



# 中国泰凌医药集团 CHINA NT PHARMA GROUP

Stock Code 股份代號 : 01011

Annual Report 2018 年報



# CONTENTS 目錄

2	Financial Highlights 財務摘要
3	Chairman's Statement 主席報告
7	Management Discussion and Analysis 管理層討論及分析
28	Directors and Senior Management 董事及高級管理層
37	Corporate Governance Report 企業管治報告
64	Environmental, Social and Governance Report 環境、社會及管治報告
114	Report of the Directors 董事會報告
132	Board of Directors and Board Committees 董事會及董事委員會
134	Corporate Information 公司資料
136	Independent Auditor's Report 獨立核數師報告
150	Consolidated Statement of Profit or Loss 綜合損益表
152	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
153	Consolidated Statement of Financial Position 綜合財務狀況表
155	Consolidated Statement of Changes in Equity 綜合權益變動表
156	Consolidated Statement of Cash Flows 綜合現金流量表
159	Notes to the Consolidated Financial Statements 綜合財務報表附註

# Financial Highlights

## 財務摘要

### FIVE-YEAR FINANCIAL SUMMARY

#### Results

### 五年財務概要

#### 業績

		For the year ended 31 December				
		截至12月31日止年度				
		2018	2017	2016	2015	2014
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(restated)	(restated)	(restated)
				(重列)	(重列)	(重列)
Turnover	營業額	571,521	604,846	359,609	217,303	157,404
Gross profit	毛利	422,002	484,235	253,833	131,851	76,394
(Loss)/profit from operations	經營(虧損)/溢利	(480,944)	269,578	64,575	71,001	35,202
(Loss)/profit before taxation	除稅前(虧損)/溢利	(561,999)	226,428	35,543	17,456	(66,331)
(Loss)/profit for the year from discontinued operations	年內來自已終止經營業務的(虧損)/溢利	(361,903)	(48,916)	91,060	70,334	67,822
(Loss)/profit for the year	年內(虧損)/溢利	(963,762)	161,629	115,760	87,694	2,087

#### Assets and Liabilities

#### 資產及負債

		At 31 December				
		於12月31日				
		2018	2017	2016	2015	2014
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total non-current assets	非流動資產總值	1,637,071	1,670,576	1,578,145	565,635	437,554
Total current assets	流動資產總值	590,091	1,089,143	984,594	832,678	1,047,878
Total current liabilities	流動負債總額	1,340,985	1,207,003	1,367,579	495,590	1,129,621
Net current (liabilities)/assets	流動(負債)/資產淨值	(750,894)	(117,860)	(382,985)	337,088	(81,743)
Total assets less current liabilities	總資產減流動負債	886,177	1,552,716	1,195,160	902,723	355,811
Total non-current liabilities	非流動負債總額	394,608	123,963	156,138	-	142,832
Net assets	資產淨值	491,569	1,428,753	1,039,022	902,723	212,979
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益總額	489,292	1,420,380	1,027,083	890,363	212,979

# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report of NT Pharma for the year ended 31 December 2018. NT Pharma owns new state-class drugs and diversified product lines, with its products covering therapeutic areas such as osteology and CNS. NT Pharma always strongly believes that the possession of proprietary products and creative R&D capabilities are critical in improving the profitability of the Group, adapting to the shifting healthcare industry dynamics and delivering long-term value to the shareholders.

In 2018, the pharmaceutical industry in China was still facing enormous challenges. The introduction and aggressive implementation of a series of policies, including the “medical treatment + medical insurance + pharmacy”, had a significant impact on the Group's business. During the centralized procurement of drugs in “4+7” cities, which was implemented under the leadership of the newly established National Healthcare Security Administration, the winning drugs showed a sharp drop in prices, indicating that the market space for expired innovator drugs and common generic drugs be gradually shrinking. In addition, the policies such as local tender for centralized procurement of GPO drugs, double bargaining with hospitals and the lowest prices linkage among various regions, also imposed continuous downward pressure on the prices of drugs. Hospitals are required to cap the percentage of revenue from drugs in their total revenues and hierarchical diagnosis system is introduced, bringing more difficulties in increasing the sales of products of hospitals. With full implementation of the two-invoice system, the filing system of pharmaceutical representatives results in higher cost to the sales and operations of the Group.

尊敬的各位股東：

本人謹代表董事會呈列泰凌醫藥截至2018年12月31日止年度之年報。泰凌醫藥擁有國家新藥及豐富的產品線，藥品覆蓋骨科、中樞神經系統等治療領域。泰凌醫藥始終堅信，擁有自有品牌產品與創新型的研發能力才是提升本集團的盈利能力、適應醫藥行業變化，以及為股東創造長期價值至為關鍵的因素。

2018年，中國的醫藥行業仍然面臨著巨大的挑戰，「三醫聯動」各項政策的不斷出台與強力推行，給本集團業務帶來重大影響。新成立的國家醫療保障局主導推行的「4+7」城市藥品集中採購中，各中標藥品價格均呈現出大幅的下跌，預示著過期原研藥品與普通仿製藥品市場空間將被逐步壓縮。此外，地方性的GPO藥品集中採購招標，醫院二次議價與各地實行的最低價聯動等政策，也給藥品帶來持續的降價壓力。醫院控制藥占比，分級診療的實施給醫院產品上量帶來更多困難。兩票制的全面推行，醫藥代表備案制給營銷運營增加更多成本。



## Chairman's Statement (Continued)

### 主席報告 (續)

In addition, as the Group has adhered to the strategy to promote its own brands and to totally quit the promotion of the distributed product "Libod", focusing on the marketing of its own brands such as Miacalcic, Shusi and Xi Di Ke, together with the continuous adjustment pressure from the state's policies, it recorded a significant loss from operating results, which was inferior to expected.

The overall revenue of the Group for the year ended 31 December 2018 decreased by RMB33.3 million or 5.5% to RMB571.5 million, while the adjusted loss before interest and tax was approximately RMB842.8 million for the year ended 31 December 2018.

The Group achieved results in osteology, CNS and rare diseases of the core professional therapeutic areas.

Regarding osteology treatment, the Group completed the major transaction for the acquisition of Miacalcic (salmon calcitonin) injection in China and other regions from Novartis in July 2016 and successfully acquired Nasal Spray and assets of Miacalcic in October 2017, enriching the product portfolio of the Group. Miacalcic is a well-known international orthopaedic treatment brand used for the treatment of bone pain led by osteoporosis, Paget's disease of bone and hypercalcemia in a speedy, safe and thorough manner. After the completion of the full acquisition of Miacalcic project, NT Pharma has covered more than 8,000 hospitals and its market share continued to grow, leveraging on the marketing efforts regarding Miacalcic of its own sales team. The transfer of production of Miacalcic injection and the takeover of Miacalcic Nasal Spray in various equity markets have progressed well. Miacalcic, as the core proprietary product of NT Pharma, has huge market potential, against the backdrop of global aging trend. In addition, since it is difficult for an imitation to achieve similar quality due to the particularity of its raw materials and production process, it will maintain a competitive advantage for a long run.

另外，也由於本集團堅定推進自有品牌戰略，完全放棄代理產品「里葆多」的推廣，專注於自有品牌如密蓋息、舒思和喜滴克的營銷推廣，加上國家政策持續性的調整壓力，經營業績不及預期，產生重大虧損。

截至2018年12月31日止年度，本集團整體收入減少人民幣33.3百萬元或5.5%至人民幣571.5百萬元，截至2018年12月31日止年度之經調整除息及稅前虧損為人民幣842.8百萬元。

本集團骨科、中樞神經系統及罕見病為核心專業治療領域的成效。

在骨科領域方面，2016年7月完成的在中國及其他地區向諾華收購密蓋息（鮭魚降鈣素）注射劑之主要交易及2017年10月成功收購密蓋息鼻噴劑及其資產，豐富了集團產品組合。密蓋息作為知名的國際骨科品牌，治療骨質疏鬆症、Paget氏骨病及高鈣血症引發的骨痛具有快速、安全、徹底的治療功效。完成對密蓋息項目的整體收購後，泰凌依託其自有銷售團隊的推廣使密蓋息在市場上表現優良，已覆蓋超過八千家醫院，市場份額持續增長。密蓋息針劑的生產轉移及密蓋息鼻噴劑在各個權益市場的交接工作進展順利。密蓋息作為泰凌自有品牌的核心產品，隨著全球老齡化的趨勢加劇，市場潛力巨大。並且由於其原材料與生產工藝的特殊性，仿製品難以達到類似品質，可以在較長時間內保持競爭優勢。

## Chairman's Statement (Continued)

### 主席報告 (續)

In April 2018, the Group introduced a biosimilar drug, teriparatide injection, from Pfenex, Inc. in the US, further enriching its product portfolio in the osteology sector. The product, being a new generic drug of Forteo of Eli Lilly and Company, can promote the activity of osteoblasts for the treatment of osteoporosis, which is expected to be approved for marketing in the US by the end of 2019.

In the therapeutic area of CNS, the Group's proprietary brand product, Shusi (quercetin fumarate tablet), is the drug of choice for the treatment of schizophrenia which has proven safety track records and therapeutic effects on first-time psychiatric patients, bipolar disorder patients, elderly patients and adolescent patients. As a drug listed on both the National Reimbursement Drug List and the National Essential Drugs List, Shusi still has great market potential. Since the consistency evaluation has been completed, the product is expected to be approved for marketing in the first half of 2019, covering more than 2,000 hospitals so far.

Being one of the core products in the therapeutic area of oncology and hematology, Xi Di Ke is a unique national class 1 new drug of which the global exclusive intellectual property rights and related patents have been obtained by the Group. Xi Di Ke has been approved by the CFDA for the treatment of non-small cell lung cancer and terminal breast cancer. The product has been listed in the Medical Insurance Reimbursement Drug List of six provinces and cities, with a reasonable bidding price. In 2018, Xi Di Ke newly indicated its treatment for myelodysplastic syndrome (MDS) and the project was included in "the project pool of significant new drugs creation", under the Ministry of Science and Technology of the PRC. The clinic of MDS II has progressed well, and the clinical trials of 40 patients have been completed so far, with the results in the mid-term better than expected.

2018年4月，本集團從美國Pfenex, Inc.引進的生物仿製藥特立帕肽注射液，進一步豐富了骨科領域的產品線。該產品為禮來公司Forteo的全新仿製藥，可以促進成骨細胞的活性，用於骨質疏鬆的治療，預計2019年底即可在美國獲批上市。

中樞神經系統治療領域方面，本集團自有品牌舒思(富馬酸奎硫平片)，是精神分裂症首選藥，對首發精神病患者、雙相情感障礙患者、老年患者及青少年患者有可靠的安全性與良好的療效。作為全國醫保與基藥雙目錄藥品，舒思仍具有較大的市場潛力。該產品已完成一致性評價工作，預計2019年上半年即可獲批，目前覆蓋醫院超過兩千家。

作為血液腫瘤治療領域的核心產品之一，喜滴克為國家一類新藥，其全球獨家知識產權及相關專利由本集團擁有，獲國家藥監局批准用作治療非小細胞肺癌和晚期乳腺癌。產品目前已進入六省市醫保，中標價格合理。2018年，喜滴克新增適應症(骨髓增生異常綜合症，MDS)的研究項目被納入國家科技部「重大新藥創製」立項課題。MDS II期臨床進展順利，目前已經完成40例患者的臨床試驗，中期結果超預期。



## Chairman's Statement (Continued)

### 主席報告(續)

Looking ahead, we believe that, only by leveraging on an independent innovative platform and innovation capabilities of core new drugs, can we develop sustainably with core values. In 2019, we will seek for acquisition of new drug R&D companies that complement the Company to make up the shortage of NT Pharma. We will also continue to expand the hospital coverage by leveraging on the potential of our existing core products, achieving a turnaround in the operating results. We expect the continuous support from the Shareholders and investors to the Group.

Finally, on behalf of the Board, I would like to thank the Directors, the Shareholders and the employees of the Group for their efforts and dedications and for their support during the year.

#### **Ng Tit**

*Chairman and Chief Executive Officer*

Hong Kong, 29 March 2019

展望未來，我們相信唯有建立自主創新平台，具有核心新藥創新能力，才可能有持續發展，才具備核心價值。2019年，我們會尋求與公司相互補的新藥研發公司併購補上泰凌的短板。我們還將繼續發揮現有核心產品的潛力，不斷擴大醫院覆蓋，實現良好的經營業績扭虧為盈。希望股東及投資人繼續給予本集團支持。

本人謹代表董事會對各董事、股東及本集團僱員之努力和貢獻，以及所給予的支持致以衷心的感謝。

#### **吳鐵**

*主席兼行政總裁*

香港，2019年3月29日

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

NT Pharma is a technology-based pharmaceutical company integrated with research and development (“R&D”), manufacturing and sales of its own products, with its products covering therapeutic areas including central nervous system (“CNS”), orthopedics, oncology and hematology. NT Pharma owns two new National Class 1 new drugs, one well-known international innovative brand-name drug, and a number of generic drugs. The Group conducts its manufacturing through three subsidiaries, namely Suzhou First Pharmaceutical Co., Ltd. (“Suzhou First”), NT Biopharmaceuticals Jiangsu Co., Ltd. (“Jiangsu Biopharma”) and NT Pharma (Changsha) Co., Ltd. (“Changsha Pharma”). The Group owns several sales and distribution companies with around 300 sales professionals and R&D specialists. It also has an extensive sales network in China, covering nearly 10,000 hospitals.

The overall revenue of the Group from continuing operations for the year ended 31 December 2018 (the “Year under Review”) decreased by RMB33.3 million to RMB571.5 million, as compared with RMB604.8 million for the corresponding period in 2017. Operating loss from continuing operations for the Year under Review increased by RMB750.5 million to RMB480.9 million, as compared with an operating profit of RMB269.6 million for the corresponding period in 2017. The Group recorded a net loss of RMB963.8 million for the Year under Review, as compared with a net profit of RMB161.6 million for the corresponding period in 2017, representing a decrease of 696.4% year on year.

### 概覽

泰凌醫藥是一間集研究與開發(「研發」)、生產、銷售自有品牌藥品為一體化的科技製藥公司，藥品覆蓋中樞神經系統(「中樞神經系統」)、骨科、腫瘤及血液等治療領域。泰凌醫藥擁有兩個國家一類新藥、一個國際知名原研品牌藥及多個自有仿製藥；本集團擁有三間附屬公司蘇州第壹製藥有限公司(「蘇州第壹」)、泰凌生物製藥江蘇有限公司(「江蘇生物製藥」)及泰凌醫藥(長沙)有限公司(「長沙醫藥」)進行藥品生產；本集團擁有多家銷售公司，以及近300位銷售及研發專業人員；其銷售網絡遍佈中國，並覆蓋近萬家醫院。

於截至2018年12月31日止年度(「回顧年內」)，本集團來自持續經營業務的整體收入減少人民幣33.3百萬元至人民幣571.5百萬元，2017年同期則為人民幣604.8百萬元。回顧年內，來自持續經營業務的經營虧損增加人民幣750.5百萬元至人民幣480.9百萬元，而2017年同期的經營溢利則為人民幣269.6百萬元。本集團於回顧年內錄得淨虧損人民幣963.8百萬元，而2017年同期的淨溢利則為人民幣161.6百萬元，同比減少696.4%。





## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### BUSINESS REVIEW

2018 was an important year for the reform of pharmaceutical policy in China, during which the pharmaceutical industry and the business environment as a whole were going through adjustments in every aspect. Manufacturing enterprises, at the upstream end of the pharmaceutical industry, have been successively harvesting from key reform results in terms of consistency evaluation and the expedited evaluation and approval of innovative drugs. With the Chinese government's encouragement in research and development innovation and quality improvement, pharmaceutical companies had to upgrade their existing products, and at the same time intensify the development of new drugs to increase their competitiveness. Marketing companies, located at the midstream of the pharmaceutical industry, experienced lower sales profits under a restructured sales model as a result of the implementation of the "Two-Invoice System". For the patients and national medical insurance at the downstream of the pharmaceutical industry, the budget management of the medical insurance fund has been further strengthened with the release of the new version of Medical Insurance Drugs Catalogs and the negotiated results of drugs covered by medical insurance. In response to excessive medical treatments and unreasonable growth of medical expenses, the Medical Insurance Bureau of the PRC has successively put forward various policies including "bulk procurement" and bargaining negotiations on anti-cancer drugs.

With further in-depth development in the reform of the national medical system, the pharmaceutical market in China has remained tough and difficult.

#### 業務回顧

2018年是中國醫藥政策變革中的重要一年。醫藥行業及經營環境整體處於全方位的調整。藥品行業的上游方面 – 生產企業，面對一致性評價、創新藥加快審評審批等重要改革成果陸續進入收穫期，中國政府鼓勵研發創新、質量提升，醫藥企業一方面要為現有產品升級；另一方面，亦需要加大新藥品的開發力度，提升藥企的競爭力。藥品行業的中游方面 – 銷售企業，「兩票制」的實施，經銷利潤下降，銷售模式重新構建。藥品行業的下游方面 – 患者及國家醫保，新醫保目錄和醫保談判品種結果相繼落地，醫保預算管理進一步加強。更針對過度醫療現象及費用的不合理增長，國家醫保局先後提出「帶量採購」、抗癌藥議價談判等各項政策。

面對國家醫藥體制改革向縱深方向進一步發展，中國醫藥市場舉步為艱。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

During the Year under Review, the Group has steadily promoted and implemented different business strategies, and continued to implement and stabilize its development in the orthopedic business. On 18 April 2018, the Group entered into a cooperation agreement with Pfenex Inc. ("Pfenex"), a United States ("U.S.") biotechnology company, to develop new products, which will not only contribute to the Group's revenue, but also enhance the competitiveness of the Group's orthopedic pharmaceutical segment, generating new momentum for the long-term sustainable development of the Group. For the Year under Review, the Group recorded a revenue of RMB571.5 million, representing a decrease of 5.5% as compared to the corresponding period in 2017, and a net loss of RMB963.8 million (loss attributable to equity shareholders: RMB957.7 million).

### OPERATING RESULTS

#### Sales

The Group's business is currently composed of two operating segments, i.e. manufacturing and sales of proprietary products and sales and distributing of Miacalcic.

The Group's proprietary products include Shusi, Xi Di Ke, Zhuo'ao, Songzhi Wan and other drugs. For the Year under Review, the total revenue from manufacturing and sales of proprietary products decreased by RMB64.8 million or 17.4% to RMB307.7 million, as compared with RMB372.5 million for the corresponding period in 2017. Revenue of Shusi decreased by RMB54.8 million or 25.3% to RMB161.9 million for the Year under Review, as compared with RMB216.7 million for the corresponding period in 2017. The decreased sales amount of Shusi was due to the negative impact brought by the shift of sales model from distributors to proprietary sales during the Year under Review. For the Year under Review, revenue from Xi Di Ke amounted to RMB75.7 million, as compared with RMB81.8 million for the corresponding period in 2017. Revenue of Zhuo'ao increased by RMB3.9 million or 12.0% to RMB36.5 million during the Year of Review, as compared with RMB32.6 million for the corresponding period in 2017. The slight increase in sales amount of Zhuo'ao was mainly due to the positive impact brought by the price adjustment of Zhuo'ao as a result of the implementation of the two-invoice system during the Year under Review.

回顧年內，本集團紮實推進及落實各項經營策略，進一步踐行並穩固骨科的發展。於2018年4月18日，本集團與美國(「美國」)生物科技公司Pfenex Inc. (「Pfenex」)簽訂合作協議開發新產品，該新增產品不僅將會為本集團的營業收入帶來貢獻，更將為本集團提升骨科醫藥板塊的競爭實力，為實現長期可持續發展注入新的動力。回顧年內，本集團錄得收入為人民幣571.5百萬元，相比2017年同期下降5.5%，及淨虧損為人民幣963.8百萬元(權益股東應佔虧損：人民幣957.7百萬元)。

#### 營運業績

##### 銷售

本集團現時營運兩個主要業務分部，即自有產品生產及銷售和密蓋息銷售及分銷。

本集團的自有產品包括舒思、喜滴克、卓澳、松樞丸以及其他藥物。回顧年內，自有產品生產及銷售分部之總收入下降人民幣64.8百萬元或17.4%至人民幣307.7百萬元，去年則為人民幣372.5百萬元。回顧年內，舒思收入減少人民幣54.8百萬元或25.3%至人民幣161.9百萬元，去年則為人民幣216.7百萬元。舒思銷售額下跌因為回顧年內銷售模式由分銷商轉自營帶來負面影響。回顧年內，喜滴克收入為人民幣75.7百萬元，去年同期為人民幣81.8百萬元。回顧年內，卓澳收入增加人民幣3.9百萬元或12.0%至人民幣36.5百萬元，去年則為人民幣32.6百萬元。卓澳銷售額輕微增長，主要由於回顧年內因實施兩票制調整卓澳價格帶來正面影響。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

For the Year under Review, revenue from the Miacalcic segment amounted to RMB263.9 million, as compared with RMB232.4 million for the corresponding period in 2017. Revenue from Miacalcic Injection increased by RMB118.1 million or 121.5% to RMB215.3 million for the Year under Review, as compared with RMB97.2 million for the corresponding period in 2017. Brand licensing fee income of Miacalcic Injection decreased by RMB122.0 million or 95.5% to RMB5.7 million for the Year under Review from RMB127.7 million for the corresponding period in 2017. Revenue from Miacalcic Nasal Spray amounted to RMB3.5 million for the Year under Review, whereas no revenue in relation to Miacalcic Nasal Spray has been recorded for the corresponding period in 2017. Brand licensing fee income of Miacalcic Nasal Spray amounted to RMB39.4 million, as compared with RMB7.5 million for the corresponding period in 2017.

#### R&D

The Group has established a R&D and clinical medical center in Beijing, which maintains long-term strategic cooperation with domestic and foreign research institutions and companies. The Group conducts R&D of new products in many areas, such as cancer and blood diseases, central nervous system diseases, liver diseases and infectious diseases, while expanding the scope of indications of the existing drugs, with an aim to offer more new products to the patients in the future.

回顧年內，密蓋息分部收入為人民幣263.9百萬元，2017年同期密蓋息收入為人民幣232.4百萬元。回顧年內，密蓋息注射劑收入增加人民幣118.1百萬元或121.5%至人民幣215.3百萬元，2017年同期則為人民幣97.2百萬元。回顧年內，密蓋息注射劑品牌授權使用費收入減少人民幣122.0百萬元或95.5%至人民幣5.7百萬元，2017年同期則為人民幣127.7百萬元。回顧年內，密蓋息鼻噴劑收入為人民幣3.5百萬元，2017年同期並無有關密蓋息鼻噴劑收入。密蓋息鼻噴劑品牌授權使用費收入為人民幣39.4百萬元，2017年同期則為人民幣7.5百萬元。

#### 研發

本集團在北京設有研發及臨床醫學中心，該中心與國內外多個研究機構和公司進行長期戰略合作。本集團在腫瘤及血液系統疾病、中樞神經系統疾病、肝臟疾病、感染性疾病等多項領域進行新產品研發，並擴大現有藥品適應症，未來將會有更多的新產品提供給患者。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### PROSPECTS AND OUTLOOK OF THE GROUP OUTLOOK:

In recent years, driven by the reform of pharmaceutical policies, the pharmaceutical industry in China has been undergoing significant changes. The Group believes that market volatility and uncertainties will continue in the short term, therefore it will face the challenges arising from various new policies on the control of expenditure out of the national medical insurance fund, including collective tender with “4+7 bulk procurement”, the two-invoice system, the lowest prices linkage and lowering drug prices. Nevertheless, as a series of important pharmaceutical policies documents have been issued and relevant rules have been released in recent years, such as the new version of Medical Insurance Drugs Catalogs, consistency evaluation, priority evaluation and innovative drugs, the results of industry reform will gradually emerge, and the Group believes that all these will bring structural opportunities for the pharmaceutical industry. In the context of steady progress in the industry and policy pressures, the layout and business environment of the pharmaceutical industry and enterprises in China are undergoing changes, which will create new opportunities and challenges for the subsequent development of the pharmaceutical industry.

#### 本集團前景及展望 展望：

近年，在國家醫改政策驅動下，中國醫藥行業處於深刻變革進程中。本集團相信市場波動及不穩定因素將短期持續，故將面對國家醫保控費各項新政策的挑戰，如：「4+7帶量採購」的集體招標、兩票制、最低價聯動及藥品價格下行等。然而，近年來一系列重要的醫藥政策文件出台，有關的細則亦陸續發佈，如新版醫保目錄、一致性評價、優先審評、創新藥等，行業改革的成果將陸續浮現，本集團認為這都將為醫藥行業帶來結構性機遇。在行業平穩前進，政策壓力猶在的背景，中國醫藥行業和企業的佈局及經營環境正在發生變化，這些改變和調整也將為後續醫藥行業的醞釀出新的機遇和挑戰。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

In response to such opportunities and challenges, the Group will implement the following strategies in a prudent and careful manner:

#### 1. Focus on core businesses and enhance brand advantages

The Group will prudently deploy and accurately position its CNS and orthopedics business in the market. By leveraging on the brand superiority and marketing resources of its existing drug – Miacalcic and Shusi, and through strategies such as external acquisitions and brand extension, the Group will develop key products with excellent clinical efficacy and market value and to optimize its product mix for orthopedic treatments. While paying constant attention to both domestic and international market dynamics, the Group will make elaborate planning for the acquisitions of products and develop a thorough plan to upgrade its business in existing fields for better competitiveness of the NT Pharma products in the market as well as sustainable development for its segment.

#### 2. Optimize distribution network and consolidate regional competitiveness

By optimizing its sales team and combining its own channels with external distribution model, the Group will accelerate the deployment of its comprehensive distribution network and quickly penetrate gaps in the market to strengthen the coverage of the distribution ends of the pharmaceutical market and consolidate its competitive advantages in well-established regions. The Group will also accelerate the development of distribution business for existing products as well as new orthopedic products in future by improving operational efficiency and quality, thus consolidating its leading position as a bone health provider in the market.

為應對上述的機遇和挑戰，本集團將審慎及仔細地推進下列戰略：

#### 1. 聚焦核心領域，強化品牌優勢

本集團將審慎佈局及精準定位中樞神經系統及骨科業務的發展。憑藉現有藥品－密蓋息及舒思的品牌及營銷資源優勢，本集團將通過外部併購、品牌延伸等戰略，打造臨床效果和市場價值兼備的重要產品，完善骨科治療的產品組合。同時，本集團將積極關注國內外市場動態，仔細部署產品的收購，以周詳的計劃為現有領域事業升級，加強泰凌醫藥的市場競爭力，實現業務可持續發展。

#### 2. 完善網絡佈局，強化優勢區域

本集團將優化銷售團隊，並以自有加外在的經銷模式，一方面，加快分銷網絡的全方位佈局，另一方面，迅速滲透空白市場，以加強對醫療終端的覆蓋，做深做透優勢區域。本集團亦會通過提升運營效率和質量，加快現有產品及未來新骨科產品分銷業務發展，鞏固骨健康提供者的市場領先地位。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 3. Focus on the construction of a marketing system and a professional sales team

The Group attaches great importance to the construction of a marketing system and has established a professional and high-quality sales team which is academic marketing-oriented with refined channels of network marketing. In the future, the Group will continue to strengthen its effort in the construction of the sales team and ensure the professional competence of the team through internal trainings.

#### 4. Enhance overall competitiveness through expanded international cooperation for access to quality resources and advanced technologies

The Group will further explore cooperation plans with strategic partners overseas by introducing premium products and advanced technologies from outside to accomplish a mutually beneficial cooperation model for the expansion in the pharmaceutical market in the PRC and further support towards the optimization and upgrades of its product mix and business model. Meanwhile, the Group will proactively select bio-tech partners with products pipelines and achievements, and consider various cooperation schemes to enhance its level of scientific research.

#### 5. The Group will actively improve financial structure, and continue to adopt prudent financial management and cost control policies, strengthen the internal control, and optimise management in every aspect to ensure more effective allocation of resources and improvement of operational efficiencies.

#### 3. 重視營銷體系建設，打造專業隊伍

本集團高度重視營銷體系建設，並以學術營銷、搭建精細化渠道網絡營銷為導向，打造專業高素質的營銷團隊。未來，本集團將繼續加強營銷團隊的建設力度，通過提供內部培訓，確保團隊的專業素質。

#### 4. 拓展國際合作，獲取優質資源和先進技術，提升綜合競爭力

本集團將持續與海外戰略夥伴探索合作方案，引進高端產品、先進技術，共建互利共贏的合作模式，拓展生物科技領域市場，進一步助力產品組合和業務模式的優化升級。同時，本集團將積極物色具產品管線及成果的生物科技伙伴，考慮不同的合作方案提升自身的科研水平。

#### 5. 本集團將積極改善財務結構，繼續採取審慎的財務管理及成本控制，加強內部監控，盡力優化每個管理範疇，以確保更有效的投放資源及提高營運效益。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### HUMAN RESOURCES

As at 31 December 2018, the Group had 665 full time employees (2017: 803 employees). For the year ended 31 December 2018, the Group's total cost on remuneration, welfare and social security amounted to RMB171.4 million (2017: RMB112.9 million).

The remuneration structure of the Group is based on employee performance, local consumption level and prevailing conditions in the human resources market. Directors' remuneration is determined with reference to each Director's experience, responsibilities and prevailing market standards.

#### 人力資源

於2018年12月31日，本集團的全職僱員人數為665名（2017年：803名）。截至2018年12月31日止年度，本集團薪酬、福利及社會保障的總成本為人民幣171.4百萬元（2017年：人民幣112.9百萬元）。

本集團的薪酬架構乃基於僱員表現、當地消費水平及人力資源市場現行市況釐定。董事酬金乃參考各董事的資歷、職責及當前市場水平釐定。

#### FINANCIAL REVIEW

##### Revenue

#### 財務回顧

##### 收入

For the year ended 31 December  
截至12月31日止年度

		2018 Sales volume '000 千	2018 Unit price RMB 人民幣	2018 Sales amount RMB'000 人民幣千元	2018 Proportion 佔比 (%)	2017 Sales volume '000 千	2017 Unit price 單價 RMB 人民幣	2017 Sales amount RMB'000 人民幣千元	2017 Proportion 佔比 (%)
<b>Proprietary products production and sales</b>	<b>自有產品生產及銷售</b>								
Shusi	舒思	5,314	30.5	161,921	28.3%	7,215	30.0	216,689	35.8%
Xi Di Ke	喜滴克	165	457.6	75,710	13.2%	169	485.3	81,824	13.5%
Zhuo'ao	卓澳	16,828	2.2	36,502	6.4%	20,621	1.6	32,603	5.4%
Songzhi Wan	松樞丸	73	136.4	9,957	1.7%	98	126.5	12,335	2.0%
Others	其他	15,625	1.5	23,576	4.2%	19,975	1.5	29,004	4.8%
<b>Subtotal</b>	<b>小計</b>			<b>307,666</b>	<b>53.8%</b>			<b>372,455</b>	<b>61.5%</b>
<b>Miacalcic</b>	<b>密蓋息</b>								
Miacalcic Injection	密蓋息注射劑	1,288	167.1	215,270	37.7%	546	178.1	97,220	16.1%
Brand licensing fee income of Miacalcic Injection	密蓋息注射劑品牌授權使用費收入	156	36.6	5,705	1.0%	1,193	107.0	127,709	21.2%
Miacalcic Nasal Spray	密蓋息鼻噴劑	16	218.9	3,503	0.6%	-	-	-	-
Brand licensing fee income of Miacalcic Nasal Spray	密蓋息鼻噴劑品牌授權使用費收入	233	169.0	39,377	6.9%	44	169.6	7,462	1.2%
<b>Subtotal</b>	<b>小計</b>			<b>263,855</b>	<b>46.2%</b>			<b>232,391</b>	<b>38.5%</b>
<b>Total</b>	<b>總計</b>			<b>571,521</b>	<b>100.0%</b>			<b>604,846</b>	<b>100.0%</b>

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Revenue from manufacturing and sales of proprietary products decreased by RMB64.8 million to RMB307.7 million, accounting for 53.8% of the total revenue in the Year under Review, as compared with RMB372.5 million or 61.5% of the Group's revenue in the corresponding period in 2017. The decrease in revenue from manufacturing and sales of proprietary products was due to the negative impact brought by the shift of sales model from distributor to proprietary sales during the Year under Review.

Revenue from sales and brand licensing fee income of Miacalcic increased by RMB31.5 million to RMB263.9 million, accounting for 46.2% of total revenue in the Year under Review as compared with RMB232.4 million or 38.5% of the Group's revenue in the corresponding period in 2017. The increase in revenue of Miacalcic was due to the increase of brand licensing fee income and sales of Miacalcic Nasal Spray.

#### Cost of Sales

For the year ended 31 December 2018, cost of sales increased by RMB28.9 million to RMB149.5 million, as compared with RMB120.6 million for the year ended 31 December 2017. The increase in cost of sales was mainly due to the increase in cost of Shusi and, meanwhile, the increased cost of sales of Miacalcic Injection resulted from its increased sales upon the completion of license transfer in respect of the Miacalcic products.

自有產品生產及銷售的收入減少人民幣64.8百萬元至人民幣307.7百萬元，佔回顧年內年總收入53.8%，相比2017年同期則為人民幣372.5百萬元或佔本集團收入61.5%。自有產品生產及銷售的收入錄得減少，是由於回顧年內銷售模式由分銷商轉自營帶來負面影響。

密蓋息銷售及品牌授權使用收入增加人民幣31.5百萬元至人民幣263.9百萬元，佔回顧年內總收入46.2%，相比2017年同期則為人民幣232.4百萬元或佔本集團收入38.5%。密蓋息收入增加，是因為密蓋息鼻噴劑的品牌授權使用收入及銷售額增加。

#### 銷售成本

截至2018年12月31日止年度，銷售成本增加人民幣28.9百萬元至人民幣149.5百萬元，相比截至2017年12月31日止年度則為人民幣120.6百萬元。銷售成本增加主要原因是年內舒思的成本上升，同時，伴隨密蓋息產品牌照轉移完成，密蓋息注射劑銷售上升，其銷售成本同步增加。



# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### Gross Profit

### 毛利

For the year ended 31 December

截至12月31日止年度

Products	產品	2018	2018	2017	2017
		Gross Profit Margin	Gross Profit	Gross Profit	Gross Profit Margin
		毛利	毛利率	毛利	毛利率
		RMB'000	(%)	RMB'000	(%)
		人民幣千元		人民幣千元	
<b>Proprietary products production and sales</b>	<b>自有產品生產及銷售</b>				
Shusi	舒思	110,947	68.5%	183,863	84.9%
Xi Di Ke	喜滴克	63,484	83.9%	70,029	85.6%
Zhuo'ao	卓澳	23,751	65.1%	20,785	63.8%
Songzhi Wan	松樞丸	5,084	51.1%	8,915	72.3%
Others	其他	(4,419)	(18.8%)	(3,876)	(13.4%)
<b>Subtotal</b>	<b>小計</b>	<b>198,847</b>	<b>64.6%</b>	279,716	75.1%
<b>Miacalcic</b>	<b>密蓋息</b>				
Miacalcic Injection	密蓋息注射劑	175,247	81.4%	69,348	71.3%
Brand licensing fee income of Miacalcic Injection	密蓋息注射劑品牌授權使用收入	5,705	100%	127,709	100.0%
Miacalcic Nasal Spray	密蓋息鼻噴劑	2,826	80.7%	-	-
Brand licensing fee income of Miacalcic Nasal Spray	密蓋息鼻噴劑品牌授權使用收入	39,377	100%	7,462	100.0%
<b>Subtotal</b>	<b>小計</b>	<b>223,155</b>	<b>84.6%</b>	204,519	88.0%
<b>Total</b>	<b>總計</b>	<b>422,002</b>	<b>73.8%</b>	484,235	80.1%

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Gross profit decreased by RMB62.2 million to RMB422.0 million in the Year under Review, as compared with RMB484.2 million in the corresponding period in 2017. Gross profit margin decreased by 6.3 percentage points to 73.8% for the Year under Review, as compared with 80.1% for the corresponding period in 2017. The decrease in gross profit margin was mainly due to the increase in average selling prices and sales contribution of products with higher gross profit margin such as Shusi and Xi Di Ke, as well as the revenue contribution from Miacalcic.

The loss for the year was mainly attributable to the following:

#### 1. Impairment loss on Songzhi Wan

During the year ended 31 December 2018, competitors have launched similar products with enhanced functionalities at lower cost to the market, despite of management's effort in launching a number of business initiatives by offering discount price, Songzhi Wan continued to suffer loss. In view of the above, the Group decided not to continue the production of Songzhi Wan temporarily. The Group recognised full impairment of approximately RMB77.7 million (2017: Nil) on the carrying value of Songzhi Wan as at 31 December 2018, based on the impairment assessment conducted by reference to an independent valuation performed by an independent professional valuer.

回顧年內，毛利減少人民幣62.2百萬元至人民幣422.0百萬元，相比2017年同期則為人民幣484.2百萬元。回顧年內，毛利率減少6.3個百分點至73.8%，相比2017年同期則為80.1%。毛利率的減少主要由於較高毛利率的產品如舒思、喜滴克的銷售均價及銷售佔比的提升及密蓋息的收入貢獻所致。

年內虧損主要來自下列各項：

#### 1. 松栢丸減值虧損

截至2018年12月31日止年度，競爭對手以較低成本在市場上推出藥效更強的類似產品。儘管管理層以降價出售的方式全力舉行多項商業活動，松栢丸繼續錄得虧損。鑒於上文所述，本集團決定暫時停產松栢丸。本集團根據參考獨立專業估值師進行獨立估值而進行的減值評估，就松栢丸於2018年12月31日的賬面值確認全數減值約人民幣77.7百萬元（2017年：無），已計入本年度合併損益。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 2. Impairment loss on trade and other receivables

Due to the slow down of the economy, deleveraging and the government regulations on the medicine industry in the PRC, the Group experience defaults in payments by its customers. The Group has recognised provisions for impairment of approximately RMB90,640,000 (2017: nil) on receivable from a former supplier of a discontinued operation, as disclosed in note 9(a) to the consolidated financial statements, and trade receivables of approximately RMB435.9 million (2017: RMB7 million), of which approximately RMB271.3 million (2017: reversal of approximately RMB1.6 million) and approximately RMB164.6 million (2017: RMB7.0 million) related to the discontinued operation, as disclosed in notes 9(b) to the consolidated financial statements, and continuing operations, respectively, during the year ended 31 December 2018.

#### 3. Fair value loss on financial liabilities at FVTPL

Based on the valuation performed by an independent professional qualified valuer, the fair value loss on the financial liabilities component of the CPSs at 31 December 2018 amounted to approximately RMB305.0 million (2017: fair value gain of approximately RMB9.0 million), details of which are set out in note 32 to the consolidated financial statements.

#### 2. 貿易及其他應收款項減值

由於中國經濟放緩、去槓桿化及政府對藥品行業之監管，本集團遭客戶拖欠款項。本集團於截至2018年12月31日止年度確認就綜合財務報表附註9(a)所披露的來自己終止經營業務的前供應商的其他應收款項減值撥備約人民幣90,640,000元(2017年：無)，及貿易應收賬款減值撥備約人民幣435.9百萬元(2017年：人民幣7百萬元)，其中約人民幣271.3百萬元(2017年：撥回約人民幣1.6百萬元)與終止經營業務有關(於綜合財務報表附註9(b)披露)及約人民幣164.6百萬元(2017年：人民幣7.0百萬元)與持續經營業務有關。

#### 3. 按公允值列入損益的金融負債之公允值

參照獨立專業合資格估值師進行的估值釐定，於2018年12月31日可換股優先股金融負債部分的公允值虧損約人民幣305.0百萬元(2017年：公允值收益約人民幣9.0百萬元)，詳情列於綜合財務報表附註32。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Reportable Segment Results

The operating expenses of the Group increased by RMB676.1 million or 368.4% to RMB859.6 million for the year ended 31 December 2018, as compared with RMB183.5 million in 2017. The Group reported an operating loss of RMB437.6 million for the year ended 31 December 2018, as compared with an operating profit of RMB300.7 million for the corresponding period in 2017. The following table sets forth a breakdown of the Group's adjusted EBITDA by reportable segment for the year ended 31 December 2018:

#### 可呈報分部業績

截至2018年12月31日止年度，本集團的經營開支增加人民幣676.1百萬元或368.4%至人民幣859.6百萬元，相比2017年則為人民幣183.5百萬元。於截至2018年12月31日止年度本集團錄得經營虧損人民幣437.6百萬元，相比2017年則為經營溢利人民幣300.7百萬元。下表載列本集團截至2018年12月31日止年度按可呈報分部分析的經調整未計利息、稅項、折舊及攤銷之盈利明細：

Continuing operations 持續經營業務		For the year ended 31 December 截至12月31日止年度			
		2018		2017	
		RMB'000 人民幣千元	(%)	RMB'000 人民幣千元	(%)
Proprietary products production and sales	自有產品生產 及銷售	27,118	8.81%	171,069	45.93%
Miacalcic	密蓋息	105,578	40.01%	157,034	67.57%
<b>Total</b>	<b>總計</b>	<b>132,696</b>	<b>23.22%</b>	<b>328,103</b>	<b>54.25%</b>



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Finance Costs

The Group's finance costs consist of interest on bank and other borrowings and bank charges. Finance costs increased by RMB37.9 million or 87.8% to RMB81.1 million for the Year under Review, as compared to RMB43.2 million for the corresponding period in 2017. The increase in finance costs was mainly due to an increase in bank and other borrowings as compared with the corresponding period in 2017.

#### Taxation

Income tax expense was RMB39.9 million for the Year under Review as compared to an income tax expense of RMB15.9 million for the corresponding period in 2017. This increase in income tax expense was mainly due to reversal of deferred tax assets.

#### Loss/Core Loss Attributable to Equity Holders of the Company

Loss attributable to equity holders of the Company for the Year under Review was RMB957.7 million as compared to a net profit of RMB165.2 million for the corresponding period in 2017. Core loss attributable to equity holders of the Company for the Year under Review was RMB637.9 million as compared to a core profit of RMB166.8 million for the corresponding period in 2017, which was mainly due to non-recurring provisions, impairments and one-off expense.

#### Loss per Share

The calculation of basic loss and basic core loss per share is based on the loss and core loss attributable to the equity shareholders of the Company divided by the weighted average number of ordinary shares of the Company in issue during the year ended 31 December 2018.

The calculation of diluted loss and diluted core loss per share does not assume the exercise of the Company's outstanding share options or conversion of outstanding redeemable convertible preference shares of the Company which had an anti-dilutive effect and would result in reduction in loss per share for the year ended 31 December 2018.

#### 融資成本

本集團的融資成本包括銀行及其他借貸的利息及銀行費用。回顧年內，融資成本增加人民幣37.9百萬元或87.8%至人民幣81.1百萬元，相比2017年同期則為人民幣43.2百萬元。融資成本增加主要由於銀行及其他貸款較2017年同期增加。

#### 稅項

回顧年內，所得稅開支為人民幣39.9百萬元，相比2017年同期則為所得稅開支人民幣15.9百萬元。所得稅開支上升主要由於遞延稅項資產回撥所致。

#### 本公司權益持有人應佔虧損／核心虧損

回顧年內，本公司權益持有人應佔虧損為人民幣957.7百萬元，相比2017年同期則為純利人民幣165.2百萬元。回顧年內，本公司權益持有人應佔核心虧損為人民幣637.9百萬元，相比2017年同期則為核心溢利人民幣166.8百萬元，主要因為非經常性撥備、減值及一次性開支所致。

#### 每股虧損

每股基本虧損及每股基本核心虧損乃分別以本公司權益持有人應佔虧損及核心虧損除以截至2018年12月31日止年度本公司已發行普通股之加權平均數計算。

每股攤薄虧損及每股攤薄核心虧損之計算並無假設本公司尚未行使之購股權獲行使或尚未兌換本公司之可贖回可換股優先股獲兌換，原因為行使購股權或兌換可贖回可換股優先股有反攤薄效應及將導致截至2018年12月31日止年度之每股虧損減少。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

For the year ended 31 December

截至12月31日止年度

2018

2017

(Loss)/profit attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔(虧損)/溢利(人民幣千元)	<b>(957,666)</b>	165,195
Plus: equity-settled shares awarded and share option expenses (RMB'000)	加：以權益結算並以股份獎勵及購股權開支(人民幣千元)	<b>8,260</b>	7,638
Plus: share of loss of an associate (RMB'000)	加：分佔一間聯營公司之虧損(人民幣千元)	<b>1,974</b>	1,077
Plus: net exchange loss (RMB'000)	加：匯兌虧損淨額(人民幣千元)	<b>4,348</b>	1,932
Plus: net loss on disposal of property, plant and equipment, intangible assets and interests in subsidiaries (RMB'000)	加：出售物業、廠房及設備、無形資產及子公司權益的虧損淨額(人民幣千元)	<b>299</b>	(33)
Core (loss)/profit attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔核心(虧損)/溢利(人民幣千元)	<b>(942,785)</b>	175,809
Fair value loss/(gain) on financial liabilities of redeemable convertible preference shares (RMB'000)	可贖回可換股優先股的金融負債的公允值虧損/(收益)(人民幣千元)	<b>304,907</b>	(9,050)
Diluted core (loss)/profit attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔攤薄核心(虧損)/溢利(人民幣千元)	<b>(637,878)</b>	166,759
Weighted average number of ordinary shares in issue (basic) ('000)	已發行普通股之加權平均數(基本)(千股)	<b>1,565,810</b>	1,541,544
Weighted average number of ordinary shares in issue after the effect of shares issued upon exercise of share options and conversion of redeemable convertible preference share (diluted) ('000)	經計及因購股權獲行使及兌換可贖回可換股優先股而發行股份之影響後之已發行普通股之加權平均數(攤薄)(千股)	<b>1,565,810</b>	1,711,656
Basic (loss)/earnings per share (RMB cent per share)	每股基本(虧損)/盈利(每股人民幣分)	<b>(61.16)</b>	10.72
Diluted (loss)/earnings per share (RMB cent per share)	每股攤薄(虧損)/盈利(每股人民幣分)	<b>(61.16)</b>	9.12
Basic core (loss)/earnings per share (RMB cent per share)	每股基本核心(虧損)/盈利(每股人民幣分)	<b>(60.21)</b>	11.40
Diluted core (loss)/earnings per share (RMB cent per share)	每股攤薄核心(虧損)/盈利(每股人民幣分)	<b>(60.21)</b>	9.74



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

The core (loss)/profit attributable to equity shareholders of the Company is the (loss)/profit attributable to equity shareholders of the Company excluding equity settled share option expenses, share of loss of an associate, net exchange loss and net loss on disposal of property, plant and equipment and intangible assets and interests in subsidiaries.

### Capital Expenditure

Total capital expenditure increased by RMB13.6 million or 5.7% to RMB250.2 million for the Year under Review, as compared with RMB236.6 million for the corresponding period in 2017. The capital expenditure was mainly used for settlement of the consideration payable of exclusive intellectual property rights and distribution rights relating to Miacalcic products.

## LIQUIDITY AND FINANCIAL RESOURCES

### Treasury Policies

The primary objective of the Group's capital management is to maintain its ability to continue as a going concern so that the Group can constantly provide returns for shareholders of the Company and benefits for other stakeholders by implementing proper product pricing and securing access to financing at reasonable costs. The Group actively and regularly reviews and manages its capital structure and makes adjustments by taking into consideration the changes in economic conditions, its future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group closely monitors its debt/assets ratio, which is defined as total borrowings divided by total assets.

本公司權益股東應佔核心(虧損)/溢利乃本公司權益股東應佔(虧損)/溢利除去以權益結算購股權開支、分佔一間聯營公司之虧損、匯兌虧損淨額及出售物業、廠房及設備及無形資產及子公司權益的虧損淨額。

### 資本開支

回顧年內，資本開支總額增加人民幣13.6百萬元或5.7%至人民幣250.2百萬元，相比2017年同期則為人民幣236.6百萬元。資本開支主要用於結付有關密蓋息產品之獨家知識產權及分銷權之應付代價。

## 流動資金及財務資源

### 庫務政策

本集團資本管理的主要目標是維持持續經營能力，有助本集團進行適當的產品定價並以合理成本取得融資，繼續為本公司股東提供回報及為其他利益相關者提供福利。本集團積極定期檢討及管理資本結構，並經考慮經濟狀況變動、日後資金需求、當前及預期的盈利能力及營運現金流量、預期資本開支及預期策略投資機會而作出調整。本集團密切監控其負債對資產比率(即借款總額除以資產總值)。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Foreign Currency Exposure

The Group is exposed to currency risks primarily through sales made by the Group's Hong Kong and PRC subsidiaries, and certain bank deposits and bank borrowings which are denominated in Hong Kong dollars. The Group recorded a net exchange loss of RMB4.3 million for the Year under Review while the net exchange loss of the Group for the corresponding period in 2017 was RMB1.9 million. Currently, the Group does not employ any financial instruments to hedge foreign exchange risk.

#### Interest Rate Exposure

The Group's interest rate risk arises primarily from bank and other borrowings, unsecured debenture and bank balances. Borrowings at variable rates expose the Group to cash flow interest rate risk. Currently, the Group does not employ any financial instruments to hedge against interest rate risk.

#### Total debt

		As at 31 December	
		於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total debt	債務總額	(1,411,632)	(787,113)
Pledged bank deposits, cash and cash equivalents	已抵押銀行存款、現金及現金等價物	125,793	212,038
Net debt	債務淨額	(1,285,839)	(575,075)

#### 外匯風險

本集團面臨的外匯風險主要來自本集團的香港及中國附屬公司的銷售活動及以港元計值的若干銀行存款及銀行貸款。回顧年內為匯兌虧損淨額人民幣4.3百萬元，2017年同期，本集團匯兌虧損淨額為人民幣1.9百萬元。目前，本集團並無採用任何金融工具對沖外匯風險。

#### 利率風險

本集團的利率風險主要來自銀行及其他貸款、無抵押債券及銀行結餘。浮息借款令本集團承受現金流利率風險。目前，本集團並無採用任何金融工具對沖利率風險。

#### 債務總額





## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

The maturity profile of the Group's borrowings is set out as follows:

本集團借貸之還款期如下：

		As at 31 December	
		於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Repayable:	須於下列期間償還：		
- Within one year	- 一年內	775,786	437,764
- After one but within two years	- 超過一年但於兩年內	95,070	65,764
- After two but within five years	- 超過兩年但於五年內	139,694	152,527
		<b>1,010,550</b>	656,055

The Group's bank borrowings of approximately RMB859.3 million as at 31 December 2018 (2017: RMB656.1 million) were bank borrowings of RMB587.6 million (2017: RMB433.0 million) made from banks in the PRC at fixed interest rates ranging from 4.30% to 6.19% per annum. As at 31 December 2018, the Group's bank borrowings of approximately RMB271.7 million (2017: RMB223.1 million) were made from banks in Hong Kong.

本集團銀行借貸於2018年12月31日約為人民幣859.3百萬元（2017年：人民幣656.1百萬元）。其中由中國之銀行借出約為人民幣587.6百萬元（2017年：人民幣433.0百萬元），固定利率為每年4.30%至6.19%，於2018年12月31日，由香港之銀行借貸約為人民幣271.7百萬元（2017年：人民幣223.1百萬元）。

In addition, as at 31 December 2018, the Group's other borrowings amounted to RMB151.3 million in aggregate (2017: Nil) with fixed interest rate ranging from 5.40% to 14.04% per annum.

此外，於2018年12月31日，本集團之其他借貸總額為人民幣151.3百萬元（2017年：無），固定利率為每年5.40%至14.04%。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### Debt-to-Assets Ratio

The Group closely monitors its debt-to-assets ratio to optimize its capital structure so as to ensure solvency and the Group's ability to continue as a going concern.

#### 負債對資產比率

本集團密切監察其負債對資產比率以優化其資本結構，以確保本集團的償付能力及持續經營能力。

		As at 31 December 於12月31日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Total debt	債務總額	1,411,632	787,113
Total assets	總資產	2,227,162	2,759,719
Debt-to-assets ratio	負債對資產比率	63.4%	28.5%

#### Charges on the Group's Assets

Details of the pledge of assets of the Group as at 31 December 2018 are set out in note 26(iii) to the consolidated financial statements.

#### 本集團資產抵押

本集團於2018年12月31日之資產抵押詳情載於綜合財務報表附註26(iii)。

#### Going Concern Basis

During the year ended 31 December 2018, the Group incurred a loss attributable to the equity shareholders of RMB957,666,000 for the year ended 31 December 2018 and, as at 31 December 2018, the Group's current liabilities exceeded its current assets by RMB750,894,000. The consolidated financial statements have been prepared on the assumption that the Group will be able to operate as a going concern in the foreseeable future, after taking into consideration of (a) unused and available credit facilities of approximately RMB77,744,000; (b) new bank loans of approximately RMB50,000,000 subsequently obtained from banks up to the date of approval for the consolidated financial statements; (c) On 25 January 2019, the Company, a placing agent and a guarantor, being independent third parties, entered into a placing agreement under which the Company will issue bonds with an aggregate principal amounting to HK\$100 million for a period of twelve months commencing from the date of the placing agreement; (d) additional new and potential credit facilities and/or financial arrangements which are currently under serious and advanced stage of discussions between the Group and certain financial institutions and (e) continuing financial support from a substantial shareholder of the Company who has agreed to provide adequate funds to the Group to enable it to meet its debts as and when they fall due in the foreseeable future.

#### 持續經營基準

截至2018年12月31日止年度，本集團於本年度產生權益股東應佔虧損人民幣人民幣957,666,000元，以及於2018年12月31日，本集團的流動負債超出流動資產人民幣750,894,000元。鑒於(a)未動用及可用信貸融資約人民幣77,744,000元；(b)直至綜合財務報表批准日前隨後向銀行取得之新增銀行貸款約人民幣50,000,000元；(c) 於2019年1月25日，本公司、配售代理及擔保人(為獨立第三方)訂立配售協議，據此，本公司將於自配售協議日期起十二個月內發行本金總額為100百萬港元之債券；(d)其他新增及潛在信貸融資及/或目前由本集團與若干金融機構進行緊張及最後階段之磋商之融資安排；及(e)本公司一名主要股東之持續財務支持，有關主要股東已同意向本集團提供充足資金，以令本集團可於可預見未來履行其到期債務，綜合財務報表之編製乃假設本集團可於可見將來繼續按持續經營基礎營運。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

Management of the Company has prepared a cash flow forecast of the Group for a period covered not less than twelve months from date of approval for the consolidated financial statements. Based on the cash flow forecast, after having taken into account of the Group's projected cash flows, current financial resources, existing and new credit facilities, the financial support from a substantial shareholder of the Company and the future capital expenditure requirement, management of the Company is of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the date of approval for the consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

本公司管理層已編製本集團涵蓋不少於綜合財務報表批准日期起十二個月期間之現金流量預測。根據現金流量預測，經考慮本集團之預測現金流量、流動財務資源、現有及新增信貸融資、本公司一名主要股東之財務支持以及日後資本開支要求後，本公司管理層認為，本集團將擁有充足營運資金履行其自綜合財務報表批准日期後未來十二個月到期之財務責任。因此，綜合財務報表已按持續經營基準編製。

### Capital Commitments

Capital commitments outstanding at 31 December 2018 not provided for in the consolidated financial statements were as follows:

### 資本承擔

於2018年12月31日於綜合財務報表內並無撥備而未清償的資本承擔如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Contracted for but not provided for	已訂約但未撥備		
– property, plant and equipment	– 物業、廠房及設備	190	484
– investment in an associate	– 於一間聯營公司之投資	20,000	20,000
– intangible assets: computer software	– 無形資產：計算機軟件	1,375	1,325
– intangible asset: Teriparatide	– 無形資產：特立帕肽	154,422	–
		<b>175,987</b>	21,809

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

At 31 December 2018, the Group had total future minimum lease payments under non- cancellable operating leases payable as follows:

於2018年12月31日，本集團於不可解除經營租賃項下的日後應付最低租賃付款總額如下：

		As at 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	於一年內	11,917	14,349
After one year but within five years	於一年後但於五年內	5,281	16,852
Over five years	超過五年	-	-
		<b>17,198</b>	31,021

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to three years. None of the leases includes contingent rentals.

本集團為根據經營租賃下租用多項物業的承租人。有關租賃一般初步為期一至三年，且並不包括或然租金。

#### Significant Investments Held

Except for investments in subsidiaries, the Group did not hold any significant investment in equity interest in any other company for the Year under Review.

#### 持有重大投資

除投資於附屬公司外，本集團於回顧年內並未於任何其他公司之股權當中持有任何重大投資。

#### Material Acquisition and Disposal

During the Year under Review, the Group did not have any material acquisition or disposal.

#### 重大收購及出售事項

回顧年內，本集團無任何重大收購或出售事項。

#### Future Plans for Material Investments and Capital Assets

The Group did not have other plans for material investments and capital assets for the Year under Review.

#### 重大投資及資本資產之未來計劃

本集團於回顧年內並無重大投資及資本資產之其他計劃。

#### Contingent Liabilities

As at 31 December 2018, the Group had no material contingent liabilities.

#### 或有負債

於2018年12月31日，本集團並無重大或有負債。

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2018.

#### 購買、出售或贖回上市證券

本公司或其任何附屬公司於截至2018年12月31日止年度概無購買、出售或贖回任何本公司上市證券。



# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS

**Mr. Ng Tit** (吳鐵先生), aged 55, co-founder of the Group, has been the Chairman of the Board of Directors and Chief Executive Officer of the Group since 1995. Mr. Ng was appointed as the Company's executive Director on 1 March 2010, responsible for the overall strategic planning and management of the Group. He has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. Prior to establishing the Group in 1995, Mr. Ng worked for a number of relevant organisations and enterprises. Mr. Ng is a member of Jiangsu Committee of the Chinese People's Political Consultative Conference ("CPPCC") of the PRC, deputy director of Jiangsu Committee of Hong Kong, Macao, Taiwan and Overseas (Foreign Affairs) of CPPCC, vice president of Overseas Friendship Association of Jiangsu Province, vice president of Federation of HK Jiangsu Community Organisations and Chairman of China Nation Culture Spread Ltd.\* (中華民族文化傳播有限公司). Mr. Ng obtained his bachelor degree from Guizhou University in 1986, and an Executive Master of Business Administration ("EMBA") from Fudan University (復旦大學) in 2007. He is the spouse of Ms. Chin Yu, who is an executive Director, and the brother-in-law of Dr. Qian Wei, who is a non-executive Director.

**Ms. Chin Yu** (錢余女士), aged 55, co-founder of the Group. Ms. Chin has been re-designated from non-executive Director to executive Director of the Group since 1 February 2015. Ms. Chin is responsible for the daily operations of NT Pharma (Hong Kong) Co., Ltd. Ms. Chin was appointed as non-executive Director on 1 March 2010. Prior to the establishment of the Group, Ms. Chin was an accounting professional. Ms. Chin worked in Bank of Communications from 1987 to 1993. Ms. Chin is the spouse of Mr. Ng Tit, the Chairman of the Board of Directors and Chief Executive Officer, and the sister of Dr. Qian Wei, a non-executive Director.

### 執行董事

**吳鐵先生**，55歲，本集團的聯合創辦人，自1995年以來一直擔任本集團董事局主席兼行政總裁。吳先生於2010年3月1日獲委任為本公司執行董事，負責本集團的總體策略計劃及管理。吳先生於醫藥行業積累豐富經驗，從事醫藥業務逾20年。1995年創立本集團前，吳先生先後在有關機構及企業任職。吳先生為中國人民政治協商會議江蘇省政協委員、江蘇省政協港澳臺僑(外事)委員會副主任、江蘇省海外聯誼會副會長、香港江蘇社團總會副會長、以及中華民族文化傳播有限公司董事長。吳先生於1986年獲取貴州大學學士學位，於2007年獲取復旦大學高級管理人員工商管理碩士學位。吳先生為執行董事錢余女士的配偶及非執行董事錢唯博士的妹夫。

**錢余女士**，55歲，本集團的聯合創辦人，自2015年2月1日起由非執行董事調任為本集團執行董事。錢女士負責NT Pharma (Hong Kong) Co., Ltd.之日常運作。錢女士於2010年3月1日獲委任為非執行董事。創立本集團前，錢女士為會計專業人士，1987年至1993年間曾於交通銀行任職。錢女士乃董事局主席兼行政總裁吳鐵先生的配偶，亦為非執行董事錢唯博士的胞妹。

## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

**Mr. Wu Weizhong** (吳為忠先生), aged 49, was appointed as an executive Director of the Group on 20 March 2015. Mr. Wu is also the Senior Vice President of the Group, General Manager of manufacturing and supply chain centre, Chairman of Suzhou First Pharmaceutical Co., Ltd (“Suzhou First”) and Chairman of NT Pharma (Changsha) Co., Ltd, having overall responsibilities for organization of its own brand product production, operational management and supply chain management. Mr. Wu has over 20 years of experience in pharmaceutical manufacturing. Prior to joining the Group, Mr. Wu worked at various positions including engineer, assistant manager and deputy factory manager of Suzhou No. 4 Pharmaceutical Factory and was the factory manager of Suzhou First. Mr. Wu obtained a bachelor’s degree in Chemical Engineering from Dalian University of Technology in 1992. He also obtained an EMBA from Fudan University in 2004.

**Mr. Wang Fei** (王飛先生), aged 41, was appointed as the Chief Financial Officer of the Company on 6 April 2018 and as an executive Director on 10 January 2019. He is responsible for the Group’s strategic planning, corporate finance activities, overseeing of financial reporting and investor relations matters. Mr. Wang is a Chinese certified public accountant, and has accumulated nearly 20 years of extensive experience in audit, accounting and financial management. Before joining the Company, Mr. Wang worked in AstraZeneca, an international pharmaceutical company, as the chief financial officer of China operation. He was also an independent director of Xinjiang Tianye Co., a company whose A shares were listed on the Shanghai Stock Exchange (“SSE”) from March 2013 to October 2016 and a director of Yanchuang Applied Materials (Ganzhou) Inc. Ltd, a company listed on National Equities Exchange and Quotations from October 2016 to November 2017. Mr. Wang graduated from Xinjiang University of Finance and Economics majoring in corporate finance management in 1999 and obtained from Shanghai Jiao Tong University and Euromed Marseille Ecole de Management a master degree majoring in business administration in 2012.

吳為忠先生，49歲，於2015年3月20日獲委任為本集團的執行董事。吳先生同時擔任本集團高級副總裁、製造及供應鏈中心總經理、蘇州第壹製藥有限公司(「蘇州第壹」)董事長、泰凌醫藥(長沙)有限公司董事長，全面負責組織集團自有品牌產品的生產運營管理、供應鏈管理工作。吳先生在藥品生產方面擁有逾20年的豐富經驗。加入本集團前，彼曾任蘇州第四製藥廠有限公司工程師、助理經理及副廠長，以及蘇州第壹廠長。吳先生於1992年獲得大連理工大學化學工程學士學位，亦於2004年獲得復旦大學高級工商管理碩士學位。

王飛先生，41歲，於2018年4月6日獲委任為本公司的首席財務官，並於2019年1月10日獲委任為執行董事。彼負責本集團的策略規劃、企業投融资活動、監督管理財務申報、投資者關係事務。王先生為中國註冊會計師，於審計、會計及財務管理積近20年豐富經驗。加入本公司前，王先生曾於一家國際製藥公司阿斯利康工作，任職中國區運營首席財務官。彼曾於2013年3月至2016年10月在新疆天業(集團)有限公司(其A股在上海證券交易所(「上交所」)上市)擔任獨立董事及於2016年10月至2017年11月在研創應用材料(贛州)股份有限公司(一家在新三板上市的公司)擔任董事。王先生於1999年畢業於新疆財經大學，主修企業財務管理，並於2012年取得上海交通大學及法國馬賽商學院的工商管理碩士學位。



## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

#### NON-EXECUTIVE DIRECTORS

**Dr. Qian Wei (錢唯博士)**, aged 62, was appointed as a non-executive Director of the Group on 1 March 2010. Dr. Qian is currently a tenured full professor of Biomedical Engineering, University of Texas, and a fellow of American Institute for Medical and Biological Engineering. He also enrolled the Chinese 1000 Plan as an innovation expert. He is Dean of the Sino-Dutch Biomedical and Information Engineering School of Northeastern University. Dr. Qian was appointed as Allen Henry Endowed Chair Distinguished Professor of Electrical Engineering in the Engineering College at Florida Institute of Technology in 2009. He had previously been an associate professor of Department of Interdisciplinary Oncology at Moffitt Cancer Center, College of Medicine, University of South Florida from 2001 to 2007. Dr. Qian has been given the Stars Award of system research by University of Texas, US in 2008, Award for Outstanding Research Achievements by American Cancer Society in 2000. Dr. Qian received Martrin Silberg Cancer Research Award for outstanding achievements for two consecutive years in 1994 and 1995. He obtained his doctorate of Biomedical Engineering at Southeast University in 1990. He was a Postdoctoral Research Associate of University of Notre Dame in 1992, of University of South Florida in 1994. Dr. Qian is the brother of Ms. Chin Yu, an executive Director and the brother-in-law of Mr. Ng Tit, the Chairman and Chief Executive Officer of the Group.

#### 非執行董事

**錢唯博士**，62歲，於2010年3月1日獲委任為本集團的非執行董事。錢博士現時為德克薩斯州立大學生物醫學工程學終生正教授，美國生物醫學工程學院院士 (Fellow)，入選中國國家「千人計劃」創新專家兼任職於東北大學中荷生物醫學信息工程學院院長。錢博士自2009年於佛羅里達理工學院電子工程系擔任Allen Henry冠名教授。自2001年至2007年於南佛羅里達大學醫學學院Moffitt癌症研究中心綜合治療腫瘤學系擔任副教授。錢博士2008年榮獲美國德克薩斯州立大學系統研究明星(Stars Award)獎，2000年榮獲美國癌症協會研究優秀成果獎。1994年和1995年連續獲兩屆 Martrin Silberg癌症研究優秀成果獎。錢博士於1990年獲得東南大學生物醫學工程博士學位，於1992年獲得美國聖母大學 (Notre Dame)博士後，於1994年獲得南佛州大學醫學院博士。錢博士乃執行董事錢余女士的胞兄，本集團主席兼行政總裁吳鐵先生為錢博士的妹夫。

## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

**Ms. Lou Jianying** (婁健穎女士), aged 55, was appointed as a non-executive Director of the Group on 31 July 2017. From January 1998 to January 2004, she served as the deputy general manager of Hualian Group Asset Trust Co., Ltd.\* (華聯集團資產託管有限公司). From January 2004 to May 2011, she served as the deputy general manager, the chief financial officer, and the secretary of the board of directors of Shanghai No.1 Pharmacy Co., Ltd.\* (上海第一醫藥股份有限公司), a company listed on SSE (SSE stock code: 600833). From May 2011 to May 2015, Ms. Lou served as the vice president and the secretary of the board of directors of Shanghai Jiao Da Onlly Co., Ltd., a company listed on SSE (SSE stock code: 600530). From May 2015 to August 2018, Ms. Lou served as the vice president and the chief financial officer of Shanghai Jiao Da Onlly Co., Ltd. From August 2018 to present, Ms. Lou has been the executive director and the vice president of such company.

婁健穎女士，55歲，於2017年7月31日獲委任為本集團非執行董事。婁女士自1998年1月至2004年1月，彼任華聯集團資產託管有限公司副總經理。2004年1月至2011年5月，彼任上海第一醫藥股份有限公司(一間於上交所上市之公司，上交所股份代號：600833)副總經理、財務總監、以及董事會秘書。由2011年5月至2015年5月，婁女士任上海交大昂立股份有限公司(一間於上交所上市之公司，上交所股份代號：600530)副總裁兼董事會秘書。2015年5月至2018年8月，擔任上海交大昂立股份有限公司副總裁兼財務總監，2018年8月至今，為該公司執行董事兼副總裁。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Patrick Sun** (辛定華先生), aged 60, was appointed as an independent non-executive Director of the Group on 1 March 2010. He is currently an independent non-executive director of Trinity Limited (stock code: 891), Sihuan Pharmaceutical Holdings Group Ltd. (stock code: 460), and Kunlun Energy Company Limited (stock code: 135), all of which are listed on the Stock Exchange in Hong Kong. He is also an independent non-executive director of CRRC Corporation Limited (stock code: 1766; SSE stock code: 601766) and China Railway Construction Corporation Limited (stock code: 1186; SSE stock code: 601186), both of which are listed on the Stock Exchange in Hong Kong and SSE. He is a vice-chairman of The Chamber of Hong Kong Listed Companies and was its chairman (2013 – 2015) and Honorary Chief Executive Officer. He was an independent non-executive director of China Railway Signal & Communication Corporation Limited (HKEx stock code: 3969) from May 2015 to August 2018.

### 獨立非執行董事

辛定華先生，60歲，於2010年3月1日獲委任為本集團獨立非執行董事。彼現為利邦控股有限公司(股份代號：891)、四環醫藥控股集團有限公司(股份代號：460)及昆侖能源有限公司(股份代號：135)(均為香港聯交所上市公司)的獨立非執行董事。彼亦為中國中車股份有限公司(股份代號：1766；上交所股份代號：601766)及中國鐵建股份有限公司(股份代號：1186；上交所股份代號：601186)(均為香港聯交所及上交所上市公司)獨立非執行董事。彼為香港上市公司商會的副主席，並曾擔任主席(2013年至2015年)及名譽行政總裁。彼亦曾擔任中國鐵路通信信號股份有限公司(香港聯交所股份代號：3969)獨立非執行董事(2015年5月至2018年8月)。





## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

Mr. Sun was an independent non-executive director and non-executive chairman of Solomon Systech (International) Limited, a non-executive director of Renhe Commercial Holdings Company Limited, an executive director of Value Convergence Holdings Limited and SW Kingsway Capital Holdings Limited (all of which are listed companies in Hong Kong), and an independent non-executive director of China Railway Group Limited (listed on the stock exchanges of Hong Kong and Shanghai), China CNR Corporation Limited (which was delisted in May 2015 due to merger with CRR Corporation Limited) and The Link Management Limited (the manager of The Link Real Estate Investment Trust which is also listed in Hong Kong), the Senior Country Officer and Head of Investment Banking for Hong Kong of JP Morgan Chase, group executive director and Head of Investment Banking for Greater China at Jardine Fleming Holdings Limited. He was a member of the Takeovers & Mergers Panel and the Takeovers Appeal Committee, Deputy Convenor of the Listing Committee of the Stock Exchange and a council member of the Stock Exchange.

Mr. Sun graduated from the Wharton School of the University of Pennsylvania, the United States, with a Bachelor of Science degree in Economics in 1981. Mr. Sun also completed the Stanford Executive Program of Stanford Business School, the United States, in 2000. Mr. Sun is a fellow of the Association of Chartered Certified Accountants, the United Kingdom, and a fellow of the Hong Kong Institute of Certified Public Accountants.

辛先生曾任Solomon Systech (International) Limited獨立非執行董事及非執行主席、人和商業控股有限公司的非執行董事、匯盈控股有限公司及新華匯富金融控股有限公司(均為香港上市公司)的執行董事及中國中鐵股份有限公司(香港聯交所及上海證券交易所上市公司)、中國北車股份有限公司(由於與中國中車股份有限公司合併,已於2015年5月退市)及領匯管理有限公司(於香港上市的領匯房地產投資信託基金的管理人)的獨立非執行董事、摩根大通銀行香港區行長兼香港投資銀行部主管以及怡富控股有限公司的集團執行董事兼大中華區投資銀行業務主管。彼曾為香港證監會之收購及合併委員會以及收購上訴委員會委員,及香港聯交所上市委員會副主席以及香港聯合交易所理事會理事。

辛先生於1981年畢業於美國賓夕法尼亞大學沃頓商學院持有經濟理學學士學位。辛先生亦於2000年完成美國史丹福商學院史丹福行政人員課程。辛先生為英國特許公認會計師公會資深會員及香港會計師公會資深會員。

## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

**Mr. Yu Tze Shan Hailson (余梓山先生)**, aged 62, was appointed as an independent non-executive Director of the Group on 29 June 2017. He was graduated from the University of Calgary with a bachelor degree in Electrical Engineering in 1979, graduated from the University of Hong Kong with a master degree in Electrical Engineering in 1987, graduated from City University of Hong Kong with a master degree of law in Arbitration and Dispute Resolution in 1995 and completed the postgraduate diploma in Investment Management and postgraduate certificates in Hong Kong Laws and Traditional Chinese Medicine courses.

Mr. Yu served as equipment maintenance and testing engineer, equipment maintenance and testing laboratory manager, computer engineering and system engineering manager of Ampex Ferrotec Limited (Hong Kong) successively from June 1979 to September 1987. Mr. Yu joined China International Trust and Investment Corporation Hong Kong (Holdings) Limited and served as general manager of engineering research and development department and consultant of Petroleum Development and LPG Tank Terminal Port successively from October 1987 to January 1998. He has been serving as deputy managing director of Versitech Limited and deputy director of Technology Transfer Office of the University of Hong Kong since February 1998 till now.

Mr. Yu has been serving as an independent non-executive director of China Traditional Chinese Medicine Holdings Co. Limited (formerly known as Winteam Pharmaceutical Group Limited), a company listed on the Stock Exchange in Hong Kong (stock code: 570), since November 2013 till now, and has been serving as an independent non-executive director of Sinopharm Group Co. Ltd., a company listed on the Stock Exchange (stock code: 1099), since September 2014 till now.

余梓山先生，62歲，於2017年6月29日獲委任為本集團獨立非執行董事。彼於1979年獲加拿大卡爾加里大學電機工程系工程學學士學位，並於1987年獲香港大學電機工程碩士學位以及於1995年獲香港城市大學仲裁及爭議解決學法學碩士學位，並完成投資管理深造文憑、香港法律和中藥深造證書課程。

余先生自1979年6月至1987年9月曾先後擔任香港安培泛達有限公司設備維護及測試工程師、設備維護及測試實驗室經理、計算器工程及系統工程經理。彼自1987年10月至1998年1月，加入中國國際信託投資公司香港(控股)有限公司，先後擔任工程研究及發展部總經理、石油發展及液化石油氣碼頭貨運站的顧問。彼自1998年2月起至今一直擔任港大科橋有限公司副董事總經理及香港大學技術轉移處副處長。

余先生自2013年11月起至今擔任中國中藥控股有限公司(原盈天醫藥集團有限公司，於香港聯交所上市的公司，股份代號：570)獨立非執行董事。彼自2014年9月起至今亦擔任國藥控股股份有限公司(於聯交所上市的公司，股份代號：1099)獨立非執行董事。



## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

Mr. Yu currently is a Chartered Engineer, fellow of each of the Institute of Electrical Engineers, Hong Kong Institution of Engineers, the Chartered Institute of Arbitrators and Hong Kong Institute of Arbitrators.

