PASHUN GROUP

Pa Shun International Holdings Limited
百信國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 574

2018
Annual Report

CONTENTS

CORPORATE INFORMATION

EXECUTIVE DIRECTORS
Mr. Chen Yenfei
(Chairman and Chief Executive Officer)
Mr. Shen Shun
Mr. Zhou Jian *(retired on 28 June 2018)*
Mr. Chen Rongxin *(appointed on 1 August 2018, resigned on 7 August 2018 and re-appointed on 5 September 2018)*

NON-EXECUTIVE DIRECTOR
Mr. Zhang Xiongfeng
Mr. Mashiro Honma
(resigned on 6 February 2018)

INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. Liu Liangzhong
Mr. Wong Tak Shing
Mr. Min Feng *(resigned on 14 September 2018)*
Mr. Lu Yongchao *(appointed on 1 August 2018, resigned on 7 August 2018 and re-appointed on 14 September 2018)*

AUTHORISED REPRESENTATIVES
Mr. Chen Yenfei
Mr. Shen Shun *(appointed on 7 August 2018)*
Mr. Pang Peter Chun Ming
(resigned on 1 August 2018)
Mr. Chen Rongxin *(appointed on 1 August 2018 and resigned on 7 August 2018)*

JOINT COMPANY SECRETARIES
Mr. Tsoi Yuen Hoi *HKICPA, ACCA*
Mr. Pang Peter Chun Ming *CPA (California Board of Accountancy), CFA*
(resigned on 1 August 2018)

AUDIT COMMITTEE
Mr. Liu Liangzhong *(Chairman)*
Mr. Lu Yongchao
(appointed on 14 September 2018)
Mr. Wong Tak Shing
Mr. Min Feng *(resigned on 14 September 2018)*

REMUNERATION COMMITTEE
Mr. Liu Liangzhong *(Chairman)*
Mr. Chen Yenfei
Mr. Wong Tak Shing

NOMINATION COMMITTEE
Mr. Chen Yenfei *(Chairman)*
Mr. Liu Liangzhong
Mr. Min Feng *(resigned on 14 September 2018)*
Mr. Lu Yongchao
(appointed on 14 September 2018)

CORPORATE GOVERNANCE COMMITTEE
Mr. Chen Yenfei *(Chairman)*
Mr. Min Feng *(resigned on 14 September 2018)*
Mr. Lu Yongchao
(appointed on 14 September 2018)
Mr. Zhou Jian *(retired on 28 June 2018)*
Mr. Liu Liangzhong *(appointed on 28 June 2018)*

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Room 1803, 18/F, Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC
No. 608-616, Building 28
Longfor North Paradise Walk 2
229 Wufuqiao East Road
Jinniu District
Chengdu, Sichuan Province
PRC

CORPORATE INFORMATION

AUDITORS
CCTH CPA Limited
Certified Public Accountants
Unit 5-6, 7/F, Greenfield Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui, Kowloon
Hong Kong

STOCK CODE
00574

COMPANY'S WEBSITE
www.pashun.com.cn

PRINCIPAL BANK
Bank of Communications Co., Ltd.

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

FINANCIAL HIGHLIGHTS

A summary of the main financial data of Pa Shun International Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2018 with comparative figures for the year ended 31 December 2017 is set out below:

	For the year ended 31 December		
	2018	2017	
	RMB'000	RMB'000	Change (%)
Revenue	**821,142**	869,891	(5.6)
Gross profit	**60,286**	89,416	(32.6)
(Loss)/profit for the year	**(63,408)**	10,177	(723.1)
(Loss)/profit attributable to equity shareholders of the Company	**(59,409)**	10,177	(683.8)
Basic (loss)/earnings per share – RMB cent(s)	**(5.32)**	1.01	(626.7)
Diluted (loss)/earnings per share – RMB cent(s)	**N/A**	N/A	N/A

The board (the "Board") of directors (the "Directors") of the Company does not recommend the payment of any final dividend for the year ended 31 December 2018.

FINANCIAL SUMMARY

	2014 RMB'000	2015 RMB'000	2016 RMB'000	2017 RMB'000	**2018** **RMB'000**
Revenue	847,193	867,963	860,574	869,891	**821,142**
Profit/(loss) before tax	71,869	113,006	28,441	19,502	**(48,047)**
Income tax expense	(25,740)	(28,120)	(20,766)	(9,325)	**(15,361)**
Profit/(loss) for the year	46,129	84,886	7,675	10,177	**(63,408)**
Earnings/(loss) per share (RMB cent(s))					
Basic	8.7	11.31	0.77	1.01	**(5.32)**
Diluted	8.7	5.74	0.76	N/A	**N/A**
Assets and liabilities					
Non-current assets	138,811	192,582	245,821	315,249	**290,437**
Current assets	575,181	708,714	854,666	831,999	**838,674**
Current liabilities	(468,601)	(152,155)	(218,441)	(295,867)	**(157,805)**
Net current assets	106,580	556,559	636,225	536,132	**680,869**
Total assets less current liabilities	245,391	749,141	882,046	851,381	**971,306**
Non-current liabilities	(64,111)	(26,471)	(157,278)	(102,116)	**(114,833)**
Net assets	181,280	722,670	724,768	749,265	**856,473**
Capital and reserves					
Share capital	1	801	801	856	**1,116**
Reserves	180,218	724,179	723,967	748,409	**869,580**
Non-controlling interests	1,061	(2,310)	–	–	**(14,223)**
Total equity	181,280	722,670	724,768	749,265	**856,473**

CHAIRMAN'S STATEMENT

On behalf of the Board, I hereby present the audited annual results of the Group for the year ended 31 December 2018.

BUSINESS REVIEW

The Group maintained the business on the pharmaceutical distribution, self-operated retail pharmacies and pharmaceutical manufacturing businesses in the People's Republic of China ("PRC" or "China") during the year ended 31 December 2018.

In 2018, the Group's revenue generated by the pharmaceutical distribution segment amounted to approximately RMB754.5 million, representing a decrease of approximately 5% as compared with approximately RMB794.1 million for 2017. Such decrease was primarily due to the implementation of the Two-Invoice System, which only allowed a single level of distributors for the sale of pharmaceutical products from drug manufacturers to medical institutions, had caused vigorous competition and deteriorated the gross margin of the entire segment.

For the year ended 31 December 2018, the Group's revenue from the self-operated retail pharmacies segment amounted to approximately RMB3.9 million, representing an increase of approximately 616.2% from approximately RMB542,000 for the year ended 31 December 2017. The Group will continue to seek mergers and acquisition opportunities in respect of established retail pharmacy chains in order to revitalize the business segment.

For the year ended 31 December 2018, the Group's revenue from the pharmaceutical manufacturing segment amounted to approximately RMB62.8 million, representing a decrease of approximately 16.6% from approximately RMB75.2 million for the year ended 31 December 2017. Such decrease was mainly attributable to the sluggish market for traditional embrocation products.

OUTLOOK

Against the backdrop of stable economic growth and pharmaceutical industry reform in China, the Group will continue to leverage on its solid foundation in Southwest China and make good use of its existing resources and networks to capture the opportunities to expand to other business through various business development strategies, including but not limited to the construction of international logistics centers to improve the operational efficiency of the distribution business of the Group. On 19 March 2019, the Company acquired the entire issued share capital of Bisan Parkwell Consultants Limited ("Bisan Parkwell"), which holds 49% of the legal and beneficial interest in the issued share capital of a company incorporated in Malaysia, the principal assets of which comprise 48 units located in the building called "The Apple" located in Melaka, Malaysia, which is a multi-storey building. The Board considers that this acquisition represents a good investment opportunity for the Group to explore and invest in the Malaysia property market. The Company currently intends to hold the properties for investment purpose to generate rental income for the Group and will engage a local professional property manager to manage the properties and the leasing business upon the completion of construction of the properties.

