會採納的適用個別國際會計準則及詮釋之統稱)規定須編製完整財務報表的所有資料，故應與本集團的二零一七年綜合財務報表一併閱讀。

除若干金融負債及衍生金融工具按公平值計量外，中期財務報表已根據歷史成本基準編製。

編製該等中期財務報表所採納的會計政策與二零一七年度財務報表所採用的相同(除與於二零一八年一月一日或之後首次生效的新準則或詮釋相關者外)。除附註3所披露的採納《國際財務報告準則》第9號及《國際財務報告準則》第15號的會計政策變動外，在本期內應用其他新訂及經修訂國際財務報告準則，對該等中期財務報表所呈報的金額及／或所載的披露並無重大影響。

中期財務報表未經審核，惟已由香港立信德豪會計師事務所有限公司根據國際審計及核證準則委員會頒佈的《國際審閱聘用準則》第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。香港立信德豪會計師事務所有限公司致董事會的獨立審閱報告載於21至22頁。

2. Basis of Preparation (Continued)

The preparation of the Interim Financial Statements in compliance with IAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in Note 4.

The Interim Financial Statements are presented in United States Dollars ("US\$"), unless otherwise stated. The Interim Financial Statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2017 annual financial statements. The Interim Financial Statements do not include all of the information required for a complete set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs") (which collective term includes all applicable individual International Financial Reporting Standards and Interpretations as approved by the IASB, and all applicable individual International Accounting Standards and Interpretations as originated by the Board of the International Accounting Standards Committee and adopted by the IASB), and should be read in conjunction with the 2017 consolidated financial statements of the Group.

The Interim Financial Statements have been prepared on the historical cost basis except for certain financial liabilities and derivative financial instrument that are measured at fair values.

The Interim Financial Statements have been prepared with the same accounting policies adopted in the 2017 annual financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2018. Save as disclosed in the changes in accounting policies for the adoption of IFRS 9 and IFRS 15 in Note 3, the application of other new and revised IFRSs in the current period has no material effect on the amounts reported and/or disclosures set out in the Interim Financial Statements.

The Interim Financial Statements are unaudited, but have been reviewed by BDO Limited in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the International Auditing and Assurance Standards Board. BDO Limited's independent review report to the Board of Directors is included on pages 21 to 22.

簡明綜合中期財務報表附註

Notes to the Condensed Consolidated Interim Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

3. 會計政策變動

(a) 概要

於本中期期間，本集團已首次採用下列由國際會計準則理事會頒佈且與編製中期財務報表相關並於二零一八年一月一日或之後開始之年度期間生效的國際財務報告準則的新修訂。

國際財務報告準則的修訂	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9號	金融工具
國際財務報告準則第15號	與客戶合約所得收益
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)
國際財務報告詮釋委員會詮釋第22號	外幣交易及預付代價

除《國際財務報告準則》第9號及《國際財務報告準則》第15號外，採納上述各項對本集團於本期間或過往期間的業績及財務狀況並無重大影響。《國際財務報告準則》第9號及《國際財務報告準則》第15號的會計政策變更的詳情分別見附註3(b)和3(c)。

本集團並無採用任何於今個會計期間尚未生效的新準則及詮釋。

3. Changes in accounting policies

(a) Overview

In the current interim period, the Group has applied, for the first time, the following new and amendments to IFRSs issued by the IASB that are effective for the annual period beginning on or after 1 January 2018 for the preparation of the Interim Financial Statements.

Amendments to IFRSs	Annual Improvements 2014-2016 Cycle
IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers
Amendments to IFRS 15	Revenue from Contracts with Customers (Clarifications to IFRS 15)
IFRIC 22	Foreign Currency Transactions and Advance Consideration

The adoption of the above has no material impact on the Group's result and financial position for the current or prior periods except for IFRS 9 and IFRS 15. Details of the changes in accounting policies are described in Notes 3(b) and 3(c) for IFRS 9 and IFRS 15 respectively.

The Group has not applied any new standards or interpretation that is not yet effective for the current accounting period.

3. 會計政策變動(續)**(b) 國際財務報告準則第9號「金融工具」****(i) 金融工具的分類及計量**

國際財務報告準則第9號於二零一八年一月一日或以後開始的年度期間取代國際會計準則第39號「金融工具：確認及計量」，合併金融工具會計之所有三個方面：(1)分類及計量；(2)減值及(3)對沖會計處理。自二零一八年一月一日起採納國際財務報告準則第9號已導致本集團會計政策及中期財務報表所確認的金額產生變動。

下表概述國際財務報告準則第9號過渡期間對於二零一八年一月一日的保留盈利有如下影響：

	千美元 US\$'000
保留盈利	
於二零一七年十二月三十一日的結餘	67,560
根據預期信貸虧損(「預期信貸虧損」)模式重新計量減值(下文附註3(b)(ii))	Remeasurement of impairment under expected credit losses ("ECLs") model (Note 3(b)(ii) below) (5,541)
於二零一八年一月一日的重列結餘	Restated balance at 1 January 2018 62,019

國際財務報告準則第9號大致保留了現有國際會計準則第39號有關金融負債之分類及計量的規定。然而，其取消了原來國際會計準則第39號中持至到期金融資產、貸款及應收款項以及可供出售金融資產的金融資產類別。採納國際財務報告準則第9號並不會對本集團有關金融負債及衍生金融工具的會計政策造成重大影響。國際財務報告準則第9號對本集團金融資產分類及計量的影響載列如下。

3. Changes in accounting policies (Continued)**(b) IFRS 9, "Financial Instruments"****(i) Classification and measurement of financial instruments**

IFRS 9 replaces IAS 39 "Financial Instruments: Recognition and Measurement", for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of IFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the Interim Financial Statements.

The following tables summarised the impact, net of tax, of transition to IFRS 9 on the opening balance of retained earnings as at 1 January 2018 as follows:

	千美元 US\$'000
Retained earnings	
Balance at 31 December 2017	67,560
Remeasurement of impairment under expected credit losses ("ECLs") model (Note 3(b)(ii) below)	(5,541)
Restated balance at 1 January 2018	62,019

IFRS 9 basically retains the existing requirements in IAS 39 for the classification and measurements of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of IFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of IFRS 9 on the Group's classification and measurement of financial assets is set out below.

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3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(i) 金融工具的分類及計量(續)

根據國際財務報告準則第9號，除若干貿易應收款項(根據國際財務報告準則第15號，貿易應收款項並無包括重大的融資成分)外，實體於初步確認時，將按公平值計量金融資產，倘並非按公平值變動列入損益(「按公平值變動列入損益」)的金融資產，則另加交易成本。金融資產分類為：(i)按攤銷成本(「攤銷成本」)計量的金融資產；(ii)按公平值計入其他全面收益(「按公平值計入其他全面收益」)的金融資產；或(iii)按公平值變動列入損益(如上述定義)。根據國際財務報告準則第9號的金融資產分類一般根據兩個準則：(i)管理金融資產的業務模式及(ii)其合約現金流量特徵(「僅為支付本金及利息」準則，亦稱為「SPPI準則」)。根據國際財務報告準則第9號，內含衍生工具無須與主體金融資產分開列示。取而代之，混合式金融工具分類時須整體評估。

當金融資產同時符合以下條件，且並非指定按公平值變動列入損益，則該金融資產按攤銷成本計量：

- 該金融資產由一個旨在通過持有金融資產收取合約現金流量的業務模式所持有；及
- 該金融資產的合約條款於特定日期可提高現金流量，而該現金流量符合僅為支付本金及利息準則。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(i) Classification and measurement of financial instruments (Continued)