**Dr. Hong Yan (嚴弘博士)**, aged 52, was appointed as an independent non-executive Director of the Group on 15 June 2018. He is a professor of finance at the Shanghai Advanced Institute of Finance ("SAIF") of Shanghai Jiao Tong University, where he serves as the deputy dean as well as the deputy director of China Academy of Financial Research. He is also a director of the China Hedge Fund Research Center. Before he joined SAIF as a full-time teaching staff, Dr. Yan was a tenured faculty member at the Moore School of Business in the University of South Carolina, the United States of America. Previously, he was on the faculty at the University of Texas at Austin and was a visiting academic scholar at the Securities & Exchange Commission and the Federal Reserve of the United States. He was also a visiting professor of the University of Hong Kong and Cheung Kong Graduate School of Business. Dr. Yan holds a Doctor of Philosophy degree (Ph.D.) in Finance from the University of California, Berkeley, and also holds a Ph.D. in Applied Physics from the University of Michigan.

Dr. Yan's research areas include credit risk, asset pricing, derivatives securities and investment management and financial intermediaries (including mutual funds, hedge funds and financial analysts). He has published research papers in top academic journals such as Journal of Finance, Journal of Financial Economics and Review of Financial Studies. His research on credit default swaps has been recognized by the Institute for Quantitative Research in Finance in the United States in 2007, He also earned the Crowell Prize in Investment Management in 2010 and a number of Best Paper Awards at international academic conferences.

余先生目前是英國特許工程師、英國電子工程師協會會士、香港工程師協會會士、英國特許仲裁司學會會士及香港仲裁司學會會士。

**嚴弘博士**，52歲，於2018年6月15日獲委任為本集團獨立非執行董事。彼現為上海交通大學上海高級金融學院(「該學院」)金融學教授，並擔任該學院副院長和中國金融研究院副院長。彼亦為中國私募證券投資研究中心主任。在加入該學院任全職教學人員前，嚴博士擁有美國南卡羅林納大學達拉莫爾商學院金融學終身教職，並曾任德克薩斯大學金融學助理教授、美國證券交易委員會及美國聯邦儲備局訪問學者。彼亦曾任香港大學和長江商學院客座教授。嚴博士擁有加州大學伯克利分校金融學博士學位，並持有密西根大學應用物理學博士學位。

嚴博士的研究領域包括信用風險、資產定價、衍生證券、投資管理及金融中介(包括共同基金、對沖基金及金融分析師)。嚴博士的研究成果發表於國際一流學術期刊，如Journal of Finance、Journal of Financial Economics及Review of Financial Studies等。其對信用違約互換的研究於2007年獲美國金融定量研究學會(Institute for Quantitative Research in Finance)認可。彼亦於2010年獲得Crowell投資管理獎以及多項國際學術會議的最佳論文獎。

## Directors and Senior Management (Continued)

### 董事及高級管理層 (續)

Dr. Yan currently serves as a managing editor of the <<International Review of Finance>>, which is the journal of Asian Financial Cooperation Association. He chaired the paper review committee for the China International Conference in Finance (CICF) in 2013 and 2014, and has served on judging committees for several major international financial conferences. He also serves as a member of the paper review committee of more than a dozen of international academic journals in economics and finance. In addition, he sits on the advisory boards of several academic and financial institutions and was selected into Shanghai's "Thousand Talents Plan".

### SENIOR MANAGEMENT

#### **Mr. Ge Baoming (葛寶銘先生), Vice President of the Group and General Manager of R&D and Medical Affairs Centre**

Mr. Ge, aged 53, joined the Group in March 2013 to serve as the Vice President and General Manager of R&D and Medical Affairs Centre. He is responsible for product R&D, clinical medical support, registration and regulatory affairs, managing adverse event of pharmaceuticals and intellectual property management and management of R&D and Medical Affairs Centre. Mr. Ge has over 20 years of experience in product introduction, registration, R&D and clinical medical affairs. Prior to joining the Group, Mr. Ge served as a director of research and development and medical affairs at various well-known pharmaceutical companies, including Rottapharm, Luye Pharma Group Limited and Shanghai Green Valley Pharmaceutical Co., Ltd. Mr. Ge obtained his bachelor degree of Clinical Medicine from Beijing Medical University in 1990. He also obtained a master degree in Clinical Medicine from The University of Western Ontario in 2003.

嚴博士目前擔任亞洲金融學會會刊《金融國際評論》主編，曾任2013及2014年度中國國際金融年會的論文評委會主席，以及數個國際金融學術會議評委，並為十多種經濟和金融類國際學術期刊擔任論文評審員。此外，彼為若干學術和金融機構的顧問，並入選上海「千人計劃」。

### 高級管理層

#### **葛寶銘先生，集團副總裁兼研發及醫學事務中心總經理**

葛先生，53歲，於2013年3月加入本集團，擔任本集團副總裁、研發及醫學事務中心總經理。彼負責本集團產品研發、臨床醫學支持、註冊及法規事務、藥物不良事件管理及知識產權管理等工作，以及分管研發及醫學事務中心。葛先生在產品引進、註冊、研發、臨床醫學事務等方面擁有逾20年的豐富經驗。在加入本集團前，葛先生曾先後在羅達藥廠、綠葉制藥集團有限公司、上海綠谷制藥有限公司等多家知名醫藥企業擔任研發及醫學總監等職務。葛先生於1990年獲得北京醫科大學臨床醫學學士學位，亦於2003年獲得加拿大西安大略大學臨床醫學碩士學位。



## Directors and Senior Management (Continued)

### 董事及高級管理層(續)

**Ms. Shu Chao (舒超女士), Vice President of the Group and Director of the Human Resources Department**

Ms. Shu, aged 37, joined the Group in October 2015 to serve as Vice President of the Group and Director of the Human Resources Department. She is responsible for the Group's human resources system and performance evaluation system, establishment and promotion of corporate culture, administrative system and operational management support of the Company. Ms. Shu has over 14 years of experience in human resources. Prior to joining the Group, she served as director of human resources of Zhejiang Jiuzhou Pharmaceutical Co., Ltd (浙江九洲藥業股份有限公司), personnel administration manager of Zhongke Scientific & Technical Co., Ltd. (廣東省中科進出口有限公司). Ms. Shu obtained a bachelor degree of International Economic and Trading from Xiangtan University (湘潭大學) in 2004 and has enrolled in Zhejiang University (浙江大學) for Master of Administration Management since 2017.

舒超女士，集團副總裁兼人力資源部總監

舒女士，37歲，於2015年10月加入本集團，擔任本集團副總裁、人力資源總監。彼負責集團人力資源體系及績效考核管理、企業文化建設及宣傳、行政體系及公司運營管理支援等工作。舒女士在人力資源方面擁有逾14年的豐富經驗。在加入本集團前，曾任浙江九洲藥業股份有限公司人力資源總監、廣東省中科進出口有限公司人事行政經理等職位。舒女士於2004年獲得湘潭大學國際經濟與貿易專業學士學位，2017年浙江大學行政管理碩士研讀至今。

# Corporate Governance Report

## 企業管治報告

The Board is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Company to formulate its business strategies and policies, and manage and lower the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to its shareholders and stakeholders.

### CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) of the Stock Exchange and certain recommended best practices. The Company has complied with all the applicable code provisions in the Code throughout the year ended 31 December 2018, save as disclosed below:

Code provision A.2.1 of the Code, which stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The chairman and the chief executive officer of the Company is Mr. Ng Tit. Nevertheless, the Board considers that this structure will not impair the balance of power and the authority of the Board.

董事會承諾維持高水平的企業管治。董事會相信，高水平的企業管治將為本公司提供框架，以制定其業務戰略及政策，並透過有效的內部監控程序管理及降低相關風險。其亦將提高本公司的透明度，並增強對其股東及權益關係者的問責。

### 企業管治守則

本公司已採納香港聯交所證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「守則」）所載的守則條文及若干建議最佳常規。於截至2018年12月31日止年度，本公司已一直遵守守則的所有適用守則條文，惟下文所披露者除外：

守則第A.2.1條守則條文訂明主席及行政總裁的角色應有區分，並不應由一人同時兼任。本公司的主席及行政總裁為吳鐵先生。儘管如此，董事會認為，此架構將不會損害董事會的權力平衡及權限。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

The Board currently comprises four executive Directors, two non-executive Directors and three independent non-executive Directors, with independent non-executive Directors representing one-third of the Board. Such percentage of independent non-executive Directors on the Board can ensure their views carry significant weight and reflect the independence of the Board. Mr. Ng is the main founder of the Group and he is responsible for the overall strategic planning and management of the Group. He has played an important role during the Group's expansion. Mr. Ng has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. At present, the Board believes that it is beneficial to the management and development of the Group's businesses for Mr. Ng to be both the chairman and chief executive officer as it helps to facilitate the Board's decision-making.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to the Directors, it is confirmed that all Directors have complied with the standards as stipulated in the Model Code throughout the year ended 31 December 2018.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

For the year ended 31 December 2018, the Board had at all times met the requirements of Rules 3.10 and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise and the number of independent non-executive Directors representing at least one-third of the Board.

董事會目前包括四名執行董事、兩名非執行董事及三名獨立非執行董事，而獨立非執行董事佔董事會人數的三分之一。董事會有如此百分比的獨立非執行董事可確保彼等的意見舉足輕重並反映董事會的獨立性。吳先生為本集團的主要創辦人並負責本集團的整體戰略規劃和管理。彼在本集團的擴張中擔當重要角色。吳先生從事藥品業務逾20年，在醫藥行業擁有豐富經驗。目前，董事會相信，讓吳先生出任主席兼行政總裁會有助促進董事會決策，對本集團的業務管理和發展有利。

### 董事進行證券交易

本公司已採用上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為其本身有關董事進行證券交易的行為守則。經向各董事作出特定查詢後確認，全體董事於截至2018年12月31日止整個年度內已一直遵守標準守則所規定的準則。

### 獨立非執行董事

截至2018年12月31日止年度，董事會一直符合上市規則第3.10條及第3.10A條，有關委任至少3名獨立非執行董事的規定，其中一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長，以及獨立非執行董事的人數至少佔董事會三分之一的規定。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The Company has received annual confirmations from each of the three independent non-executive Directors in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all existing independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and are free of any relationship that could materially interfere with the exercise of their independent judgments.

### THE BOARD

The Board is responsible for achieving corporate goals, formulating development strategy, reviewing the organizational structure, monitoring business activities and performance of management and determining the policy for corporate governance of the Company so as to protect and maximize the interests of the Company and the shareholders as a whole. Matters relating to the daily operations of the Group are delegated to management. During the Year under Review, the Board considered and approved the annual budget and its performance under management supervision together with the business reports from management. The Board also reviewed and approved the final results for the year ended 31 December 2018 and other critical business operations. The Board also assessed the internal control and the financial matters of the Group.

#### Board Composition

The Board composition for the year ended 31 December 2018 and up to the date of this report are as follows:

##### Executive Directors

Mr. Ng Tit (*Chairman and Chief Executive Officer*)

Ms. Chin Yu

Mr. Wu Weizhong

Mr. Wang Fei (*appointed on 10 January 2019*)

本公司已收到3名獨立非執行董事根據上市規則第3.13條就彼等各自的獨立性發出的年度確認書。本公司認為，根據上市規則所載獨立性指引，所有現任獨立非執行董事均為獨立，亦概無可能對彼等作出獨立判斷造成重大干擾的任何關係。

### 董事會

董事會的職責是達致公司目標，制訂發展戰略，檢討組織架構，監察業務活動及管理層表現與決定公司企業管治政策，以保障並提升本公司及股東的整體利益。有關本集團日常運營的事務授權予管理層處理。於回顧年內，董事會已審議並批准年度預算及在管理層監察下的預算表現，以及管理層的業務報告。董事會亦已審閱並批准截至2018年12月31日止年度的年度業績及其他重要業務經營。董事會亦評估本集團的內部監控及財務事宜。

#### 董事會的組成

截至2018年12月31日止年度及本報告日期，董事會的組成如下：

##### 執行董事

吳鐵先生 (*主席兼行政總裁*)

錢余女士

吳為忠先生

王飛先生 (*於2019年1月10日獲委任*)





## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Non-executive Directors

Dr. Qian Wei  
Ms. Lou Jianying

#### Independent Non-executive Directors

Mr. Patrick Sun  
Mr. Yu Tze Shan Hailson  
Dr. Lap-Chee Tsui (*resigned on 15 June 2018*)  
Dr. Yan Hong (*appointed on 15 June 2018*)

As at the date of this annual report, the Board comprises nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. The members of the Board possess diverse and rich industry backgrounds with appropriate professional qualifications. Please refer to the section headed – “Directors and Senior Management” for their profiles.

To the best knowledge of the Board, save as disclosed in the section headed “Directors and Senior Management”, there is no financial, business, family or other material/relevant relationship among members of the Board. Board members are free to exercise their independent judgment.

Under code provision A.4.1 of the Code contained in Appendix 14 to the Listing Rules, non-executive Directors should be appointed for a specific term, subject to re-election. Each of the non-executive Directors was appointed for a term of three years, subject to re-election when appropriate by the Company in general meeting.

#### Board Diversity Policy

To demonstrate the Company’s continued commitment to high standards of corporate governance, the Board adopted a Board Diversity Policy in August 2013 to comply with the code provision A.5.6 of the Code on board diversity. The policy is as follows:

##### Purpose

This policy aims to set out the approach to achieve diversity on the Board.

#### 非執行董事

錢唯博士  
婁健穎女士

#### 獨立非執行董事

辛定華先生  
余梓山先生  
徐立之博士 (於2018年6月15日辭任)  
嚴弘博士 (於2018年6月15日獲委任)

於本年報日期，董事會由9名董事組成，包括4名執行董事、2名非執行董事及3名獨立非執行董事。董事會成員具有豐富的經驗和多元化的行業背景，且具有適當的專業資格。有關各董事的履歷資料，請參閱「董事及高級管理層」一節。

就董事會所知，除「董事及高級管理層」一節所披露者除外，董事會成員間並無財務、業務、親屬或其他重大／相關關係。董事會成員可自由作出獨立判斷。

根據上市規則附錄十四守則第A.4.1條守則條文，非執行董事須按特定任期委任，可予重選。各非執行董事任期皆為3年，可在適當時由本公司於股東大會上重選連任。

#### 董事會成員多元化政策

為彰顯本公司對高水平企業管治的不斷追求，董事會於2013年8月採納董事會成員多元化政策以符合守則第 A.5.6條守則條文對董事會成員多元化之規定。該政策如下：

##### 目的

本政策旨在列載為達致董事會成員多元化而採取的方法。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Vision

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

#### Policy Statement

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the board level as an essential element in maintaining the Company's competitive advantage.

The Company believes that greater diversity of directors is good for corporate governance and is committed:

- to attract and retain candidate(s) for the Board with a combination of competencies from the widest possible pool of available talent;
- to maintain a Board with diversity perspectives at all levels, in particular, those are aligning with the Company's strategy and objectives;
- to assess regularly the diversity profile of the Board and, where applicable, senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any;
- to ensure that the selection and nomination of Board positions are appropriately structured so that a diverse range of candidates can be considered;
- to set up appropriate procedures for development of a broader and more diverse pool of skilled and experienced senior management that would be prepared for Board positions; and
- to ensure that changes to the Board's composition can be managed without undue disruption.

#### 願景

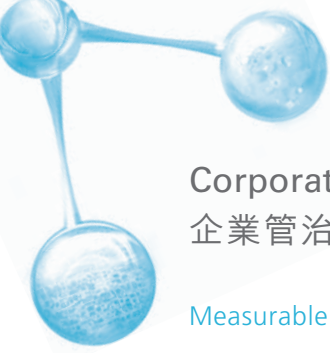
本公司明白並深信董事會成員多元化對提升本公司的表現裨益良多。

#### 政策聲明

本公司認同並接受多元化董事會的好處，並視在董事會層面加強多元化乃維持本公司競爭優勢之要素。

本公司相信，加強董事多元化程度對企業管治有益，並承諾：

- 從盡可能最廣泛之既有人才庫當中，吸引及保留具備能力組合之董事會人選；
- 在各層面保持董事會之多元觀點，具體而言指與本公司之策略及目標一致者；
- 定期評估董事會及(如適用)本公司繼承計劃下可預備擔任董事會職位之高級管理層之多元化組合，以及達成多元化目標(如有)之進展；
- 確保董事會職位之甄選及提名事項已予適當構建，以可考慮來自不同範疇之人選；
- 設立合適程序建立更全面更多元化的人才庫，具備能幹而具經驗之高級管理層，以備擔任董事會職位；及
- 確保董事會組成之變動可控而不受任何無謂干預。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

#### Review of this Policy

The Board will review this policy on a regular basis to ensure its continued effectiveness.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (A) at least one-third of the members of the Board shall be independent non-executive directors;
- (B) at least one of the members of the Board shall have obtained accounting or other professional qualifications;
- (C) at least 70% of the members of the Board shall have more than seven years of experience in the industry he/she is specialised in; and
- (D) at least two of the members of the Board shall have China-related work experience.

The Board is of the view that its diversity level is appropriate in terms of gender, age, cultural and educational background, professional experience, skills and knowledge of the Directors. However, the Board will continue to observe the Board Diversity Policy and consider potential candidates against the objectives set out in the Board Diversity Policy in order to achieve diversity on the Board.

#### 可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將按人選的長處及可為董事會作出的貢獻而作決定。

#### 檢討本政策

董事會將定期檢討本政策，以確保本政策行之有效。

就實施董事會多元化政策而言，乃採納以下可計量目標：

- (A) 至少三分之一董事會成員須為獨立非執行董事；
- (B) 至少1名董事會成員須獲得會計或其他專業資格；
- (C) 至少70%董事會成員須於其專攻行業內擁有7年以上經驗；及
- (D) 至少2名董事會成員須擁有中國相關工作經驗。

董事會認為，在董事性別、年齡、文化及教育背景、專業經驗、技能及知識方面，其多元化程度屬恰當。然而，董事會將繼續監察董事會多元化政策，並就董事會多元化政策所載之目標考慮潛在人選，以達致董事會多元化。

## Corporate Governance Report (Continued)

### 企業管治報告 (續)

#### Board Meetings

The Board conducts meetings on a regular basis and on an ad hoc basis, whenever required. The Company will convene at least four regular meetings every year. In 2018, the Company convened four Board meetings. The attendance records of the Board meetings held during the year ended 31 December 2018 are set out below:

Name of Directors	董事姓名	Meeting attendance/ number of meetings 會議出席/ 會議次數	Attendance rate (%) 出席率 (%)
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Ng Tit ( <i>Chairman and Chief Executive Officer</i> )	吳鐵先生 ( <i>主席兼行政總裁</i> )	4/4	100%
Ms. Chin Yu	錢余女士	4/4	100%
Mr. Wu Weizhong	吳為忠先生	4/4	100%
<b>Non-Executive Directors</b>	<b>非執行董事</b>		
Dr. Qian Wei	錢唯博士	4/4	100%
Ms. Lou Jianying	婁健穎女士	4/4	100%
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Patrick Sun	辛定華先生	4/4	100%
Mr. Yu Tze Shan Hailson	余梓山先生	4/4	100%
Dr. Yan Hong ( <i>appointed on 15 June 2018</i> )	嚴弘博士 ( <i>於2018年6月15日獲委任</i> )	2/2	100%
Dr. Lap-Chee Tsui ( <i>resigned on 15 June 2018</i> )	徐立之博士 ( <i>於2018年6月15日辭任</i> )	1/2	50%

Notices of regular Board meetings are given to all Directors at least 14 days before the meetings. For other Board committee meetings, reasonable notice is generally given. The agendas and accompanying Board papers are given to all Directors in a timely manner.

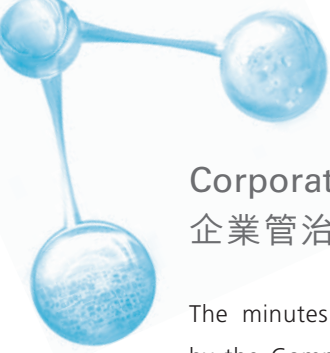
All Directors have full and timely access to all relevant information and the advice of the company secretary, to ensure that Board procedures and all applicable rules and regulations are followed. Upon making request to the Board, all Directors may obtain independent professional advice at the Company's expense for carrying out their functions.

#### 董事會會議

董事會定期舉行會議，並在有需要時召開臨時會議。本公司將每年至少召開4次定期會議。於2018年，本公司曾舉行4次董事會會議。於截至2018年12月31日止年度內舉行的董事會會議的出席紀錄載列如下：

董事會定期會議的通知於會議舉行前至少14天向全體董事發出。對於其他董事委員會會議，一般會發出合理通知。議程及相關會議文件會適時向全體董事發出。

為確保遵守董事會程序及所有適用規則及規定，所有董事均可全面及時查閱所有相關資料，並可獲公司秘書提供意見。向董事會提出要求後，所有董事均可就履行其職務獲取獨立專業意見，費用由本公司承擔。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

The minutes of all Board committee meetings are kept by the Company at its Hong Kong office. Draft and final versions of the minutes are normally circulated to the Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

#### Training for Directors

For each newly appointed Director, he/she will be provided with an induction course so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to Directors whenever necessary.

During the year ended 31 December 2018, the Company circulated materials relevant to the Director's duties and responsibilities to Directors and management of the Company for their reading and reference.

本公司於其香港辦事處保存董事委員會所有會議的會議紀錄。會議紀錄初稿及最終稿一般於會議結束後合理時間內提交董事供提出意見，而最終稿可供董事查閱。

#### 董事培訓

當有任何新董事獲委任，將向其提供入職課程，以確保其適當了解本公司的業務及營運以及完全知悉其根據上市規則及相關監管規定須履行的職責及義務。

必要時亦向董事提供持續簡介及專業發展安排。

於截至2018年12月31日止年度，本公司曾發送有關董事職責及責任的相關材料予本公司董事及管理層以供彼等閱讀及參考。

## Corporate Governance Report (Continued) 企業管治報告(續)

A summary of the reading record and attending external seminars/briefings of the Directors for the year ended 31 December 2018 and up to the date of this report are as follows:

截至2018年12月31日止年度至本報告日期，董事閱讀記錄及參加外部研討會／簡介會等的概況如下：

		Reading regulatory update 閱讀監管事宜之 最新訊息	Attending external seminars/ briefings 參加外部 研討會／簡介會等
<b>Executive Directors*</b>	<b>執行董事*</b>		
Mr. Ng Tit ( <i>Chairman and Chief Executive Officer</i> )	吳鐵先生 ( <i>主席兼行政總裁</i> )	✓	✓
Ms. Chin Yu	錢余女士	✓	✓
Mr. Wu Weizhong	吳為忠先生	✓	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Dr. Qian Wei	錢唯博士	✓	✓
Ms. Lou Jianying	婁健穎女士	✓	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Patrick Sun	辛定華先生	✓	✓
Mr. Yu Tze Shan Hailson	余梓山先生	✓	✓
Dr. Yan Hong ( <i>appointed on 15 June 2018</i> )	嚴弘博士 ( <i>於2018年6月15日獲委任</i> )	✓	✓
Dr. Lap-Chee Tsui ( <i>resigned on 15 June 2018</i> )	徐立之博士 ( <i>於2018年6月15日辭任</i> )	✓	✓

### Directors' and Senior Officers' Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2018, no claim has been made against the Directors and senior officers.

### 董事及高級職員的責任保險及彌償保證

本公司已安排適當責任保險以就董事及高級職員因企業活動產生的責任向彼等作出彌償保證。截至2018年12月31日止年度，董事及高級職員並無遭索償。

### Board Committees

The Board has set up three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively the "Board Committees"), for overseeing particular aspects of the Company's affairs.

### 董事委員會

董事會設有3個董事委員會，即審核委員會、薪酬委員會及提名委員會（統稱「董事委員會」），監督本公司特定的具體事務。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### AUDIT COMMITTEE

The Board established the Audit Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. Currently, it is chaired by Mr. Patrick Sun and comprises two other members, namely Mr. Yu Tze Shan Hailson and Dr. Yan Hong, all of whom are independent non-executive Directors.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditors, review the financial statements, oversee and provide advice in respect of the financial reporting system, oversee the internal control procedures and perform the corporate governance duties of the Company.

The Audit Committee is responsible for performing the following corporate governance duties:

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

董事委員會獲提供履行職責的充足資源，並可在適當情況下提出合理要求後徵詢獨立專業意見，費用由本公司承擔。

### 審核委員會

董事會於2011年3月26日根據上市規則設立審核委員會，並書面訂明其職權範圍。審核委員會主席現為辛定華先生，另有2名成員余梓山先生及嚴弘博士，全部為獨立非執行董事。

審核委員會的主要職責為就委任及罷免外聘核數師向董事會提出建議、審閱財務報表、監督財務申報系統並提供建議、監督本公司內部監控程序及履行企業管治職責。

審核委員會負責執行下列的企業管治職能：

1. 制定及審閱本公司的企業管治政策及常規以及向董事作出推薦意見；
2. 審閱及監察董事及高級管理人員的培訓及持續專業發展；
3. 審閱及監察本公司的政策及常規以符合法定及監管規定；
4. 制定、審閱及監察僱員及董事所適用的行為守則及合規手冊(如有)；及

## Corporate Governance Report (Continued)

### 企業管治報告(續)

5. to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

5. 審閱本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的情況。

During the year ended 31 December 2018, the Audit Committee convened three meetings:

截至2018年12月31日止年度，審核委員會召開過3次會議：

Name of Directors	董事姓名	Meeting	Attendance rate
		attendance/ number of meetings	(%)
		會議出席/ 會議次數	出席率 (%)
Mr. Patrick Sun (Chairman)	辛定華先生(主席)	3/3	100%
Mr. Yu Tze Shan Hailson	余梓山先生	3/3	100%
Dr. Yan Hong (appointed on 15 June 2018)	嚴弘博士 (於2018年6月15日獲委任)	2/2	100%
Dr. Lap-Chee Tsui (resigned on 15 June 2018)	徐立之博士 (於2018年6月15日辭任)	1/1	100%

During the Year under Review, the Audit Committee together with the management of the Company reviewed the corporate governance code, the accounting principles and practices adopted by the Group and discussed the Group's internal control, risk management and financial reporting matters, including a review of the annual results for the year ended 31 December 2018 and the interim results for the six months ended 30 June 2018, with recommendation to the Board for approval. The Audit Committee has also recommended to the Board that, subject to shareholders' approval at the forthcoming annual general meeting, Crowe (HK) CPA Limited be re-appointed as the external auditor of the Company.

於回顧年內，審核委員會與本公司管理層已審閱本集團所採納的企業管治守則、會計原則及慣例，並就本集團的內部監控、風險管理及財務報告事宜(包括審閱截至2018年12月31日止年度的年度業績及截至2018年6月30日止六個月的中期業績)進行討論，並建議董事會批准。審核委員會亦向董事會建議，待股東於應屆股東週年大會上批准後，重新委任國富浩華(香港)會計師事務所有限公司為本公司外聘核數師。





## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### REMUNERATION COMMITTEE

The Board established the Remuneration Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. Mr. Yu Tze Shan Hailson, an independent non-executive Director, is the chairman of the Remuneration Committee. Mr. Patrick Sun, an independent non-executive Director, and Mr. Ng Tit, an executive Director, are the other two members of the Remuneration Committee.

The primary functions of the Remuneration Committee are to evaluate the performance and make recommendations on the remuneration package of Directors and senior management, as well as the retirement scheme and the performance assessment system and bonus and commission policies of the Company.

The remuneration of Directors is based on their skills, knowledge and, performance of the Company, industry benchmarks, and prevailing market conditions. No Director or senior management will be involved in any discussion in connection with his or her own remuneration. The Remuneration Committee may also consult with the chairman on its proposals relating to the remuneration of other executives and Directors and has access to professional advice if required. The main objective of the remuneration policy is to ensure that the Company is able to attract, retain and motivate a high caliber team which is essential to the success of the Company.

#### 薪酬委員會

董事會於2011年3月26日根據上市規則設立薪酬委員會，並書面訂明其職權範圍。薪酬委員會主席為獨立非執行董事余梓山先生，另有2名成員，即獨立非執行董事辛定華先生及執行董事吳鐵先生。

薪酬委員會的主要職責為評估董事及高級管理層的表現，並就彼等的薪酬待遇提出建議、評估本公司退休計劃、表現評估制度、紅利及佣金政策並提出建議。

董事酬金乃按各董事的技能、知識水平及本公司的表現、同業薪酬水平及當前市況而釐定。董事或高級管理層不會參與有關其本身酬金的任何討論。薪酬委員會亦可向主席諮詢有關其他執行人員及董事酬金的建議，並於必要時徵詢專業意見。薪酬政策的主要目標為確保本公司能夠吸引、留任及激勵高質素工作團隊，對本公司的成功至關重要。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

During the year ended 31 December 2018, the Remuneration Committee convened three meetings:

截至2018年12月31日止年度，薪酬委員會召開過3次會議：

Name of Directors	董事姓名	Meeting attendance/ number of meetings 會議出席/ 會議次數	Attendance rate (%) 出席率(%)
Mr. Yu Tze Shan Hailson (Chairman)	余梓山先生(主席)	3/3	100%
Mr. Patrick Sun	辛定華先生	3/3	100%
Mr. Ng Tit	吳鐵先生	3/3	100%

During the Year under Review, the Remuneration Committee has reviewed the remuneration policy and structure of the executive Directors and senior management of the Company, and offered advice on the same to the Board.

於回顧年內，薪酬委員會已審議本公司執行董事及高級管理人員的薪酬政策及架構，並向董事會提出有關建議。

Pursuant to code provision B.1.5 of the CG Code, the remuneration by band of the senior management for the year ended 31 December 2018 are set out below:

根據企業管治守則之守則條文第B.1.5條，截至2018年12月31日止年度，按薪酬範圍之高級管理人員載列如下：

Remuneration band (RMB) 薪酬範圍(人民幣)	Number of individuals 人數
0 – 1,000,000	3
1,000,001 – 2,000,000	2
2,000,001 – 3,000,000	0
3,000,001 – 4,000,000	1
4,000,001 – 5,000,000	0
5,000,001 above 以上	0



## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### NOMINATION COMMITTEE

The Board established the Nomination Committee on 26 March 2011, with written terms of reference in compliance with the Listing Rules. It is chaired by Mr. Ng Tit, an executive Director, and comprises two other members, namely Mr. Patrick Sun and Mr. Yu Tze Shan Hailson, both of whom are independent non-executive Directors.

The primary functions of the Nomination Committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board.

The duties of the Nomination Committee also include reviewing the structure, number and composition of the Board; submitting proposals to the Board on the appointment of the chief executive officer; reviewing the independence of the independent non-executive Directors and submitting proposals to the Board. The authority and duties of the Nomination Committee are clearly set out in its terms of reference.

During the year ended 31 December 2018, the Nomination Committee convened three meeting:

#### 提名委員會

董事會於2011年3月26日根據上市規則設立提名委員會，並書面訂明其職權範圍。提名委員會主席為執行董事吳鐵先生，另有2名成員，即均為獨立非執行董事的辛定華先生及余梓山先生。

提名委員會的主要職責為就提名候選人填補本公司董事會職位空缺向董事會作出推薦建議。

提名委員會的職責亦包括審閱董事會的架構、人數及組成；就委任行政總裁向董事會提出建議；檢討獨立非執行董事的獨立性以及向董事會提交建議。提名委員會的職權範圍已清楚載列其權限及職責。

截至2018年12月31日止年度，提名委員會召開過3次會議：

Name of Directors	董事姓名	Meeting	Attendance
		attendance/ number of meetings	rate (%)
		會議出席/ 會議次數	出席率 (%)
Mr. Ng Tit (Chairman)	吳鐵先生(主席)	3/3	100%
Mr. Patrick Sun	辛定華先生	3/3	100%
Mr. Yu Tze Shan Hailson	余梓山先生	3/3	100%

## Corporate Governance Report (Continued)

### 企業管治報告(續)

During the Year under Review, the Nomination Committee has reviewed the structure, size and diversity (including the skills, knowledge, experience, gender, cultural and educational background) of the Board, conducted performance evaluations to assess whether the non-executive Directors have spent enough time in fulfilling their duties, assessed the independence of independent non-executive Directors, and kept under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace.

A “Nomination Policy” for Directors was formally adopted and the nomination procedures, process and criteria to select and recommend candidates for directorship was set out in the Nomination Committee’s terms of reference. The Nomination Policy applies to the directors of the Company and where applicable, senior management prepared for Board positions under the succession planning of the Company.

The Nomination Policy aims to (i) set out the criteria and process in the nomination and appointment of directors of the Company; (ii) ensure that the Board of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and (iii) ensure the Board continuity and appropriate leadership at board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy;

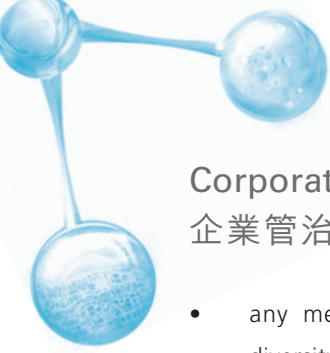
於回顧年內，提名委員會已檢討董事會架構、規模及多元化(包括技術、知識、經驗、性別、文化及教育背景)，開展表現評估以評估非執行董事是否投入足夠時間履行彼等的職責，評估獨立非執行董事的獨立性，審閱組織的領導(執行及非執行)需求，確保組織在市場上具備可持續有效競爭力。

董事「提名政策」已獲正式採納，而甄選及建議董事人選之提名程序、過程及準則均載於提名委員會的職權範圍內。提名政策適用於本公司的董事及(在適用情況下)按本公司的繼任計劃預備擔任董事職務的高級管理層。

提名政策旨在：(i)載列本公司提名及委任董事的準則及程序；(ii)確保本公司的董事會成員具備切合本公司業務所需的技能、經驗及多元觀點；及(iii)確保本公司的董事會的持續性及維持其領導角色。

於評核及挑選任何董事人選時，應考慮以下條件：

- 性格及誠信；
- 包括專業資格、技能、知識及經驗在內的資格，以及根據董事會多元化政策與本公司業務及公司策略有關的多元化範疇；



## Corporate Governance Report (Continued)

### 企業管治報告(續)

- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.
- 為達致董事會多元化採納的任何可計量目標；
- 根據上市規則董事會成員須包括獨立非執行董事的規定，以及參照上市規則所載的獨立性指引，候選人是否被視為獨立；
- 候選人在資格、技能、經驗、獨立性及性別多元化方面可對董事會作出的任何潛在貢獻；
- 投放充份時間履行董事會及／或本公司董事委員會成員的職務的意向及能力；及
- 就本公司的業務及繼任計劃而言屬適當的其他觀點；以及(如適用)董事會及／或提名委員會不時就董事提名及繼任計劃可能採納及／或修訂的其他觀點。

## NOMINATION PROCESS

### Appointment of New Director

- The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
  - The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- 提名委員會及／或董事會可從不同渠道物色董事人選，包括但不限於內部提升、調任、其他管理層成員引介及外界招聘代理等。
  - 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。

## 提名程序

### 委任新董事

## Corporate Governance Report (Continued)

### 企業管治報告(續)

- iii. If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
  - iv. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
  - v. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- iii. 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。
  - iv. 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議(如適用)。
  - v. 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

在適用情況下，提名委員會及／或董事會可就於股東大會上選舉董事的提案向股東提出建議。

### Re-election of Director at General Meeting

- i. The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
  - ii. The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
  - iii. The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.
- i. 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
  - ii. 提名委員會及／或董事會亦應檢討及確定重選的退任董事是否仍然符合上述準則。
  - iii. 提名委員會及／或董事會應就於股東大會上重選退任董事的提案向股東提出建議。

### 於股東大會上重選董事



## Corporate Governance Report (Continued)

### 企業管治報告(續)

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

### ACCOUNTABILITY

The Directors acknowledge their responsibility to present a balanced, clear and understandable set of consolidated financial statements in each of the annual and interim reports. If the Directors were aware of material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern, such uncertainties would be clearly and prominently set out and discussed in detail in this Corporate Governance Report.

### INTERNAL AUDIT

The Internal Audit ("IA") of the Group is designed to help the Group protect its assets and information. The presence of IA empowers the Group to implement best business practices in challenging business environments. The Group's IA covers a number of in-house procedures and policies including, among others, the relevant financial, operational and compliance controls and risk management procedures. IA carries out systematic independent reviews of all business units and subsidiaries in the Group on an ongoing basis. The frequency of review of individual business unit or subsidiary is determined after an assessment of the risks involved. The Audit Committee endorses the internal audit plan annually. IA has unrestricted access to all parts of the business, and direct access to any level of management including the chairman, or the chairman of the Audit Committee, as it considers necessary. The audit result is discussed and agreed with the management of the Group subsequent to each review. A summary of major audit findings together with the actions to be taken by the Group's management for rectifying the control weaknesses is also submitted to the Audit Committee. The implementation of the remedial actions will then be followed up and the implementation progress will be reported to the Audit Committee each time it meets.

若董事會擬於股東大會上提呈決議案選舉或重選某位人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按上市規則及／或相關適用法律及規則要求載列候選人的有關資料。

### 問責

董事知悉彼等有責任於各年報及中期報告中提供一套客觀持平、清晰及易於明白的綜合財務報表。倘董事知悉有重大不明朗事件或情況可能會嚴重影響本公司持續經營能力，則須在本企業管治報告中清晰披露及詳細討論該等不明朗因素。

### 內部審核

本集團的內部審核(「內部審核」)旨在幫助本集團保護其資產及資料。內部審核可令本集團在充滿挑戰的營商環境中實踐最佳的營商措施。本集團的內部審核涵蓋多個內部程序及政策(包括(其中包括)相關財務、營運及合規控制，以及風險管理程序)。內部審核對本集團內所有營業單位及附屬公司進行有系統地持續獨立檢討。對個別營業單位或附屬公司檢討的頻率則在評估所涉及的風險後釐定。審核委員會每年批核內部審核計劃。內部審核可在不受限制的情況下審查業務運作的每個環節，且可在需要時直接聯絡各階層管理人員，包括主席或審核委員會主席。本集團管理層會就每次審閱後的審核結果進行討論並達成共識。主要審核結果的概要，連同本集團管理層就改善控制不足採取的行動將一併提交審核委員會。其後將實施有關補救行動，並於每次會議上向審核委員會報告實施進展。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of risk management and internal control and reviewing its effectiveness. The risk management and internal control system is designed to facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorized use and disposition, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensure compliance with relevant legislation and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss and management rather than elimination of risks associated with its business activities. During the year 2018, the Board, through the Audit Committee, reviewed the effectiveness of the Group's risk management and internal control system covering all material controls and risk management functions. The review is conducted annually in accordance with the requirement of the Code. In accordance with the Code requirements, the Audit Committee also reviewed and was satisfied with the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget for the year ended 31 December 2018. In addition, IA conducts regular and independent reviews of the effectiveness of the Group's risk management and internal control system. The Audit Committee reviews the findings and opinion of IA on the effectiveness of the Group's risk management and internal control system and reports to the Board on such reviews. To ensure the highest standard of integrity in our businesses, the Group has adopted a "Code of Conduct" defining the ethical standards expected of all employees. Training courses on the "Code of Conduct" are held regularly for all employees.

The Board is not aware of any significant internal control weaknesses nor significant breach of limits or risk management policies.

#### 風險管理及內部控制

董事會有責任維持一個適當的風險管理及內部控制系統，並檢討其運作效果。風險管理及內部控制系統旨在促進營運的效用及效率、保障資產免受未經授權使用及處置、確保存置適當的會計記錄及財務報表的真實公平，以及確保遵守有關法例及法規。它會就是否存在重大錯誤陳述或損失作出合理但非絕對的確定，並會管理而非消除與其業務活動有關的風險。董事會於2018年內通過審核委員會對本集團風險管理及內部控制系統的成效進行檢討，涵蓋所有重要的控制及風險管理職能。該檢討乃根據守則的規定於每年進行。根據守則規定，審核委員會已檢討有關本集團於截至2018年12月31日止年度的會計及財務申報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足，並對結果表示滿意。此外，內部審核對本集團風險管理及內部控制系統的運作成效進行定期及獨立檢討，而審核委員會則審閱內部審核對本集團風險管理及內部控制系統成效的檢討結果及意見，並向董事會報告。本集團已訂立「操守準則」為所有僱員界定道德標準，以確保業務上奉行最高的操守標準，並定期向所有僱員提供「操守準則」的培訓課程。

董事會並不知悉有任何重大內部控制漏洞，亦無嚴重違反限制或風險管理政策。





## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### RISK FACTORS

The Group's businesses, financial conditions, results of operations or growth prospects may be affected by risks and uncertainties directly or indirectly pertaining to the Group's businesses. The risk factors set out below are those that could result in the Group's businesses, financial conditions, results of operations or growth prospects differing materially from expected or historical results. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future. In addition, this Annual Report does not constitute a recommendation or advice to invest in the shares of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the shares of the Company.

#### Economic Environment and Conditions

Substantially all of our operations are located in China, and substantially all of our sales are made in China. Accordingly, our business, financial condition, results of operations and prospects are affected significantly by economic, political and legal developments in China.

Adverse changes in political, economic and other policies of the Chinese government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for our products and could otherwise materially and adversely affect our business, operations or competitive position.

#### Product Concentration

We are largely dependent on sales of our four core products, Miacalcic, Shusi, Xi Di Ke and Zhuo'ao. If we are unable to maintain the sales volumes, pricing levels and profit margins of these core products, our revenue and profitability could be adversely affected.

#### 風險因素

本集團的業務、財務狀況、營運業績或發展前景均可能會受到與本集團業務直接或間接有關的風險及不明朗因素所影響。下列風險因素可能會導致本集團的業務、財務狀況、營運業績或發展前景與預期或以往的業績出現重大差異。此等因素並不全面或所有因素未能詳錄，且除下列風險外，亦可能存在其他本集團未知的風險，或目前未必屬於重大但日後可能變成重大的風險。此外，本年報並不構成提供投資於本公司股份之建議或意見，投資者於投資本公司股份前，應自行作出判斷或諮詢其投資顧問。

#### 經濟環境及狀況

我們絕大部分業務均在中國經營，且我們絕大部分銷售均在中國進行。因此，我們的業務、財務狀況、經營業績及前景可能受到中國經濟、政治及法律發展的重大影響。

中國政府在政治、經濟及其他方面所採取的政策如有不利變動，或會對中國的整體經濟增長產生重大不利影響，而這可能會降低我們的產品需求，從而對我們的業務、營運或競爭地位造成重大不利影響。

#### 產品集中度

我們在很大程度上依賴四款產品的銷售：密蓋息、舒思、喜滴克及卓澳。倘我們無法保持該等核心產品的銷量、定價水平及利潤率，我們的收益及盈利能力可能會受到不利影響。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Market Environment

We operate in a highly competitive environment and we may not be able to compete effectively against current and future competitors. Our inability to compete effectively could result in decrease of sales, reduction of price and loss of market share, any of which could have a material adverse effect on our results of operations and profit margins.

#### Provincial Tendering

In each province where we market our products, we are required to participate in a government-sponsored competitive bidding process every year or every few years. During the provincial tendering process, we and our competitors submit pricing and other product information to local pricing bureaus for selection, which is based on the bid price, clinical effectiveness and quality of each product and the reputation of the bidder. For each product category, a local pricing bureau will permit a limited number of products for sale in the relevant province or local district.

We may fail to win bids in a provincial tendering process due to various factors, including reduced demand for the relevant product, uncompetitive bidding price or local protectionism. We may also win bids at low prices that will limit our profit margins. There can be no assurance that our bids will enable us to win the tendering process and maintain our market share without compromising our profitability. In addition, we may lose in the tendering process because the relevant product is perceived to be less clinically effective than competing products or our services or other aspects of our operations are perceived to be less competitive.

#### 市場環境

我們經營所在環境競爭激烈。我們未必能夠與現有及未來的競爭對手有效競爭。我們未能有效競爭或會導致銷售額減少、價格下降及市場份額流失，任何一項均可能對我們的經營業績及利潤率造成重大不利影響。

#### 省級招標

在我們營銷我們產品的各個省份，我們須每年參與或每隔幾年參與政府主導的競標程序。在省級招標程序中，我們及我們的競爭對手向地方物價局提交定價及其他產品資料。挑選乃以投標價、臨床效果及各產品的質量以及投標者的聲譽為準則。對於各產品類別，地方物價局將准許有限數量的產品在相關省份或本區銷售。

我們或會由於多種因素而未能在省級招標程序中中標，包括相關產品的需求下降、競標價缺乏競爭力或地方保護主義。我們亦可能以限制我們利潤率的低價中標。無法保證投標能使我們於招標程序中中標及在無損盈利能力的情况下維持我們的市場份額。此外，我們可能因為相關產品的臨床效果被認為不及競爭產品、或我們的服務或經營的其他方面被認為缺乏競爭力而在招標程序中落敗。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### New Product

Our long-term competitiveness depends on our ability to enhance our existing products and to develop and commercialize new pharmaceutical products through our research and development activities. The development process of pharmaceutical products in general, is time-consuming and costly, and there can be no assurance that our research and development activities will enable us to successfully develop new pharmaceutical products.

#### INDEPENDENT AUDITORS' REMUNERATION

During the year ended 31 December 2018, the remunerations paid or payable to the Group's auditors, Crowe (HK) CPA Limited, in respect of their audit and non-audit services are as follows:

#### 新產品

我們的長期競爭力取決於我們透過我們的研發活動提升我們現有產品及開發及商業化新藥品的能力。藥品的開發流程整體上耗時且成本高昂，無法保證我們的研究及開發活動將使我們能成功開發新藥品。

#### 獨立核數師薪酬

截至2018年12月31日止年度，有關審核及非審核服務的已付或應付予本集團核數師國富浩華(香港)會計師事務所有限公司的薪酬如下：

		<b>For the year ended 31 December 2018 截至2018年 12月 31日止年度 RMB'000 人民幣千元</b>
Audit services	審核服務	1,658
Under provision in prior year	過往年度撥備不足	16
Non-audit services	非審核服務	18

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### COMMUNICATION WITH SHAREHOLDERS

The Company believes that the annual general meeting is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to ask questions about the Group's performance. Separate resolutions are proposed for each substantially separate issue at the annual general meeting. In accordance with the Listing Rules, voting by poll is mandatory at all general meetings except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedure or administrative matter to be voted on by a show of hands. The poll results are posted on the websites of the Stock Exchange and the Company respectively on the same day of the general meeting.

During the Year under Review, an annual general meeting of the Company was held on 8 June 2018 and the attendance record of the Directors is set out below:

#### 與股東溝通

本公司認為，股東週年大會是與其股東溝通的主要渠道之一。股東可藉此機會就本集團的表現提問。於股東週年大會上，個別決議案因應個別重要問題而提出。根據上市規則，除主席本着真誠原則容許純粹與程序或行政事宜有關的決議案以舉手方式表決外，所有股東大會必須以投票方式表決。投票結果於股東大會當日分別登載於聯交所及本公司網站。

於回顧年內，本公司股東週年大會於2018年6月8日舉行，董事的出席記錄載列如下：

		Meeting attendance/ number of meetings 會議出席/ 會議次數
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Ng Tit	吳鐵先生	1/1
Ms. Chin Yu	錢余女士	1/1
Mr. Wu Weizhong (Note 1)	吳為忠先生(附註1)	0/1
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Dr. Qian Wei (Note 1)	錢唯博士(附註1)	0/1
Ms. Lou Jianying (Note 1)	婁健穎女士(附註1)	0/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Patrick Sun	辛定華先生	1/1
Mr. Yu Tze Shan Hailson	余梓山先生	1/1
Dr. Yan Hong (appointed on 15 June 2018)	嚴弘博士(於2018年6月15日獲委任)	N/A (不適用)
Dr. Lap-Chee Tsui (resigned on 15 June 2018) (Note 1)	徐立之博士(於2018年6月15日辭任) (附註1)	0/1



## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Notes:

1. Due to other business commitments, Mr. Wu Weizhong, Dr. Qian Wei, Ms. Lou Jianying and Dr. Lap-Chee Tsui, were unable to attend the annual general meeting of the Company held on 8 June 2018.

### FAIR DISCLOSURE

The Company uses its best endeavors to distribute material information about the Group to all interested parties as timely as possible. Information about the Group can be found on the Company's website including descriptions of each business and the interim and annual reports of the Company.

### FINANCIAL REPORTING

The Directors of the Company acknowledge their responsibility for preparing the financial statements which give a true and fair view of the Group's affairs and of its results and cash flows for the year 2018 in accordance with Hong Kong Financial Reporting Standards, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Listing Rules. The Directors of the Company endeavor to ensure a balanced, clear and understandable assessment of the Group's performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable. The adoption of new or amended accounting standards that became effective during the year has not had a significant impact on the Group's results of operations and financial position except for those disclosed in note 2(c) to the financial statements on pages 164 to 174 of this report. The responsibilities of the external auditors with respect to the audit of financial statements are set out in the Independent Auditor's Report on pages 136 to 149 of this report.

#### 附註：

1. 由於其他事務，吳為忠先生、錢唯博士、婁健穎女士及徐立之博士無法出席本公司於2018年6月8日舉行之股東週年大會。

### 公平披露

本公司致力向所有希望獲得本集團資料之人士適時地發放有關重要資料。有關本集團的資料(包括本公司每項業務的內容、中期報告及年報)均可於本公司網站尋獲。

### 財務報告

本公司董事明白本身有責任根據《香港財務報告準則》、香港《公司條例》披露規定及上市規則適用的披露條款，編製能夠真實且公平反映2018年本集團事務、業績及現金流量的財務報表。本公司董事致力確保在財務報告中對本集團的業績、狀況及前景作出平衡、清晰及易於理解的評估。因此，本公司選擇合適的會計政策並貫徹採用，所作判斷及估計均屬審慎及合理。本集團採用於年內生效的最新或經修訂會計準則，對本集團的經營業績及財務狀況並無重大影響，惟本報告第164頁至174頁財務報表附註2(c)所披露者除外。外部核數師有關財務報表審核的責任載於本報告第136頁至149頁的獨立核數師報告。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

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

### COMPANY SECRETARY

Ms. Lai Siu Kuen was appointed as the Company Secretary of the Company with effect from 22 June 2018. Ms. Lai has assisted on the company secretarial matters of the Company and she has closely communicated with Mr. Wang Fei, the Chief Financial Officer of the Company, during the year ended 31 December 2018.

In compliance with Rule 3.29 of the Listing Rules, Ms. Lai, has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2018.

### CONSTITUTIONAL DOCUMENTS

There was no change to the Company's memorandum and articles of association during the year.

### DIVIDEND POLICY

On 24 January 2019, the Board has approved and adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements, future business growth and its shareholding value subject to the applicable laws and the articles of association of the Company.

董事確認，據彼等作出一切合理查詢後所知、所悉及所信，彼等並不知悉任何有關可能對本公司持續經營構成重大質疑的事件或狀況的重大不明朗因素。

### 公司秘書

黎少娟女士獲委任為本公司之公司秘書，自2018年6月22日起生效。於截至2018年12月31日止年度，黎女士協助本公司處理公司秘書事務，與本公司首席財務官王飛先生緊密聯繫。

遵照上市規則第3.29條，黎女士於截至2018年12月31日止年度已接受不少於十五小時的相關專業培訓。

### 憲法文件

年內本公司組織章程大綱及細則沒有變更。

### 股息政策

於2019年1月24日，董事會已批准及採納股息政策，該政策為在建議或宣派股息時，在適用法律及本公司組織章程細則之規限下，本公司應維持足夠現金儲備，以應付其營運資金需求、未來業務增長以及其股權價值。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### SHAREHOLDERS' RIGHTS

##### Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to the articles of association of the Company, general meetings shall be convened on the written requisition of any one or more members of the Company to the Directors or secretary of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves may convene the general meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

#### 股東的權利

##### 召開股東特別大會及於股東大會上提呈建議

根據本公司組織章程細則，本公司任何一名或以上股東向本公司於香港的主要營業地點（或倘本公司不再擁有有關主要辦事處，則向註冊辦事處）遞交書面請求書（訂明大會的目的及由申請人簽署）致董事或本公司之公司秘書後，股東大會須予以召開，惟有關申請人於遞交請求書日期須持有本公司附帶本公司股東大會投票權的繳足股本不少於十分之一。股東大會須於遞交有關請求書兩個月內舉行。倘董事會並無於遞交請求書日期起21日內正式召開大會，則請求人本身可以相同方式召開股東大會，而請求人因董事會未能召開股東大會而產生的所有合理費用將由本公司償付予彼等。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

If a member, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating member) to stand for election as a Director, he or she should lodge at the principal place of business of the Company in Hong Kong or at the registered office of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected and including such person's biographical details and written consent to the publication of his/her personal data. The minimum length of period, during which such notice(s) are given, shall be at least seven days and that (if the notice(s) are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior the date of such general meeting.

### ENQUIRIES TO THE BOARD

Enquiries may be put to the Board through the Company's principal place of business in Hong Kong at Unit 2305-06, 23/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (Email: [ir@ntpharma.com](mailto:ir@ntpharma.com)).

倘有權出席有關股東大會並於會上投票的股東欲提名一名人士(並非該發起提名的股東)競選董事,則彼須向本公司香港主要營業地點或註冊辦事處呈交書面通知,當中表明提名一名人士參選董事的意向,另外亦須由該名人士提交書面通告,表明願意參選,連同該名人士個人履歷以及同意刊登其個人資料之書面同意書。該等通告的最短通告期限為至少7日,倘該等通告於寄發有關選舉的股東大會通告後呈交,則遞交該等通告的期間由寄發有關選舉的股東大會通告翌日起計,至不遲於該股東大會舉行日期前7日止。

### 向董事會作出查詢

股東可透過本公司於香港的主要營業地點(地址為香港灣仔港灣道26號華潤大廈23樓2305-06室向董事會(電郵:[ir@ntpharma.com](mailto:ir@ntpharma.com))作出查詢。





# Environmental, Social and Governance Report

## 環境、社會及管治報告

### INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

This Environmental, Social and Governance Report (the “ESG Report”) summarizes China NT Pharma Group Company Limited (the “Company”, together with its subsidiaries, “the Group”, “we” or “NT Pharma”) environmental, social and governance (“ESG”) initiatives, plans and performance, and demonstrates its commitment to sustainable development.

#### Corporate Principle

NT Pharma is a technology-based pharmaceutical company integrated with research and development (“R&D”), manufacturing, and sales of its own pharmaceutical products in the People’s Republic of China (“PRC”) and over 20 overseas countries. NT Pharma’s therapeutic products are covering central nervous system, orthopedics, oncology and hematology, etc. in therapeutic area. The Group operates with integrity as a cornerstone, innovation as a driving force, while maintaining a people-oriented business; cultivates and introduces new and outstanding talent, as well as constantly strives for excellence and contributes to human health business.

NT Pharma owns two National Class 1 New Drugs, one well-known international innovative brand-name drug, and a number of generic drugs, and the Group conducts its production through the main production base, namely Suzhou First Pharmaceutical Co., Ltd. (“Suzhou First”). The Group also owns a sales and distribution network with around 1,000 sales professionals and R&D specialists; the Group has an extensive promotion network in China, covering nearly 10,000 hospitals. The Group will insist on its strategy of growing R&D through three aspects, including equity investment, R&D results through acquisition, seeking cooperation with scientific institutes and universities, and enhancing its own R&D capability.

### 序言和環境、社會及管治方針

本環境、社會及管治報告（「本報告」）總結中國泰凌醫藥集團有限公司（「本公司」，連同其附屬公司，合稱「本集團」、「我們」或「泰凌醫藥」）在環境、社會及管治上的倡議、計劃及績效，並展示其在可持續發展方面的承諾。

#### 企業理念

泰凌醫藥是一間集研究與開發（「研發」）、生產、銷售自有品牌藥品為一體化的科技製藥公司，主要於中華人民共和國（「中國」）及海外二十多個國家從事投資、研發、生產及銷售藥品，藥品覆蓋中樞神經系統、骨科、腫瘤及血液等治療領域。本集團是以誠信為基石，以創新為動力，以人為本，積極引進優秀的人才；不斷追求卓越，為人類的健康事業做出貢獻。

泰凌醫藥擁有兩個國家一類新藥、一個國際知名原研品牌藥及多個自有仿製藥；蘇州第壹製藥有限公司（「蘇州第壹」）現為本集團主要生產基地；本集團擁有多家銷售公司，以及近千人的銷售及研發專業人員；銷售網路遍佈中國，並覆蓋近萬家醫院。本集團將積極考慮通過參股、收購研發成果，尋求與研發機構、科研院校合作以及自主研發三位一體的研發戰略，不斷提升研發能力。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

In the future, the Group will continue to adjust and strengthen its strategies, such as strengthen its innovation capability and actively conduct R&D of innovative drugs for driving the Group's profit growth. The Group would be fully developing the market potential of brand drugs and generic drugs, achieving the economies of scale and boosting sales performance of various drugs. In the meantime, the Group will continue to proactively identify opportunities to acquire quality products to enrich its product portfolio, focusing on three therapeutic areas including psychiatry, orthopedics and hematology and oncology; speed up its external development through vertical strategic acquisition, so as to attain synergistic effect through integration with its existing products and gather the momentum for sustainable development of the Group.

#### The ESG Governance Structure

The Group has established the ESG Taskforce (the "Taskforce"). The Taskforce comprises core members from different departments and is responsible for collecting relevant information on the Group's ESG aspects for preparing the ESG Report. The Taskforce reports to the Board of Directors, assists in identifying and evaluating the Group's ESG risks and the effectiveness of the internal control mechanisms. The Taskforce also examines and evaluates the Group's performances in different aspects such as the environment, health and safety, labour standards and product responsibilities in the ESG aspects. The Board sets up a general direction for the Group's ESG strategies, ensuring the effectiveness in the control of ESG risks and internal control mechanisms.

#### SCOPE OF REPORTING

The ESG Report covers the Group's overall ESG policies and related information during the reporting period from 1 January 2018 to 31 December 2018.

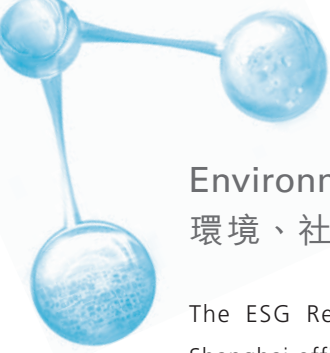
未來，本集團將繼續調整及加強戰略：增強自主創新能力，積極推出創新藥，帶動盈利增長。本集團充分挖掘原品牌藥和仿製藥的市場潛力，快速上量，為本集團帶來規模效益。同時，本集團將繼續積極物色機會收購優質產品，聚焦精神科、骨科、血液及腫瘤科三大治療領域，通過縱向戰略並購加快外延式發展，與本集團現有產品實現協同效應，以豐富產品組合，引領本集團持續發展。

#### 環境、社會及管治治理結構

本集團已設立環境、社會及管治工作小組(簡稱「工作小組」)。工作小組由本集團不同部門的核心成員組成，負責搜集本集團在環境、社會及管治方面的相關資料及資料以編制環境、社會及管治報告。工作小組會定期向董事會彙報，協助辨識和評估本集團的環境、社會及管治風險以及評估本集團環境、社會及管治內部控制機制的有效性。工作小組亦會檢查和評估本集團在環境、社會及管治範疇內環境、安全生產、勞工標準、產品責任等不同方面的表現。董事會則會設定集團環境、社會及管治戰略上的大方向，並確保環境、社會及管治風險控制及內部控制機制的有效性。

#### 報告範圍

本報告涵蓋本集團由2018年1月1日至2018年12月31日的整體環境、社會及管治政策及相關資料。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The ESG Report mainly focuses on Hong Kong and Shanghai offices; and the main production base of Suzhou First that is located in Suzhou Industrial Park, China. Unless specified otherwise, the Group obtained ESG Key Performance Indicators (“KPIs”) information through the Group’s and its subsidiaries’ operational control mechanisms. The Group will continue to expand the scope of disclosure in the future after the Group’s data collection system becomes more mature and its work on sustainable development is strengthened.

### REPORTING FRAMEWORK

The ESG Report has prepared in compliance with all applicable provisions set out in the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide” or “Report Guide”) contained in Appendix 27 of the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited. For the Group’s corporate governance practices, please refer to the section “Corporate Governance Report” this Annual Report.

### STAKEHOLDER ENGAGEMENT

Stakeholder participation is considered as an indispensable part of the Group’s commitment to enhancing its sustainable development, so we value great importance of stakeholders and their views related to ESG issues. To fully understand and respond to their concerns but not limit to the Group maintains close communication with its key stakeholders, including investors and shareholders, customers, suppliers, employees, government and regulatory bodies, communities, non-governmental organizations and the media.

本報告披露的內容主要以香港及上海辦公室以及製造本集團產品之主要生產基地，即蘇州第壹，位於中國蘇州市工業園區。除了特別列明以外，我們通過本集團及附屬公司的營運控制機制取得環境、社會及管治關鍵績效指標資料。待本集團之資料收集系統更趨成熟，以及可持續發展工作深化之後，我們將於未來繼續擴大披露範圍。

### 報告框架

環境、社會及管治報告依照香港聯合交易所有限公司主板上市規則附錄27環境、社會及管治報告指引(「環境、社會及管治報告指引」或「報告指引」)所編寫。有關於本集團之企業管治常規及準則，請參閱刊載於本年報中的「企業管治報告」。

### 持份者參與

持份者參與是本集團持續提升可持續發展表現不可或缺的一環，因此我們十分重視不同持份者及其對本集團業務及環境、社會及管治事宜的意見。為充份瞭解及回應不同持份者關注事項，我們在不同持份者與包括但不限於投資者及股東、泰凌醫藥客戶、供應商、員工、政府和監管機構、社群、非政府機構及媒體在緊密溝通。

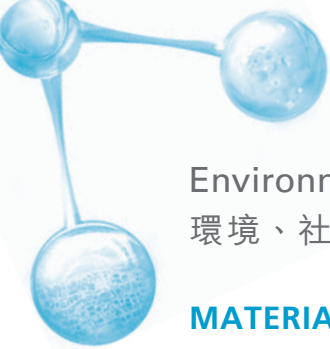
## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Key stakeholders 主要持份者	Communication channel 聯繫管道
<b>Investors and shareholders</b> 投資者及股東	Annual general meeting 股東周年大會 Annual report and interim report 年報及中期報告 Announcements and circulars 公告及通函 Investor conferences 投資者會議
<b>Customers</b> 客戶	Customer satisfaction survey and feedback form 客戶滿意度調查和意見表 Customer service center 客戶服務中心 Customer service manager 客戶經理
<b>Suppliers</b> 供應商	Supplier management conferences and events 供應商管理會議及活動 Supplier on-site audit management system 供應商現場審計管理制度
<b>Employees</b> 員工	Employee opinion survey 員工意見調查 Channels for employees' feedback (form, suggestion box, etc.) 員工表達意見的管道(表格、意見箱等) Employee newsletter and broadcasting 員工通訊和廣播 Intranet 內部網路
<b>Government and regulatory bodies</b> 政府和監管機構	Regular conference 定期工作會議 Regular performance report 定期彙報表現 On-site inspection 實地考察
<b>Communities, non-governmental organizations and the media</b> 社群、非政府機構及媒體	Environmental, social and governance report 環境、社會及管治報告 Public and community events and partnership projects on different topics 針對不同議題的公眾及社區活動和夥伴計劃

The Group works closely with different stakeholders to improve the operational strategies, ESG measures and performance to create greater value for the nation and community.

本集團與不同持份者緊密合作，改善集團內的營運策略及環境、社會及管治措施及表現，為國家及社會締造更大價值。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### MATERIALITY ASSESSMENT

The management and staff of the Group's respective major operations have participated in the preparation of the ESG Report, assisted the Group in reviewing its operations and identifying relevant ESG issues and assessed the importance of related matters to our businesses and its stakeholders. Based on the assessed significant ESG issues, a data collection questionnaire was prepared to collect information from relevant departments and business units of the Group.

The following table is a summary of the Group's material ESG issues included in the ESG Report:

#### 重要範疇評估

本集團各主要職能的管理層與員工均有參與編製環境、社會及管治報告，以協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對本集團的業務以及各持份者的重要性。根據經評估的環境、社會及管治重要事項，編製問卷，向本集團相關部門及業務單位收集資料。

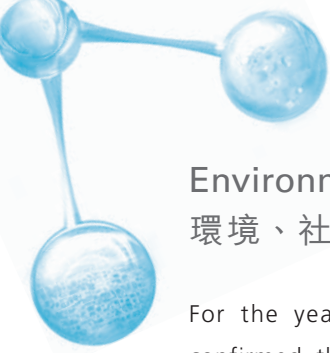
下表為環境、社會及管治報告所載本集團屬重大環境、社會及管治事宜之摘要：

The ESG Reporting Guide 報告指引	Material ESG aspects of the Group 本集團環境、社會及管治重要範疇	
<b>A. Environmental 環境</b>		
A1. Emissions 排放物	Exhaust Gas Emissions 廢氣排放	P. 70
	Greenhouse Gas ("GHG") Emissions 溫室氣體排放	P. 73
	Wastewater Discharge 污水排放	P. 76
	Waste Management 廢物處理	P. 77
A2. Use of Resources 資源使用	Energy Consumption 能源消耗	P. 80
	Water Management 用水管理	P. 82
	Use of Packaging Materials 包裝材料使用	P. 83
A3. The Environment and Natural Resources 環境及天然資源	Noise Control 噪音管理	P. 84

# Environmental, Social and Governance Report (Continued)

## 環境、社會及管治報告(續)

The ESG Reporting Guide 報告指引	Material ESG aspects of the Group 本集團環境、社會及管治重要範疇	
<b>B. Social 社會</b>		
B1. Employment 僱傭	Compensation and Benefits 薪酬福利	P. 87
	Employment and Promotion 招聘及晉升	P. 88
	Equal Opportunities 平等機會	P. 89
	Communication with Employees 員工溝通	P. 90
B2. Health and Safety 健康與安全	Safety Production Management System 安全生產管理體系	P. 91
	Fire Safety Management 消防安全管理	P. 93
B3. Development and Training 發展及培訓	Training Management 培訓管理	P. 94
	Training Courses 培訓課程	P. 94
B4. Labour Standards 勞工準則	Labour Standards 勞工準則	P. 95
B5. Supply Chain Management 供應鏈管理	Business Ethics 商業道德	P. 96
	Supply Chain Management Structure 供應鏈管理結構	P. 96
B6. Product Responsibility 產品責任	Product Quality and Safety 產品品質與安全	P. 98
	Labelling and Traceability 標識和可追溯性	P. 100
	Customer Services and Privacy 客戶服務及隱私	P. 100
	Intellectual Property Rights 知識產權	P. 101
B7. Anti-corruption 反貪污	Anti-corruption 反腐倡廉	P. 102
	Publicity and Education 宣傳教育	P. 103
B8. Community Investment 社區投資	Caring for the Community 與愛同行	P. 104



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

For the year ended 31 December 2018, the Group confirmed that appropriate and effective management policies and internal control systems for ESG issues are in place and confirmed the information disclosed in the ESG Report meets the ESG Reporting Guide.

#### CONTACT US

We welcome stakeholders to provide their opinions and suggestions. You can provide valuable advices in respect of the ESG Report or our performances in sustainable development by [contact@ntpharma.com](mailto:contact@ntpharma.com).

#### A. ENVIRONMENTAL

##### A1. Emissions

###### General Disclosure and KPIs

NT Pharma values environmental management highly, strives to protect the environment and takes the social responsibility of the Group through adopting clean production. The Group is attentive to the emission and treatment of wastewater, air pollutants and wastes (including non-hazardous waste and hazardous waste) created from its operation, various kinds of pollutants emissions follow the national and regional standards through online monitoring system, self-testing system and management approach. Over the past years, the Group's subsidiary, Suzhou First has established and implemented the ISO14001 environmental management system to strengthen its environmental management. For the year ended 31 December 2018, the Group was licensed for the Pollution Discharge Permit underlying that compliant standard of discharge of wastewater, noise and hazardous waste had been achieved.

於截至2018年12月31日止年度，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合報告指引的要求。

#### 與我們聯絡

本集團歡迎持份者提供意見及建議。閣下可就環境、社會及管治報告或其在可持續發展方面的表現提供寶貴意見，並電郵至 [contact@ntpharma.com](mailto:contact@ntpharma.com)。

#### A. 環境

##### A1. 排放物

###### 一般披露和關鍵績效指標

泰凌醫藥重視良好的環境管理，努力保護環境，奉行潔淨生產，以落實本集團應承擔的社會責任。本集團專注於生產營運過程中污水、空氣污染和廢棄物(包括一般廢棄物和危險廢棄物)的排放與處理，配合在線監控裝置、環保自測手段和管理制度，確保各類排放物均遵守中國及其他營運所在地的排放標準進行合規的排放。多年來，本集團旗下子公司蘇州第壹已經建立ISO 14001環境管理體系，務求強化環境管理。於截至2018年12月31日止年度，本集團的排污許可證均通過複檢，並實現廢水、噪音及危險廢棄物達標排放。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group has strictly complied with applicable laws and regulations, including but not limited to “Environmental Protection Law of the People’s Republic of China”, “Water Pollution Prevention and Control Law of the People’s Republic of China”, “Law of the People’s Republic of China on the Prevention and Control of Atmospheric Pollution”, “Law of the People’s Republic of China on Prevention and Control of Pollution From Environmental Noise”, “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste” and other relevant environmental protection laws and regulations. The Group has established an environmental protection accountability system and actively implemented environmental measures during the operation.

The supervisors of the Group’s production bases and office executives supervise the implementation of the above measures and related environmental protection policies. The Group expects all departments giving their best to implement its environmental policies and ensure all operational processes are complied with relevant laws and regulations, under the Group’s strict supervision and guidance. Persons in charge of environmental protection at all levels will continue to review its policies and practices and report to management if necessary, with recommendations. If there is an abnormal discharge caused by an emergency during the production process, the persons in charge will immediately take emergency measures to prevent the expansion of pollution and report to the management in a timely manner in order to control the situation.

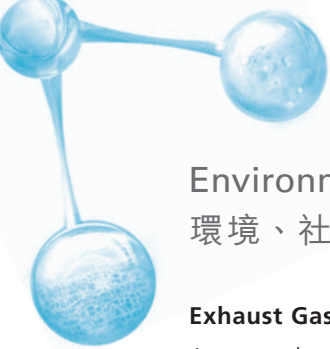
For the year ended 31 December 2018, the Group did not have any violation of relevant local environmental laws and regulations in relation to exhaust gas and GHG emissions, water and land discharge, and the generation of hazardous and non-hazardous wastes that have a significant impact on the Group.

本集團嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國固體廢物污染環境防治法》及其他有關環境保護的法律法規。本集團建立了環境保護責任制度，對於經營過程中產生的環境污染積極採取環境保護措施。

本集團生產基地的各級主管及辦公室的行政人員會監督上述措施及相關環保政策的實施情況。本集團期望在本集團嚴格的監察及指導下，各部門盡其所能執行其環保政策，確保所有業務流程符合法律要求。各級環保事務負責人會持續審視本集團的政策及實務，並適當彙報予管理層。如有需要會提出建議措施。在生產過程中，如出現突發事件造成排污異常，負責人應該立即採取應急措施，防止污染擴大，並及時向管理層彙報。

於截至2018年12月31日止年度，本集團並無任何就空氣及溫室氣體、排放物、水及土地的排污以及有害及無害廢棄物產生、對本集團有重大影響的當地相關環境法律法規之違規事件。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Exhaust Gas Emissions

Among the Group's operational process, the sources of exhaust gas emission are mainly from the use of vehicles, causing the following three categories of exhaust emissions: Nitrogen Oxide (NO<sub>x</sub>), Sulfur Oxide (SO<sub>x</sub>) and Particulate Matter (PM).

For the year ended 31 December 2018, the Group's emissions were as follows:

#### 廢氣排放

本集團在商業運作過程中，廢氣排放主要源於車輛使用，主要造成以下三類別的廢氣排放：氮氧化物(NO<sub>x</sub>)、硫氧化物(SO<sub>x</sub>)及顆粒物(PM)。

於截至2018年12月31日止年度，本集團的廢氣排放量如下：

Type of exhaust gas 廢氣種類	Exhaust gas emissions	
	(calculated in grams) 廢氣排放量 (以克計算)	Intensity (grams/million revenue <sup>1</sup> ) 密度(克/百萬元銷售額 <sup>1</sup> )
Nitrogen Oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	13,890.47	24.31
Sulfur Oxide (SO <sub>x</sub> ) 硫氧化物(SO <sub>x</sub> )	79.45	0.14
Particulate Matter (PM) 顆粒物(PM)	1,022.73	1.79

Note:

1. For the year ended 31 December 2018, the Group's revenue was approximately RMB571.5 million according to the annual report. This information is also used to calculate other intensity data.

備註：

1. 於截至2018年12月31日止年度，根據年度報告本集團銷售額為約人民幣571.5百萬元。此數據亦會用作計算其他密度數據。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

In terms of the above exhaust gas emissions, we have adopted the following measures to reduce emissions of vehicles:

#### Vehicle Emission

During the production process of the Group's products, a large number of vehicles are used to transport raw materials and finished products; the consumption of gasoline and diesel also results in the emission of air pollutants. Treatments and reduction measures are as follows:

- Switch off the engine when the vehicle is not in use;
- Use unleaded and low-sulfur gasoline according to the law regulation;
- Phase out substandard vehicles in accordance with the emission policies formulated by the state (GB IV);
- Perform vehicle and equipment maintenance on regular basis to ensure the engine performance does not hinder the effective combustion of gasoline; and
- Optimise operational procedure to increase the loading rate and reduce the idling rate of vehicles.