Last but not least, I take this opportunity to express my gratitude to all our investors and employees for their support to the Group.

Chen Yenfei
Chairman
Hong Kong, 29 March 2019

MANAGEMENT DISCUSSION AND ANALYSIS

The Group continued to focus on the pharmaceutical distribution and pharmaceutical manufacturing businesses in the PRC in 2018. For the self-operated retail pharmacies business, the Group continued to seek mergers and acquisitions opportunities in respect of established retail pharmacy chains in order to revitalize the business segment.

REVENUE

For the year ended 31 December 2018, the Group recorded a total revenue of approximately RMB821.1 million, representing a decrease of approximately 5.6% from approximately RMB869.9 million for the year ended 31 December 2017. This decrease was primarily due to the drop in revenue from the Group's pharmaceutical distribution to franchise retail pharmacy chain stores, hospital and other medical institutions and pharmaceutical manufacturing due to the keen competition resulting from the implementation of the Two-Invoice System, which required the maintenance work to be performed by the manufacturer. The Two-Invoice System allows a maximum of two tax-valid invoices to be issued during the distribution process from a manufacturer to the final customers, of which one invoice is issued by the manufacturer to its distributor, and another invoice is issued by the distributor to the final customer.

COST OF SALES, GROSS PROFIT AND GROSS MARGIN

The Group's cost of sales decreased by approximately 2.5% from approximately RMB780.5 million for the year ended 31 December 2017 to approximately RMB760.9 million for the year ended 31 December 2018. This decrease was primarily due to decrease in sales for the Group's pharmaceutical distribution and pharmaceutical manufacturing segments.

The Group's gross profit decreased by approximately 32.6% from approximately RMB89.4 million for the year ended 31 December 2017 to approximately RMB60.3 million for the year ended 31 December 2018. The Group's gross margin decreased from approximately 10.3% for the year ended 31 December 2017 to approximately 7.3% for the year ended 31 December 2018. Such decrease is primarily attributable to the vigorous competition and limitation of the pricing strategy of pharmaceutical distribution to wholesalers and franchise retail pharmacy chain stores with the in-depth implementation of the Two-Invoice System.

SELLING AND DISTRIBUTION EXPENSES

The Group's selling and distribution expenses increased by approximately 6.9% from approximately RMB14.2 million for the year ended 31 December 2017 to approximately RMB15.1 million for the year ended 31 December 2018. This increase was primarily due to the increase in staff costs and advertising expenses as a result of the coverage of broader sales areas by the Group in 2018.

GENERAL AND ADMINISTRATIVE EXPENSES

The Group's general and administrative expenses increased by approximately 36.3% from approximately RMB40.6 million for the year ended 31 December 2017 to approximately RMB55.3 million for the year ended 31 December 2018. This increase was primarily due to the payment of consultancy fee for advisory on business development in 2018 and recognition of the equity-settled share-based payments in the year ended 31 December 2018 as a result of the grant of share options by the Company to subscribe for an aggregate of 100,000,000 shares of the Company on 7 September 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

OTHER INCOME AND GAINS

Other income and gains increases by approximately 10.8% from approximately RMB17.3 million for the year ended 31 December 2017 to approximately RMB19.2 million for the year ended 31 December 2018. The other income and gains during the year ended 31 December 2018 mainly comprised the franchise fee of approximately RMB7.4 million. The increase of other income and gains was primarily due to gain on redemption of convertible bonds of approximately RMB$7.5 million in 2018, which is offset by the decrease in franchise income and net foreign exchange gains in 2018.

OTHER NET LOSS

Other net loss increased by approximately 153.7% from approximately RMB16.8 million for the year ended 31 December 2017 to approximately RMB42.7 million for the year ended 31 December 2018. The increase was mainly due to the loss on issue of convertible bonds of approximately RMB42.0 million and the impairment loss on trade receivables of approximately RMB10.0 million recognised in 2018, offset by the reversal of impairment loss on deposits for acquisition of property, plant and equipment and other receivables of approximately RMB10.0 million and approximately RMB10.1 million respectively for the year ended 31 December 2018.

FINANCE COSTS

Finance costs amounted to approximately RMB15.7 million for the year ended 31 December 2018, which had no material change as compared with that of approximately RMB15.7 million for the year ended 31 December 2017.

(LOSS)/PROFIT BEFORE TAX

(Loss)/profit before tax decreased by approximately 346.4% from approximately RMB19.5 million for the year ended 31 December 2017 to approximately RMB48.0 million for the year ended 31 December 2018. This decrease was primarily due to the deteriorated operating performance of the Group and the recognition of equity-settled share-based payments and the loss on issue of convertible bonds in 2018.

INCOME TAX EXPENSE

Income tax expense increased by approximately 64.7% from approximately RMB9.3 million for the year ended 31 December 2017 to approximately RMB15.4 million for the year ended 31 December 2018. This increase was primarily due to higher profit generated from certain companies engaged in the pharmaceutical distribution in 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

(LOSS)/PROFIT FOR THE YEAR AND NET (LOSS)/PROFIT MARGIN

As a result of the foregoing, the Group's (loss)/profit for the year decreased by approximately 723.1% from profit of approximately RMB10.2 million for the year ended 31 December 2017 to loss of approximately RMB63.4 million for the year ended 31 December 2018. The Group's net (loss) profit margin decreased from profit margin of 1.2% for the year ended 31 December 2017 to loss margin of 7.7% for the year ended 31 December 2018.

Excluding the equity-settled share-based payments, the loss on disposal of a subsidiary, the gain on redemption of convertible bonds and the loss on issue of convertible bonds, the adjusted loss for the year ended 31 December 2018 was approximately RMB16.5 million representing a decrease of approximately 262.3% from the adjusted profit of approximately RMB10.2 million for the year ended 31 December 2017.

BUSINESS REVIEW

In 2018, the Group's revenue generated by the pharmaceutical distribution segment amounted to approximately RMB754.5 million, representing a decrease of approximately 5% as compared with approximately RMB794.1 million for 2017. Such decrease was primarily due to the implementation of the Two-Invoice System, which only allowed a single level of distributors for the sale of pharmaceutical products from drug manufacturers to medical institutions, had caused vigorous competition and deteriorated the gross margin of the entire segment.

For the year ended 31 December 2018, the Group's revenue from the self-operated retail pharmacies segment amounted to approximately RMB3.9 million, representing an increase of approximately 616.2% from approximately RMB542,000 for the year ended 31 December 2017. The Group will continue to seek mergers and acquisition opportunities in respect of established retail pharmacy chains in order to revitalize the business segment.

For the year ended 31 December 2018, the Group's revenue from the pharmaceutical manufacturing segment amounted to approximately RMB62.8 million, representing a decrease of approximately 16.6% from approximately RMB75.2 million for the year ended 31 December 2017. Such decrease was mainly attributable to the sluggish market for traditional embrocation products.