Under IFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with IFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs. A financial asset is classified as: (i) financial assets at amortised cost ("amortised cost"); (ii) financial assets at fair value through other comprehensive income ("FVOCI"); or (iii) FVTPL (as defined in above). The classification of financial assets under IFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the "solely payments of principal and interest" criterion, also known as "SPPI criterion"). Under IFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(i) 金融工具的分類及計量(續)

倘債務投資同時符合以下條件，且並非指定按公平值變動列入損益，則該債務投資按公平值計入其他全面收益：

- 該債務投資由一個旨在通過收取合約現金流量及銷售金融資產的業務模式所持有；及
- 該金融資產的合約條款於特定日期可提高現金流量，而該現金流量符合僅為支付本金及利息準則。

於初次確認並非持作買賣用途的股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動，並且於取消確認時產生的損益不能轉至損益表。該選擇乃按投資逐項作出。所有其他上述並非分類為攤銷成本計量或按公平值計入其他全面收益的金融資產，均分類為按公平值計入損益。此包括所有衍生金融資產。於初次確認時，本集團可不可撤回地指定金融資產(於其他方面符合按攤銷成本計量或按公平值計入其他全面收益的規定)為按公平值變動列入損益，前提是有關指定可消除或大幅減少會計錯配發生。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(i) Classification and measurement of financial instruments (Continued)

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income, also no recycling of gain or loss to profit or loss on derecognition. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(i) 金融工具的分類及計量(續)

以下會計政策將適用於本集團的金融資產如下：

按公平值變動列入損益 按公平值變動列入損益其後按公平值計量。公平值、股息及利息收入的變動均於損益確認。

攤銷成本 按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認的任何收益於損益確認。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group's financial assets as follows:

FVTPL FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

Amortised cost Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

3. 會計政策變動(續)**(b) 國際財務報告準則第9號「金融工具」(續)****(i) 金融工具的分類及計量(續)**

下表就本集團於二零一八年一月一日各金融資產類別概述國際會計準則第39號之原始計量之類別及國際財務報告準則第9號之新訂計量之類別：

金融資產	根據國際會計準則第39號原有類別	根據國際財務報告準則第9號的新類別	根據國際會計準則第39號	根據國際財務報告準則第9號
			於二零一八年一月一日的賬面值 千美元 Carrying amount as at 1 January 2018 under IAS 39 US\$'000	於二零一八年一月一日的賬面值 千美元 Carrying amount as at 1 January 2018 under IFRS 9 US\$'000
Financial assets	Original classification under IAS 39	New classification under IFRS 9		
貿易及其他應收款項	貸款及應收款項	攤銷成本	55,134	49,931
Trade and other receivables	Loans and receivables	Amortised cost		
向一間聯營公司的貸款	貸款及應收款項	攤銷成本	7,519	7,181
Loan to an associate	Loans and receivables	Amortised cost		
已抵押銀行存款	貸款及應收款項	攤銷成本	32,631	32,631
Pledged bank deposits	Loans and receivables	Amortised cost		
現金及現金等價物	貸款及應收款項	攤銷成本	8,891	8,891
Cash and cash equivalents	Loans and receivables	Amortised cost		

本集團於二零一八年一月一日並沒有指定或解除指定任何按公平值列入損益的金融資產或金融負債變動。

(ii) 金融資產減值

採納國際財務報告準則第9號更改本集團的減值模式，將由國際會計準則第39號「已產生虧損模式」更改為「預期信貸虧損模式」。國際財務報告準則第9號規定本集團以較國際會計準則第39號為先就貿易應收款項及按攤銷成本計量的金融資產確認預期信貸虧損。已抵押銀行存款和現金及現金等價物須受預期信貸虧損模式所限，惟本期間減值並不重大。

3. Changes in accounting policies (Continued)**(b) IFRS 9, "Financial Instruments" (Continued)****(i) Classification and measurement of financial instruments (Continued)**

The following table summarises the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Group's financial assets as at 1 January 2018:

	根據國際會計準則第39號	根據國際財務報告準則第9號	根據國際會計準則第39號	根據國際財務報告準則第9號
			於二零一八年一月一日的賬面值 千美元 Carrying amount as at 1 January 2018 under IAS 39 US\$'000	於二零一八年一月一日的賬面值 千美元 Carrying amount as at 1 January 2018 under IFRS 9 US\$'000
Financial assets	Original classification under IAS 39	New classification under IFRS 9		
貿易及其他應收款項	貸款及應收款項	攤銷成本	55,134	49,931
Trade and other receivables	Loans and receivables	Amortised cost		
向一間聯營公司的貸款	貸款及應收款項	攤銷成本	7,519	7,181
Loan to an associate	Loans and receivables	Amortised cost		
已抵押銀行存款	貸款及應收款項	攤銷成本	32,631	32,631
Pledged bank deposits	Loans and receivables	Amortised cost		
現金及現金等價物	貸款及應收款項	攤銷成本	8,891	8,891
Cash and cash equivalents	Loans and receivables	Amortised cost		

The Group did not designate or de-designate any financial assets or financial liabilities at FVTPL as at 1 January 2018.

(ii) Impairment of financial assets

The adoption of IFRS 9 has changed the Group's impairment model by replacing the IAS 39 "incurred loss model" to the "ECLs model". IFRS 9 requires the Group to recognise ECLs for trade receivables and financial assets at amortised costs earlier than IAS 39. Pledged bank deposits and cash and cash equivalents are subject to ECLs model but the impairment is immaterial for the current period.

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3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值(續)

根據國際財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)12個月的預期信貸虧損：其為於報告期末後12個月內發生的潛在違約事件導致的預期信貸虧損；及(2)存續期預期信貸虧損：此乃於金融工具預計年內所有可能的違約事件將產生的預期信貸虧損。

預期信貸虧損的計量

預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額。該差額其後按資產原有實際利率相近的差額貼現。

本集團採用國際財務報告準則第9號簡化法計量貿易應收款項虧損撥備，並根據存續期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(ii) Impairment of financial assets (Continued)

Under IFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the end of the reporting period and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值(續)

預期信貸虧損的計量(續)

就其他金融工具而言，本集團會以基於12個月的預期信貸虧損金額確認虧損撥備，除非自初始確認後該金融工具之信貸風險顯著增加，在此情況下，虧損撥備會基於整個存續期之預期信貸虧損金額計量。當釐定金融資產之信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及毋須付出過多成本或努力後即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。由於近期並無違約記錄，本集團的其他金融工具被視為具有低信貸風險。

當合約付款逾期超過30日，本集團假設金融資產的信貸風險顯著增加。

本集團將合約付款逾期90日的金融資產視作違約。然而，於若干情況下，在並無計及本集團作出的任何信貸提升安排前，本集團亦可於本集團不大可能悉數收取未支付合約金額時將金融資產視作違約。

預期信貸虧損之呈列

按攤銷成本計量的金融資產虧損撥備自資產賬面總值扣除。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(ii) Impairment of financial assets (Continued)

Measurement of ECLs (Continued)

For all other financial instruments, the Group recognises a loss allowance based on the 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group's other financial instruments are considered to have low credit risk since there was no recent history of default.

The Group assumes that the credit risk on a financial asset has increased significantly when contractual payment are more than 30 days past due.

The Group considers a financial asset in default when contractual payment are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancement held by the Group.

Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

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3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值(續)

預期信貸虧損模式的影響

(a) 貿易應收款項減值

如上所述，本集團應用國際財務報告準則第9號簡化法計量預期信貸虧損，於所有貿易應收款項採用存續期預期信貸虧損。為計量預期信貸虧損，貿易應收款項已根據應佔信貸風險特點及逾期日數分類。

於二零一八年一月一日的貿易應收款項按發票日期的虧損撥備乃釐定如下：

於二零一八年一月一日 1 January 2018		0至90日	91至180日	181至365日	超過365日	總額
		0-90 days	91-180 days	181-365 days	Over 365 days	Total
預期信貸虧損率 (%)	Expected credit loss rate (%)	0.25	0.88	3.97	72.84	15.53
賬面總值 (千美元)	Gross carrying amount (US\$'000)	26,828	3,788	3,900	8,909	43,425
虧損撥備 (千美元)	Loss allowance (US\$'000)	66	33	155	6,489	6,743

於二零一七年十二月三十一日貿易應收款項的虧損撥備與於二零一八年一月一日的期初虧損撥備對賬如下：

		千美元 US\$'000
於二零一七年十二月三十一日－根據國際會計準則第39號計算	As at 31 December 2017 – calculated under IAS 39	1,723
透過期初保留溢利重列金額	Amounts restated through opening retained earnings	5,020
於二零一八年一月一日期初虧損撥備－根據國際財務報告準則第9號計算	Opening loss allowance as at 1 January 2018 – calculated under IFRS 9	6,743

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECLs model

(a) Impairment of trade receivables

As mentioned above, the Group applies the IFRS 9 simplified approach to measure ECLs which adopts a life time ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The loss allowance for trade receivables analysed by invoice date as at 1 January 2018 was determined as follows:

3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值(續)

預期信貸虧損模式的影響(續)

(a) 貿易應收款項減值(續)

於二零一八年一月一日，於過渡至國際財務報告準則第9號後貿易應收款項虧損撥備增加5,020,000美元。截至二零一八年六月三十日止六個月，貿易應收款項虧損撥備進一步增加484,000美元(已扣除匯兌調整)。

(b) 按攤銷成本計量的其他金融資產減值

本集團其他按攤銷成本計量的金融資產包括其他應收款項及向一間聯營公司的貸款。應用預期信貸虧損模式導致於二零一八年一月一日確認預期信貸虧損521,000美元，及截至二零一八年六月三十日止六個月虧損撥備減少230,000美元(扣除匯兌調整)。

(iii) 對沖會計處理

國際財務報告準則第9號項下對沖會計處理對本集團並無影響，此乃由於本集團並未在對沖關係中應用對沖會計處理。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECLs model (Continued)

(a) Impairment of trade receivables (Continued)

The increase in loss allowances for trade receivables upon the transition to IFRS 9 as at 1 January 2018 were US\$5,020,000. The loss allowances further increased by US\$484,000 (net of exchange realignment) for trade receivables during the six months ended 30 June 2018.

(b) Impairment of other financial assets at amortised cost

Other financial assets at amortised cost of the Group include other receivables and loan to an associate. Applying the ECLs model results in the recognition of ECLs of US\$521,000 as at 1 January 2018 and the loss allowance decreased by US\$230,000 (net of exchange realignment) during the six months ended 30 June 2018.

(iii) Hedge accounting

Hedge accounting under IFRS 9 has no impact on the Group as the Group does not apply hedge accounting in its hedging relationships.

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3. 會計政策變動(續)

(b) 國際財務報告準則第9號「金融工具」(續)

(iv) 過渡安排

本集團已應用國際財務報告準則第9號的過渡性條文，以使國際財務報告準則第9號全面獲採納而毋須重列比較資料。因此，新預期信貸虧損規則產生的重新分類及調整並無於二零一七年十二月三十一日的財務狀況表中反映，惟已於二零一八年一月一日的財務狀況表中確認。其指於二零一八年一月一日採納國際財務報告準則第9號確認保留盈利產生的金融資產與金融負債的賬面值的差異。因此，二零一七年呈列的資料並不反映國際財務報告準則第9號的規定，惟反映國際會計準則第39號的規定。

以下評估乃根據於國際財務報告準則第9號初次應用日期(「初次應用日期」)存在的事實及情況而作出：

釐定持有的金融資產的業務模式；

指定和撤銷先前指定某些金融資產和金融負債按公平值變動列入損益計量；及

指定對按公平值計入其他全面收益且並非持有作買賣的股本投資的若干投資。

倘於債務投資的投資在初次應用日期具有較低的信貸風險，則本集團假設該資產的信貸風險自其初始確認起並無顯著增加。

3. Changes in accounting policies (Continued)

(b) IFRS 9, "Financial Instruments" (Continued)

(iv) Transition

The Group has applied the transitional provision in IFRS 9 such that IFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the statement of financial position as at 31 December 2017, but are recognised in the statement of financial position on 1 January 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 are recognised in retained earnings as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of IFRS 9 but rather those of IAS 39.

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of IFRS 9 (the "DIA"):

The determination of the business model within which a financial asset is held;

The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and

The designation of certain investments in equity investments not held for trading as at FVOCI.

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

3. 會計政策變動(續)

(c) 國際財務報告準則第15號「來自客戶合約之收入」

國際財務報告準則第15號取代國際會計準則第11號「建築合約」、國際會計準則第18號「收益」及相關詮釋。國際財務報告準則第15號建立五步模式，以將客戶合約收益列賬。根據國際財務報告準則第15號，收益按能反映實體預期就向客戶交換轉讓的商品或服務所得代價之金額確認。

本集團已自二零一八年一月一日起採納國際財務報告準則第15號「來自客戶合約之收入」，故會計政策有所變更。根據國際財務報告準則第15號的過渡條文，本集團已就新準則進行追溯調整。本集團已評估採納國際財務報告準則第15號對其財務報表的影響。根據該評估，採納國際財務報告準則第15號對於本集團的收入確認並無重大影響。來自銷售商品的收入於有證據顯示商品的控制權已轉移至客戶、客戶對商品擁有足夠控制權及本集團並無未履行義務以致影響客戶接納商品時確認。

3. Changes in accounting policies (Continued)

(c) IFRS 15, "Revenue from Contracts with Customers"

IFRS 15 supersedes IAS 11 "Construction Contracts", IAS 18 "Revenue" and related interpretations. IFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group has adopted IFRS 15 "Revenue from Contracts with Customers" from 1 January 2018 which resulted in changes in accounting policies. In accordance with the transition provisions in IFRS 15, the Group has adopted the new rules retrospectively. The Group assessed the impacts of adopting IFRS 15 on its financial statements. Based on the assessment, the adoption of IFRS 15 has no significant impact on the Group's revenue recognition. Revenue for sales of goods are recognised at point of time as when there is evidence that the control of the goods has been transferred to the customer, the customer has adequate control over the goods and the Group has no unfulfilled obligations that affect customer accepting the goods.

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3. 會計政策變動(續)

(c) 國際財務報告準則第15號「來自客戶合約之收入」(續)

採納國際財務報告準則第15號後，倘存有任何履行履約責任而本集團並無擁有代價之無條件權利，本集團應確認合約資產。同樣，在本集團確認相關收入前，當客戶支付代價或合約需要支付代價且金額已到期時，確認合約負債而非應付負債。過渡後及於報告期末並無確認合約資產。

以下為於初步應用日期(二零一八年一月一日)就於簡明綜合財務狀況表內列示的金額作出的調整：

3. Changes in accounting policies (Continued)

(c) IFRS 15, "Revenue from Contracts with Customers" (Continued)

Upon the adoption of IFRS 15, if there is any satisfied performance obligation but where the Group does not have an unconditional right to consideration, the Group should recognise a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognised the related revenue. No contract asset is recognised upon transition and at the end of the reporting period.