#### GHG Emissions

The major sources of the Group's GHG emissions are direct emissions from combustion of diesel and gasoline for transportation and natural gas consumed by the boiler (Scope 1) and indirect emissions from purchased electricity (Scope 2).

就上述廢氣排放而言，我們採取了以下措施以減少汽車尾氣造成的廢氣排放：

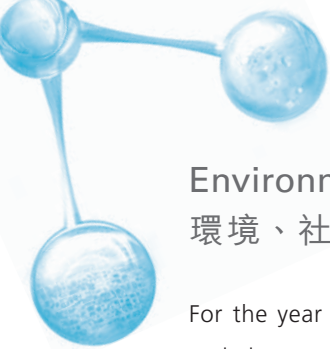
#### 汽車廢氣

在本集團產品的生產過程中，運輸材料及產品時需要用到大量車輛，所消耗的汽油和柴油同樣會導致空氣污染物排放。處理方法及減排措施如下：

- 在車輛不使用時關閉引擎；
- 根據法律規定使用無鉛燃料及低硫燃料；
- 根據國家排放政策規定(國標IV)，淘汰不達標車輛；
- 定期對車輛進行維護，確保引擎性能不妨礙燃料有效使用；及
- 優化營運程式，以增加裝車率並減少汽車空轉率。

#### 溫室氣體排放

本集團業務運營中產生的溫室氣體排放主要源於車輛柴油及汽油消耗及鍋爐所消耗的天然氣造成的直接溫室氣體排放(範圍一)和外購電力造成的能源間接溫室氣體排放(範圍二)。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

For the year ended 31 December 2018, the Group's GHG emissions were as follows:

於截至2018年12月31日止年度，本集團的溫室氣體排放量如下：

Indicator <sup>2</sup> 指標 <sup>2</sup>	Total emissions (tonnes CO <sub>2</sub> e) 年度排放總量 (噸二氧化碳當量)	Intensity (tonnes CO <sub>2</sub> e/million revenue) 密度(噸二氧化碳 當量/百萬元 銷售額)
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	1,417.44	2.48
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	5,169.08	9.04
Total GHG emissions (Scope 1 and Scope 2) 溫室氣體排放總量(範圍1及2)	6,586.52	11.52

Note:

- Greenhouse gas emission data are presented in terms of CO<sub>2</sub>e, with reference to, including but not limited to, the reporting requirements of the "GHG Protocol Corporate Accounting and Reporting Standard" issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest "Greenhouse gas reporting: conversion factors 2017" issued by Department for Environment, Food & Rural Affairs of British's Government, and the latest published Baseline Emission Factors for Regional Power Grids in China, "How to prepare an ESG Report? – Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, "Global Warming Potential Values" from the Intergovernmental Panel on Climate Change (IPCC) Fifth Assessment Report.

備註：

- 溫室氣體排放資料乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、英國政府的环境、食品和農村事務部最新發佈的二零一七年溫室氣體報告排放因數、香港交易所發佈的《如何準備環境、社會及管治報告？—附錄二：環境關鍵績效指標彙報指引》、最新發佈的中國區域電網基線排放因數及政府間氣候變化專門委員會發佈的《第五次評估報告》的全球升溫潛能值。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Wastewater Discharge

The Group discharged wastewater and its parameters in the process of production. Production base is instructed to categorize and treat its wastewater in accordance with the Class 3 standard of the People's Republic of China – "Integrated Wastewater Discharge Standard" (while ammonia nitrogen reaches the relevant requirements of "Wastewater Quality Standards for Discharge To Municipal Sewers"), before joining the domestic sewage to the municipal pipe networks.

Wastewater discharge performance:

#### 污水排放

本集團在經營生產過程中產生廢水及其主要水污染物。生產基地對生產活動中產生的廢水進行分類收集，確保達到中國《污水綜合排放標準》的三級排放標準（氨氮達到《污水排入城鎮下水道水質標準》的相關標準）後，才與廠區內產生的生活污水一起匯入市政污水管網進行外排。

廢水排放表現概述：

Indicator of wastewater discharged parameters 廢水污染物指標	Total discharge (tonnes) 排放總量(噸)	Intensity (tonnes/ million revenue) 密度(噸/百萬元 銷售額)
Chemical Oxygen Demand (COD) 化學需氧量(COD)	10.63	0.02
Ammonia Nitrogen 氨氮	0.73	0.001

To reduce the wastewater discharge, Suzhou First collects, separates and categorizes its industrial wastewater (penicillin in the industrial wastewater is preparatory treated, wastewater from animal room is separately collected and disinfection facility is individually installed), ensures to comply with the standard before discharging or joining the municipal pipe networks. In addition, wastewater generated from cleaning bottle during the production process are disinfected, tested and then reused by the factory.

為減低污水排放排放量，蘇州第壹對生產污水實行分流收集，分質預處理（工藝廢水確保有青霉素等預備處理措施、動物房廢水確保單獨收集及單獨設置消毒處理設施）後，確保達標才向外合規排放或納入市政管網。另外，在生產過程中產生的清洗瓶塞等的污水，經消毒及檢測後會匯回廠區使用。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Waste Management

The Group generates various kinds of hazardous and non-hazardous waste during operation and production process. To minimize the adverse impact on the environment caused by waste, the Group has strictly complied with “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste” and “National Catalogue of Hazardous Wastes” and other related laws and regulations, implementing a variety of waste management and reduction measures.

#### Hazardous Waste

Hazardous waste from the Group’s operation mainly were spoiled medicines and waste organic solvent. For the year ended 31 December 2018, the Group’s total discharge and the intensity of hazardous waste were as follows:

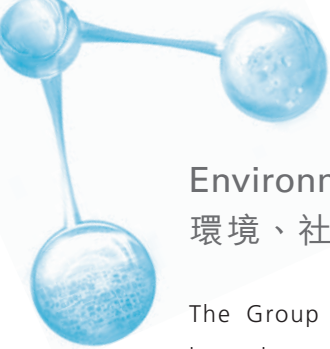
#### 廢物處理

在本集團的營運及生產過程中，亦會產生有害廢棄物及無害廢棄物。為降低廢棄物對環境造成的影響，本集團嚴格依照《中華人民共和國固體廢物污染環境防治法》及《國家危險廢物名錄》等法律法規，持續實施多項廢棄物管理及減排措施。

#### 有害廢棄物

本集團業務營運產生的有害廢棄物主要包括廢藥品及廢有機溶劑。於截至2018年12月31日止年度，本集團的有害廢棄物排放量及密度如下：

Type of hazardous waste 有害廢棄物種類	Total discharge (tonnes) 排放總量(噸)	Intensity (tonnes/ million revenue) 密度(噸/百萬元 銷售額)
Spoiled Medicines 廢藥品	15	0.03
Waste Organic Solvent 廢有機溶劑	3	0.01



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group has appointed specialist to manage the hazardous wastes which are collected and classified according to “National Catalogue of Hazardous Wastes”. The specific packaging and storage location of hazardous wastes are labeled for proper storage, the hazardous wastes have been centrally collected and a qualified company would be engaged to carry out the centralized detoxification treatment to ensure the hazardous wastes are properly disposed. Each department follows “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes” and the amendments of “National Catalogue of Hazardous Waste”, makes suggestions on the compliance management of hazardous waste as well as organizes staff training on the implementation of the relevant environmental protection policies.

#### Non-hazardous waste

Non-hazardous waste from the Group’s operation mainly included commercial waste, such as paper.

本集團針對危險廢棄物設有專人管理，按照《國家危險廢物名錄》進行收集分類。對危險廢棄物的外包裝和貯存點作出標識以妥善貯存，並將危險廢棄物統一收集後委托具備相關資質的單位進行無害化集中處置，保證危險廢棄物得到合規處置。各部門按照《中華人民共和國固體廢物污染環境防治法》以及《國家危險廢物名錄》的修訂，對危險廢棄物合規性管理提出優化的建議，以及就環保相關制度的實施組織員工培訓工作。

#### 無害廢棄物

本集團業務營運產生的無害廢棄物主要包括辦公室垃圾，如紙張。

Type of non-hazardous waste 無害廢棄物種類	Total discharge (tonnes) 排放總量(噸)	Intensity (tonnes/ million revenue) 密度(噸/百萬元 銷售額)
Commercial waste 辦公室垃圾	0.17	0.0003

In order to effectively identify and dispose waste, the Group strives to reduce waste at the source, a great variety of measures are used to minimize waste and recycle the waste that generate during daily operation. The Group has designed different measures to control the production of waste at source, including but not limited to:

- Providing regular environmental education and promotion for staff so as to encourage the habits of reuse and recycle; and

為有效識別及處理廢棄物，本集團致力從源頭進行減廢，我們採用多項措施杜絕浪費，並採取回收再利用的方式減少日常營運中產生的廢物。本集團制定了多項措施從源頭控制廢棄物的產生，包括但不限於：

- 本集團定期向員工進行環保教育及宣傳，並鼓勵再用及回收；及

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

- Adopting the Group's waste management policies, the waste generated by each department will be sorted and undergone integrated recycling according to the nature.

In addition, the Group is committed to establishing an electronic and green office.

- The office makes full use of the online system, while general business notices and data transmissions are conducted through the internet system;
- Employees are required to use both sides printing or copying whenever possible;
- Office paper is used for both sides as possible;
- Waste paper is centrally collected and disposed by the administrative department and the office; and
- Scrap boxes are placed as "recyclable waste" for disposal.

Waste will be inevitably produced during operation, but with the relevant and effective waste processing strategy and policy, the waste borne environmental risks and impacts have been reduced as far as possible by the Group.

#### A2. Use of Resources

##### General Disclosure and KPIs

The Group endeavors to achieve sustainable development, upholds its green production philosophy of "Clean Production, Energy Saving" to the Group's operations, and is committed to optimizing the use of resources in all of its business and production operations.

- 按照本集團的相關廢物管理制度，各部門產生的廢物按其性質進行分類管理，並採取措施進行綜合回收利用。

另外，本集團致力於建立一個電子及綠化的辦公室：

- 辦公室內充分利用網上系統，一般事務性通知、資料傳送等通過網路系統進行；
- 要求員工儘量採用雙面複印或列印；
- 辦公用紙儘量雙面使用；
- 廢棄紙張由行政管理部及辦公室統一回收處理；及
- 廢包裝盒會被列入「可回收利用」廢物進行處置。

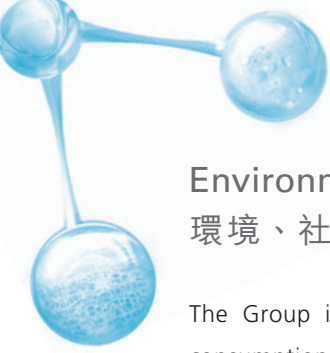
在營運過程中，本集團無可避免地產生廢物，但經過有效的相關廢物處理策略和政策，本集團已把廢棄物帶來的環境風險和影響盡量減低。

#### A2. 資源使用

##### 一般披露和關鍵績效指標

本集團一直深耕可持續發展，秉持「清潔生產，節能減排」的概念融入其業務營運中，並致力於在其所有業務及生產經營過程中優化利用資源。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group insists in efficient operation to minimize its consumption of resources (electricity, water, raw materials, packaging materials, etc.) whenever it is possible in support of the utilisation and promotion of clean energy. The Group manages the use of resources such as water, electricity and oil, and conducts key management to major energy-consuming equipment, counts monthly usage, as well as standardizes equipment operation procedures to fully and effectively use the energy. In case of any abnormal or excessive consumption, we will carry out an investigation to find out the reasons and look for rectification measures. Looking ahead, we are continuously looking for practical energy conservation opportunity in its operation. In order to achieve sustainable development, the Group regularly promotes the green message and suggests the eco-friendly lifestyles to employees.

#### Energy Consumption

The Group operates strictly in accordance with GMP standards regarding production and operating management, utilises energy-saving equipment, and enhances the efficiency of production technologies and raises productivity through continual upgrade of the production equipments. For the operation management, we set the energy saving goals and tasks, by implementing the following measures to improve the energy saving performance, promote the enthusiasm of all departments to implement energy conservation and emission reduction.

- Calculating the energy consumption per unit of output value according to the actual energy consumption and the output value of each department, and then propose the reduced ratio according to the energy consumption per unit of the output value, as the energy-saving index of each department;

本集團堅持在高效運營的情況下，盡可能減少資源（電力、自來水、原材料、包裝材料等）的消耗、支持清潔能源的使用與推廣、提高資源綜合利用率。本集團對水、電和油等能源使用進行管理，對主要耗能設備進行重點管理，每月統計用量，規範設備作業流程，以充分有效地利用能源。對於對任何異常或過度消耗進行調查，我們將會查明原因並尋找整頓措施。展望未來，我們將持續在營運中尋找可行的減少用量機會。為達成可持續發展，本集團定期向員工傳閱環保訊息及有關環保生活方式的實用建議。

#### 能源消耗

本集團嚴格按照GMP規範生產和運營管理，透過不斷升級生產設備，使用節能設備降低能耗，以改善生產工藝及提高生產效率。在運營管理方面，我們設定節能的目標與任務，通過推進如下各項節能績效管理持續改善能效指標，推動各部門實施節能減排的積極性。

- 根據各部門上年度實際能源的消耗量、產值，計算出單位產值的能耗量，然後根據單位產值能耗量提出降低的比率數，作為各部門的節能指標；

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

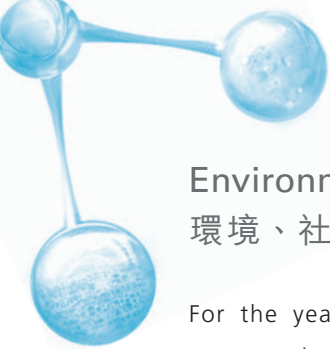
- Formulating the departmental energy-saving targets and working methods based on the energy saving target issued, the actual energy consumption of the previous year and the annual production plan, etc. from all departments; and
- Finding out the cause for the uncompleted energy savings plan, formulating corresponding countermeasures, and supervising the implementation of the assessment measures.
- 各部門需跟隨下達的節能指標、上年度能源消耗實際情況和年度生產計劃等，制定出本部門節能目標和工作方式；及
- 針對未完成節約計劃的目標，查找原因，制定相應的對策，並監督考核對策的執行。

Other than the modification of management process, the Group also proposes the requirement on the energy conservation and emission reduction during production and operating process. For example:

- Turn off the electricity when the office and factory are not operating;
- Install of LED lighting for illumination;
- Turn on the electric appliance based on the actual needs during working hours, including illumination facility, air-conditioning, electrical fan, etc;
- Restrict the usage of air-conditioning, set and fix the office temperature at 25°C and less than 20°C in summer and winter respectively; and
- Conduct regular maintenance and repair of air-conditioning to maintain the optimal performance and efficiency in energy usage.
- 當辦公室及工廠不在操作時，關閉電器；
- 全部照明區域安裝LED節能燈；
- 員工於上班時間按實際需要開啟用電設備，包括照明設備、空調機、風扇等；
- 規定空調的使用，夏季設定溫度不得低於25°C；冬季設定溫度不得高於20°C；及
- 加強對設備的維護檢修，將各電子設備保持最佳的狀態，有效地使用電力。

The employees' awareness in energy conservation has been increased with the above energy saving practices.

通過上述節能措施，本集團僱員的節能意識得以提高。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

For the year ended 31 December 2018, the energy consumption of the Group and its intensity were as follows:

於截至2018年12月31日止年度，本集團能源消耗量及能耗密度見下表：

Type of energy 能源種類	Energy consumption (kWh) 用量(千瓦時)	Intensity (kWh/million revenue) 密度(千瓦時／ 百萬元銷售額)
Diesel <sup>3</sup> 柴油 <sup>3</sup>	28,315.39	49.55
Gasoline <sup>4</sup> 汽油 <sup>4</sup>	23,210.84	40.61
Electricity 電力	7,966,365.57	13,939.40
Natural Gas <sup>5</sup> 天然氣 <sup>5</sup>	7,190,148.53	12,581.19

Note:

- The consumption of diesel was 2,662.09 litres.
- The consumption of gasoline was 2,488.87 litres.
- The consumption of natural gas was 669,551 m<sup>3</sup>.

備註：

- 柴油用量為2,662.09公升。
- 汽油用量為2,488.87公升。
- 天然氣用量為669,511立方米。

### Water Management

Besides, measures taken to handle with “Wastewater Discharge” stated in Aspect A1, Suzhou First installed water-cooling tower to boost the circulation, cooling and reuse water. In addition, we also encourage all employees and customers to develop the habit of conscious water conservation to reduce the office’s water consumption. The Group has been enhancing the water conservation promotion by posting “Save Water” signs in the pantry and washroom to remind employees to save water. Also, we regularly maintain and repair the water supply system to prevent leakage of faucet or water pipes. For the year ended 31 December 2018, the water consumption was 180,196.94 cubic meters, the intensity was 315.31 cubic meters/million revenue.

### 用水管理

除A1層面「污水排放」一節所述處理生活污水的措施外，蘇州第壹採用冷卻塔促進水循環冷卻再用。另外，我們亦鼓勵所有僱員及客戶養成自覺節約用水的習慣，以減少辦公耗水量。本集團不斷加大節水宣傳力度，在茶水間及洗手間內貼上「節約用水」標貼以提醒員工，引導他們節約用水。此外，我們還會定期維護供水系統，防止水龍頭或水管滲漏情況發生。截至2018年12月31日止年度，本集團總耗水量180,196.94立方米，密度為315.31立方米／百萬元。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

For the year ended 31 December 2018, the Group did not encounter any problems in sourcing water that is fit for purpose.

截至2018年12月31日止年度，本集團沒有在採購適合用途的水源上發生問題。

### Use of Packaging Materials

### 包裝材料使用

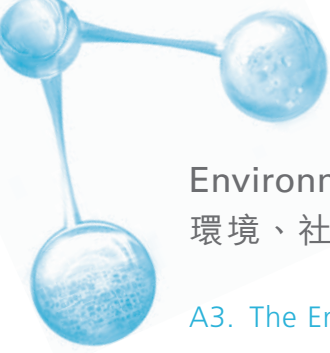
For the year ended 31 December 2018, the Group's packaging materials consumption were as follow:

於截至2018年12月31日止年度，本集團使用的包裝材料如下：

Type of packaging material 包裝材料種類	Quantity 數量	Intensity (unit/million revenue) 密度(單位/百萬元銷售額)
Polyvinyl Chloride (PVC) 聚氯乙烯(PVC)	39.75 tonnes 噸	0.07 tonnes/million revenue 噸/百萬元銷售額
Instruction Sheet 說明書	24,172 thousand sheets 千張	42,296 sheets/million revenue 張/百萬元銷售額
Label 瓶貼	82,536 thousand sheets 千張	144,420 sheets/million revenue 張/百萬元銷售額
Small Box 紙盒	24,091 thousand boxes 千個	42,154 boxes/million revenue 個/百萬元銷售額
Large Box 大箱	93 thousand boxes 千個	163 boxes/million revenue 個/百萬元銷售額
Penicillin Bottle (20ml) 西林瓶20ml	81 thousand pieces 千個	142 pieces/million revenue 個/百萬元銷售額
Penicillin Bottle 西林瓶	73,406 thousand pieces 千個	128,444 pieces/million revenue 個/百萬元銷售額
Rubber Stopper 膠塞	71,429 thousand pieces 千個	124,985 pieces/million revenue 個/百萬元銷售額
Aluminum-plastic Cap 鋁塑蓋	76,523 thousand pieces 千個	133,899 pieces/million revenue 個/百萬元銷售額

Packaging materials are used to ensure products are safely delivered to the hands of customers, this is an indispensable part in the whole production procedure. In the selection of packaging materials, in addition to the consideration of economic, product safety, quality and other factors, the Group actively takes into account the reuse and recycle capacity of packaging materials.

包裝材料作為保護產品並確保產品能安全送到客戶手中的載體，是整個生產過程不可或缺的一部分。在選擇包裝材料時，除考慮經濟、產品安全和質量等因素外，本集團亦積極考慮物料的重複利用或回收能力。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### A3. The Environment and Natural Resources

##### General Disclosure and KPIs

As a pharmaceutical manufacturer, the Group has strived its utmost to control and mitigate the negative impacts brought to the natural environment and insisted in regulating emissions of pollutants. In the view of resources and energy saving, the Group will continuously improve and enhance its production equipment and techniques, refine the product structure, and promote environmental work so as to make contribution to the protection of the natural environment and resources.

##### Noise Control

The Group focuses on the noise control management and the employee's occupational protection in accordance with noise control related standards to monitor and control the impacts of industrial noise to employees' health and surrounding community. Noise pollution of the Group generated from the production base primarily come from boiler, air compressors, vacuum machines, crushing machines, water pumps and other equipment, etc. The Group strictly adheres to GMP requirements and selects a factory layout designed with significant noise insulation and damping effect; strives to mitigate noise hazards through advancing the equipment and technologies, using physical isolation, occupational protection, green shielding, etc., and abides by the People's Republic of China "Emission Standard for Industrial Enterprises Noise at Boundary". For the year ended 31 December 2018, all production bases of the Group achieved 100% in compliance with the noise control standards, no complaint of noise pollution was received.

#### A3. 環境及天然資源

##### 一般披露和關鍵績效指標

作為醫藥製造企業，本集團嚴格控制並致力於減少對自然環境的不良影響，維持污染物的合規排放。同時在節約資源和能源方面，本集團也一直孜孜不輟，不斷進行設備升級和工藝改進，優化調整產品結構，紮實推進節能環保工作，為保護自然環境和資源作出一份貢獻。

##### 噪音管理

本集團重視噪音管理和相應的員工職業保護，根據國家噪音治理相關標準監測和控制生產噪音對員工健康和周邊社區的影響。本集團的生產基地的噪音主要來自於鍋爐、空壓機、真空機、粉碎機、水泵等設備。在廠房佈局配置方面，嚴格按照GMP規定要求選擇具較強的隔音和減震效果的設計佈局；並透過改進設備、提升工藝、運用物理隔絕、職業防護和綠化遮擋等措施，減少噪音危害，確保廠界噪音達到中國《工業企業廠界環境噪聲排放標準》。於截至2018年12月31日止年度，本集團各生產基地的噪音排放達標率基本實現100%，沒有記錄顯示曾收到任何關於噪音污染的投訴。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### B. SOCIAL

##### B1. Employment

###### General Disclosure

NT Pharma always believes that its outstanding employees are the most precious asset and sets sustainable talent development as a fundamental pillar of the enterprise. The Group encourages employees to build up a work environment with harmonics working relationship, mutual trust and improvement and pursues an excellent working atmosphere. Following our human resources strategy, the Group continually refines its human resources system and provides the employees with pleasant working environment, comprehensive training and development platform. We also safeguard the employees' occupational health and safety and strengthen efficient operation by team building, to unleash the core competitiveness of the Group.

The Group actively complied with labour laws and regulations, including but not limited to, the "Labour Law of the People's Republic of China", "Labour Contract Law of the People's Republic of China", "Employment Ordinance" of Hong Kong and relevant governmental labour and personnel laws and regulations. The Group has established "Employees' Manual", "Holiday Management System", "Training and Management System" and relevant personnel management policies, as well as promoting the standardization and systematization of decision-making to further enhance the level of human resources management. Work dismissals are carried out in compliance with related laws and regulations, so as to safeguard the mutual rights and responsibilities between the employees and we would try our best to find out the cause.

For the year ended 31 December 2018, the Group did not aware of any material non-compliance of laws and regulations in respect of human resources.

#### B. 社會

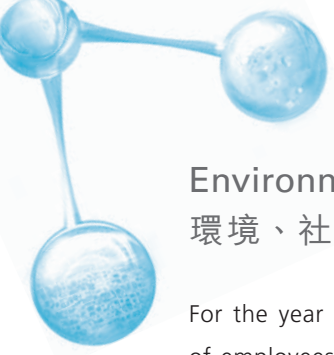
##### B1. 僱傭

###### 一般披露

泰凌醫藥一直視優秀的員工為最寶貴的財富，實現人才的可持續發展是奠定企業基石的重要一環。本集團鼓勵和諧的勞動關係，致力創造相互信任、共同進步、追求卓越的工作氛圍。在我們的人力資源發展戰略指導下，本集團不斷完善人力資源管理體系，為員工提供良好的工作氛圍、完善的培訓與發展平台。我們亦保障員工的職業健康與安全、加強高效協作的團隊建設，充分發揮企業真正的核心競爭力。

本集團積極遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、香港《僱傭條例》以及政府有關勞動人事法律法規。本集團製定了《員工手冊》、《假期管理制度》和《培訓管理制度》等相關人事管理政策，以及促進決策的標準化和製度化，藉以進一步提高人力資源管理水平。解除勞務關係也嚴格按照相關法律法規進行，充分保障員工和本集團彼此的權利，我們嘗試亦會了解當中原因。

於截至2018年12月31日止年度，本集團並未發現任何違反有關人力資源的法例和法規的重大事宜。



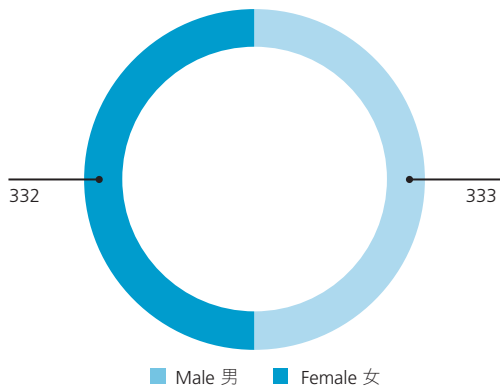
## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

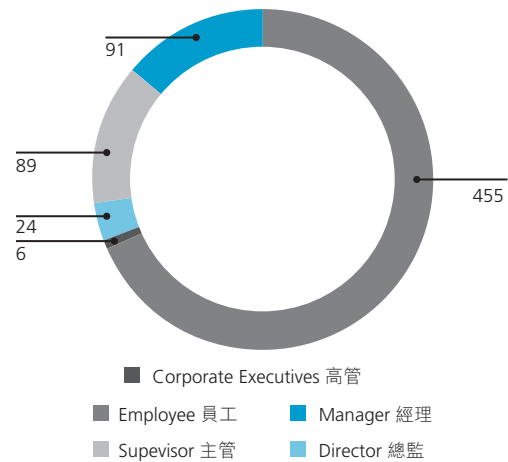
For the year ended 31 December 2018, the total number of employees of the Group was 665 and its distribution is as follows:

於截至2018年12月31日止年度，本集團共有員工665人，僱傭分佈如下。

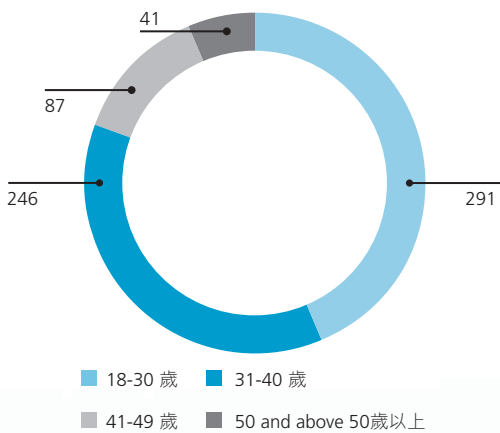
**Gender of Employees**  
員工性別



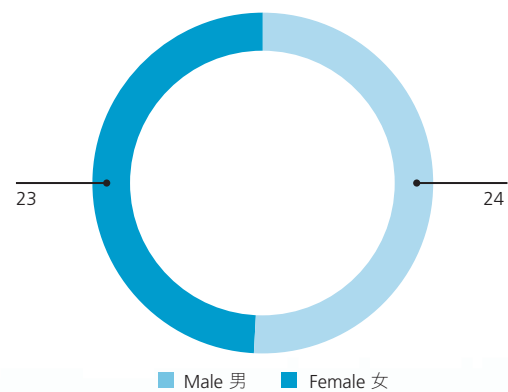
**Category**  
職級



**Age Group**  
年齡組別



**Employees Turnover**  
員工流失情況



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Compensation and Benefits

The Group has established a relatively fair, equitable, reasonable and competitive remuneration system based on fairness, equity, reasonableness and competitiveness. The Group's remuneration of the employees comprises of basic salary, performance salary, company benefit award, performance bonus, project bonus, etc. When the level of salary and consumption significantly increase in the market or the employees have been promoted, the Company can adjust the salary level after the remuneration committee's affirmation. In addition, when the Group's annual benefits and performance have steadily improved, the human resources department would formulate the salary adjustment plan on the basis of the marketing data and the current salary level, and adjusts the salary of employees according to the factors such as their annual performance, variety requirement of the position, etc.

The Group has signed and executed the labour contracts with employees in accordance with the "Labour Contract Law of the People's Republic of China". The signing rate of labour contracts is 100%.

In accordance with the law, the Group pays "five social insurance and one housing fund" for its employees, namely endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund, to ensure employees are covered by social insurance. The social insurance and housing provident fund are undertaken by the Group and employee.

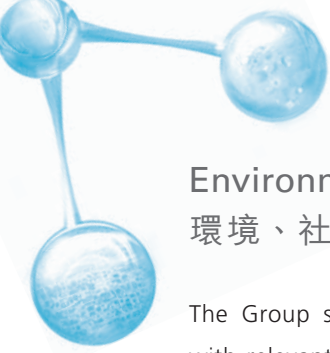
#### 薪酬福利

本集團建立了一套相對公平，公正，合理且有競爭力的薪酬體系，基於公平，競爭，激勵，合理及合法原則，為員工發放薪酬。本集團員工薪酬由基本崗位工資，績效工資，公司效益獎，業績獎金，項目獎金等組成。當市場行業的薪酬水平，消費水平發生顯著變化或部分崗位發生變化，經公司薪酬委員會同意後，本公司可以對各崗位標準區間的薪資水平進行調整。另外，當本集團年度效益和業績穩步提升時，由人力資源部根據市場數據及目前薪酬現狀制定調薪方案，根據員工的年度績效情況，部門崗位要求變化等因素對員工的薪酬進行年度調整。

本集團按照《勞動合同法》依法與員工簽訂並履行勞動合同，勞動合同簽約率100%。

本集團依法為員工繳納「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，保障員工享受社會保險待遇。社會保險費用及住房公積金由本集團和員工本人依法共同承擔。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group sets up “Employees’ Manual” in accordance with relevant laws and regulations to regulate employees’ working hours and leaves arrangement. The attendance system regulates the working hours and irregular working hours based on the employee’s nature of work, so as to eradicate the forced labour. Employees are entitled to paid annual leave, marriage leave, maternity leave, paternity leave, nursing leave, bereavement leave, sick leave, personal leave, etc. on top of statutory holidays; Employees are also entitled to an enriched welfare system to enhance the standard of living and the sense of belonging, including baby bonus, festive bonus, high-temperature subsidies, etc.

#### **Employment and Promotion**

The Group determines the objectives, directions and focuses on talent recruitment, adopts an effective and open policy for the talent recruitment and makes every effort to attract local and overseas innovative talents irrespective of geographical locations as well as to fully utilize talents after recruitment. During the formal recruitment process, the Group standardizes the hiring procedures and recruitment principles, adheres to the hiring principles of morality, knowledge, ability, experience and fitness applicable to job positions as well as the principles of justice, fairness, competitiveness, and on a selective basis, so as to continuously attract talents.

本集團依據相關法規條例制定《員工手冊》，當中規定員工工作時間及休假安排。考勤制度規範了員工作息時間，按員工的業務性質實施標準工時制及不定時工作制，杜絕強制勞工的情況。員工除享有基本的法定節假日、帶薪年休假、婚假、產假、陪产假、哺乳假、喪假、病假、事假等，員工也有權享有豐富的福利體系以提高員工生活水平和增強員工的歸屬感，其中包括生育賀金、假日過節禮金和高溫補貼等。

#### **招聘及晉升**

本集團確定人才引進的目標、方向和重點，實行有效且開放的引進人才政策，不以地域局限吸引國內以及海外創新人才，引進後不拘一格使用人才。在招聘過程中規範錄用流程和招聘原則，堅持品德優秀、學識、能力、經驗和體格適合於所任崗位的聘任原則，堅持公正、平等、競爭及擇優原則，從而不斷吸引和招攬優秀人才。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The personal growth and improvement of employees were important to the Group, as the future of the Group is contributed by the efforts and successes of each employees. The Group has planned the H-type development channel for the management and professional technology series in order to provide a smooth development pathways and space of sustainable development for employees. The Group's Human Resources Department annually assesses employee's capabilities through KPI based on their annual performance, and takes this as the indicators to adjust their qualifications or be promoted and adjust the salary. The frequency of performance appraisal is organized two times in a year, at mid of the year and end of the year respectively.

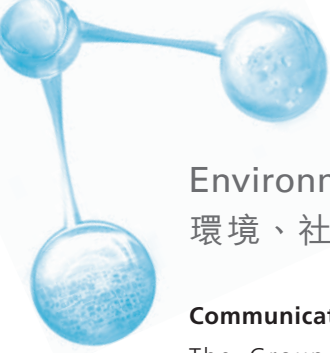
#### Equal Opportunities

The Group strictly complies with national and local standards by adopting a fair, equitable and open recruitment process, and has developed relevant policies to prevent discrimination in the recruitment processes, regardless of race, sex, colour, age, family background, ethnicity, religion, physical fitness and nationality, thus allowing them to enjoy fair treatment in every aspect including recruitment, salary, training and promotion. We endeavour to attract professionals with diverse background to join the Group.

員工的個人的成長和進步對於本公司來說是很重要，因為本集團的未來來自於每一位員工的努力和成功。本集團規劃了管理系列和專業技術系列的H型發展通道，提供給員工暢通的發展渠道和可持續的發展空間。本集團的人力資源部每年會根據員工的年度績效情況，通過關鍵績效指標(KPI)考核員工能力，並以此為指標調整其任職資格或晉升調薪。而績效考核的頻率一年組織2次，年中及年末各1次。

#### 平等機會

本集團嚴格遵守國家及地方政府各項法規，採取公平、公正、公開的招聘流程，制定了相關制度文件以杜絕招聘過程中的歧視現象，不因種族、性別、膚色、年齡、家庭背景、民族傳統、宗教、身體素質和國籍等因素歧視任何一位員工，讓員工在招聘、薪酬、培訓和晉升等各個階段享受公平待遇，以盡力羅致不同背景的專才加入本集團。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Communication with Employees

The Group is devoted to creating a healthy and comfortable working and living environment. We organize various kinds of activities for its employees to maintain a work-life balance and pursue a joyful and challenging working environment. The Group's union is closely attached to the Group and every employee, and is responsible for enriching employees' leisure life, nurturing corporate culture, advocating healthy lifestyle through various kinds of activities. The Group endeavors to shape a unique corporate culture by raising team building spirit, exerting advantages of different departments and employees, and elevating the Group to a higher level.

For the year ended 31 December 2018, Suzhou First organized a Chinese New Year Gala to raise the sense of achievements for its employees and create a joyful, open, healthy, friendly, harmonious work-life atmosphere.

## B2. Health and Safety

### General Disclosure

NT Pharma is dedicated to implementing a health and safety production approach of "Prevention First, With Monitoring of Control" and strives to foster a safe and healthy working environment for its employees. The Group strictly follows the Law of the PRC on the "Prevention and Control of Occupational Diseases", "Provisions on the Supervision and Administration of Occupational Health at Work Sites", Hong Kong's "Occupational Safety and Health Ordinance" and other regional laws and regulations, continuously refines the safety supervision management, strengthens safety training of the professional team, and is committed to providing employees with a safe workplace.

#### 員工溝通

本集團致力為員工打造健康、舒適的工作及生活環境，我們舉辦各種員工關愛活動，幫助員工平衡工作和生活，使其在工作中體驗到挑戰性且充滿樂趣。本集團的工會緊密圍繞泰凌醫藥及各個員工，負責組織各類活動，豐富員工的業餘文化生活、推動企業文化建設、倡導健康文明生活方式等。本集團致力於塑造獨特的企業文化，逐步提高團隊協作精神，發揮各單位、各員工的優勢，共同推動本集團提升到新的水平。

於截至2018年12月31日止年度，蘇州第壹曾舉辦春節聯歡晚會，提高員工的歸屬感，積極營造快樂、開放、健康、友善、和諧的工作生活氛圍。

## B2. 健康與安全

### 一般披露

泰凌醫藥認真貫徹「預防為主，防消結合」的健康安全生產方針，致力為員工打造舒適、健康的工作環境。本集團嚴格遵守中國《職業病防治法》、《工作場所職業衛生監督管理規定》、香港《職業安全及健康條例》和營運所在地有關職業病防治的法律法規等，不斷完善各生產基地的安全監督管理，增強專業團隊的安全培訓，致力為生產線員工提供安全的生產場所。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

For the year ended 31 December 2018, the Group did not record any accidents that resulted in death or serious physical injury and no claims or compensation were paid to its employees due to such events; no material non-compliance of laws and regulations relevant to health and safety of employees were found.

#### Safety Production Management System

The Group fulfils the requirements of GMP, establishes comprehensive “Regulation of Society Production Management” and implements the responsibility system for production safety, strengthens the safety management and enhances the awareness of safety production of employees. Concerning effective prevention, control and elimination of occupational hazards, Suzhou First formulated a series of internal regulations including the “Safety Operation Procedure for Occupational Hazard Position”, “Occupational Hazard Warning and Notification System”, “Occupational Disease Prevention and Control Responsibility System”, “Occupational Hazard First-aid Measures” and “Supervision and Administration of Occupational Health Care”, etc. in order to uphold the principle of “Safety Management Depends on Health”. Production bases allocate their responsibilities of safety production to corresponding departments, establish a long-term safety production system and fully implement a safety responsibility system, to minimise and alleviate safety incidents.

For the year ended 31 December 2018, the Group has provided occupational medical examination to the employees of Suzhou First, no occupational contraindications or suspected occupational diseases were found; also, no working day was lost due to work-related injuries and no fatal cases of work-related accident was found.

於截至2018年12月31日止年度，本集團並無錄得任何導致死亡或嚴重肢體受傷的意外事件，並無因該等事件而向本集團的僱員支付索償或補償以及並未發現任何違反僱員健康與安全相關的法律法規的重大事宜。

#### 安全生產管理體系

本集團要求各生產基地充分配合GMP的要求，建立了完善的《安全生產管理制度》，落實安全生產責任制，強化企業安全管理力度，增強企業員工安全生產意識。為有效預防、控制和消除職業危害，減少出現影響員工健康及安全的因素，蘇州第壹制定了《職業病危害崗位安全操作規程》、《職業病危害警示與告知制度》、《職業病危害防治責任制度》、《職業病危害事故應急救援措施》及《勞動者職業健康監護及其檔案管理制度》等內部規章制度，以期從營運過程中真正落實「管生產必須管健康」的原則。生產基地安排各級履行安全生產職責，建立安全生產長效機制，切實落實企業安全生產主體責任，防止和減少生產安全事故的發生。

於截至2018年12月31日止年度，本集團為蘇州第壹的員工提供職業健康檢查，並沒有發現職業禁忌症或疑似職業病；亦沒有因重傷而損失的工作日數及因工而死亡的故事。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

In order to ensure the safety and occupational health of employees, to prevent occupational hazards and to conform the actual work duties, the Group has implemented the internal regulations "Safety Operation Procedure for Occupational Hazard Position" to guide employees as follows:

- Operators must wear protective gears such as dust masks and other labour protection supplies before entering the workplace;
  - After entering the workplace, the dust removal facilities that deployed in there must be carefully checked, confirm that there are no abnormalities, and ensure that the dust removal facilities are turned on;
  - If there is a malfunction in the dedusting equipment, it is necessary to report the relevant leaders of the unit in time, and arrange for personnel to repair and to ensure the operation of the dedusting equipment are operational to be normal;
  - All kinds of dust generated at the production site of this post must be effectively cleaned to prevent the dust to be arbitrarily flying;
  - The operators must strictly perform in accordance with the operating procedures; the operator will be seriously dealt with one discovered do not strictly follow the operating procedure;
  - Before leaving work, all kinds of labour insurance products used in the production site will be replaced, to prevent the pollution source from being taken away from the post and then transmit to others;
- 為保障職工的安全和職業健康，防治職業病危害，結合崗位實際，本集團實施內部規章《職業病危害崗位安全操作規程》指導員工，具體如下：
- 進入崗位操作前，操作人員必須佩戴防塵口罩等崗位所需勞動保護用品；
  - 進入崗位後要認真檢查崗位配置的除塵設施，確認設施無異常現象，確保除塵設施開啟；
  - 如除塵設施出現故障時，要及時報告本單位相關領導，安排人員對除塵設施的故障進行維修處理確保除塵設施的正常運轉；
  - 對本崗位生產現場產生的各類粉塵，必須採取有效措施進行清理，杜絕粉塵任意飛揚；
  - 崗位操作人員必須嚴格按照操作規程的規定進行崗位操作，對未嚴格按操作規程進行操作的人員，一經發現將嚴肅處理；
  - 下班前將工作服等生產現場所使用的各類勞保用品進行更換後，預防將污染源帶離工作崗位後傳播給其他人員；

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

- After leaving the post, it is necessary to maintain good hygiene habits, thoroughly clean the dust adhering to the body and clothes, and promptly clean the body to contact the various parts of the dust to avoid dust inhalation; and
- Maintain good personal hygiene habits, adhere to bath after work.
- 離開崗位後，要保持良好的衛生習慣，要對身體及衣服上粘附的粉塵進行徹底清理，並及時清洗身體接觸粉塵的各個部位，避免粉塵吸入體內；及
- 保持良好的個人衛生習慣，堅持下班洗澡。

#### Fire Safety Management

The Group highly values fire safety and contingency management, based on the requirements of the "Production Safety Law of the People's Republic of China" to constantly enhance the "Fire Safety Regulations", positively develops contingency plans and organizes fire drills. Employees learn the use of fire-fighting equipment and develop emergency measures in order to protect themselves as well as the Group's property in case of emergency. In order to strengthen safety emergency management and prevent recurrence of similar accident in the future, the Group has established a comprehensive safety contingency system, including training of regular contingency and accident management procedures.

### B3. Development and Training

#### General Disclosure

The Group focuses on employees' training through series of training and learning activities it nurtures talents who are of high quality and capability in order to meet the labour challenging in a fast-growing business development and maintain its competitiveness. To achieve the goal of being a continuous learning enterprise, we provide related knowledge and skills training for all employees to meet the requirements of their job functions and ensure they can efficiently operate in different departments. The Group is devoted to providing employees with multi-faceted training activities which involved both internal and external training, while advancing employees' techniques and promoting their career development.

#### 消防安全管理

本集團高度重視消防安全管理和应急管理，根據《中華人民共和國安全生產法》的要求，不斷完善《消防安全制度》，積極組織應急預案和演習活動。員工學習消防器材的使用，並製定應急措施，確保遇到特殊情況能更好的保障自身生命安全及保護集團財產。為加強安全生產应急管理及防止同類事故重複發生，本集團結合自身情況，建立健全的安全生產應急預案體系，包括定期應急培訓以及事故管理規程的培訓。

### B3. 發展及培訓

#### 一般披露

本集團十分重視員工培訓，旨在通過一系列培訓和學習活動，培養高質素、高能力的人才，以應對在企業快速增長下的勞動挑戰，保持企業的競爭力。為實現全員學習型公司的目標，對所有人員進行相應的知識、技能培訓，以勝任相應崗位職能的要求，保證各職能體系的有效運行。本集團致力於為員工提供豐富多樣的培訓活動，結合內部培訓和外部培訓兩種形式，提高員工職業技能及促進員工職業發展。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Training Management

NT Pharma is committed to pharmaceutical innovation and production whilst it focuses on the growth and development of each employee. In addition, the Group has tailored career development plans for the employees according to their working backgrounds and individual preferences, and designed a “H-type” development channel combining management and technical route for its employees with an open and sustainable development path.

#### Training Courses

The internal training of the Group includes safety training, system training, vocational training, management knowledge training, professional knowledge and skills training, human resources management system, adverse drug reaction report and testing training, microbiology and health knowledge training, etc. Employees determine external training based on the approved “Annual Training Plan” of the Company, the application form for external training can be filled in and submitted to the Human Resources Department of the Group after verification and signature by the supervisor and the head of the competent department.

New recruits would have orientation training to adapt the working environment as soon as possible and fulfil their obligation, including enterprise overview, Company rules and regulations, fire safety knowledge, microbiology and hygiene knowledge training, etc. New recruits are required to pass the test of orientation training before they work. The Group requires employees, who are engaged in production, processing, packaging, storage and other relevant jobs, to take an internal and external training of GMP and related law and regulation of pharmaceutical production, such as adverse drug reaction report and test training, microbiology and hygiene knowledge training and assessment in order to raise the awareness of the employees about the product’s safety, quality and health, so as to ensure to promote product safety and product quality.

#### 培訓管理

泰凌醫藥在深耕藥品創新研發及製造的同時，重視每一位員工的成長與進步，另外，本集團按員工的工作背景和個人職業發展意願為其制定職業發展規劃，設計了管理系列和專業技術系列的「H型」發展通道，為員工提供暢通的發展渠道和可持續的發展空間。

#### 培訓課程

本集團企業內部培訓包括安全培訓、制度培訓、職業化培訓、管理知識培訓以及專業知識及技能培訓，人事管理制度、藥品不良反應報告與檢測工作培訓及微生物與衛生知識培訓等等。員工根據本公司已批准的《年度培訓計劃》，確定外部培訓，可填寫《外部培訓申請表》，經過直接上司和主管部門負責人審核簽字確認，提交集團人力資源部，經批准後方可實施。

新入職員工將接受上崗前培訓，以幫助員工儘快適應工作環境、更好履行職責，內容包括企業概覽、規章制度、消防安全生產知識、微生物及衛生學知識培訓等。新入職員工均需要通過入職培訓才可上崗。本集團還對嚴格要求從事生產、加工、包裝、儲存其他相關工作的所有員工接受GMP及與藥品生產相關法規的內外部培訓和考核如藥品不良反應報告與檢測工作培訓及微生物與衛生知識培訓等，從而提高員工對產品的安全、質量和健康方面的認識，促進生產安全和產品質量保證。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group also recognizes the importance of occupational safety training to ensure employees' personal safety. The relevant policies have been described in details in Section B2 "Safety Production Management System".

#### B4. Labour Standards

##### General Disclosure

The Group strictly executes the "Labor Law of the People's Republic of China", "the Labor Contract Law of the People's Republic of China" and other local labor laws and regulations. Meanwhile, the Group constantly refines its recruitment policy to regulate recruitment activities, with respect to basic labour issues, such as child and forced labour, the Group takes a zero-tolerance attitude in terms of both rules and regulations and monitoring mechanisms. The Group clearly stipulates in recruitment guidelines that only employees over the legal working age can be recruited, and that new employees should provide true and accurate personal data when they join the Group; recruiters rigorously review the entry data including physical examination certificates, academic credentials, identity cards, and account information, etc.

For the year ended 31 December 2018, the Group was not aware of any material non-compliance with any laws and regulations in relation to the prevention of child and forced labour.

#### B5. Supply Chain Management

##### General Disclosure

NT Pharma focuses on the management of supply chain, the selection of suppliers would directly impact the quality and safety of the products. Therefore, the Group has formulated supply chain management regulations according to the new version of GMP to regulate the management of supply chain; conduct regular or irregular assessment towards suppliers; and request for maintaining product's quality from the suppliers, with the aim of upholding suppliers' product quality as well as urging to a higher level of supply chain management.

本集團亦極為重視安全生產培訓以保障員工個人安全，相關政策已經在B2部分「安全生產管理體系」一節詳細描述。

#### B4. 勞工準則

##### 一般披露

本集團嚴格執行《中華人民共和國勞動法》、《中華人民共和國勞動合同法》以及營運所在地有關勞動人事的法律法規。本集團同時不斷優化委聘政策，規範招聘工作，對於基本的勞工議題，如僱傭童工和強制勞工等，本集團無論是在規章制度或是監察機制方面都採取零容忍的態度。本集團在招聘簡章上明確規定只招收達到法定工作年齡的員工，並要求新員工入職時提供真實準確的個人資料，招聘人員嚴格審查入職資料包括體檢合證明、學歷證明、身份證、戶口等資料。

於截至2018年12月31日止年度，本集團並無發現曾出現嚴重違反任何相關童工及強制勞工法例及法規的情況。

#### B5. 供應鏈管理

##### 一般披露

泰凌醫藥重視供應鏈的管理，供應商的選擇會直接影響產品的質量穩定和安全有效。因此，本集團根據新版GMP的要求制定供應鏈管理規程，規範供應鏈的管理，並進行定期或不定期的供應商評估，督促供應商致力保證產品符合質量環保的技術要求，以期保證供應商產品質量的同時，不斷提高供應鏈的管理水平。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Business Ethics

The Group focuses on the integrity of suppliers and partners and only chooses to procure from suppliers and partners that have good track records and no material violation of laws or business ethics in the past. The Group has zero-tolerance in bribery and corruption as well as forbid the supplier and business partners from securing procurement contracts or partnerships through any form of transfer of interest.

#### Supply Chain Management Structure

The Group also provides “Material Procurement Management Procedures”, “Supplier Management Procedures” and “Supplier Audit Management” to guide purchasing representative and employees from Quality Assurance Department. Having clear instructions to ensure the quality of the product when conducting procurement or cooperate with suppliers.

To curate a safe, reliable and trustworthy partnership with the suppliers, the Group files an independent profile for each supplier upon the submission of the preliminary report from the suppliers; the profile encloses the audit report, biased statistics, data change and other relevant information from the suppliers with the aim of bettering control over supplier’s quality. The Group explicitly specifies the detailed terms concerning the protection of product quality by scientifically evaluate the suppliers from aspects of compliance with the law, environmental protection, labour rights protection, integrity management, etc.

#### 商業道德

本集團亦關注供應商及合作夥伴的誠信。本集團只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供應商及合作夥伴。本集團對賄賂及貪污零容忍，嚴禁供應商及合作夥伴以透過任何形式的利益輸送而取得採購合約或合作關係。

#### 供應鏈管理結構

本集團亦提供《物料採購管理規程》、《供應商管理規程》及《供應商審核管理規程》給採購人員以及品質部員工等工作指引。讓他們在進行採購或與供應商合作時，可以有更清晰的指示保證貨物的品質。

為打造一個安全可靠、互信互惠的協同發展供應鏈，從供應商提交的初訪報告開始，本集團為每個供應商單獨建立檔案，將相關的供應商提供的資料、審核資料、偏差統計、變更資料和其他相關信息，旨在更好地控制供應商質量。本集團明確制定詳細規定，力爭從守法合規、保護環境、保護勞工權益、誠信經營等多方面對供應商進行科學評審，從源頭確保產品質量。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

The Group is particularly strict and careful in terms of choosing raw material suppliers. The Group has specific filing documents and management procedure for processing the initial visiting report, site review report, list of information provided by suppliers, daily survey of suppliers, qualification audit, statistics of quality deviation, supplier data change record, etc. Quality Audit Department conducts a monthly deviation statistics of product quality provided by suppliers, analyzes the statistic results half-yearly and the results are used for the basis of supplier quality evaluation. The Group regards suppliers as important strategic partners, through communication and feedback system with the suppliers, to establish a mutually beneficial mechanism and to promote a desirable development of the industry.

#### B6. Product Responsibility

##### General Disclosure

The Group recognizes the importance of product quality and corporate reputation; actively monitors the quality of products and services through internal controls and is committed to producing high quality products that meet international industry standards. The Group also maintains communication with its customers to ensure understanding and meeting customer needs and expectations, with aims of continuous improvement of the Group's products and services.

For the year ended 31 December 2018, the Group was not aware of any material non-compliance with product and service quality-related laws and regulations.

對於原材料的供應商方面，本集團的選擇更加嚴格謹慎。本集團對初訪問卷、現場審核、供應商提供資料列表、供應商日常調查、資格審核、質量偏差統計以及供應商情況變更等程序都有詳細的檔案記錄和管理程序。質量管理部員工每月會對供應商提供的產品進行質量偏差統計，每半年會對統計結果進行分析匯總歸檔，並作為對供應商質量評估的依據。本集團視供應商為重要的戰略合作夥伴，通過與供應商進行溝通和反饋，與供應商建立一個共同成長改進的機制，促進行業的優良發展。

#### B6. 產品責任

##### 一般披露

本集團十分重視產品質素及企業信譽，積極透過內部監控確保產品及服務質素，致力生產符合國際行業標準的產品。本集團亦一直保持與顧客的溝通，確保理解和滿足顧客的需求和期望，並希望瞭解客戶的滿意情況，以對本集團的產品和服務不斷作出改進。

於截至2018年12月31日止年度，本集團並未發現任何違反產品及服務品質相關的法律法規的重大事宜。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Product Quality and Safety

The Group complies with the GMP standard requirements, through relevant laws and regulations every year, strengthen its product quality management through quality risk management, correction and prevention measures, quality tracing, etc. strengthen product quality and ensure a steady and proper production of medicine which is to designate for a specific use, to meet registration approval and quality standards during the whole production procedure. In addition, the Group's Urine Test Strips and Urine Analyzer are approved for production under the Medical Device Production License.

The Group is awarded 121 product registration certificates issued by the China Food and Drug Administration and over 20 of the products are being sold and produced concurrently. In order to enhance the transparency of medication disclosure and safeguard medication safety, the Group is in compliance with the "Provisions on the Administration of Pharmaceutical Directions and Labels" to scientifically prepare instructions, labels and advertisements of the products. The Group prohibits to convey false or misleading message on the products, as well as is obliged to provide proper instructions for patients to take medicine.

The Group has formulated "Quality Manual", "Responsibilities and Standards of Sales Personnel", "Reporting and Monitoring of Adverse Drug Reactions Management System" and relevant product management policies, as well as promoting the standardization and systematization of decision-making, which in turn would further enhance the level of production.

#### 產品品質與安全

本集團每年按照GMP規範要求以及相關法律法規的要求，通過質量風險管理、糾正和預防措施、產品質量回顧分析等形式加強產品質量管理，確保企業能夠持續穩定地生產適用於預定用途、符合註冊批准要求和質量標準的藥品，充分保證產品在各個環節的質量安全。另外，本集團的尿液分析試紙以及尿液分析儀是獲得醫療器械生產許可証認可生產的。

本集團擁有121張國家藥監局批准的產品註冊証，其中超過20種產品正在銷售及生產。為提高藥品信息公開的透明度，確保患者用藥安全，本集團依據《藥品說明書和標籤管理規定》科學有效地製作說明書、標籤及廣告宣傳，本集團禁止產品上傳遞任何虛假或誤導信息並指導患者合理用藥。

本集團製定了《質量手冊》、《銷售部人員崗位職責及工作標準》和《藥品不良反應報告和監測管理制度》等相關產品管理政策，以及促進決策的標準化和制度化，藉以進一步提高生產水平。

## Environmental, Social and Governance Report (Continued)

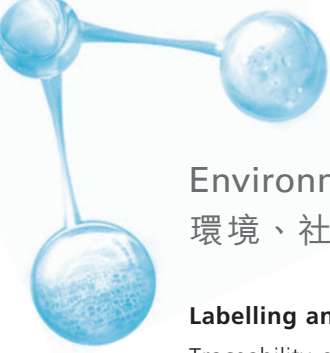
### 環境、社會及管治報告(續)

The subsidiaries and the R&D Center of the Group have specialized department, which is responsible for the safety inspection and quarantine, analysis and reporting throughout the product's whole life cycle to ensure the medication safety. The Group is in compliance with the "Reporting and Monitoring of Adverse Drug Reactions Management System" which is set out by the National Center for Adverse Drug Reaction Monitoring of the PRC and other relevant laws and regulations. It regulates the Group to deal with the situations in event of untoward effect of its own products and exclusively distributed products. "Drug Recall Mechanism" of the Group is formulated and the establishment of a service hotline (4008208295\*821) and reporting email (safety@ntpharma.com) to aggregate reports in case of adverse reaction on drugs, this mechanism timely and effectively ensures that suspected products with potential quality problems are halted in the market as to minimize the impacts caused to the patients. For the year ended 31 December 2018, the Group had received no drug recall incidence.

The Group also recognizes the importance of production training, the relevant policies have been described in detail in Section B3 "Training Course" session.

本集團各附屬公司以及集團研發及醫學事務中心均設有專門部門，負責在產品生命周期的所有階段進行安全性監測、分析和報告以確保患者用藥安全。本集團按照中國藥品不良反應監測中心《藥品不良反應報告和監測管理辦法》及相關法規制度，規範本集團自身產品和代理產品不良事件的處理補救方法。本集團制定《產品召回規程》及設立不良反應報告熱線（4008208295轉821）及報告郵箱（safety@ntpharma.com），多途徑地收集患者對藥品不良反應的報告，此規程確保及時有效地從市場上召回已知或懷疑有質量問題的產品，使對患者造成的影響降至最小限度，保障患者的利益與健康。於截至2018年12月31日止年度，本集團未發生產品召回事件。

本集團亦極為重視生產部培訓課程，相關政策已經在B3部分「培訓課程」一節詳細描述。



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### Labelling and Traceability

Traceability of drugs is an important management issue in the medical industry. To trace the quality status in case of a quality problem or customer feedback and achieve the purpose of source management. Labels are divided into the stock label, processing label and finished product label according to different stages of the product formation. For the production and packing records of final product, records shall be authentic, completed, qualified and acknowledge by the operators and reviewers. The record shall be traceable to the raw material, all the production and testing procedures of the products, and relevant records shall not be arbitrarily altered. If changes are required, the name and date should be counter-sign and the reason for the change should be indicated and the original data can be still identifiable. The Technical Quality Department shall collect and maintain a complete set of quality records for the production, which would be filed according to batch number, and kept for one year after validity period of the product until the end of its product life.

#### Customer Services and Privacy

To further reinforce the privacy management in protection of the Group's property and clients' safety and interests, the Group stipulates a series of stringent and regulated policies for protecting personal information, the Group's properties and classified information (including privacy of the employees and clients); prohibits any abuse of personal information and illegal profiteering acts. In view of the above, the Group restricts only authorized personnel to get access to the customers' and employees' information system.

#### 標識和可追溯性

藥品的可追溯性是醫療行業的重要管理事項，當遇到品質或客戶問題回饋時，可追溯當時的品質狀況，以確實達成源流管理的目的。標識是按產品形成的不同階段劃分為進貨標識、過程標識和成品標識。對於最終產品批生產和批包裝記錄應內容真實、數據完整，符合產品標準要求，經操作人及復核人簽名。批記錄應能追溯到該批產品的原料批號、所有生產和檢驗步驟，記錄不得任意塗改。如需更改，應在更改處簽署姓名和日期並註明更改原因，並使原數據仍可辨認。技術質量部收集和保存其一套完整的質量記錄批生產記錄應按批號歸檔，保存至產品有效期後一年，直至其產品壽命期結束。

#### 客戶服務及隱私

為進一步加強保密管理工作，保護企業資產以及客戶的安全與利益，本集團建設了嚴格和規範的個人信息保密和安全政策，保障本集團資產及保護機密資料(包括員工及客戶的個人私隱)，禁止一切個人信息的濫用和非法獲利。為此，本集團規定客戶資訊系統和員工個人信息系統均只有具有權限的工作人員才能訪問。

## Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

### Intellectual Property Rights

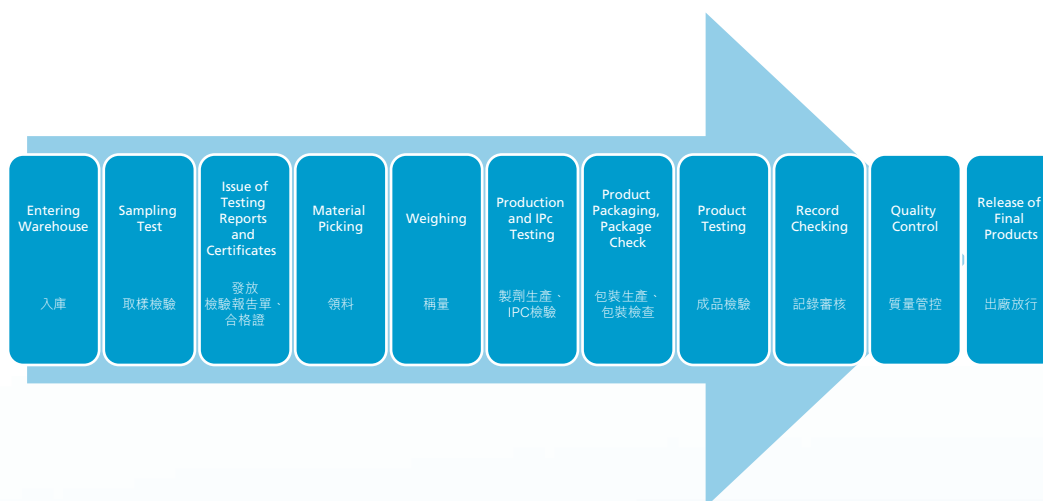
In the production and operation process, the Group has strictly complied with “Patent Law of the People’s Republic of China”, “Copyright Law of the People’s Republic of China”, “Anti-Unfair Competition Law of the People’s Republic of China”, “Law of the People’s Republic of China on Technology Contracts” and related laws and regulations. Based on the above law and regulations, we established a standardized intellectual property work management system, strengthened intellectual property rights and patent management. To further safeguard product’s trademark and property rights, the Group takes concrete actions to protect existing trademark such as “Xi Di Ke”, and aided with a reporting channel to allow employees to report any suspected breach of the code.

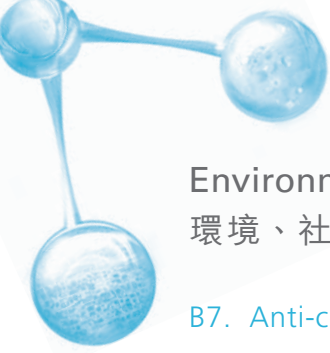
### 知識產權

於生產運營過程中，本集團繼續嚴格遵守《中華人民共和國專利法》、《中華人民共和國著作權法》、《中華人民共和國反不正當競爭法》及《中華人民共和國技術合同法》等有關法律法規。我們依據以上法律規則，建立了規範的知識產權工作管理制度體系，加強智慧財產權和專利管理工作。為進一步維護和保障產品的商標產權，本集團要求每個員工採取切實步驟保護已有的商標產權如「喜滴克」等，並設有通報渠道，讓員工彙報任何懷疑違反行為守則的情況。

### Approval Procedures of the Qualified Final Products

### 藥品成品出廠放行批准程序





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### B7. Anti-corruption

##### General Disclosure

###### **Anti-corruption**

The Group is committed to conforming to honest, compliant and lawful business practices, follows the “Criminal Law of the People’s Republic of China”, “Interim Provisions on Banning Commercial Bribery of the People’s Republic of China”, “Prevention of Bribery Ordinance” of Hong Kong Special Administrative Region and other laws and regulations, restricts the board of directors, departmental managers, employees and distributors to comply with an integral and ethical business standard, conforms to an ethical business practice and complies with the laws and regulations with the aim of maintaining the integrity and reputation of the Group.

For the year ended 31 December 2018, the Group did not notify any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering.

###### *Employee Code of Conduct*

In accordance with the laws and regulations on the above, we have established an “Anti-bribery and Anti-fraud Policy”, thereby strengthening employees’ anti-corruption awareness and regulating employee behaviour. The Group has a stringent internal control mechanism, for those who abuse their power to engage in malpractices, misappropriation of funds and accepting bribes, the Group will immediately refer the case to law enforcement agencies.

#### B7. 反貪污

##### 一般披露

###### **反腐倡廉**

本集團一直致力於推行誠實，合規，合法的商業行為，恪遵《中華人民共和國刑法》、《關於禁止商業賄賂行為的暫行規定》及香港特別行政區《防止賄賂條例》等等法律法規，要求管理層，各部門負責人，員工及代理商均需遵守制定的誠信和道德的業務標準，構建了符合職業道德規範並遵守中國法律法規的廉潔機制，悉心維護本集團誠信企業的聲譽。

於截至2018年12月31日止年度，本集團並未發現任何違反有關防止賄賂、勒索、欺詐及洗黑錢的法律法規的重大事宜。

###### *員工守則*

我們根據上述的法律法規，建立了「反賄賂反腐敗政策」，進而加強員工的反貪污意識，規範員工的行為。本集團設有嚴格的內部控制制度，對利用職務之便，營私舞弊，挪用資金和收受賄賂者，本集團將其移交司法處理。

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### *Whistleblowing System*

The Group sets up a comprehensive supervision system including a whistle-blowing hotline and a mailbox to receive reports for avoidance of bribery, blackmailing, fraud and money laundering acts. The whistleblowing system allows all employees to report anonymously to the internal control staff, including negligence, corruption, bribery and other misconduct. The internal control staff will process the reports promptly, fairly and confidentially. On the other hand, the whistleblowing system also ensures that whistle-blowers will not be treated unfairly because of reports, the whistle-blowers will not face unfair dismissal, unwarranted disciplinary actions, etc.

#### **Publicity and Education**

The Group offers “Corporate Ethics Programme”, aiming to standardize the ethics management of the Company, improving employee’s ethics awareness and management, strengthening their self-discipline, creating an integrity business and fair competition of the market and promoting the healthy development of the enterprise, this management system is specially formulated.

The Group conducts compliance policy training for all its employees by means of e-learning, compliance policy quiz and face-to-face teaching to further enhance the awareness of compliance requirements. During the tendering process, the Group insists on fair and open procurement, tendering process would be regulated and transparent in order to comprehensively prohibit corruptive acts.

#### *舉報制度*

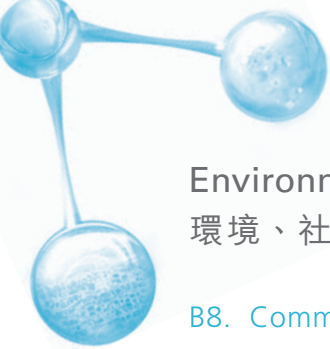
本集團設立舉報熱線和郵箱以收集相關舉報資訊，防止賄賂，勒索，欺詐及洗黑錢等不當行為，建立健全監督約束機制。該舉報制度讓所有員工可以去向內部控制職能員工匿名舉報集團內怠忽職守，貪污，受賄及其他不當行為。內部控制職能員工將迅速，公平以及秘密地處理舉報。另一方面，舉報制度亦保障舉報者不會因舉報而受到不公平的對待，舉報者不會被無理解僱，無理接受紀律處分等等。

#### **宣傳教育**

本集團提供企業《誠信管理制度課程》，目的是為規範本公司的信用管理工作，提高員工信用意識和信用管理水平，加強自律，營造誠信經營，公平競爭的市場環境，促進企業的健康發展，特制定本管理制度。

本集團通過網上學習，合規政策測試，面對面授課等形式每年對員工及代理商進行合規政策培訓，進一步提高員工及代理商對合規要求的底線意識，促進合規經營長效機制的建立。在採購招標的過程中，本集團堅持陽光採購，招標流程將受到規範及透明化，全面杜絕採購過程中的商業賄賂行為。





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

#### B8. Community Investment

##### General Disclosure

##### Caring for the Community

NT Pharma actively undertakes the social responsibility as a responsible corporate citizen, has been adhering the principle of “Taken From Society, Giving Back To Society” and has been making contributions to the community in the form of active participation of the charitable activities. Upholding the core values of “Responsibility, Integrity, Innovation, Win-win”, the Group views the values as the root to healthy development. The Group advocates employees to launch charity bazaar and make donations during the internal meetings of business department or board of directors’ meeting. The Group is exploring a diversified contribution to the society and attaining the goal of healthy co-development with the community.

Employees can submit donation and technology fund applications to the Group through the Groups Donation and Technology Fund Policy to help victims in need and make intensive study of scientific and rational use of drug. This can set up a good image for the Group while fulfilling the social responsibilities. The Group’s donation behavior has strictly complied with “Law of the People’s Republic of China on donations for Public Welfare”, “Measures for the Administration of the Receipt of Public Welfare Dongyiun by Health and Family Planning Organizations (for Trial Implantation)” and other national and regional law and regulation.

Past charity events included below:

- Subsidize to outstanding poor students from Shanghai University of Traditional Chinese Medicine, they are from Han ethnic group, Turkic ethnic group, Kazakhstan and other minority students, the first batch of subsidized students have already graduated;

#### B8. 社區投資

##### 一般披露

##### 與愛同行

泰凌醫藥作為積極履行社會責任的企業公民，一直秉承並實踐「取之社會，用之社會」的原則，以各種形式回饋社會、造福人民、積極參與社會公益事業和活動。我們勇於承擔對社會的責任，堅守「責任、誠信、創新、共贏」的核心價值觀，並視其為健康發展的根本。本集團通過事業部年會、管理會等內部會議，號召員工發起慈善義賣、籌集善款。本集團將繼續開拓多元化的貢獻方式，實現與社區共同健康發展的理想。

員工可以透過集團捐贈和科研基金政策，向本集團遞交申請捐贈及科研基金，幫助有需要的災民以及深入研究藥品基利和科學合理用藥，在履行社會責任的同時本集團樹立良好公眾形象。本集團的捐贈行為嚴格遵守《中華人民共和國事業捐贈法》、《衛生計生單位接受公益事業捐贈管理辦法(試行)》等國家及地方法律法規的規定。

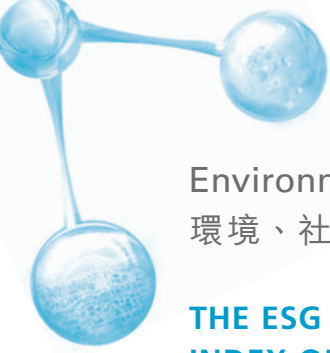
過去的慈善活動：

- 資助上海中醫藥大學優秀貧困生，來自漢族，維吾爾侗及哈薩克等多個少數民族學生，首批資助學生已順利畢業；

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

- Donate medicines to Jiang Su Charity Federation for poverty alleviation;
- Subsidize the decoration fee and medical equipment to A4 general ward in Tuen Mun Hospital in Hong Kong;
- Subsidize the charity activity of The Community Chest of Hong Kong;
- Subsidize to the reconstruction medical room in Nimu County Autonomous Region;
- Subsidize to the renovation of run-down building in Nimu County Autonomous Region;
- Subsidize to the school in Autonomous Region Stricken Areas; and
- Donate materials to the victims of the “5.12” Sichuan earthquake.
- 向江蘇省慈善總會捐贈藥品用於扶貧濟困；
- 資助香港屯門醫院A4病房裝修及配置儀器捐助；
- 資助香港公益金慈善活動；
- 資助西藏尼木縣續邁鄉村衛生室改建項目；
- 資助西藏尼木縣續邁鄉危房改造項目；
- 資助西藏災區學校；及
- 向「5.12」四川汶大地震災民捐贈財物。



## Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

### THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

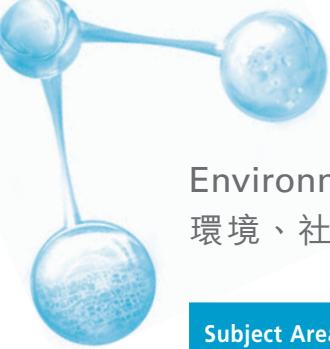
香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect A1: Emissions</b>			
<b>層面A1：排放物</b>			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions – Exhaust Gas Emissions, GHG Emissions, Wastewater Discharge, Waste Management	P. 70
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	排放物-廢氣排放、溫室氣體排放、污水排放、廢物處理	
KPI A1.1 (“comply or explain”) 關鍵績效指標A1.1 (「不遵守就解釋」)	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Exhaust Gas Emissions 排放物-廢氣排放	P. 72
KPI A1.2 (“comply or explain”) 關鍵績效指標A1.2 (「不遵守就解釋」)	GHG emissions in total (in tonnes) and intensity. 溫室氣體總排放量(以噸計算)及密度。	Emissions – GHG Emissions 排放物-溫室氣體排放	P. 73
KPI A1.3 (“comply or explain”) 關鍵績效指標A1.3 (「不遵守就解釋」)	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management 排放物-廢物處理	P. 77

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
KPI A1.4 (“comply or explain”) 關鍵績效指標A1.4 (「不遵守就解釋」)	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management 排放物-廢物處理	P. 78
KPI A1.5 (“comply or explain”) 關鍵績效指標A1.5 (「不遵守就解釋」)	Description of reduction initiatives and results achieved. 描述減低排放量的措施及所得成果。	Emissions – Exhaust Gas Emissions 排放物-廢氣排放	P. 72
KPI A1.6 (“comply or explain”) 關鍵績效指標A1.6 (「不遵守就解釋」)	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Emissions – Waste Management 排放物-廢物處理	P. 77
<b>Aspect A2: Use of Resources</b>			
<b>層面A2：資源使用</b>			
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources – Energy Consumption, Water Management, Use of Packaging Materials 資源使用-能源消耗、用水管理、包裝材料使用	P. 79
KPI A2.1 (“comply or explain”) 關鍵績效指標A2.1 (「不遵守就解釋」)	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。	Use of Resources – Energy Consumption 資源使用-能源消耗	P. 80
KPI A2.2 (“comply or explain”) 關鍵績效指標A2.2 (「不遵守就解釋」)	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources – Water Management 資源使用-用水管理	P. 82



## Environmental, Social and Governance Report (Continued)

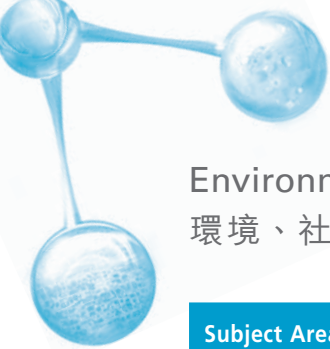
### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
KPI A2.3 ("comply or explain") 關鍵績效指標A2.3 (「不遵守就解釋」)	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Consumption 資源使用-能源消耗	P. 80
KPI A2.4 ("comply or explain") 關鍵績效指標A2.4 (「不遵守就解釋」)	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources – Water Consumption 資源使用-用水管理	P. 82
KPI A2.5 ("comply or explain") 關鍵績效指標A2.5 (「不遵守就解釋」)	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及每生產單位佔量。	Use of Resource – Use of Packaging Materials 資源使用-包裝材料使用	P. 83
<b>Aspect A3: The Environment and Natural Resources</b>			
<b>層面A3：環境及天然資源</b>			
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源	P. 84
KPI A3.1 ("comply or explain") 關鍵績效指標A3.1 (「不遵守就解釋」)	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Noise Control 環境及天然資源-噪音管理	P. 84

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect B1: Employment</b>			
<b>層面B1：僱傭</b>			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	Employment – Compensation and Benefits, Employment and Promotion, Equal Opportunities, Communication with Employees 僱傭-薪酬福利、招聘及晉升、平等機會、員工溝通	P. 85
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employment 僱傭	P. 86
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employment 僱傭	P. 86



## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

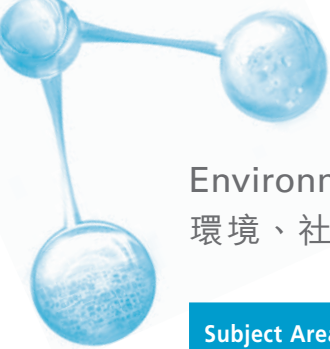
Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect B2: Health and Safety</b>			
<b>層面B2：健康與安全</b>			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety – Safety Production Management System, Fire Safety Management	P. 90
一般披露	有關提供安全工作環境及保障僱員 避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及 規例的資料。	健康與安全-安全生產管理體系 、消防安全管理	
KPI B2.1	Number and rate of work-related fatalities	Health and Safety – Safety Production Management System	P. 91
關鍵績效指標B2.1	因工作關係而死亡的人數及比率。	健康與安全-安全生產管理體系	
KPI B2.2	Lost days due to work injury	Health and Safety – Safety Production Management System	P. 91
關鍵績效指標B2.2	因工傷損失工作日數。	健康與安全-安全生產管理體系	
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety – Safety Production Management System, Fire Safety Management	P. 93
關鍵績效指標B2.3	描述所採納的職業健康與安全措施，以及相 關執行及監察方法。	健康與安全-安全生產管理體系 、消防安全管理	

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect B3: Development and Training</b>			
層面B3：發展及培訓			
General Disclosure  一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.  有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training – Training Management, Training Courses  發展與培訓-培訓管理、培訓課程	P. 93
<b>Aspect B4: Labour Standards</b>			
層面B4：勞工準則			
General Disclosure  一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.  有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards  勞工準則	P. 95
<b>Aspect B5: Supply Chain Management</b>			
層面B5：供應鏈管理			
General Disclosure  一般披露	Policies on managing environmental and social risks of the supply chain.  管理供應鏈的環境及社會風險政策。	Supply Chain Management – Supply Chain Management Structure  供應鏈管理-供應鏈管理結構	P. 95
KPI B5.2  關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.  描述有關聘用供應商的慣例，以及有關慣例的執行及監察方法。	Supply Chain Management – Business Ethics  供應鏈管理-商業道德	P. 96





## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect B6: Product Responsibility</b>			
<b>層面B6：產品責任</b>			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility – Product Quality and Safety, Labelling and Traceability, Customer Services and Privacy, Intellectual Property Rights	P. 97
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品責任-產品品質與安全、標識和可追溯性、客戶服務及隱私、知識產權	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility – Intellectual Property Rights	P. 101
關鍵績效指標B6.3	描述與維護及保障知識產權有關的慣例。	產品責任-知識產權	
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility – Approval Procedures of the Qualified Final Products	P. 101
關鍵績效指標B6.4	描述質量檢定過程及產品回收程序。	產品責任-藥品成品出廠放行批准程序	
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Product Responsibility – Customer Services and Privacy	P. 100
關鍵績效指標B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	產品責任-客戶服務及隱私	

## Environmental, Social and Governance Report (Continued)

### 環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs			
層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明	頁數
<b>Aspect B7: Anti-corruption</b>			
<b>層面B7：反貪污</b>			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption	P. 102
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	反腐倡廉	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Anti-corruption – Anti-corruptim Publicity and Education	P. 102
關鍵績效指標B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	反貪污－反腐倡廉、宣傳教育	
<b>Aspect B8: Community Investment</b>			
<b>層面B8：社區投資</b>			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment – Caring for the Community	P. 104
一般披露	有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資-與愛同行	



# Report of the Directors

## 董事會報告

The Directors are pleased to present the annual report of the Company together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The Group is mainly engaged in investment, research and development, manufacturing and sales of pharmaceutical products, as well as the provision of pharmaceutical marketing and promotion services in China and more than 20 foreign countries.