OUTLOOK

Against the backdrop of stable economic growth and pharmaceutical industry reform in China, the Group will continue to leverage on its solid foundation in Southwest China and make good use of its existing resources and networks to capture the opportunities to expand to other business through various business development strategies, including but not limited to the construction of international logistics centers to improve the operational efficiency of the distribution business of the Group. On 19 March 2019, the Company acquired the entire issued share capital of Bisan Parkwell, which holds 49% of the legal and beneficial interest in the issued share capital of a company incorporated in Malaysia, the principal assets of which comprise 48 units located in the building called "The Apple" located in Melaka, Malaysia, which is a multi-storey building. The Board considers that this acquisition represents a good investment opportunity for the Group to explore and invest in the Malaysia property market. The Company currently intends to hold the properties for investment purpose to generate rental income for the Group and will engage a local professional property manager to manage the properties and the leasing business upon the completion of construction of the properties.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

The Group had total cash and cash equivalents of approximately RMB48.8 million as at 31 December 2018 as compared with approximately RMB35.0 million as at 31 December 2017.

The Group recorded net current assets of approximately RMB680.9 million and approximately RMB536.1 million as at 31 December 2018 and 31 December 2017 respectively. The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was 5.31 as at 31 December 2018, as compared with 2.81 as at 31 December 2017.

The Group's gearing ratio is represented by net debts divided by total equity plus net debts. The Group's net debts include bank and other borrowings, corporate bond payables and convertible bonds, less cash and cash equivalents and pledged bank deposits. As at 31 December 2018, the Group's gearing ratio was 3.7% (31 December 2017: 14.3%).

As at 31 December 2018, the total amount of bank loans was approximately RMB35.8 million, as compared with approximately RMB26.0 million as at 31 December 2017.

As at 31 December 2018, the total number of issued ordinary shares of the Company was 1,357,874,000 shares (31 December 2017: 1,064,564,000 shares) ("Shares"). In each of 2016 and 2018, the Company has granted to certain eligible persons share options ("Options") to subscribe for an aggregate of 100,000,000 Shares under the share option scheme adopted by the Company by ordinary resolution of all shareholders of the Company passed on 26 May 2015. As at 31 December 2018, 175,690,000 share options remained outstanding. Please refer to the announcements of the Company dated 8 July 2016 and 7 September 2018 for details of the grant of the Options.

On 15 December 2016, the Company entered into a convertible bonds subscription agreement ("Subscription Agreement") with, among others, Chance Talent Management Limited ("Purchaser"), pursuant to which, on 29 December 2016, the Company has issued to the Purchaser (a) the 4% secured guaranteed convertible bonds in the principal amount of HK$72,000,000 which entitle the holders thereof to convert the outstanding principal amount of such bonds into Shares at the initial conversion price of HK$0.6 per Share ("Series 1 CB"); and (b) the 4% secured guaranteed convertible bonds in the principal amount of HK$48,000,000 which entitle the holders thereof to convert the outstanding principal amount of such bonds into Shares at the initial conversion price of HK$1.2 per Share ("Series 2 CB", collectively with Series 1 CB as the "Convertible Bonds"). On 20 July 2017, the Company executed the supplemental deed ("Supplemental Deed") with, among others, the Purchaser, pursuant to which the parties have conditionally agreed to enter into the supplemental bond instruments of each of the Convertible Bonds ("Supplemental Bond Instruments"), to amend certain terms and conditions of the Convertible Bonds. On 29 May 2018, the Company further executed an additional supplemental deed ("Second Supplemental Deed") with, among others, the Purchaser, pursuant to which the parties have conditionally agreed to further amend certain terms of the Subscription Agreement and enter into additional supplemental bond instruments of each of the Convertible Bonds ("Second Supplemental Bond Instruments"), to further amend certain terms and conditions and obtain waiver to certain covenants of the Convertible Bonds. Please refer to the section headed "Issue of the Convertible Bonds" in this report for further details.

During the year ended 31 December 2017, the Company issued 36 batches of unsecured corporate bonds, with principal amount of HK$106.4 million, to various independent third parties at par value, bearing coupon rates of 6.5% to 7% per annum and with maturity periods from 2 to 7.5 years. During the year ended 31 December 2018, the Company issued additional corporate bonds with principal amount of HK$7,500,000 to various independent third parties.

MANAGEMENT DISCUSSION AND ANALYSIS

On 27 June 2018, the Company entered into a conditional subscription agreement ("2018 Subscription Agreement") with Mr. Chen Yenfei ("Mr. Chen"), the chairman of the Board, the chief executive officer and a controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company, pursuant to which the Company has conditionally agreed to issue, and Mr. Chen has conditionally agreed to subscribe for, the unsecured non-interest bearing convertible bonds in the aggregate principal amount of HK$134,500,000 ("2018 Convertible Bonds"). The 2018 Convertible Bonds are convertible into Shares at the initial conversion price of HK$0.50 per Share (subject to adjustments). The maturity of the 2018 Convertible Bonds will be the date falling on the second anniversary of the date of issue of the 2018 Convertible Bonds. Completion of subscription of the 2018 Convertible Bonds took place on 24 September 2018. Please refer to the section headed "Connected Transaction in relation to Subscription for Convertible Bonds under Specific Mandate" in this report for further details.

The Group actively and regularly reviews and manages its capital structure to enhance its financial strength for the Group's long-term development. There were no changes in the Group's approach to capital management during the year.

CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any significant contingent liabilities.

FOREIGN EXCHANGE RISKS

The functional currency of the Group is Renminbi while a portion of funds raised by the Group from its initial public offering and issue of corporate and convertible bonds is still in the form of bank deposits denominated in Hong Kong dollars. Therefore, it may be subject to the risks of exchange rate fluctuations of the Renminbi and the Hong Kong dollars. Apart from the above, most of the assets and transactions of the Group are dominated in Renminbi, and the Group mainly settles its operating expenses in the PRC with income generated from operations in Renminbi, thus the Group is not exposed to any significant foreign exchange risks.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2018, the Group did not make any significant investments, acquisitions or disposals that would constitute a notifiable transaction under Chapter 14 of the Listing Rules.

HUMAN RESOURCES

As at 31 December 2018, the Group had a total of 203 (2017: 298) staff, primarily in the PRC. The total staff cost was approximately RMB20.3 million (2017: RMB17.7 million) for the year ended 31 December 2018.

The Group believes its human resources are its valuable assets and maintains its firm commitment to attracting, developing and retaining talented employees, in addition to providing dynamic career opportunities and cultivating a favorable working environment. The Group constantly invests in training across diverse operational functions and offers competitive remuneration packages and incentives to all employees. The Group regularly reviews its human resources policies for addressing corporate development needs.

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF NET PROCEEDS FROM THE INITIAL PUBLIC OFFERING

The Shares are listed on the Main Board of the Stock Exchange on 19 June 2015 with net proceeds ("Net Proceeds") from the global offering of approximately HK$249.5 million (after deducting underwriting commissions and related expenses). As at 1 January 2018, the unutilised Net Proceeds amounted to approximately HK$101.7 million. As at 31 December 2018, the Group had utilised approximately HK$147.8 million of the Net Proceeds and the unutilised Net Proceeds amounted to approximately HK$101.7 million.