Following adjustments were made to the amounts presented in the condensed consolidated statement of financial position at the date of initial application (1 January 2018):

	根據國際會計 準則第18號 於二零一七年 十二月三十一日 的賬面值 (如先前所列) Carrying amount as at 31 December 2017 under IAS 18 (as previously stated) 千美元 US\$'000	重新分類	根據國際財務 報告準則第15號 於二零一八年 一月一日 的賬面值 Carrying amount as at 1 January 2018 under IFRS 15 千美元 US\$'000
貿易及其他應付款項	Trade and other payables		
合約負債	Contract liabilities		
	22,219	(583)	21,636
	—	583	583

* 與商品買賣有關的已確認合約負債先前作為客戶墊款，於貿易及其他應付款項列報。

* Contract liabilities recognised in relation to the trading of goods were previously treated as advance from customers presented under trade and other payables.

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4. 重要會計估計及判斷

編製中期財務報表需要管理層就對會計政策的運用與資產及負債、收入及開支所呈報金額有影響的事宜作出判斷、估計及假設。實際結果或與該等估計不同。

編製中期財務報表時，管理層就本集團會計政策的應用及估計不確定因素的主要來源作出的重大判斷，除了附註3(b)中提及的對預期信貸損失的估計外，其他的會計估計及判斷均與截至二零一七年十二月三十一日止年度的綜合財務報表所應用者相同。

5. 收入及其他收入

本集團於期內的收入及其他收入的分析如下：

4. Critical Accounting Estimates and Judgements

The preparation of Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Statements, significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2017 except for the estimation on the ECLs as set out in Note 3(b).

5. Revenue and Other Income

An analysis of the Group's revenue and other income for the periods is as follows:

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
銷售貨品的收入	Revenue from sales of goods	35,919	50,465
其他收入	Other income		
銀行利息收入	Bank interest income	229	318
政府補助金	Government grants	272	147
其他	Others	48	257
		549	722

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5. 收入及其他收入(續)

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

6. 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「營運分部」的須予呈報及經營分部如下：

- 醫藥：主要用於風濕及皮膚科領域的專科藥品及其他藥品的開發、生產及銷售
- 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

5. Revenue and Other Income (Continued)

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.

6. Segment Information

Information reported to the executive directors, being the chief operating decision maker ("CODM"), for the purposes of resources allocation and assessment of segment performance based on the types of goods delivered.

The Group's reportable and operating segments under IFRS 8 "Operating Segments" 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

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6. 分部資料(續)

以下為本集團按須予呈報及經營分部劃分的經營所產生的收入及業績分析。

6. Segment Information (Continued)

The following is an analysis of the Group's revenue and results performance from operations by reportable and operating segment.

		截至二零一八年六月三十日止六個月 Six months ended 30 June 2018			
		醫藥 Pharmaceuticals 千美元 US\$'000 (未經審核) (unaudited)	醫療美容產品 Medical cosmetics products 千美元 US\$'000 (未經審核) (unaudited)	健康產品 Healthcare products 千美元 US\$'000 (未經審核) (unaudited)	總計 Total 千美元 US\$'000 (未經審核) (unaudited)
地區市場 Geographical markets					
中國 The PRC		29,429	4,063	1,590	35,082
海外 Overseas		—	—	837	837
須予呈報分部收入總額 Total reportable segment revenue		29,429	4,063	2,427	35,919
須予呈報分部溢利 Reportable segment profit		7,867	1,077	216	9,160

		截至二零一七年六月三十日止六個月 Six months ended 30 June 2017			
		醫藥 Pharmaceuticals 千美元 US\$'000 (未經審核) (unaudited)	醫療美容產品 Medical cosmetics products 千美元 US\$'000 (未經審核) (unaudited)	健康產品 Healthcare products 千美元 US\$'000 (未經審核) (unaudited)	總計 Total 千美元 US\$'000 (未經審核) (unaudited)
地區市場 Geographical markets					
中國 The PRC		37,587	7,914	2,281	47,782
海外 Overseas		—	—	2,683	2,683
須予呈報分部收入總額 Total reportable segment revenue		37,587	7,914	4,964	50,465
須予呈報分部溢利 Reportable segment profit		12,414	306	119	12,839

上文所呈報分部收入指來自外在客戶所得的收入。本期間及過往期間內並無分部間銷售。

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current and prior periods.

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6. 分部資料(續)

本集團可呈報分部溢利與中期財務報表所示本集團的除所得稅前溢利的對賬如下：

6. Segment Information (Continued)

The Group's reportable segment profit reconciled to the Group's profit before income tax as presented in the Interim Financial Statements is shown as follows:

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (重新列示) (Re-presented)
溢利或虧損	Profit or loss		
須予呈報分部溢利	Reportable segment profit	9,160	12,839
其他未分配收入	Other income not allocated	549	722
未分配開支	Expenses not allocated	(4,641)	(5,146)
其他非經營性收入	Other non-operating income	6,106	17,753
衍生金融工具的公平值收益/ (虧損)	Fair value gain/(loss) on derivative financial instrument	554	(1,444)
其他金融負債的公平值收益	Fair value gain on other financial liabilities	101	—
財務成本	Finance costs	(2,237)	(1,955)
應佔聯營公司的除稅後溢利	Share of post-tax profit of associates	1,046	1,149
本集團除所得稅前溢利	Profit before income tax of the Group	10,638	23,918

須予呈報分部溢利指各分部的毛利減銷售及分銷開支。此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。

Reportable segment profit represents the gross profit 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.

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6. 分部資料(續)

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。

6. Segment Information (Continued)

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

7. 其他非經營性收入

7. Other Non-Operating Income

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (重新列示) (Re-presented)
無形資產減值撥備(附註13)	Provision for impairment of intangible assets (Note 13)	(486)	—
無形資產撇銷(附註13)	Write off of intangible assets (Note 13)	(773)	(234)*
出售一間聯營公司部分權益的 收益(扣除稅項)(附註a)	Gain on partial disposal of an associate, net of tax (Note a)	5,236	15,422
出售一間聯營公司部分權益的 退稅款(附註b)	Tax refund in relation to a partial disposal of an associate (Note b)	2,129	—
水災保險索賠(附註c)	Insurance claims for flood (Note c)	—	2,565
		6,106	17,753

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7. 其他非經營性收入(續)

* 截至二零一七年六月三十日止六個月，無形資產撇銷234,000美元計入行政開支。為更準確地說明財務表現，截至二零一八年六月三十日止六個月，該項目計入簡明綜合收益表的「其他非經營性收入」，而比較數字已重新列示以符合本期間之呈列。

附註：

(a) 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股浙江司太立製藥股份有限公司(「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由二零一六年十二月三十一日的16.1%降低至二零一七年六月三十日的12.6%。

於二零一八年六月六日，本集團於上海證券交易所透過市場大宗交易進一步出售合共2,400,000股司太立股份，價格為每股人民幣27.22元，產生出售部分權益的收益(扣除稅項)5,236,000美元。於出售部分權益後，本集團於司太立的股權進一步由二零一七年十二月三十一日的12.6%降低至二零一八年六月三十日的10.6%。

(b) 於二零一七年，本集團已就第一次出售部分司太立權益已付的稅款提出退稅申請。期內，本集團已達到退稅要求，因此該退稅款於「其他非經營性收入」中確認。於報告期末，本集團已收到退稅款人民幣13,597,000元(相等於2,129,000美元)。

(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)。

7. Other Non-Operating Income (Continued)

* During the six months ended 30 June 2017, the write off of intangible assets amounted to US\$234,000 was included under administrative expenses. In order to illustrate the financial performance more accurately, such item was included under "Other non-operating income" in the condensed consolidated income statement for the six months ended 30 June 2018, and the comparative figure has been re-presented to conform to the current period's presentation.

Notes:

(a) On 15 March 2017, the Group had disposed of a total of 4,175,000 shares in Zhejiang Starry Pharmaceutical Co., Ltd ("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 had been reduced from 16.1% as at 31 December 2016 to 12.6% as at 30 June 2017.