### FINANCIAL RESULTS

The profit of the Group for the year ended 31 December 2018 and the financial position of the Company and its subsidiaries as at that date are set out in the financial statements on pages 150 to 376 of this report.

### BUSINESS REVIEW

The review of the business of the Group, including a description of principal risks and uncertainties and an indication of likely future development in the Group's businesses, for the year ended 31 December 2018 as required by Schedule 5 to the Hong Kong Companies Ordinance is contained in the Business Review (pages 8 to 9), Operating Results (pages 9 to 10), Prospects and Outlook of the Group (pages 11 to 13), sections under Management Discussion and Analysis, Risk Factors section (pages 55 to 56) under Corporate Governance Report as well as note 33 to the consolidated financial statements. These discussions form part of this report.

### FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 2 of this report. This summary does not form part of the audited consolidated financial statements.

董事會欣然提呈截至2018年12月31日止年度本公司年報連同本集團經審核的綜合財務報表。

### 主要業務

本集團主要在中國及海外20多個國家從事投資研發、生產、及銷售藥品，以及提供醫藥市場推廣及宣傳服務。

### 財務業績

本集團截至2018年12月31日止年度的溢利以及截至該日期本公司及其附屬公司之財務狀況載於本報告第150頁至376頁之財務報表。

### 業務審視

根據香港《公司條例》附表5要求編製的截至2018年12月31日止年度的本集團業務審視，包括對本集團業務主要風險及不明朗因素的描述和就似有可能發生的未來發展的揭示，載於管理層討論及分析一節中的業務回顧（第8頁至9頁）、營運業績（第9頁至10頁）及本集團前景及展望（第11頁至13頁）部分，企業管治報告一節中的風險因素（第55至56頁）部分及綜合財務報表附註33中。這些討論構成本報告的一部分。

### 財務概要

本集團過去五個財政年度的業績、資產及負債概要載於本報告第2頁。該概要不構成經審核綜合財務報表的一部分。

## Report of the Directors (Continued)

### 董事會報告(續)

#### DIVIDENDS

The Board does not recommend the payment of a final dividend for the Year (2017: HKD3.5 cents per ordinary share for the year ended 31 December 2017) to the Shareholders.

#### TRANSFER TO RESERVES

Loss attributable to equity shareholders of RMB957.7 million (2017: profit attributable to equity shareholders of RMB165.2 million) has been transferred to reserves. Other movements in reserves during the year are set out in the consolidated statement of changes in equity.

#### FIXED ASSETS

Details of the movements of fixed assets during the year are set out in note 15 to the financial statements.

#### BORROWINGS AND PLEDGED ASSETS

Details of the Group's borrowings and pledged assets are set out in notes 23 and 26 to the financial statements.

#### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 31(c) to the financial statements.

#### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2018, the aggregate amount of revenue and purchases attributable to the Group's five largest customers and suppliers represented 77.7% and 72.8% of the Group's total revenue and purchases respectively.

During the Year under Review, the largest customer of the Group accounted for approximately 51.5% of the total revenue and the largest supplier of the Group accounted for approximately 46.0% of the total purchases of the Group.

#### 股息

董事會不建議向股東派發本年度之末期股息(2017年:截至2017年12月31日止年度每股普通股3.5港仙)。

#### 撥入儲備

權益股東應佔虧損人民幣957.7百萬元(2017年:權益股東應佔溢利人民幣165.2百萬元)已撥入儲備。年內其他儲備變動載於綜合權益變動表。

#### 固定資產

年內固定資產的變動詳情載於財務報表附註15。

#### 借款及抵押資產

本集團的借款及抵押資產詳情載於財務報表附註23及26。

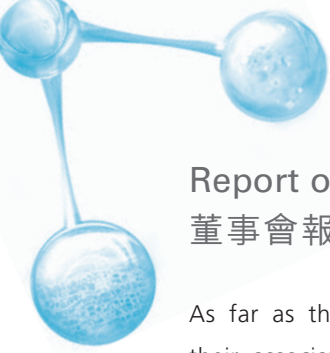
#### 股本

年內本公司股本變動詳情載於財務報表附註31(c)。

#### 主要客戶及供應商

截至2018年12月31日止年度,本集團五大客戶及五大供應商的收入及採購總金額分別佔本集團總收入及總採購額的77.7%及72.8%。

於回顧年內,本集團的最大客戶佔本集團總收入約51.5%,本集團的最大供應商佔本集團總採購額約46.0%。



## Report of the Directors (Continued)

### 董事會報告(續)

As far as the Company is aware, neither the Directors, their associates, nor those substantial shareholders who are interested in more than 5% of the shares or underlying shares of the Company had any interest in the five largest customers and suppliers of the Group.

The Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, including complaints analysis and make recommendations on remedies with the aim of improving service quality.

The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

### DIRECTORS

The Directors who held office during the year ended 31 December 2018 and up to the date of this report are:

#### Executive Directors

Mr. NG Tit (*Chairman and Chief Executive Officer*)  
Ms. CHIN Yu  
Mr. WU Weizhong  
Mr. WANG Fei (*appointed on 10 January 2019*)

#### Non-executive Directors

Dr. QIAN Wei  
Ms. LOU Jianying

#### Independent Non-executive Directors

Mr. Patrick SUN  
Mr. YU Tze Shan Hailson  
Dr. Lap-Chee TSUI (*resigned on 15 June 2018*)  
Dr. YAN Hong (*appointed on 15 June 2018*)

就本公司所悉，概無董事、其聯繫人，或持有本公司股份或相關股份5%以上權益的主要股東，於本集團五大客戶及五大供應商擁有任何權益。

本集團與顧客關係良好。為完善服務質量，本集團定下顧客投訴管理機制，包括投訴收集、分析及提出改善意見。

本集團與供應商關係良好，每年對供應商進行公平及嚴格評審。

### 董事

於截至2018年12月31日止年度內及截至本報告日期在任董事如下：

#### 執行董事

吳鐵先生 (*主席兼行政總裁*)  
錢余女士  
吳為忠先生  
王飛先生 (*於2019年1月10日獲委任*)

#### 非執行董事

錢唯博士  
婁健穎女士

#### 獨立非執行董事

辛定華先生  
余梓山先生  
徐立之博士 (*於2018年6月15日辭任*)  
嚴弘博士 (*於2018年6月15日獲委任*)

## Report of the Directors (Continued)

### 董事會報告(續)

Mr. Ng Tit, Ms. Chin Yu and Dr. Qian Wei will retire from office as Directors by rotation at the forthcoming annual general meeting. Mr. Wang Fei and Dr. Yan Hong was appointed as an executive Director and an independent non-executive Director on 10 January 2019 and 15 June 2018, respectively. Pursuant to article 83(3) of the articles of association of the Company, each of Mr. Wang Fei and Dr. Yan Hong will hold office until the forthcoming annual general meeting. All of them, being eligible have offered themselves for re-election pursuant to the articles of association of the Company.

Biographical details of the Directors of the Company are set out on pages 28 to 36 of this report. The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to the Independence Guidelines under the Listing Rules and the Company still considers such Directors to be independent.

### PRE-IPO SHARE OPTION SCHEME

The Company has adopted a share option scheme (“Pre-IPO Share Option Scheme”) on 7 April 2011. Under the Pre-IPO Share Option Scheme, the Company granted 50,027,881 options before the listing of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company. Up to 31 December 2018, no further option has been granted pursuant to the Pre-IPO Share Option Scheme. A summary of the principal terms and conditions of the Pre-IPO Share Option Scheme is set out in the section headed “Pre-IPO Share Option Scheme” in Appendix VIII of the Prospectus of the Company. No options were lapsed during the year ended 31 December 2018.

As at 31 December 2018, options to subscribe for an aggregate of 3,815,740 shares of the Company were outstanding under the Pre-IPO Share Option Scheme and these options relate to the options granted to the following grantees.

吳鐵先生、錢余女士及錢唯博士將於應屆股東週年大會上輪席退任董事。王飛先生及嚴弘博士分別於2019年1月10日及2018年6月15日獲委任為執行董事及獨立非執行董事。根據本公司組織章程細則之細則第83(3)條，王飛先生及嚴弘博士各自將任職直至應屆股東週年大會。根據本公司的公司章程細則，上述全體董事均符合資格並願意重選連任。

本公司董事之履歷詳情載於本報告第28至36頁。本公司已收到各獨立非執行董事根據上市規則項下的獨立性指引發出有關彼等獨立身份的年度確認書，而本公司仍視該等董事為獨立。

### 首次公開發售前購股權計劃

本公司於2011年4月7日採納一項購股權計劃(「首次公開發售前購股權計劃」)。根據首次公開發售前購股權計劃，本公司在其上市前授出50,027,881份購股權。每份購股權賦予持有人權利認購一股本公司普通股。截至2018年12月31日，概無根據首次公開發售前購股權計劃額外授出任何購股權。首次公開發售前購股權計劃的主要條款及條件概要載於本公司招股章程附錄八「首次公開發售前購股權計劃」一節。截至2018年12月31日止年度，並無購股權已失效。

於2018年12月31日，根據首次公開發售前購股權計劃可認購本公司合共3,815,740股股份的購股權尚未獲行使，而該等購股權乃屬授予下列承授人的購股權。



## Report of the Directors (Continued) 董事會報告(續)

### Employees of the Company Working under Continuous Contracts other than the Directors

### 按持續合約受聘的本公司僱員(董事除外)

	Date of grant 授出日期	Option period 購股權期間	Exercised price 行使價	Number of share options 購股權數目			Balance as at 31/12/2018 於2018年12月31日的結餘	Approximate percentage to the issued share capital 佔已發行股本概約百分比
				Balance as at 1/1/2018 於2018年1月1日的結餘	Exercised during the year 年內已行使	Lapsed/cancelled during the year 年內已失效/註銷		
Employees 僱員	18/9/2009 2009年9月18日	18/9/2009-18/9/2019 2009年9月18日至 2019年9月18日	US\$0.20 0.20美元	499,074	-	-	499,074 (Note 1) (附註1)	0.03%
	28/1/2010 2010年1月28日	28/1/2010-28/1/2020 2010年1月28日至 2020年1月28日	US\$0.20 0.20美元	216,620	-	-	216,620 (Note 2) (附註2)	0.01%
	1/9/2010 2010年9月1日	1/9/2010-1/9/2020 2010年9月1日至 2020年9月1日	US\$0.20 0.20美元	300,000	-	-	300,000 (Note 3) (附註3)	0.02%

Notes:

- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 18/9/2010, 18/9/2011 and 18/9/2012, respectively.
- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 28/1/2011, 28/1/2012 and 28/1/2013, respectively.
- The options were vested in three tranches in the proportion of 1/3, 1/3 and 1/3 on 1/9/2011, 1/9/2012 and 1/9/2013, respectively.

附註：

- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2010年9月18日、2011年9月18日及2012年9月18日獲得行使權。
- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2011年1月28日、2012年1月28日及2013年1月28日獲得行使權。
- 該等購股權的承授人將分三批以1/3、1/3及1/3的比例分別於2011年9月1日、2012年9月1日及2013年9月1日獲得行使權。

### Long position in share options of the Company

### 於本公司購股權的好倉

Name of Director 董事姓名	Date of grant 授出日期	Option period 購股權期間	Exercised price 行使價	Number of share options 購股權數目			Balance as at 31/12/2018 於2018年12月31日的結餘	Approximate percentage to the issued share capital 佔已發行股本概約百分比
				Balance as at 1/1/2018 於2018年1月1日的結餘	Exercised during the year 年內已行使	Lapsed/cancelled during the year 年內已失效/註銷		
Wu Weizhong 吳為忠	18/9/2009 2009年9月18日	18/9/2009-18/9/2019 2009年9月18日至 2019年9月18日	US\$0.20 0.20美元	1,500,000	-	-	1,500,000	0.09%
	28/1/2010 2010年1月28日	28/1/2010-28/1/2020 2010年1月28日至 2020年1月28日		1,300,046	-	-	1,300,046	0.08%

## Report of the Directors (Continued)

### 董事會報告(續)

#### NEW SHARE OPTION SCHEME

The Company adopted a new share option scheme (the “New Share Option Scheme”) on 22 September 2014. Under the New Share Option Scheme, the Company granted 6,300,000 options to certain senior management staff of the Company on 10 November 2014 (of which only 2,800,000 options were accepted), and granted 41,500,000 options to certain individuals on 15 January 2015 (of which 18,200,000 options were accepted), respectively. Each option gives the holder the right to subscribe for one ordinary share in the Company. Movements of share options are set out in note 29(a), (b) and (c) to the consolidated financial statements.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix I of the circular of the Company dated 4 September 2014. These options were neither lapsed nor exercised during the year ended 31 December 2018.

As at 31 December 2018, options to subscribe for an aggregate of 20,200,000 shares of the Company were outstanding under the New Share Option Scheme.

#### SHARE AWARD SCHEME

With effect from 6 March 2014, the share award scheme (the “Share Award Scheme”) of the Company, which was adopted on 11 January 2012, was terminated. No share had been granted nor held by the trustee under the Share Award Scheme since its adoption.

The Company adopted the new share award scheme (the “New Share Award Scheme”) on 4 September 2015. The purposes of the New Share Award Scheme are to recognise the contribution made by certain employees of the Group and to provide eligible employees with incentives in order to retain them for the continual operation and development of the Group and attract suitable personnel for the growth and further development of the Group.

#### 新購股權計劃

本公司於2014年9月22日採納新購股權計劃(「新購股權計劃」)。根據新購股權計劃，本公司分別於2014年11月10日向本公司若干高級管理人員授予6,300,000份購股權(當中只有2,800,000份購股權獲接受)及於2015年1月15日授予若干個人士41,500,000份購股權(當中只有18,200,000份購股權獲接受)。每份購股權可賦予持有人認購一股本公司普通股之權利。購股權之變動載於綜合財務報表附註29(a)、(b)及(c)。

新購股權計劃之主要條款概要載於本公司於2014年9月4日刊發通函之附錄一。於截至2018年12月31日止年度內，該等購股權並無失效或已行使。

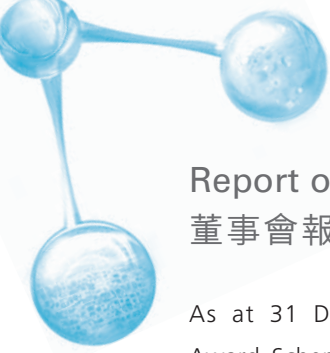
於2018年12月31日，根據新購股權計劃可認購合共20,200,000股本公司股份之購股權尚未獲行使。

#### 股份獎勵計劃

自2014年3月6日起，本公司於2012年1月11日採納的股份獎勵計劃(「股份獎勵計劃」)已被終止。自股份獎勵計劃採納之日起，根據股份獎勵計劃沒有任何股份被授出，且受託人未持有任何股份。

於2015年9月4日，本公司採納新的股份獎勵計劃(「新股份獎勵計劃」)。新股份獎勵計劃的目的乃確認本集團若干僱員所作出的貢獻，並獎勵合資格僱員，以留聘彼等為本集團的持續經營及發展，以及吸引合適人才為本集團的成長及進一步發展效力。





## Report of the Directors (Continued)

### 董事會報告(續)

As at 31 December 2018, the trustee of the Share Award Scheme held a total of 27,977,847 shares (2017: 25,665,702) and 5,370,855 shares (2017: 4,501,798) granted under the Share Award Scheme.

### MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in place during the year ended 31 December 2018.

### DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, during the Year under Review and up to the date of this annual report, neither the Company nor any of its subsidiaries were party to any arrangement which would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate. Save as disclosed in this report, none of the Directors or any of their spouses or children under the age of 18 was granted any right to subscribe for the shares or debentures of the Company or any other corporate body or had exercised any such right.

於2018年12月31日，股份獎勵計劃受託人合共持有27,977,847股（2017年：25,665,702股）股份，及有5,370,855股（2017年：4,501,798股）股份已根據股份獎勵計劃授出。

### 管理合約

於截至2018年12月31日止年度內，本公司並無訂立或存在任何有關本公司全部或其中任何主要部分業務的管理及行政合約。

### 董事購入股份或債券的權利

除本報告所披露者外，本回顧年內及截至本年報日期為止，本公司或其任何附屬公司概無訂立任何安排致使董事可透過購入本公司或任何其他法人團體的股份或債券而獲利。除本報告披露外，各董事或彼等各自的配偶或十八歲以下子女概無獲授權可認購本公司或任何其他法人團體的股份或債券，亦無行使任何該等權利。

## Report of the Directors (Continued)

### 董事會報告(續)

#### DIRECTORS' SERVICE CONTRACTS

The executive Directors, Mr. Ng Tit, Ms. Chin Yu, Mr. Wu Weizhong and Mr. Wang Fei have each entered into a service agreement with the Company for a term of three years commencing from their respective effective date of appointment, which shall continue unless terminated by either the Company or the Director giving at least three months' written notice to the other party. Each of the non-executive Directors and the independent non-executive Directors has entered into an appointment letter with the Company for a term of three years with effect from their respective effective date of appointment, subject to termination in certain circumstances as stipulated in the appointment letter. All Directors are subject to the provisions of retirement by rotation and re-election at the annual general meeting in accordance with the memorandum and articles of association of the Company.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

#### DIRECTORS' AND SENIOR OFFICERS' LIABILITY INSURANCE AND INDEMNITY/ PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2018, no claim has been made against the Directors and senior officers.

#### 董事服務合約

執行董事吳鐵先生、錢余女士、吳為忠先生及王飛先生均與本公司訂立服務協議，分別由彼等各自獲委任當日起，初步為期三年，並可持續直至本公司或董事給予另一方最少三個月書面通知予以終止。各位非執行董事及獨立非執行董事已與本公司訂立委任函，由彼等各自獲委任當日起計為期三年，且根據委任函之規定須在若干情況發生時終止。全體董事均須按照本公司組織章程大綱及細則之規定於股東週年大會上輪值告退及可膺選連任。

擬於應屆股東週年大會上重選的董事概無與本集團訂立本集團不可於1年內終止而毋須支付賠償(法定賠償除外)的服務合約。

#### 董事及高級職員的責任保險及彌償保證／獲准許的彌償條文

本公司已安排適當責任保險以就董事及高級職員因公司活動產生的責任向彼等作出彌償保證。截至2018年12月31日止年度，董事及高級職員並無遭索償。



## Report of the Directors (Continued)

### 董事會報告(續)

#### REMUNERATION POLICY

The Group's remuneration policy is to compensate its employees based on their performance, qualifications and the Group's operational results.

The emoluments of the Directors and senior management are determined by the Remuneration Committee with reference to the Group's operational results, their individual performance and comparable prevailing market conditions.

The Company was not aware of any arrangement under which a Director has waived or agreed to waive any emoluments. Details of the emoluments of the Directors are set out in note 10 to the consolidated financial statements.

#### COMPLIANCE OF THE NON-COMPETITION UNDERTAKING

As disclosed in the Prospectus, Mr. Ng Tit, Ms. Chin Yu and Golden Base Investment Limited ("Golden Base") (collectively referred to as the "Controlling Shareholders") have entered into a non-competition undertaking agreement dated 4 April 2011 in favor of the Company (the "Non-competition Undertaking"), pursuant to which each of them has undertaken to the Company that he/she/it will not, and will procure that his/her/its associates (except any members of the Group) will not, during the restricted period, directly or indirectly, either on his/her/its own account or in conjunction with or on behalf of any person, firm or company, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise) any business in PRC or elsewhere in the world which is or may be in competition with our business, and any other business which any member of the Group may undertake from time to time after the listing of the Company's shares.

#### 薪酬政策

本集團的薪酬政策為根據僱員表現、資歷及經營業績作回報。

我們的董事及高級管理人員的薪酬由薪酬委員會依據本集團的經營業績、個人表現及可比較的當時市場狀況而決定。

本公司並未獲悉董事已放棄或同意放棄任何薪酬的安排。董事薪酬的詳情載於綜合財務報表附註10。

#### 遵守不競爭承諾

誠如招股章程所披露，吳鐵先生、錢余女士及Golden Base Investment Limited (「Golden Base」) (統稱「控股股東」) 於2011年4月4日以本公司為受益人訂立一份不競爭承諾之協議 (「不競爭承諾」)，據此，彼等各自向本公司承諾，於受限制期間，其不會並將促使其聯繫人 (本集團任何成員公司除外) 直接或間接自行或聯同或代表任何人士、商號或公司在中國或全球任何其他地方進行、參與或擁有權益或從事或購買或持有 (在各情況下不論以股東、合夥人、代理人、或其他身份) 與本集團業務構成或可能構成競爭的業務，以及在本公司股份上市後本集團任何成員公司可能不時從事的任何其他業務。

## Report of the Directors (Continued) 董事會報告(續)

Each of the Controlling Shareholders had confirmed his/her/its compliance with the Non-competition Undertaking for the year ended 31 December 2018.

The independent non-executive Directors have reviewed the Controlling Shareholders' compliance with the Non-competition Undertaking. The independent non-executive Directors confirmed, to the best of their knowledge, that the Controlling Shareholders did not breach the terms of the Non-competition Undertaking.

### COMPETING BUSINESS

Save and except for their respective interests in the Group, none of the Directors and controlling shareholders of the Company and their respective associates (as defined under the Listing Rules) had any interest in any business which, directly or indirectly, competes or is likely to compete with the Group's business for the year ended 31 December 2018.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests and short positions of the Directors and Chief Executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), as recorded in the register required to be kept by the Company 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 Transaction by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), were as follows:

各控股股東已經確認於截至2018年12月31日止年度遵守不競爭承諾。

獨立非執行董事已審閱過控股股東是否已遵守不競爭承諾。獨立非執行董事確認，就彼等所知，控股股東並無違反不競爭承諾之條款。

### 競爭業務

除各自於本集團的權益外，於截至2018年12月31日止年度，概無董事及本公司控股股東以及彼等各自的聯繫人(定義見上市規則)於與本集團的業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益。

### 董事及最高行政人員於本公司或其聯營公司的股份、相關股份及債券的權益及淡倉

於2018年12月31日，本公司董事及最高行政人員於本公司及其聯營公司(定義見證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部)的股份、相關股份及債券，根據證券及期貨條例第352條規定須載入本公司存置的登記冊的權益及淡倉，或根據上市規則附錄十所載上市發行人進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯交所的權益及淡倉如下：

## Report of the Directors (Continued)

### 董事會報告(續)

#### Long Positions in the Ordinary Shares and Underlying Shares of the Company

#### 於本公司普通股及相關股份的好倉

Name of Director 董事姓名	Number of shares of the Company 本公司股份數目				Approximate percentage of interest in the Company 於本公司權益之概約百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	
Ng Tit 吳鐵	500,000 (Note 1) (附註1)	4,000,000 (Note 1) (附註1)	602,892,000 (Note 2) (附註2)	–	37.81%
Chin Yu 錢余	4,500,000 (Note 1) (附註1)	–	602,892,000	–	37.81%
Wu Weizhong 吳為忠	3,866,904 (Note 3) (附註3)	–	–	–	0.24%
Yu Tze Shan Hailson 余梓山	150,000	–	–	–	0.01%

#### Notes:

- (1) Mr. Ng Tit and his spouse, Ms. Chin Yu jointly own 500,000 shares of the Company. 4,000,000 share options were granted to Ms. Chin Yu on 15 January 2015 under the share option scheme of the Company adopted on 22 September 2014.
- (2) An aggregate of 602,892,000 shares is beneficially owned by Golden Base Investment Limited ("Golden Base"). Mr. Ng Tit and Ms. Chin Yu are the controlling shareholders of Golden Base.
- (3) 1,500,000 and 1,300,046 share options were granted to Mr. Wu Weizhong on 18 September 2009 and 28 January 2010, respectively, under the Pre-IPO Share Option Scheme.

Save as disclosed above, as at 31 December 2018, none of the Directors nor the Chief Executives of the Company or their associates (including their spouses and children under 18 years of age) had any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations, recorded in the register required to be kept under Section 352 of the SFO or required to be notified to the Company and the Stock Exchange under the Model Code contained in Appendix 10 to the Listing Rules.

#### 附註:

- (1) 吳鐵先生與其配偶錢余女士共同持有500,000股本公司股份。於2015年1月15日，已根據本公司於2014年9月22日採納的購股權計劃向錢余女士授出4,000,000份購股權。
- (2) Golden Base Investment Limited (「Golden Base」) 實益擁有合共602,892,000股股份。吳鐵先生及錢余女士為Golden Base的控股股東。
- (3) 於2009年9月18日及2010年1月28日，已根據首次公開發售前購股權計劃分別向吳為忠先生授出1,500,000份及1,300,046份購股權。

除上文所披露者外，於2018年12月31日，董事及本公司最高行政人員或彼等的聯繫人(包括其配偶及18歲以下的子女)概無於本公司及其聯營公司的股份、相關股份或債券中，持有根據證券及期貨條例第352條規定須存置的登記冊所記錄的任何權益或淡倉，或根據上市規則附錄十所載的標準守則須知會本公司及香港聯交所的任何權益或淡倉。

## Report of the Directors (Continued) 董事會報告(續)

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, the interests and short positions of the substantial shareholders of the Company (other than the Directors and Chief Executives of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO were as follows:

### 主要股東於本公司股份及相關股份的權益及淡倉

於2018年12月31日，本公司主要股東(董事及本公司最高行政人員除外)於本公司的股份、相關股份，根據證券及期貨條例第XV部336條規定須載入本公司存置的登記冊的權益及淡倉如下：

Name	姓名/名稱	Number of shares (long positions) 股份數目(好倉)				Approximate percentage of interest in the Company 於本公司權益之概約百分比
		Beneficial owner 實益擁有人	Interests of controlled corporation 受控制法團權益	Family interests 家族權益	Other interests 其他權益	
Golden Base	Golden Base	602,892,000	-	-	-	37.53%
Shanghai Jiao Da Onlly Co., Ltd. (Note 1)	上海交大昂立股份有限公司(附註1)	175,829,000	182,090,000	-	-	22.28%
Annie Investment Co., Ltd. (Note 2)	Annie Investment Co., Ltd. (附註2)	220,279,000	-	-	-	13.71%
Shum Ning (Notes 2 & 3)	沈寧(附註2及3)	220,279,000	-	45,381,500	-	13.71%
leong Chong Mang (Note 4)	楊宗孟(附註4)	45,381,500	-	220,279,000	-	16.54%
Haitong Securities Co., Ltd (Note 5)	海通證券股份有限公司(附註5)	-	124,062,500	-	-	7.72%
Haitong International Securities Group Limited (Note 5)	海通國際證券集團有限公司(附註5)	-	124,062,500	-	-	7.72%
Haitong International Holdings Limited (Note 5)	海通國際控股有限公司(附註5)	-	124,062,500	-	-	7.72%
Haitong International Financial Products (Singapore) Pte. Ltd (Note 5)	Haitong International Financial Products (Singapore) Pte. Ltd (附註5)	-	-	-	124,062,500	7.72%



## Report of the Directors (Continued)

### 董事會報告(續)

#### Notes:

- (1) These shares are held by Onlly International Investment (HK) Limited, which is held as to 100% by Shanghai Jiao Da Onlly Co., Ltd..
- (2) These shares are held by Annie Investment Co., Ltd, which is held as to 100% by Shum Ning.
- (3) Shum Ning is the spouse of leong Chong Mang. Under the SFO, Shum Ning is deemed to be interested in all the shares in which leong Chong Mang is interested.
- (4) leong Chong Mang is the spouse of Shum Ning. Under the SFO, leong Chong Mang is deemed to be interested in all the shares in which Shum Ning is interested.
- (5) Haitong International Financial Products (Singapore) Pte. Ltd. is wholly owned by Haitong International Securities Group (Singapore) Pte. Ltd., which in turn is wholly owned by Haitong International Finance Company Limited, which in turn is wholly owned by Haitong International (BVI) Limited, which in turn is wholly owned by Haitong International Securities Group Limited. Haitong International Holdings Limited holds 63.08% of the issued share capital of Haitong International Securities Group Limited. Haitong International Holdings Limited is wholly owned by Haitong Securities Co., Ltd.. Haitong International Financial Products (Singapore) Pte. Ltd. held the shares in the capacity of having a security interest in shares.

Save as disclosed above, as at 31 December 2018, the Company had not been notified by any other parties (other than the Directors and Chief Executives of the Company) who had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO.

#### 附註：

- (1) 該等股份由昂立國際投資有限公司持有，而昂立國際投資有限公司由上海交大昂立股份有限公司持有100%權益。
- (2) 該等股份由Annie Investment Co., Ltd持有，而Annie Investment Co., Ltd由沈寧持有100%權益。
- (3) 沈寧為楊宗孟的配偶。根據證券及期貨條例，沈寧被視為為楊宗孟擁有權益的所有股份中擁有權益。
- (4) 楊宗孟為沈寧的配偶。根據證券及期貨條例，楊宗孟被視為為沈寧擁有權益的所有股份中擁有權益。
- (5) Haitong International Financial Products (Singapore) Pte. Ltd.由Haitong International Securities Group (Singapore) Pte. Ltd.全資擁有，而Haitong International Securities Group (Singapore) Pte. Ltd.由海通國際財務有限公司全資擁有，而海通國際財務有限公司由Haitong International (BVI) Limited全資擁有，而Haitong International (BVI) Limited由海通國際證券集團有限公司全資擁有。海通國際證券集團有限公司已發行股本的63.08%。海通國際控股有限公司由海通證券股份有限公司全資擁有。Haitong International Financial Products (Singapore) Pte. Ltd.以於股份中擁有抵押權益之身份持有股份。

除上文所披露者外，於2018年12月31日，按本公司根據證券及期貨條例第XV部第336條須存置的股東名冊的記錄，本公司並無獲任何人士(董事及本公司最高行政人員除外)知會於本公司股份或相關股份中擁有權益或淡倉。

## Report of the Directors (Continued) 董事會報告(續)

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed above, no transaction, arrangement or contract of significance in relation to the Group's business (as defined in the Listing Rules) to which the Company or any of its subsidiaries, fellow subsidiaries was a party and in which a Director of the Company or an entity connected with a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2018.

### CONTRACT OF SIGNIFICANCE

Save as disclosed above, no contract of significance had been entered into between the Company or any of its subsidiaries, and a controlling shareholder of the Company or any of its subsidiaries during the year ended 31 December 2018.

### REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("CPS")

Pursuant to the placing agreement (the "Placing Agreement") dated 19 April 2017 entered into between the Company and Shenwan Hongyuan Securities (H.K.) Limited as the placing agent (the "Placing Agent"), the Company agreed to issue and the Placing Agent agreed to place, on a best effort basis, up to an aggregate of 325,000,000 CPSs to not less than six places at a price of HK\$1.83 per CPS. Each of the CPSs is convertible into one ordinary share of the Company. The issue price of HK\$1.83 per CPS represents a premium of approximately 6.40% to the closing price of HK\$1.72 per share as quoted on the Stock Exchange on the date of the Placing Agreement.

### 董事於重大交易、安排或合約的 權益

除上文所披露者外，本公司及其任何附屬公司或同系附屬公司概無就本集團的業務(定義見上市規則)訂立本公司董事或與董事有關連之實體直接或間接擁有重大權益且於截至2018年12月31日止年度終結時或於該年度內任何時間存續的任何交易、安排或重大合約。

### 重大合約

除上文所披露者外，於截至2018年12月31日止年度，本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東訂立任何重大的合約。

### 可贖回可換股優先股(「可換股優 先股」)

根據本公司與申萬宏源證券(香港)有限公司(作為配售代理)(「配售代理」)於2017年4月19日訂立的配售協議(「配售協議」)，本公司同意發行而配售代理同意按竭誠基準以每股可換股優先股1.83港元的價格向不少於六名承配人配售最多合共325,000,000股可換股優先股。一股可換股優先股轉換為一股本公司普通股。發行價每股可換股優先股1.83港元較股份於配售協議日期在聯交所所報收市價每股1.72港元溢價約6.40%。





## Report of the Directors (Continued)

### 董事會報告(續)

The Placing was completed on 13 June 2017. 294,659,500 CPSs have been issued under the specific mandate which was granted to the Directors at the extraordinary general meeting held on 5 June 2017, and successfully placed by the Placing Agent to not less than six placees (who are independent professional, institutional or other investors) at the price of HK\$1.83 per CPS pursuant to the terms and conditions of the Placing Agreement. The aggregate nominal value of the CPS is approximately US\$23.57.

During the year ended 31 December 2018, 47,886,000 CPS were converted into 47,886,000 ordinary shares of the Company.

#### Intended Use of Proceeds

The gross and net proceeds from the Placing amounted to approximately HK\$539.23 million and approximately HK\$533.32 million (the "Net Proceeds"), respectively. As disclosed in the announcement of the Company dated 13 June 2017, the net proceeds from the placing, after deducting the estimated expenses incidental thereto, is intended to be used in the following manner: (i) approximately HK\$33,322,085 for the Group's general working capital use; (ii) approximately HK\$180,000,000 for the repayment of existing debt of the Group; and (iii) approximately HK\$320,000,000 for business development of the Group as and when opportunities arise. As at 31 December 2018, the actual use of net proceeds is as follows: (i) HK\$33,322,085 was used for the Group's general working capital use; (ii) HK\$180,000,000 was used for the repayment of existing debt of the Group; and (iii) HK\$320,000,000 was used for business development of the Group.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2018.

配售於2017年6月13日完成。294,659,500股可換股優先股已根據在2017年6月5日舉行的股東特別大會上授予董事的特別授權發行，並成功由配售代理根據配售協議的條款及條件以每股可換股優先股1.83港元的價格向不少於六名承配人(彼等為獨立專業、機構或其他投資者)配售。可換股優先股的總面值為約23.57美元。

截至2018年12月31日止年度，47,886,000股可換股優先股已轉換為47,886,000股本公司普通股。

#### 所得款項的擬定用途

配售事項的所得款項總額及淨額分別約為539.23百萬港元及約533.32百萬港元(「所得款項淨額」)。誠如本公司日期為2017年6月13日的公告所披露，於扣除其附帶預計開支後，配售事項的所得款項淨額擬按以下方式動用：(i)約33,322,085港元用作本集團的一般營運資金用途；(ii)約180,000,000港元用作償還本集團的現有債務；及(iii)約320,000,000港元於機會出現時用作本集團的業務發展。於2018年12月31日，所得款項淨額的實際用途如下：(i)約33,322,085港元用作本集團的一般營運資金用途；(ii)約180,000,000港元用作償還本集團的現有債務；及(iii)約320,000,000港元用作本集團的業務發展。

#### 購買，出售或贖回上市證券

截至2018年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

## Report of the Directors (Continued)

### 董事會報告(續)

#### PRE-EMPTIVE RIGHTS

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

#### CONTINUING CONNECTED TRANSACTIONS

The related party transactions as disclosed in note 35 to the consolidated financial statements also constituted continuing connected transactions under the Listing Rules but are exempted from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to the Listing Rules. The Company has complied with the disclosure requirements of the Listing Rules in respect of such continuing connected transactions.

#### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Board, the Company has maintained sufficient public float as required under the Listing Rules as at the date of this report.

#### 優先購買權

本公司章程細則並無優先購買權條文，且並無就該等權利限制本公司須按比例向現有股東提呈發售新股。

#### 持續關連交易

於綜合財務報表附註35披露之關連人士交易亦構成上市規則項下的持續關連交易，根據上市規則，該等持續關連交易獲豁免遵守申報、年度審閱、公告及獨立股東批准的規定。本公司已符合上市規則對該等持續關連交易的有關披露要求。

#### 獲准許彌償條文

以董事為受益人的獲准許彌償條文現時生效及於財政年度內一直生效。本公司已就針對其董事及高級職員提出的潛在法律訴訟投購及維持適當保險。

#### 充足的公眾持股量

根據本公司可公開取得的資料及就董事會所知，於本報告日期，本公司已按上市規則規定維持足夠的公眾持股量。



## Report of the Directors (Continued) 董事會報告(續)

### NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Subsequent events occurred after the end of the reporting period are set out in note 37 to the consolidated financial statements.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiries, all Directors have confirmed that they have complied with the standards as stipulated in the Model Code throughout the year ended 31 December 2018.

### CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. The Company considers that each of the independent non-executive Directors to be independent.

### 報告期後非調整事項

於報告期後發生之期後事項載於綜合財務報表附註37。

### 遵守上市發行人證券買賣的標準守則

本公司已採納上市規則附錄十所載的標準守則，作為董事進行證券交易的行為守則。經本公司作出具體查詢後，本公司全部董事確認，於截至2018年12月31日止年度，彼等已遵守標準守則所載的規定準則。

### 獨立非執行董事之獨立性確認

本公司已獲各獨立非執行董事根據上市規則第3.13條作出有關其獨立性之年度確認函，本公司認為每位獨立非執行董事均為獨立人士。

## Report of the Directors (Continued) 董事會報告(續)

### AUDITORS

Crowe Horwath (HK) CPA Limited has changed its name to Crowe (HK) CPA Limited. Accordingly, the independent auditor's report is now signed under the new name.

Crowe (HK) CPA Limited acted as auditor of the Company and audited the Group's consolidated financial statements for the financial year ended 31 December 2018.

Crowe (HK) CPA Limited retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe (HK) CPA Limited as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

**Ng Tit**  
*Chairman*

Hong Kong, 29 March 2019

### 核數師

國富浩華(香港)會計師事務所有限公司之英文名稱已改為Crowe (HK) CPA Limited。因此，獨立核數師報告現以新名稱簽署。

國富浩華(香港)會計師事務所有限公司擔任本公司核數師，負責審核本集團2018年12月31日止財務年度的綜合財務報表。

國富浩華(香港)會計師事務所有限公司任期屆滿，惟彼符合資格並願意膺聘連任。續聘國富浩華(香港)會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

**吳鐵**  
*主席*

香港，2019年3月29日



# Board of Directors and Board Committees

## 董事會及董事委員會

### BOARD OF DIRECTORS

#### *Executive Directors*

執行董事

#### *Non-executive Directors*

非執行董事

#### *Independent Non-executive Directors*

獨立非執行董事

### 董事會

Mr. NG Tit (*Chairman and Chief Executive Officer*)

吳鐵先生(主席兼行政總裁)

Ms. CHIN Yu

錢余女士

Mr. WU Weizhong

吳為忠先生

Mr. WANG Fei (*appointed on 10 January 2019*)

王飛先生(於2019年1月10日獲委任)

Dr. QIAN Wei

錢唯博士

Ms. LOU Jianying

婁健穎女士

Mr. Patrick SUN

辛定華先生

Dr. Lap-Chee TSUI (*resigned on 15 June 2018*)

徐立之博士(於2018年6月15日辭任)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. YAN Hong (*appointed on 15 June 2018*)

嚴弘博士(於2018年6月15日獲委任)

## Board of Directors and Board Committees (Continued) 董事會及董事委員會(續)

### BOARD COMMITTEES

### 董事委員會

#### Audit Committee

審核委員會

Mr. Patrick SUN (*Chairman*)

辛定華先生(主席)

Dr. Lap-Chee TSUI (*resigned on 15 June 2018*)

徐立之博士(於2018年6月15日辭任)

Mr. YU Tze Shan Hailson

余梓山先生

Dr. YAN Hong (*appointed on 15 June 2018*)

嚴弘博士(於2018年6月15日獲委任)

#### Remuneration Committee

薪酬委員會

Mr. YU Tze Shan Hailson (*Chairman*)

余梓山先生(主席)

Mr. Patrick SUN

辛定華先生

Mr. NG Tit

吳鐵先生

#### Nomination Committee

提名委員會

Mr. NG Tit (*Chairman*)

吳鐵先生(主席)

Mr. Patrick SUN

辛定華先生

Mr. YU Tze Shan Hailson

余梓山先生



# Corporate Information 公司資料

## COMPANY SECRETARY

Ms. Lai Siu Kuen (appointed on 22 June 2018)

## AUDITOR

Crowe (HK) CPA Limited  
Certified Public Accountants

## LEGAL ADVISORS AS TO HONG KONG LAW

Loeb & Loeb LLP

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2305-06, 23/F  
China Resources Buildings  
26 Harbour Road, Wanchai  
Hong Kong

## PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN CHINA

11/F, Building S2, Bund Finance Centre  
600 Zhongshan Dong Er Road, Huangpu District,  
Shanghai, PRC

## REGISTERED OFFICE

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

## 公司秘書

黎少娟女士(於2018年6月22日獲委任)

## 核數師

國富浩華(香港)會計師事務所有限公司  
執業會計師

## 有關香港法律的法律顧問

樂博律師事務所有限法律責任合夥

## 香港主要營業地點

香港  
灣仔港灣道26號  
華潤大廈  
23樓2305-06室

## 中國主要營業地點及總部

中國上海市  
黃浦區中山東二路600號  
外灘金融中心S2幢11樓

## 註冊辦事處

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
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

## Corporate Information (Continued) 公司資料(續)

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
China Construction Bank (Asia) Co., Limited  
China Merchants Bank Co., Limited  
Shanghai Pudong Development Bank Co., Limited

### INVESTOR RELATIONS

Tel: (852) 2808 1606  
Fax: (852) 2508 9459  
Email: [ir@ntpharma.com](mailto:ir@ntpharma.com)

### COMPANY'S WEBSITE

<http://www.ntpharma.com>

### STOCK CODE

1011

### 開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 主要往來銀行

中國銀行(香港)有限公司  
中國建設銀行(亞洲)股份有限公司  
招商銀行股份有限公司  
上海浦東發展銀行有限公司

### 投資者關係

電話 : (852) 2808 1606  
傳真 : (852) 2508 9459  
電郵 : [ir@ntpharma.com](mailto:ir@ntpharma.com)

### 公司網址

<http://www.ntpharma.com>

### 股份代號

1011





# Independent Auditor's Report

## 獨立核數師報告



國富浩華（香港）會計師事務所有限公司  
Crowe (HK) CPA Limited  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHINA NT PHARMA GROUP COMPANY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

#### OPINION

We have audited the consolidated financial statements of China NT Pharma Group Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 150 to 376, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

致中國泰凌醫藥集團有限公司

*(於開曼群島註冊成立的有限公司)*

各股東的獨立核數師報告

#### 意見

我們已審核列載於第150頁至第376頁中國泰凌醫藥集團有限公司（「貴公司」）及其附屬公司（「貴集團」）的綜合財務報表，其包括於2018年12月31日的綜合財務狀況表，與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註（包括主要會計政策概要）。

我們認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的《香港財務報告準則》（「香港財務報告準則」）真實而公允地反映 貴集團於2018年12月31日的綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露要求妥為編製。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### BASIS OF OPINION

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

#### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

During the year ended 31 December 2018, the Group incurred a loss attributable to equity shareholders of the Company of RMB957,666,000 and, as at 31 December 2018, the Group's current liabilities exceeded its current assets by RMB750,894,000. These conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in this respect.

#### KEY AUDIT MATTERS

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

#### 意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。根據該等準則，我們的責任在我們的報告內核數師對審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「該守則」)，我們獨立於貴集團，並已遵循該守則履行其他道德責任。我們相信，我們所獲得的審核證據能充分和適當地為我們的意見建立基礎。

#### 有關持續經營的重大不確定性

截至2018年12月31日止年度，貴集團產生貴公司權益股東應佔虧損人民幣957,666,000元，及於2018年12月31日，貴集團的流動負債超過流動資產人民幣750,894,000元。該等情況連同載於綜合財務報表附註2(b)的其他事項，顯示存在可能導致貴集團的持續經營能力嚴重存疑的重大不確定性。本段內容不影響我們已發表的審計意見。

#### 關鍵審核事項

關鍵審核事項是我們根據專業判斷，認為對我們審核本期間綜合財務報表最為重要的事項。該等事項乃於我們審核整體綜合財務報表及達成我們的意見時進行處理，而我們不會對該等事項提供單獨的意見。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

##### The Key Audit Matter

##### 關鍵審核事項

##### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (a) Recoverability of intangible assets

#### 無形資產之可收回性

(refer to notes 2(l)(ii), 3(a), (c) and (d), 16 and 16(e) to consolidated financial statements)

(參閱綜合財務報表附註2(l)(ii)、3(a)、(c)及(d)、16及16(e))

Our audit procedures in this area included:

我們於此領域的審核程序包括：

- Assessing the external valuers' independence, competence and objectivity.
- 評估外聘估值師之獨立性、能力及客觀性。
  
- Performing certain procedures to identify indicators for impairment of intangible assets. These included reviewing the future business plans and forecast performance, reviewing management meeting minutes, reviewing governmental policies and approvals for the relevant pharmaceutical products in relevant countries in particular in Mainland China where the intangible assets are principally allocated to the identified CGUs, and enquiring management as to whether they are aware of any indicators of impairment;
- 執行若干程序，以識別無形資產之減值跡象。該等程序包括審閱未來業務計劃及預測表現、審閱管理層會議記錄、審閱相關國家(尤其是中國內地，當地無形資產主要分配予已識別現金產生單位)政府就相關藥品的政策及批文以及詢問管理層是否知悉任何減值跡象；
  
- Checking that valuation methodology used and allocation of cash flows between cash generating units is consistent year on year;
- 核實所用估值方法及現金產生單位之間的現金流量分配乃每年一致；

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

##### The Key Audit Matter

##### 關鍵審核事項

##### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (a) Recoverability of intangible assets (Continued)

##### 無形資產之可收回性(續)

At 31 December 2018, the Group has a significant amount of intangible assets of approximately RMB1,271.2 million (2017: approximately RMB1,301.9 million), representing approximately 57.08% (2017:47.17%) of the Group's total assets, including approximately RMB1,248 million (2017: RMB1,190 million) relating to exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for the commercialization Miacalcic branded injectable and nasal spray drug products which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome ("Miacalcic Injection and Miacalcic Nasal Spray"), for an indefinite period of time in Mainland China and other designated countries as further detailed in note 16(a) to the consolidated financial statements. 於2018年12月31日，貴集團有大量無形資產，約為人民幣1,271.2百萬元(2017年：約人民幣1,301.9百萬元)，佔貴集團總資產約57.08%(2017年：47.17%)，包括約人民幣1,248百萬元(2017年：人民幣1,190百萬元)，乃涉及用於治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化密蓋息注射劑及鼻噴劑品牌藥品(「密蓋息注射劑及密蓋息鼻噴劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權有關，且於中國內地及其他指定國家並無使用限期，進一步詳情載於綜合財務報表附註16(a)。

- Evaluating the cash flows projections in the valuation models to detailed forecasts prepared by management;
- 評估估值模型中的現金流量預測為管理層所編製之詳細財務預測；
- Assessing the appropriateness and reasonableness of the key assumptions, primarily estimated future economic useful lives, revenue, margin on sales and growth rates used in light of historic growth rates; evaluating that long-term growth rates in the models do not exceed industry published data by reference to published growth rates of comparable companies;
- 評估所用的主要假設(主要為估計未來可使用經濟年期、收益、銷售利潤率及增長率)是否適當和合理，參照可資比較公司已公佈的增長率，評定模型中的長期增長率是否不超過已公佈行業數據；



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

##### The Key Audit Matter

##### 關鍵審核事項

##### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (a) Recoverability of intangible assets (Continued)

##### 無形資產之可收回性(續)

Management of the Group considered that each of Miacalcic Injection and Miacalcic Nasal Spray has an indefinite useful life as discussed in note 3(d) to the consolidated financial statements, and is not amortised but is tested at least annually for impairment.

貴集團管理層認為，密蓋息注射劑及密蓋息鼻噴劑各自具有無限可使用年期(誠如綜合財務報表附註3(d)所討論)，且不會攤銷，但會最少每年進行減值測試。

There is a risk for the recoverability of each of the Group's identified cash generating units ("CGUs") to which the relevant intangible assets are allocated, that may result in impairment to the carrying value of those assets of the CGUs. This could be due to weaker than forecast demand, product obsolescence, changes in governmental regulations or other factors.

就貴集團獲分配相關無形資產之各個已識別現金產生單位(「現金產生單位」)之可收回性而言，存在或導致該等現金產生單位之資產賬面值減值之風險。此可歸因於需求少於預期、產品過時、政府法規變動或其他因素。

- Challenging the judgements of management on the key assumptions used including margin on sales, discount rates and growth rates (including those used in the terminal value calculations); and
- 就所用主要假設(包括銷售利潤率、貼現率、增長率(包括計算終值時使用的該等增長率))向管理層判斷提出質詢；及
- Evaluating management's sensitivity analysis and performing our own sensitivity analysis on the key assumptions used.
- 評估管理層的敏感度分析，並就所用主要假設自行進行敏感度分析。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

##### The Key Audit Matter

##### 關鍵審核事項

##### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (a) Recoverability of intangible assets (Continued)

##### 無形資產之可收回性(續)

As disclosed in note 16(e) to the consolidated financial statements, the assessment of recoverable amounts of the CGUs, to which these acquired intangible assets are allocated, is determined on the basis of value-in-use calculations conducted by independent professional valuers with experiences in valuing similar assets. Due to the inherent uncertainty and complexity, significant judgements and estimates involved in forecasting future cash flows, based on the assumptions which reflect management's view of future business prospects, estimating the economic useful lives, and in determining appropriate discount rates, which are the basis of the assessment of recoverability, this is the key judgmental area that our audit is concentrated on.

如綜合財務報表附註16(e)所披露，獲分配相關無形資產之現金產生單位之可收回金額評估，乃基於在對類似資產進行估值方面擁有經驗的獨立專業估值師進行之使用價值計算所釐定。鑒於內在不確定性及複雜性，基於反映管理層在估計可使用經濟年期時對未來業務前景之意見之假設預測未來現金流時及釐定適當貼現率時涉及之重大判斷及估計（為評估可收回性之基準）。此乃我們的審核所專注的關鍵判斷領域。

The Group's policy on impairment of intangible assets and the uncertainties on the accounting estimates and judgments are disclosed in the notes 2(l)(ii), 3(a), (c) and (d) to the consolidated financial statements, respectively

貴集團之無形資產減值政策及會計估計及判斷之不明朗因素分別於綜合財務報表附註2(l)(ii)及附註3(a)、(c)及(d)披露。

We also assessed whether the Group's disclosures in respect of the impairment review and the sensitivity of the outcome of the impairment review to changes in the key assumptions reflected the risks inherent in the valuation.

我們亦評估 貴集團是否就減值審閱及減值審閱結果對反映估值的內在風險的主要假設變動的敏感度作出之披露。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

The Key Audit Matter	How the matter was addressed in our audit
關鍵審核事項	我們的審核如何處理有關事項
<p data-bbox="209 519 667 545"><b>(b) Recoverability of trade receivables</b></p> <p data-bbox="248 558 533 584">貿易應收款項之可收回性</p> <p data-bbox="209 599 778 670">(refer to notes 2(l)(i), 3(f), 22 and 33(a) to the consolidated financial statements)</p> <p data-bbox="209 685 746 711">(參閱綜合財務報表附註2(l)(i)、3(f)、22及33(a))</p> <p data-bbox="209 771 778 929">At 31 December 2018, trade and bills receivables of approximately RMB242.4 million (2017: RMB652.1 million) (net of provision for impairment) without collateral as security for settlements.</p> <p data-bbox="209 944 778 1101">於2018年12月31日，貿易應收款項及應收票據約為人民幣242.4百萬元(2017年：人民幣652.1百萬元)(經扣除減值撥備)，且並無持有任何抵押品作為結算擔保。</p> <p data-bbox="209 1159 778 1360">The Group had credit concentration risk as 29% (2017: 23%) and 73% (2017: 79%) of the total trade receivables due from the Group's largest customer and top five largest customers, respectively.</p> <p data-bbox="209 1375 778 1483">貴集團有信貸集中風險，原因為29%(2017年：23%)及73%(2017年：79%)之貿易應收款項總額乃分別來自 貴集團之最大客戶及五大客戶。</p>	<p data-bbox="823 519 1385 713">We assessed the adequacy of provision for impairment and reasonableness of the assumptions used by management in making provision for impairment against trade and bills receivables. This included an assessment of:</p> <p data-bbox="823 728 1385 842">我們評估減值撥備的充足性及管理層計算貿易應收款項及應收票據減值撥備時所用假設之合理性。此包括對以下各項的評估：</p> <ul data-bbox="823 901 1385 1360" style="list-style-type: none"><li data-bbox="823 901 1385 1058">– the Group's internal control on debt recovery and actions taken to collect the overdue debts;</li><li data-bbox="823 987 1385 1058">– 評估 貴集團收回逾期債務所採取之債務回收內部控制及行動；</li><li data-bbox="823 1116 1385 1274">– past settlement history of the customers and cash received after year end and up to the audit opinion date, on a sample basis, of customer debts;</li><li data-bbox="823 1289 1385 1360">– 按抽樣基準評估客戶過往結算歷史及於年末起直至審核意見日期客戶債務之已收現金；</li></ul>

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS (CONTINUED)

#### 關鍵審核事項(續)

##### The Key Audit Matter

##### 關鍵審核事項

##### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (b) Recoverability of trade receivables (Continued)

##### 貿易應收款項之可收回性(續)

Determining impairment provisions against the trade and bills receivable is a judgmental area which involves significant judgmental estimates by management of the probability of default by the customers whose abilities to settle their trade debts may deteriorate after the year end.

釐定貿易應收款項及應收票據之減值撥備屬判斷範疇，涉及管理層須對客戶違約之可能性作出重大判斷估計，而該等客戶結算貿易債項之能力於年末可能會出現惡化。

- ageing analysis for trade and bills receivables by customers and update on the creditworthiness of the customers and other forward looking information such as economic conditions;
- 評估按客戶劃分之貿易應收款項及應收票據的賬齡分析及有關客戶信譽之最新資料及其他前瞻性資料，如經濟狀況；
- any disputes with customers by comparing, on a sample basis, the discrepancies to the debtor confirmations directly obtained from the customers, including review of correspondences with the customers and making enquiries of the Group's external solicitors.
- 透過抽樣比較從客戶直接獲得之債務人確認書的差異及審閱與客戶的通訊並向 貴集團外部律師作出查詢，以評估與客戶的任何爭議。

We also assessed the reasonableness of the delinquency rate of the trade debts applied to the determination of the lifetime expected credit loss of the Group's trade receivables by reference to those actual delinquency rates of the Group's trade receivables in the past 3 years.

我們也參考 貴集團過往3年度貿易應收款項的實際拖欠率，評估應用於釐定 貴集團貿易應收款項終身預期信貸虧損的貿易債務拖欠率的合理性。

We also assessed the disclosure on the provision for trade and bill receivables in the consolidated financial statements.

我們亦評估綜合財務報表內有關貿易應收款項及應收票據撥備之披露。





## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### The Key Audit Matter

#### 關鍵審核事項

#### (c) Fair value of financial liabilities at fair value through profit or loss

#### 於2018年12月31日按公允值列入損益的金融負債之公允值

(refer to notes 3(j), 27 and 32 to the consolidated financial statements)

(參閱綜合財務報表附註3(j)、27及32)

At 31 December 2018, included in the Group's financial liabilities at fair value through profit or loss, as disclosed in notes 27 and 32 were the Company's obligations under the Put Option to redeem redeemable convertible preference shares ("CPSs") and/or to pay dividends to the holders of CPSs with a fair value of approximately RMB391 million, which was determined by the management of the Group by reference to a valuation performed by an independent professional qualified valuer. The financial liabilities of the CPSs were recognised and measured at fair value through profit or loss, which was determined by an independent valuer using the Discounting Cash Flow approach and Binomial Pricing Model which involves various assumptions and estimates for the parameters as disclosed in note 32 to the consolidation financial statements.

於2018年12月31日，貴集團按公允值列入損益的金融負債（如綜合財務報表附註27及32所披露）（即貴公司在認沽期權項下向可贖回可換股優先股（「可換股優先股」）持有人贖回並／或支付股息的義務）的公允值約人民幣391百萬元，由貴集團管理層參照獨立專業合資格估值師進行的估值釐定。金融負債按公允值列入損益確認及計量，由一獨立估值師採用貼現現金流量法及二項式定價模型釐定，當中涉及多項假設及估計參數（如綜合財務報表附註32所披露）。

#### How the matter was addressed in our audit

#### 我們的審核如何處理有關事項

We evaluated the independence, competence, and objectivity of the external valuer.

我們評估了外部估值師的獨立性，能力和客觀性。

We discussed with the external valuer and management to evaluate the rationale and the appropriateness of valuation methodology used.

我們與外部估值師和管理層討論了評估所使用的估值方法的理由和適當性。

We reviewed the valuation report issued by the external valuer and checked the accuracy of the calculations on the valuation worksheets.

我們審閱了外部估值師發布的估值報告，並檢查了估值工作表的計算準確性。

We checked the accuracy of the calculation for the change in the financial liabilities of the redeemable convertible preference shares, of which, fair value loss on financial liabilities was charged to profit or loss while fair value gain on financial liabilities due to increase in own credit risk was credited to the other comprehensive income.

我們檢查了可贖回可轉換優先股金融負債變動的計算準確性，其中，金融負債的公允價值損失計入損益而因自身信貸風險增加產生的公允價值收益則被記入其他全面收益。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### The Key Audit Matter

##### 關鍵審核事項

#### How the matter was addressed in our audit

##### 我們的審核如何處理有關事項

#### (c) Fair value of financial liabilities at fair value through profit or loss (Continued)

於2018年12月31日按公允值列入損益的金融負債之公允值(續)

The valuation methodology requires significant judgements and estimates made by management of the Group.

估值方法需要 貴集團管理層作出重大判斷及估計。

We challenged the appropriateness of the key assumptions and data applied in the valuation. We also assessed the disclosures made in the consolidated financial statements.

我們質詢估值中應用的關鍵假設和數據的適當性。我們還評估了綜合財務報表中的披露信息。

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

### 綜合財務報表及其核數師報告以外的資料

董事須負責其他資料。其他資料包括載入年報的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

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

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

#### 董事對綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求編製真實而公允的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及採用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法。

審核委員會協助董事履行彼等監督 貴集團財務申報程序的責任。

#### 核數師對審核綜合財務報表須承擔的責任

我們的目標為合理確定綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東報告。除此以外，我們的報告不用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理確定屬高層次的核證，惟根據《香港審計準則》進行的審核工作概不保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

#### 核數師對審核綜合財務報表須承擔的責任(續)

根據香港審計準則進行審核時，我們運用專業判斷，並於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核有關的內部監控，以設計適當的審核程序，但目的並非為對貴集團的內部監控的有效性發表意見。
- 評價董事所採用的會計政策的適當性及所作出會計估計及相關披露的合理性。



## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

#### 核數師對審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營為會計基礎的恰當性作出結論，並根據所獲得的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以就綜合財務報表發表意見。我們須負責集團審核的方向、監督及執行。我們須為我們的審核意見承擔全部責任。

我們與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

**Crowe (HK) CPA Limited**  
Certified Public Accountants  
Hong Kong, 29 March 2019

Leung Chun Wa  
Practising Certificate Number P04963

#### 核數師對審核綜合財務報表須承擔的責任(續)

我們亦向審核委員會作出聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與審核委員會溝通的事項中，我們釐定對本期綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中溝通有關事項。

國富浩華(香港)會計師事務所有限公司  
執業會計師  
香港，2019年3月29日

梁振華  
執業證書編號P04963

# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

			2018	2017
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>Revenue</b>	<b>收益</b>	4	<b>571,521</b>	604,846
Cost of sales	銷售成本		<b>(149,519)</b>	(120,611)
<b>Gross profit</b>	<b>毛利</b>		<b>422,002</b>	484,235
Other revenue and other income	其他收益及其他收入	5	<b>5,840</b>	22,269
Other net loss	其他虧損淨額	6	<b>(4,647)</b>	(2,320)
Gain on disposal of investment property	出售投資物業收益		-	7,652
Share of loss of an associate	分佔一間聯營公司之虧損	19	<b>(1,974)</b>	-
Impairment loss of an intangible asset	一項無形資產減值虧損	7(c)	<b>(77,682)</b>	-
Impairment loss of trade receivables	貿易應收款項減值虧損	7(c)	<b>(164,617)</b>	(7,050)
Reversal of impairment loss of trade receivables	貿易應收款項減值虧損撥回	7(c)	<b>1,999</b>	-
Reversal of impairment loss/(impairment loss) of other receivables	其他應收款項減值虧損撥回/(減值虧損)	7(c)	<b>5,519</b>	(569)
Fair value (loss)/gain on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值(虧損)/收益	32	<b>(304,907)</b>	9,050
Selling and distribution expenses	銷售及分銷開支		<b>(183,483)</b>	(91,852)
Administrative expenses	行政開支		<b>(178,994)</b>	(151,837)
Finance costs	融資成本	7(a)	<b>(81,055)</b>	(43,150)
<b>(Loss)/profit before taxation</b>	<b>除稅前(虧損)/溢利</b>	7	<b>(561,999)</b>	226,428
Income tax expense	所得稅開支	8(a)	<b>(39,860)</b>	(15,883)
<b>(Loss)/profit for the year from continuing operations</b>	<b>年內來自持續經營業務的(虧損)/溢利</b>		<b>(601,859)</b>	210,545
<b>Loss for the year from discontinued operation</b>	<b>年內來自已終止經營業務的虧損</b>	9	<b>(361,903)</b>	(48,916)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/溢利</b>		<b>(963,762)</b>	161,629

## Consolidated Statement of Profit or Loss (Continued)

### 綜合損益表(續)

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度(以人民幣列示)

		Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Attributable to:</b>	<b>分別屬於：</b>			
Equity shareholders of the Company	本公司權益持有人		(957,666)	165,195
Non-controlling interests	非控股權益		(6,096)	(3,566)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/溢利</b>		<b>(963,762)</b>	161,629
(Loss)/profit attributable to equity shareholders of the Company arises from:	本公司權益持有人應佔來自以下各項的(虧損)/溢利：			
Continuing operations	持續經營業務		(595,763)	214,111
Discontinued operation	已終止經營業務		(361,903)	(48,916)
			<b>(957,666)</b>	165,195
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	13		
<b>From continuing and discontinued operations</b>	<b>來自持續經營業務及已終止經營業務</b>			
Basic	基本		(61.16) cents分	10.72 cents分
Diluted	攤薄		(61.16) cents分	9.12 cents分
<b>From continuing operations</b>	<b>來自持續經營業務</b>			
Basic	基本		(38.05) cents分	13.89 cents分
Diluted	攤薄		(38.05) cents分	11.98 cents分

The notes on pages 159 to 376 form part of these financial statements.

第159頁至376頁的附註構成此等財務報表的一部分。



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>(Loss)/profit for the year</b>	年內(虧損)/溢利	<b>(963,762)</b>	161,629
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目:</i>		
Fair value gain on financial liabilities through other comprehensive income (note 32)	列入其他全面收益之金融負債之公允值收益(附註32)	<b>24,821</b>	-
<i>Item that will be reclassified to profit or loss:</i>	<i>隨後可能重新分類至損益的項目:</i>		
Exchange differences on translation of financial statements of entities outside the People's Republic of China ("PRC")	本集團中華人民共和國(「中國」)境外旗下實體的財務報表換算所產生的匯兌差額	<b>38,397</b>	(43,808)
<b>Total comprehensive (loss)/income for the year</b>	年內全面(虧損)/收入總額	<b>(900,544)</b>	117,821
<b>Attributable to:</b>	<b>分別屬於:</b>		
Equity shareholders of the Company	本公司權益持有人	<b>(894,448)</b>	121,387
Non-controlling interests	非控股權益	<b>(6,096)</b>	(3,566)
		<b>(900,544)</b>	117,821
<b>Total comprehensive (loss)/income for the year attributable to equity shareholders of the Company arises from:</b>	<b>本公司權益持有人應佔來自以下各項的年內全面(虧損)/收入總額:</b>		
Continuing operations	持續經營業務	<b>(532,545)</b>	170,303
Discontinued operation	已終止經營業務	<b>(361,903)</b>	(48,916)
		<b>(894,448)</b>	121,387

The notes on pages 159 to 376 form part of these financial statements.

第159頁至376頁的附註構成此等財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2018 (Expressed in Renminbi) 於2018年12月31日 (以人民幣列示)

		Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Fixed assets	固定資產			
– Property, plant and equipment	– 物業、廠房及設備	15	290,240	250,355
– Interests in leasehold land held for own use under operating leases	– 經營租賃項下持作自用的租賃土地權益	15	40,994	41,985
			<b>331,234</b>	292,340
Intangible assets	無形資產	16	1,271,169	1,301,926
Goodwill	商譽	17	–	–
Interest in an associate, net	於一間聯營公司之權益淨額	19	16,918	18,892
Prepayment for acquisition of an intangible asset	收購無形資產之預付款項	22	17,191	–
Available-for-sale financial asset	可供出售金融資產	20	–	533
Financial asset at fair value through profit or loss	按公允值列入損益之金融資產	20	559	–
Deferred tax assets	遞延稅項資產	28(b)	–	56,885
			<b>1,637,071</b>	1,670,576
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	44,962	65,313
Trade and other receivables	貿易及其他應收款項	22	419,336	811,792
Pledged bank deposits	已抵押銀行存款	23	38,000	65,170
Cash and cash equivalents	現金及現金等價物	24	87,793	146,868
			<b>590,091</b>	1,089,143
<b>Current liabilities</b>	<b>流動負債</b>			
Contract liabilities	合約負債	25(a)	12,871	–
Trade and other payables	貿易及其他應付款項	25	298,533	509,839
Bank and other borrowings	銀行及其他借貸	26	1,007,000	656,055
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債	27	10,024	7,095
Current taxation	本期稅項	28(a)	12,557	34,014
			<b>1,340,985</b>	1,207,003
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(750,894)</b>	(117,860)
<b>Total assets</b>	<b>總資產</b>		<b>2,227,162</b>	2,759,719

## Consolidated Statement of Financial Position (Continued)

### 綜合財務狀況表(續)

At 31 December 2018 (Expressed in Renminbi) 於2018年12月31日 (以人民幣列示)

		Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>886,177</b>	1,552,716
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other borrowings	其他借貸	26	3,550	–
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債	27	391,058	123,963
			<b>394,608</b>	123,963
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>491,569</b>	1,428,753
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>	31		
Share capital	股本		1	1
Reserves	儲備		489,291	1,420,379
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益持有人應佔權益總額</b>		<b>489,292</b>	1,420,380
<b>Non-controlling interests</b>	<b>非控股權益</b>	18(ii)	<b>2,277</b>	8,373
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>491,569</b>	1,428,753

Approved and authorised for issue by the board of directors on 29 March 2019 and signed on its behalf by:

經董事會於2019年3月29日批准及授權發佈，並由下列人士代表簽署：

Ng Tit

吳鐵

Chairman and Chief Executive Officer

主席兼行政總裁

Chin Yu

錢余

Director

董事

The notes on pages 159 to 376 form part of these financial statements.

第159頁至376頁的附註構成此等財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

Attributable to equity shareholders of the Company  
本公司權益持有人應佔

		Share capital	Conversion option of redeemable convertible preference shares	Share premium	Exchange reserve	Statutory reserve	Merger reserve	Other reserve	Capital reserve	Property revaluation reserve	Accumulated losses	Total	Non-controlling interest	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 31(c))	(note 32)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)	(note 31)
		(附註 31(c))	(附註 32)	(附註 31(d)(i))	(附註 31(d)(ii))	(附註 31(d)(iii))	(附註 31(d)(iv))	(附註 31(d)(v))	(附註 31(d)(vi))	(附註 31(d)(vii))	(附註 31(d)(viii))	(附註 31(d)(ix))	(附註 31(d)(x))	(附註 31(d)(xi))
<b>As at 1 January 2017</b>	<b>2017年1月1日的結餘</b>	1	-	1,487,561	61,964	88,206	8,256	338,509	35,214	18,032	(1,010,660)	1,027,083	11,939	1,039,022
<b>Changes in equity for 2017:</b>	<b>於2017年權益變動:</b>													
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	-	-	165,195	165,195	(3,566)	161,629
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of entities outside the PRC	換算本集團中國境外旗下實體的財務報表所產生的匯兌差額	-	-	-	(43,808)	-	-	-	-	-	-	(43,808)	-	(43,808)
<b>Total comprehensive income</b>	<b>全面收益總額</b>	-	-	-	(43,808)	-	-	-	-	-	165,195	121,387	(3,566)	117,821
Dividends paid (note 12(b))	已付股息(附註12(b))	-	-	-	-	-	-	-	-	-	(33,954)	(33,954)	-	(33,954)
Equity-settled share-based transactions (note 7(b))	以權益結算並以股份為基礎的交易(附註7(b))	-	-	-	-	-	-	-	7,638	-	-	7,638	-	7,638
Issue of new shares upon exercise of share options (note 31(c)(iii))	因購股權行使而發行新股份(附註31(c)(iii))	-	-	592	-	-	-	-	(226)	-	-	366	-	366
Shares purchased for the share award scheme (note 29(d))	根據股份獎勵計劃購入股份(附註29(d))	-	-	-	-	-	-	-	(31,854)	-	-	(31,854)	-	(31,854)
Release upon disposal of properties	於出售物業時解除	-	-	-	-	-	-	-	-	(18,032)	18,032	-	-	-
Issue of redeemable convertible preference shares (note 32)	發行可贖回可換股優先股(附註32)	-	329,714	-	-	-	-	-	-	-	-	329,714	-	329,714
<b>As at 31 December 2017 and 1 January 2018</b>	<b>於2017年12月31日及2018年1月1日</b>	<b>1</b>	<b>329,714</b>	<b>1,488,153</b>	<b>18,156</b>	<b>88,206</b>	<b>8,256</b>	<b>338,509</b>	<b>10,772</b>	<b>-</b>	<b>(861,387)</b>	<b>1,420,380</b>	<b>8,373</b>	<b>1,428,753</b>
<b>Changes in equity for 2018:</b>	<b>於2018年權益變動:</b>													
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	-	(957,666)	(957,666)	(6,096)	(963,762)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	-
Fair value gain on financial liabilities at fair value due to increase in own credit risk	按公允價值列賬的金融負債因自身信貸風險增加產生的公允價值收益	-	-	-	-	-	-	-	-	-	24,821	24,821	-	24,821
Exchange differences on translation of financial statements of entities outside the PRC	換算本集團中國境外旗下實體的財務報表所產生的匯兌差額	-	-	-	38,397	-	-	-	-	-	-	38,397	-	38,397
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	-	-	-	38,397	-	-	-	-	-	(932,845)	(894,448)	(6,096)	(900,544)
Dividends paid (note 12(b))	已付股息(附註12(b))	-	-	-	-	-	-	(56,709)	-	-	-	(56,709)	-	(56,709)
Equity-settled share-based transactions (note 7(b))	以權益結算並以股份為基礎的交易(附註7(b))	-	-	-	-	-	-	-	8,260	-	-	8,260	-	8,260
Shares purchased for the share award scheme (note 29(d))	根據股份獎勵計劃購入股份(附註29(d))	-	-	-	-	-	-	-	(8,787)	-	-	(8,787)	-	(8,787)
Issue of new shares upon conversion of redeemable convertible preference shares (note 32)	因轉換可贖回可換股優先股而發行新股份(附註32)	-	(53,583)	74,179	-	-	-	-	-	-	-	20,596	-	20,596
<b>As at 31 December 2018</b>	<b>於2018年12月31日的結餘</b>	<b>1</b>	<b>276,131</b>	<b>1,562,332</b>	<b>56,553</b>	<b>88,206</b>	<b>8,256</b>	<b>281,800</b>	<b>10,245</b>	<b>-</b>	<b>(1,794,232)</b>	<b>489,292</b>	<b>2,277</b>	<b>491,569</b>

The notes on pages 159 to 376 form part of these financial statements.