The following table sets forth a breakdown of the use of the Net Proceeds during the year under review:

Use of the Net Proceeds	Available to use	Utilised (as at 31 December 2018)	Unutilised (as at 31 December 2018)
	HK$ million	HK$ million	HK$ million
Logistics center and related expenses	121.3	121.0	0.3
Acquisition or establishment of self-operated retail pharmacy stores	116.2	14.8	101.4
Working capital and other general corporate purposes	12.0	12.0	–
	249.5	147.8	101.7

The Net Proceeds which have not been utilised have been deposited into interest bearing bank accounts with licensed commercial banks in China and Hong Kong. The Directors intended to continue to apply the unutilised Net Proceeds in the manner as set out in the prospectus of the Company dated 9 June 2015.

ISSUE OF THE CONVERTIBLE BONDS

On 15 December 2016, the Company has entered into the Subscription Agreement, pursuant to which, on 29 December 2016, the Company issued to the Purchaser the Series 1 CB in the principal amount of HK$72,000,000 and the Series 2 CB in the principal amount of HK$48,000,000.

The Directors consider that the issue of the Convertible Bonds is an appropriate means of raising additional capital for the Company since (i) they will not have an immediate dilution effect on the shareholding of existing shareholders; and (ii) if the conversion rights attached to the Convertible Bonds ("Conversion Rights") are exercised, the shareholder base of the Company will be enlarged by bringing in new investor(s) and it is expected that the financial position of the Group will be improved to provide for the existing and future business of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

The net proceeds from the issue of the Convertible Bonds, after deducting related transaction costs, was approximately HK$113.1 million of which the amount was fully utilised as at 31 December 2018.

On 20 July 2017, the Company executed the Supplemental Deed with, among others, the Purchaser, pursuant to which the parties have conditionally agreed to enter into the Supplemental Bond Instruments to amend certain terms and conditions of the Convertible Bonds. The Supplemental Bond Instruments were executed by the Company on 2 August 2017. Pursuant to the Supplemental Bond Instruments, the initial conversion price of Series 2 CB has been adjusted from HK$1.2 per Share to HK$0.6 per Share.

Assuming the exercise in full of the Conversion Rights at the initial conversion price of HK$0.6 per Share in respect of the Series 1 CB and the amended initial conversion price of HK$0.6 per Share in respect of the Series 2 CB, an aggregate of 200,000,000 Shares would be issued.

On 29 May 2018, the Company executed the Second Supplemental Deed with, among others, the Purchaser, pursuant to which the parties conditionally agreed to, among others, further amend certain terms of the Subscription Agreement and enter into the Second Supplemental Bond Instruments to further amend certain terms and conditions and obtain waiver to certain covenant of the Convertible Bonds. Pursuant to the Second Supplemental Bond Instruments, the definition of "Security Top-Up Triggering Event" was amended to refer to a situation where the Collateral Coverage Ratio (as defined in the Subscription Agreement) on any Trading Day (as defined in the Subscription Agreement) falls below 1.75 for three consecutive Trading Days, instead of the original situation where the Collateral Coverage Ratio on any Trading Day falls below 1.6. The Second Supplemental Bond Instruments were executed by the Company on 6 June 2018.

As at the date of the Subscription Agreement, the Supplemental Deed and the Second Supplemental Deed, the closing price of the Share as quoted on the Stock Exchange amounted to HK$0.51, HK$0.415 and HK$0.5, respectively.

The Convertible Bonds were redeemed by the Company on 24 September 2018.

Details of the Convertible Bonds, the amendments to the Convertible Bonds and the second amendments to the Convertible Bonds are set out in the Company's announcements dated 15 December 2016, 29 December 2016, 20 July 2017, 29 May 2018 and 6 June 2018.

CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION FOR CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

On 27 June 2018, the Company entered into the 2018 Subscription Agreement with Mr. Chen, pursuant to which the Company has conditionally agreed to issue, and Mr. Chen has conditionally agreed to subscribe for, the 2018 Convertible Bonds in the aggregate principal amount of HK$134,500,000.

MANAGEMENT DISCUSSION AND ANALYSIS

Under the terms and conditions of the 2018 Convertible Bonds, the 2018 Convertible Bonds did not bear any interest. The 2018 Convertible Bonds were convertible into Shares at the initial conversion price of HK$0.50 per Share (subject to adjustments). The maturity of the 2018 Convertible Bonds was the date falling on the second anniversary of the date of issue of the 2018 Convertible Bonds (i.e. 24 September 2018).

The net proceeds from the issue of the 2018 Convertible Bonds, after deducting related transaction costs, was approximately HK$132.8 million of which the amount was fully utilised for redemption of the Convertible Bonds as at 31 December 2018.

Mr. Chen is the chairman of the Board and the chief executive officer and a controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company and is therefore a connected person of the Company. As at the date of the 2018 Subscription Agreement, Mr. Chen was beneficially interested in 484,040,000 Shares, representing approximately 45.47% of the existing issued share capital of the Company. Upon full conversion of the 2018 Convertible Bonds, 269,000,000 Shares will be allotted and issued to Mr. Chen (or his nominee) and the interests of Mr. Chen and parties acting in concert with him in the voting rights of the Company will increase from approximately 45.47% to approximately 56.47% (assuming that there is no change in the issued share capital of the Company up to the Completion). Accordingly, Mr. Chen would be obliged to make a mandatory general offer to the shareholders of the Company for all the issued Shares and other securities of the Company not already owned or agreed to be acquired by him pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code") as such increase will have the effect of increasing Mr. Chen's holding of voting rights of the Company by more than 2% from the lowest percentage holding of Mr. Chen within the period of 12 months, unless the waiver ("Whitewash Waiver") is obtained from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission ("Executive").

An extraordinary general meeting of the Company was held on 3 September 2018 to consider and, if thought fit, approve, among other things: (i) the 2018 Subscription Agreement and the transactions contemplated thereunder; (ii) the grant of the specific mandate for the allotment and issue of the Shares upon conversion of the 2018 Convertible Bonds ("Specific Mandate"); and (iii) the application for the Whitewash Waiver, whereby Mr. Chen and parties acting in concert with him and their respective associates and other shareholders who are interested or involved in the 2018 Subscription Agreement and/or the Whitewash Waiver shall abstain from voting on the relevant resolution(s).

Completion of the 2018 Subscription Agreement took place on 24 September 2018 as a result of which the 2018 Convertible Bonds in the aggregate principal amount of HK$134,500,000 was issued by the Company to Mr. Chen pursuant to the Subscription Agreement.

Further details of the 2018 Subscription Agreement and the Whitewash Waiver are set out in the Company's announcement dated 27 June 2018, 17 July 2018, 3 August 2018, 17 August 2018, 24 September 2018 and the Company's circular dated 17 August 2018.

DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2018 (2017: Nil).

CORPORATE GOVERNANCE REPORT

The Board is committed to upholding a high standard of corporate governance and business ethics in the firm belief that they are essential for enhancing investors' confidence and maximising Shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders, comply with increasingly stringent regulatory requirements and fulfill its commitment to excellence in corporate governance.

CORPORATE GOVERNANCE CODE

After reviewing the Company's corporate governance practices and the relevant regulations of the Corporate Governance Code and the Corporate Governance Report (the "CG code") as set out in Appendix 14 to the Listing Rules, which have been adopted as the Company's code of corporate governance, the Board is satisfied that the Company has complied with the CG code provisions (each a "Code provision") then in force for the year ended 31 December 2018, except for the deviation from the Code provision A.2.1, which stipulates that the role of chairman and chief executive officer should be separated.