On 6 June 2018, the Group had further disposed of a total of 2,400,000 shares in Starry via on-market block trade sales on the Shanghai Stock Exchange, at the price of RMB27.22 per share and resulting in a gain on partial disposal, net of tax of US\$5,236,000. After the partial disposal, the Group's equity interest in Starry has been further reduced from 12.6% as at 31 December 2017 to 10.6% as at 30 June 2018.

(b) In 2017, the Group had applied for refund of the tax paid in relation to the first partial disposal of shares in Starry. During the period, the Group had fulfilled the relevant requirements of refund and the tax refund is therefore recognised under "Other non-operating income". Subsequent to the end of the reporting period, the Group had received tax refund amounting to RMB13,597,000 (equivalent to approximately US\$2,129,000).

(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.

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8. 財務成本

8. Finance Costs

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
銀行借貸利息	Interest on bank borrowings	2,156	1,926
應付同系附屬公司的相互擔保 佣金費用(附註19)	Cross guarantee commission fee payable to a fellow subsidiary (Note 19)	51	—
折現回撥	Unwinding of discount on provision	30	29
		2,237	1,955

9. 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：

9. Profit before Income Tax

The Group's profit before income tax has been arrived at after charging/(crediting):

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited) (重新列示) (Re-presented)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	1,619	1,507
無形資產減值撥備	Provision for impairment of intangible assets	486	—
金融資產減值	Impairment loss on financial assets	356	782
陳舊存貨減值撥備	Provision for impairment of obsolete inventories	31	—
匯兌虧損／(收益)淨額	Net exchange loss/(gain)	352	(560)
研發成本	Research and development costs	219	178
出售物業、廠房及設備 淨虧損	Losses on disposals of property, plant and equipment, net	3	1
預付土地租賃款項攤銷	Amortisation of prepaid land lease payment	31	29
無形資產攤銷	Amortisation of intangible assets	303	283
存貨撇銷	Write off of inventories	19	—
無形資產註銷	Write off of intangible assets	773	234

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10. 所得稅開支

10. Income Tax Expense

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
當期稅項	Current tax		
中國企業所得稅(「企業所得稅」)	PRC Enterprise Income Tax ("EIT")		
— 本期間	— Current period	272	1,626
— 過往年度超額撥備	— Over provision in respect of prior periods	(344)	(200)
		(72)	1,426
遞延稅項	Deferred tax	104	267
所得稅開支	Income tax expense	32	1,693

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

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一律為25% (截至二零一七年六月三十日止六個月：25%)。

本集團一間附屬公司獲認證為中國高新科技企業，享有15% (截至二零一七年六月三十日止六個月：15%) 的優惠企業所得稅率。

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

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (Six months ended 30 June 2017: 25%).

A subsidiary of the Group have been certified as a new high technology enterprise in the PRC and enjoyed a preferential EIT rate of 15% (Six months ended 30 June 2017: 15%).

11. 股息

11. Dividends

	截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)	
期內確認為分派的股息：			
Dividends recognised as distribution during the period:			
每股3.58港仙(每股約0.46美仙)的 二零一七年末期股息	2017 final dividend — HK3.58 cents (approximately US0.46 cents) per share	1,909	—
每股3.66港仙(每股約0.47美仙)的 二零一六年末期股息	2016 final dividend — HK3.66 cents (approximately US0.47 cents) per share	—	1,959
每股14.94港仙(每股約1.91美仙)的 特別股息	Special dividend — HK14.94 cents (approximately US1.91 cents) per share	—	7,942
		1,909	9,901

於二零一八年八月二十八日，董事已向於二零一八年九月二十八日名列本公司股東名冊的股東，宣派截至二零一八年六月三十日止六個月的中期股息每股2.90港仙(相當於每股約0.37美仙)(截至二零一七年六月三十日止六個月：每股4.17港仙(相當於每股約0.53美仙))，合共為12,035,000港元(「港元」)(相當於約1,534,000美元)(截至二零一七年六月三十日止六個月：17,306,000港元(相當於約2,217,000美元))。所宣派中期股息尚未於中期財務報表列賬，但將會於截至二零一八年十二月三十一日止年度的綜合財務報表內反映。

On 28 August 2018, the directors have declared an interim dividend of HK2.90 cents (equivalent to approximately US0.37 cents) per share (Six months ended 30 June 2017: HK4.17 cents (equivalent to approximately US0.53 cents) per share), totalling Hong Kong Dollars (“HK\$”) 12,035,000 (equivalent to approximately US\$1,534,000) for the six months ended 30 June 2018 (Six months ended 30 June 2017: HK\$17,306,000 (equivalent to approximately US\$2,217,000)) to the shareholders whose names appear in the register of members of the Company on 28 September 2018. The declared interim dividend has not yet been accounted for in the Interim Financial Statements but will be reflected in the consolidated financial statements for the year ending 31 December 2018.

12. 每股盈利

每股基本盈利乃按期內本公司擁有人應佔綜合溢利及415,000,000股已發行股份(截至二零一七年六月三十日止六個月：415,000,000股)計算。

本集團於本期間及過往期間內並無具潛在攤薄影響的已發行普通股。

12. 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 in issue during the period (Six months ended 30 June 2017: 415,000,000 shares).

The Group had no potential dilutive ordinary shares in issue during the current and prior periods.

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13. 物業、廠房及設備、預付土地租賃款項及無形資產

13. Property, Plant and Equipment, Prepaid Land Lease Payment and Intangible Assets

		物業、廠房及設備 Property, plant and equipment 千美元 US\$'000	預付土地租賃款項 Prepaid land lease payment 千美元 US\$'000	無形資產 Intangible assets 千美元 US\$'000 (附註) (Note)
截至二零一八年六月三十日止六個月	Six months ended 30 June 2018			
於二零一八年一月一日期初	Opening net carrying amount as at 1 January 2018	31,432	2,079	24,056
賬面淨值				
匯兌調整	Exchange adjustment	(344)	(25)	(177)
添置	Additions	333	—	1,303
處置	Disposals	(4)	—	—
撇銷	Write off	—	—	(773)
折舊及攤銷	Depreciation and amortisation	(1,619)	(31)	(303)
減值	Impairment	—	—	(486)
於二零一八年六月三十日期末賬面淨值(未經審核)	Closing net carrying amount as at 30 June 2018 (unaudited)	29,798	2,023	23,620
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期初	Opening net carrying amount as at 1 January 2017	30,907	2,015	24,342
賬面淨值				
匯兌調整	Exchange adjustment	1,865	122	902
添置	Additions	2,204	—	1,862
處置	Disposals	(488)	—	—
撇銷	Write off	—	—	(655)
折舊及攤銷	Depreciation and amortisation	(3,056)	(58)	(574)
減值	Impairment	—	—	(1,821)
於二零一七年十二月三十一日期末賬面淨值(經審核)	Closing net carrying amount as at 31 December 2017 (audited)	31,432	2,079	24,056

附註：

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」)訂立藥劑技術轉讓協議(「協議」)。根據協議，寧波立華同意以現金代價2,279,000美元(相當於約人民幣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術、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(相當於約人民幣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的里程碑付款(人民幣4,670,000元)。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。

Note:

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 (equivalent to 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 would be 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 (equivalent to 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 was therefore seeking the return of the milestone payment that had been paid (RMB4,670,000). 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.

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14. 貿易及其他應收款項

14. Trade and Other Receivables

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
貿易應收款項	Trade receivables	45,998	43,425
減：貿易應收款項減值	Less: impairment loss on trade receivables	(7,227)	(1,723)
		38,771	41,702
應收票據	Bills receivables	15,661	7,372
貿易應收款項及應收票據	Trade and bills receivables	54,432	49,074
預付款項及其他應收款項	Prepayments and other receivables	16,334	14,923
		70,766	63,997

本集團訂有相關政策，允許給予其客戶平均90天(二零一七年十二月三十一日：90天)的信貸期。

The Group has a policy of allowing an average credit period of 90 days (31 December 2017: 90 days) to its customers.