第159頁至376頁的附註構成此等財務報表的一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

	Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Operating activities</b>			
(Loss)/profit before taxation			
– From continuing operations		(561,999)	226,428
– From discontinued operation	9	(361,903)	(48,916)
		(923,902)	177,512
Adjustments for:	經下列各項調整：		
Depreciation	折舊	7(c) 23,028	22,004
Amortisation of lease prepayments	租賃預付款項攤銷	7(c) 991	990
Amortisation of intangible assets	無形資產攤銷	7(c) 11,628	11,427
Write-down of inventories	存貨撇銷	21(b) 16,120	1,411
Impairment loss of trade receivables	貿易應收款項減值虧損	7(c)&9 435,880	7,050
Reversal of impairment loss of trade receivables	貿易應收款項減值虧損撥回	7(c) (1,999)	(1,550)
Impairment loss of other receivables	其他應收款項減值虧損	9 90,640	569
Reversal of impairment loss of other receivables	其他應收款項減值虧損撥回	7(c) (5,519)	(970)
Impairment loss of an intangible asset	一項無形資產減值虧損	7(c) 77,682	–
Finance costs	融資成本	7(a) 81,055	43,150
Interest income	利息收入	5 (2,102)	(2,796)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損淨額	6 & 9 299	252
Gain on disposal of investment property	出售投資物業收益	–	(7,652)
Equity-settled share-based payment expenses	以權益結算並以股份支付的開支	7(b) 8,260	7,638
Share of loss of an associate	分佔一間聯營公司虧損	19 1,974	1,077
Fair value loss/(gain) on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值虧損/(收益)	32 304,907	(9,050)
Changes in working capital:	營運資金變動：		
Decrease in inventories	存貨減少	4,231	100,338
Increase in trade and other receivables	貿易及其他應收款項增加	(126,546)	(221,983)
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)/增加	(116,398)	25,256
<b>Cash (used in)/generated from operations</b>	經營(所用)/所得現金	(119,771)	154,673
Tax paid	已付稅項		
– PRC Income Tax paid	– 已付中國所得稅	(4,432)	(7,112)
<b>Net cash (used in)/generated from operating activities</b>	經營活動(所用)/所得現金淨額	(124,203)	147,561

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表(續)

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Investing activities</b>	<b>投資活動</b>		
Payment for consideration balance in relation to the acquisition of a subsidiary in prior year	於過往年度就收購一間附屬公司之代價結餘所付款項	(2,000)	(13,000)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備所付款項	(11,929)	(9,734)
Payment for purchase of intangible assets – Miacalcic Nasal Spray and Miacalcic Injection	購買無形資產所付款項 – 密蓋息鼻噴劑及密蓋息注射劑	(210,940)	(334,455)
Payment for purchase of an intangible asset – Teriparatide	購買一項無形資產所付款項 – 特立帕肽	(17,191)	–
Payment for purchase of intangible assets – others	購買無形資產所付款項 – 其他	(826)	(2,449)
Payment for purchase of available-for-sale financial assets	購買可供出售金融資產所付款項	–	(533)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	371	3,671
Proceeds from disposal of investment property	出售投資物業所得款項	–	49,783
Deposit received for proposed disposal of a subsidiary	就擬出售一間附屬公司所收取按金	70,000	–
Interest received	已收取利息	2,102	2,796
Placement of pledged bank deposits	存放已抵押銀行存款	(38,000)	(65,170)
Release of pledged bank deposits	解除已抵押銀行存款	65,170	133,000
Capital contribution to an associate	向一間聯營公司注資	–	(8,000)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(143,243)</b>	<b>(244,091)</b>

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表 (續)

For the year ended 31 December 2018 (Expressed in Renminbi) 截至2018年12月31日止年度 (以人民幣列示)

			2018	2017
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from new bank borrowings	新增銀行借貸所得款項	24(b)	984,501	524,050
Repayments of bank borrowings	償還銀行借貸	24(b)	(789,525)	(736,446)
Proceeds from new other borrowings	新增其他借貸所得款項	24(b)	560,000	-
Repayments of other borrowings	償還其他借貸	24(b)	(408,732)	-
Interests paid	已付利息	24(b)	(61,733)	(43,150)
Proceeds from issue of redeemable convertible preference shares	發行可贖回可換股優先股所得款項	32	-	474,179
Payment for cost of issuing redeemable convertible preference shares	支付發行可贖回可換股優先股的成本	32	-	(4,304)
Proceeds from issue of shares upon exercise of share options	因購股權獲行使而發行股份所得款項	29(c)	-	366
Payments for shares purchased for the share award scheme	根據股份獎勵計劃購入股份所付款項	29(d)	(8,787)	(31,854)
Dividends paid	已付股息	12	(56,709)	(33,954)
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>		<b>219,015</b>	148,887
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物 (減少)/增加淨額</b>		<b>(48,431)</b>	52,357
<b>Cash and cash equivalents at 1 January</b>	<b>於1月1日的現金及現金等價物</b>		<b>146,868</b>	89,624
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動的影響</b>		<b>(10,644)</b>	4,887
<b>Cash and cash equivalents at 31 December</b>	<b>於12月31日的現金及現金等價物</b>	24	<b>87,793</b>	146,868

The notes on pages 159 to 376 form part of these financial statements.

第159頁至376頁的附註構成此等財務報表的一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 1. PRINCIPAL ACTIVITIES OF REPORTING ENTITY

The Company was incorporated in the Cayman Islands on 1 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 23 of 1961, as consolidated and revised) of the Cayman Islands. The Group is principally engaged in research and development, manufacturing, sales and distribution of pharmaceutical products and the provision of marketing and promotion services to suppliers in the People's Republic of China (the "PRC").

The consolidated financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, which is the presentation currency of the Group and the functional currency of the primary economic environment in the PRC where the majority of the entities within the Group operate.

### 1. 申報實體之主要業務

本公司於2010年3月1日根據開曼群島公司法第22章(1961年第23條法律, 經綜合及修訂)於開曼群島註冊成立為一間受豁免之有限公司。本集團主要於中華人民共和國(「中國」或「中國內地」)從事研發、生產、銷售及分銷醫藥產品, 以及向供應商提供市場推廣及宣傳服務。

綜合財務報表以人民幣(「人民幣」)列值, 並湊整至最接近的千位數。人民幣為本集團呈列貨幣, 亦為本集團旗下大多數實體經營所在主要經濟環境中國之貨幣(即本集團之功能貨幣)。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

## 2. 主要會計政策

### (a) 合規聲明

此等財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)編製, 此統稱包括香港會計師公會(「香港會計師公會」)頒佈的所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則以及香港公司條例之披露規定。此等財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納之主要會計政策披露如下。

香港會計師公會已頒佈首次生效或讓本集團可於本會計期間提早採納的若干新訂及經修訂香港財務報告準則。倘反映於此等財務報表內的會計政策發展於目前及過往會計期間與本集團有關, 則附註2(c)提供了產生自首次應用此等發展的任何會計政策變動資料。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements

During the year ended 31 December 2018, the Group incurred a loss attributable to the equity shareholders of RMB957,666,000 for the year ended 31 December 2018 and, as at 31 December 2018, the Group's current liabilities exceeded its current assets by RMB750,894,000. The consolidated financial statements have been prepared on the assumption that the Group will be able to operate as a going concern in the foreseeable future, after taking into consideration of (a) unused and available credit facilities of approximately RMB77,744,000; (b) new bank loans of approximately RMB50,000,000 subsequently obtained from banks up to the date of approval for the consolidated financial statements; (c) On 25 January 2019, the Company, a placing agent and a guarantor, being independent third parties, entered into a placing agreement under which the Company will issue bonds with an aggregate principal amounting to HK\$100 million for a period of twelve months commencing from the date of the placing agreement; (d) additional new and potential credit facilities and/or financial arrangements which are currently under serious and advanced stage of discussions between the Group and certain financial institutions and (e) continuing financial support from a substantial shareholder of the Company who has agreed to provide adequate funds to the Group to enable it to meet its debts as and when they fall due in the foreseeable future.

## 2. 主要會計政策(續)

### (b) 財務報表的編製基準

截至2018年12月31日止年度, 本集團於本年度產生權益股東應佔虧損人民幣957,666,000元, 以及於2018年12月31日, 本集團的流動負債超出流動資產人民幣750,894,000元。鑒於(a)未動用及可用信貸融資約人民幣77,744,000元; (b)直至綜合財務報表批准日前隨後向銀行取得之新增銀行貸款約人民幣50,000,000元; (c) 於2019年1月25日, 本公司、配售代理及擔保人(為獨立第三方)訂立配售協議, 據此, 本公司將於自配售協議日期起十二個月內發行本金總額為100百萬港元之債券; (d)其他新增及潛在信貸融資及/或目前由本集團與若干金融機構進行緊張及最後階段之磋商之融資安排; 及(e)本公司一名主要股東之持續財務支持, 有關主要股東已同意向本集團提供充足資金, 以令本集團可於可預見未來履行其到期債務, 綜合財務報表之編製乃假設本集團可於可見將來繼續按持續經營基礎營運。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (b) Basis of preparation of the financial statements

Management of the Company has prepared a cash flow forecast of the Group for a period covered not less than twelve months from date of approval for the consolidated financial statements. Based on the cash flow forecast, after having taken into account of the Group's projected cash flows, current financial resources, existing and new credit facilities, the financial support from a substantial shareholder of the Company and the future capital expenditure requirement, management of the Company is of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the date of approval for the consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in an associate.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except for the following assets and liabilities are stated at their fair value:

- Financial assets at fair value through profit or loss;
- Financial liabilities at fair value through profit or loss; and
- Financial liabilities at fair value through other comprehensive income (non-recycling)

### (b) 財務報表的編製基準(續)

本公司管理層已編製本集團涵蓋不少於綜合財務報表批准日期起十二個月期間之現金流量預測。根據現金流量預測, 經考慮本集團之預測現金流量、流動財務資源、現有及新增信貸融資、本公司一名主要股東之財務支持以及日後資本開支要求後, 本公司管理層認為, 本集團將擁有充足營運資金履行其自綜合財務報表批准日期後未來十二個月到期之財務責任。因此, 綜合財務報表已按持續經營基準編製。

截至2018年12月31日止年度之綜合財務報表包括本公司及其附屬公司(「本集團」)以及本集團於一間聯營公司的權益。

編製財務報表所用計量基準為歷史成本基準, 惟以下按公允價值列賬的資產及負債除外:

- 按公允價值列入損益之金融資產;
- 按公允價值列入損益之金融負債; 及
- 按公允價值列入其他全面收益之金融負債(不可轉回)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

## 2. 主要會計政策(續)

### (b) 財務報表之編製基準(續)

編製符合香港財務報告準則之財務報表,要求管理層作出影響政策應用及所呈報之資產、負債、收入及支出數額之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及於有關情況下認為屬合理之各種其他因素而作出,其結果構成在無法依循其他途徑即時得知資產及負債之賬面值時所作出判斷之基礎。實際結果可能與該等估計有別。

各項估計及相關假設會不斷進行檢討。倘會計估計之修訂僅影響某一期間,其影響將會於估計修訂期間內確認;倘修訂對本期間及未來期間均有影響,則於作出修訂之期間及未來期間確認。

管理層於應用香港財務報告準則時所作出之對財務報表產生重大影響之判斷及估計不確定性之主要來源於附註3內討論。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (c) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements.

HKFRS 9	Financial instruments
HKFRS 15	Revenue from contracts with customers
HK(IFRIC) 22	Foreign currency transactions and advance consideration

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, Prepayment features with negative compensation which have been adopted at the same time as HKFRS 9.

#### **HKFRS 9 Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation**

HKFRS 9 replaces HKAS 39, Financial instruments: recognition and measurement. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items.

### (c) 會計政策變動

香港會計師公會已頒佈以下於本集團本會計期間首次生效的香港財務報告準則之修訂。其中, 下列準則發展與本集團之財務報表有關。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收益
香港(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

本集團並無於本會計期間應用任何尚未生效之新訂準則或詮釋, 惟香港財務報告準則第9號之修訂具負補償之預付款項特點除外, 其與香港財務報告準則第9號同時採用。

#### **香港財務報告準則第9號「金融工具」, 包括香港財務報告準則第9號的修訂「具負補償特性之預付款項」**

香港財務報告準則第9號取代香港會計準則第39號「金融工具: 確認及計量」, 並訂定確認及計量金融資產、金融負債及部分買賣非金融項目合約的規定。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

The Group has applied HKFRS 9, Financial Instruments, to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has concluded that there is no material impact for the initial application of the new impairment requirement, no adjustment is made to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

Further details of the nature and effect the changes to previous accounting policies and the transition approach are set out below:

#### a. Classification of financial assets and liabilities

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVTOCI) and at fair value through profit or loss (FVTPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVTPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

本集團已根據過渡規定對於2018年1月1日存在的項目應用香港財務報告準則第9號。本集團已確認初始應用新的減值規定並無重大影響,因此,並未對2018年1月1日的期初權益作出調整。因此,繼續根據香港會計準則第39號呈報比較資料。

有關過往會計政策變動的性質及影響以及過渡法之進一步詳情載列如下:

#### a. 金融資產及負債之分類

香港財務報告準則第9號將金融資產分為三個主要分類類別:按攤銷成本計量、按公允值列入其他全面收益及按公允值列入損益。其取代香港會計準則第39號有關持有至到期投資、貸款及應收款項、可供出售金融資產及按公允值列入損益的金融資產的類別。香港財務報告準則第9號項下金融資產的分類基於管理金融資產的業務模式及其合約現金流量特點。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (c) Changes in accounting policies (continued)

### (c) 會計政策變動(續)

#### a. Classification of financial assets and liabilities (continued)

The following table and the accompanying notes explain the original measurement categories for each class of the Group's financial assets under HKAS 39 and new measurement categories under HKFRS 9. There is no remeasurement for the adoption of HKFRS 9.

#### a. 金融資產及負債之分類(續)

下表及隨附之附註說明本集團每類金融資產按香港會計準則第39號的原計量類別及按香港財務報告準則第9號的新計量類別。香港財務報告準則第9號的採納並無產生重新計量的情況。

					Carrying amount at 31 December 2017 under HKAS 39	Carrying amount at 1 January 2018 under HKFRS 9
		Note	Original classification under HKAS 39	New classification under HKFRS 9	根據香港會計準則第39號於2017年12月31日的賬面值 RMB'000 人民幣千元	根據香港財務報告準則第9號於2018年1月1日的賬面值 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>					
Pledged bank deposits	已抵押銀行存款	(i)	Held-to-maturity investments	Amortised cost	65,170	65,170
				攤銷成本 持有至到期投資		
Cash at bank and in hand	銀行存款及現金	(ii)	Loans and receivables	Amortised cost	146,868	146,868
				攤銷成本		
Trade and other receivables	貿易及其他應收款項	(ii)	Loan and receivables	Amortised cost	811,792	811,792
				攤銷成本		
Available-for-sale financial assets	可供出售金融資產	(iii)	Available-for-sale financial assets	FVTPL	533	533
				按公允值列入損益 可供出售金融資產		
<b>Total financial assets</b>	<b>金融資產總值</b>				<b>1,024,363</b>	<b>1,024,363</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### a. Classification of financial assets and liabilities (continued)

Notes:

- (i) Pledged bank deposits that were previously classified as held-to-maturity investments are now classified as financial assets measured at amortised cost. The Group intends to hold the assets to maturity to collect contractual cash flows by payments of principal and interest on the principal amount outstanding.
- (ii) Cash at bank and in hand, trade and other receivables that were previously classified as loans and receivables are now classified as financial assets measured at amortised cost. The Group intends to hold the financial assets to maturity to collect contractual cash flows.
- (iii) Club debenture that was previously classified as available-for-sale financial asset is now classified as financial asset measured at FVTPL. The Group intends to hold the investment for long term strategic purposes. At 1 January 2018, the Group designated the investment as measured at FVTPL.

The measurement categories and carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

The Group did not designate or re-designate any financial asset or financial liability at FVTPL at 1 January 2018.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### a. 金融資產及負債之分類(續)

附註:

- (i) 先前分類為持有至到期投資之已抵押銀行存款現被分類為按攤銷成本計量之金融資產。本集團擬持有資產至到期, 藉著支付本金及尚未償還本金利息以收取合約現金流量。
- (ii) 先前分類為貸款及應收款項之銀行及手頭現金與貿易及其他應收款項現被分類為按攤銷成本計量之金融資產。本集團擬持有金融資產至到期, 以收取合約現金流量。
- (iii) 先前分類為可供出售金融資產之會籍債券現被分類為按公允值列入損益計量之金融資產。本集團擬持有投資作長期戰略用途。於2018年1月1日, 本集團指定該投資為按公允值列入損益。

所有金融負債於2018年1月1日的計量類別及賬面值並未受首次應用香港財務報告準則第9號影響。

本集團於2018年1月1日並無指定或重新指定任何金融資產或金融負債為按公允值列入損益。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### b. Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (ECL) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits and trade and other receivables);

For further details on the Group’s accounting policy for accounting for credit losses, see note 2(l).

The Group has concluded that there is no material impact for the initial application of the new impairment requirements.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### b. 信貸虧損

香港財務報告準則第9號以「預期信貸虧損」模式取代香港會計準則第39號中的「已產生虧損」模式。預期信貸虧損模式要求對金融資產的相關信貸風險持續計量,所以在此模式下預期信貸虧損的確認會較香港會計準則第39號的「已產生虧損」會計模式為早。

本集團應用新的預期信貸虧損模式於按攤銷成本計量的金融資產(包括現金及現金等價物、已抵押銀行存款以及貿易及其他應收款項)。

有關本集團處理信貸虧損的會計政策之詳情,請參閱附註2(l)。

本集團認為首次應用新減值規定將不會產生重大影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### c. Transition

Change in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in accumulated losses and reserves as at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.
- The assessments have been made on the basis of the fact and circumstances that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group) for the determination of the business model within which a financial asset is held.
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### c. 過渡

除下文所述外, 採納香港財務報告準則第9號所導致之會計政策變動已予以追溯應用:

- 有關比較期間之資料並無重列。採用香港財務報告準則第9號所導致金融資產賬面值之差異於2018年1月1日之累計虧損及儲備中確認。因此, 2017年呈列的資料繼續根據香港會計準則第39號呈報, 因此與本期間或不可作比較。
- 根據2018年1月1日(本集團首次應用香港財務報告準則第9號之日)存在的事實和情況作出評估, 以確定所持有金融資產的業務模式。
- 在首次應用當日, 倘評估自初步確認後信貸風險是否顯著增加會涉及不必要的成本或努力, 則該金融工具按整個存續期確認預期信貸虧損。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (c) Changes in accounting policies (continued)

#### HKFRS 15 Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. Therefore, comparative information has not been restated and continues to be reported under HKASs 11 and 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018 (if any).

There is no impact of transition to HKFRS 15 on accumulated losses at 1 January 2018

### (c) 會計政策變動(續)

#### 香港財務報告準則第15號「來自客戶合約之收益」

香港財務報告準則第15號為確認來自客戶合約之收益及部分成本建立了一個綜合框架。香港財務報告準則第15號取代香港會計準則第18號「收益」(涵蓋因銷售貨品及提供服務而產生的收益)及香港會計準則第11號「建築合約」(指明建築合約的會計處理)。

香港財務報告準則第15號亦引入其他定性及定量披露規定,旨在令財務報表的用戶了解來自客戶合約的收益及現金流量的性質、金額、時間及不確定性。

本集團已選擇使用累積影響過渡法及已確認首次應用的影響為對2018年1月1日權益之期初結餘之調整。因此,比較資料尚未重列及繼續根據香港會計準則第11號及第18號呈報。根據香港財務報告準則第15號,本集團僅對於2018年1月1日先前未完成的合約(如有)應用新規定。

過渡至香港財務報告準則第15號對2018年1月1日之累計虧損概無影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### HKFRS 15 Revenue from contracts with customers (continued)

##### a. Timing of revenue recognition

Previously, revenue arising from provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point of time when the risks and rewards of ownership of the goods had passed to the customers.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised goods or services in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised goods or services is regarded as being transferred over time:

- (i) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- (ii) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (iii) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### 香港財務報告準則第15號「來自客戶合約之收益」(續)

##### a. 收益確認時間

先前,來自提供服務的收益在一段時間內確認,而銷售貨品的收益一般於貨品的所有權風險及回報轉移至客戶的某一時點確認。

根據香港財務報告準則第15號,當客戶取得合約中承諾商品或服務的控制權時確認收入。這可能在某一時點或一段時間內。香港財務報告準則第15號確定了以下三種為承諾商品或服務的控制權被視為在一段時間內被轉移的情況:

- (i) 當實體執行工作時,客戶同時收到並消耗該實體提供的利益;
- (ii) 當實體的工作產生或提升了資產(例如在製品),而該資產被產生或提升時由客戶控制;
- (iii) 當實體的工作沒有產生對該實體具有替代用途的資產,且該實體有權就累計至今已完成的履約部分收取款項。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (c) Changes in accounting policies (continued)

#### HKFRS 15 Revenue from contracts with customers (continued)

##### a. Timing of revenue recognition (continued)

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from sale of goods and this change in accounting policy had no material impact on opening balances as at 1 January 2018.

##### b. Significant financing component

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when the contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

Previously, the Group only applied such a policy when payments were significantly deferred, which was not common in the Group's arrangements with its customers. The Group did not apply such a policy when payments were received in advance.

### (c) 會計政策變動(續)

#### 香港財務報告準則第15號「來自客戶合約之收益」(續)

##### a. 收益確認時間(續)

如果合約條款和實體的活動不屬於上述三種情況中的任何一種, 則根據香港財務報告準則第15號, 實體在單一時點(即在控制權轉移時)確認該商品或服務銷售收入。於釐定轉移控制權發生的時間時, 轉移所有權風險及回報僅為考慮的指標之一。

採納香港財務報告準則第15號對本集團確認來自銷售貨品的合約收益的時間並無重大影響, 而該會計政策變動對於2018年1月1日的期初結餘並無重大影響。

##### b. 重大融資部分

香港財務報告準則第15號要求實體於合約包含重大融資部分時就貨幣時間價值調整交易價格, 不論來自客戶的付款將會較收益確認大幅提前或延期收取。

過往本集團僅於付款大幅延期時採用此政策, 該做法於本集團與其客戶間的安排中並不常見。本集團並無於提前收取付款時應用此政策。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### HKFRS 15 Revenue from contracts with customers (continued)

#### b. Significant financing component (continued)

It is not common for the Group to receive payments significantly in advance of revenue recognition in the Group's arrangements with its customers.

The adoption of HKFRS 15 does not have a significant impact on what the Group recognises financing component from sale of goods and this change in accounting policy had no material impact on opening balances as at 1 January 2018.

#### c. Presentation of contract liabilities

Under HKFRS 15, a contract liability, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. To reflect this change in presentation, contract liabilities, including receipts in advance from customers, with amount of RMB12,573,000, which was previously included in trade and other payables are now included under contract liabilities at 1 January 2018, as a result of the adoption of HKFRS 15.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### 香港財務報告準則第15號「來 自客戶合約之收益」(續)

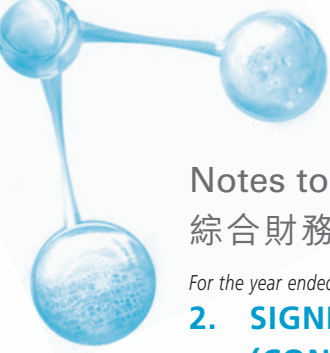
#### b. 重大融資部分(續)

在本集團與客戶的安排中, 提前於收益確認時付款並不常見。

採納香港財務報告準則第15號對本集團確認來自銷售貨品的融資部分並無重大影響, 而該會計政策變動對於2018年1月1日的期初結餘並無重大影響。

#### c. 合約負債之呈列

根據香港財務報告準則第15號, 當顧客支付代價或在合約下須支付代價, 並該金額已到期時, 本集團在確認相關收入前確認為合約負債。為反映此呈列方式之變動, 先前計入貿易及其他應收款項之合約負債(包括來自客戶的預收款項)人民幣12,573,000元, 現時因採納香港財務報告準則第15號而計入於2018年1月1日的合約負債內。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Changes in accounting policies (continued)

#### HK(IFRIC) 22 Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any material impact on the financial position and the financial results of the Group.

## 2. 主要會計政策(續)

### (c) 會計政策變動(續)

#### 香港(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」

該詮釋就釐定「交易日期」以釐定匯率提供指引, 而有關匯率乃用於初步確認自實體以外幣收取或支付預付代價之有關交易所產生之相關資產、開支或收入(或當中一部分)。

該詮釋指出, 「交易日期」指初步確認因支付或收取預付代價而產生之非貨幣資產或負債之日期。倘於確認有關項目前存在多筆付款或收款, 則須以此方式釐定每筆付款或收款之交易日期。採納香港(國際財務報告詮釋委員會)－詮釋第22號並未對本集團之財務狀況及財務業績造成任何重大影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

## 2. 主要會計政策(續)

### (d) 附屬公司和非控股權益

附屬公司是指由本集團控制的實體。倘本集團從參與某一實體的業務而可以或有權分享其非固定回報,且有能力行使對該實體的權力而影響該等回報時,本集團控制該實體。於評估本集團是否有權力時,僅考慮本集團及其他訂約方所持有的實質權力。

於附屬公司的投資由擁有控制權當日起計入綜合財務報表,直至控制權結束為止。集團內部往來的結餘、交易和現金流及集團內部交易產生的任何未變現溢利,均會在編製綜合財務報表時全數抵銷。集團內部交易產生的未變現虧損的抵銷方法與未變現收益相同,但抵銷額只限於沒有證據顯示已出現減值的部分。

非控股權益,即並非由本公司直接或通過附屬公司間接擁有的股本權益,同時本集團並未與該等權益的持有者協議任何額外條款而令本集團整體對該等權益承擔符合金融負債的定義的合約責任。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity holders of the Company. Total comprehensive income of subsidiaries is attributed to the equity shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from shareholders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

### (d) 附屬公司和非控股權益(續)

非控股權益在綜合財務狀況表的權益內,與應撥歸本公司權益持有人分開呈列。非控股權益所佔本集團業績呈列在綜合損益表及綜合損益及其他全面收益表內,呈列為年內總溢利或虧損及總全面收益被分配至非控股權益及本公司權益持有人。附屬公司全面收益總額歸屬於本公司之股權持有人及非控股權益,即使此舉會導致非控股權益有虧絀結餘。非控股權益持有人的貸款及該等持有人的其他合約責任於綜合財務狀況表內呈列為金融負債。

本集團於附屬公司權益之變化但未引起控制權喪失的交易,按權益內部交易入賬,於合併權益項下之控股及非控股權益之間作出調整以反映相關權益變動,但不調整商譽及不確認損益。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (note 2(l)(ii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

### (e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

## 2. 主要會計政策(續)

### (d) 附屬公司和非控股權益(續)

當本集團失去一間附屬公司之控制權時,其乃入賬為出售於該附屬公司之全部權益,而就此產生之盈虧於損益中確認。於失去控制權日期在該前附屬公司保留的任何權益按公允值予以確認,而此金額被視為於初步確認一項金融資產時的公允值或(於適當時)於初步確認於一間聯營公司或合營企業的投資時的成本。

於本公司的財務狀況表內,於附屬公司的投資按成本減減值虧損列賬(附註2(l)(ii)),除非該投資分類為持作出售(或計入被分類為持作出售之出售組別)。

### (e) 聯營公司

聯營公司為本集團或本公司對其管理層有重大影響力(並非控制權或共同控制權)的實體,包括參與財務及營運決策。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (e) Associates (continued)

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations to made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

### (e) 聯營公司(續)

於一間聯營公司的投資乃按權益法於綜合財務報表入賬, 惟被分類為持作出售(或計入被分類為持作出售的出售組別)者除外。根據權益法, 投資初步按成本入賬, 並就本集團分佔被投資方的可識別資產淨值於收購當日的公允值超逾投資成本(如有)的任何部分作出調整。其後, 該項投資就本集團分佔被投資方的資產淨值的收購後變動及與該項投資相關的任何減值虧損作出調整。收購當日出成本的任何部分、本集團分佔被投資方年內收購後的除稅後業績及任何減值虧損均於綜合損益表確認, 而本集團分佔被投資方收購後除稅後項目於綜合損益及其他全面收益表確認。

當本集團於聯營公司的分佔虧損超過其應佔權益時, 本集團的權益會扣減至零並終止確認進一步虧損, 惟倘本集團已產生法定以推定責任以代表被投資方付款的情況則除外。就此而言, 本集團的權益為按權益法入賬的投資的賬面值, 連同實質上屬本集團於聯營公司的投資淨額一部分的長期權益。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (e) Associates (continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(l)(ii)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2. 主要會計政策(續)

### (e) 聯營公司(續)

本集團與其聯營公司間進行交易所產生的未變現損益予以對銷,惟以本集團於被投資方的權益為限,除非未變現虧損證明被轉讓資產出現減值,在此情況下,則會即時於損益確認相關未變現虧損。

倘於聯營公司的投資轉為於合營企業的投資,或是於合營企業的投資轉為於聯營公司的投資,保留權益不進行重新計量,而是投資繼續按照權益法入賬。

在所有其他情況下,當本集團不再對一間聯營公司或一間合營企業擁有重大影響力時,則入賬列為出售在該被投資方的全部權益,由此產生的盈虧於損益確認。於失去重大影響力或共同控制權當日在前被投資方保留的任何權益按公允價值確認,而該金額會被視為於初步確認金融資產時的公允價值。

於本公司財務狀況表中,於聯營公司之投資乃列為成本減減值虧損(見附註2(l)(ii)),惟分類為持作出售(或計入分類為持作出售之出售組別)除外。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (f) (i) Business combinations

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- deferred tax assets or liabilities and assets and liabilities, related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employees Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and

### (f)(i) 業務合併

收購業務按收購法入賬。於業務合併中轉讓之代價以公允值計量, 公允值則按本集團所轉讓資產、由本集團向被收購方之前擁有人所產生之負債以及本集團為換取被收購方之控制權而發行之股權之收購日期公允值總和計算。與收購有關之成本一般會於產生時於損益中確認。

於收購日, 已收購之可識別資產及須承擔之負債按其公允值予以確認, 惟下列項目除外:

- 與僱員福利安排有關之遞延稅項資產或負債以及資產及負債乃分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量;
- 與被收購方之以股份付款安排或本集團已訂立以取代被收購方之以股份付款安排之股份付款安排有關之負債或股本工具乃於收購日期根據香港財務報告準則第2號「以股份付款」計量; 及

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) (i) Business combinations (continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

## 2. 主要會計政策(續)

### (f)(i) 業務合併(續)

- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組別)根據該準則計量。

已轉讓代價、於被收購方之任何非控股權益金額及收購方之前於被收購方所持股權(如有)之公允值總和超出於收購日期已收購可識別資產及須承擔負債之淨額計量為商譽。倘(經重新評估過後)已收購可識別資產及須承擔負債之金額淨額超出已轉讓代價、於被收購方任何非控股權益之金額及收購方之前於被收購方所持股權(如有)之公允值總和,超出部分即時於損益中確認為議價購買收益。

屬現時擁有權權益且於清盤時賦予持有人權利按比例分佔相關附屬公司資產淨值之非控股權益,乃初步按非控股權益分佔被收購方可識別資產淨值之已確認金額比例或按公允值計量。計量基準視乎每項交易而作出選擇。其他類型之非控股權益乃按彼等之公允值計量。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (f) (i) Business combinations (continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

### (f)(i) 業務合併(續)

倘本集團於業務合併中轉撥之代價包括或然代價安排產生之資產或負債,該或然代價按其收購日期公允值計量,並計為於業務合併中所轉撥之部分代價。或然代價之公允值變動(合資格作為計量期間調整)會進行追溯調整,並對商譽作出相應調整。計量期間調整為於計量期間(其不可超過收購日期起計一年)獲得之額外資料(與收購日期存在之事實及情況有關)所導致之調整。

或然代價(不合資格作為計量期間調整)之其後會計處理取決於或然代價之分類而定。分類為權益之或然代價並無於其後之報告日期重新計量,而其隨後結算於權益內入賬。分類為資產或負債之或然代價於其後之報告日期按公允值重新計量,而相應之損益則於損益內確認。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) (i) Business combinations (continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

### (f) (ii) Goodwill

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

## 2. 主要會計政策(續)

### (f)(i) 業務合併(續)

倘業務合併分階段進行,則應於收購日(即本集團取得控制權當日)按公允值重新計量本集團先前在被收購方中持有之股本權益,且所得之收益及虧損(如有)應於損益內確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生之金額重新分類至損益(有關處理方法適用於出售該權益)。

倘業務合併之初步會計於合併發生之報告期末不完整,則本集團就該等項目報告暫時款項之會計處理不完整。於計量期間內獲調整之該等暫時款項(見上文)及額外資產或負債予以確認,以反映所載之有關於收購日期存在之事實及情況之新資料,該等事實及情況(倘若獲悉)應會影響已於該日確認之金額。

### (f)(ii) 商譽

收購一項業務所產生之商譽乃按於收購該項業務日期所確定之成本減累計減值虧損(如有)列賬。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (f) (ii) Goodwill (continued)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units, (or groups of cash-generating units), that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or groups of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

### (f)(ii) 商譽(續)

就減值測試而言,商譽乃分配至預期自合併協同效應中受益之本集團各現金產生單位(或現金產生單位組別),相當於就內部管理目的而監察商譽的最低層次且不大於經營分部。

已獲分配商譽之現金產生單位(或現金產生單位組別)乃每年進行減值測試,或倘該單位可能出現減值之跡象時更頻繁地進行減值測試。對於某個報告期之收購所產生之商譽,已獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘可收回金額低於其賬面值,則減值虧損首先被分配用於減少任何商譽之賬面值,然後按比例基準根據該單位(或該現金產生單位組別)內各項資產之賬面值分配至其他資產。

於出售相關現金產生單位,則於釐定出售之損益金額時,須計入商譽之應佔金額(或本集團監控商譽的現金產生單位組別內的任何現金產生單位)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) (iii) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

### (g) Construction in progress

Construction in progress represents property, plant and equipment under construction and machinery and equipment under installation and testing. Construction in progress is stated in the consolidated statement of financial position at cost less impairment losses (note 2(l)(ii)). The cost includes cost of construction, cost of purchased plant and equipment and other direct costs plus borrowing costs which include interest charges and exchange differences arising from foreign currency borrowings used to finance these projects during the construction period, to the extent that these are regarded as an adjustment to borrowing costs (note 2(aa)).

Construction in progress is not depreciated until such time as the assets are completed and substantially ready for their intended use.

## 2. 主要會計政策(續)

### (f)(iii)收購一間並不構成業務之附屬公司

當本集團收購並不構成業務之資產及負債組別時, 本集團通過按各自的公允值將購買價首先分配至金融資產及金融負債, 然後按彼等於購買日期的相對公允值將購買價餘額分配至其他個別可識別資產及負債, 從而識別及確認所收購之個別可識別資產及所承擔之負債。有關交易並不會產生商譽或議價購買收益。

### (g) 在建工程

在建工程指建造中的物業、廠房及設備以及安裝和調試中的機器及設備。在建工程按成本減減值虧損於綜合財務狀況表列賬(附註2(l)(ii))。成本包括建設成本、已購入廠房及設備之成本及其他直接成本加借貸成本, 包括於建造期間的利息費用及為該等項目所借外幣貸款產生的匯兌差額, 其被視為借貸成本調整(附註2(aa))。

在建工程在竣工及可作擬定用途前, 並不計提任何折舊。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (h) Property, plant and equipment

Property, plant and equipment are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (note 2(l)(ii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 5 – 20 years
- Leasehold improvements over the term of lease
- Furniture, fixtures and office equipment 3 – 5 years
- Motor vehicles 3 – 5 years

### (h) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損後於財務狀況表列賬(附註2(l)(ii))。

報廢或出售物業、廠房及設備項目所產生的盈虧以項目出售所得款項淨額與賬面值之間的差額釐定, 並於報廢或出售日於損益中確認。

物業、廠房及設備項目的折舊是以直線法在以下預計可用年限內撇銷其成本(已扣除估計餘值(如有))計算:

- 於租賃土地上的樓宇按尚餘租賃期或預計可用年限(即落成日期起計50年)兩者中的較短期間計算折舊。
- 廠房及機器 5-20年
- 租賃裝修 按租期
- 傢俬、裝置及辦公室設備 3-5年
- 汽車 3-5年

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Property, plant and equipment (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

### (i) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by the end of owner-occupation, any excess of fair value of that item over the carrying amount at the date of change is recognised in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

## 2. 主要會計政策(續)

### (h) 物業、廠房及設備(續)

當物業、廠房及設備項目的各部分可用年限不同,其成本按合理基準分配予各部分並單獨計提折舊。一項資產可用年限及其餘值(如有)將會每年進行檢討。

### (i) 投資物業

投資物業指為賺取租金及/或資本增值而持有之物業。

於初步確認時,投資物業乃按成本(包括任何直接應佔開支)計量。於初步確認後,投資物業乃採用公允值模式計量。投資物業公允值變動所產生之收益或虧損計入產生期間之損益。

如物業、廠房及設備項目因使用狀況有變(即不再由業主自用)而成為投資物業,該項目之公允值超出改變當日賬面值之任何部分於物業重估儲備內確認。於資產隨後出售或報廢後,相關重估儲備將會直接轉至保留溢利。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (i) Investment properties (continued)

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

### (j) Intangible assets (other than goodwill)

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite useful lives as set out in note (iv) to (ix) below.

### (i) 投資物業(續)

投資物業於出售時或當投資物業不再可供使用及預期其出售將無法帶來未來經濟利益時終止確認。資產終止確認所產生之任何損益(按出售所得款項淨額與資產賬面值之差額計算)乃於項目終止確認之期間計入損益。

### (j) 無形資產(商譽除外)

如無形資產的可使用年期被評估為無限期,則該等無形資產不會被攤銷。有關無形資產的可使用年期為無限期的任何結論,會每年檢討以釐定事件及情況是否繼續支持該資產的無限期可使用年期評估。倘不繼續支持,則可使用年期評估由無限期變為有限期,並自變化的日期起根據下文附註(iv)至(ix)所載有有限可使用年期的無形資產攤銷政策入賬。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (j) Intangible assets (other than goodwill) (continued)

###### (i) Brand rights with indefinite useful life

As disclosed in note 16(a) to the consolidated financial statements, the Group has acquired the exclusive intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic branded injectable nasal spray pharmaceutical drugs which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms (the "Miacalcic Injection" and "Miacalcic Nasal Spray") for an indefinite period of time in the Mainland China and certain other designated countries. Each of Miacalcic Injection and Miacalcic Nasal Spray is considered to have an indefinite useful life, given the strength and durability of the brand in treating the bone pains and level of marketing support. The risk of market-related factors causing a reduction in its life is considered to be relatively low. Up to date of approval of the financial statements, management of the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised and are tested annually for impairment in accordance with note 2(l)(ii).

#### 2. 主要會計政策(續)

##### (j) 無形資產(商譽除外)(續)

###### (i) 具無限可使用年期之品牌權

誠如綜合財務報表附註16(a)所披露, 本集團已收購將用於治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高鈣血症及反射性交感神經失養症之各類劑型密蓋息牌注射劑及鼻噴劑藥品(「密蓋息注射劑」及「密蓋息鼻噴劑」)在中國內地及若干其他指定國家進行無限期商業化時, 與商標及品牌名稱相關的獨家知識產權、營銷及分銷權。鑒於品牌在治療骨痛方面的優勢及持久性以及營銷支援水平, 密蓋息注射劑及密蓋息鼻噴劑均被視為具有無限可使用年期。導致其年期減少的市場相關風險因素被視為相對較低。截至批准財務報表日期, 本集團管理層並不知悉可能限制該等藥品可使用年期的任何重大法律、法規、合約、競爭力、經濟或其他因素。因此, 密蓋息注射劑及密蓋息鼻噴劑不計提攤銷, 但根據附註2(l)(ii)每年作減值測試。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

(j) Intangible assets (other than goodwill)  
(continued)

(ii) Club memberships

Club memberships represent the rights to use the club facilities for an indefinite period of time and are stated in the consolidated statement of financial position at cost less impairment losses (note 2(l)(ii)).

The following intangible assets with finite use lives are stated at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Both the period and basis of amortisation of all intangible assets with finite useful lives are reviewed annually.

(i) 無形資產(商譽除外)(續)

(ii) 會所會籍

會所會籍指於無限期內使用會所設施之權利並於綜合財務狀況表按成本減減值虧損列賬(附註2(l)(ii))。

以下具有有限可使用年期之無形資產按成本減累計攤銷及減值虧損列賬(附註2(l)(ii))。所有具有有限可使用年期的無形資產的攤銷期及基準均每年進行檢討。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Intangible assets (other than goodwill) (continued)

#### (iii) Research and development

- Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised as an expense in the period in which it is incurred. Expenditure on development activities (relating to the design and testing of new or improved products) is capitalised under the category of “product development in progress” if the product or process is technically and commercially feasible, the Group has sufficient resources and the intention to complete the development, and the cost can be reliably measured. Upon the commencement of the commercial production of a product, the expenditure on development activities is transferred to “deferred development costs” and amortised on a straight-line basis over the period of its expected benefit. Research and development costs comprise costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities.

## 2. 主要會計政策(續)

### (j) 無形資產(商譽除外)(續)

#### (iii) 研究及開發

- 為獲取新科技或技術知識及認識而進行研究活動的開支會於產生期間內確認。倘產品或工序在技術及商業上為可行, 而本集團擁有充足資源並有意完成有關開發, 及倘成本能可靠計量, 則開發活動(與設計及測試新產品或改良產品有關)的開支將於「進行中產品開發」分類項下撥充資本。於某一產品開始投入商業生產後, 開發活動的開支會轉入「遞延開發成本」, 並按直線法於其預期可獲利期間攤銷。研究及開發成本包括研究及開發活動直接產生的費用或可按合理基準分配至該等活動的成本。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (j) Intangible assets (other than goodwill) (continued)

##### (iii) Research and development (continued)

- Deferred development costs that are required by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses. The value in use model is used for the impairment assessment by the management of the Group.

##### (iv) Intellectual property rights

Intellectual property rights (including the acquired deferred development costs, note 2(iv) above) are carried at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Amortisation is charged to profit or loss on a straight line basis over a period of 2 years and 17.33 years.

##### (v) Trademarks

Trademarks that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Amortisation of trademarks is charged to profit or loss on a straight line basis over a period of 10 years.

#### 2. 主要會計政策(續)

##### (j) 無形資產(商譽除外)(續)

##### (iii) 研究及開發(續)

- 本集團要求遞延開發成本乃按成本減累計攤銷及減值虧損於綜合財務狀況表內列賬。價值使用模式乃供本集團管理層用作減值評估。

##### (iv) 知識產權

知識產權(包括所獲遞延開發成本,上文附註2(iv))按成本減累計攤銷及減值虧損列賬(附註2(l)(ii))。攤銷於2年至17.33年內按直線基準於損益賬扣除。

##### (v) 商標

由本集團購買的商標於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(l)(ii))。商標攤銷於10年期間按直線法於損益賬扣除。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Intangible assets (other than goodwill) (continued)

#### (vi) New medicine protection rights

New medicine protection rights that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Amortisation of new medicine protection rights is charged to profit or loss on a straight line basis over the rights protection period.

#### (vii) Exclusive agency rights

Exclusive agency rights that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Amortisation of exclusive agency rights is charged to profit or loss on a straight line basis over the agency period ranging from 4 to 10 years.

#### (viii) Computer software

Computer software that is acquired by the Group is stated in the consolidated statement of financial position at cost less accumulated amortisation and impairment losses (note 2(l)(ii)). Computer software is amortised over its estimated useful life of 5 to 10 years.

## 2. 主要會計政策(續)

### (j) 無形資產(商譽除外)(續)

#### (vi) 新藥保護權

本集團購買的新藥保護權於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(l)(ii))。新藥保護權攤銷於保護權期間按直線法於損益賬扣除。

#### (vii) 獨家代理權

本集團購買的獨家代理權於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(l)(ii))。獨家代理權攤銷於4至10年的代理期內按直線法於損益賬扣除。

#### (viii) 計算機軟件

本集團購買的計算機軟件於綜合財務狀況表按成本減累計攤銷及減值虧損入賬(附註2(l)(ii))。計算機軟件按其估計可使用年期5至10年內攤銷。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (k) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and

### (k) 租賃資產

倘本集團釐定由一項交易事項或一系列交易事項組成的安排涵蓋個別資產或多項資產於協定年期內的使用權, 以換取付款或一系列付款, 則該項安排乃屬或包含一項租賃。有關釐定工作乃以評估該項安排的實質內容為基準, 而不論該項安排是否擁有租賃的法律形式。

#### (i) 出租予本集團的資產分類

本集團根據租賃持有, 且所有權的絕大部分風險及回報已轉移至本集團的資產乃分類為根據融資租賃持有。所有權的絕大部分風險及回報並無轉移至本集團的租賃則分類為經營租賃, 惟以下情況除外:

- 原符合投資物業定義而根據經營租賃持有的物業按個別物業基準分類為投資物業, 倘獲分類為投資物業, 將按猶如根據融資租賃持有的方式入賬; 及

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (k) Leased assets (continued)

#### (i) Classification of assets leased to the Group (continued)

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lease.

## 2. 主要會計政策(續)

### (k) 租賃資產(續)

#### (i) 出租予本集團的資產分類(續)

- 根據經營租賃持作自用且於租賃開始時公允值無法與建於其上的樓宇公允值分開計量的土地,入賬為根據融資租賃持有,除非樓宇清楚地根據經營租賃持有則另作別論。就此等目的而言,租賃開始指本集團最初訂立或自前承租人接管租賃之時間。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (k) Leased assets (continued)

#### (ii) Assets acquired under finance lease

When the Group acquire the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recognised as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the terms of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(h). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(l)(ii). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

### (k) 租賃資產(續)

#### (ii) 以融資租賃購入之資產

屬本集團以融資租賃購入資產之使用權,便會將相當於租賃資產公允值或有關資產最低租賃付款額的現值(如為較低的數額)確認為物業、廠房及設備,而相應負債(扣除融資費用)則確認為融資租賃承擔。折舊是在相關的租賃期或附註2(h)所述資產的可用年限(如本集團很可能取得資產的所有權)內,以等額撇銷其成本或估值的比率計提。減值虧損按附註2(l)(ii)所述會計政策入賬。租賃付款內含融資費用會按租賃年期於損益扣除,使各會計期間的融資費用與負債餘額的比率大致相同。或然租金乃於彼等產生的會計期間內於損益賬扣除。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (k) Leased assets (continued)

#### (iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (iv) Interests in leasehold land held for own use under operating leases

Interests in leasehold land held for own use under operating leases represent cost of acquiring land use rights paid to the PRC's governmental authorities. Land use rights are stated at cost less accumulated amortisation and impairment losses. Amortisation is charged to profit or loss on a straight-line basis over the period of the lease term of the right.

## 2. 主要會計政策(續)

### (k) 租賃資產(續)

#### (iii) 經營租賃費用

倘屬本集團透過經營租賃使用資產的情況,則根據租賃作出的付款會在租賃期所涵蓋的會計期間內,以等額在損益賬扣除;但如有其他基準可更清楚地反映租賃資產所產生的收益模式則除外。租賃所涉及的激勵措施均在損益賬中確認為租賃淨付款總額的組成部分。或然租金在其產生的會計期間在損益賬扣除。

#### (iv) 經營租賃項下持作自用的租賃土地權益

經營租賃項下持作自用的租賃土地權益指向中國政府部門支付的收購土地使用權的成本。土地使用權按成本減累計攤銷及減值虧損列賬。攤銷採用直線法於土地使用權的租期內於損益賬扣除。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (I) Credit losses and impairment of assets

### (I) 資產的信貸虧損及減值

#### (i) Credit losses from financial instruments

#### (i) 金融工具產生的信貸虧損

##### (A) Policy application from 1 January 2018

##### (A) 自2018年1月1日起適用的政策

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits and trade and other receivables).

本集團對按攤銷成本計量的金融資產(包括現金及現金等價物、已抵押銀行存款以及貿易及其他應收款項)確認預期信貸虧損的虧損撥備。

Financial assets measured at fair value including other financial assets are not subject to ECL assessment.

按公允值計量的金融資產(包括其他金融資產)無須評估預期信貸虧損。

##### Measurement of ECLs

ECLs are probably-weighted estimate of credit loss. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

預期信貸虧損的計量  
預期信貸虧損是對信貸虧損的概率加權估計。信貸虧損按所有預期現金缺口(即本集團根據合約應付的現金流量與本集團預期收取的現金流量之間的差額)的現值計量。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past event, current conditions and forecasts of future economic conditions.

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損(續)

##### (A) 自2018年1月1日起適用的政策(續)

倘貼現影響重大,預期現金缺口採用以下貼現率貼現:

- 固定利率金融資產以及貿易及其他應收款項:初步確認時釐定的實際利率或與之相若的利率;
- 浮動利率金融資產:當前實際利率。

估計預期信貸虧損時考慮的最長時期為本集團面臨信貸風險的最長合約期限。

在計量預期信貸虧損時,本集團考慮無需付出不當成本或努力即可獲得的可作為依據的合理資料,包括有關過往事件、當前環境以及未來經濟狀況預測的資料。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting period date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損 (續)

##### (A) 自2018年1月1日起適 用的政策(續)

預期信貸虧損基於以下  
基準中的一項計量:

- 12個月預期信貸虧損: 即在報告日後12個月內可能發生的違約事件預期產生的虧損; 及
- 全期預期信貸虧損: 即在預期信貸虧損模型適用項目的預計年期內, 可能發生的所有違約事件預期產生的虧損。

貿易應收賬款的虧損撥備始終按相等於全期預期信貸虧損的金額計量。該等金融資產的預期信貸虧損基於本集團的過往信貸虧損經驗, 採用撥備矩陣估計, 並視乎債務人的具體因素以及於報告日期對當前及估計未來總體經濟環境的評估加以調整。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

For all other financial instruments (including pledged deposits and cash and cash equivalents), the Group recognises a loss allowance equal to 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 at an amount equal to lifetime ECLs.

#### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 360 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損(續)

##### (A) 自2018年1月1日起適用的政策(續)

就所有其他金融工具(包括已抵押存款以及現金及現金等價物)而言,本集團按相等於12個月預期信貸虧損的金額確認虧損撥備,除非自初步確認以來金融工具的信貸風險顯著增加;在此情況下,虧損撥備將按相等於全期信貸虧損的金額計量。

#### 信貸風險顯著增加

在評估自初步確認以來金融工具的信貸風險是否顯著增加時,本集團對比所評估的金融工具於報告日期發生違約的風險與在初步確認日期發生違約的風險。在評估過程中,本集團在(i)倘本集團不採取變現抵押品(若持有)等行動,則借款人不大有可能向本集團全額償還債務;或(ii)金融資產逾期360日的情況下,考慮已發生違約事件。本集團同時考慮可作為依據的合理的量化及定性資料,包括過往經驗以及無須付出不當成本或努力即可獲得的前瞻性資料。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (I) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

Significant increases in credit risk  
(continued)

In particular, the following  
information is taken into account  
when assessing whether credit risk  
has increased significantly since  
initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environmental that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

## 2. 主要會計政策(續)

### (I) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損 (續)

##### (A) 自2018年1月1日起適 用的政策(續)

信貸風險顯著增加  
(續)

具體而言, 在評估自初  
步確認以來信貸風險是  
否顯著增加時, 尤其考  
慮以下資料:

- 未能於合約到期日支付本金或利息;
- 金融工具的外部或內部信用評級(如有)實際已發生或預期會發生嚴重惡化;
- 債務人的經營業績實際已發生或預期會發生嚴重惡化; 及
- 技術、市場、經濟或法律環境已發生或預期會發生的變動, 對債務人向本集團償還債務的能力造成重大不利影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

Significant increases in credit risk (continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on share credit risk characteristics, such as past due status and credit risk ratings.

ECLs are measured at the end of each reporting period to reflect the changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVTOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損(續)

##### (A) 自2018年1月1日起適用的政策(續)

信貸風險顯著增加(續)

視乎金融工具的性质, 评估信贷风险是否显著增加时按个别或集体基准进行。倘按集体基准评估, 则视乎共同的信贷风险特征(如逾期状况及信贷风险评估)将金融工具分组。

預期信貸虧損於各報告期末計量, 以反映自初步確認以來金融工具信貸風險的變化。預期信貸虧損金額的變動於損益確認為減值收益或虧損。本集團對所有金融工具確認減值收益或虧損, 並通過虧損撥備賬對其賬面值進行相應調整, 惟按公允值列入其他全面收入的債務證券投資(轉回)的虧損撥備, 於其他全面收入確認並於公允值儲備(轉回)累計。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (l) Credit losses and impairment of assets (continued)

### (l) 資產的信貸虧損及減值(續)

#### (i) Credit losses from financial instruments (continued)

#### (i) 金融工具產生的信貸虧損 (續)

##### (A) Policy application from 1 January 2018 (continued)

##### (A) 自2018年1月1日起適 用的政策(續)

Basis of calculation of interest  
income

計算利息收入的基準

Interest income recognised in  
accordance with note 2(y)(vi) is  
calculated based on the gross  
carrying amount of the financial  
asset unless the financial asset  
is credit-impaired, in which case  
interest income is calculated based  
on the amortised cost (i.e. the gross  
carrying amount less loss allowance)  
of the financial asset.

根據附註2(y)(vi)確認的  
利息收入按金融資產的  
賬面總值計算, 除非金  
融資產出現信貸減值;  
在此情況下, 利息收入  
按金融資產的攤銷成本  
(即賬面總值減虧損撥  
備)計算。

At the end of each reporting date,  
the Group assesses whether a  
financial asset is credit-impaired.  
A financial asset is credit-impaired  
when one or more events that  
have a detrimental impact on the  
estimated future cash flows of the  
financial asset have occurred.

於各報告期末, 本集團  
評估金融資產是否出  
現信貸減值。倘已發生  
的一項或多項事件對金  
融資產的估計未來現金  
流量產生不利影響, 則  
該金融資產發生信貸減  
值。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

Basis of calculation of interest  
income (continued)

Evidence that a financial asset  
is credit-impaired includes the  
following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

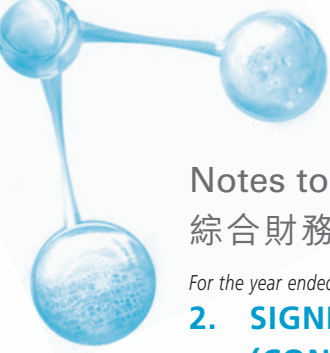
#### (i) 金融工具產生的信貸虧損 (續)

##### (A) 自2018年1月1日起適 用的政策(續)

計算利息收入的基準  
(續)

金融資產發生信貸減值的  
憑證包括以下可觀察  
事件:

- 債務人陷入嚴重  
財務困境;
- 違反合約,如未  
支付或拖欠利息  
或本金付款;
- 債務人可能陷入  
破產或其他財務  
重整;
- 技術、市場、經  
濟或法律環境發  
生對債務人造成  
不利影響的重大  
變動;或
- 因發行人的財務  
困境導致證券失  
去活躍市場。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### (A) Policy application from 1 January 2018 (continued)

##### Write off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損 (續)

##### (A) 自2018年1月1日起適 用的政策(續)

##### 撇銷政策

若已無收回希望, 則部分或全部撇銷金融資產的賬面總值。倘本集團認定債務人並無可產生用於償還債務的足夠現金流量的資產或收入來源, 則一般撇銷該項債務。

其後收回先前已撇銷的資產, 於收回當期在損益內確認為撥回減值。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (I) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

#### (B) Policy application prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVTPL (e.g. trade and other receivables). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 2. 主要會計政策(續)

### (I) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損(續)

#### (B) 於2018年1月1日之前適用的政策

於2018年1月1日之前, 未分類為按公允值列入損益的金融資產(如貿易及其他應收款項)採用「已產生虧損」模式來計量減值虧損。根據「已產生虧損」模式, 僅在已掌握減值的可觀憑證時方確認減值虧損。減值的客觀憑證包括:

- 債務人陷入嚴重財務困境;
- 違反合約, 如未支付或拖欠利息或本金付款;
- 債務人可能陷入破產或其他財務重整;
- 技術、市場、經濟或法律環境發生對債務人造成不利影響的重大變動; 及
- 權益工具投資的公允值大幅或長期跌至低於其成本。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

##### (l) Credit losses and impairment of assets (continued)

##### (l) 資產的信貸虧損及減值(續)

##### (i) Credit losses from financial instruments (continued)

##### (i) 金融工具產生的信貸虧損(續)

##### (B) Policy application prior to 1 January 2018 (continued)

##### (B) 於2018年1月1日之前適用的政策(續)

If any such evidence existed, the impairment loss was determined and recognised as follows:

倘存在此類憑證,則按以下方式釐定並確認減值虧損:

For trade and other receivables and other financial assets carried at amortised cost, the impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

就貿易及其他應收款項及按攤銷成本列賬的其他金融資產而言,減值虧損按資產賬面值與(如貼現影響屬重大)估計未來現金流量現值(按金融資產原實際利率(即初步確認資產時計算的實際利率)貼現)的差額計量。倘該等金融資產具備類似風險特徵(如類似的逾期情況)且未單獨評估為減值,則集體評估減值。集體評估減值的金融資產的未來現金流量,根據信貸風險特徵與集體評估減值之組合類似之資產的過往虧損經驗釐定。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (I) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

#### (B) Policy application prior to 1 January 2018 (continued)

If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

## 2. 主要會計政策(續)

### (I) 資產的信貸虧損及減值(續)

#### (i) 金融工具產生的信貸虧損(續)

#### (B) 於2018年1月1日之前適用的政策(續)

倘若減值虧損的金額於隨後期間減少,而減幅可與確認減值虧損後發生的事件客觀聯繫,則減值虧損將通過損益賬予以撥回。撥回減值虧損不得導致資產的賬面值超出其在過往年度在沒有確認減值虧損情況下而釐定的數額。

若貿易應收賬款或按攤銷成本列賬的其他金融資產的收回被視為存疑,但並非完全沒有可能,則採用撥備賬記錄減值虧損。倘本集團認為收回的可能性極低,則直接從資產賬面總值中撇銷被視為無法收回的金額。其後收回先前從撥備賬扣除的金額撥回撥備賬。撥備賬的其他變動和其後收回先前直接撇銷的金額均在損益確認。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

(I) Credit losses and impairment of assets  
(continued)

(I) 資產的信貸虧損及減值(續)

(ii) Impairment of other non-current  
assets

(ii) 其他非流動資產減值

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

本集團於各報告期末檢討內外部資料來源, 以識別下列資產可能發生減值或(商譽除外) 先前確認的減值虧損不再存在或可能減少的跡象:

- property, plant and equipment;
- pre-paid interests in leasehold land classified as being held under an operating lease;
- intangible assets;
- construction in progress;
- interest in an associate;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

- 物業、廠房及設備;
- 分類為以經營租賃持有的預付租賃土地權益;
- 無形資產;
- 在建工程;
- 於一間聯營公司之權益
- 商譽; 及
- 本公司財務狀況表所列的附屬公司投資。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Credit losses and impairment of assets (continued)

#### (ii) Impairment of other non-current assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## 2. 主要會計政策(續)

### (l) 資產的信貸虧損及減值(續)

#### (ii) 其他非流動資產減值(續)

倘存在此等跡象,則估計資產的可收回金額。此外,就商譽、尚無法使用的無形資產及具有無限可使用年期的無形資產而言,可收回金額按年估計,而不論是否存在減值跡象。

#### – 計算可收回金額

資產的可收回金額為其公允值減出售成本與使用價值中的較高者。評估使用價值時,採用反映當前市場對貨幣時間值及該項資產特定風險之評估的除稅前貼現率,將估計未來現金流量貼現至現值。如資產產生的現金流入基本上依附於其他資產所產生的現金流入,則按獨立產生現金流入的最小資產組合(即現金產生單位)釐定可收回金額。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

(I) Credit losses and impairment of assets  
(continued)

(I) 資產的信貸虧損及減值(續)

(ii) Impairment of other non-current  
assets (continued)

(ii) 其他非流動資產減值(續)

– Recognition of impairment losses

– 確認減值虧損

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use, (if determinable).

倘資產(或其所屬的現金產生單位)的賬面值超過其可收回金額, 則在損益確認減值虧損。分配現金產生單位所確認的減值虧損時, 首先沖減分配至現金產生單位(或單位組別)的商譽賬面值, 然後按比例沖減單位(或單位組別)內其他資產的賬面值, 惟資產賬面值不會減少至低於其個別公允值減出售成本(如可計量)或使用價值(如可釐定)。

– Reversals of impairment losses

– 撥回減值虧損

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

就商譽以外的資產而言, 倘釐定可收回金額時採用的估計發生有利變動, 則撥回減值虧損。商譽的減值虧損不會撥回。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (l) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (notes 2(l)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### 2. 主要會計政策(續)

##### (l) 資產的信貸虧損及減值(續)

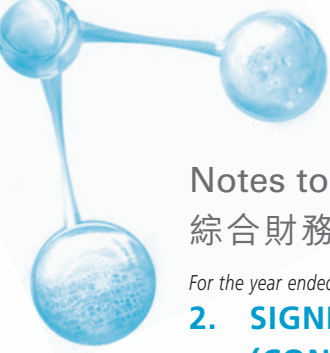
##### (ii) 其他非流動資產減值(續)

撥回的減值虧損不得超過資產在過往年度未確認減值虧損情況下釐定的賬面值。撥回的減值虧損於確認撥回期間計入損益。

##### (iii) 中期財務報告及減值

根據聯交所證券上市規則,本集團須按照香港會計準則第34號「中期財務報告」的規定編製財政年度首六個月的中期財務報告。於中期期末,本集團採用與財政年度末相同的減值測試、確認及撥回標準(附註2(l)(i)及(ii))。

在中期期間確認的商譽減值虧損在其後期間不會撥回。即使倘若僅在包括該中期期間的財政年度末評估減值,則不會確認虧損或確認的虧損較少,亦是如此。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (m) 存貨

存貨以成本及可變現淨值的較低者列賬。

成本乃按加權平均成本法計算, 並包括所有採購成本、加工成本及其他使存貨達致其現時地點及狀況而產生的成本。

可變現淨值指正常業務過程中的估計售價減估計完成成本及銷售所需成本。

倘售出存貨, 則該等存貨的賬面值在相關收益確認的期間確認為支出。任何撇減存貨至可變現淨值的金額及存貨的所有虧損於撇減或出現虧損的期間內確認為支出。撥回的任何撇減存貨的金額會於出現撥回的期間沖減列作支出的存貨金額。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (n) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(y)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (note 2(o)).

### (o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(l)(i)).

## 2. 主要會計政策(續)

### (n) 合約負債

倘客戶在本集團確認相關收益前支付代價,則確認合約負債(見附註2(y))。倘本集團擁有在確認相關收益前收取代價的無條件權利,亦確認合約負債。在該等情況下,亦確認相應的應收款項(附註2(o))。

### (o) 貿易及其他應收款項

應收款項在本集團取得收取代價的無條件權利時確認。倘代價僅需一段時間即可到期支付,則收取代價的權利為無條件。倘在本集團取得收取代價的無條件權利前確認收益,則該金額列為合約資產。

應收款項採用實際利率法按攤銷成本減信貸虧損撥備列賬(見附註2(l)(i))。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

##### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(l)(i).

##### (p) 現金及現金等價物

現金及現金等價物包括銀行結餘及手頭現金、銀行及其他金融機構活期存款, 以及可即時轉換為已知金額現金的短期及高流通性投資, 其價值變動風險並不重大, 並在購入起計三個月內到期。就綜合現金流量表而言, 需按要求償還、且屬本集團現金管理組成部分的銀行透支亦作為現金及現金等價物入賬。現金及現金等價物根據附註2(l)(i)所載的政策評估預期信貸虧損。

##### (q) Trade and other payables

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

##### (q) 應付賬款及其他應付款項

應付賬款及其他應付款項乃按公允值初步確認其後按攤銷成本列賬, 惟貼現之影響將微小則除外, 於此情況下, 彼等乃按成本列賬。

##### (r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(aa)).

##### (r) 計息借貸

計息借貸初步按公允值減交易成本計量。在初步確認後, 計息借貸採用實際利率法按攤銷成本列賬。利息開支根據本集團有關借貸成本的會計政策確認(見附註2(aa))。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (s) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

#### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

## 2. 主要會計政策(續)

### (s) 僱員福利

#### (i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款退休計劃的供款及非貨幣福利的成本於僱員提供相關服務期內計提。倘有關付款或結算遞延處理且影響屬重大,則有關金額按現值列賬。

根據中國的相關勞工規則及法規向適當的地方定額供款退休計劃作出的供款,於產生時於損益確認為開支。

#### (ii) 以股份支付

向僱員授出購股權的公允值確認為僱員成本,並相應增加權益內的資本儲備。公允值採用二項式期權定價模型,在計及購股權的授出條款及條件後於授出日期計量。倘僱員在成為無條件享有購股權前須符合歸屬條件,則在計及購股權歸屬的可能性後,將購股權的估計公允值總額攤分至歸屬期。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (s) Employee benefits (continued)

#### (ii) Share-based payments (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in share capital for the shares issued) or the option expires (when it is released directly to accumulated losses).

### (s) 僱員福利(續)

#### (ii) 以股份支付(續)

於歸屬期內,預期歸屬的購股權數目予以檢討。除原僱員開支合資格確認為一項資產外,往年確認的累計公允價值之調整於檢討年度的損益扣除/計入,並相應調整資本儲備。於歸屬日,調整確認為開支的金額,以反映實際歸屬的購股權數目(相應調整資本儲備),惟倘沒收完全因未達致與本公司股份市價有關的歸屬條件則除外。權益金額於資本儲備確認直至購股權獲行使(計入已發行股份的股本時)或購股權屆滿(直接轉入累計虧損時)為止。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (s) Employee benefits (continued)

#### (iii) Share award scheme

The Company operates a share award scheme for the purpose of providing incentives and rewards to eligible participants. An employee share trust is established and administered by an independent trustee and is funded by the Group's cash contributions. The considerations paid including any related transaction costs by the Company to purchase shares of the Company for the Scheme are deducted from equity as an employee share trust. The administrator of the employee share trust purchases the Company's shares in the open market as award shares to employees upon vesting. Upon vesting of the award shares, the corresponding amount in the shares held under share award scheme will be transferred to the relevant employees.

#### (iv) Termination benefits

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

## 2. 主要會計政策(續)

### (s) 僱員福利(續)

#### (iii) 股份獎勵計劃

本公司為向合資格參與者提供獎勵及回報而運作股份獎勵計劃。成立僱員股票基金並由獨立託管人管理,由本集團以現金供款。本公司為購入其股份作計劃所支付的代價(包括所有相關交易費用)於權益項下僱員股票基金內扣除。僱員股票基金託管人於公開市場購買本公司股份作為日後歸屬僱員的獎勵股份。於歸屬獎勵股份時,根據股份獎勵計劃所持股份的相應金額將轉撥至有關僱員。

#### (iv) 終止補償

終止補償於本集團無法再撤回提供該等補償時及本集團確認涉及支付終止補償的重組成本時(以較早者為準)確認。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (t) Income tax

Income tax expense comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### (t) 所得稅

所得稅開支包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動在損益確認, 惟如其與在其他全面收入或直接於權益中確認的項目有關, 則相關稅項金額分別於其他全面收入確認或直接於權益確認。

本期稅項是按本年度應課稅收入, 以報告期末採用或主要採用的稅率計算的預期應繳稅項, 及任何有關以往年度應繳稅項的調整。

遞延稅項資產及負債乃因作財務報告用途的資產及負債賬面值與作稅基用途的資產及負債賬面值兩者的可予扣減及應課稅的暫時差異所產生。遞延稅項資產亦可由未經使用的稅務虧損及未經使用的稅項優惠所產生。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax assets can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 2. 主要會計政策(續)

### (t) 所得稅(續)

除了若干有限的例外情況外,所有遞延稅項負債,及所有遞延稅項資產(僅限於將來很可能取得應課稅盈利而令該項資產得以運用的部分)均予確認。容許確認由可予扣減暫時差異所產生的遞延稅項資產的未來應課稅盈利包括其將由目前的應課稅暫時差異撥回的部分,而此等應課稅暫時差異應由同一稅務當局向同一應課稅單位徵收,並預期在可予扣減暫時差異預期撥回的同一期間內撥回或在由遞延稅項資產產生的稅務虧損能轉回或轉入的期間內撥回。在評定目前的應課稅暫時差異是否容許確認由未經使用的稅務虧損及優惠所產生的遞延稅項資產時採用上述相同的標準,即該等暫時差異由同一稅務當局向同一應課稅單位徵收,並預期在稅務虧損或優惠能應用的期間內撥回方計算在內。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (t) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination) and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

### (t) 所得稅(續)

確認遞延稅項資產及負債的有限例外情況：包括不可在稅務方面獲得扣減的商譽所引致的暫時差異、首次確認但並不影響會計盈利及應課稅盈利的資產或負債(惟其不可為業務合併的部分)、以及關於對附屬公司投資所引致的暫時差異；如為應課稅差異，只限於本集團可以控制撥回時間，且在可預見將來不大可能撥回的暫時差異，或如為可予扣減差異，則只限於可能在未來撥回的差異。

應確認的遞延稅項數額是按照資產及負債賬面值的預期變現或清償方式，以報告期末已生效或實際上已生效的稅率計算。遞延稅項資產及負債均不作貼現計算。

本集團會在各報告期末評估遞延稅項資產的賬面值。如果不再可能取得足夠的應課稅盈利以運用有關的稅務利益，賬面金額則予以調低。如日後可能取得足夠的應課稅盈利時，已扣減金額則予以撥回。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Income tax (continued)

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- (i) in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- (ii) in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 2. 主要會計政策(續)

### (t) 所得稅(續)

因股息分派產生的額外所得稅於支付相關股息負債獲確認時確認。

本期稅項結餘及遞延稅項結餘及其變動, 乃各自分開列示及並無相互抵銷。若本公司或本集團在法律上擁有抵銷本期稅項資產及本期稅項負債的行使權利及能符合下列額外條件, 則本期稅項資產可抵銷本期稅項負債, 及遞延稅項資產可抵銷遞延稅項負債:

- (i) 若為本期稅項資產及負債, 本集團計劃按淨額基準結算, 或同時變現資產及清償負債; 或
- (ii) 若為遞延稅項資產及負債, 倘其與同一稅務機關對以下主體收取的所得稅有關:
  - 同一應課稅單位; 或
  - 如為不同的應課稅單位, 預期在未來每一個週期將清償或追償顯著數目的遞延稅項負債或資產及計劃以淨額基準變現本期稅項資產及清償本期稅項負債或計劃同時變現本期稅項資產及清償本期稅項負債。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (u) Provisions and contingent liabilities

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

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

### (u) 撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任, 且可能須就履行該等責任而導致經濟利益流出, 並能夠就此作出可靠估計, 本集團會就該些未能確定發生時間或金額不定的負債作出撥備。當數額涉及重大的時間價值時, 則按預期用以履行責任的開支的現值作出撥備。

倘不一定需要流出經濟效益履行責任或未能可靠估計款額, 則該等責任將披露作或有負債, 除非出現經濟效益流出的可能性極微。可能出現的責任(僅由發生或不發生一項或多項未來事件而確定)亦披露為或有負債, 除非出現經濟利益流出的可能性極微。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (v) Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instrument are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a resident interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

#### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

## 2. 主要會計政策(續)

### (v) 金融負債及權益工具

#### 分類為債務或權益

債務及權益工具視乎合約安排的實質以及金融負債及權益工具的定义,分類為金融負債或權益。

#### 權益工具

權益工具指能證明擁有實體資產在減除其所有負債後之剩餘權益的合約。本集團發行的權益工具按已收所得款項(扣除直接發行成本)確認。

#### 金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公允值列入損益計量。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (v) Financial liabilities and equity instruments (continued)

#### Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management and investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

## 2. 主要會計政策(續)

### (v) 金融負債及權益工具(續)

#### 按公允值列入損益的金融負債

倘符合以下條件, 則金融負債可於初步確認時指定為按公允值列入損益:

- 該指定消除或大幅減少了在計量或確認方面可能出現的不一致之處; 或
- 金融負債構成一組金融資產或金融負債或一組金融資產和金融負債的一部分, 該組合根據本集團記錄的風險管理及投資策略按公允值基準管理及評估表現, 且分組資料按該基準在內部提供; 或
- 其構成一份包含一項或多項內嵌式衍生工具的合約之一部分, 而香港財務報告準則第9號允許將整份混合合約指定為按公允值列入損益。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (v) Financial liabilities and equity instruments (continued)

#### Financial liabilities at FVTPL – changes in credit risk

For financial liability that designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Prior to application of HKFRS 9 on 1 January 2018, financial liabilities designated at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss includes/excludes any interest paid on the financial liability and is included in the other gains and losses.

#### Financial liabilities at amortised cost

Financial liabilities including bank and other borrowings, trade and other payables are subsequently measured at amortised cost, using the effective interest method.