Mr. Chen Yenfei is currently the chairman of the Board as well as the chief executive officer of the Company. He has extensive experience in medicine industry and is responsible for the overall corporate strategies, planning and business management of the Group. The Board considers that vesting the roles of chairman and chief executive officer in the same individual is beneficial to the business prospects and management of the Group. The balance of power and authorities is ensured by the operation of the Board and the senior management, which comprise experienced and high caliber individuals.

BOARD OF DIRECTORS

The Board is responsible for governing the Company and managing assets entrusted by the Shareholders. The Directors recognise their collective and individual responsibility to the Shareholders and perform their duties diligently to achieve positive results for the Company and to maximise returns for Shareholders.

The Board currently comprises three executive Directors, namely, Mr. Chen Yenfei, Mr. Shen Shun and Mr. Chen Rongxin, one non-executive Director, namely, Mr. Zhang Xiongfeng and three independent non-executive Directors, namely, Mr. Liu Liangzhong, Mr. Wong Tak Shing and Mr. Lu Yongchao. During the year ended 31 December 2018, (i) Mr. Mashiro Honna was an non-executive Director until resigned with effect from 6 February 2018; (ii) Mr. Zhou Jian was an executive Director until he retired at the conclusion of the annual general meeting of the Company held on 28 June 2018; (iii) Mr. Min Feng was an independent non-executive Director until he resigned with effect from 14 September 2018; (iv) Mr. Chen Rongxin was appointed as an executive Director on 1 August 2018, resigned with effect from 7 August 2018 and was re-appointed on 5 September 2018; and (v) Mr. Lu Yongchao was appointed as an independent non-executive Director on 1 August 2018, resigned on 7 August 2018 and was re-appointed on 14 September 2018.

The Directors' biographical details are set out in the section headed "Directors and Senior Management" on pages 29 to 32 in this annual report. A list of the Directors identifying their roles and functions is available on the Company's website.

Save that Mr. Chen Rongxin is the nephew of Mr. Chen Yenfei, to the best knowledge of the Board, there is no other financial, business, family or other material/ relevant relationships among members of the Board.

CORPORATE GOVERNANCE REPORT

The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of Directors and senior management. The Board also reviews the disclosures in the corporate governance report to ensure compliance.

All Board members have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organisations. These interests are updated on an annual basis and when necessary.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. Each newly appointed Director is given necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under the relevant laws and regulations.

All Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to each of the Directors to ensure compliance and enhance their awareness of good corporate governance practices. The participations by the Directors in the continuous professional development are recorded individually.

The Directors, namely, Mr. Chen Yenfei, Mr. Shen Shun, Mr. Chen Rongxin, Mr. Mashiro Honna, Mr. Zhou Jian, Mr. Zhang Xiongfeng, Mr. Liu Liangzhong, Mr. Wong Tak Shing, Mr. Lu Yongchao and Mr. Min Feng had complied with the Code provision A.6.5 during the year ended 31 December 2018 by participating in continuous professional development.

CORPORATE GOVERNANCE REPORT

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Chen Yenfei currently assumes the roles of both the chairman and chief executive officer of the Company. The reasons for the deviation from the Code provision A.2.1 are explained in the paragraph headed "Corporate Governance Code" above.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board and give adequate control and balances for the Group to protect the overall interests of the Shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. Two of the independent non-executive Directors, Mr. Liu Liangzhong and Mr. Wong Tak Shing, have the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Each independent non-executive Director has submitted annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the independent non-executive Directors are independent.

BOARD COMMITTEES

The Board is supported by four committees, namely the audit committee, the nomination committee, the remuneration committee and the corporate governance committee. Each Board committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the Company's website.

All Board committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

Audit Committee

The audit committee consists of three independent non-executive Directors, namely Mr. Liu Liangzhong, Mr. Wong Tak Shing and Mr. Lu Yongchao. Mr. Liu Liangzhong, who has appropriate professional qualification and experience as required by Rule 3.10(2) of the Listing Rules, is the chairman of the audit committee.

During the year ended 31 December 2018, Mr. Min Feng was a committee member until he resigned with effect from 14 September 2018 and Mr. Lu Yongchao was appointed as a committee member on 14 September 2018.

The primary functions of the audit committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems, oversee the audit process and perform other duties and responsibilities as assigned by the Board. These include reviewing the interim and annual results and reports of the Company.

CORPORATE GOVERNANCE REPORT

The members of the audit committee has reviewed and discussed with the external auditors of the Company the consolidated financial statements of the Group and effectiveness of internal control system for the year ended 31 December 2018, including the accounting principles and practices adopted by the Group and the report prepared by the external auditors covering major findings in the course of the audit. During the year ended 31 December 2018 and up to the date of this report, the audit committee held two meetings in total in March 2018 and August 2018 respectively, and all members of the audit committee, namely Mr. Liu Liangzhong, Mr. Wong Tak Shing, Mr. Lu Yongchao (appointed on 14 September 2018) and Mr. Min Feng (resigned on 14 September 2018), attended all such meetings to which he was eligible to attend.

Remuneration Committee

The remuneration committee consists of one executive Director, namely Mr. Chen Yenfei and two independent non-executive Directors, namely Mr. Liu Liangzhong and Mr. Wong Tak Shing. Mr. Liu Liangzhong is the chairman of the remuneration committee.

The primary functions of the remuneration committee are to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objects and, adopting the approach under Code provision B.1.2(c)(ii), make recommendations to the Board on the remuneration package of individual executive Director and senior management, the remuneration of non-executive Directors and on the establishment of a formal and transparent process for developing such remuneration policy. No executive Director takes part in any discussion on his own remuneration. The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees to be paid to members of the Board, market rates and factors such as each Director's workload, performance, responsibilities, job complexity and the Group's performance are taken into account.

During the year ended 31 December 2018, the remuneration committee held six meetings and reviewed the remuneration policy and structure and the existing terms of remuneration relating to the Directors and senior management of the Company. All members of the remuneration committee, namely Mr. Chen Yenfei, Mr. Liu Liangzhong and Mr. Wong Tak Shing, attended such meetings.

The remuneration of the members of the senior management of the Group by bands for the year ended 31 December 2018 is set out below:

Remuneration bands	Number of persons
Nil to HK$1,000,000	4

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 9 and 10 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT

Nomination Committee

The nomination committee consists of one executive Director, namely Mr. Chen Yenfei and two independent non-executive Directors, namely Mr. Liu Liangzhong and Mr. Lu Yongchao, and Mr. Chen Yenfei is the chairman of the nomination committee.

During the year ended 31 December 2018, Mr. Min Feng was a committee member until he resigned with effect from 14 September 2018 and Mr. Lu Yongchao was appointed as a committee member on 14 September 2018.

The primary functions of the nomination committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. It is also responsible to consider and make recommendations to the Board suitably qualified persons to become a member of the Board, monitor the succession planning for Directors and assess the independence of independent non-executive Directors. The nomination committee will also give consideration to the Board Diversity Policy (as defined below) when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy, so as to develop and review measurable objectives for the implementing the Board Diversity Policy and to monitor the progress on achieving these objectives. The process for the nomination of Directors is led by the nomination committee, which has been made on a merit basis, taking into account the background, experience and qualification of the proposed candidates.

During the year ended 31 December 2018, the nomination committee held five meetings and reviewed the structure, size and composition of the Board and assessed independence of the independent non-executive Directors.