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)的賬齡分析如下：

Based on the invoice date, the ageing analysis of the trade and bills receivables (net of impairment losses) of the Group as at the end of the reporting period is as follows:

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
90日或以下	90 days or below	32,795	32,407
91至180日	91-180 days	10,853	5,581
181至365日	181-365 days	9,106	3,900
超過365日	Over 365 days	1,678	7,186
		54,432	49,074

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14. 貿易及其他應收款項(續)

過渡至國際財務報告準則第9號後，於二零一八年一月一日分別作出5,020,000美元及183,000美元期初調整，以確認貿易應收款項及其他應收款項的額外預期信貸虧損(附註3(b)(ii))。

於二零一八年六月三十日及二零一七年十二月三十一日，本集團向金融機構貼現其具完全追索權的部分應收票據。倘債務人欠款，本集團有責任向金融機構支付拖欠款項。截止二零一八年六月三十日止六個月，利息按每年從金融機構收取的所得款項4.5%至5.0% (二零一七年十二月三十一日：4.1%至4.2%)計息，直至債務人支付日期止。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擁有權的絕大部分風險及回報，故貼現交易並不符合國際財務報告準則第9號終止確認金融資產的規定。於二零一八年六月三十日，應收票據8,084,000美元(二零一七年十二月三十一日：2,755,000美元)繼續於本集團財務報表獲確認，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計入借貸內，直至已收取應收票據或本集團償付金融機構蒙受的任何虧損。於二零一八年六月三十日，與貼現票據相關的資產擔保融資負債為8,084,000美元(二零一七年十二月三十一日：2,755,000美元)(附註16)。

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。

於二零一八年六月三十日，本集團若干應收票據5,228,000美元(二零一七年十二月三十一日：3,497,000美元)已抵押以取得銀行借貸(附註16)，而相關負債的賬面值為5,000,000美元(二零一七年十二月三十一日：7,000,000美元)。

15. 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。過渡至國際財務報告準則第9號後，於二零一八年一月一日作出338,000美元期初調整，以確認向一間聯營公司的貸款的額外預期信貸虧損(附註3(b)(ii))。截至二零一八年六月三十日止六個月虧損撥備減少206,000美元(扣除匯兌調整)。

14. Trade and Other Receivables (Continued)

Upon the transition to IFRS 9, opening adjustments of US\$5,020,000 and US\$183,000 as at 1 January 2018 were made to recognise additional ECLs on trade receivables and other receivables, respectively (Note 3(b)(ii)).

As at 30 June 2018 and 31 December 2017, the Group discounted part of its bills receivables with full recourse to financial institutions. In the event of default by the debtors, the Group was obliged to pay the financial institutions the amount in default. During the six months ended 30 June 2018, interest was charged at a range from 4.5% to 5.0% (31 December 2017: a range from 4.1% to 4.2%) per annum on the proceeds received from the financial institutions until the date the debtors 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 IFRS 9 for de-recognition of financial assets as the Group retains substantially all of the risks and rewards of ownership of the discounted bills receivables. As at 30 June 2018, bills receivables of US\$8,084,000 (31 December 2017: US\$2,755,000) continue to be recognised in the Group's 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 until the bills receivables were collected or the Group settled any losses suffered by the financial institutions. As at 30 June 2018, the asset-backed financing liability related to discounted bills amounted to US\$8,084,000 (31 December 2017: US\$2,755,000) (Note 16).

Due to 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 30 June 2018, certain bills receivables with carrying amounts of US\$5,228,000 (31 December 2017: US\$3,497,000) were pledged to secure the Group's bank borrowings (Note 16). The carrying amount of the associated liability was US\$5,000,000 (31 December 2017: US\$7,000,000).

15. Loan to an Associate

The amount is unsecured, interest-free and repayable on demand. Upon the transition to IFRS 9, an opening adjustment of US\$338,000 as at 1 January 2018 was made to recognise additional ECLs on loan to an associate (Note 3(b)(ii)). The loss allowance decreased by US\$206,000 (net of exchange realignment) during the six months ended 30 June 2018.

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16. 借款

16. Borrowings

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
定息銀行借款	Fixed-rate bank borrowings	48,212	45,420
浮息銀行借款	Variable-rate bank borrowings	35,395	50,960
資產擔保融資	Assets-backed financing	8,084	2,755
		91,691	99,135
分析為：			
有抵押	Secured	50,187	58,578
無抵押	Unsecured	41,504	40,557
		91,691	99,135
		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
銀行借款	Bank borrowings	83,607	96,380
於一年內到期的資產擔保融資	Assets-backed financing due within one year	8,084	2,755
即期或一年內償還	On demand or repayable within one year	91,691	99,135

於二零一八年六月三十日及二零一七年十二月三十一日，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貸安排中屬常見。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其遵守契諾的情況，截止目前為止本集團按照定期貸款的還款時間表償還款項。本集團認為只要本集團繼續符合該等要求，銀行將不會行使其酌情權要求償還借款。於二零一八年六月三十日及二零一七年十二月三十一日，並無違反已提取融資的相關契諾。

As at 30 June 2018 and 31 December 2017, certain banking facilities were subject to the fulfillment of covenants relating to certain financial position ratios of the Group, which are commonly found in lending arrangements with financial institutions. If the Group breaches the covenants, the drawn down facilities would immediately 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 that the banks will exercise their discretion to demand for repayment as long as the Group continues to meet these requirements. As at 30 June 2018 and 31 December 2017, none of the covenants relating to drawn down facilities were breached.

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16. 借款(續)

銀行借款的賬面值乃以下列貨幣計值：

16. Borrowings (Continued)

The carrying amounts of bank borrowings are denominated in the following currencies:

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
以下各項表示:	Represented by:		
人民幣借款	Borrowings in RMB	56,296	46,983
美元借款	Borrowings in US\$	35,000	50,160
港元借款	Borrowings in HK\$	395	1,992
		91,691	99,135
實際年利率:	Effective interest rate per annum:		
銀行借款	Bank borrowings	4.55%	3.86%

截至二零一八年六月三十日，本集團擁有已抵押銀行存款22,346,000美元(二零一七年十二月三十一日：28,040,000美元)、應收票據5,228,000美元(二零一七年十二月三十一日：3,497,000美元)及市值為9,712,000美元(二零一七年十二月三十一日：13,292,000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。

截至二零一八年六月三十日，無抵押銀行借款41,504,000美元(二零一七年十二月三十一日：40,557,000美元)由本公司或本集團附屬公司作擔保。

資產擔保融資指不符合國際財務報告準則第9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14)。該等借款於一年內到期，並以人民幣計值。

As of 30 June 2018, the Group had pledged bank deposits amounting to US\$22,346,000 (31 December 2017: US\$28,040,000), bills receivables amounting to US\$5,228,000 (31 December 2017: US\$3,497,000) and Starry's listed equity shares with market values of US\$9,712,000 (31 December 2017: US\$13,292,000) to secure the banking facilities and bank borrowings of the Group.

As of 30 June 2018, the unsecured bank borrowings of US\$41,504,000 (31 December 2017: US\$40,557,000) were guaranteed by the Company or subsidiaries of the Group.

The asset-backed financing represented the amount of financing obtained in factoring transactions which did not meet the de-recognition requirements in IFRS 9. The corresponding financial assets were included in trade and other receivables (Note 14). These borrowings matured within one year and were repayable in RMB.