## 2. 主要會計政策(續)

### (v) 金融負債及權益工具(續)

#### 按公允值列入損益的金融負債－信貸風險變動

就指定按公允值列入損益的金融負債而言,該負債因信貸風險變動產生的公允值變動金額於其他全面收入確認,除非於其他全面收入確認負債的信貸風險變動之影響將造成或加劇損益的會計錯配。已於其他全面收入確認的金融負債因信貸風險造成的公允值變動,其後不會重新分類至損益,而是在終止確認金融負債時轉入累計虧損。

在2018年1月1日應用香港財務報告準則第9號前,指定按公允值列入損益的金融負債按公允值列賬,公允值變動所產生的收益或虧損於損益確認。於損益確認的收益或虧損淨額包括/不包括金融負債的已付利息,並計入其他收益及虧損。

#### 按攤銷成本列賬的金融負債

金融負債(包括銀行及其他借貸以及貿易及其他應付款項)其後採用實際利率法按攤銷成本計量。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2. 主要會計政策(續)

##### (w) Derivative financial instruments

Derivatives financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

##### (w) 衍生金融工具

衍生金融工具初步按公允值確認。於各報告期末, 公允值重新計量。重新計量所產生的收益或虧損即時於損益確認。

##### (x) Redeemable convertible preference shares

The component parts of the redeemable convertible preference shares are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

##### (x) 可贖回可換股優先股

可贖回可換股優先股之組成部分乃根據合約安排的性質及金融負債及股本工具之定義單獨分類為金融負債及權益。倘轉換權將透過以固定金額之現金或其他金融資產換取固定數目之本公司股本工具而結算, 則分類為股本工具。

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

於發行日期, 負債部分之公允值(包括任何嵌入式非股本衍生工具特徵)乃透過計量相類似負債(並無涉及相關股權部分)之公允值而估計

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (x) Redeemable convertible preference shares (continued)

A conversion option classified as equity is determined by deducting the fair value of the liability component from the fair value of the compound instrument as a whole at the issue date. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium and share capital. Where the conversion option remains unexercised at the maturity date of the convertible preference shares, the balance remained in equity. No gain or loss is recognised in profit or loss upon exercise of the conversion option.

Transaction costs that relate to the issue of the redeemable convertible preference shares are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion.

## 2. 主要會計政策(續)

### (x) 可贖回可換股優先股(續)

於發行日,分類為權益的轉換選擇權通過從整個混合工具的公允值中扣除負債部分的公允值釐定。所釐定的金額計入權益(扣除所得稅影響)確認,其後不再重新計量。此外,分類為權益的轉換選擇權將仍保留於權益,直至轉換選擇權獲行使,在此情況下,於權益確認的結餘將轉撥至股份溢價及股本。倘轉換選擇權於可轉換優先股的到期日仍未行使,則結餘在權益中保留。行使轉換選擇權產生的收益或虧損不於損益確認。

與發行可贖回可換股優先股相關之交易成本乃按所得款項總額之劃分比例分配至負債及權益部分。與權益部分相關之交易成本乃直接於權益中扣除,與負債部分相關之交易成本乃計入負債部分之賬面值。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (y) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue represented the sales value of goods sold less returns, discounts and value added tax.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sales of goods

Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific locations (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibilities when selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point of time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

### (y) 收益及其他收入

源自在本集團日常業務過程中銷售貨品或提供服務的收入由本集團分類為收益。

收益在產品或服務的控制權轉移予客戶時,按本集團預期有權獲得的承諾代價之金額確認,不包括代第三方收取的金額。收益按已售貨品銷售額減退貨、折扣及增值稅計算。

本集團確認收益及其他收入之政策的詳情載於下文:

#### (i) 銷售貨品

收益在貨品的控制權轉移(即貨品運往客戶指定的地點(交貨))時確認。交貨後,客戶對貨品的分銷方式及售價擁有完全酌情權,在銷售貨品時承擔主要責任,並承擔貨品的過時及損失風險。本集團在貨品交付客戶時確認應收款項,因這是收取代價之權利成為無條件的時點,付款僅需一段時間即可到期應付。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (y) Revenue and other income (continued)

#### (i) Sales of goods (continued)

The only performance obligation of the contracts with customers is the provision of pharmaceutical products ordered by the customers and this performance obligation is satisfied at a point of time.

There is no warranty clause in the contracts with customers.

#### (ii) Sub-licensing fee income

Sub-licensing fee income is recognised on an accruals basis and in accordance with the terms of the relevant agreement.

#### (iii) Government grants/subsidy income

Government grants/subsidy income is recognised in the consolidation statement of financial position initially when there is reasonable assurance that it will be received and that the Group will comply with the conditions attached to them. Government grants/subsidy income that compensate the Group for expense incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Government grants/subsidy income that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### (iv) Interest income

Interest income is recognised as it accrues using the effective interest method.

## 2. 主要會計政策(續)

### (y) 收益及其他收入(續)

#### (i) 銷售貨品(續)

客戶合約唯一的履約義務為提供客戶訂購的藥品,該履約義務乃在某個時點達成。

客戶合約並無質量保證條款。

#### (ii) 轉授費收入

轉授費收入乃按應計基準及根據相關協議之條款確認。

#### (iii) 政府補助/補貼收入

政府補助/補貼收入於合理保證將取得及本集團將遵守附帶的條件時,初始於綜合財務狀況表確認。補償本集團所產生開支的政府補助/補貼收入於產生開支的同一期間按有系統基準於損益中確認為收入。補償本集團資產成本的政府補助/補貼收入自資產賬面值中扣除,其後通過減少折舊開支的方式於該項資產的可使用年期於損益內確認。

#### (iv) 利息收入

利息收入在應計時以實際利率法確認。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (z) Translation of foreign currencies

#### (i) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (“functional currency”). The functional currency of the Company and its subsidiaries outside Mainland China is Hong Kong dollars and the functional currency of the subsidiaries in Mainland China is Renminbi. The financial statements are presented in Renminbi (“presentation currency”).

#### (ii) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

### (z) 外幣兌換

#### (i) 功能及呈列貨幣

本集團各實體的財務報表項目,採用最能反映該實體相關事件及環境的經濟實質之貨幣(「功能貨幣」)計量。本公司及其位於中國內地境外的附屬公司所用功能貨幣為港元,而中國內地附屬公司所用功能貨幣為人民幣。財務報表以人民幣(「呈列貨幣」)呈列。

#### (ii) 交易及結餘

年內進行的外幣交易按交易日期的即期匯率換算。以外幣計值的貨幣資產與負債按報告期末的即期匯率換算。匯兌收益及虧損於損益確認。

以外幣按歷史成本計量的非貨幣資產與負債乃按適用於交易日期的匯率換算。交易日期為本集團初步確認非貨幣資產或負債的日期。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (z) Translation of foreign currencies (continued)

#### (ii) Transactions and balances (continued)

The results of operations outside Mainland China are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside Mainland China, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

## 2. 主要會計政策(續)

### (z) 外幣兌換(續)

#### (ii) 交易及結餘(續)

中國內地以外業務的業績按與交易日期的即期匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市匯率換算為人民幣。所產生的匯兌差額於其他全面收入確認,並單獨在權益的匯兌儲備內累計。

於出售中國內地境外的業務時,與該業務有關的累計匯兌差額於確認出售溢利或虧損時由權益重新分類至損益。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (aa) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

## 2. 主要會計政策(續)

### (aa) 借貸成本

直接涉及收購、建造及生產資產(即必須等待一段頗長時間方能投入作擬定用途或出售的資產)的借貸成本均會資本化作為該資產的部分成本。其他借貸成本於其產生期間確認為開支。

借貸成本乃於資產的開支產生、借貸成本產生及有關籌備資產作其擬定用途或出售所需的活動進行時即資本化作為合格資產的部分成本。當所有有關籌備合格資產作其擬定用途或出售所需的活動大致上中斷或完成時, 即暫時中止或停止資本化借貸成本。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (bb) Research and development

Expenditure on research activities is recognised as an expense in the year in which it is incurred. Expenditure on development expenditure is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development.

### (cc) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued.

## 2. 主要會計政策(續)

### (bb) 研究及開發

研究活動支出在產生當年確認為開支。倘產品或流程在技術或商業上可行,且本集團具備完成開發的充足資源和意圖,則將開發支出撥充資本。

### (cc) 已終止經營業務

已終止經營業務為本集團業務的一個組成部分,其經營及現金流量可與本集團其他部分清楚區分,且代表一項按業務或業務經營地區劃分之獨立主要業務,或作為出售一項按業務或業務經營地區劃分之獨立主要業務之單一統籌計劃一部分,或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或於出售之前符合分類為持作出售之條件,則分類為一項已終止經營業務。放棄業務亦會分類為已終止經營業務。

倘若業務分類列為已終止經營,則會於損益表按單一數額呈列,當中包含:

- 已終止經營業務的除稅後溢利或虧損;及
- 就構成已終止經營業務之資產或出售組合而言,計量公允值減銷售成本或於出售時確認之除稅後收益或虧損。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (dd) Related parties

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

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

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

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third-party.

### (dd) 關聯方

(a) 倘屬以下人士,則該人士或該人士之近親與本集團有關連:

- (i) 控制或共同控制本集團;
- (ii) 對本集團有重大影響;或
- (iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件,即實體與本集團有關連:

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (dd) Related parties (continued)

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

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly-controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides management personnel services to the Group or the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 2. 主要會計政策(續)

### (dd) 關連方(續)

(b) 倘符合下列任何條件,即實體與本集團有關連:(續)

(iv) 一間實體為第三方實體的合營企業,而另一實體為該第三方實體的聯營公司。

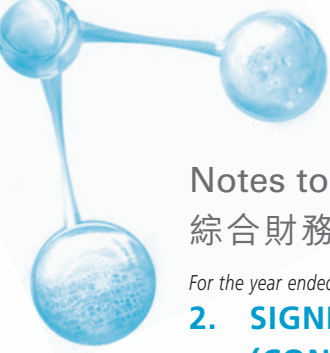
(v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。

(vi) 實體受(a)所識別人士控制或受共同控制。

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供主要管理人員服務。

一名人士的家庭近親指預期有關家庭成員在與實體的往來中可影響該人士或受該人士影響。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2. 主要會計政策(續)

### (ee) Segment reporting

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

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

### (ee) 分部報告

經營分部及財務報表所呈報的各分部項目金額, 乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高層管理人員的財務資料而確定。

就財務申報而言, 個別重要營運分部不會聚合呈報, 除非這些分部具有類似經濟特徵以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用的方式及監管環境性質方面類似。倘獨立而言並非屬重要的營運分部共同擁有上述大部分特徵, 則可聚合呈報。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the financial statements. The principal accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

#### 3. 會計估計及判斷

估計及判斷乃根據過往經驗及其他因素持續評估, 包括對在各種情況下認為合理的日後事件的合理預期。

在審閱財務報表時需要考慮重要會計政策的選用、影響會計政策應用的判斷及其他不明朗因素, 以及所呈報業績是否易受狀況變動及所考慮因素的假設的影響。主要會計政策載於附註2。本集團認為以下主要會計政策涉及編製財務報表時所使用的最重大的判斷及估計。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (a) Impairment of non-current assets

If circumstances indicate that the carrying value of an asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in profit or loss. The carrying amounts of assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and value in use. In determining the value in use, expected cash flows to be generated by the asset are discounted to their present value at the appropriate pretax discount rates that reflect the specific risks of the related non-current assets. Estimation of future cash flows requires significant judgement relating to the future level of sales volume, sales revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions relating to projections of sales volumes, sales revenue and amount of operating costs.

#### 3. 會計估計及判斷(續)

##### (a) 非流動資產減值

倘若情況顯示資產的賬面淨值可能無法收回, 有關資產便會視為「已減值」, 而減值虧損可能於損益賬內確認。資產的賬面值會定期評估, 以確定可收回數額是否下跌至低於賬面值。當事項或環境變動顯示資產已記錄賬面值可能無法收回時, 有關資產便會進行減值測試。倘出現下跌跡象, 賬面值便會減至可收回值。

可收回值是以公允值減出售成本與使用價值兩者中的較高者計算。在釐定使用價值時, 資產所產生的預期現金流量會按反映有關非流動資產特定風險之適當除稅前貼現率貼現至其現值, 因而估計未來現金流需要對銷量、銷售收益及經營成本的日後水平作出重大判斷。本集團在釐定與可收回數額相若的合理數額時會採用所有可供使用的資料, 包括根據合理和可支持的假設所作出的估計和銷量、銷售收益及經營成本的預測。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

#### (a) Impairment of non-current assets (continued)

At 31 December 2018, as disclosed in note 16(e) below, management of the Group conducted the impairment assessment test, using the following assumptions, on cash generating units (“CGUs”) to which the Group’s intangible assets, being brand rights of Miacalcic Injection and Miacalcic Nasal Spray and intellectual property rights of Xi Di Ke and Songzhi Wan were allocated:

- Miacalcic Injection: pre-tax discount rate at 20.81% and expected growth rate of 3% for the forecast period beyond five years.
- Miacalcic Nasal Spray: pre-tax discount rate of 20.75% and expected growth rate of 3% beyond five years.
- Xi Di Ke: pre-tax discount rate at 23.78% and expected growth rate of 3% beyond five years.
- Songzhi Wan: pre-tax discount rate at 21.81% and expected growth rate of 3% beyond five years.

### 3. 會計估計及判斷(續)

#### (a) 非流動資產減值(續)

於2018年12月31日,誠如下文附註16(e)所披露,本集團管理層採用下列假設對本集團無形資產(即密蓋息注射劑及密蓋息鼻噴劑的品牌權以及喜滴克及松樞丸知識產權)獲分配的現金產生單位(「現金產生單位」)進行減值評估測試:

- 密蓋息注射劑:五年後預測期之除稅前貼現率為20.81%及預期增長率為3%。
- 密蓋息鼻噴劑:五年後之除稅前貼現率為20.75%及預期增長率為3%。
- 喜滴克:五年後之除稅前貼現率為23.78%及預期增長率為3%。
- 松樞丸:五年後之除稅前貼現率為21.81%及預期增長率為3%。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (a) Impairment of non-current assets (continued)

The above discount rates were determined based on the weighted average cost of capital of the Company which also reflected the specific risks of the respective CGUs and the above growth rates were not to exceed the average long-term growth rate for the relevant industry growth rate for the business of the respective CGUs. Based on the impairment assessment tests performed, the recoverable amounts of the relevant CGUs, to which Miacalcic Injection, Miacalcic Nasal Spray and Xi Di Ke were allocated respectively, exceeded their respective carrying amounts and as such, no impairment on the carrying amounts of Miacalcic Injection, Miacalcic Nasal Spray and Xi Di Ke were considered necessary at 31 December 2018. Based on the business valuation report issued by JLL of the CGU to which Songzhi Wan was allocated, the recoverable amount was lower than its carrying amount, full impairment loss of approximately RMB77,682,000 on Songzhi Wan was recognised in the consolidated profit or loss during the year ended 31 December 2018.

For the purpose of sensitivity analysis on the potential possible downside effects on the above impairment assessment test on carrying amounts of Miacalcic Injection, Miacalcic Nasal Spray, Xi Di Ke and Songzhi Wan, had each of the above pre-tax discount rate been increased by 1% or each of their above growth rates decreased by 3% points in the forecast period, except for Songzhi Wan, no impairment was required in these scenarios on their respective carrying amounts at 31 December 2018.

#### 3. 會計估計及判斷(續)

##### (a) 非流動資產減值(續)

上述貼現率根據本公司的加權平均資本成本釐定,亦反映各現金產生單位的特定風險,而上述增長率並無超出各現金產生單位業務所屬行業的長期平均增長率。根據所進行的減值評估測試,獲分配密蓋息注射劑、密蓋息鼻噴劑及喜滴克的現金產生單位的可收回金額均超出各自的賬面值,故於2018年12月31日,密蓋息注射劑、密蓋息鼻噴劑及喜滴克的賬面值被視為無須計提減值。根據仲量聯行對獲分配松樞丸的現金產生單位出具的業務估值報告,可收回金額低於賬面值,故於截至2018年12月31日止年度,於綜合損益確認松樞丸全數減值虧損約人民幣77,682,000元。

就對密蓋息注射劑、密蓋息鼻噴劑、喜滴克及松樞丸賬面值進行之上述減值評估測試之潛在可能負面影響之敏感度分析而言,倘上述其除稅前貼現率增長1個百分點或上述其增長率減少3個百分點,除松樞丸外,則於該等情況下毋須就彼等各自於2018年12月31日之賬面值計提減值。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

- (b) Depreciation and amortisation of property, plant and equipment and interest in leasehold land held for own use under operating lease

Property, plant and equipment are depreciated or amortised on a straight-line basis over their estimated useful lives, after taking into account their estimated residual values. Interest in leasehold land held for own use under operating lease is amortised over the lease term on a straight-line basis. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

#### 3. 會計估計及判斷(續)

- (b) 物業、廠房及設備以及經營租賃項下持作自用的租賃土地權益的折舊及攤銷

經考慮估計剩餘價值後, 物業、廠房及設備於估計可使用年期內以直線法折舊或攤銷。經營租賃項下持作自用的租賃土地權益於租期內以直線法攤銷。本集團定期檢討資產估計可使用年期, 以釐定任何報告期間內計入之折舊及攤銷開支金額。可使用年期乃根據本集團類似資產之過往經驗計算, 並考慮預期技術轉變。倘與過往估計比較有重大變動, 則會對未來期間之折舊開支予以調整。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (c) Useful lives and amortisation of intangible assets

The intangible assets with definite useful lives are amortised on a straight-line basis over the estimated useful lives. The management determines the estimated useful life and basis for amortisation taking into account factors including but not limited to, contractual terms of respective contracts, the expected usage of the assets by the Group based on past experience, technical obsolescence arising from changes or improvements in production or from a change in the market demand for the products of the assets. The estimation of the useful life and basis for amortisation is a matter of judgment based on the experience of the Group. Management reviews the useful life and basis for amortisation of intangible assets annually and, if expectations are significantly different from previous estimates of useful economics life, the amortisation rate for future periods will be adjusted accordingly.

Had different amortisation rates been used to calculate the amortisation of the intangible assets, the Group's result of operations and financial position could be materially different.

#### 3. 會計估計及判斷(續)

##### (c) 無形資產之可使用年期及攤銷

具有限可使用年期之無形資產於估計可使用年期內以直線法攤銷。管理層釐定估計可使用年期及攤銷基準, 考慮之因素包括但不限於相關合約之合約條款、本集團基於過往經驗對該等資產之預期用途、因生產改變或改進引致技術過時或因市場對該等資產之產品之需求改變。可使用年期之估計及攤銷基準乃基於本集團經驗而作出之判斷。管理層每年檢討無形資產之可使用年期及攤銷基準, 倘預期顯著有別於過往估計可使用經濟年期, 則未來期間之攤銷率將會因此予以調整。

倘採用不同的攤銷率計算無形資產之攤銷, 本集團之經營業績及財務狀況可能出現重大差別。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

#### (d) Indefinite useful life for brand rights of Miacalcic Injection and Miacalcic Nasal Spray

As disclosed in note 16(a) to the consolidated financial statements, the Group has acquired the exclusive intellectual property rights and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic Injection and Miacalcic Nasal Spray which are used for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms for an indefinite period of time in the Mainland China and certain other designated countries. Miacalcic Injection and Miacalcic Nasal Spray are a well-known international orthopedic brand for a long time. Management of the Group considered that Miacalcic Injection and Miacalcic Nasal Spray have an indefinite useful life, given the strength and durability of the brands in treating the bone pains and level of marketing support. The risk of market-related factors causing a reduction in its life is considered to be relatively low. Up to the date of approval of financial statements, the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its economics useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised. Miacalcic Injection and Miacalcic Nasal Spray are tested at least annually for impairment which is further disclosed in note 16(e).

### 3. 會計估計及判斷(續)

#### (d) 密蓋息注射劑及密蓋息鼻噴劑具無限可使用年期之品牌權

誠如綜合財務報表附註16(a)所披露, 本集團已收購將用於治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之各類劑型密蓋息注射劑及密蓋息鼻噴劑在中國內地及若干其他指定國家進行無限期商業化時, 與商標及品牌名稱相關的獨家知識產權及分銷權。密蓋息注射劑及密蓋息鼻噴劑是歷史永久的國際知名骨科品牌。鑒於品牌在治療骨痛方面的優勢及持久性以及營銷支援水平, 本集團管理層認為, 密蓋息注射劑及密蓋息鼻噴劑各自具有無限可使用年期。導致其年期減少的市場相關風險因素被視為相對較低。截至批准財務報表日期, 本集團管理層並不知悉可能限制該等藥品可使用經濟年期的任何重大法律、法規、合約、競爭力、經濟或其他因素。因此, 密蓋息注射劑及密蓋息鼻噴劑不計提攤銷。密蓋息注射劑及密蓋息鼻噴劑最少每年進行減值測試, 於附註16(e)進一步披露。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (e) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of a similar nature.

Net realisable value could change significantly as a result of changes in customer preferences and competitor actions in response to market conditions. Management reassesses these estimates at the end of each reporting period.

##### (f) Loss allowance for trade and other receivables

The Group estimates the loss allowance for trade receivables by assessing the expected credit losses (ECLs). This requires the use of estimates and judgements. ECLs are based on the Group's historic credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast of general economic conditions at the end of reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

#### 3. 會計估計及判斷(續)

##### (e) 存貨的可變現淨值

存貨的可變現淨值為於日常業務過程中的估計售價減估計完成時的成本及銷售開支。該等估計乃以現時市況及生產的過往經驗及類似性質的銷售產品為依據。

可變現淨值可能因客戶喜好改變及競爭對手因應市場狀況採取行動而出現重大變動。管理層於各個報告期末重新評估該等估計。

##### (f) 貿易及其他應收款項的減值撥備

本集團通過評估預期信貸虧損來估計貿易應收賬款的虧損撥備。這需要管理層使用估計和判斷。預期信貸虧損基於本集團的過往信貸虧損經驗釐定,並視乎債務人的具體因素以及對報告期末的當前及估計未來整體經濟狀況之評估加以調整。倘估計有別於先前的預測,所產生的差異將影響貿易應收賬款的賬面值乃至估計發生變動當期的減值虧損。本集團在貿易應收賬款的估計年期內持續評估其預期信貸虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

#### (g) Functional currency

The Company is carrying out its operating activities and making management decisions in Hong Kong and has significant degree of autonomy from its foreign subsidiaries in the way its business is managed. In the opinion of the directors of the Company, the functional currency of the Company is Hong Kong dollars.

#### (h) Income taxes and deferred taxation

The Group is subject to corporate income taxes in the Mainland China and Hong Kong. Significant judgements are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the year in which such determination is made.

#### (i) Deferred tax assets

The realisation of deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than or more than expected, a reversal or a recognition of deferred tax assets would be recognised in profit or loss in which such a reversal or recognition takes place.

### 3. 會計估計及判斷(續)

#### (g) 功能貨幣

本公司於香港從事其經營活動並作出管理決定,而此令其於業務管理方式上與其中國內地附屬公司具有顯著自主權。本公司董事認為,其功能貨幣為港元。

#### (h) 所得稅及遞延稅項

本集團於中國內地及香港須繳納所得稅。於釐定該等稅項之撥備時須作出重要判斷。在日常業務過程中有多項交易及計算方式,均會導致未能確定最終所定稅項。倘若該等事情最終所得之稅項與最初錄得之款額有所差異,有關差額將影響有關判斷期間之所得稅及遞延稅項撥備。

#### (i) 遞延稅項資產

遞延稅項資產的變現主要視乎能否取得足夠的未來溢利或應課稅暫時性差額。倘日後實際產生的溢利低於或超過預期,則撥回或確認的遞延稅項資產將在撥回或確認當期於損益確認。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (j) Fair value of financial liabilities at fair value through profit or loss

As disclosed in note 32, the fair values of financial liabilities component under Put Option of the redeemable convertible preference shares are determined using valuation techniques including reference to other instruments that are substantially the same, discount cash flow analysis and binomial pricing model. The inputs to these models are taken from observable markets where possible. Details of the assumptions used in determining the fair values of the financial liabilities component under Put Option of the redeemable convertible preference shares are set out in note 32.

Should any of the estimates and assumptions changed, if any, it may lead to a material change in the respective fair value of these financial liabilities.

#### 3. 會計估計及判斷(續)

##### (j) 按公允值列入損益的金融負債之公允值

如附註32所披露,可贖回可換股優先股金融負債部分(即認沽期權)的公允值採用估值方法釐定,包括參考其他大致相同的工具、貼現現金流量分析及二項式定價模型。在可行情況下,該等模型的輸入值取自可觀察市場。有關釐定可贖回可換股優先股金融負債部分(即認沽期權)的公允值時所採用的假設之詳情,載於附註32。

倘估計和假設(如有)發生變動,則可能導致該等金融負債的相關公允值發生重大變動。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (k) Impairment assessment on NT Biopharmaceutical Jiangsu Co., Ltd.

The Group assesses whether there are any indicators of impairment for interest in NT Biopharmaceutical Jiangsu Co., Ltd. (“NT Biopharmaceutical”) at the end of each reporting period. As disclosed in note 18(ii) to the financial statements, during the year ended 31 December 2018, NT Biopharmaceutical incurred a loss of approximately RMB55,422,000 (2017: approximately RMB32,419,000). NT Biopharmaceutical is tested for impairment when there are indicators that the carrying amount may not be recoverable. An impairment exists when the carrying value of interest in NT Biopharmaceutical exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. When value in use calculations are undertaken, the Group estimates the present values of cash flows expected to arise from continuing to hold the investment and choose suitable discount rates in order to calculate the present values of those cash flows.

#### 3. 會計估計及判斷(續)

##### (k) 泰凌生物製藥江蘇有限公司的減值評估

本集團於各報告期末評估於泰凌生物製藥江蘇有限公司(「泰凌生物製藥」)之權益是否存在減值跡象。誠如財務報表附註18(ii)所披露, 截至2018年12月31日止年度, 泰凌生物製藥產生虧損約人民幣55,422,000元(2017年: 約人民幣32,419,000元)。泰凌生物製藥在有跡象顯示其賬面值可能無法收回時作減值測試。倘於泰凌生物製藥之權益的賬面值超過可收回金額(即公允值減出售成本與使用價值中的較高者), 則存在減值。計算使用價值時, 本集團估計繼續持有該投資預計產生的現金流量之現值, 並選擇計算現金流量現值的適當貼現率。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 3. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (k) Impairment assessment on NT Biopharmaceutical Jiangsu Co., Ltd. (continued)

The value in use of the interest in NT Biopharmaceutical is determined based on the discounted cash flow projections of NT Biopharmaceutical which is prepared by the management of the Group. The discounted rate applied of 23.78% (2017: 23.48%) is determined by using the Capital Assets Pricing Model, taking into account the applicable borrowing interest rates immediately before the projection period and the growth rate applied is determined based on the expected long-term inflation in the PRC, while other key assumptions relating to the estimation of cash inflows/outflows are determined by taking into account the financial budgets approved by NT Biopharmaceutical's directors, past performance of NT Biopharmaceutical and expectations of NT Biopharmaceutical's management on the market development.

Based on the impairment assessment, the value in use of the interest in NT Biopharmaceutical exceeds its carrying amount at 31 December 2018 and accordingly, the directors of the Company considered that there was no impairment on the interest of NT Biopharmaceutical.

Should the parameters adopted in the calculations of the value in use of the interest in NT Biopharmaceutical differ materially, impairment loss may be required to be recognised.

#### 3. 會計估計及判斷(續)

##### (k) 泰凌生物製藥江蘇有限公司的減值評估(續)

於泰凌生物製藥之權益的使用價值根據本集團管理層編製的泰凌生物製藥的貼現現金流量估計釐定。所採用貼現率23.78%(2017年:23.48%)乃參考緊接估計期間前的適用借貸利率使用資本資產定價模型釐定,所採用增長率基於中國的預期長期通脹水平釐定,而與估計現金流入/流出相關的其他主要假設乃參考泰凌生物製藥的董事批准的財務預算、泰凌生物製藥的過往表現以及泰凌生物製藥管理層對市場發展的預期釐定。

基於減值評估結果,於泰凌生物製藥之權益的使用價值超過2018年12月31日的賬面值,故本公司董事認為於泰凌生物製藥之權益並未發生減值。

計算於泰凌生物製藥之權益的使用價值時,倘所使用的參數存在明顯差異,則可能須確認減值虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 4. REVENUE

The principal activities of the Group are research and development, manufacturing, sales and distribution of pharmaceutical products.

#### 4. 收益

本集團的主要業務為研發、生產、銷售及分銷醫藥產品。

		Continuing operations	
		持續經營業務	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15:	在香港財務報告準則第15號範圍內來自客戶合約之收益:		
Sales of proprietary pharmaceutical products	藥品自營銷售	307,666	372,455
Revenue from Miacalcic	來自密蓋息的收益		
– Sales of injectable and nasal products	– 銷售注射劑及鼻噴劑產品	218,773	97,220
– Sub-licensing fee income	– 轉授費收入	45,082	135,171
		571,521	604,846

The timing of revenue recognition of all revenue from contracts with customers is at a point in time when a customer obtains control of goods transferred by the Group. All of the Group's remaining performance obligations for contracts with customers are for period of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

所有客戶合約收入於客戶取得本集團所轉移商品的控制權時確認。本集團客戶合約中之所有餘下履約義務為一年期或以下。誠如香港財務報告準則第15號所允許,分配予該等未履約合約之交易價格並無披露。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 5. OTHER REVENUE AND OTHER INCOME

#### 5. 其他收益及其他收入

		Continuing operations	
		持續經營業務	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest income	銀行利息收入	2,102	94
Government grants and subsidies	政府補助及補貼	992	14,438
Sundry income	雜項收入	2,746	7,737
		<b>5,840</b>	22,269

Government grants and subsidies represented unconditional cash awards granted by government authorities.

政府補助及補貼指政府機關授出之無條件現金獎勵。

#### 6. OTHER NET LOSS

#### 6. 其他虧損淨額

		Continuing operations	
		持續經營業務	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損淨額	299	388
Net exchange loss	匯兌虧損淨額	4,348	1,932
		<b>4,647</b>	2,320

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 7. (LOSS)/PROFIT BEFORE TAXATION

#### 7. 除稅前(虧損)/溢利

(Loss)/profit before taxation is arrived at after charging:

除稅前(虧損)/溢利已扣除下列各項:

		Continuing operations	
		持續經營業務	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank and other borrowings	銀行及其他借貸之利息	70,331	42,720
Imputed interest payable to non-controlling shareholders of a subsidiary (notes 18(ii) and 27)	應付一間附屬公司非控股股東之推算利息(附註18(ii)及27)	10,024	—
Bank charges	銀行費用	700	430
		<b>81,055</b>	43,150
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Contributions to defined contribution retirement plans	定額供款退休計劃供款	26,270	14,115
Salaries, wages and other benefits	薪金、工資及其他福利	136,828	84,743
Equity-settled share-based payment expenses (note 29(c) and (d))	以權益結算並以股份支付的開支(附註29(c)及(d))	8,260	7,638
		<b>171,358</b>	106,496



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 7. (LOSS)/PROFIT BEFORE TAXATION (CONTINUED)

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement schemes (the "Schemes") organised by the relevant local authorities whereby the PRC subsidiaries are required to make contributions to the Schemes at rates which range from 15% to 20% (2017: 15% to 20%) of the eligible employees' salaries during the year. The relevant local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% (2017: 5%) of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000 (2017: HK\$30,000). Contributions to the MPF scheme vest immediately.

The Group has no other material obligation for payment of pension benefits beyond the annual contributions described above.

#### 7. 除稅前(虧損)/溢利(續)

根據中國的相關勞工規則及法規, 本集團於中國的附屬公司參與相關地方當局籌辦的界定供款退休計劃(「計劃」), 據此, 中國附屬公司於年內須按合資格僱員薪金的15%至20%(2017年: 15%至20%)向計劃作出供款。相關地方當局承擔應付退休僱員的全部退休金責任。

本集團亦根據香港強制性公積金計劃條例為按照香港僱傭條例司法權下聘用的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃為界定供款退休計劃, 由獨立信託人管理。強積金計劃規定僱主及僱員各自按僱員收入的5%(2017年: 5%)向該計劃作出供款, 以每月相關收入30,000港元(2017年: 30,000港元)為上限。向強積金計劃支付的供款即時歸屬。

本集團除上述年度供款外並無有關支付退休金福利的其他重大責任。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 7. (LOSS)/PROFIT BEFORE TAXATION (continued)

#### 7. 除稅前(虧損)/溢利(續)

		Continuing operations		
		持續經營業務		
		2018	2017	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note			
	附註			
<b>(c) Other items</b>	<b>(c) 其他項目</b>			
Cost of inventories	存貨成本	21	149,519	120,611
Depreciation of property, plant and equipment	物業、廠房及 設備之折舊	15	23,028	19,842
Amortisation of lease prepayments	租賃預付款項之攤銷	15	991	990
Amortisation of intangible assets	無形資產之攤銷	16	11,628	11,404
Impairment loss of an intangible asset	一項無形資產減值虧損	16(b)	77,682	-
Impairment loss of trade receivables	貿易應收款項減值虧損	22(b)	164,617	7,050
Reversal of impairment loss of trade receivables	貿易應收款項減值 虧損撥回	22(b)	(1,999)	-
(Reversal of impairment loss)/ impairment loss of other receivables	其他應收款項(減值虧損 撥回)/減值虧損	22(c)(i)	(5,519)	569
Net loss on disposal of property, plant and equipment	出售物業、廠房 及設備虧損淨額		299	388
Auditors' remuneration:	核數師酬金:			
- audit services	- 審核服務		1,658	1,627
- under provision in prior year	- 過往年度撥備不足		16	23
- non-audit services	- 非審核服務		18	17
Operating lease charges in respect of properties	有關物業之 經營租賃費用		15,399	13,508
Research and development costs	研發成本		34,188	8,415



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

#### 8. 綜合損益表內所得稅

(a) Income tax in the consolidated statement of profit or loss represents:

(a) 綜合損益表內所得稅指：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax – PRC Corporate Income Tax	本期稅項 – 中國所得稅		
Provision for the year	年內撥備	1,540	21,270
Over provision in respect of prior years	過往年度超額撥備	(18,565)	(6,247)
		(17,025)	15,023
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (note 28(b))	暫時性差額產生及撥回 (附註28(b))	56,885	860
<b>Income tax expense</b>	<b>所得稅開支</b>	<b>39,860</b>	15,883

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

#### 8. 綜合損益表內所得稅(續)

(b) Reconciliation between income tax expense and accounting (loss)/profit at applicable tax rates:

(b) 按適用稅率計算的所得稅支出與會計(虧損)/溢利之間的對賬:

		Continuing operations	
		持續經營業務	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss)/profit before taxation from continuing operations	來自持續經營業務之除稅前(虧損)/溢利	<b>(561,999)</b>	226,428
Notional tax on profit before taxation, calculated at the tax rates applicable in the jurisdictions concerned (notes (i) and (ii))	按照相關司法權區之適用所得稅稅率計算除稅前溢利的名義稅項(附註(i)及(ii))	<b>(115,031)</b>	21,733
Tax effect of non-deductible expenses	不可扣除開支的稅項影響	<b>129,773</b>	4,441
Tax effect of non-taxable income	不課稅收入的稅項影響	<b>(44,439)</b>	(22,423)
Tax effect of unused tax losses not recognised	未確認未動用的稅項虧損之稅務影響	<b>32,284</b>	11,780
Reversal of temporary difference previously recognised	先前確認的暫時差異撥回	<b>56,885</b>	860
Effect of tax preferential treatment	稅務優惠待遇之影響	<b>(1,027)</b>	(1,466)
Tax effect of other temporary differences recognised	已確認其他暫時差異之稅務影響	<b>(20)</b>	7,205
Over provision in respect of prior years	過往年度超額撥備	<b>(18,565)</b>	(6,247)
Income tax expense for the year from continuing operations	年內來自持續經營業務之所得稅開支	<b>39,860</b>	15,883



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

##### (b) Reconciliation between income tax expense and accounting (loss)/profit at applicable tax rates: (continued)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.
- (ii) The Company's subsidiaries in the Hong Kong Special Administrative Region are subject to Hong Kong Profits Tax at tax rate of 16.5% (2017: 16.5%). No income tax provision is made for the Hong Kong subsidiaries for the years ended 31 December 2018 and 2017, as these subsidiaries either derived no income subject to Hong Kong Profits Tax or sustained tax losses for Hong Kong Profits Tax purposes.

The Company's subsidiaries in PRC are subject to a statutory income tax rate of 25% (2017: 25%), except for the subsidiary which is qualified for High and New Technology Enterprises and would be entitled to enjoy a beneficial tax rate of 15% (2017: 15%).

#### 9. DISCONTINUED OPERATION

On 15 December 2017, the Company and a supplier entered into an agreement for the termination of an exclusive sales and promotion agreement. With effect from December 2017, the Group ceased third party pharmaceutical promotion and sales in the PRC, which was classified as discontinued operation.

#### 8. 綜合損益表內所得稅(續)

##### (b) 按適用稅率計算的所得稅支出與會計(虧損)/溢利之間的對賬:(續)

附註:

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例,本集團在開曼群島及英屬處女群島無須繳納任何所得稅。
- (ii) 本公司於香港特別行政區之附屬公司須按16.5%稅率繳交香港利得稅(2017年:16.5%)。於截至2018年及2017年12月31日止年度,由於該等附屬公司並無來自應課香港利得稅之收入或就香港利得稅而言蒙受稅務虧損,故並無就香港附屬公司作出利得稅撥備。

本公司在中國之附屬公司須繳納以25%稅率計算之法定所得稅(2017年:25%),惟一間附屬公司符合高新科技企業資格除外,其可享優惠稅率15%(2017年:15%)。

#### 9. 已終止經營業務

於2017年12月15日,本公司與一名供應商訂立終止獨家銷售及推廣協議。由2017年12月起,本集團已終止於中國的第三方醫藥推廣及銷售,並把該業務分類為已終止經營業務。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 9. DISCONTINUED OPERATION (CONTINUED)

#### 9. 已終止經營業務(續)

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Loss for the year from discontinued operation:	年內來自已終止經營業務的虧損:		
Revenue	收益	-	277,062
Cost of sales	銷售成本	-	(126,028)
Gross profit	毛利	-	151,034
Other revenue	其他收益	-	1,865
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	-	136
Penalty	罰款	-	(11,607)
Provision for legal claim	法例索償之撥備	-	(20,000)
(Impairment loss)/reversal of impairment loss of other receivables (note below)	其他應收款項(減值虧損)/減值虧損撥回(下文附註)	(90,640)	970
(Impairment loss)/reversal of impairment loss of trade receivables	貿易應收款項(減值虧損)/減值虧損撥回	(271,263)	1,550
Selling and distribution expenses	銷售及分銷開支	-	(102,198)
Administrative expenses	行政開支	-	(69,589)
Share of loss of an associate	分佔一間聯營公司之虧損	-	(1,077)
Loss before taxation	除稅前虧損	(361,903)	(48,916)
Income tax	所得稅	-	-
Loss for the year from discontinued operation	年內來自已終止經營業務的虧損	(361,903)	(48,916)
Loss for the year from discontinued operation include the following:	年內來自已終止經營業務的虧損包括下列各項:		
Contributions to defined contribution retirement plans	於界定供款退休計劃之供款	-	(1,284)
Salaries, wages and other benefits	薪金、工資及其他福利	-	(5,092)
Total staff costs	員工成本總額	-	(6,376)
Depreciation and amortisation	折舊及攤銷	-	(2,162)
Amortisation of intangible asset	無形資產攤銷	-	(23)
Reversal of impairment loss of trade and other receivables	貿易及其他應收款項減值虧損撥回	-	2,520
Impairment loss of other receivables (note (a))	其他應收款項減值虧損(附註(a))	(90,640)	-
Impairment loss of trade receivables (note (b))	貿易應收款項減值虧損(附註(b))	(271,263)	-
Cash flows from discontinued operation:	來自已終止經營業務之現金流:		
Net cash outflows from operating activities	來自經營活動之現金流出淨額	-	(46,766)
Net cash inflows from investing activities	來自投資活動之現金流入淨額	-	107,838
Net cash outflows from financing activities	來自融資活動之現金流出淨額	-	(99,345)
Net cash outflows	現金流出淨額	-	(38,273)
Loss per share	每股虧損		
Basic, from discontinued operation	基本, 來自已終止經營業務	(23.11) cents分	(3.17) cents分
Diluted, from discontinued operation	攤薄, 來自已終止經營業務	(23.11) cents分	(3.17) cents分



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 9. DISCONTINUED OPERATION (CONTINUED)

Notes:(a) In November 2018, a supplier of the Group, from which a balance of RMB90,640,000 was receivable and brought forward from 31 December 2017, entered into an exclusive market promotion service agreement with an independent third party for marketing its key product for a period of ten years. In view of the Group's discontinued business relationship with this supplier and no settlement was received from it during the year up to the date of approval of these financial statements, full impairment loss of RMB90,640,000 (2017: Nil) has been recognised in profit or loss for the year ended 31 December 2018.

(b) As the supplier entered into an exclusive market promotion service agreement with an independent third party to market its products as referred in note (a) above, other distributors (including those with outstanding balances with the Group) have no longer the right to sell the products. They experienced default in payment by their customers, which in turn affected their ability to settle the debts due to the Group. Based on the assessment of the expected credit losses, the Group has recognised a provision for impairment of trade receivables of RMB271,263,000 (2017: Nil) for the year ended 31 December 2018.

#### 9. 已終止經營業務(續)

附註:(a) 於2018年11月, 本集團一名供應商(有應收及自2017年12月31日結轉之人民幣90,640,000元結餘)與一名獨立第三方訂立獨家市場宣傳協議, 以營銷其主要產品, 為期10年。考慮到本集團與該名供應商之商業關係已告終止, 而年內直至批准該等財務報表日期概無收到結算, 已將全數減值虧損人民幣90,640,000元(2017年: 無)於截至2018年12月31日止年度之損益中確認。

(b) 誠如上述附註(a)所述, 由於供應商與一名獨立第三方訂立獨家市場宣傳協議以營銷其產品, 其他分銷商(包括對本集團有未清償餘額的分銷商)不再擁有銷售產品的權利。彼等曾經歷客戶違約, 因此影響彼等向本集團償還債務的能力。根據預期信貸虧損的評估, 本集團於2018年12月31日止年度確認貿易應收款項減值撥備為人民幣271,263,000元(2017年: 無)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

#### 10. 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部所披露董事薪酬如下:

Year ended 31 December 2018

截至2018年12月31日止年度

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity-settled share-based payment expenses	Total
	董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	以權益結算並以股份支付的報酬 (note) (附註)	總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Ng Tit	吳鐵	-	6,215	2,715	16	8,946
Chin Yu	錢余	-	221	-	-	3,739
Wu Weizhong	吳為忠	-	1,961	-	143	3,060
Wang Fei (i)	王飛(i)	-	-	-	-	-
<b>Non-executive directors</b>	<b>非執行董事</b>					
Qian Wei	錢唯	-	-	-	-	-
Lou Jianying (iv)	婁健穎(iv)	-	-	-	-	-
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Patrick Sun	辛定華	220	-	-	-	220
Yan Hong (ii)	嚴弘(ii)	119	-	-	-	119
Lap-Chee Tsui (iii)	徐立之(iii)	101	-	-	-	101
Tze Shan Hailson Yu (v)	余梓山(v)	220	-	-	-	220
<b>Total</b>	<b>總計</b>	<b>660</b>	<b>8,397</b>	<b>2,715</b>	<b>159</b>	<b>16,405</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 10. DIRECTORS' EMOLUMENTS (CONTINUED)

#### 10. 董事薪酬(續)

Year ended 31 December 2017

截至2017年12月31日止年度

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity-settled share-based payment expenses	Total	
	董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	以權益結算並以股份支付的報酬 (note) (附註)	總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Executive directors</b>	<b>執行董事</b>						
Ng Tit	吳鐵	-	5,710	2,398	15	-	8,123
Chin Yu	錢余	-	162	-	-	-	162
Wu Weizhong	吳為忠	-	3,688	-	27	719	4,434
<b>Non-executive directors</b>	<b>非執行董事</b>						
Qian Wei	錢唯	-	-	-	-	-	-
Ge Jianqiu (vi)	葛劍秋(vi)	425	-	-	-	-	425
Lou Jianying (iv)	婁健穎(iv)	-	-	-	-	-	-
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>						
Patrick Sun	辛定華	216	-	-	-	-	216
Yue Nien Martin Tang (vii)	唐裕年(vii)	108	-	-	-	-	108
Lap-Chee Tsui (iii)	徐立之(iii)	216	-	-	-	-	216
Tze Shan Hailson Yu (v)	余梓山(v)	108	-	-	-	-	108
<b>Total</b>	<b>總計</b>	<b>1,073</b>	<b>9,560</b>	<b>2,398</b>	<b>42</b>	<b>719</b>	<b>13,792</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 10. DIRECTORS' EMOLUMENTS (CONTINUED)

During the years ended 31 December 2018 and 2017, no amount was paid or payable by the Group to the directors or any of the five highest paid individuals set out in note 11 below as an inducement to join or upon joining the Group or as compensation for loss of office.

- (i) Mr. Wang Fei has been appointed as an executive director, with effect from 10 January 2019.
- (ii) Mr. Yan Hong has been appointed as an independent non-executive director, with effect from 15 June 2018.
- (iii) Mr. Lap-Chee Tsui has resigned as an independent non-executive director, with effect from 15 June 2018.
- (iv) Ms. Lou Jianying has been appointed as a non-executive director, with effect from 31 July 2017.
- (v) Mr. Tze Shan Hailson Yu has been appointed as an independent non-executive director, with effect from 29 June 2017.
- (vi) Mr. Ge Jianqiu has been resigned as a non-executive director, with effect from 31 July 2017.
- (vii) Mr. Yue Nien Martin Tang has been resigned as an independent non-executive director, with effect from 29 June 2017.

Note: These represent the estimated value of share options granted to the directors on the date of grant. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(s)(ii).

#### 10. 董事薪酬(續)

截至2018年及2017年12月31日止年度, 本集團概無向董事或下文附註11所載五名最高薪酬人士支付或應付薪酬, 作為加盟本集團或加盟本集團後的獎勵金, 或作為離職補償。

- (i) 王飛先生於2019年1月10日獲委任為執行董事。
- (ii) 嚴弘先生自2018年6月15日起獲委任為獨立非執行董事。
- (iii) 徐立之先生自2018年6月15日起辭任獨立非執行董事。
- (iv) 婁健穎女士自2017年7月31日起獲委任為非執行董事。
- (v) 余梓山先生於2017年6月29日獲委任為獨立非執行董事。
- (vi) 葛劍秋先生於2017年7月31日辭任非執行董事。
- (vii) 唐裕年先生於2017年6月29日辭任獨立非執行董事。

附註: 此金額為向董事所授出購股權於授出日期的估計價值。此等購股權的價值乃按附註2(s)(ii)所載本集團以股份支付交易的會計政策計算。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest paid emoluments, three directors (2017: two directors) are directors whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the other two individuals (2017: three individuals) are as follows:

#### 11. 最高薪酬人士

本集團的五名最高薪酬人士當中有三名董事(2017年: 兩名董事), 彼等的薪酬於附註10披露。其他兩名人士(2017年: 三名人士)的薪酬總額如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	3,111	3,607
Contributions to retirement benefits schemes	退休福利計劃供款	143	155
Equity-settled share-based payment expenses	以權益結算並以股份支付的報酬	1,477	4,476
		<b>4,731</b>	8,238

The emoluments of the other two (2017: three) individuals with the highest emoluments are within the following bands:

最高薪酬的其他兩名(2017年: 三名)人士的薪酬介乎以下範圍:

		2018 Number of individuals 人數	2017 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	2
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	-
Over HK\$3,500,000	超過3,500,000港元	-	1

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 12. DIVIDENDS

- (a) Dividends payable to equity shareholders of the Company attributable to the year

#### 12. 股息

- (a) 年內應付本公司權益股東之股息

		<b>2018</b>	2017
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Final dividend proposed after the end of the reporting period of HK\$Nil (2017: HK\$3.5 cents) per share	報告期末建議的末期股息每股零港元 (2017年: 3.5港仙)	-	56,709

- (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

- (b) 年內批准及支付的上一個財政年度應付本公司權益股東的股息

		<b>2018</b>	2017
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year of HK\$3.5 cents (2017: HK\$2.5 cents)	年內批准及支付的上一個財政年度的末期股息3.5港仙 (2017年: 2.5港仙)	<b>56,709</b>	33,954

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 13. (LOSS)/EARNINGS PER SHARE

##### (a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of RMB957,666,000 (2017: profit of RMB165,195,000) and the weighted average number of 1,565,810,000 ordinary shares (2017: 1,541,544,000) in issue during the year.

#### 13. 每股(虧損)/盈利

##### (a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利根據年內本公司權益股東應佔虧損人民幣957,666,000元(2017年: 盈利人民幣165,195,000元)及年內已發行普通股的加權平均數1,565,810,000股(2017年: 1,541,544,000股)計算。

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
(Loss)/profit attributable to equity shareholders of the Company 本公司權益股東應佔(虧損)/溢利	<b>(595,763)</b>	214,111
Loss from discontinued operation attributable to equity shareholders of the Company 本公司權益股東應佔來自已終止經營業務的虧損	<b>(361,903)</b>	(48,916)
	<b>(957,666)</b>	165,195

##### Weighted average number of ordinary shares (basic)

##### 普通股加權平均數(基本)

	2018 Number of shares 股份數目 '000 千股	2017 Number of shares 股份數目 '000 千股
Issued ordinary shares at 1 January 於1月1日的已發行普通股	<b>1,558,577</b>	1,558,248
Effect of shares repurchased, awarded and held under share award scheme 根據股份獎勵計劃購回、授出及持有股份的影響	<b>(24,037)</b>	(16,943)
Effect of conversion of redeemable convertible preference shares 兌換可贖回可換股優先股的影響	<b>31,270</b>	-
Effect of share options exercised 已行使購股權的影響	-	239
At 31 December 於12月31日	<b>1,565,810</b>	1,541,544

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 13. (LOSS)/EARNINGS PER SHARE

##### (b) Diluted (loss)/earnings per share

For the year ended 31 December 2018, the calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options or conversion of outstanding redeemable convertible preference shares of the Company which had an anti-dilutive effect and would result in a reduction in loss per share for the year ended 31 December 2018.

For the year ended 31 December 2017, the calculation of diluted earnings per share was based on the profit attributable to equity shareholders of the Company and adjusted for the fair value gain recognised on the financial liabilities at fair value through profit or loss. The weighted average number of ordinary shares as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued on the deemed exercise or conversion of all diluted potential ordinary shares into ordinary shares.

#### 13. 每股(虧損)/盈利(續)

##### (b) 每股攤薄(虧損)/盈利

截至2018年12月31日止年度,計算每股攤薄虧損時並無假設行使本公司尚未行使之購股權或轉換本公司尚未轉換之可贖回可換股優先股。兩者均具有反攤薄影響,會導致截至2018年12月31日止年度之每股虧損有所減少。

截至2017年12月31日止年度,每股攤薄盈利乃根據本公司權益股東應佔溢利計算,並就按公允值列入損益的金融負債的已確認公允值收益進行調整。計算每股基本盈利所使用的普通股加權平均數及假設就視作行使或轉換所有潛在攤薄普通股為普通股而已發行的普通股加權平均數。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 13. (LOSS)/EARNINGS PER SHARE

(b) Diluted (loss)/earnings per share  
(continued)

#### 13. 每股(虧損)/盈利(續)

(b) 每股攤薄(虧損)/盈利(續)

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>(Loss)/earnings</b>	<b>(虧損)/盈利</b>		
(Loss)/profit from continuing operations attributable to equity shareholders of the Company	本公司權益股東應佔來自持續經營業務的(虧損)/溢利	<b>(595,763)</b>	214,111
Fair value change on financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債之公允值變動	-	(9,050)
(Loss)/profit from continuing operations used to determine diluted (loss)/earnings per share	釐定每股攤薄(虧損)/盈利所用來自持續經營業務的(虧損)/溢利	<b>(595,763)</b>	205,061
Loss from discontinued operation attributable to equity shareholders of the Company	本公司權益股東應佔來自已終止經營業務的虧損	<b>(361,903)</b>	(48,916)
		<b>(957,666)</b>	156,145

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 13. (LOSS)/EARNINGS PER SHARE

(b) Diluted (loss)/earnings per share  
(continued)

#### 13. 每股(虧損)/盈利(續)

(b) 每股攤薄(虧損)/盈利(續)

		2018	2017
		Number of of shares 股份數目 '000 千股	Number of of shares 股份數目 '000 千股
Weighted average number of ordinary shares (basic) (note (a) above)	普通股加權平均數(基本)(上文附註(a))	1,565,810	1,541,544
Effect of deemed issue of ordinary shares under the Company's share option schemes	視作根據本公司購股權計劃發行普通股的影响	-	7,040
Effect of conversion of redeemable convertible preference shares	兌換可贖回可換股優先股的影响	-	163,072
Weighted average number of ordinary shares (diluted)	普通股加權平均數(攤薄)	1,565,810	1,711,656

During the year ended 31 December 2018, the average price of the Company's shares was below the conversion price of HK\$1.83 per redeemable convertible preference shares and accordingly, for the purpose of diluted loss per share for the year ended 31 December 2018, no conversion of redeemable convertible preference shares into the Company's ordinary shares has been assumed.

截至2018年12月31日止年度,本公司股份的平均價格低於每股可贖回可換股優先股1.83港元的換股價,因此就截至2018年12月31日止年度的每股攤薄虧損而言,並無假設可贖回可換股優先股會被轉換成本公司的普通股。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 14. SEGMENT REPORTING

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments:

- Proprietary products production and sales: revenue from production and sales of NT branded products and generic drugs through the Company's subsidiaries, Suzhou First Pharmaceutical Co., Ltd ("Suzhou First Pharma"), NT Biopharmaceuticals Jiangsu Co., Ltd ("Jiangsu Biopharma") and NT Pharma (Changsha) Co., Ltd ("Changsha Pharmaceutical").
- Miacalcic: revenue from selling and marketing Miacalcic injectable and nasal spray branded products for treatment of bone pain caused by osteolysis and lower bone mass, osteoporosis, Paget's disease, hypercalcemia and reflex sympathetic dystrophy syndrome and sub-licensing of intellectual property rights and distribution rights of Miacalcic Injection and Miacalcic Nasal Spray, as defined and referred to in note 16(a) below.

#### 14. 分部報告

本集團按業務分類管理。本集團以下列兩個可呈報分部呈列, 方式與為分配資源及評估表現而向本集團最高級行政管理人員內部報告資料的方式相同:

- 自有產品生產及銷售: 收益來自透過本公司之附屬公司蘇州第壹製藥有限公司(「蘇州第壹製藥」)、泰凌生物製藥江蘇有限公司(「江蘇生物製藥」)及泰凌醫藥(長沙)有限公司(「長沙醫藥」)生產及銷售泰凌品牌產品及非專利藥品。
- 密蓋息: 收益來自銷售及推廣治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之密蓋息注射劑及鼻噴劑品牌產品及轉授密蓋息注射劑及密蓋息鼻噴劑知識產權及分銷權, 誠如下文附註16(a)所定義及描述。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

##### (a) Segment results, assets and liabilities

For the purpose of segment performance assessment and resource allocation between segments, the Group's most senior executive management, who are also the executive directors of the Company, monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

- Segment assets include all tangible and intangible assets and other current and non-current assets with exception of unallocated corporate assets. Segment liabilities include trade and other payables and bank and other borrowings attributable to each reporting segment, with the exception of unallocated corporate liabilities.
- Revenue and expense are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segments results represent profit or loss attributable to the segment without allocation of finance costs, certain administrative costs and directors' remuneration. Taxation is not allocated to reportable segments. This is reported to the Group's most senior executive management for the purpose of resources allocation and performance assessment.

#### 14. 分部報告(續)

##### (a) 分部業績、資產及負債

就評估分部表現及分配分部資源而言,本集團最高級行政管理人員(亦為本公司執行董事)按以下基準監控各可呈報分部的業績、資產及負債:

- 分部資產包括所有有形及無形資產以及其他流動及非流動資產,惟未分配公司資產除外。分部負債包括各可呈報分部的貿易及其他應付款項以及銀行及其他借貸,惟未分配公司負債除外。
- 收益及開支乃經參考該等分部產生的銷售額及該等分部產生或因該等分部的資產折舊或攤銷而產生的開支分配至可呈報分部。

分部業績指分部應佔溢利或虧損,當中並無分配融資成本、若干行政開支及董事酬金。稅項並無分配予可呈報分部。此為向本集團最高級行政管理層報告以作出資源分配及表現評估之方法。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

#### 14. 分部報告(續)

##### (a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below.

##### (a) 分部業績、資產及負債(續)

截至2018年及2017年12月31日止年度,提供予本集團最高級行政管理人員以分配資源及評價分部表現的有關本集團可呈報分部的資料載列於下文。

		Continuing operations 持續經營業務					
		Proprietary products production and sales 自有產品生產及銷售		Miacalcic 密蓋息		Total 總計	
		2018	2017	2018	2017	2018	2017
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment revenue from external customers	來自外部客戶之 可呈報分部收益	307,666	372,455	263,855	232,391	571,521	604,846
Reportable segment gross profit	可呈報分部毛利	198,847	279,716	223,155	204,519	422,002	484,235
Reportable segment results	可呈報分部業績	(238,295)	134,615	(199,329)	166,084	(437,624)	300,699
Adjusted EBITDA (note (i))	經調整未計利息、稅項、 折舊及攤銷之盈利 (附註(i))	27,118	171,069	105,578	157,034	132,696	328,103
Other revenue and other income:	其他收益及其他收入:						
– Government grants and subsidies	– 政府補助及 補貼收入	992	14,438	-	-	992	14,438
– Sundry income	– 雜項收入	2,746	7,737	-	-	2,746	7,737

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

#### 14. 分部報告(續)

##### (a) Segment results, assets and liabilities (continued)

##### (a) 分部業績、資產及負債(續)

		Continuing operations 持續經營業務					
		Proprietary products production and sales 自有產品生產及銷售		Miacalcic 密蓋息		Total 總計	
		2018	2017	2018	2017	2018	2017
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Other net loss:	其他虧損淨額:						
- Net loss on disposal of property, plant and equipment	- 出售物業、廠房及設備虧損淨額	(287)	(388)	-	-	(287)	(388)
Fair value (loss)/gain on financial liabilities at fair value through profit or loss	按公允價值列入損益之金融負債之公允價值(虧損)/收益	-	-	(304,907)	9,050	(304,907)	9,050
Share of loss of an associate	應佔聯營公司虧損	(1,974)	-	-	-	(1,974)	-
Depreciation and amortisation	折舊及無形資產攤銷	(32,606)	(28,835)	-	-	(32,606)	(28,835)
Impairment loss of an intangible asset	一項無形資產之減值虧損	(77,682)	-	-	-	(77,682)	-
Impairment loss of trade receivables	貿易應收款項減值虧損	(164,617)	(7,050)	-	-	(164,617)	(7,050)
Reversal of impairment loss of trade receivables	貿易應收款項減值虧損撥回	1,999	-	-	-	1,999	-
Reversal of impairment loss/(impairment loss) of other receivables	其他應收款項減值虧損撥回/(減值虧損)	5,519	(569)	-	-	5,519	(569)
Reportable segment assets	可呈報分部資產	907,125	1,041,810	1,272,116	1,204,917	2,179,241	2,246,727
Additions to non-current segment assets during the year	年內增置非流動分部資產	63,519	4,426	841	226,873	64,360	231,299
Reportable segment liabilities	可呈報分部負債	1,062,805	687,227	668,010	573,317	1,730,815	1,260,544
Reportable segment capital commitments	可呈報分部資本承擔	51,795	484	-	-	51,795	484

Note:

- (i) Adjusted EBITDA is defined as earnings before interest expense, taxation, depreciation and amortisation, and excludes fair value change on financial liabilities at fair value through profit or loss, impairment loss on trade receivables, reversal of impairment loss of trade and other receivables, and impairment loss of an intangible asset.

附註:

- (i) 經調整未計利息、稅項、折舊及攤銷之盈利界定為未計利息開支、稅項、折舊及攤銷之盈利,且不包括按公允價值列入損益之金融負債之公允價值變動、貿易應收款項減值虧損、貿易及其他應收款項減值虧損撥回,以及一項無形資產減值虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

#### 14. 分部報告(續)

(b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

(b) 可呈報分部收益、損益、資產及負債對賬

		Continuing operations 持續經營業務	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue	可呈報分部收益總額及綜合收益	571,521	604,846
<b>(Loss)/profit</b>	<b>(虧損)/溢利</b>		
Reportable segment operating (loss)/profit	可呈報分部經營(虧損)/溢利	(437,624)	300,699
Unallocated head office and corporate expenses	未分配總部及公司開支	(39,088)	(36,935)
Other revenue and other income – unallocated	其他收益及其他收入 – 未分配	2,102	94
Other net loss – unallocated	其他虧損淨額 – 未分配	(4,360)	(1,932)
Share of loss of an associate	應佔聯營公司虧損	(1,974)	–
Gain on disposal of investment property	出售投資物業收益	–	7,652
Finance costs	融資成本	(81,055)	(43,150)
Consolidated (loss)/profit before taxation (continuing operations)	除稅前綜合(虧損)/溢利(持續經營業務)	(561,999)	226,428
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	2,179,241	2,246,727
Assets relating to discontinued operation	與已終止經營業務有關之資產	–	446,333
Unallocated head office and corporate assets	未分配總部及公司資產	47,921	66,659
Consolidated total assets	綜合總資產	2,227,162	2,759,719
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	1,730,815	1,260,544
Liabilities relating to discontinued operation	與已終止經營業務有關之負債	–	65,277
Unallocated head office and corporate liabilities	未分配總部及公司負債	4,778	5,145
Consolidated total liabilities	綜合總負債	1,735,593	1,330,966

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

##### (c) Geographic information

The following table sets out information about the geographical location of the Group's revenue from external customers and the Group's non-current assets. The geographical location of the Group's non-current assets is based on the physical location of the non-current assets and in the case of intangible assets, the location of the use of relevant intellectual property rights and distribution rights to which they are allocated.

		Revenue from external customers 來自外部客戶之收益				Non-current assets* 非流動資產*			
		2018		2017		2018		2017	
		Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
PRC	中國	539,610	-	571,024	277,062	1,617,119	-	1,590,548	-
Hong Kong	香港	4,846	-	-	-	2,202	-	2,152	-
Other countries	其他國家	27,065	-	33,822	-	-	-	-	-
		571,521	-	604,846	277,062	1,619,321	-	1,592,700	-

\* Excluding deferred tax assets, financial asset at FVTPL and prepayment for acquisition of an intangible asset of RMB Nil (2017: RMB56,885,000), RMB559,000 (2017: RMB533,000) and RMB17,191,000 (2017: RMB Nil) which were related to operation in the PRC and Hong Kong, respectively.

##### (c) 地區資料

下表載列有關本集團來自外部客戶之收益及本集團非流動資產之地理位置之資料。本集團非流動資產之地理位置乃按非流動資產之實際地點及(倘為無形資產)彼等獲分配之使用相關知識產權及分銷權地點而定。

\* 不包括與中國及香港業務相關之遞延稅項資產、按公允值列入損益之金融資產及收購一項無形資產之預付款項, 分別為人民幣零元(2017年: 人民幣56,885,000元)、人民幣559,000元(2017年: 人民幣533,000元)及人民幣17,191,000元(2017年: 人民幣零元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 14. SEGMENT REPORTING (CONTINUED)

#### 14. 分部報告(續)

##### (d) Information from major customers

Revenue from major customers, which individually amounted to 10% or more of the total revenue of the Group, is set out below:

##### (d) 主要客戶之資料

個別佔集團總收益10%或以上的主要客戶收益載列如下:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Continuing operations:</b>	<b>持續經營業務:</b>		
Customer A	客戶A	294,452	184,292
Customer B	客戶B	77,314	N/A 不適用
Customer C	客戶C	N/A 不適用	135,171
<b>Discontinued operation:</b>	<b>已終止經營業務:</b>		
Customer D	客戶D	N/A 不適用	112,800
Customer E	客戶E	N/A 不適用	93,412

N/A – not applicable

N/A – 不適用

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 15. FIXED ASSETS

### 15. 固定資產

		Property, plant and equipment 物業、廠房及設備						Interests in leasehold land held for own use under operating leases		Total
		Land and buildings held for use under finance lease	Plant and machinery	Leasehold improvements	Furniture, fixture and office equipment	Motor vehicles	Construction in progress	Sub-total	leases	Total
		根據融資 租約持有 自用的土地 及樓宇	廠房及機器	租賃裝修	傢私、固定 裝置及 辦公室設備	汽車	在建工程	小計	土地權益 自用的租賃	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本:</b>									
At 1 January 2018	於2018年1月1日	260,714	76,405	13,034	11,010	7,086	2,179	370,428	47,754	418,182
Exchange adjustments	匯兌調整	-	-	-	55	97	-	152	-	152
Additions	增置	9,275	841	-	917	-	52,501	63,534	-	63,534
Transfer	轉撥	144	188	-	-	-	(332)	-	-	-
Disposals	出售	-	(473)	-	(2,505)	-	-	(2,978)	-	(2,978)
At 31 December 2018	於2018年12月31日	270,133	76,961	13,034	9,477	7,183	54,348	431,136	47,754	478,890
<b>Accumulated depreciation and amortisation:</b>	<b>累計折舊及攤銷:</b>									
At 1 January 2018	於2018年1月1日	64,443	33,252	10,578	6,579	5,221	-	120,073	5,769	125,842
Exchange adjustments	匯兌調整	-	-	-	21	82	-	103	-	103
Charge for the year	本年度支出	12,902	6,750	1,258	1,671	447	-	23,028	991	24,019
Written back on disposal	出售時撥回	-	(426)	-	(1,882)	-	-	(2,308)	-	(2,308)
At 31 December 2018	於2018年12月31日	77,345	39,576	11,836	6,389	5,750	-	140,896	6,760	147,656
<b>Net book value:</b>	<b>賬面淨值:</b>									
At 31 December 2018	於2018年12月31日	192,788	37,385	1,198	3,088	1,433	54,348	290,240	40,994	331,234

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 15. FIXED ASSETS (CONTINUED)

#### 15. 固定資產(續)

		Property, plant and equipment 物業、廠房及設備						Interests in leasehold land held for own use under operating leases		Total
		Land and buildings held for use under finance lease	Plant and machinery	Leasehold improvements	Furniture, fixture and office equipment	Motor vehicles	Construction in progress	Sub-total		
		根據融資 租約持有 自用的土地 及樓宇	廠房及機器	租賃裝修	傢私、固定 裝置及 辦公室設備	汽車	在建工程	小計	土地權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本:</b>									
At 1 January 2017	於2017年1月1日	261,867	77,591	10,536	10,078	7,530	2,006	369,608	47,754	417,362
Exchange adjustments	匯兌調整	-	-	-	(80)	(140)	-	(220)	-	(220)
Additions	增置	2,093	1,896	3,991	1,578	3	173	9,734	-	9,734
Disposals	出售	(3,246)	(3,082)	(1,493)	(566)	(307)	-	(8,694)	-	(8,694)
At 31 December 2017	於2017年12月31日	260,714	76,405	13,034	11,010	7,086	2,179	370,428	47,754	418,182
<b>Accumulated depreciation and amortisation:</b>	<b>累計折舊及攤銷:</b>									
At 1 January 2017	於2017年1月1日	51,996	29,803	10,528	5,549	5,107	-	102,983	4,779	107,762
Exchange adjustments	匯兌調整	-	-	-	(29)	(114)	-	(143)	-	(143)
Charge for the year	本年度支出	12,447	6,172	1,302	1,579	504	-	22,004	990	22,994
Written back on disposal	出售時撥回	-	(2,723)	(1,252)	(520)	(276)	-	(4,771)	-	(4,771)
At 31 December 2017	於2017年12月31日	64,443	33,252	10,578	6,579	5,221	-	120,073	5,769	125,842
<b>Net book value:</b>	<b>賬面淨值:</b>									
At 31 December 2017	於2017年12月31日	196,271	43,153	2,456	4,431	1,865	2,179	250,355	41,985	292,340

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 15. FIXED ASSETS (CONTINUED)

Notes:

- (a) Interests in leasehold land held for own use under operating leases represent land use rights under medium term leases in the PRC. As at 31 December 2018, the remaining period of the land use rights ranged from 32 to 45 years (2017: 33 to 46 years).
- (b) As at 31 December 2018, certain banking facilities of the Group were secured by certain property, plant and equipment of the Group with a net book value amounting of RMB79,250,000 (2017: RMB84,693,000). Such property is located in PRC under medium-term land lease (note 26).
- (c) During the year ended 31 December 2017, included in depreciation on property, plant and equipment and amortisation charge on lease prepayment were aggregate amounts of RMB20,832,000 and RMB2,162,000 charged to the continuing operations and discontinued operation.

#### 15. 固定資產(續)

附註:

- (a) 經營租賃項下持作自用的租賃土地權益指於中國按中期租賃持有的土地使用權。於2018年12月31日,土地使用權的剩餘年期介乎32至45年(2017年:33至46年)。
- (b) 於2018年12月31日,本集團若干銀行融資由本集團賬面淨值人民幣79,250,000元的若干物業、廠房及設備(2017年:人民幣84,693,000元)作抵押。該物業位於中國,屬中期土地租賃(附註26)。
- (c) 於截至2017年12月31日止年度,自持續經營業務及已終止經營業務扣除的款項合共人民幣20,832,000元及人民幣2,162,000元已計入物業、廠房及設備的減值以及就預付租賃款項的攤銷額。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS

#### 16. 無形資產

		Brand rights with indefinite useful life 具無限可使用年期之品牌權 RMB'000 人民幣千元	Intellectual property rights 知識產權 RMB'000 人民幣千元	Trademarks 商標 RMB'000 人民幣千元	New medicine protection rights 新藥保護權 RMB'000 人民幣千元	Club memberships 會所會籍 RMB'000 人民幣千元	Computer software 計算機軟件 RMB'000 人民幣千元	Exclusive agency rights 獨家代理權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>								
At 1 January 2017	於2017年1月1日	1,035,891	131,425	7,283	9,330	1,250	5,915	50,000	1,241,094
Additions	增置	226,873	-	-	-	178	2,271	-	229,322
Exchange adjustments	匯兌調整	(72,586)	-	-	-	(83)	-	-	(72,669)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	1,190,178	131,425	7,283	9,330	1,345	8,186	50,000	1,397,747
Additions	增置	-	-	-	-	-	826	-	826
Exchange adjustments	匯兌調整	57,669	-	-	-	58	-	-	57,727
At 31 December 2018	於2018年12月31日	1,247,847	131,425	7,283	9,330	1,403	9,012	50,000	1,456,300
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>								
At 1 January 2017	於2017年1月1日	-	12,290	7,283	9,330	-	5,491	50,000	84,394
Charge for the year	本年度支出	-	10,899	-	-	-	528	-	11,427
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	-	23,189	7,283	9,330	-	6,019	50,000	95,821
Charge for the year	本年度支出	-	10,899	-	-	-	729	-	11,628
Impairment for the year	年內減值	-	77,682	-	-	-	-	-	77,682
At 31 December 2018	於2018年12月31日	-	111,770	7,283	9,330	-	6,748	50,000	185,131
<b>Net book value:</b>	<b>賬面淨值:</b>								
At 31 December 2018	於2018年12月31日	1,247,847	19,655	-	-	1,403	2,264	-	1,271,169
At 31 December 2017	於2017年12月31日	1,190,178	108,236	-	-	1,345	2,167	-	1,301,926

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life

- (i) On 18 May 2016, NT Pharma International Company Limited, a wholly owned subsidiary of the Company incorporated in Hong Kong (“NT Pharma HK”), as the purchaser, entered into (i) an asset purchase agreement (the “Asset Purchase Agreement”), (ii) a Licence Agreement (“the Licence Agreement”) and (iii) a Supply Agreement (the “Supply Agreement”) with Novartis AG and Novartis Pharma AG, being companies organized under the laws of Switzerland (collectively “Novartis”).

Pursuant to the Asset Purchase Agreement, Novartis has agreed to transfer and NT Pharma HK has agreed to acquire (a) exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for commercialisation of Miacalcic branded injectable pharmaceutical products for treatment of bone pains caused by osteolysis and lower bone mass, osteoporosis, Paget’s disease, hypercalcemia and reflex sympathetic dystrophy syndrome in all dosage forms that are approved, marketed, distributed and/or sold by Novartis and its affiliates (the “Miacalcic Injection”) and (b) exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names for the commercialisation of Miacalcic branded nasal spray pharmaceutical products in the form of nasal spray mainly for treatment of postmenopausal osteoporosis, that is approved, marketed, distributed and/or sold by Novartis and its affiliates (the “Miacalcic Nasal Spray”), for use in Mainland China and other designated countries. Miacalcic is a well-known international orthopedic brand for a long time.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權

- (i) 於2016年5月18日, 於香港註冊成立且為本公司全資附屬公司的泰凌醫藥國際有限公司(「泰凌醫藥香港」)(作為買方)與Novartis AG及Novartis Pharma AG(均為根據瑞士法例組建的公司, 統稱為「諾華」)訂立(i)資產購買協議(「資產購買協議」)、(ii)許可證協議(「許可證協議」)及(iii)供應協議(「供應協議」)。

根據資產購買協議, 諾華已同意轉讓及泰凌醫藥香港已同意收購(a)有關獲諾華及其聯屬人士批准、營銷、分銷及/或銷售的所有用作治療骨質溶解症及低骨量引起之骨痛、骨質疏鬆症、Paget氏骨病、高血鈣症及反射性交感神經失養症之商業化密蓋息注射劑品牌藥品(「密蓋息注射劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權及(b)有關獲諾華及其聯屬人士批准、營銷、分銷及/或銷售的主要用作治療停經後骨質疏鬆症的商業化密蓋息鼻噴劑藥品(「密蓋息鼻噴劑」)之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權, 於中國內地及其他指定國家使用。長期以來, 密蓋息為知名的國際骨科品牌。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

###### (i) (continued)

Pursuant to the Licence Agreement, Novartis has granted exclusive licences for the respective intellectual property rights marketing and distribution rights associated with the trademarks and brand names of Miacalcic Injection and Miacalcic Nasal Spray that were acquired, respectively, by NT Pharma HK under the Asset Purchase Agreement and Second SPA (as defined below) for an indefinite period of time of use in Mainland China and other designated countries, after completion dates of their acquisitions.