Attendance at the meetings of the nomination committee held during the financial year ended 31 December 2018 by each of the members of the nomination committee are set out below:

Name of Director	Attendance at meetings
Mr. Chen Yenfei	5/5
Mr. Liu Liangzhong	5/5
Mr. Min Feng (resigned with effect from 14 September 2018)	4/4
Mr. Lu Yongchao (appointed on 14 September 2018)	0/0

CORPORATE GOVERNANCE REPORT

Corporate Governance Committee

The corporate governance committee consists of one executive Director, namely, Mr. Chen Yenfei, and two independent non-executive Directors, namely Mr. Liu Liangzhong and Mr. Lu Yongchao. Mr. Chen Yenfei is the chairman of the corporate governance committee.

During the year ended 31 December 2018, Mr. Zhou Jian was a committee member until he retired at the conclusion of the annual general meeting of the Company held on 28 June 2018 and Mr. Liu Liangzhong was appointed a committee member on 28 June 2018. Mr. Min Feng was a committee member until he resigned with effect from 14 September 2018 and Mr. Lu Yongchao was appointed as a committee member on 14 September 2018.

The primary functions of the corporate governance committee include (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG code and disclosure in the corporate governance report.

The corporate governance committee also performs annual assessment on the anti-fraud, anti-corruption and anti-bribery measures and the channels for handling complaints and investigations ("Annual Assessment"), and submits the assessment results to the audit committee and the Board for review. During the year ended 31 December 2018, save for Mr. Lu Yongchao who was appointed on 14 September 2018 and Mr. Zhou Jian who retired on 28 June 2018, all other members of the corporate governance committee, namely Mr. Chen Yenfei, Mr. Liu Liangzhong and Mr. Min Feng (resigned on 14 September 2018), attended a meeting held on 28 June 2018 to review the Annual Assessment, and no incident of non-compliance with the Company's anti-fraud, anti-corruption, and anti-bribery policies that has significant impact to its operations was reported.

CORPORATE GOVERNANCE REPORT

BOARD PROCEEDINGS

Regular board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the chairman or any of the company secretary of the Company to include matters in the agenda for regular board meetings.

For the year ended 31 December 2018, the Board held eighteen Board meetings. Subsequent to the year ended 31 December 2018 and up to the date of this report, the Board held another six Board meetings for the main purposes of approving the annual results of the Group for the year ended 31 December 2018, and approving the acquisitions as disclosed in the paragraph headed "Events After The Reporting Period" in the section headed "Report of Directors" on page 64 of this annual report. One annual general meeting and one extraordinary general meeting were held by the Company during the year ended 31 December 2018 on 28 June 2018 and 3 September 2018 respectively.

Attendance at the Board meetings and the general meetings held during the financial year ended 31 December 2018 by each of the Directors are set out below:

Name of Director	Attendance at Board meetings	Attendance at the general meetings
Mr. Chen Yenfei	18/18	2/2
Mr. Shen Shun	18/18	2/2
Mr. Chen Rongxin (appointed on 1 August 2018, resigned with effect from 7 August 2018 and appointed on 5 September 2018)	6/6	0/0
Mr. Zhou Jian (retired on 28 June 2018)	5/5	0/1
Mr. Masahiro Honna (resigned with effect from 6 February 2018)	1/1	0/0
Mr. Zhang Xiongfeng	18/18	2/2
Mr. Liu Liangzhong	18/18	2/2
Mr. Wong Tak Shing	18/18	2/2
Mr. Min Feng (resigned with effect from 14 September 2018)	14/14	2/2
Mr. Lu Yongchao (appointed on 1 August 2018, resigned with effect from 7 August 2018 and appointed on 14 September 2018)	4/4	0/0

Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at board meetings and abstain from voting in favour of the related board resolutions as appropriate.

Minutes of meetings of the Board and Board committees are kept by the company secretary of the Company with sufficient details of the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of the minutes are sent to all Directors for their comments and records respectively within a reasonable time after the Board meeting is held.

All Directors have access to the advice and services of the company secretary of the Company with a view to ensuring the Board procedures are followed.

CORPORATE GOVERNANCE REPORT

MEETING WITH INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2018, the chairman of the Company had one meeting with the independent non-executive Directors without the presence of the executive Directors to review and discuss, among other things, the independence of the independent non-executive Directors and confirmed that the independent non-executive Directors can express their views in Board meetings without restrictions.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract, and each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment, with the Company for a term of three years commencing from 19 June 2018 except Mr. Chen Rongxin and Mr. Lu Yongchao, with a term of three years commencing from 5 September 2018 and 14 September 2018 respectively. All Directors are subject to retirement and re-election at annual general meeting in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a Director either by the Shareholders in general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the Shareholders. In addition, all Directors are required to retire by rotation at least once every three years and are subject to re-election by the Shareholders at the annual general meeting.

BOARD DIVERSITY POLICY

Pursuant to the CG code relating to board diversity policy which has come into effect since 1 September 2013, the Board adopted a board diversity policy (the "Board Diversity Policy") on 26 May 2015. The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions ("Model Code"). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Model Code for the year ended 31 December 2018.

Senior management who, because of their office in the Company, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Model Code.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Mr. Pang Peter Chun Ming, one of the joint company secretaries of the Company, until his resignation with effect from 1 August 2018, was a full time employee of the Group and has day-to-day knowledge of the Company's affairs. He was also the chief financial officer of the Company until his resignation with effect from 1 August 2018.

Mr. Tsoi Yuen Hoi is the other joint company secretary of the Company prior to 1 August 2018. Following Mr. Pang Peter Chun Ming's resignation as one of the Joint Company Secretaries of the Company with effect from 1 August 2018, Mr. Tsoi, who possesses the requisite qualification and experience of a company secretary as required under Rule 3.28 and Rule 8.17 of the Listing Rules, served as the sole company secretary of the Company.

During the year ended 31 December 2018, the joint company secretaries of the Company complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the company secretary are set out in the section headed "Directors and Senior Management" on page 32 of this annual report.

FINANCIAL REPORTING, RISK MANAGEMENT AND INTERNAL CONTROLS

Financial Reporting

The Board acknowledges its responsibility to prepare the Company's accounts which give a true and fair view of the Group's state of affairs, results and cash flows for the year ended 31 December 2018 and in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates. The Board considers that the Group has adequate resources to continue in business in the foreseeable future and is not aware of any material uncertainties relating to events or conditions that may affect the business of the Company or cast doubts on its ability to continue as going concern.

The responsibilities of CCTH CPA Limited ("CCTH CPA"), the Company's external auditors, with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

Risk Management and Internal Controls

The Board acknowledges that it is the responsibility of the Board for establishing and maintaining appropriate and effective risk management and internal control systems. Also, the Board has overall responsibilities for the risk management and internal control systems of the Group on an ongoing basis, and for reviewing its effectiveness on an annual basis. The established systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the year ended 31 December 2018, the Board, through the audit committee of the Board, has conducted an annual review of the effectiveness of the risk management and internal control systems of the Group, covering financial, operational, compliance and risk management aspects. The systems were considered effective and adequate.

CORPORATE GOVERNANCE REPORT

The Group adopts a complete process style of risk management in a functional bottom up manner, including risk identification, assessment, evaluation and treatment. The functional areas across the Group provide input of risks with treatments, which are appraised and maintained. The risk management system, as well as the internal control system, are continuous, proactive and systematic processes.