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17. 貿易及其他應付款項

17. Trade and Other Payables

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited) (重新列示) (Re-presented)
貿易應付款項	Trade payables	5,054	4,980
應付票據	Bills payables	9,673	2,755
應付股息	Dividend payables	1,911	—
其他應付款項及應計款項	Other payables and accruals	8,662	13,901
		25,300	21,636

根據發票日期，於報告期末，本集團的貿易應付款項的賬齡分析如下：

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:

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
90日或以下	90 days or below	3,402	3,871
91至180日	91-180 days	839	274
181至365日	181-365 days	107	75
超過365日	Over 365 days	706	760
		5,054	4,980

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18. 資本承擔

18. Capital Commitments

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
已就收購事項批准及訂約的 資本承擔：	Capital commitments authorised and contracted for the acquisition of:		
無形資產	Intangible assets	1,791	1,634
建築及設備	Construction and equipment	10	169
		1,801	1,803

19. 關連方交易

期內，本集團與關連方訂立下列交易：

19. Related Party Transactions

During the period, the Group entered into the following transactions with related parties:

		截至二零一八年 六月三十日 止六個月 Six months ended 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	截至二零一七年 六月三十日 止六個月 Six months ended 30 June 2017 千美元 US\$'000 (未經審核) (unaudited)
買賣交易：	Trading transactions:		
向一間聯營公司購買貨品	Purchase of goods from an associate	55	8
應付聯營公司委託費(附註a)	Entrusted fee payable to an associate (Note a)	185	389
應收聯營公司加工費(附註b)	Processing fee receivable from an associate (Note b)	621	2,188
其他交易：	Other transactions:		
已付同系附屬公司租金開支	Rental expenses paid to fellow subsidiaries	31	23
應收同系附屬公司的相互擔保 佣金收入(附註c)	Cross guarantee commission income receivable from a fellow subsidiary (Note c)	51	36
應付同系附屬公司的相互擔保 佣金支出(附註c)	Cross guarantee commission fee payable to a fellow subsidiary (Note c)	51	—

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19. 關連方交易(續)

下列結餘於報告期末尚未清償：

19. Related Party Transactions (Continued)

The following balances were outstanding at the end of the reporting period:

		二零一八年 六月三十日 30 June 2018 千美元 US\$'000 (未經審核) (unaudited)	二零一七年 十二月三十一日 31 December 2017 千美元 US\$'000 (經審核) (audited)
聯營公司欠款(附註d)	Amounts owed by an associate (Note d)	1,972	1,938
向一間聯營公司的貸款(附註15)	Loan to an associate (Note 15)	3,409	7,519
同系附屬公司欠款(附註d)	Amounts owed by fellow subsidiaries (Note d)	6,144	5,994

附註：

(a) 根據二零一六年九月二十日萃健控股有限公司(「萃健」)和朗生醫藥控股有限公司(「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。期內，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。

(b) 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。加工費收入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。

(c) 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二零一八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，擔保服務提供方收取佣金。

於二零一八年六月三十日，吉林海資所提取賬面值為人民幣117,460,000元(相當於約17,752,000美元)(二零一七年十二月三十一日：人民幣122,460,000元(相當於約18,741,000美元))的銀行借款乃由本集團以本集團所持市值為人民幣149,940,000元(相當於約22,661,000美元)(二零一七年十二月三十一日：人民幣202,650,000元(相當於約31,014,000美元))的7,000,000(二零一七年十二月三十一日：7,000,000)股司太立股份及已抵押銀行存款人民幣30,000,000元(相當於約4,534,000美元)(二零一七年十二月三十一日：人民幣30,000,000元(相當於約4,591,000美元))抵押。另一方面，於二零一八年六月三十日，本集團並無提取由吉林海資擔保之人民幣130,000,000元(相當於約19,648,000美元)之銀行融資(二零一七年十二月三十一日：無)。

(d) 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。過渡至國際財務報告準則第9號後，於二零一八年一月一日作出183,000美元期初調整，以確認向該等結餘款項的額外預期信貸虧損(附註3(b)(ii))。截至二零一八年六月三十日止六個月虧損撥備減少24,000美元(扣除匯兌調整)。

Notes:

(a) Pursuant to the entrusted processing framework agreement signed between Natural Dailyhealth Holdings Limited ("Natural Dailyhealth") and Lansen Pharmaceutical Holdings Limited ("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 period, 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%.

(b) 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 income 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%.

(c) 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 for the period from 1 July 2016 to 30 June 2019. Commission fee is charged by the guarantee service providers.

As at 30 June 2018, the bank borrowings with carrying amount of RMB117,460,000 (equivalent to approximately US\$17,752,000) (31 December 2017: RMB122,460,000 (equivalent to approximately US\$18,741,000)) drawn by Jilin Haizi was secured by the Group with 7,000,000 (31 December 2017: 7,000,000) shares in Starry held by the Group with market values of RMB149,940,000 (equivalent to approximately US\$22,661,000) (31 December 2017: RMB202,650,000 (equivalent to approximately US\$31,014,000)) and pledged bank deposit of RMB30,000,000 (equivalent to approximately US\$4,534,000) (31 December 2017: RMB30,000,000 (equivalent to approximately US\$4,591,000)). On the other hand, banking facilities of RMB130,000,000 (equivalent to approximately US\$19,648,000) was guaranteed by Jilin Haizi but no draw down was made by the Group as at 30 June 2018 (31 December 2017: Nil).

(d) 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. Upon the transition to IFRS 9, an opening adjustment of US\$183,000 as at 1 January 2018 was made to recognise additional ECLs on these balances (Note 3(b)(ii)). The loss allowance decreased by US\$24,000 (net of exchange realignment) during the six months ended 30 June 2018.

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19. 關連方交易(續)

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。

期內，本集團支付予主要管理人員(即本公司董事)的薪酬為361,000美元(截至二零一七年六月三十日止六個月：234,000美元)。

20. 公平值計量

20.1 其他金融負債

於二零一四年三月二十八日，本集團與諾華達成協議，以收購一項醫藥產品，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鈎)。

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。

下表呈列於二零一八年六月三十日的簡明綜合財務狀況表內，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)。

19. Related Party Transactions (Continued)

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 course of business.

During the period, the remuneration paid to the Group's key management personnel, represented by the Company's directors, amounted to US\$361,000 (Six months ended 30 June 2017: US\$234,000).

20. Fair Value Measurements

20.1 Other Financial Liabilities

On 28 March 2014, the Group reached an agreement with Novartis to acquire a pharmaceutical product. 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.

The following table presents financial liabilities included in the condensed consolidated statement of financial position as at 30 June 2018 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).

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20. 公平值計量(續)

20.1 其他金融負債(續)

20. Fair Value Measurements (Continued)

20.1 Other Financial Liabilities (Continued)

		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
二零一八年六月三十日 (未經審核)	30 June 2018 (unaudited)				
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				
— 其他金融負債	— Other financial liabilities	—	—	1,201	1,201
		—	—	1,201	1,201
二零一七年十二月三十一日 (經審核)	31 December 2017 (audited)				
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				
— 其他金融負債	— Other financial liabilities	—	—	1,276	1,276
		—	—	1,276	1,276

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截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

20. 公平值計量(續)

20.1 其他金融負債(續)

於期內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
5.0%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52,000美元，而貼現率減少1%，則其他金融負債的公平值增加約53,000美元。

期內的估值技術並無變動。

期內各級之間並無轉撥。

20. Fair Value Measurements (Continued)

20.1 Other Financial Liabilities (Continued)

No gain or loss relating to this contingent consideration has been recognised in profit or loss for the period.

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 input(s) to fair value
Discount rate of 5.0%	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\$52,000 whilst decreased discount rate by 1% would increase the fair value on other financial liabilities by approximately US\$53,000.

There were no changes in valuation techniques during the period.

There were no transfers between levels during the period.