###### Miacalcic Injection

The transactions under the Asset Purchase Agreement, the Licence Agreement, and the Supply Agreement were approved by the Company's shareholders at its extraordinary general meeting held on 7 July 2016. The purchase price for the exclusive intellectual property rights, marketing and distribution rights associated with the trademarks and brand names of Miacalcic Injection under the Asset Purchase Agreement and the Licence Agreement, which mainly include (a) the marketing authorisations and the Miacalcic import drug licences, (b) the transferred property (know-how, books and records, commercial information, marketing authorisation data and medical information (and any and all intellectual property rights in the forgoing)), (c) the transferred domain names, and (d) trademarks for commercialisation of Miacalcic Injection branded drugs, for an indefinite period of time for use in Mainland China and other designated countries was US\$145 million (equivalent to approximately RMB1,006,965,000), after an arm's length of negotiations made between the Group and Novartis.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

###### (i) (續)

根據許可證協議,諾華已就泰凌醫藥香港分別根據資產購買協議及第二份資產購買協議(定義見下文)已收購的密蓋息注射劑及密蓋息鼻噴劑之與商標及品牌名稱相關之知識產權、營銷及分銷權授出獨家許可證,且於彼等收購事項完成日期後於中國內地及其他指定國家並無使用限期。

###### 密蓋息注射劑

於2016年7月7日舉行之股東特別大會上,本公司股東批准購買資產購買協議、許可證協議及供應協議項下之交易。經本集團與諾華公平磋商後,有關資產購買協議及許可證協議項下密蓋息注射劑之與商標及品牌名稱相關之獨家知識產權、營銷及分銷權的購買價為145百萬美元(相當於約人民幣1,006,965,000元),有關權利主要包括(a)上市許可及密蓋息進口藥品註冊證,(b)轉讓財產(專業知識、賬簿及記錄、商業資料、上市許可數據及醫學資料(以及上文之任何及所有知識產權)),(c)轉讓域名,及(d)商業化密蓋息注射劑品牌藥品商標,且於中國內地及其他指定國家並無限期。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

###### (i) (continued)

###### Miacalcic Injection (continued)

Pursuant to the Supply Agreement, Novartis shall manufacture and supply Miacalcic Injection branded products at the supply price effective on 7 July 2016 that are based upon consolidated total production costs of Novartis. Novartis may adjust the supply price on a unit-by-unit basis in accordance with the respective actual percentage increase or decrease in the consolidated total production costs, as applicable, calculated in the ordinary course of business consistent with past practice and consistent with the calculation of the supply price in the basis agreed with Novartis, provided that (a) there will be no upward adjustment in the first two years after 7 July 2016, and (b) the after-adjustment price applicable in the third and fourth year shall not exceed the relevant agreed ceiling price applicable in that period.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

###### (i) (續)

###### 密蓋息注射劑(續)

根據供應協議,諾華應按於2016年7月7日生效的供應價(乃根據諾華之綜合總生產成本計算)製造及供應密蓋息注射劑品牌產品。諾華可根據綜合總生產成本的有關實際百分比增幅或減幅(如適用)按逐個單位基準調整供應價,有關生產成本乃於一般業務過程中按過往慣例計算且符合與諾華協定之基準內的供應價計算,惟(a)於2016年7月7日後首兩年內將不會進行上調,及(b)第三及第四個年度適用之調整後價格不得超過有關期間內適用之相關經協定最高價。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

###### (i) (continued)

###### Miacalcic Injection (continued)

The acquisition of Miacalcic Injection at the consideration of US\$145 million was completed on 7 July 2016. The other direct costs relating to the acquisition of Miacalcic Injection amounted to approximately RMB23,683,000 were also capitalized. The directors of the Company considered that Miacalcic Injection shall have an indefinite period of time of use in Mainland China and other designated countries based on the Asset Purchase Agreement and the Licence Agreement.

###### Miacalcic Nasal Spray

On 25 October 2017, the purchase of Miacalcic Nasal Spray for curing osteoporosis had been completed under the two supplemental agreements: an asset purchase agreement ("Second SPA") and a supply agreement ("Second Supply Agreement"), both were made on 25 October 2017 between Novartis and NT Pharma HK. Based on the Second SPA, the consideration for the proposed purchase of Miacalcic Nasal Spray was revised to US\$34 million (equivalent to approximately RMB225.5 million).

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

###### (i) (續)

###### 密蓋息注射劑(續)

於2016年7月7日,完成收購密蓋息注射劑,代價為145百萬美元。有關收購密蓋息注射劑之其他直接成本為約人民幣23,683,000元,亦獲資本化。本公司董事認為,根據資產購買協議及許可證協議,密蓋息注射劑於中國內地及其他指定國家並無使用限期。

###### 密蓋息鼻噴劑

於2017年10月25日,已完成根據兩份補充協議:資產購買協議(「第二份資產購買協議」)及供應協議(「第二份供應協議」)(兩者均由諾華與泰凌醫藥香港於2017年10月25日作出)購買用作治療骨質疏鬆症的密蓋息鼻噴劑。根據第二份資產購買協議,建議購買密蓋息鼻噴劑之代價修正為34百萬美元(相當於約人民幣225.5百萬元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

- (ii) According to the Supply Agreement in relation to Miacalcic Injection, during the Phase 1 Period (which means the period, on a country-by-country basis, from the acquisition completion date (i.e. 7 July 2016 for Miacalcic Injection) until the earlier of (a) the marketing authorisation date or with respect to the China Territory, date of obtaining the Import Drug Licence for Miacalcic Injection; and (b) two years from the acquisition date (i.e. 6 July 2018 for Miacalcic Injection) with respect to the period in which the Group (as purchaser of Miacalcic Injection) has not built up its own sales team and/or has not yet obtained the legitimate marketing authorisation rights to distribute, sell or invoice sales for the Miacalcic Injection branded drug products in each country of the territories as designated under the Assets Purchase Agreement and the Licence Agreement, all the intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of Miacalcic Injection branded drugs are licenced back to Novartis, which acts in its capacity as a principal, is allowed to use all these rights to sell the Miacalcic Injection branded drug products in those countries as designated under the Asset Purchase Agreement and the Licence Agreement and in consideration of this sub-licensing arrangement for the use of these rights of Miacalcic Injection in each of the territories as designated under Asset Purchase Agreement and the Licence Agreement.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

- (ii) 根據有關密蓋息注射劑的供應協議, 本集團(作為密蓋息注射劑買方)於一期期間(按每國而言指收購完成日期(即2016年7月7日, 就密蓋息注射劑而言)起直至(a)上市許可日期或就中國而言, 取得密蓋息注射劑進口藥品註冊證之日期; 及(b)收購日期起兩年(即2018年7月6日, 就密蓋息注射劑而言))(以較早者為準)尚未成立其本身之銷售團隊及/或尚未取得法定上市許可權, 以在資產購買協議及許可證協議指定之地區之每個國家分銷、銷售或發票銷售密蓋息注射劑, 商業化密蓋息注射劑品牌藥品之與商標及品牌名稱相關之所有知識產權、營銷及分銷權授回予諾華(其作為主事人身份獲准在資產購買協議及許可證協議指定之地區使用該等權利銷售密蓋息注射劑品牌藥品), 而鑑於使用密蓋息注射劑權利的轉授安排, 諾華須就其於資產購買協議及許可證協議指定地區之每個國家使用有關密蓋息注射劑之權利, 向本集團支付轉授費。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

###### (ii) (continued)

During the year ended 31 December 2018, the Group earned sub-licensing fee income of RMB5,705,000 (2017: RMB127,709,000) from sub-licensing these intellectual property rights, marketing and distribution rights associated with trademarks and brand names relating to commercialisation of Miacalcic Injection branded drugs.

According to the Second Supply Agreement in relation to Miacalcic Nasal Spray, during the Pre-MA Transfer Period (which means the period, on a country-by-country basis, from the respective closing date (which was 25 October 2017) until the earlier of (a) the marketing authorisation date or the Import Drug Licence for Miacalcic Nasal Spray Transfer Date; and (b) two years from the respective closing date (i.e. 25 October 2019 for Miacalcic Nasal Spray) with respect to the period in which NT Pharma HK (as purchaser of the intellectual property rights, marketing and distribution rights) has not yet obtained the marketing authorisation to distribute, sell or invoice sales for the Miacalcic Nasal Spray branded products in each country of the territories as designated under the Second SPA, all the relevant intellectual property rights, marketing and distribution rights associated with trademarks and brand names for commercialisation of the Miacalcic Nasal Spray products are licenced back by NT Pharma HK to Novartis, which acts in its capacity as a principal and in consideration of this sub-licensing arrangement, Novartis shall pay the Group a sub-licensing fee for its use of these rights of Miacalcic Nasal Spray in the relevant territories as designated under the Second SPA and Second Supply Agreement.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

###### (ii) (續)

於截至2018年12月31日止年度, 本集團賺取源自轉授有關商業化密蓋息注射劑品牌藥品之與商標及品牌名稱相關之知識產權、營銷及分銷權之轉授費收入人民幣5,705,000元(2017年: 人民幣127,709,000元)。

根據有關密蓋息鼻噴劑的第二份供應協議, 於取得市場許可前轉讓期(指每個國家的完成日期(即2017年10月25日)起至(a)市場許可日期或取得密蓋息鼻噴劑進口藥品許可證之日; 及(b)自完成日期起兩年(就密蓋息鼻噴劑而言, 即2019年10月25日)的較早者), 倘泰凌醫藥香港(作為知識產權、營銷及分銷權的買方)尚未取得在第二份資產購買協議指定地區的每個國家分銷、銷售密蓋息鼻噴劑牌產品或開具銷售發票的市場許可, 諾華將從泰凌醫藥香港轉授回與將密蓋息鼻噴劑牌藥品商業化的商標及品牌名稱相關的所有知識產權、營銷及分銷權, 而作為該項轉授安排的代價, 諾華(以委託人身份)將向本集團支付在第二份資產購買協議及第二份供應協議指定地區使用密蓋息鼻噴劑權利的轉授費。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (a) Brand rights with indefinite useful life (continued)

###### (ii) (continued)

During the year ended 31 December 2018, the Group earned licencing fee income from Novartis, in respect of the intellectual property rights, marketing and distribution rights relating to Miacalcic Nasal Spray, of approximately RMB39,377,000 (25 October 2017 to 31 December 2017: RMB7,462,000).

- (iii) Miacalcic Injection and Miacalcic Nasal Spray are well-known international orthopedic brands for a long time. Miacalcic Injection and Miacalcic Nasal Spray are considered to have an indefinite period of economic useful life in Mainland China and other designated countries under the Asset Purchase Agreement and Second SPA, and the Licence Agreement, given the strength and durability of the brands in treating the bone pains and the level of marketing support. Up to the date of approval for the consolidated financial statements, the risk of market-related factors causing a reduction in its life is considered to be relatively low. At 31 December 2018 and up to the date of approval for the consolidated financial statements, the Group is not aware of any material legal, regulatory, contractual, competitive, economic or other factors that could limit its economic useful life. Accordingly, Miacalcic Injection and Miacalcic Nasal Spray are not amortised but are tested at least annually for impairment in accordance with the Group's accounting policy as set out in note 2(l)(ii). At 31 December 2018, the impairment test on Miacalcic Injection and Miacalcic Nasal Spray was performed as disclosed in note 16(e) below.

#### 16. 無形資產(續)

##### (a) 具有無限可使用年期之品牌權(續)

###### (ii) (續)

截至2018年12月31日止年度,本集團自諾華賺取的與密蓋息鼻噴劑知識產權、營銷及分銷權相關的轉授費收入約為人民幣39,377,000元(2017年10月25日至2017年12月31日期間:人民幣7,462,000元)。

- (iii) 長期以來,密蓋息注射劑及密蓋息鼻噴劑為知名的國際骨科品牌。鑒於治療骨痛的品牌實力及持久性以及營銷支援水平,根據資產購買協議及第二份資產購買協議以及許可證協議,密蓋息注射劑及密蓋息鼻噴劑被認為於中國內地及其他指定國家具有無限可使用經濟年期。直至批准綜合財務報表日期,導致其年期減少之市場相關風險因素被認為相對較低。於2018年12月31日及直至批准綜合財務報表日期,本集團並不知悉任何重大法律、法規、合約、競爭力、經濟或其他可能限制其可使用經濟年期之因素。因此,根據附註2(l)(ii)所載之本集團會計政策,密蓋息注射劑及密蓋息鼻噴劑不會攤銷但最少每年進行減值測試。於2018年12月31日,密蓋息注射劑之減值測試已進行,如下文附註16(e)披露。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (b) Intellectual property rights

Intellectual property rights represent patents, know-how and trademarks in relation to Xi Di Ke and Songzhi Wan. Xi Di Ke is the commercial name of an uroacitides injection formula and a unique national class 1 new drug approved by the CFDA for the treatment of non-small cell lung cancer and breast cancer. An added indication of Xi Di Ke is for treating myelodysplastic syndrome ("MDS") which is in clinical trial phase II. At 31 December 2018, costs of Xi Di Ke amounted to approximately RMB38,542,000 (2017: RMB38,542,000) of which approximately RMB14,580,000 (2017: RMB14,580,000), RMB3,000,000 (2017: RMB3,000,000) and RMB20,962,000 (2017: RMB20,962,000) were respectively related to the patents for drug use in treating non-small cell cancer and breast cancer, know-hows for MDS and trademarks of Xi Di Ke that were acquired by the Group in 2013. The patents of Xi Di Ke will expire in October 2019. In 2015 and 2016, the Group submitted two applications for new patents of which the know-hows were developed on the existing patents for Xi Di Ke. Management of the Group is optimistic in obtaining the new patents for Xi Di Ke such that the legal protection period of the patents for Xi Di Ke will be extended further in the future. On 2 March 2017, the GMP Certificate for Xi Di Ke has been granted by the CFDA to the Group and the costs of patents and trademarks for Xi Di Ke are amortised on a straight-line basis over their estimated useful lives of 3 years and 10 years, respectively, commencing from January 2017, based on the experience of management of the Group. During the year ended 31 December 2018, amortisation charge on patents and trademarks of Xi Di Ke in aggregate amounted to approximately RMB5,833,000 (2017: RMB5,833,000). The capitalised acquisition cost of know-hows for MDS of Xi Di Ke, which is still in clinical trial phase II, is deferred and not subject to amortisation as regulatory approval for use is not yet obtained at both reporting period ends.

#### 16. 無形資產(續)

##### (b) 知識產權

知識產權指與喜滴克及松栢丸相關的專利、技術訣竅及商標。喜滴克為尿多酸肽注射劑的商業名稱，屬國家藥監局批准用作治療非小細胞肺癌及乳腺癌的獨家國家一類新藥。喜滴克新增適應症為「骨髓增生異常綜合症」(「MDS」)，正在進行II期臨床試驗。於2018年12月31日，喜滴克成本為約人民幣38,542,000元(2017年：人民幣38,542,000元)，其中約人民幣14,580,000元(2017年：人民幣14,580,000元)、人民幣3,000,000元(2017年：人民幣3,000,000元)及人民幣20,962,000元(2017年：人民幣20,962,000元)分別與用於治療非小細胞癌症及乳腺癌的藥物專利、MDS專有技術及本集團於2013年收購的喜滴克商標有關。喜滴克的專利將於2019年10月到期。於2015年及2016年，本集團已就基於喜滴克的現有專利開發專有技術提交兩份新專利申請。本集團管理層對於獲取喜滴克之新專利持樂觀態度，故喜滴克專利的法律保護期日後將進一步延長。於2017年3月2日，本集團獲國家藥監局授予喜滴克的GMP證書，而喜滴克的專利及商標成本則基於本集團管理層之經驗，分別於各自的估計可使用年期3年及10年內以直線法由2017年1月開始攤銷。截至2018年12月31日止年度，喜滴克的專利及商標攤銷費用合共約人民幣5,833,000元(2017年：人民幣5,833,000元)。喜滴克之MDS(仍在進行II期臨床試驗)技術訣竅之資本化收購成本已予遞延且毋須攤銷，原因是於兩個報告期末尚未就其使用取得監管批准。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (b) Intellectual property rights (continued)

As at 31 December 2018, the carrying amount of Xi Di Ke amounted to approximately RMB19,655,000. The directors of the Company are of the opinion that the carrying amount of Xi Di Ke can be fully recovered, based on the impairment assessment test as further detailed in note (e) below, and as such, no impairment on Xi Di Ke was considered necessary at both reporting period ends.

Songzhi Wan, with a cost of approximately RMB92,883,000 acquired in 2015, is a Chinese medicine capable of treating Hepatitis C approved by the CFDA, which was included in the National Major Scientific and Technical Breakthrough Program under the "10th Five-Year Plan" and the National High Technology Research and Development Program (863 Program) successively during the course of its development. During the phase I-II-III clinical trial of Songzhi Wan, its efficacy and safety had been carefully verified with modern medicine, for which it was finally approved with a National New Drug Certificate, and it has 20 years of patent protection from 30 April 2000. After the expiration of the National New Drug Certificate, the exclusive rights of the patents for Songzhi Wan, which is classified as a Type 2 of the Chinese medicine, can be further extended, at insignificant costs, by 14 years from 30 April 2020. The drug manufacturing permit for Songzhi Wan was obtained from the relevant governmental authorities on 1 January 2016 and during the year ended 31 December 2016, the commercial production for Songzhi Wan was commenced. The costs of Songzhi Wan are amortised on a straight-line basis over its useful life of 18.33 years, commencing from January 2016, and the amortisation charge of RMB5,066,000 (2017: RMB5,066,000) was charged to the profit or loss for the year ended 31 December 2018.

#### 16. 無形資產(續)

##### (b) 知識產權(續)

於2018年12月31日,喜滴克之賬面值約為人民幣19,655,000元。本公司董事認為,根據下文附註(e)進一步詳述的減值評估測試,喜滴克之賬面值可全數收回,故喜滴克於兩個報告期均被視為無須計提減值。

松樞丸(成本約人民幣92,883,000元,於2015年收購)是國家藥監局批准的唯一一個用於治療丙型肝炎的中藥,產品成功研發過程中先後列入國家「十五」重大科技攻關計劃專案及國家高科技研究發展計劃(863計劃)。於松樞丸I-II-III期臨床試驗中,其藥物療效及安全性得到了現代醫學的嚴格論證,最終獲得國家新藥證書批准,且其自2000年4月30日起擁有20年的專利保護。於國家新藥證書到期後,松樞丸(分類為中藥第2類)的獨家專利權可由2020年4月30日起進一步延長14年,而成本並不重大。於2016年1月1日自相關政府機構取得松樞丸藥品生產許可證,及截至2016年12月31日止年度,松樞丸已開始商業生產。松樞丸成本於為期18.33年之可使用年期內以直線法由2016年1月開始攤銷,截至2018年12月31日止年度,攤銷費用人民幣5,066,000元(2017年:人民幣5,066,000元)計入損益。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (b) Intellectual property rights (continued)

During the year ended 31 December 2018, competitors have launched similar products with enhanced functionalities at lower cost to the market, despite of management's effort in launching a number of business initiatives by offering discount price, Songzhi Wan continued to suffer loss. In view of the above, the Group decided not to continue the production of Songzhi Wan. The Group recognised full impairment of RMB77,682,000 (2017: Nil) on the carrying value of Songzhi Wan as at 31 December 2018.

(c) Exclusive agency rights represent agency fees of RMB30 million and RMB20 million prepaid to suppliers to secure the PRC distribution rights of 10 years and 4 years for two pharmaceutical products, respectively. These exclusive agency rights were amortised on a straight-line basis over their respective useful lives, being the period of agency rights. By the end of 2012, the Group decided to terminate a herbal dermatological product as a consequence of surging raw materials cost and relinquished the exclusive agency right. A full impairment loss of RMB17 million was provided accordingly for the remaining book value of the exclusive agency right, in the previous years.

(d) Club memberships represent the rights to use the club facilities over an indefinite period of time. Accordingly, no amortisation has been charged to profit or loss during the years ended 31 December 2018 and 2017. Management of the Group considered that no impairment indicators for the club memberships for which the expected fair value less cost of disposal exceeded the carrying amounts at 31 December 2018. At the end of both reporting periods, the carrying amounts of the club memberships were below their fair value less cost of disposal and accordingly, no impairment loss was considered necessary.

#### 16. 無形資產(續)

##### (b) 知識產權(續)

截至2018年12月31日止年度,競爭對手以較低成本在市場上推出藥效更強的類似產品。儘管管理層以降價出售的方式全力舉行多項商業活動,松栢丸繼續錄得虧損。鑒於上文所述,本集團決定停產松栢丸。本集團已對松栢丸全數確認減值人民幣77,682,000元(2017年:無),該金額反映松栢丸於2018年12月31日的賬面值。

(c) 獨家代理權指為取得兩項藥品分別為期10年及4年的中國分銷權而向供應商支付的分別為人民幣30百萬元及人民幣20百萬元的代理費。獨家代理權按可使用年期(即代理權年期)以直線法攤銷。於2012年底,由於原材料成本上漲,本集團決定終止草本皮膚產品業務,並放棄該項獨家代理權。據此,就過往年度餘下獨家代理權之賬面值作出全數減值虧損撥備人民幣17百萬元。

(d) 會所會籍指在未定期限內使用會所設施的權利。截至2018年及2017年12月31日止年度並無攤銷計入損益。本集團管理層認為,於2018年12月31日,會所會籍並無出現減值跡象,因預期公允值減出售成本超過其賬面值。於兩個報告期末,會所會籍的賬面值低於其公允值減出售成本,因此,毋須計提減值虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (e) Impairment assessment tests

As at 31 December 2018, the recoverable amount of the brand rights of Miacalcic Injection and Miacalcic Nasal Spray, and intellectual property rights of Xi Di Ke and Songzhi Wan had been determined based on a value-in-use calculations with reference to professional valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL") (2017: JLL), an independent firm of professional and qualified valuers with qualification and experience in the assets being valued. The calculation used cash flow projections based on financial budgets approved by management of the Group covering a five-year period for Miacalcic Injection, Miacalcic Nasal Spray, Xi Di Ke and Songzhi Wan. Cash flows beyond their respective projection periods are extrapolated using the following estimated long-term growth rates which were based on the relevant industry growth forecasts and did not exceed the average long-term growth rates for the businesses of the cash generating units ("CGUs") to which these intangible assets of Miacalcic Injection, Miacalcic Nasal Spray, Xi Di Ke and Songzhi Wan are allocated. JLL estimated the following pre-tax discount rates on basis of weighted average cost of capital of the relevant entities with the Group, which also included additional risk premiums to reflect the size premium risk and specific risk of the respective CGUs.

#### 16. 無形資產(續)

##### (e) 減值評估測試

於2018年12月31日,密蓋息注射劑及密蓋息鼻噴劑品牌權及喜滴克及松樞丸知識產權之可收回金額乃基於使用價值計算並參考於資產估值方面具備資歷及經驗之獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)(2017年:仲量聯行)進行的專業估值所釐定。計算時使用經本集團管理層批准之五年期(就密蓋息注射劑、密蓋息鼻噴劑、喜滴克及松樞丸而言)財政預算為基準的現金流量預測。其各自預測期後現金流量使用下列估計長期增長率推斷,該增長率根據相關行業增長預測,且並無超出獲分配密蓋息注射劑、喜滴克及松樞丸之無形資產之現金產生單位(「現金產生單位」)業務之平均長期增長率。仲量聯行基於本集團旗下相關實體之加權平均資本成本,亦包括反映該等現金產生單位規模溢價風險及特定風險之風險溢價,估計下列除稅前貼現率。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

(e) Impairment assessment tests (continued)

#### 16. 無形資產(續)

(e) 減值評估測試(續)

2018	2018年	Pre-tax discount rate 除稅前貼現率	Long-term growth rate 長期增長率
Miacalcic Injection	密蓋息注射劑	20.81%	3%
Miacalcic Nasal Spray	密蓋息鼻噴劑	20.75%	3%
Xi Di Ke	喜滴克	23.78%	3%
Songzhi Wan	松樞丸	21.81%	3%
2017	2017年	Pre-tax discount rate 除稅前貼現率	Long-term growth rate 長期增長率
Miacalcic Injection	密蓋息注射劑	24.07%	3%
Miacalcic Nasal Spray	密蓋息鼻噴劑	23.82%	3%
Xi Di Ke	喜滴克	23.48%	3%
Songzhi Wan	松樞丸	23.13%	3%

Based on the impairment assessment, the recoverable amounts of the CGUs, to which these intangible assets of Macalcic Injection, Macalcic Nasal Spray and Xi Di Ke are allocated, exceeded their respective carrying amounts of these CGUs and accordingly, no impairment for each of Miacalcic Injection, Macalcic Nasal Spray and Xi Di Ke was required at 31 December 2018 and 2017. Based on impairment assessment conducted, full impairment of Songzhi Wan of approximately RMB77,682,000 (2017: Nil) has been recognised and charged to profit or loss for the year ended 31 December 2018.

根據減值評估, 獲分配密蓋息注射劑、密蓋息鼻噴劑及喜滴克之無形資產的現金產生單位可收回金額分別超出各自的賬面值, 故於2018及2017年12月31日毋須對密蓋息注射劑、密蓋息鼻噴劑及喜滴克計提減值。基於已進行的減值評估, 已對松樞丸全數確認減值約人民幣77,682,000元(2017年: 無), 並已從截至2018年12月31日止年度的損益中扣除。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (e) Impairment assessment tests (continued)

Proforma sensitivity analysis on potential downside effects on the carrying amounts of CGUs, to which these intangible assets are allocated, arising from the following unexpected unfavorable changes on the assumptions for their respective discount rates and long-term growth rates applied in the above impairment assessments are summarised below:

#### 16. 無形資產(續)

##### (e) 減值評估測試(續)

有關上述減值評估中所採用之各貼現率或長期增長率假設出現下列未預料的不利變動而對獲分配該等無形資產之現金產生單位之賬面值造成潛在負面影響的備考敏感度分析概述如下:

		If discount rate +1%	If long-term growth rate -3%	If discount rate +1% and long-term growth rate -3%
		倘貼現率 上升1%	倘長期增長率 下降3%	倘貼現率 上升1%及 長期增長率 下降3%
Proforma downside effects on the carrying amounts of following intangible assets at 31 December 2018:	以下各項無形資產於2018年12月31日賬面值之備考不利影響:			
- Miacalcic Injection	- 密蓋息注射劑	No無	No無	No無
- Miacalcic Nasal Spray	- 密蓋息鼻噴劑	No無	No無	No無
- Xi Di Ke	- 喜滴克	No無	No無	No無
- Songzhi Wan	- 松樞丸	Yes有	Yes有	Yes有



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 16. INTANGIBLE ASSETS (CONTINUED)

##### (e) Impairment assessment tests (continued)

#### 16. 無形資產(續)

##### (e) 減值評估測試(續)

		If discount rate +1%	If long-term growth rate -3%	If discount rate +1% and long-term growth rate -3%
		倘貼現率上升1%	倘長期增長率下降3%	倘貼現率上升1%及長期增長率下降3%
Proforma downside effects on the carrying amounts of following intangible assets at 31 December 2017:	以下各項無形資產於2017年12月31日賬面值之備考不利影響:			
- Miacalcic Injection	- 密蓋息注射劑	No無	No無	No無
- Miacalcic Nasal Spray	- 密蓋息鼻噴劑	No無	No無	No無
- Xi Di Ke	- 喜滴克	No無	No無	No無
- Songzhi Wan	- 松樞丸	No無	No無	No無

#### 17. GOODWILL

Goodwill of RMB1,250,000 was derived from prior year business acquisitions of NT (BJ) Pharma Technology Co., Ltd. and NT Tongzhou Pharma (SH) Co., Ltd. as expected synergy at acquisition date, was allocated to the vaccine promotion and sales business segment, which was subsequently discontinued in 2012. Full impairment for goodwill was therefore made during the year ended 31 December 2012.

#### 17. 商譽

商譽人民幣1,250,000元來自以前年度收購泰凌(北京)醫藥科技開發有限公司及泰凌同舟醫藥(上海)有限公司業務,一如於收購日期的預期協同效益,已於2012年分配至疫苗推廣及銷售業務分部(該分部隨後終止經營)。因此,於截至2012年12月31日止年度本集團就商譽計提全數減值。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 18. INVESTMENTS IN SUBSIDIARIES

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

#### 18. 於附屬公司之投資

下表僅載列主要影響本集團業績、資產或負債之附屬公司詳情。除另有說明, 所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及 經營地點	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
NT Pharma (Group) Co., Ltd.	BVI	9 shares of US\$1 each	100%	100%	-	Investment holding
NT Pharma (Group) Co., Ltd.	英屬處女群島	9股每股1美元	100%	100%	-	投資控股
Kimford Investment Limited	BVI	1 share of US\$1	100%	-	100%	Investment holding
Kimford Investment Limited	英屬處女群島	1股1美元	100%	-	100%	投資控股
Goldwise Resources Limited	BVI	1 share of US\$1	100%	-	100%	Dormant
Goldwise Resources Limited	英屬處女群島	1股1美元	100%	-	100%	暫無業務
Tai Ning Pharmaceutical (Investment) Company Limited	BVI	1 share of US\$1	100%	-	100%	Investment holding
Tai Ning Pharmaceutical (Investment) Company Limited	英屬處女群島	1股1美元	100%	-	100%	投資控股
Farbo Investment Limited	BVI	1 share of US\$1	100%	-	100%	Investment holding
Farbo Investment Limited	英屬處女群島	1股1美元	100%	-	100%	投資控股
Humford Investment Limited	BVI	1 share of US\$1	100%	-	100%	Investment holding
Humford Investment Limited	英屬處女群島	1股1美元	100%	-	100%	投資控股



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 經營地點	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
One Pharma International Limited 一行醫藥(國際)有限公司	Hong Kong 香港	1 share 1股	100% 100%	- -	100% 100%	Dormant 暫無業務
NTP (China) Investment Co., Limited 泰凌(中國)投資有限公司	Hong Kong 香港	15,000,000 shares 15,000,000股	100% 100%	- -	100% 100%	Investment holding 投資控股
NT Pharma (HK) Limited 泰凌醫藥(香港)有限公司	Hong Kong 香港	2 shares 2股	100% 100%	- -	100% 100%	Trading of prescription medicines 買賣處方藥
NT Pharma (Overseas) Holding Co. Ltd NT Pharma (Overseas) Holding Co., Ltd.	BVI 英屬處女群島	1 share of US\$1 1股1美元	100% 100%	- -	100% 100%	Investment holding 投資控股
NT Pharma International Company Limited 泰凌醫藥國際有限公司	Hong Kong 香港	1 share 1股	100% 100%	- -	100% 100%	Provision of use right of licence 提供認證使用權
NT Pharma Pacific Company Limited 泰凌醫藥(亞洲)有限公司	Hong Kong 香港	1 share of HK\$1 1股1港元	100% 100%	- -	100% 100%	Dormant 暫無業務
NT Pharma (SH) Co., Ltd. (note (i)) 泰凌醫藥貿易(上海)有限公司 (附註(i))	PRC 中國	US\$2,000,000 2,000,000美元	100% 100%	- -	100% 100%	Dormant 暫無業務

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 經營地點	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
NT (BJ) Pharma Technology Co., Ltd. (note (i))	PRC	RMB10,000,000	100%	-	100%	Research and development of prescription medicines
泰凌(北京)醫藥科技開發有限公司 (附註(i))	中國	人民幣10,000,000元	100%	-	100%	研發處方藥
Guangdong NT Pharma Co., Ltd. (note (i))	PRC	RMB20,000,000	100%	-	100%	Sales of prescription medicines
廣東泰凌醫藥有限公司(附註(i))	中國	人民幣20,000,000元	100%	-	100%	銷售處方藥
NT Tongzhou Pharma Consulting (SH) Co., Ltd. (note (i))	PRC	US\$3,370,000	100%	-	100%	Provision of logistics and consulting services
泰凌同舟醫藥諮詢(上海)有限公司 (附註(i))	中國	3,370,000美元	100%	-	100%	提供物流及諮詢服務
Hainan Tai Ling Medical Information Consulting Co., Ltd. (note (i))	PRC	RMB100,000,000	100%	-	100%	Dormant
海南泰靈醫藥信息諮詢有限公司 (附註(i))	中國	人民幣100,000,000元	100%	-	100%	暫無業務

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 經營地點	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
NT Tongzhou Pharma (SH) Co., Ltd. (note (i)) 泰凌同舟醫藥(上海)有限公司 (附註(i))	PRC 中國	RMB50,000,000 人民幣50,000,000元	100% 100%	- -	100% 100%	Sales of prescription medicines 銷售處方藥
Suzhou First Pharmaceutical Co., Ltd. ("Suzhou First Pharma") (note (i)) 蘇州第壹製藥有限公司 (「蘇州第壹製藥」)(附註(i))	PRC 中國	RMB181,625,000 人民幣181,625,000元	100% 100%	- -	100% 100%	Manufacturing and sale of prescription medicines 生產及銷售處方藥
NT Pharma (China) Co., Ltd. (note (i)) 泰凌醫藥(中國)有限公司(附註(i))	PRC 中國	US\$11,851,400 11,851,400美元	100% 100%	- -	100% 100%	Dormant 暫無業務
NT Pharma (Jiangsu) Co., Ltd. (note (i)) 泰凌醫藥(江蘇)有限公司(附註(i))	PRC 中國	RMB276,600,000 人民幣276,600,000元	100% 100%	- -	100% 100%	Sales of prescription medicines 銷售處方藥
NT Pharma Information Consulting (SH) Co., Ltd. (note (i)) 泰凌醫藥信息諮詢(上海)有限公司 (附註(i))	PRC 中國	US\$26,500,000 26,500,000美元	100% 100%	- -	100% 100%	Provision of consulting services 提供諮詢服務

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

### 18. 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 經營地點	Particulars of issued and paid up/ registered capital 已發行及繳足/ 註冊股本詳情	Proportion of ownership interest 所有權權益部分			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
NT (Jiangsu) Biotechnology Co., Ltd. (note (i)) 泰凌(江蘇)生物科技有限公司 (附註(i))	PRC 中國	US\$30,070,000 30,070,000美元	100%	-	100%	Investment holding 投資控股
NTP (China) Investment Co., Ltd. (note (i)) 泰凌(中國)投資有限公司(附註(i))	PRC 中國	US\$30,000,000 30,000,000美元	100%	-	100%	Provision of consulting services 提供諮詢服務
NT Biopharmaceuticals Jiangsu Co., Ltd. (note (i), (ii)) 泰凌生物製藥江蘇有限公司 (附註(i)、(ii))	PRC 中國	RMB112,359,550 人民幣112,359,550元	89%	-	89%	Manufacturing and sale of prescription medicines 生產及銷售處方藥物
NT Pharma (Changsha) Co., Ltd (note (i)) 泰凌醫藥(長沙)有限公司(附註(i))	PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Manufacturing and sale of prescription medicines 生產及銷售處方藥
NT Pharma (Jiangsu) Investment Co., Ltd. (note (i)) 江蘇泰凌投資有限公司(附註(i))	PRC 中國	RMB36,000,000 人民幣36,000,000元	100%	-	100%	Investment holding 投資控股
Suzhou Pharmaceutical Taizhou Co., LTD. (note (i)) 蘇壹製藥泰州有限公司(附註(i))	PRC 中國	RMB50,000,000 人民幣50,000,000元	100%	-	100%	Dormant 暫無業務



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes:

- (i) The English translation of the company names is for reference only. The official names of these entities are in Chinese.
- (ii) On 11 August 2015, the Group made an investment agreement (“Investment Agreement”) with two independent third parties (“New Investors”), pursuant to which, the registered capital of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) was increased to RMB112,359,550 by RMB12,359,550 which was acquired by the New Investors for an aggregate sum of RMB50,000,000 in cash (“Invested Capital”) in November 2015, and another wholly-owned indirect subsidiary of the Company shall transfer its intellectual property rights and trademark of Xi Di Ke, with carrying amount of RMB19,655,000 (2017: RMB25,486,000) at 31 December 2018 (note 16(b)), to NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at no consideration, and such transfer has not been completed as at 31 December 2018.

#### 18. 於附屬公司之投資(續)

附註:

- (i) 公司名稱之英文譯名僅供參考之用。該等實體以中文為正式名稱。
- (ii) 於2015年8月11日, 本集團與兩名獨立第三方(「新投資者」)訂立投資協議(「投資協議」), 據此, 泰凌生物製藥江蘇有限公司的註冊資本於2015年11月增加人民幣12,359,550元至人民幣112,359,550元, 乃由新投資者以現金出資合共人民幣50,000,000元(「投入資金」), 以及於2017年12月31日, 本公司的另一間間接全資附屬公司須將其賬面值為人民幣19,655,000元(2017年: 人民幣25,486,000元)知識產權及喜滴克商標(附註16(b))以零代價轉讓予泰凌生物製藥江蘇有限公司, 相關轉讓於2018年12月31日尚未完成。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes: (continued)

(ii) (continued)

Based on the Investment Agreement, when the board of directors of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) declares distribution of its profits, the New Investors shall be entitled, out of the declared profit of NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司), to a dividend at the higher of a preferred dividend calculated at 8% of the Invested Capital, or a dividend out of profit declared for distribution in accordance with their respective shareholdings in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司). In addition, according to the terms of the Investment Agreement, the Group has undertaken to the New Investors that NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) shall submit application for an initial public offer listing in a recognised stock exchange in the PRC (the "IPO") before 31 December 2019 and obtain the approval from China Securities Regulatory Commission for the IPO before 31 December 2021 and failing which, the Group shall repurchase from the New Investors for their equity interests in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at the consideration to be determined at the higher of the fair value of their equity interests in NT Biopharmaceuticals Jiangsu Co., Ltd (泰凌生物製藥江蘇有限公司) at the repurchase date and the Invested Capital plus a return calculated at the annual rate of 30% over the prevailing interest rates, to be announced by the People's Bank of China from time to time, during the period up to the repurchase date.

In March 2017, the GMP certificate was granted by CFDA for Xi Di Ke which was commercially launched during the year ended 31 December 2017.

#### 18. 於附屬公司之投資(續)

附註：(續)

(ii) (續)

根據投資協議,泰凌生物製藥江蘇有限公司董事會宣派溢利時,新投資者有權從泰凌生物製藥江蘇有限公司的已宣派溢利中收取股息,金額相等於按投入資金8%計算的優先股息,或根據彼等各自於泰凌生物製藥江蘇有限公司的股權從可供分派的溢利中分派的股息(以較高者為準)。此外,根據投資協議的條款,本集團已向新投資者承諾,泰凌生物製藥江蘇有限公司須於2019年12月31日前提交於中國獲認可證券交易所首次公開發售上市的申請(「首次公開發售」)並於2021年12月31日前取得中國證券監督管理委員會對首次公開發售的批准,否則,本集團須購回新投資者於泰凌生物製藥江蘇有限公司的股權,代價乃按彼等於泰凌生物製藥江蘇有限公司的股權於購回日期的公允值與投入資金加上於購回日期前期間按中國人民銀行不時公佈的現行利率30%的年率計算之回報的較高者釐定。

於2017年3月,國家藥監局已就年內上市的喜滴克授出GMP證書。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Notes: (continued)

(ii) (continued)

Summarised financial information in respect of NT Biopharmaceuticals Jiangsu Co., Ltd that has non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group elimination:

NT Biopharmaceuticals Jiangsu Co., Ltd

#### 18. 於附屬公司之投資(續)

附註: (續)

(ii) (續)

有關擁有非控股權益的泰凌生物製藥江蘇有限公司之財務資料概要載列如下。下列財務資料概要指進行集團內公司間對銷前之金額:

泰凌生物製藥江蘇有限公司

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Non-current assets	非流動資產	131,445	132,172
Current assets	流動資產	405,014	50,673
Current liabilities	流動負債	(464,278)	(55,243)
Net assets	資產淨值	72,181	127,602
Carrying amount of NCI	非控股權益賬面值	2,277	8,373
Revenue	收益	42,818	37,094
Loss for the year	年內虧損	(55,422)	(32,419)
Loss allocated to NCI	分配予非控股權益之虧損	(6,096)	(3,566)
Cash flows generated from/(used in) operating activities	用於經營活動之現金流量	13,130	(44,274)
Cash flows used in investing activities	用於投資活動之現金流量	(7,407)	(507)
Cash flows generated from financing activities	來自融資活動之現金流量	64,279	44,564

As at the date of the approval of these consolidated financial statements, the Group is still in the progress of negotiation with the investors for an extension of time for the submission of application for an initial public offer listing in a recognised stock exchange in the PRC (the "IPO") before 31 December 2019. In this connection, fair value of imputed interest of approximately RMB10,024,000 was recognised in profit or loss for the year ended 31 December 2018 (note 27).

截至批准該等綜合財務報表之日, 本集團仍在與投資者協商延長於2019年12月31日之前申請在中國認可證券交易所舉行首次公開發售上市(「首次公開發售」)的時間。為此, 已於截至2018年12月31日止年度的損益確認推算利息的公允價值約人民幣10,024,000元(附註27)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 19. INTEREST IN AN ASSOCIATE

#### 19. 於聯營公司之權益

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	18,892	11,969
Capital contribution	注資	-	8,000
Share of post-acquisition loss	分佔收購後虧損		
– continuing operation	–持續經營業務	(1,974)	-
– discontinued operation	–已終止經營業務	-	(1,077)
At 31 December	於12月31日	16,918	18,892

(a) Details of Group's interest in associate, which is accounted for using equity method in the consolidated financial statements, are as follows:

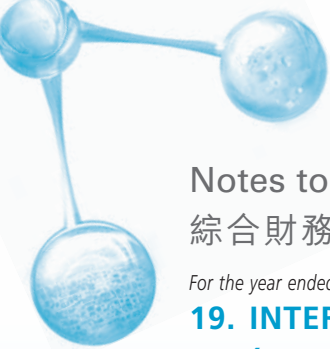
(a) 使用權益法於綜合財務報表中列賬之本集團於聯營公司之權益詳情如下:

Name of company	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest		Principal activities	
			Group's effective interest	Held by the Company		
公司名稱	註冊成立及營業地點	已發行及繳足股本詳情	本集團實際權益	本公司持有	附屬公司持有	主要業務
泰州醫藥城盈泰醫藥有限公司("盈泰醫藥")	PRC	RMB100,000,000	40%	-	40%	Sales of prescription medicines and provision of consulting services
泰州醫藥城盈泰醫藥有限公司("盈泰醫藥")	中國	人民幣100,000,000元	40%	-	40%	銷售處方藥及提供諮詢服務

盈泰醫藥 is an unlisted corporate entity whose quoted market price is not available.

盈泰醫藥為非上市企業實體, 並無市場報價。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 19. INTEREST IN AN ASSOCIATE (CONTINUED)

- (b) On 18 September 2016, the Group entered into an investment agreement with an independent third party (泰州醫藥城盈商貿有限公司, New Investor), pursuant to which, the Group and New Investor agreed to establish a company (泰州醫藥城盈泰醫藥有限公司, “盈泰醫藥”), which has registered capital of RMB100 million. The Group and the New Investor contributed RMB40 million and RMB60 million to 盈泰醫藥 in which the Group and New Investor own 40% and 60%, respectively. Since the Group has the power to appoint two directors out of five directors of the board of 盈泰醫藥, the Group can only exercise significant influence over its operating and financial activities, accordingly, it is regarded as an associate using the equity accounting method. The Group has contributed RMB20 million to capital of 盈泰醫藥, with the balance of RMB20 million (2017: RMB20 million) as disclosed under capital commitments in note 34(a) to the financial statements.
- (c) Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

#### 19. 於聯營公司之權益(續)

- (b) 於2016年9月18日,本集團與一名獨立第三方泰州醫藥城盈商貿有限公司(新投資者)訂立投資協議,據此本集團及新投資者同意成立一間公司泰州醫藥城盈泰醫藥有限公司(「盈泰醫藥」),註冊資本為人民幣100百萬元。本集團及新投資者分別向盈泰醫藥注資人民幣40百萬元及人民幣60百萬元,本集團及新投資者分別持有盈泰醫藥的40%及60%。本集團因有權委任盈泰醫藥五名董事會成員中的兩名董事,本集團僅可對其經營及財務活動行使重大影響力,故其視為使用權益會計法之聯營公司。本集團於年內向盈泰醫藥注資人民幣20百萬元,餘額人民幣20百萬元(2017年:人民幣20百萬元)將作為資本承擔披露,進一步詳情載於財務報表附註34(a)。
- (c) 該聯營公司之財務資料概述(就會計政策之任何差異作出調整,及與綜合財務報表內之賬面值對賬)披露如下:

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 19. INTEREST IN AN ASSOCIATE (CONTINUED)

(c) (continued)

盈泰醫藥

### 19. 於聯營公司之權益(續)

(c) (續)

盈泰醫藥

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Gross amounts of the associate's</b>	該聯營公司以下各項之總額		
Non-current assets	非流動資產	-	-
Current assets	流動資產	47,933	47,229
Non-current liabilities	非流動負債	-	-
Current liabilities	流動負債	5,639	-
<b>Total equity</b>	<b>權益總額</b>	<b>42,294</b>	47,229
<b>Revenue</b>	<b>收益</b>	<b>40,357</b>	109,483
Loss for the year	年內虧損	4,935	2,693
Other comprehensive loss	其他全面虧損	-	-
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	<b>1,974</b>	2,693
<b>Reconciliation to the Group's interest in the associate</b>	與本集團於該聯營公司權益之對賬		
<b>Gross amount of net assets of the associate</b>	該聯營公司資產淨值之總額	<b>42,294</b>	47,229
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	16,918	18,892
<b>Carrying amount in the consolidated financial statements</b>	於綜合財務報表內之賬面值	<b>16,918</b>	18,892
<b>Aggregate amounts of the Group's share of the associate</b>	本集團分佔該聯營公司以下各項之總額		
Loss for the year	年內虧損	1,974	1,077
Other comprehensive loss	其他全面虧損	-	-
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	<b>1,974</b>	1,077



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 20. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 31 December 2018, the Group's financial asset at FVTPL represents the club debenture that is stated at fair value. The fair value is determined with reference to the recent similar market transactions around/or at the reporting period end and the cost of disposal is estimated by management of the Group after taking into account of the handling charges to be charged by the club and other transaction costs in disposal of the club debenture.

#### 20. 按公允價值列入損益之金融資產

於2018年12月31日, 本集團按公允價值列入損益之金融資產指按公允價值列賬之會所債券。公允價值參照報告期末前後/或報告期末之近期類似市場交易釐定, 出售成本由本集團管理層經考慮會所收取之手續費及出售會所債券之其他交易成本後估計。

RMB'000  
人民幣千元

At 31 December 2017 as originally presented	於2017年12月31日呈列之初值	533
At 1 January 2018	於2018年1月1日	
Change in accounting policies (note 2(c))	會計政策變動(附註2(c))	
Reclassify from AFS to financial asset at FVTPL	由可供出售重新分類至 按公允價值列入損益之金融資產	533
Exchange adjustment	匯兌調整	26
At 31 December 2018	於2018年12月31日	559

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 21. INVENTORIES

#### 21. 存貨

(a) Inventories in the consolidated statement of financial position comprise:

(a) 綜合財務狀況表內的存貨包括:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Raw materials	原材料	14,457	19,745
Work in progress	在製品	2,807	3,137
Finished goods	製成品	27,698	42,431
		<b>44,962</b>	65,313

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

(b) 確認為開支並計入損益賬的存貨額分析如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Cost of inventories sold (note)	已售存貨成本(附註)	133,399	245,228
Write-down of inventory in normal course of business	於日常業務過程中撇減存貨	16,120	1,411
		<b>149,519</b>	246,639

Note:

Cost of inventories sold includes RMB46,766,000 (2017: RMB71,642,000) relating to staff costs, depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately for each of these types of expenses in note 7(b) and (c) above, and raw materials of RMB1,833,000 (2017: RMB3,581,000).

附註:

已售存貨成本包括人民幣46,766,000元(2017年: 人民幣71,642,000元)有關員工成本、折舊及攤銷開支(其金額亦已計入上述於附註7(b)及(c)獨立披露各類別開支之相關總金額內)及原材料人民幣1,833,000元(2017年: 人民幣3,581,000元)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 22. TRADE AND OTHER RECEIVABLES

#### 22. 貿易及其他應收款項

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade debtors and bills receivable	貿易應收賬款及應收票據	728,390	1,270,563
Less: Loss allowance (note 33(a))	減: 虧損撥備(附註33(a))	(486,006)	(618,457)
		242,384	652,106
Deposits, prepayments and other receivables (note (c))	按金、預付款項及其他應收款項(附註(c))	194,143	159,686
		436,527	811,792
Current portion	即期部分	419,336	811,792
Non-current portion	非即期部分	17,191	-
		436,527	811,792

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

所有貿易及其他應收款項乃預計可於一年內予以收回或確認為開支。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

## 22. TRADE AND OTHER RECEIVABLES (CONTINUED)

## 22. 貿易及其他應收款項(續)

### (a) Ageing analysis

Ageing analysis of trade debtors and bills receivable, based on the invoice date and net of loss allowance, is as follows:

### (a) 賬齡分析

貿易應收賬款及應收票據,按發票日期及虧損撥備淨額計算的賬齡分析如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within 3 months	三個月內	94,543	221,542
More than 3 months but within 6 months	超過三個月 但於六個月內	69,011	19,098
More than 6 months but within 1 year	超過六個月 但於一年內	30,734	263,294
More than 1 year but within 2 years	超過一年 但於兩年內	48,096	148,172
		242,384	652,106

Trade debtors are normally due within 60 to 180 days from the date of billing. All trade debtors are related to non-vaccine business.

As at 31 December 2018, bank acceptance bills received amounting to RMB51,723,000 (2017: RMB13,518,000) are held by the Group for future settlement of trade receivables. The Group continues to recognise their full carrying amounts at the end of the reporting period. All bank acceptance bills received by the Group are with a maturity period of less than six months.

貿易應收賬款一般於開立賬單後60日至180日到期應付。所有貿易應收賬款均涉及非疫苗業務。

截至2018年12月31日,已收銀行承兌匯票為人民幣51,723,000元(2017年:人民幣13,518,000元),由本集團持有,用作日後結付貿易應收款項。本集團繼續於報告期末確認其賬面總值。本集團所收取之全部銀行承兌匯票之年期均少於六個月。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 22. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### 22. 貿易及其他應收款項(續)

##### (b) Impairment of trade debtors

The movement in the loss allowance account during the year, including both specific and collective loss components, is as follows:

##### (b) 貿易應收賬款減值

於年內個別及共同視為虧損撥備賬的變動如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
At 1 January	於1月1日	618,457	612,957
Impairment loss recognised during the year	年內確認的減值虧損	435,880	7,050
Write-off during the year*	年內撤銷*	(566,332)	-
Reversal of impairment	減值撥回	(1,999)	(1,550)
At 31 December	於12月31日	486,006	618,457
Analysis of allowance for impairment of trade debtors at 31 December:	於12月31日之貿易應收賬款減值撥備分析:		
Non-vaccine	非疫苗	486,006	52,125
Vaccine*	疫苗*	-	566,332
		486,006	618,457

\* The business of third-party vaccine and pharmaceuticals had been discontinued in 2015 and all the related trade receivables had been fully impaired in the previous reporting period ends and during the year, they were fully written off.

\* 第三方疫苗及藥物業務已於2015年終止經營, 而所有相關貿易應收賬款已於以前年度末全數減值, 並已於本年度全數撤銷。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 22. TRADE AND OTHER RECEIVABLES (CONTINUED)

##### (b) Impairment of trade debtors (continued)

Impairment loss in respect of trade debtors were recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against the trade debtors directly.

Due to the slow down of the economy, deleveraging and the government regulations on the medicine industry in the PRC, the Group experience defaults in payments by its customers. The Group has recognised a provision for impairment of trade receivables of RMB435,880,000 (2017: RMB7,050,000), of which RMB271,263,000 (2017: reversal of RMB1,550,000) and RMB164,617,000 (2017: RMB7,050,000) related to the discontinued operation, as disclosed in note 9, and continuing operations, respectively, during the year ended 31 December 2018.

At 31 December 2018, trade receivables of RMB75,547,000 (2017: Nil) were pledged to secure for the Group's borrowings (note 26).

An analysis of the provision for expected credit loss on trade receivables based on the expected loss rate as adjusted for other forward looking information was set out in note 33(a) to the consolidated financial statements.

#### 22. 貿易及其他應收款項(續)

##### (b) 貿易應收賬款減值(續)

貿易應收賬款有關之減值虧損採用撥備賬記錄,惟倘本集團確認該款項之可收回性甚微,則直接從貿易應收賬款撇銷減值虧損。

由於中國經濟放緩、去槓桿化及政府對藥品行業之監管,本集團遭客戶拖欠款項。本集團於截至2018年12月31日止年度確認貿易應收賬款減值撥備人民幣435,880,000元(2017年:人民幣7,050,000元),其中人民幣271,263,000元(2017年:撥回人民幣1,550,000元)與終止經營業務有關(於附註9披露)及人民幣164,617,000元(2017年:人民幣7,050,000元)與持續經營業務有關。

於2018年12月31日,人民幣75,547,000元(2017年:無)之貿易應收賬款已抵押作為本集團借貸(附註26)之擔保。

根據就其他前瞻性資料作出調整的預期虧損率,對貿易應收款項預期信貸虧損撥備的分析載於綜合財務報表附註33(a)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 22. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### 22. 貿易及其他應收款項(續)

(c) Deposits, prepayments and other receivables

(c) 按金、預付款項及其他應收款項

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
VAT recoverable	可收回增值稅	32,097	35,360
Other receivables, net of allowance for impairment loss (note (i))	其他應收款項(經扣除減值虧損撥備)(附註(i))	16,540	10,843
Prepayments	預付款項	21,280	12,310
Prepayments for research and development costs (note (ii))	研發成本之預付款項(附註(ii))	97,138	-
Prepayments for acquisition of an intangible asset (note (iii))	收購一項無形資產之預付款項(附註(iii))	17,191	-
Prepayments for purchase of goods, net of impairment loss (note 9(a))	購買貨品之預付款項(經扣除減值虧損撥備)(附註9(a))	-	90,640
Advances paid to suppliers	已付供應商墊款	86	3,419
Rental and other deposits	租金及其他按金	9,811	7,114
		<b>194,143</b>	159,686

Notes:

- (i) At the end of the reporting period, reversal of impairment loss on other receivables amounted to RMB5,519,000 (2017: impairment loss of RMB569,000).
- (ii) It represented prepayments made to an independent clinical research company to perform the phase II clinical research regarding using Xi Di Ke for the treatment of low-to-medium risk Myelodysplastic Syndrome.
- (iii) It represented deposit paid to an independent third party for the acquisition of product right of Teriparatide.

附註:

- (i) 於報告期末, 其他應收款項減值虧損回撥為人民幣5,519,000元(2017年: 減值虧損人民幣569,000元)。
- (ii) 其為支付一間獨立臨床研究公司之預付款項, 以進行有關使用喜滴克治療低中危骨髓增長異常綜合症II期臨床研究。
- (iii) 其為支付一名獨立第三方之按金, 以收購特立帕肽的產品權。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 23. PLEDGED BANK DEPOSITS

Bank deposits of the Group RMB38,000,000 (2017: RMB65,170,000) were pledged to banks to secure certain bank borrowings (note 26) and bank acceptance bills amounting to RMB Nil (2017: RMB115,895,000) (note 25) as at 31 December 2018.

#### 23. 已抵押銀行存款

於2018年12月31日, 本集團銀行存款人民幣38,000,000元(2017年: 人民幣65,170,000元)已抵押於銀行, 以獲取若干銀行借貸(附註26)及銀行承兌票據合共人民幣零元(2017年: 人民幣115,895,000元)(附註25)。

#### 24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

#### 24. 現金及現金等價物及其他現金流資料

(a) 現金及現金等價物包括:

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Cash at banks and in hand 銀行存款及現金	87,793	146,868

As at 31 December 2018, the Group's cash and bank balances placed with banks in the PRC amounted to RMB75,909,000 (2017: RMB92,172,000). Remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

於2018年12月31日, 本集團存於中國境內銀行的現金及銀行結餘為人民幣75,909,000元(2017年: 人民幣92,172,000元)。自中國匯出的款項須受中國政府施行的匯兌管制。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

#### 24. 現金及現金等價物及其他現金流資料(續)

(b) 融資活動產生之負債對賬

		Bank borrowings	Other borrowings	Accrued interest included in other payable	Total liabilities from financing activities
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	計入其他應付款項之應計利息	融資活動產生之總負債
At 1 January 2018	於2018年1月1日	656,055	-	-	656,055
Interest expenses	利息支出	-	-	71,031	71,031
Changes from financing cash flows:	融資現金流量之變動:				
Proceeds from new bank and other borrowings	新增銀行及其他借貸所得款項	984,501	560,000	-	1,544,501
Repayments of bank and other borrowings	償還銀行及其他借貸	(789,525)	(408,732)	-	(1,198,257)
Interests paid	已付利息			(61,733)	(61,733)
Foreign exchange movement	外匯變動	8,251	-	-	8,251
At 31 December 2018	於2018年12月31日	859,282	151,268	9,298	1,019,848

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 24. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (continued)

#### 24. 現金及現金等價物及其他現金流資料(續)

(b) 融資活動產生之負債對賬(續)

		Bank borrowings	Accrued interest included in other payable	Total
		銀行借貸	計入其他應付款項 之應計利息	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	892,449	-	892,449
Interest expenses	利息支出	-	43,150	43,150
Changes from financing cash flows:	融資現金流量之變動:			
Proceeds from new bank borrowings	新增銀行貸款所得款項	524,050		524,050
Repayments of bank borrowings	償還銀行貸款	(736,446)		(736,446)
Interests paid	已付利息	-	(43,150)	(43,150)
Foreign exchange movement	外匯變動	(23,998)		(23,998)
At 31 December 2017	於2017年12月31日	656,055	-	656,055

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 25. TRADE AND OTHER PAYABLES

#### 25. 貿易及其他應付款項

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Trade creditors	貿易應付款項	17,829	15,875
Bills payable (note (b))	應付票據(附註(b))	10	115,895
Total trade creditors and bills payable	貿易應付款項及 應付票據總額	17,839	131,770
Receipts in advance from customers (note (a))	來自客戶的預收款項 (附註(a))	-	12,573
Accrued promotional expenses	應計宣傳開支	-	17,563
Accrued staff costs	應計員工成本	4,870	3,109
Construction cost payable	應付建築成本	51,605	-
Deposit received for proposed disposal of a subsidiary (note (c))	就擬出售一間附屬公司 所收取按金(附註(c))	70,000	-
Considerations payable	應付代價	10,772	223,712
Other payables and accruals	其他應付款項及應計費用	143,447	121,112
		<b>298,533</b>	509,839

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

貿易及其他應付款項全部預期於一年內或須按要求償還。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 25. TRADE AND OTHER PAYABLES (CONTINUED)

Notes:

- (a) As a result of the adoption of HKFRS 15, receipts in advance from customers of RMB12,871,000 are reclassified as contract liabilities. These will be recognised as revenue within 12 months after the end of the reporting period. Contract liabilities of RMB12,573,000 at 1 January 2018 were recognised as revenue during the year ended 31 December 2018.
- (b) As at 31 December 2018, no bills payable was secured by the bank deposits. At 31 December 2017, bills payable of RMB115,895,000 were secured by the bank deposits of RMB65,000,000.
- (c) On 29 December 2018, the Company entered into a letter of intent with an independent third party, to dispose of its 89% equity interest in NT Biopharmaceuticals Jiangsu Co., Ltd. The Company had received a deposit of RMB70 million from the potential investor. The transaction was subsequently cancelled by both parties and the deposit received of RMB70 million was refunded to the potential investor on 7 January 2019.
- (d) Ageing analysis of trade creditors and bills payable based on the billing date of invoices is as follows:

#### 25. 貿易及其他應付款項(續)

附註:

- (a) 因採納香港財務報告準則第15號, 來自客戶的預收款項人民幣12,871,000元重新分類為合約負債。該等合約負債將於報告期後十二個月內確認為收益。2018年1月1日之合約負債為人民幣12,573,000元於2018年12月31日止年度確認為收益。
- (b) 於2018年12月31日, 概無應付票據以銀行存款作抵押。於2017年12月31日, 應付票據人民幣115,895,000元以銀行存款人民幣65,000,000元作抵押。
- (c) 於2018年12月29日, 本公司與一名獨立第三方訂立一份意向書, 出售泰凌生物製藥江蘇有限公司89%股權。本公司向潛在投資者收取的人民幣70萬按金。雙方其後取消交易, 已收按金人民幣70萬元於2019年1月7日退還予該潛在投資者。
- (d) 貿易應付款項及應付票據按發票日期作出的賬齡分析如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within 3 months	三個月內	10,971	124,136
More than 3 months but within 6 months	超過三個月但於六個月內	1,816	4,989
More than 6 months but within 1 year	超過六個月但於一年內	3,385	246
More than 1 year	超過一年	1,667	2,399
		<b>17,839</b>	131,770

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 26. BANK AND OTHER BORROWINGS

#### 26. 銀行及其他借貸

Details of bank and other borrowings are as follows:

銀行及其他借貸詳情如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Non-current</b>	<b>非即期</b>		
Secured other borrowings	有抵押其他借貸	3,550	-
<b>Current</b>	<b>即期</b>		
Secured bank borrowings	有抵押銀行借貸	749,282	656,055
Unsecured bank borrowings	無抵押銀行借貸	110,000	
Secured other borrowings	有抵押其他借貸	81,301	-
Unsecured other borrowings	無抵押其他借貸	66,417	-
		<b>1,007,000</b>	656,055
Carrying amount payable:	以下各項應付賬面值:		
- Within one year	- 一年內	775,786	437,764
- After one but within two years	- 超過一年但於兩年內	95,070	65,764
- After two but within five years	- 超過兩年但於五年內	139,694	152,527
Total borrowings	借貸總額	<b>1,010,550</b>	656,055
Less: Current portion of borrowings due for repayment within one year	減: 於一年內償還之借貸之即期貸款部份	<b>(775,786)</b>	(437,764)
Non-current portion of borrowings subject to immediate demand repayment clause	附帶即時要求償還條款之借貸之非即期部份	<b>(231,214)</b>	(218,291)
		<b>(1,007,000)</b>	(656,055)
Non-current borrowings	非即期借貸	<b>3,550</b>	-

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 26. BANK AND OTHER BORROWINGS (CONTINUED)

### 26. 銀行及其他借貸(續)

Notes:

附註:

- (i) Secured bank borrowings carry interest rates ranged from 4.30% to 6.19% (2017: 2.16% to 5.22%) per annum. Unsecured bank borrowings carry interest rates ranged from 5.43% to 5.80% (2017: Nil) per annum. The unsecured bank borrowings were guaranteed by certain subsidiaries of the Company.
- (ii) Secured other borrowings carry interest rates ranged from 5.40% to 14.04% (2017: Nil) per annum. Unsecured other borrowings carry interest rates ranged from 6.00% to 9.00% (2017: Nil) per annum. The unsecured other borrowings were guaranteed by certain subsidiaries of the Company.
- (iii) As at 31 December 2018, certain bank and other borrowings were secured by the following assets of the Group:
- (i) 有抵押銀行借貸利率為每年4.30%至6.19% (2017年: 2.16%至5.22%)。無抵押銀行借貸利率為每年5.43%至5.80% (2017年: 無)。無抵押銀行借貸由本公司若干附屬公司作擔保。
- (ii) 有抵押其他借貸利率為每年5.40%至14.04% (2017年: 無)。無抵押其他借貸利率為每年6.00%至9.00% (2017年: 無), 無抵押其他借貸由本公司若干附屬公司作擔保。
- (iii) 於2018年12月31日, 若干銀行及其他借貸由本集團以下資產作抵押:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Fixed assets (note 15)	固定資產 (附註15)	201,798	84,693
Trade receivables (note 22)	貿易應收款項 (附註22)	75,547	-
Pledged bank deposits (note 23)	已抵押銀行存款 (附註23)	38,000	170
		<b>315,345</b>	<b>84,863</b>

- (iv) As at 31 December 2018, the Group had banking facilities of RMB1,180,478,000 (2017: RMB839,000,000), which were utilised to the extent of RMB1,102,734,000 (2017: RMB697,000,000).
- (iv) 於2018年12月31日, 本集團的銀行融資為人民幣1,180,478,000元 (2017年: 人民幣839,000,000元), 而其中已動用金額為人民幣1,102,734,000元 (2017年: 人民幣697,000,000元)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 27. FINANCIAL LIABILITIES AT FAIR

#### 27. 按公允值列入損益之金融負債

##### VALUE THROUGH PROFIT OR LOSS

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Put Option under redeemable convertible preference shares (note 32)	可贖回可換股優先股下的認沽期權 (附註32)	391,058	131,058
Imputed interest payable under a redemption clause of an investment agreement (note 18(ii))	投資協議贖回條款下之應付推算利息 (附註18(ii))	10,024	-
Financial liabilities at fair value through profit or loss	按公允值於損益列賬之金融負債	401,082	131,058
Less: Current portion	減: 即期部分	(10,024)	(7,095)
Non-current portion	非即期部分	391,058	123,963

#### 28. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

#### 28. 綜合財務狀況表內的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 計入綜合財務狀況表的本期稅項:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Provision for Hong Kong Profits Tax	香港利得稅撥備	2,417	2,417
Provision for PRC income tax	中國所得稅撥備	10,140	31,597
		12,557	34,014

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 28. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 28. 綜合財務狀況表內的所得稅(續)

##### (b) Deferred tax assets and liabilities recognised:

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

##### (b) 已確認的遞延稅項資產及負債:

於綜合財務狀況表內已確認的遞延稅項資產/(負債)部分及年內變動如下:

		Provision for asset impairment 資產減值 撥備 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	57,745
Charged to profit or loss (note 8(a))	自損益扣除(附註8(a))	(860)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	56,885
Charged to profit or loss (note 8(a))	自損益扣除(附註8(a))	(56,885)
At 31 December 2018	於2018年12月31日	-

Note: The effects of reversal of the temporary difference for deferred tax assets of approximately RMB56,885,000 (2017: RMB860,000) arose mainly from internal restructuring of the business of the relevant subsidiaries within the Group which contributed to a decrease in expected future taxable profits of these subsidiaries against which the deductible temporary differences, which were previously recognised as deferred tax assets, in respect of the provision for impairment of trade receivables will be utilised in the future.

附註: 撥回遞延稅項資產暫時性差額約人民幣56,885,000元(2017年: 人民幣860,000元)的影響,主要源於本集團旗下相關附屬公司開展內部業務重組,有關重組導致該等附屬公司的預期未來應課稅盈利減少,從而抵銷過往就貿易應收款項減值撥備確認遞延稅項資產而於未來將可動用之可扣減暫時差異。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 28. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

##### (c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(t), the Group did not recognise deferred tax assets in respect of unused tax losses of certain subsidiaries amounting to RMB623,027,000 (2017: RMB626,518,000) and other temporary differences amounting to RMB408,486,000 (2017: RMB522,808,000) as at 31 December 2018. The directors consider it is not probable that future taxable profits will be available to utilise these deferred tax assets. The tax losses will expire in following years:

#### 28. 綜合財務狀況表內的所得稅(續)

##### (c) 未確認的遞延稅項資產

根據附註2(t)所載的會計政策,於2018年12月31日本集團並未就某些附屬公司的未動用稅項虧損人民幣623,027,000元(2017年:人民幣626,518,000元)及其他暫時差異人民幣408,486,000元(2017年:人民幣522,808,000元)確認遞延稅項資產。董事認為,產生未來應課稅溢利可使用此等遞延稅項資產的可能性不高。稅項虧損將於下列年度到期:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
2018	2018年	-	268,731
2019	2019年	103,035	103,216
2020	2020年	40,760	66,104
2021	2021年	95,354	110,005
2022	2022年	74,064	78,462
2023	2023年	309,814	-
		<b>623,027</b>	626,518

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 28. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

##### (d) Deferred tax liabilities not recognised

No deferred tax liabilities in respect of undistributed profits of PRC subsidiaries have been provided as the Group controls the dividend policy of these subsidiaries and has no plans to distribute profits that are subject to PRC dividend withholding tax in the foreseeable future.

As at 31 December 2018, the aggregate amount of undistributed profits of the Group's PRC subsidiaries in respect of which the Group did not provide for dividend withholding tax were approximately RMB234,062,000 (2017: RMB270,431,000). No deferred tax liabilities has been recognised in respect of these temporary difference because the Group is in a position to control the timing of the reversal of these temporary differences and it is probable that such differences will not reverse in the foreseeable future.

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

##### Share option schemes

NT Pharma Holdings Company Limited ("NT Holdings") operated a share option scheme which was adopted on 18 September 2009 ("2009 Share Option Scheme"). Under the scheme, certain employees of the Group may be granted share options to acquire the shares in NT Holdings. The options vest after one to three years from the date of grant and are exercisable within ten years after the date of grant. Each option gives the holder the right to subscribe for one ordinary share in NT Holdings.

#### 28. 綜合財務狀況表內的所得稅(續)

##### (d) 未確認的遞延稅項負債

中國附屬公司並無就未分派溢利撥備遞延稅項負債,乃因本集團控制該等附屬公司的股息政策且並無計劃於可預見未來分派須繳納中國股息預扣稅的溢利。

於2018年12月31日,本集團就遞延稅項負債仍未確認的中國附屬公司未分派溢利總額約為人民幣234,062,000元(2017年:人民幣270,431,000元)。並無就此等臨時差額確認遞延稅項負債,因為本集團正在控制撥回此等臨時差額的時間,該等差額有可能在可見未來將不獲撥回。

#### 29. 以權益結算並以股份為基礎交付的交易

##### 購股權計劃

NT Pharma Holdings Company Limited ("NT Holdings") 推行一項購股權計劃並於2009年9月18日採納(「2009年購股權計劃」)。根據該計劃,本集團若干僱員獲授購股權認購NT Holdings股份。購股權自其授出日期起一至三年後歸屬,並於授出之日起計十年內可予行使。每份購股權賦予持有人權利認購一股NT Holdings普通股。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

##### Share option schemes (continued)

On 7 April 2011, the directors of NT Holdings terminated the 2009 Share Option Scheme and the directors of the Company adopted the Pre-IPO Share Option Scheme under which each option gives the holder the right to subscribe for one ordinary share in the Company. Under the Pre-IPO Share Option Scheme, each grantee of options under the 2009 Share Option Scheme exchanged his/her options under the 2009 Share Option Scheme for options under the Pre-IPO Share Option Scheme on a 2 for 1 basis. The exercise price payable by the grantees for each option granted under the Pre-IPO Share Option Scheme is double the exercise price payable by the grantees for their respective options granted under the 2009 Share Option Scheme (save for those options which have an exercise price of 70% of the price at which the Company offered its shares for subscription in the public offering on 20 April 2011 (the "Offer Price")). All other terms of the Pre-IPO Share Option Scheme are identical to the 2009 Share Option Scheme. The exchange of the share options was considered a modification to the 2009 Share Option Scheme. As the modification did not result in a material change in the value of the outstanding options at the date of modification, the modification had no impact on the profit or loss of the Group for the year ended 31 December 2011.

The Company adopted a share award scheme (the "Share Award Scheme") on 11 January 2012 which was subsequently terminated on 6 March 2014.

#### 29. 以權益結算並以股份為基礎交付的交易(續)

##### 購股權計劃(續)

於2011年4月7日, NT Holdings的董事終止2009年購股權計劃, 而本公司董事則採納首次公開發售前購股權計劃, 據此, 每份購股權的持有人有權認購一股本公司普通股。根據首次公開發售前購股權計劃, 2009年購股權計劃項下的購股權承授人已各自以其2009年購股權計劃項下的購股權按每兩份換取一份的基準換取首次公開發售前購股權計劃項下的購股權。承授人就根據首次公開發售前購股權計劃獲授的每份購股權應付行使價是承授人就彼等根據2009年購股權計劃獲授的購股權應付行使價的兩倍(行使價為本公司於2011年4月20日進行公開發售中提呈發售其股份以供認購的價格(「發售價」)70%的購股權除外)。首次公開發售前購股權計劃的所有其他條款與2009年購股權計劃一致。換取購股權被視為2009年購股權計劃的修訂。由於該修訂並未導致尚未行使購股權的價值於修訂之日出現重大變動, 故修訂並未對本集團截至2011年12月31日止年度的溢利或虧損造成任何影響。

本公司於2012年1月11日採納股份獎勵計劃(「股份獎勵計劃」), 其後已於2014年3月6日終止。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

##### Share option schemes (continued)

A new share option scheme was approved and adopted by the shareholders of the Company pursuant to an ordinary resolution passed on 22 September 2014 ("2014 Share Option Scheme"). The 2014 Share Option Scheme was set up for the purpose to provide rewards and incentives to eligible participants for their contribution to the Group. The exercise price is to be determined by the Board and shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of such a share option; (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding to the day of offer of such a share option; and (c) the nominal value of the Shares. A nominal consideration of HK\$1 is payable on acceptance of the share option within 21 days from the date of making such offer.

The maximum number of shares in respect of which options may be granted under the 2014 Share Option Scheme and any other share option schemes of the Company may not exceed 10% of the issued share capital of the Company at the date of approval of the 2014 Share Option Scheme. The options under the 2014 Share Option Scheme vest after one to three years from the date of grant are exercisable for a period of ten years following the date of grant.

During the year ended 31 December 2018 and 2017, no share option was granted to employees and consultants under the 2014 Share Option Scheme.