The internal audit function of the Group is governed by an appointed professional with Certified Internal Auditor qualification. With the appointment of chief audit executive, the effectiveness of the risk management and internal control systems is reviewed by conducting internal audit assignments. Recommendations for major observations of control weaknesses from the audits will be provided, so as to resolve material internal control defects.

Policies and procedures for releasing information to external parties had been established and are in place, which covers the handling and dissemination of inside information, with an aim to provide accurate, complete and timely information to all stakeholders of the Group. These policies and procedures define the class and form of the information to be disclosed, the procedures for dissemination and disclosure of information, and communication with investors, financial analysts and media. They also include the policies for communication with shareholders, and the information management for subsidiaries and associated companies of the Company.

EXTERNAL AUDITORS

CCTH CPA was appointed as the external auditors of the Company on 11 January 2017. The independence of the external auditors is recognised and annually reviewed by the Board and the audit committee of the Board. For the year ended 31 December 2018, the fees paid and payable to CCTH CPA and PRC statutory auditors in respect of their audit services provided to the Group were RMB1.12 million and RMB0.17 million, respectively. For the year ended 31 December 2018, the fees paid to CCTH CPA in respect of non-audit service assignment (agreed-upon procedures regarding interim financial information for the six months ended 30 June 2018) amounted to RMB0.19 million.

There was no disagreement between the Board and the audit committee of the Board on the selection and appointment of the external auditors during the year under review.

NON-COMPETE UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Chen Yenfei and Praise Treasure Limited are the controlling shareholders (within the meaning of the Listing Rules) of the Company ("Controlling Shareholders"). To protect the Group from any potential competition, the Controlling Shareholders have entered into the Deed of Non-competition ("Deed of Non-competition") in favor of the Company on 26 May 2015.

The Company has adopted the following measures to manage any potential or actual conflict of interests between the Group and the Controlling Shareholders in relation to the compliance and enforcement of the non-compete undertaking:

(a) the independent non-executive Directors will review, on an annual basis, the compliance with the undertaking given by the Controlling Shareholders under the Deed of Non-competition;

CORPORATE GOVERNANCE REPORT

(b) the Controlling Shareholders undertake to provide all information requested by the Company which is necessary for the annual review by the independent non-executive Directors and the enforcement of the Deed of Non-competition;

(c) the Company will disclose decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the non-compete undertaking of the Controlling Shareholders under the Deed of Non-competition in the annual reports of the Company; and

(d) the Controlling Shareholders will make an annual declaration on compliance with their undertaking under the Deed of Non-competition in the annual report of the Company.

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the Shareholders, in particular, the minority Shareholders. Each of the Controlling Shareholders has confirmed in writing to the Company that he/it has complied with the Deed of Non-competition for the year ended 31 December 2018. Based on such written confirmation from the Controlling Shareholders and other appropriate queries made by the independent non-executive Directors, the independent non-executive Directors considered that the Controlling Shareholders have complied with all the undertakings under the Deed of Non-competition for the year ended 31 December 2018.

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Company aims to, via its corporate governance structure, enable all the Shareholders an equal opportunity to exercise their rights in an informed manner and allow the Shareholders to engage actively with the Company. Under the Company's articles of association, the Shareholder communication policy and other relevant internal procedures of the Company, the Shareholders enjoy, among others, the following rights:

(i) Participation at general meeting

The general meetings of the Company provide an opportunity for direct communication between the Board and the Shareholders. The Company encourages the participation of the Shareholders through annual general meetings and other general meetings where the Shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings. Prior notices of meetings with sufficient notice period in compliance with the articles of association of the Company and the Listing Rules and circulars containing details on the proposed resolutions will to be sent to the Shareholders before the meeting. At the general meetings, separate resolutions are proposed on each substantial issue, including the election/re-election of individual Directors. One general meeting was held during the year ended 31 December 2018.

(ii) Enquiries and proposals to the Board

The Company encourages Shareholders to attend Shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board committees at the general meetings or providing written notice of such proposals for the attention of the company secretary of the Company at the principal place of business of the Company in Hong Kong (currently situated at Room 1803, 18/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong) or via email to ir@pashunholding.com.

CORPORATE GOVERNANCE REPORT

(iii) Convening extraordinary general meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the company secretary of the Company and deposited at the principal place of business of the Company in Hong Kong (currently situated at Room 1803, 18/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong) for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's articles of association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

The notice of annual general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to Shareholders at least 20 clear business days prior to the meeting. Poll voting has been adopted for decision-making at Shareholders' meetings to ensure that each share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to Shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the annual general meeting.

(iv) Procedures for proposing a person for election as a Director

Pursuant to the article 85 of the articles of association of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (as defined therein) signed by a Member (as defined therein) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office (as defined therein) provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven days and that (if the Notices 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 to the date of such general meeting.

CORPORATE GOVERNANCE REPORT

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the secretary of the Company, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate's willingness to be appointed together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and (B) the candidate's written consent to the publication of his/her personal data.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

(a) full name and age;

(b) positions held with the Company and its subsidiaries (if any);

(c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;

(d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;

(e) length or proposed length of service with the Company;

(f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;

(g) interests in shares of HK$0.001 each of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 of the Laws of Hong Kong), or an appropriate negative statement;

(h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and

(i) contact details.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

CORPORATE GOVERNANCE REPORT

CONSTITUTIONAL DOCUMENTS

There was no change in the amended and restated memorandum and articles of association of the Company for the year ended 31 December 2018.

The amended and restated memorandum and articles of association of the Company are available on the websites of the Stock Exchange and the Company.

POLICY ON PAYMENT OF DIVIDENDS

The Company adopted a policy on payment of dividends (the "Dividend Policy") in compliance with E.1.5 of the CG code with effect from 1 January 2019, which establishes an appropriate procedure on declaring and recommending dividend payment of the Company.

In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:–

(i) results of operations;

(ii) cash flows;

(iii) financial condition;

(iv) statutory and regulatory restrictions on the payment of dividends by the Company;

(v) future prospects; and

(vi) other factors that the Board may consider relevant.

Holders of the Shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the Shares. Dividends may be paid only out of the Company's distributable profits as permitted under the relevant laws. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in the Group's operations.

Subject to the factors described above, the Board intends to recommend at the relevant shareholders meetings an annual dividend of no less than 30% of the Company's future net profit available for distribution to the shareholders in the foreseeable future.

Declaration and payment of dividend by the Company is also subject to the articles of association of the Company and the laws of the Cayman Islands.

There can be no assurance that the Company will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. The dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

The Dividend Policy will continue to be reviewed from time to time by the Board.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

CHEN YENFEI or CHEN YEN FEI（陳燕飛）, aged 71, was appointed as an executive Director on 3 May 2011. He is the founder of the Group, the chairman of the Board and the chief executive officer of the Company. He is mainly responsible for the overall business management and strategic planning of the Group. Mr. Chen has over 30 years of experience in the pharmaceutical industry. He has been the chairman of Chengdu Toyot Pa Shun Pharmacy Co. Ltd. ("Chengdu Pashun") since 1995, and has been the chairman of Toyot Pa Shun Medicine Factory Company Limited since 1989. Mr. Chen graduated from Zhongnan University of Economics（中南財經大學）(predecessor of Zhongnan University of Economics and Law（中南財經政法大學）) with a bachelor's degree in July 1987, majoring in statistics and Hubei Traditional Chinese Medical Science College（湖北中醫學院）(predecessor of Hubei University of Chinese Medicine（湖北中醫藥大學）) in June 1998, majoring in traditional Chinese medicine, respectively. Mr. Chen also was elected as one of the members of the first session of the standing committee of China Association of Traditional Chinese Medicine（中國中藥協會）. He was the vice-president of Wuhan Pharmaceutical Profession Association（武漢醫藥行業協會）in 2003, vice-president of Hubei Guangcai Association（湖北光彩學會）since 2006 and the executive committee vice chairman of Hong Kong Chamber of Commerce in China-Wuhan（中國香港地區商會－武漢）since 2010, respectively. Mr. Chen is the chairman of each of the nomination committee and the corporate governance committee of the Board and a member of the remuneration committee of the Board.