20. 公平值計量(續)

20.1 其他金融負債(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：

		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:	
於二零一七年一月一日	At 1 January 2017	1,226
於損益扣除的折現回撥	Unwinding of discount on provision charged to profit or loss	59
匯兌收益	Exchange gain	(9)
於二零一七年十二月三十一日(經審核)及 二零一八年一月一日	At 31 December 2017 (audited) and 1 January 2018	1,276
其他金融負債的公平值收益	Fair value gain on other financial liabilities	(101)
於損益扣除的折現回撥	Unwinding of discount on provision charged to profit or loss	30
匯兌收益	Exchange gain	(4)
於二零一八年六月三十日(未經審核)	At 30 June 2018 (unaudited)	1,201

20.2 衍生金融工具

於二零一六年三月二十四日，朗生(BVI)簽訂了買賣協議，收購CIH的子公司萃健約19.1%股權，代價為人民幣33百萬元(相當於約5,085,000美元)，其中人民幣28百萬元為現金，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。

20.2 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, the subsidiary of CIH, at a consideration of RMB33 million (equivalent to approximately US\$5,085,000) of which RMB28 million was in cash and RMB5 million by way of consideration shares in entire issued share capital of Natural Dailyhealth Tech Limited.

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20. 公平值計量(續)

20.2 衍生金融工具(續)

根據認購協議，於二零一六年三月二十九日後15個月內的任何時間，朗生(BVI)可全權酌情(而沒有義務)決定進行第二批股份認購，而萃健有義務發行分配第二批認購股份，加上於二零一六年三月二十四日已收購的19.1%股權，將會持有萃健增資擴股後全部股份的最多不超過30%(即認購期權)。於二零一六年八月二十二日，認購期權獲執行。因此，本集團持有萃健30%股本權益。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。

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」)，朗生(BVI)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提行認沽期權。

於二零一八年六月二十四日，朗生(BVI)及萃健就認購協議訂立一份有條件補充協議，據此，雙方同意延長認沽期權期限十二個月至二零一九年六月二十四日，條件是CIH已根據倫敦證券交易所上市規則就補充協議項下擬進行的交易取得相關簡單多數批准。合共持有多於50%CIH已發行股本之Circle Finance Limited及Mega Worldwide Services Limited已承諾投票贊成有關補充協議之決議案。除延長認沽期權期限外，認購協議所有其他條款維持不變。

20. Fair Value Measurements (Continued)

20.2 Derivative Financial Instrument (Continued)

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 since that date.

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"), Lansen (BVI) 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.

On 24 June 2018, Lansen (BVI) and Natural Dailyhealth entered into a supplemental conditional agreement to the Subscription Agreement pursuant to which the parties agreed that the expiry date of the Put Option Period shall be extended for twelve months to 24 June 2019 on the condition that CIH having obtained the relevant simple majority approvals in respect of the transactions contemplated under the Supplemental Agreement in accordance with the Listing Rules for the London Stock Exchange. Circle Finance Limited and Mega Worldwide Services Limited, the shareholders of CIH together holding more than 50% of the issued share capital of CIH, have given an undertaking to vote in favour of the resolution in respect of the Supplemental Agreement. Save for the extension of the Put Option Period, all other terms of the Subscription Agreement remain unchanged.

20. 公平值計量(續)

20.2 衍生金融工具(續)

衍生金融工具乃使用二項式以公平值列值，下表呈列於二零一八年六月三十日的簡明綜合財務狀況表內，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)。

20. Fair Value Measurements (Continued)

20.2 Derivative Financial Instrument (Continued)

The derivative financial instrument is stated at fair value by using the binomial model, the following table presents derivative financial instrument included in the condensed consolidated statement of financial position as at 30 June 2018 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
二零一八年六月三十日 (未經審核)	30 June 2018 (unaudited)				
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				
— 衍生金融工具	— Derivative financial instrument	—	—	2,374	2,374
		—	—	2,374	2,374

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20. 公平值計量(續)

20.2 衍生金融工具(續)

20. Fair Value Measurements (Continued)

20.2 Derivative Financial Instrument (Continued)

		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
二零一七年十二月三十一日 (經審核)	31 December 2017 (audited)				
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				
— 衍生金融工具	— Derivative financial instrument	—	—	1,840	1,840
		—	—	1,840	1,840

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及該等輸入數據與或然代價公平值的關係顯示如下：

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 and relationship of these inputs to fair value contingent consideration are shown as below:

重大不可觀察輸入數據	Significant unobservable input(s)	二零一八年 六月三十日 30 June 2018
認沽期權	Put option	
相關股份價格人民幣(元)	Underlying share price of RMB (dollars)	49,469,207
年化股息收益率	Annualised dividend yield	0%
相關股份預期波幅	Expected volatility of underlying share	30.472%
相關股份價格上升5%，則衍生金融工具公平值收益會減少約279,000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增加約300,000美元。	Increased underlying share price by 5% would decrease the fair value gain on derivative financial instrument by approximately US\$279,000 whilst decreased underlying share price by 5% would increase in fair value loss on derivative financial instrument by approximately US\$300,000.	
預期波幅上升5%，則衍生金融工具公平值收益會增加約129,000美元，而預期波幅下跌5%，則衍生金融工具公平收益會減少約115,000美元。	Increased expected volatility by 5% would increase the fair value gain on derivative financial instrument by approximately US\$129,000 whilst decreased expected volatility by 5% would decrease in fair value gain on derivative financial instrument by approximately US\$115,000.	
年化股息收益率上升5%，則衍生金融工具公平值收益會增加約272,000美元。	Increased annualised dividend yield by 5% would increase the fair value gain on derivative financial instrument by approximately US\$272,000.	
期內各級之間並無轉撥。	There were no transfers between levels during the period.	

20. 公平值計量(續)

20.2 衍生金融工具(續)

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：

20. Fair Value Measurements (Continued)

20.2 Derivative Financial Instrument (Continued)

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 is reconciled from opening to closing balances as follows:

		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:	
於二零一七年一月一日	At 1 January 2017	2,280
衍生金融工具的公平值虧損	Fair value loss on derivative financial instrument	(564)
匯兌收益	Exchange gain	124
於二零一七年十二月三十一日(經審核) 及二零一八年一月一日	At 31 December 2017 (audited) and 1 January 2018	1,840
衍生金融工具的公平值收益	Fair value gain on derivative financial instrument	554
匯兌虧損	Exchange loss	(20)
於二零一八年六月三十日(未經審核)	At 30 June 2018 (unaudited)	2,374

衍生金融工具公平值收益554,000美元已於期內損益中確認。

Fair value gain on derivative financial instrument of US\$554,000 has been recognised in profit or loss for the period.

21. 報告期後事項

於二零一八年五月十八日，本集團與獨立協力廠商就收購北京依儷薩醫療美容診所有限公司(「北京依儷薩」)(前稱北京嘉和尚億醫療美容診所有限公司)之全部權益訂立一份協定，一家從事醫美業務的公司，收購金額為人民幣6,750,000元(相當於約1,020,000美元)。

收購已於二零一八年七月二十日完成，因此北京依儷薩成為本公司的附屬公司。

21. EVENT AFTER THE REPORTING PERIOD

On 18 May 2018, the Group has entered into a sale and purchase agreement with independent third parties to acquire the entire interest in Beijing Eliza Medical and Beauty Clinic Company Limited ("Beijing Eliza") (formerly known as Beijing Jiahe Shangyi Medical and Beauty Clinic Company Limited) for a consideration of RMB6,750,000 (equivalent to approximately US\$1,020,000) which is principally engaged in medical cosmetic business.

The acquisition was completed on 20 July 2018 and accordingly, Beijing Eliza became a subsidiary of the Company.



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