#### 29. 以權益結算並以股份為基礎交付的交易(續)

##### 購股權計劃(續)

根據2014年9月22日通過之普通決議案,本公司股東批准及採納一項新購股權計劃(「2014年購股權計劃」)。2014年購股權計劃的設立目的為向合資格參與者對本集團作出之貢獻提供獎勵及鼓勵。行使價由董事會釐定,且不得低於下列較高者:(i)股份於該購股權授出日期於聯交所每日報價單所示之收市價;(ii)股份於緊接該購股權授出日期前五個營業日於聯交所每日報價單所示之平均收市價;及(iii)股份之面值。於接納購股權時須於購股權授出日期21日內繳付象徵式代價1港元。

根據2014年購股權計劃及本公司任何其他購股權計劃授出購股權相關之股份目最多不得超逾本公司於2014年購股權計劃批准日期已發行股本之10%。根據2014年購股權計劃,購股權於授出日期後一至三年內歸屬,並可於授出日期後十年內行使。

於截至2018年及2017年12月31日止年度,概無根據2014年購股權計劃向僱員授出購股權。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification)

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
Options granted to directors: 授予董事的購股權:			
- 1 March 2010	2,400,000	Exercisable in 3 equal tranches from 1 March each year from 2011 to 2013	On or prior to 28 February 2020
- 2010年3月1日	2,400,000	由2011年至2013年, 每年3月1日, 分3批相同數量行使	於2020年2月28日或之前
- 1 July 2010	3,227,325	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013	On or prior to 30 June 2020
- 2010年7月1日	3,227,325	由2011年至2013年, 每年7月1日, 分3批相同數量行使	於2020年6月30日或之前
- 15 January 2015	8,000,000	Vesting of the options is conditional upon the performance of the participant. Options granted are vested in 3 equal tranches from 1 January each year from 2016 to 2018	On or prior to 14 January 2025
- 2015年1月15日	8,000,000	購股權之歸屬視參與者表現而定。授出之購股權由2016年至2018年, 於每年1月1日, 分3批相同數量歸屬	於2025年1月14日或之前
13,627,325			

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
Options granted to employees: 授予僱員的購股權:			
– 18 September 2009	29,003,915	Exercisable in 3 equal tranches from 18 September each year from 2010 to 2012	On or prior to 17 September 2019
– 2009年9月18日	29,003,915	由2010年至2012年, 每年9月18日, 分3批相同數量行使	於2019年9月17日或之前
– 28 January 2010	11,373,966	Exercisable in 3 equal tranches from 28 January 2011 to 2013	On or prior to 27 January 2020
– 2010年1月28日	11,373,966	由2011年至2013年, 每年1月28日, 分3批相同數量行使	於2020年1月27日或之前
– 1 March 2010	100,000	Exercisable in 3 equal tranches from 1 March each year from 2011 to 2013	On or prior to 28 February 2020
– 2010年3月1日	100,000	由2011年至2013年, 每年3月1日, 分3批相同數量行使	於2020年2月28日或之前
– 1 July 2010	1,522,675	Exercisable in 3 equal tranches from 1 July each year from 2011 to 2013	On or prior to 30 June 2020
– 2010年7月1日	1,522,675	由2011年至2013年, 每年7月1日, 分3批相同數量行使	於2020年6月30日或之前





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
- 1 September 2010	800,000	Exercisable in 3 equal tranches from 1 September each year from 2011 to 2013	On or prior to 31 August 2020
- 2010年9月1日	800,000	由2011年至2013年, 每年9月1日, 分3批相同數量行使	於2020年8月31日或之前
- 1 November 2010	1,000,000	Exercisable in 3 equal tranches from 1 November each year from 2011 to 2013	On or prior to 31 October 2020
- 2010年11月1日	1,000,000	由2011年至2013年, 每年11月1日, 分3批相同數量行使	於2020年10月31日或之前
- 17 December 2010	600,000	Exercisable in 3 equal tranches from 17 December each year from 2011 to 2013	On or prior to 16 December 2020
- 2010年12月17日	600,000	由2011年至2013年, 每年12月17日, 分3批相同數量行使	於2020年12月16日或之前
- 10 November 2014	487,500	Immediate from the date of grant	On or prior to 9 November 2024
- 2014年11月10日	487,500	緊隨授出日期後	於2024年11月9日或之前
- 10 November 2014	1,462,500	Exercisable in 3 equal tranches from 10 November each year from 2015 to 2017	On or prior to 9 November 2024
- 2014年11月10日	1,462,500	由2015年至2017年, 每年11月10日, 分3批相同數量行使	於2024年11月9日或之前

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(a) The terms and conditions of the grants (after modification) (continued)

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(a) 授出條款及條件(修訂後)(續)

Date 日期	Number of options 購股權數目	Vesting conditions 歸屬條件	Exercise period 行使期
– 10 November 2014	850,000	Vesting of the options is conditional upon the performance of the participants. Options granted are vested in 3 equal tranches from 10 November each year from 2015 to 2017	On or prior to 9 November 2024
– 2014年11月10日	850,000	購股權之歸屬視參與者表現而定。授出之購股權由2015年至2017年,於每年11月10日,分3批相同數量歸屬	於2024年11月9日或之前
– 15 January 2015	1,200,000	Vesting of the option is conditional upon the performance of the participants	On or prior to 14 January 2025
– 2015年1月15日	1,200,000	購股權之歸屬視參與者表現而定	於2025年1月14日或之前
	48,400,556		
Options granted to consultants (as quasi-employee): 授予顧問(作為準僱員)的購股權:			
– 15 January 2015	9,000,000	Vesting of the option is conditional upon the performance of the participant	On or prior to 14 January 2025
– 2015年1月15日	9,000,000	購股權之歸屬視參與者表現而定	於2025年1月14日或之前
	71,027,881		

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(b) The number and weighted average exercise prices of share options

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(b) 購股權數目及加權平均行使價

	2018		2017	
	Weighted average exercise price	Weighted Number of options	Weighted average exercise price	Weighted Number of options
	加權平均行使價	加權購股權數目	加權平均行使價	加權購股權數目
Outstanding at the beginning of the year 年初尚未行使	US\$0.17 0.17美元	24,015,740	US\$0.17 0.17美元	24,565,740
Exercised during the year 年內已行使	-	-	US\$0.16 0.16美元	(329,166)
Forfeited during the year 年內失效				
- Unvested - 未歸屬	-	-	US\$0.16 0.16美元	(220,834)
- Vested - 已歸屬	-	-	-	-
Granted during the year 年內已授出	-	-	-	-
Outstanding at the end of the year 年末尚未行使	US\$0.17 0.17美元	24,015,740	US\$0.17 0.17美元	24,015,740
Exercisable at the end of the year 年末可予行使	US\$0.17 0.17美元	24,015,740	US\$0.17 0.17美元	23,951,726

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

##### Share option schemes (continued)

##### (b) The number and weighted average exercise prices of share options (continued)

The share options outstanding at 31 December 2018 under the 2009 Share option Scheme and 2014 Share Option Scheme had exercise price of US\$0.20 (2017: US\$0.20) and ranged from US\$0.16 to US\$0.20 (2017: ranged from US\$0.16 to US\$0.20), respectively and weighted average remaining contractual life of 1 year (2017: 2 years) and 5.5 years (2017: 6.5 years), respectively.

##### (c) Fair value of share options and assumptions

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

#### 29. 以權益結算並以股份為基礎交付的交易(續)

##### 購股權計劃(續)

##### (b) 購股權數目及加權平均行使價(續)

於2018年12月31日,根據2009年購股權計劃及2014年購股權計劃尚未行使購股權之行使價分別為0.20美元(2017年:0.20美元)及介乎0.16美元至0.20美元(2017年:介乎0.16美元至0.20美元),而加權平均剩餘合約年期分別為1年(2017年:2年)及5.5年(2017年:6.5年)。

##### (c) 購股權公允值及假設

授出購股權而獲得服務的公允值乃參照授出購股權的公允值釐定。授出購股權的公允值根據二項式點陣模式進行估值。購股權合約期限用作該模式的計算數據。預期提早行使的購股權應計入二項式點陣模式。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share option schemes (continued)

(c) Fair value of share options and assumptions (continued)

#### 29. 以權益結算並以股份為基礎交付的交易(續)

購股權計劃(續)

(c) 購股權公允值及假設(續)

	Options granted on 18 September 2009	Options granted on 28 January 2010	Options granted on 1 March 2010	Options granted on 1 July 2010	Options granted on 1 September 2010	Options granted on 1 November 2010	Options granted on 17 December 2010	Options granted on 10 November 2014	Options granted on 15 January 2016
Fair value of share options and assumptions	於2009年9月18日授出的購股權	於2010年1月28日授出的購股權	於2010年3月1日授出的購股權	於2010年7月1日授出的購股權	於2010年9月1日授出的購股權	於2010年11月1日授出的購股權	於2010年12月17日授出的購股權	於2014年11月10日授出的購股權	於2016年1月15日授出的購股權
Fair value at measurement date	US\$0.14	US\$0.16	US\$0.14	US\$0.22	US\$0.22	US\$0.16	US\$0.18	HK\$0.87	HK\$0.67
按計量日期計的公允值	0.14美元	0.16美元	0.14美元	0.22美元	0.22美元	0.16美元	0.18美元	0.87港元	0.67港元
Share price	US\$0.24	US\$0.28	US\$0.24	US\$0.34	US\$0.34	US\$0.34	US\$0.34	HK\$1.24	HK\$1.20
股價	0.24美元	0.28美元	0.24美元	0.34美元	0.34美元	0.34美元	0.34美元	1.24港元	1.20港元
Exercise price	US\$0.20	US\$0.20	US\$0.20	US\$0.20	US\$0.20	US\$0.20	HK\$3.18	HK\$1.25	HK\$1.23
行使價	0.20美元	0.20美元	0.20美元	0.20美元	0.20美元	0.20美元	3.18港元 (70% of the Offer Price) (發售價的70%)	1.25港元	1.23港元
Expected volatility	58.46%	58.23%	58.00%	59.51%	58.94%	53.10%	57.19%	61.66%	74.90%
預期波動	58.46%	58.23%	58.00%	59.51%	58.94%	53.10%	57.19%	61.66%	74.90%
Option life	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years
購股權年期	10年	10年	10年	10年	10年	10年	10年	10年	10年
Expected dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%
預期產生股息	0%	0%	0%	0%	0%	0%	0%	0%	0%
Risk-free interest rate	4.297%	4.378%	4.293%	4.072%	3.415%	3.241%	3.858%	1.83%	1.49%
無風險利率	4.297%	4.378%	4.293%	4.072%	3.415%	3.241%	3.858%	1.83%	1.49%

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

##### Share option schemes (continued)

##### (c) Fair value of share options and assumptions (continued)

The expected volatility is based on the historical volatility of listed companies in similar industries (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

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

The Group recognised the total expense of RMB34,000 (2017: RMB880,000) in the profit or loss during the year in relation of share options granted by the Company.

#### 29. 以權益結算並以股份為基礎交付的交易(續)

##### 購股權計劃(續)

##### (c) 購股權公允值及假設(續)

預期波動乃按購股權的加權平均剩餘年期計算的類似行業上市公司歷史波動為基準,並就按公開可得資料計算的預期日後波動變動作出調整。預期股息乃按歷史股息計算。主觀假設的變化可能對公允值估計產生重大影響。

購股權乃根據服務條件授出。此條件於計算所獲得服務於授出日期的公允值時並無計算在內。授出購股權並無附帶市場條件。

本集團就有關由本集團授出購股權於本年度損益中確認總開支人民幣34,000元(2017年:人民幣880,000元)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 29. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

##### Share option schemes (continued)

##### (d) Share award scheme

The Company's share award scheme was adopted on 4 September 2015 for the purchase of rewarding directors and employees of the Company and its subsidiaries (the "eligible employees") with the shares of the Company. Pursuant to the share award scheme, existing shares of the Company will be purchased by the trustee from the market out of cash contributed by the Group and be held in trust for the eligible employees until such shares are vested with the eligible employees in accordance with the provisions of the share award scheme. The shares of the Company granted under the scheme and held by the trustee until vesting are referred to as the reward share units and each reward share unit shall represent one ordinary share of the Company.

During the year ended 31 December 2018, the trustee purchased 7,683,000 shares (2017: 20,186,500 shares) of the Company at a total cost (including related transaction costs) of approximately RMB8,787,000 (2017: RMB31,854,000) which had been deducted from equity, and 5,370,855 shares (2017: 4,501,798 shares) were awarded to eligible employees under the share award scheme, with aggregate fair value of approximately RMB8,226,000 (2017: RMB6,758,000) at award dates when they were vested, which was charged to profit or loss during the year ended 31 December 2018. At 31 December 2018, the trustee held 27,977,847 (2017: 25,665,702) shares of the Company purchased but not yet awarded under the share award scheme.

#### 29. 以權益結算並以股份為基礎交付的交易(續)

##### 購股權計劃(續)

##### (d) 股份獎勵計劃

本公司的股份獎勵計劃於2015年9月4日獲採納,以獎勵本公司及其附屬公司的董事及僱員(「合資格僱員」)本公司股份。根據股份獎勵計劃,受託人將以本公司提供的現金於市場上購入本公司現有股份,並以信託形式代合資格僱員持有,直至該等股份按股份獎勵計劃的條文歸屬予合資格僱員為止。根據計劃授出及由受託人持有直至歸屬之本公司股份稱為獎勵股份單位,而各獎勵股份單位應指本公司一股普通股。

截至2018年12月31日止年度,受託人已購買本公司7,683,000股股份(2017年:20,186,500股股份),總成本(包括相關交易成本)為人民幣8,787,000元(2017年:人民幣31,854,000元)已於權益中扣除。截至2018年12月31日止年度,根據股份獎勵計劃獎勵合資格僱員5,370,855股股份(2017年:4,501,798股股份),於授出日期歸屬之總公允價值約8,226,000港元(2017年:人民幣6,758,000元)已於截至2018年12月31日止年度之損益扣除。於2018年12月31日,根據股份獎勵計劃,受託人持有已購買但尚未授出之本公司27,977,847股股份(2017年:25,665,702股)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 30. FINANCIAL INSTRUMENTS BY CATEGORIES

### 30. 按類別劃分金融工具

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Financial asset at FVTPL	按公允值列入損益之 金融資產	559	-
Available-for-sale financial asset	可供出售金融資產	-	533
Trade and other receivables	貿易及其他應收款項	268,735	670,063
Pledged bank deposits	已抵押銀行存款	38,000	65,170
Cash and cash equivalents	現金及現金等價物	87,793	146,868
At amortised cost	按攤銷成本	394,528	882,101
<b>Financial liabilities</b>	<b>金融負債</b>		
Trade and other payables	貿易及其他應付款項	288,058	497,266
Bank and other borrowings	銀行及其他借貸	1,010,550	656,055
At amortised cost	按攤銷成本	1,298,608	1,153,321
Financial liabilities at FVTPL	按公允值列入損益之 金融負債	401,082	131,058
		<b>1,699,690</b>	<b>1,284,379</b>



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 30. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

### 30. 按類別劃分金融工具(續)

#### (a) Financial assets and liabilities measured at fair value

The disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets and liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

#### (a) 按公允值計量的金融資產及負債

所披露的公允值計量乃按以下公允值計量層級計算:

- 第一級估值: 僅以第一級輸入數據計量公允值, 即相同資產及負債於計量日期之活躍市場未經調整報價。
- 第二級估值: 以第二級輸入數據計量公允值, 即未能符合第一級規定之可觀察輸入數據, 以及不使用重大不可觀察輸入數據。不可觀察輸入數據即不可取得市場數據之輸入數據。
- 第三級估值: 以重大不可觀察輸入數據計量公允值。

	Fair value as at 31 December 2018 於2018年 12月31日之 公允值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2018, categorised into 於2018年12月31日之公允值計量, 劃分為		
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元

Financial assets	金融資產			
Financial asset at FVTPL	按公允值列入損益之金融資產	559	-	559
Financial liabilities	金融負債			
Financial liabilities at FVTPL	按公允值列入損益之金融負債	401,082	-	401,082
			-	559
				401,082

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 30. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

(a) Financial assets and liabilities measured at fair value (continued)

### 30. 按類別劃分金融工具(續)

(a) 按公允值計量的金融資產及負債(續)

		Fair value as at 31 December 2017 於2017年 12月31日之 公允值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2017, categorised into 於2017年12月31日之公允值計量, 劃分為		
			Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Financial assets	金融資產				
Available-for-sale financial asset	可供出售金融資產	533	-	533	-
Financial liabilities	金融負債				
Financial liabilities at FVTPL	按公允值列入損益的金融負債	131,058	-	-	131,058
			-	533	131,058

During the years ended 31 December 2018 and 2017, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3.

於截至2018年及2017年12月31日止年度, 並無於第一級及第二級之間轉撥, 或轉入或轉出第三級。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 30. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

### 30. 按類別劃分金融工具(續)

(b) Reconciliation of Level 3 fair value measurement of financial liabilities

(b) 採用第三級公允值計量的金融負債之對賬

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
At 1 January/13 June 2017	於1月1日/2017年6月13日	<b>131,058</b>	141,408
Issuing costs	發行成本	-	(1,247)
Increase in fair value	公允值增加		
– FVTPL	– 按公允值列入損益	<b>314,931</b>	(9,050)
Decrease in fair value due to increase in own credit risk	因自身信貸風險增加的公允值減少		
– FVTOCI	– 按公允值列入其他全面收益	<b>(24,821)</b>	-
Conversion of redeemable convertible preference shares	兌換可贖回可換股優先股	<b>(20,596)</b>	-
Exchange adjustment	匯兌調整	<b>510</b>	(53)
At 31 December	於12月31日	<b>401,082</b>	131,058

#### Valuation techniques and inputs in Level 3 fair value measurement

The fair values of the redeemable convertible preference shares are estimated as being the present value of future cash flows, discounted at interest rates based on the government yield curve as at the end of the reporting period plus an adequate constant credit spread, adjusted for the Company's credit risk.

#### 第三級公允值計量的估值方法及輸入值

可贖回可換股優先股的公允值按未來現金流量(採用根據報告期末的政府收益率曲線釐定的利率貼現)的現值估計,另加足夠的固定信貸息差,並視乎本公司的信貸風險加以調整。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 30. FINANCIAL INSTRUMENTS BY CATEGORIES (CONTINUED)

##### (c) Fair value of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost approximated their respective fair values at 31 December 2017 and 2018.

#### 31. CAPITAL, RESERVES AND DIVIDENDS

##### (a) Movements in components of equity

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

#### 30. 按類別劃分金融工具(續)

##### (c) 並非按公允值列賬的金融工具之公允值

於2017年及2018年12月31日,本集團按成本或攤銷成本列賬的金融工具之賬面值與其公允值並無顯著差異。

#### 31. 股本、儲備及股息

##### (a) 權益部分的變動

本集團的各部分綜合權益於年初至年末結餘間的對賬乃載於綜合權益變動表。本公司各權益部分於年初至年末的變動詳情載列如下:

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### 31. 股本、儲備及股息(續)

(a) Movements in components of equity (continued)

(a) 權益部分的變動(續)

The Company

本公司

		Share capital	Conversion option of redeemable convertible preference shares 可贖回可換股優先股	Share premium	Exchange reserve	Other reserve	Capital reserve	Accumulated losses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 31(c))	(note 32)	(note 31(d)(i))	(note 31(d)(ii))	(note 31(d)(v))	(note 31(d)(vi))		
		(附註31(c))	(附註32)	31(d)(i)	31(d)(ii)	31(d)(v)	31(d)(vi)		
<b>Balance at 1 January 2017</b>	<b>於2017年1月1日的結餘</b>	1	-	1,487,561	53,858	370,130	(2,426)	(1,043,766)	865,358
<b>Changes in equity for 2017: 2017年權益變動:</b>									
Profit for the year	年內溢利	-	-	-	-	-	-	84,972	84,972
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-
Exchange differences on translation	換算所產生的匯兌差額	-	-	-	(73,240)	-	-	-	(73,240)
<b>Total comprehensive income</b>	<b>全面收益總額</b>	-	-	-	(73,240)	-	-	84,972	11,732
Dividends paid	已付股息	-	-	-	-	(33,954)	-	-	(33,954)
Issues of shares upon exercise of share options (note 29(b))	因購股權獲行使而發行股份(附註29(b))	-	-	592	-	-	(226)	-	366
Equity-settled share-based transactions (note 7(b))	以權益結算並以股份為基礎的交易(附註7(b))	-	-	-	-	-	7,638	-	7,638
Purchase of shares for the share award scheme (note 29(d))	根據股份獎勵計劃購買股份(附註29(d))	-	-	-	-	-	(31,854)	-	(31,854)
Issue of redeemable convertible preference shares, net (note 32)	發行可贖回可換股優先股, 淨額(附註32)	-	329,714	-	-	-	-	-	329,714

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### 31. 股本、儲備及股息(續)

(a) Movements in components of equity (continued)

(a) 權益部分的變動(續)

The Company (continued)

本公司(續)

	Share capital	Conversion option of redeemable convertible preference shares	Share premium	Exchange reserve	Other reserve	Capital reserve	Accumulated losses	Total
	股本	之換股權	股份溢價	匯兌儲備	其他儲備	資本儲備	累計虧損	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	(note 31(c))	(note 32)	31(d)(i)	31(d)(ii)	31(d)(v)	31(d)(vi)		
	(附註31(c))	(附註32)	31(d)(i)	31(d)(ii)	31(d)(v)	31(d)(vi)		
Balance at 31 December 2017 and 1 January 2018 於2017年12月31日及2018年1月1日的結餘	1	329,714	1,488,153	(19,382)	336,176	(26,868)	(958,794)	1,149,000
<b>Changes in equity for 2018: 2018年權益變動:</b>								
Loss for the year 年內溢利	-	-	-	-	-	-	(854,020)	(854,020)
Other comprehensive income 其他全面收益	-	-	-	-	-	-	-	-
Fair value gain on financial liabilities at fair value due to increase in own credit risk 按公允價值列賬的金融負債因自身信貸風險增加產生的公允價值收益	-	-	-	-	-	-	24,821	24,821
Exchange differences on translation 換算所產生的匯兌差額	-	-	-	64,914	-	-	-	64,914
Total comprehensive income 全面收益總額	-	-	-	64,914	-	-	(829,199)	(764,285)
Dividends paid 已付股息	-	-	-	-	(56,709)	-	-	(56,709)
Equity-settled share-based transactions 以權益結算以股份為基礎的交易	-	-	-	-	-	8,260	-	8,260
Purchase of shares for the share award scheme 根據股份獎勵計劃購買股份	-	-	-	-	-	(8,787)	-	(8,787)
Issue of new shares upon conversion of redeemable convertible preference shares 因兌換可贖回可換股優先股而發行新股	-	(53,583)	74,179	-	-	-	-	20,596
Balance at 31 December 2018 於2018年12月31日的結餘	1	276,131	1,562,332	45,532	279,467	(27,395)	(1,787,993)	348,075



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### 31. 股本、儲備及股息(續)

#### (b) Dividend

No dividend (2017: HK3.5 cents) per ordinary and preference share after the end of the reporting period is proposed. The dividend proposed after the end of the reporting period has not been recognized as a liability at the end of the reporting period.

#### (b) 股息

於報告期末後並無建議派付每股普通股及優先股股息(2017年: 3.5港仙)。於報告期末後建議派付的股息尚未確認為報告期末的負債。

#### (c) Share capital

A summary of movements in the Company's issued share capital during the years ended 31 December 2018 and 2017 are as follows:

#### (c) 股本

截至2018年及2017年12月31日止年度本公司已發行股本變動概述如下:

		2018		2017	
		No of shares		No of shares	
		股份數目		股份數目	
		'000	RMB'000	'000	RMB'000
		千股	人民幣千元	千股	人民幣千元
<b>Ordinary shares, issued and fully paid:</b>	<b>普通股, 已發行及繳足:</b>				
At 1 January	於1月1日	1,558,577	1	1,558,248	1
Issue of ordinary shares upon conversion of redeemable convertible preference shares (note (ii))	因兌換可贖回可換股優先股而發行普通股 (附註(ii))	47,886	—	—	—
Issue of ordinary shares upon exercise of share options (note (iii))	因購股權獲行使而發行普通股 (附註(iii))	—	—	329	—
		1,606,463	1	1,558,577	1

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (c) Share capital (continued)

Notes:

- (i) The Company was incorporated on 1 March 2010 with an authorised share capital of US\$50,100 divided into 626,250,000,000 shares of US\$0.00000008 each and one share was issued at par upon incorporation.

On 5 June 2017, the authorised share capital of the Company was re-designated from US\$50,100 comprising 626,250,000,000 ordinary shares of US\$0.00000008 each into US\$50,100 comprising (i) 625,925,000,000 ordinary shares of par value of US\$0.00000008 each, and (ii) 325,000,000 redeemable convertible preference shares of par value of US\$0.00000008 each with the rights, privileges and restrictions of the redeemable convertible preference shares.

- (ii) During the year ended 31 December 2018, 47,886,000 redeemable convertible preference shares were converted into 47,886,000 ordinary shares, with approximately RMB74,179,000 was credited to share premium account and approximately RMB53,583,000 was debited to a capital reserve for conversion option of redeemable convertible preference shares.
- (iii) During the year ended 31 December 2017, share options to subscribe for 329,166 ordinary shares were exercised for cash proceeds of approximately RMB366,000, for which RMB0.2 was credited to share capital and approximately RMB592,000 was credited to the share premium account and approximately RMB226,000 was debited to capital reserve.

### 31. 股本、儲備及股息(續)

#### (c) 股本(續)

附註:

- (i) 本公司於2010年3月1日註冊, 法定股本為50,100美元, 分為626,250,000,000股每股面值0.00000008美元之股份, 並於註冊成立時按面值發行一股股份。

於2017年6月5日, 本公司法定股本從50,100美元(由626,250,000,000股每股面值0.00000008美元的普通股組成)重新界定為50,100美元(由(i) 625,925,000,000股每股面值0.00000008美元的普通股; 及(ii) 325,000,000股每股面值0.00000008美元的可贖回可換股優先股組成, 附帶可贖回可換股優先股的權利、特權及限制)。

- (ii) 截至2018年12月31日止年度, 47,886,000股可贖回可換股優先股轉換為47,886,000股普通股, 約人民幣74,179,000元計入股份溢價賬及約人民幣53,583,000元自資本儲備的可贖回可換股優先股之換股權扣除。

- (iii) 截至2017年12月31日止年度, 認購329,166股普通股之購股權已獲行使, 以取得現金所得款項約人民幣366,000元, 並已就該等購股權將人民幣0.2元計入股本, 而約人民幣592,000元計入股份溢價賬, 以及約人民幣226,000元乃於資本儲備中扣除。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### 31. 股本、儲備及股息(續)

##### (d) Nature and purpose of reserves

###### (i) Share premium

The share premium represents the difference between the nominal value of the shares of the Company and proceeds received from the issuance of shares of the Company. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

###### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of non-PRC entities. The reserve is dealt with in accordance with the accounting policy set out in note 2(z).

###### (iii) Statutory reserve

Pursuant to applicable PRC regulations, all PRC subsidiaries of the Group are required to appropriate 10% of their after-tax profit (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of the registered capital of each relevant PRC subsidiary. The transfer to the statutory reserve must be made before distribution of dividends to shareholders. The statutory reserve fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase the registered capital of the subsidiary.

##### (d) 儲備性質及用途

###### (i) 股份溢價

股份溢價指本公司股份面值與發行本公司股份收取的所得款項之間的差額。根據開曼群島公司法,本公司股份溢價賬可分派予本公司股東,惟於緊隨建議分派股息日期後,本公司須仍能償清日常業務過程中的到期債務。

###### (ii) 匯兌儲備

匯兌儲備包括所有換算非中國實體的財務報表所產生的外匯差額。該儲備乃根據附註2(z)載列的會計政策予以處理。

###### (iii) 法定儲備

根據適用中國法規,本集團全部中國附屬公司須按比例將稅後溢利(經抵銷過往年度虧損後)的10%計入法定儲備,直至相關儲備達致各相關中國附屬公司註冊資本的50%為止。轉撥須於向股東分派股息前計入法定儲備。法定儲備金於獲相關機構批准後可予動用,以抵銷累計虧損,或增加該附屬公司的註冊資本。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

##### (d) Nature and purpose of reserves (continued)

###### (iv) Merger reserve

The merger reserve represents the difference between the net assets of the subsidiaries acquired in 2005, which were under common control of the Controlling Shareholders, and the cash consideration paid.

###### (v) Other reserve

The Company's other reserve arose from the transfer of the entire equity interest in NT Group from NT Holdings to the Company and acquisition of non-controlling interests in Suzhou First Pharma.

The Group's other reserve arose from the capitalisation of the amount due to NT Holdings as a result of the reorganisation and represented the difference between the amount due to NT Holdings of RMB383,380,000 and the nominal value of the shares of the Company issued in exchange thereof.

#### 31. 股本、儲備及股息(續)

##### (d) 儲備性質及用途(續)

###### (iv) 合併儲備

合併儲備指2005年收購並由控股股東共同控制的附屬公司資產淨值與所付現金代價之間的差額。

###### (v) 其他儲備

本公司的其他儲備乃因NT Holdings將NT Group全部股權轉讓予本公司及收購蘇州第壹製藥非控股權益而產生。

本集團的其他儲備乃因將集團重組而應付予NT Holdings的款項資本化,即應付NT Holdings金額人民幣383,380,000元與就有關交換而發行的本公司股份的面值之間的差異。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### 31. 股本、儲備及股息(續)

##### (d) Nature and purpose of reserves (continued)

###### (vi) Capital reserve

The capital reserve represents capital contribution surplus of approximately RMB37,640,000 attributable to the Group, made by non-controlling interests of a subsidiary of the Company in 2015, the portion of the grant date fair value of unexercised share options to employees of the Group, that has been recognised in accordance with the accounting policy adopted for share-based payments as set out in note 2(s)(ii), and costs of the Company's shares purchased for the share award scheme (note 29(d)) less the fair value of share-based payments in respect of such shares awarded to the employees which were vested at award date and recognised in accordance with the accounting policy as set out in note 2(s)(iii).

###### (vii) Property revaluation reserve

Property revaluation reserve represented the difference between the carrying amount and the fair value of certain land and building at the date of transfer from leasehold land, property, plant and equipment to investment property.

##### (e) Distributability of reserves

At 31 December 2018, the aggregate amount of reserves available for distribution to the equity holders of the Company was RMB53,806,000 (2017: RMB865,535,000), being the net amount of share premium, other reserve and accumulated losses.

##### (d) 儲備性質及用途(續)

###### (vi) 資本儲備

資本儲備指2015年本公司一間附屬公司非控股權益的注資盈餘約人民幣37,640,000元(本集團應佔份額)、授予本集團僱員未行使購股權的授出日期公允值部分(已根據附註2(s)(ii)所載以股份為基礎的付款所採納會計政策予以確認)及本公司就股份獎勵計劃(附註29(d))購回股份的成本減去涉及已授予僱員並根據附註2(s)(iii)所載會計政策確認的股份(已於授出日期歸屬)的以股份為基礎的公允值。

###### (vii) 物業重估儲備

物業重估儲備指若干土地及樓宇之賬面值與自租賃土地、物業、廠房及設備轉至投資物業當日之公允值之差額。

##### (e) 可供分派儲備

於2018年12月31日,可供分派予本公司權益持有人的儲備總額為人民幣53,806,000元(2017年:人民幣865,535,000元),即股份溢價、其他儲備與累計虧損之淨額。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 31. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

#### (f) Capital management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital with reference to its debt-to-assets ratio. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there is adequate working capital to service its debt obligations. The Group's debt-to-assets ratio, being the Group's total interest-bearing borrowings over its total assets, at 31 December 2018 and 2017 was 63.4% and 28.5% respectively.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 31. 股本、儲備及股息(續)

#### (f) 資本管理

本集團管理資本的首要目標在於維護本集團持續經營能力, 根據風險程度對產品進行定價並按合理成本進行融資, 使本集團能向股東提供回報及向其他權益持有人提供利益。

本集團定期檢討及積極管理其資本架構, 以在獲得較高股東回報(可能伴隨較高借貸水平)與充裕資金狀況所帶來的裨益及保障之間取得平衡, 並就經濟環境的轉變對資本架構進行調整。

本集團參照債務對資產比率監控資本。本集團的策略是維持股權與債務之間的平衡, 並確保擁有償還債務的足夠營運資金。於2018年及2017年12月31日, 本集團的負債資產比率(即本集團的計息借貸總額除以總資產)分別為63.4%及28.5%。

本公司及其任何附屬公司概無須受限於外界施加的資本規定。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES

On 13 June 2017, the Company issued 294,659,500 non-voting redeemable convertible preference shares of HK\$1.83 each ("CPSs") with total gross proceeds of HK\$539,227,000 (equivalent to approximately RMB474,179,000). The costs of issuing these CPSs amounted to approximately HK\$5,000,000 (equivalent to approximately RMB4,304,000).

The CPS holders shall have no right to attend or vote at general meetings of the Company. Subject to compliance with applicable law and Articles of Association, so long as the Company has resolved to pay dividend, 30% of the audited profit of each financial year would be distributed to holders of CPSs and ordinary shares of the Company as dividends.

Each of the CPSs is convertible to one ordinary share of the Company at its face value of HK\$1.83 per CPS. Conversion of CPSs into ordinary shares of the Company can be made at any time after the issuance of the CPSs. The holders of CPSs shall be required to convert all but not part of the CPSs into ordinary shares of the Company provided that the audited profit is not less than RMB160 million, RMB250 million and RMB350 million for the years ended 31 December 2017, 2018 and 2019, respectively ("Compulsory Conversion"). As the Group incurred a loss for the year ended 31 December 2018, the criteria for Compulsory Conversion have become no longer applicable at 31 December 2018.

#### 32. 可贖回可換股優先股

於2017年6月13日, 本公司發行294,659,500股每股面值1.83港元的無表決權可贖回可換股優先股(「可換股優先股」), 所得款項總額為539,227,000港元(相等於約人民幣474,179,000元)。發行可換股優先股的成本約為5,000,000港元(相等於約人民幣4,304,000元)。

可換股優先股持有人無權出席本公司股東大會或於會上投票。在遵守適用法律及組織章程細則的規限下, 倘本公司決議派付股息, 則各財政年度30%的經審核溢利將分派予可換股優先股及本公司普通股持有人作為股息。

每股可換股優先股可按面值每股可換股優先股1.83港元轉換為本公司一股普通股。可換股優先股可於發行可換股優先股後隨時轉換為本公司普通股。倘截至2017年、2018年及2019年12月31日止年度的經審核溢利分別不少於人民幣160百萬元、人民幣250百萬元及人民幣350百萬元, 可換股優先股持有人須將(全部而非部分)可換股優先股轉換為本公司普通股(「強制轉換」)。由於本公司於截至2018年12月31日止年度錄得虧損, 強制轉換條件於2018年12月31日已不再適用。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

The Company may redeem (“Call Option”) and the holders of the CPSs shall have the rights to require the Company to redeem (“Put Option”) with cash for the outstanding CPSs which the conversion rights have not been exercised in whole or in part by giving 30 business days’ prior notice to the other party thereof on or after 36th month upon the placing completion date, with a redemption price calculated based on the annualised IRR 5% for the nominal value of the outstanding CPSs less the corresponding dividends for such CPSs by the Company. The earliest date of maturity of CPSs will be on 13 June 2020 when the CPS holders shall have the rights to exercise the Put Option.

The conversion options of the CPSs meet the fixed-to-fixed criteria, that is, will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company’s ordinary shares, and accordingly, the conversion options of the CPSs are classified as equity component and are not remeasured after initial recognition. At initial recognition, the equity component of the CPSs was separated from the fair value of liability component comprising the Company’s obligations under Put Option to redeem CPSs and/or obligations to pay dividends to CPS holders, which are designated and presented as “financial liabilities at fair value through profit or loss”. The equity component (i.e. conversion option) is presented in equity heading “Convertible preference shares”. The Call Option at the Company’s discretion is classified as a financial asset at fair value through profit or loss.

#### 32. 可贖回可換股優先股(續)

本公司可贖回(「認購期權」)而可換股優先股持有人有權在配售完成日期後第36個月或之後向對方發出30個營業日的事先通知,要求本公司以現金贖回(「認沽期權」)轉換權(全部或部分)尚未行使的未轉換可換股優先股。贖回價格按未轉換可換股優先股面值,採用5%的年化內部回報率計算,並減去本公司已付的可換股優先股的股息。可換股優先股持有人有權行使認沽期權時,可換股優先股的最早到期日將為2020年6月13日。

可換股優先股的換股權符合的以固定金額換取固定數量權益標準,即將以固定數量現金或其他金融資產交換固定數目的本公司普通股,因此,可換股優先股所附換股權歸類為權益部分,在初步確認後不再重新計量。初步確認時,可換股優先股的權益部分與負債部分之公允價值分離,負債部分包括本公司於認沽期權項下的贖回責任及/或支付股息的責任,指定及呈列入賬為「按公允價值列入損益的金融負債」。權益部分(即換股權)乃於「可換股優先股」項下之權益呈列。認購期權由本公司酌情決定分類為按公允價值列入損益之金融資產。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

At the issue date on 13 June 2017, the fair value of the equity component of approximately HK\$378,400,000 (equivalent to approximately RMB332,771,000) and the financial liabilities components (i.e. CPS holders' Put Option to call the Company to redeem and the Company's obligation to pay dividends), designated at fair value through profit or loss, of approximately HK\$160,900,000 (equivalent to approximately RMB141,408,000) and fair value of the financial assets under the Company's Call Option embedded in the CPSs at zero, and at 31 December 2017, the fair value of the financial liabilities under the Put Option amounted to approximately HK\$149,979,000 (equivalent to approximately RMB131,058,000) and the financial assets under the Company's Call Option at zero, respectively, were determined by JLL using the discounting cash flow approach (as for the straight debt component of the Put Option) and binomial pricing model.

At 31 December 2018, there were outstanding 246,773,000 (2017: 294,659,000) CPSs with a total face value amount of approximately HK\$451,596,000 (equivalent to RMB395,688,000) (2017: HK\$539,227,000 (equivalent to RMB450,745,000)).

During the year ended 31 December 2018, 47,886,000 (2017: Nil) redeemable convertible preference shares were converted into 47,886,000 (2017: Nil) ordinary shares.

#### 32. 可贖回可換股優先股(續)

於發行日期2017年6月13日, 權益部分的公允值約378,400,000港元(相等於約人民幣332,771,000元), 而指定為按公允值列入損益的金融負債部分(即可換股優先股持有人要求本公司贖回的認沽期權, 以及本公司支付股息的責任)約160,900,000港元(相等於約人民幣141,408,000元), 以及可換股優先股內含的本公司認購期權項下的金融資產公允值為零, 而於2017年12月31日, 認沽期權項下的金融負債以及本公司認購期權項下金融資產的公允值分別為約149,979,000港元(相等於約人民幣131,058,000元)及零, 由仲量聯行採用貼現現金流量法(就認沽期權的直接債務部分而言)和二項式定價模型釐定。

截至2018年12月31日, 246,773,000股(2017年: 294,659,000股)可換股優先股尚未轉換, 面值共計約451,596,000港元(相當於人民幣395,688,000元)(2017年: 539,227,000港元(相當於人民幣450,745,000元))。

截至2018年12月31日止年度, 47,886,000股(2017年: 無)可贖回可換股優先股轉換為47,886,000股(2017年: 無)普通股。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

The Group determined the fair value of the financial liabilities component (i.e. Put Option) and Call Option at 31 December 2018, when the Compulsory Conversion attached to CPSs was no longer applicable, amounted to approximately HK\$446,311,000 (equivalent to approximately RMB391,058,000) and Nil, respectively, based on the valuation performed by CBRE Limited on straight debt, using discounting cash flows approach (as for the straight debt component of the Put Option) and binomial model and discount rate of 9.73%, which represented the prevailing market rates of interest for a similar instrument with similar credit rating.

During the year ended 31 December 2018, fair value loss on the financial liabilities of approximately RMB304,907,000 (2017: gain of RMB9,050,000) is charged to profit or loss except for the portion attributable to increase in own credit risk of the Company of RMB24,821,000 (2017: Nil) is credited to other comprehensive income.

#### 32. 可贖回可換股優先股(續)

於2018年12月31日,當可換股優先股之強制換股權已不再適用時,本集團釐定金融負債部分(即認沽期權)及認購期權之公平值分別約為446,311,000港元(相當於約人民幣391,058,000元)及零元,基於世邦魏理仕有限公司分別按照純債務基礎,使用折現現金流量法(就認沽期權之純債務部份而言)及二項式模型進行估值,及按折現率9.73%(相當於信貸評級相若之類似工具當時之市場利率)計算。

截至2018年12月31日止年度,金融負債之公允值虧損約為人民幣304,907,000元(2017年:收益人民幣9,050,000元)於損益扣除,惟本公司自身信貸風險增加人民幣24,821,000元(2017年:無)應佔部分則計入其他全面收益。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

### 32. 可贖回可換股優先股(續)

Key valuation assumptions used to determine the fair value of CPSs are as follows:

釐定可換股優先股公允值時所用的主要估值假設如下：

		At 31 December 2018 於2018年 12月31日	At 31 December 2017 於2017年 12月31日	At 13 July 2017 於2017年 6月13日
- Closing price of the Company's ordinary shares	- 本公司普通股之收市價	<b>HK\$0.85</b> <b>0.85港元</b>	HK\$1.91 1.91港元	HK1.70 1.70港元
- Conversion price of each of the CPSs	- 每股可換股優先股的轉換價	<b>HK\$1.83</b> <b>1.83港元</b>	HK\$1.83 1.83港元	HK\$1.83 1.83港元
- Dividend payout ratio of the Company	- 本公司的派息率	<b>30%</b>	30%	30%
- Volatility of the Company's ordinary shares	- 本公司普通股的波幅	<b>35.84%</b>	42.87%	47.23%
- Dividend yield of the Company	- 本公司的股息率	<b>4.67%</b>	2.07%	0%
- Probability of Compulsory Conversion	- 強制轉換的可能性	<b>0%</b>	46.13%	37.51%
- Probability of exercising the Call Option to redeem the CPSs by the Company	- 本公司行使認購期權以贖回可換股優先股的可能性	<b>0%</b>	0%	0%
- Risk free rate with reference to the Hong Kong Sovereign curve yield of Hong Kong Government Bonds with maturity due in 2 to 3 years	- 無風險比率, 經參考2至3年到期的香港政府債券的香港主權債券孳息率	<b>2.01%</b>	1.33%	0.74%
- Discount rate (note below)	- 貼現率(下文附註)	<b>9.73%</b>	23.97%	26.43%

Note: The discount rate of 9.73% (2017: 23.97%) at 31 December 2018, reflected and comprised risk free rate 2.01% (2017: 1.33%), the credit risk 7.72% (2017: 2.61%), as based on Bloomberg for comparable companies with similar credit ratings plus liquidity risk nil (2017: 1.5%) and other specific risk premiums of nil (2017: 18.53%) for various factors, particularly the uncertainties relating to the Compulsory Conversion which existed in 2017 but were no longer applicable at 31 December 2018.

附註：於2018年12月31日，貼現率9.73% (2017年：23.97%) 反映及由無風險比率2.01% (2017年：1.33%)、信貸風險7.72% (2017年：2.61%) (根據彭博信用評級相近的可比較公司) 組成加上流動性風險比率為零 (2017年：1.5%) 及其特定風險溢價比率為零 (2017年：18.53%)，此乃因各種因素，尤其是於2017年因應強制兌換之不確定性於2018年12月31日已不再適用。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 32. REDEEMABLE CONVERTIBLE PREFERENCE SHARES (CONTINUED)

Movements of the two components of the CPSs during the year were set out below:

### 32. 可贖回可換股優先股(續)

可換股優先股兩個部分於年內之變動如下:

		Conversion option as equity component	Financial liabilities under Put Option at FVTPL	Financial assets under Call Option at FVTPL
			認沽期權項下 按公允值列入	認購期權項下 按公允值列入
		兌換權屬 權益部分	損益的 金融負債	損益的 金融資產
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
		(note 31(a))	(note 27)	
		(附註31(a))	(附註27)	
Proceeds from issue of CPSs on 13 June 2017	於2017年6月13日發行可換股 優先股之所得款項	332,771	141,408	-
Issuing costs	發行成本	(3,057)	(1,247)	-
Net proceeds	所得款項淨額	329,714	140,161	-
Decrease in fair value – FVTPL	公允值減少 – 按公允值列入損益	-	(9,050)	-
Exchange adjustments	匯兌調整	-	(53)	-
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年 1月1日	329,714	131,058	-
Increase in fair value – FVTPL	公允值增加 – 按公允值列入損益	-	304,907	-
Decrease in fair value due to increase in own credit risk	因自身信貸風險增加產生的 公允值減少	-	(24,821)	-
– FVTOCI	– 按公允值列入其他全面收益	-	(24,821)	-
Conversion into ordinary shares	兌換為普通股	(53,583)	(20,596)	-
Exchange adjustments	匯兌調整	-	510	-
At 31 December 2018	於2018年12月31日	276,131	391,058	-



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 33. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

##### (a) Credit risk

The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents and pledged bank deposits is limited because the counterparties are the major banks in the PRC with established credit ratings, for which the Group considers to have low credit risk. Given the high credit ratings of the banks, management does not expect any counterparties to fail to meet its obligations.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period 29% (2017: 23%) and 73% (2017: 79%) of the total trade receivables was due from the Group's largest customers and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 to 210 days from the date of billing. The Group does not obtain collateral from customers.

#### 33. 財務風險管理

本集團在日常業務過程中承受信貸、流動資金、利率及外匯風險。本集團承受該等風險及本集團管理該等風險的財務風險管理政策及所用慣例於下文載述。

##### (a) 信貸風險

本集團的信貸風險主要來自貿易應收賬款。本集團因現金及現金等價物以及已抵押銀行存款產生的信貸風險有限, 因對手方主要為中國境內擁有高信用評級的主要銀行, 本集團認為該等銀行的信貸風險較低。鑒於銀行的高信用評級, 管理層預期對手方不會發生無法履行義務的情況。

本集團的信貸風險敞口主要受客戶的個別特徵而非客戶經營所在行業影響, 故重大信貸集中風險主要發生在本集團對個別客戶的敞口過大時。於報告期末, 貿易應收賬款總額中分別有29% (2017年: 23%) 及73% (2017年: 79%) 來自本集團第一大客戶及前五大客戶。

本集團對要求提供超過特定金額賒銷的所有客戶進行個別信貸評估。評估針對客戶過往償還到期款項的記錄及現時的還款能力, 並考慮客戶的具體資料及客戶經營所在經濟環境的相關資料。貿易應收賬款於出票日期起計90至210日內到期應付。本集團並不持有客戶提供的抵押品。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 33. 財務風險管理(續)

#### (a) Credit risk (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables (based on invoice date) as at 31 December 2018:

		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net 淨值 RMB'000 人民幣千元
Within 3 months	三個月內	2.27%	96,737	2,194	94,543
More than 3 months but within 6 months	超過三個月 但於六個月內	12.21%	78,609	9,598	69,011
More than 6 months but within 1 year	超過六個月 但於一年內	65.21%	88,351	57,617	30,734
More than 1 year but within 2 years	超過一年 但於兩年內	84.03%	301,109	253,013	48,096
More than 2 years	超過兩年	100.00%	163,584	163,584	-
			728,390	486,006	242,384

Expected loss rates are based on actual loss over the past 3 years. These rates are adjusted to reflect differences between economics conditions during the period over which the historic data has been collected, current conditions and the Group's view of economics conditions over the expected lives of the receivables.

#### (a) 信貸風險(續)

本集團按相等於全期預期信貸虧損之金額計量貿易應收賬款虧損撥備, 有關金額乃使用撥備矩陣計算得出。由於本集團過往信貸虧損經驗並無顯示不同細分客戶群發生虧損的情況有顯著差異, 因此在根據逾期狀況計算虧損撥備時未進一步區分本集團不同的客戶群。

下表列示於2018年12月31日, 本集團貿易應收賬款(根據發票日期)的信貸風險敞口以及預期信貸虧損資料:

預期虧損率基於過往三年的實際虧損釐定並加以調整, 以反映收集過往數據期間經濟環境的差異、當前環境以及本集團對應收款項預計年期內經濟環境的觀點。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

##### Comparative information under HKAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment. At 31 December 2017, trade receivables of RMB618,457,000 was determined to be impaired. Impairment losses in respect of trade debtors and bills receivable was recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly.

As at 31 December 2017, the Group performed an individual credit evaluation on all vaccine debtors. These evaluations considered the debtor's background, financial strengths, repayment status during and after 2017, and other specific circumstances with the debtors. As a result of the evaluation exercise based on the information available and current circumstances at 31 December 2017, the Group recorded impairment provision of RMB566,332,000 against the gross receivables balance from customers of the vaccine business (which was discontinued in 2015) which were overdue for more than one year and brought forward from previous years. In respect of non-vaccine business related trade receivables, allowance for doubtful debts of RMB52,125,000 was recognised against the gross receivable balance of RMB704,231,000 as at 31 December 2017, resulting in a reversal of impairment of non-vaccine trade receivables of RMB1,550,000 for the year ended 31 December 2017.

### 33. 財務風險管理(續)

#### (a) 信貸風險(續)

##### 香港會計準則第39號項下的比較資料

於2018年1月1日之前, 僅在掌握客觀的減值憑證時方確認減值虧損。於2017年12月31日, 金額為人民幣618,457,000元的貿易應收賬款被認定為減值。貿易應收賬款及應收票據有關之減值虧損採用撥備賬記錄, 惟倘本集團確認該款項之可收回性甚微, 則直接從貿易應收賬款及應收票據撇銷減值虧損。

於2017年12月31日, 本集團對所有疫苗債務人進行個別信貸評估。此等評估考慮債務人背景、財政能力、2017年內及其後之還款狀況以及債務人其他個別情況。在經過按照於2017年12月31日現有資料及現時情況所作出之評估, 本集團就逾期一年以上的及結轉自過往年度的疫苗業務(已於2015年終止經營)客戶應收款項總餘額計提人民幣566,332,000元減值撥備。於2017年12月31日, 與非疫苗業務有關之貿易應收賬款呆壞賬撥備為人民幣52,125,000元, 並已從應收款項總餘額人民幣704,231,000元抵銷, 導致於截至2017年12月31日止年度之非疫苗貿易應收款項之減值撥回為人民幣1,550,000元。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

##### Comparative information under HKAS 39 (continued)

As at 31 December 2017, the Group's trade debtors and bills receivable of RMB618,457,000 were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowance for doubtful debts of RMB7,050,000 was recognised and charged to the consolidated income statement for the year ended 31 December 2017. The aging analysis of trade debtors that were not considered to be impaired at 31 December 2017 was as follows:

		2017 RMB'000 人民幣千元
Neither past due nor impaired	既無逾期亦未減值	190,372
Less than 3 months past due	逾期三個月內	49,935
More than 3 months but less than 6 months past due	逾期超過三個月但於六個月內	218,620
More than 6 months past due	逾期超過六個月	184,189
		452,744
		643,116

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

#### (a) 信貸風險(續)

##### 香港會計準則第39號項下的比較資料(續)

於2017年12月31日, 本集團之貿易應收賬款及應收票據人民幣618,457,000元乃個別釐定予以減值。該等個別減值之應收款項乃與有財務困難的客戶有關, 而經管理層評估, 預計只有部份應收款項可以收回。因此, 於截至2017年12月31日止年度確認特別呆賬撥備人民幣7,050,000元並計入綜合收益表。於2017年12月31日被視為並未減值的貿易應收賬款的賬齡分析如下:

既無逾期亦未減值的應收款項涉及近期並無違約記錄的眾多不同客戶。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

##### Comparative information under HKAS 39 (continued)

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believes that no impairment allowance was necessary in respect of these balances as there had been no significant change in their credit quality and the balances were still considered fully recoverable.

#### (b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed line of funding from major financial institutions to meet its liquidity requirements in the short and long term.

All non-interest bearing financial liabilities of the Group are carried at amounts not materially different from their contractual undiscounted cash flow as these financial liabilities are with maturities within one year or repayable on demand at the end of the reporting period. Bank and other borrowings are repayable within 1~2 years from the end of reporting period.

### 33. 財務風險管理(續)

#### (a) 信貸風險(續)

##### 香港會計準則第39號項下的比較資料(續)

已逾期但未減值的應收款項涉及大量在本集團擁有優異往績的獨立客戶。基於過往經驗, 管理層認為該等結餘無須計提減值撥備, 因其信貸質素並無顯著變化, 且結餘仍被視為可全數收回。

#### (b) 流動資金風險

流動資金風險乃本集團於到期時無法履行金融責任的風險。本集團的政策是定期監管其流動資金需求, 以及其遵守借貸契諾(如有)的情況, 以確保有足夠的現金儲備及從主要財務機構取得足夠的承諾信貸融資, 以應付短期和長期的流動資金需求。

由於本集團的所有免息金融負債於報告期末均於一年內或須於債權人提出時立刻償還, 故其呈列金額與其合約未貼現現金流量相近。銀行及其他借貸須於報告期末起計一至兩年內償還。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Liquidity risk (continued)

The following table sets out the remaining contractual maturities at the end of reporting period of the Group's bank loans and other borrowings, bank accepted bills, trade and other payables, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current prevailing rates at the end of reporting period) and the earliest date of the Group would be required to repay.

### 33. 財務風險管理(續)

#### (b) 流動資金風險(續)

下表列示本集團於報告期末根據合約未經貼現現金流量的銀行貸款及其他借貸、銀行承兌匯票、貿易及其他應付款項(包括按合約利率或(如屬浮息)根據報告期末現行利率計算的利息)餘下的合約到期詳情以及本集團將需要還款之最早日期。

		2018				
		Scheduled undiscounted cash outflow				
		預定未經貼現現金流出				
		More than 1 year but less than 2 years	More than 2 years but less than 3 years	Carrying amount as at 31 December		
		Within 1 year or on demand	1 year but less than 2 years	2 years but less than 3 years	Total	於12月31日 的賬面值
		一年內或 按 要求償還	一年以上 兩年以內	兩年以上 三年以內	總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank and other borrowings (note 26)	銀行及其他借貸 (附註26)	815,758	114,173	154,085	1,084,016	1,010,550
Contract liabilities (note 25)	合約負債(附註25)	12,871	-	-	12,871	12,871
Trade and other payables (note 25)	貿易及其他應付款項 (附註25)	287,761	-	-	287,761	287,761
Considerations payable	應付代價	10,772	-	-	10,772	10,772
Financial liabilities at fair value through profit or loss (note 27)	按公允價值列入損益的 金融負債(附註27)	10,024	391,058	-	401,082	401,082
<b>Total</b>	<b>總計</b>	<b>1,137,186</b>	<b>505,231</b>	<b>154,085</b>	<b>1,796,502</b>	<b>1,723,036</b>



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Liquidity risk (continued)

### 33. 財務風險管理(續)

#### (b) 流動資金風險(續)

		2017				
		Scheduled undiscounted cash outflow				
		預定未經貼現現金流出				
		More than	More than			Carrying
		1 year but	2 years but			amount
		1 year or	less than	less than		as at 31
		on demand	2 years	3 years	Total	December
		一年內或	一年以上	兩年以上		於12月31日
		按要求償還	兩年以內	三年以內	總額	的賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank and other borrowings (note 26)	銀行及其他借貸 (附註26)	690,703	59,451	117,185	867,339	656,055
Trade and other payables (excluding current portion of considerations payable (note 25))	貿易及其他應付款項 (不包括應付代價即期部份)(附註25)	286,127	-	-	286,127	286,127
Considerations payable	應付代價	223,712	-	-	223,712	223,712
Financial liabilities at fair value through profit or loss (note 27)	按公允價值列入損益之金融負債(附註27)	7,095	-	123,963	131,058	131,058
<b>Total</b>	<b>總計</b>	<b>1,207,637</b>	<b>59,451</b>	<b>241,148</b>	<b>1,508,236</b>	<b>1,296,952</b>

Management believes that the Group's current cash on hand, expected cash flows from operations and available standby credit facilities from financial institutions will be sufficient to meet the Group's working capital requirements and repay its borrowings and obligations in the near future when they become due.

管理層相信, 本集團現時手頭現金、預計來自經營業務的現金流、財務機構備用信貸融資將足夠本集團營運資金所需以及在不久將來到期時償還貸款及履行責任。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 33. 財務風險管理(續)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from bank deposits, bank and other borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's net interest bearing liabilities (being interest-bearing financial liabilities less pledged bank deposits and cash at banks) at the end of the reporting period:

#### (c) 利率風險

本集團利率風險主要來自銀行存款、銀行及其他借貸。浮息借貸令本集團承受現金流利率風險。本集團並無使用金融衍生工具對沖利率風險。管理層所監控的本集團利率概況載述下文。

#### (i) 利率概況

下表詳述本集團計息負債淨額(即計息金融負債減去已抵押銀行存款及銀行存款)於報告期末的利率概況詳情:

		2018		2017	
		Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元
<b>Fixed rate instruments:</b>	<b>定息工具:</b>				
Bank and other borrowings (note 26)	銀行及其他借貸 (附註26)	4.30% to 14.04%	738,816	4.30% to 5.22%	433,000
Less: Pledged bank deposits (note 23)	減: 已抵押銀行存款 (附註23)	0.35%	(38,000)	0.35%	(65,170)
			<b>700,816</b>		<b>367,830</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Interest rate risk (continued)

##### (i) Interest rate profile (continued)

### 33. 財務風險管理(續)

#### (c) 利率風險(續)

##### (i) 利率概況(續)

	2018		2017	
	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元	Effective interest rate 實際利率	Amount 金額 RMB'000 人民幣千元
<b>Variable rate instruments:</b> 浮息工具:				
Bank borrowings (note 26) 銀行借貸(附註26)	6.19%	271,734	2.16% to 2.76%	223,055
Less: Cash at banks (note 24) 減: 銀行存款(附註24)	0.01% to 0.35%	(87,793)	0.01% to 1.10%	(146,868)
		183,941		76,187
Total net interest-bearing borrowings 計息借貸總淨額		884,757		444,017

At 31 December 2018, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after taxation and increased/decreased in accumulated losses by approximately RMB1,380,000 (2017: decreased/increased profit after taxation and accumulated losses by RMB3,331,000).

於2018年12月31日, 如所有其他變量維持不變, 預期利率一般增加/減少100個基點, 本集團除稅後虧損將會增加/減少而累計虧損將會增加/減少約人民幣1,380,000元(2017年: 除稅後溢利及累計虧損將會減少/增加人民幣3,331,000元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Interest rate risk (continued)

##### (ii) Sensitivity analysis

The sensitivity analysis above indicates the annualised impact on the Group's interest expense that would arise assuming that the change in interest rates had occurred at the end of reporting period and had been applied to floating rate instruments which expose the Group to cash flow interest rate risk at that date. The analysis does not take into account exposure to fair value interest rate risk arising from fixed rate instruments as the Group does not hold any fixed rate instruments which are measured at fair value. This analysis has been performed on the same basis for 2017.

In addition, the financial liabilities at fair value through profit or loss, as disclosed in note 27 to the consolidated financial statements, are also subject to the interest rate risks. If the market interest rate increased by 1% point, with all other variables held constant, the Group's loss after taxation for the year would have been decreased by approximately RMB4,645,000 (2017: the Group's profit after taxation would have been increased by approximately RMB3,506,000).

If the market interest rate decreased by 1% point, with all other variables held constant, the Group's loss after taxation for the year would have been increased by approximately RMB4,761,000 (2017: the Group's profit after taxation would have been decreased by approximately RMB4,032,000).

### 33. 財務風險管理(續)

#### (c) 利率風險(續)

##### (ii) 敏感度分析

上述敏感度分析指出本集團利息開支所承受的年度影響。敏感度假設利率變動於報告期末已經發生, 並已應用於面臨現金流利率風險的計息工具。由於本集團並無持有任何按公允值計量的固定利率工具, 分析並未計及固定利率工具產生的公允值利率風險。此分析於2017年按相同基準進行。

此外, 如綜合財務報表附註27所披露, 按公平值計入損益的金融負債亦須承受利率風險。如果市場利率上升一個百分點, 所有其他變量保持不變, 則本集團本年度的稅後虧損將減少約人民幣4,645,000元(2017年: 本集團除稅後溢利將增加約人民幣3,506,000元)。

如果市場利率下降一個百分點, 所有其他變量保持不變, 則本集團本年度的稅後虧損將增加約人民幣4,761,000元(2017年: 本集團除稅後溢利將減少約人民幣4,032,000元)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a foreign currency i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("USD") and Hong Kong dollars ("HKD"). In addition, certain bank loans are also denominated in USD and HKD. At present, the Group has no hedging policy with respect to its foreign exchange exposure.

#### (i) Exposure to currency risk

The following table details the Group's and the Company's major exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of non-PRC group entities into the Group's presentation currency are excluded.

### 33. 財務風險管理(續)

#### (d) 外匯風險

本集團面臨的貨幣風險主要來自以外幣(即與交易相關的業務的功能貨幣以外的貨幣)計值的銷售及採購。引起風險的貨幣主要包括美元(「美元」)及港元(「港元」)。此外,若干銀行貸款亦以美元及港元計值。目前,本集團並無制定外匯風險對沖政策。

#### (i) 所承受的外匯風險

下表詳述由於已確認資產或負債的計值貨幣異於相關實體的功能貨幣而導致本集團及本公司於報告期末承受的主要外匯風險。為方便呈報,面臨風險金額按年末的即期匯率兌換為人民幣列示。不包括將非中國集團實體的財務報表轉換為本集團呈報貨幣導致的差異。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Currency risk (continued)

##### (i) Exposure to currency risk (continued)

### 33. 財務風險管理(續)

#### (d) 外匯風險(續)

##### (i) 所承受的外匯風險(續)

#### Exposure to foreign currencies

(expressed in Renminbi)

所面臨的外匯風險

(以人民幣列示)

	2018		2017	
	USD 美元 RMB'000 人民幣千元	HKD 港元 RMB'000 人民幣千元	USD 美元 RMB'000 人民幣千元	HKD 港元 RMB'000 人民幣千元
Trade and other receivables 貿易及其他應收款項	27,693	1,478	11,507	1,586
Cash at banks and in hand 銀行存款及現金	12,802	1,773	39,414	14,925
Trade and other payables 貿易及其他應付款項	(4,846)	(3,724)	(219,203)	(2,059)
Bank and other borrowings 銀行及其他借貸	(271,734)	-	(223,055)	-
	(236,085)	(473)	(391,337)	14,452

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 33. 財務風險管理(續)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit or loss after taxation and accumulated losses that would have arisen if foreign exchange rates to which the Group has significant exposure at the end of reporting period had changed at that date, assuming all other risk variables remained constant.

#### (d) 外匯風險(續)

##### (ii) 敏感度分析

在其他風險變量不變的情況下, 以下為本集團於報告期末有重大影響的外幣在發生匯率變動時對本集團的稅後溢利或虧損及累計虧損的即時影響。

		2018			2017		
		Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation 除稅後 溢利	(Decrease)/ increase in accumulated losses 累計虧損 (減少)/ 增加	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation 除稅後 溢利	(Decrease)/ increase in accumulated losses 累計虧損 (減少)/ 增加
		RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元	RMB'000 人民幣千元	
USD	美元	5% (5%)	(9,870) 9,870	9,870 (9,870)	5% (5%)	(16,339) 16,339	16,339 (16,339)
HKD	港元	5% (5%)	(20) 20	20 (20)	5% (5%)	603 (603)	(603) 603

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 33. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss after taxation measured in the respective functional currencies, translated into Renminbi at the exchange rates ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of non-PRC incorporated subsidiaries into the Group's presentation currency. The analysis has been performed on the same basis for 2017.

The Company has no material foreign currency risk exposure.

### 33. 財務風險管理(續)

#### (d) 外匯風險(續)

##### (ii) 敏感度分析(續)

上表呈列的分析結果為本集團各實體按各自功能貨幣計量的除稅後溢利或虧損,在為呈列而按報告期末的匯率換算為人民幣時,對有關除稅後溢利的整體即時影響。

敏感度分析假設已採用變動匯率重新計量本集團於報告期末日持有而導致本集團承受貨幣風險的金融工具。該分析不包括將海外註冊成立的附屬公司的財務報表換算為本集團呈報貨幣所產生的差額。該分析與2017年採用的分析基礎一致。

本公司並無任何重大外匯風險。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 34. COMMITMENTS

#### 34. 承擔

- (a) Capital commitments outstanding at 31 December 2018 not provided for in the consolidated financial statements were as follows:

- (a) 於2018年12月31日於綜合財務報表內並無撥備而未清償的資本承擔如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Contracted for but not provided for	已訂約但未撥備		
– property, plant and equipment	– 物業、廠房及設備	190	484
– investment in an associate (note 19(b))	– 於一間聯營公司之投資(附註19(b))	20,000	20,000
– intangible assets: computer software	– 無形資產: 計算機軟件	1,375	1,325
– intangible asset: Teriparatide	– 無形資產: 特立帕肽	154,422	–
		<b>175,987</b>	21,809

- (b) At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases payable as follows:

- (b) 於2018年12月31日, 本集團於不可解除經營租賃應付款項項下的未來最低租賃付款總額如下:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within 1 year	一年內	11,917	14,349
After 1 year but within 5 years	一年後但五年內	5,281	16,852
		<b>17,198</b>	31,201

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to four years. None of the leases includes contingent rentals.

本集團為根據經營租賃下租用多項物業的承租人。有關租賃一般初步為期一至四年。且並不包括或然租金。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 35. MATERIAL RELATED PARTY TRANSACTIONS

During the year ended 31 December 2018, expect those disclose elsewhere in the consolidated financial statements, transactions with the following parties were considered to be related party transactions in the normal ordinary course of business of the Group:

Name of related party	Relationship with the Group
Mr. Ng Tit and Ms. Chin Yu	Directors of the Company, beneficial holders of the Company's 37.81% equity interest
NT Holdings	Holding company of the Group prior to the Reorganisation

#### Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10 and certain of the highest paid employees as disclosed in note 11, is as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	21,668	22,664
Post-employment benefits	離職後福利	1,448	1,306
Equity-settled share-based payment expenses	以權益結算並以股份支付的報酬	6,812	6,459
		<b>29,928</b>	30,429

The above remuneration is included in "staff costs" (note 7(b)).

### 35. 主要關連方交易

截至2018年12月31日止年度, 除綜合財務報表其他部分所披露者外, 與以下各方的交易被視為於本集團正常一般業務過程中的關連方交易:

關連方 姓名/名稱	與本集團的關係
吳鐵先生與錢余女士	本公司董事, 本公司37.81%股權之實益持有人
NT Holdings	於重組前為本集團的控股公司

#### 主要管理人員薪酬

下表載列本集團主要管理人員的薪酬, 包括應付予本公司董事(披露於附註10)及若干最高薪酬人士(披露於附註11)的薪酬:

上述薪酬披露於「員工成本」(見附註7(b))。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

### 36. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION

### 36. 公司層面的財務狀況表

		Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	於附屬公司的權益	18	313,520	737,175
Prepayment for acquisition of an intangible asset	收購一項無形資產之預付款項		17,191	-
			330,711	737,175
<b>Current assets</b>	<b>流動資產</b>			
Amount due from subsidiaries	應收附屬公司款項		411,053	539,277
Other receivables	其他應收款項		1,422	1,575
Cash at banks and in hand	銀行存款及現金		528	6,109
			413,003	546,961
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用		2,207	1,813
Amounts due to subsidiaries	應付附屬公司款項		2,374	2,265
Redeemable convertible preference share – liability portion	可贖回可換股優先股 – 負債部分		-	7,095
			4,581	11,173
<b>Net current assets</b>	<b>流動淨資產</b>		408,422	535,788
<b>Total assets</b>	<b>總資產</b>		743,714	1,284,136
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		739,133	1,272,963
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Financial liabilities at fair value through profit or loss	按公允值列入損益之金融負債		391,058	123,963
<b>NET ASSETS</b>	<b>淨資產</b>		348,075	1,149,000
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	31		
Share capital	股本		1	1
Reserves	儲備		348,074	1,148,999
<b>TOTAL EQUITY</b>	<b>權益總額</b>		348,075	1,149,000

Approved and authorised for issue by the board of the Company on 29 March 2019 and signed on its behalf by

經本公司董事會於2019年3月29日批准及授權發佈, 並由下列人士代表簽署:

**Ng Tit**  
吳鐵

Chairman and Chief Executive Officer  
主席兼行政總裁

**Chin Yu**  
錢余

Director  
董事

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 37. NON-ADJUSTING EVENT AFTER THE REPORTING PERIOD

On 25 January 2019, the Company, a placing agent and a guarantor, being independent third parties, entered into a placing agreement, under which the Company will issue bonds with an aggregate principal amounting to HK\$100 million for a period of twelve months commencing from the date of the placing agreement.

#### 38. COMPARATIVE FIGURES

The Group has initially adopted HKFRS 9 and HKFRS 15 on 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2(c).

#### 37. 報告期後非調整事項

於2019年1月25日, 本公司與配售代理及擔保人(為獨立第三方)訂立配售協議, 據此, 本公司將於自配售協議日期起十二個月內發行本金總額為100百萬港元之債券。

#### 38. 比較數字

本集團已於2018年1月1日初步採用香港財務報告準則第9號及香港財務報告準則第15號。根據所選的過渡性方法, 比較資料並未重列。會計政策的變動詳情披露於附註2(c)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments and new standards which are not yet effective for the year ended 31 December 2018, and which have not been adopted in these financial statements.

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKAS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Materials <sup>2</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Annual Improvements to HKFRSs 2015-2017 cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 <sup>1</sup>

#### 39. 截至2018年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響

直至此等財務報表發佈之日, 香港會計師公會已頒佈以下修訂及新準則, 但於截至2018年12月31日止年度尚未生效且尚未於此等財務報表內採納。

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 <sup>2</sup>
香港財務報告準則第3號之修訂	業務的定義 <sup>2</sup>
香港財務報告準則第9號之修訂	具有負補償的提前還款特徵 <sup>1</sup>
香港會計準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>4</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 <sup>2</sup>
香港會計準則第19號之修訂	計劃修訂、削減或結算 <sup>1</sup>
香港會計準則第28號之修訂	於聯營公司及合營企業的長期權益 <sup>1</sup>
2015年至2017年週期香港財務報告準則年度改善	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂 <sup>1</sup>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

### 39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> Effective for annual periods beginning on or after a date to be determined

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below.

#### HKFRS 16 Leases

As disclosed in note 2(k), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

### 39. 截至2018年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)

- <sup>1</sup> 於2019年1月1日或之後開始的年度期間生效
- <sup>2</sup> 於2020年1月1日或之後開始的年度期間生效
- <sup>3</sup> 於2021年1月1日或之後開始的年度期間生效
- <sup>4</sup> 於尚待釐定的日期或之後開始的年度期間生效

本集團正在評估該等修訂、新準則及詮釋於首次應用期間的預期影響。迄今為止,本集團已識別香港財務報告準則第16號的若干方面可能對綜合財務報表產生重大影響。有關預期影響的進一步詳情於下文論述。

#### 香港財務報告準則第16號租賃

誠如附註2(k)所披露,目前本集團分類租賃至融資租賃及經營租賃,並計入不同的租賃安排(取決於租賃的分類)。本集團以出租人及承租人身份訂立若干租賃。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### **39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)**

##### HKFRS 16 Leases (continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease terms.

#### **39. 截至2018年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)**

##### 香港財務報告準則第16號租賃(續)

預期香港財務報告準則第16號將不會大幅影響出租人根據租賃將彼等權利及義務入賬的方式。然而,一旦採納香港財務報告準則第16號,承租人將不再區分融資租賃及經營租賃。相反,受實際權益方法的規限,承租人將以類似方式將所有租約入賬列作現有融資租賃會計處理方法,即於該租賃開始日期,承租人將按最低日後租賃款項的現值確認及計量租賃負債,及將確認相應的「使用權」資產。於初步確認該資產及負債後,承租人將確認租賃負債未償還結餘所產生的利息開支及使用權資產折舊,而非於租期內按系統基準確認根據經營租約所產生的租賃開支的現有政策。作為一種實用的權宜之計,承租人可選擇不將此會計模式應用於短期租賃(即租賃期為12個月或更短)及低價值資產租賃,在此情況下,租賃開支將繼續在租賃期內有系統地確認。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度(除另有指明外,以人民幣列示)

#### **39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)**

##### HKFRS 16 Leases (continued)

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

#### **39. 截至2018年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)**

##### 香港財務報告準則第16號租賃(續)

香港財務報告準則第16號將主要影響本集團的物業、機器及設備(現時分類為經營租賃)。預期應用新會計模式將導致資產及負債均有所增加,及影響租賃期間於損益表確認開支的時間。

香港財務報告準則第16號於2019年1月1日或之後開始的年度期間有效。出於香港財務報告準則第16號所容許,本集團計劃採用切實的權宜方法讓現有租賃或包含租賃的安排之過往評估繼續適用。因此,本集團將僅對香港財務報告準則第16號首次應用日期或之後訂立的合約應用租賃的新定義。此外,本集團計劃選擇權宜方法,不將新會計模式應用於短期租賃及低價值資產租賃。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2018 (Expressed in Renminbi unless otherwise indicated) 截至2018年12月31日止年度 (除另有指明外, 以人民幣列示)

#### **39. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)**

##### HKFRS 16 Leases (continued)

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity on 1 January 2019 and will not restate the comparative information. As disclosed in note 34(b), at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB17,198,000 for properties, which is payable within 4 years after the reporting date. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial recognition of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have an impact on the Group's financial statements from 2019 onwards.

#### **39. 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)**

##### 香港財務報告準則第16號租賃(續)

本集團計劃採用追溯修正法應用香港財務報告準則第16號, 將初步應用的累計影響確認為對2019年1月1日期初權益結餘的調整, 而不重列比較資料。誠如附註34(b)所披露, 於2018年12月31日, 本集團根據不可撤銷經營租賃應付物業的未來最低租賃付款為人民幣17,198,000元, 須於報告日期後四年內支付。初步評估表明, 該等安排將符合租賃的定義。於初步採用香港財務報告準則第16號後, 除非所有該等租賃後符合低價值或短期租賃, 否則本集團將就全部該等租賃確認使用權資產及相應負債。

除就租賃負債及使用權資產進行確認外, 本集團預計於首次應用香港財務報告準則第16號所作的過渡調整將不重大。然而, 上述會計政策的預期變動可能對本集團自2019年起的財務報表產生重大影響。