Mr. Chen Rongxin (an executive Director) is the nephew of Mr. Chen Yenfei.

Mr. Chen is the sole shareholder and sole director of Praise Treasure Limited (a company which was interested in the Shares as at the date of this annual report, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, and Mr. Chen and Praise Treasure Limited are the controlling shareholders (within the meaning of the Listing Rules) of the Company.

SHEN SHUN（沈順）, aged 46, was appointed as an executive Director on 27 February 2012. Mr. Shen is mainly responsible for the sales and internal control of the Group. He has over 20 years of experience in the pharmaceutical industry. Mr. Shen has been appointed as a vice general manager of 成都科訊藥業有限公司 (in English for identification purpose only, Chengdu Kexun Pharmaceutical Co., Ltd.) ("Chengdu Kexun") since 1998, responsible for the sales of Chengdu Kexun. Mr. Shen obtained a master's degree of business administration from a course jointly cooperated by Southwest Jiaotong University（西南交通大學）and University of South Australia in May 2011.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS *(Continued)*

CHEN RONGXIN（陳榮新）, aged 41, was appointed as an executive Director on 1 August 2018, resigned with effect from 7 August 2018 and re-appointed on 5 September 2018, Mr. Chen graduated from Military Economics Institute of Chinese People's Liberation Army（中國人民解放軍軍事經濟學院）in June 2009, majoring in management engineering. He worked as a vice general manager in Wuhan Bai Xin Food Company Limited （武漢百信食品有限公司）from February 2000 to November 2007. He has been working as a general manager in Hubei Bai Xin Food Company Limited（湖北百信食品有限公司）since December 2007. He worked as a general manager of 鹽池縣醫藥藥材有限公司 (in English for identification purpose only, Yanchi County Medical & Pharmaceutical Herbal Co., Ltd.), a wholly-owned subsidiary of the Company, from July 2017 to May 2018. He is currently a vice general manager of Chengdu business area in 武漢百信控股集團有限公司 (in English for identification purpose only, Wuhan Baixin Holdings Group Limited).

Mr. Chen was the vice-president of Hubei Province Condiment Association from October 2008 to June 2018 and he has been the vice-president of Fujian Chamber of Commerce in Hubei from February 2016 to June 2018.

Mr. Chen Rongxin is the nephew of Mr. Chen Yenfei who is the chairman, the chief executive officer, an executive Director and a controlling shareholder (having the meaning ascribed to it in the Listing Rules) of the Company.

NON-EXECUTIVE DIRECTOR

ZHANG XIONGFENG（張雄峰）, aged 51, was appointed as a non-executive Director with effect from 1 July 2016. Mr. Zhang holds a bachelor of arts degree in German Language awarded by Shanghai International Studies University（上海外國語大學）in July 1990. Mr. Zhang has extensive experience in the investment banking industry, specialising in the area of corporate finance. From December 2004 to September 2010, Mr. Zhang was employed by Daiwa Capital Markets Hong Kong Limited. From October 2010 to May 2012, Mr. Zhang was the joint head of corporate finance department of Oriental Patron Asia Limited. From 30 June 2017 to 5 October 2018, Mr. Zhang was a non-executive director of Fire Rock Holdings Limited (Stock code: 8345), a company whose shares are listed on GEM of the Stock Exchange and he was an independent non-executive director of such company from January 2014 to June 2017. From 31 December 2013 to 1 December 2018, he was an executive director and the chairman of the board of directors of Hang Tai Yue Group Holdings Limited (formerly known as Interactive Entertainment China Cultural Technology Investments Limited) (Stock code: 8081), a company whose shares are listed on GEM of the Stock Exchange. Mr. Zhang is currently a non-executive director of Zhi Cheng Holdings Limited (Stock code: 8130), a company whose shares are listed on GEM of the Stock Exchange.

DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

LIU LIANGZHONG（劉良忠）, aged 55, was appointed as an independent non-executive Director on 26 May 2015. He is mainly responsible for the overall supervision of compliance and corporate governance of the Group. Mr. Liu has over 30 years of experience in the food science and engineering industry. He has worked as a professor in Wuhan Polytechnic University（武漢輕工大學）since 2004, specialising in food science and engineering. He worked as a lecturer and associated professor from 1992 to 2001 and as a teaching assistant from 1986 to 1989 in Yangtze University（長江大學）. Mr. Liu obtained a doctoral degree in processing and storage of agricultural products from Huazhong Agricultural University（華中農業大學）on 17 June 2004. In addition, he graduated from Beijing Agricultural University（北京農業大學）in July 1992, majoring in storage and processing of agricultural products and obtained a bachelor's degree in meat product safety from Hangzhou School of Commerce（杭州商學院）(predecessor of Zhejiang Gongshang University（浙江工商大學）) in July 1986. Mr. Liu is the chairman of each of the audit committee and the remuneration committee of the Board and a member of the nomination committee of the Board.

WONG TAK SHING（黃德盛）, aged 56, was appointed as an independent non-executive Director on 26 May 2015. Mr. Wong graduated from the University of New England, Australia with a Postgraduate Diploma in Financial Management and from the University of Southampton, U.K. with a Bachelor of Social Science in Business Economics and Accounting degree. Mr. Wong is currently an associate member of the CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 28 years of experience in corporate finance, accounting, personnel and administration. Mr. Wong is also an independent non-executive director of China Digital Culture (Group) Limited (Stock code: 8175), a company whose shares are listed on GEM of the Stock Exchange. Mr. Wong was previously an executive director of China Ocean Fishing Holdings Limited (Stock code: 8047), a company listed on GEM of the Stock Exchange and an independent non-executive director of Digital Domain Holdings Limited (Stock code: 547), a company listed on the Main Board of the Stock Exchange. Mr. Wong is also a company secretary of Greentech Technology International Limited (formerly known as L'sea Resources International Holdings Limited) (Stock code: 195), a company listed on the Main Board of the Stock Exchange. Mr. Wong is a member of each of the audit committee and the remuneration committee of the Board.

LU YONGCHAO（呂永超）, aged 40, was appointed as an independent non-executive Director on 1 August 2018, resigned with effect from 7 August 2018 and re-appointed on 14 September 2018. Mr. Lu obtained a diploma in Business Administration for Real Estate Entrepreneurs in China at Sun Yat-sen University（中山大學）and a diploma in English at Guangdong University of Foreign Studies（廣東外語外貿大學）. Mr. Lu was a team member of Ample Luck International Capital Group Limited which is a fund management group. Mr. Lu has extensive experience in business development, market development, media management, finance and Information Technology industry and years of investment, financing and fund management history. He has rich experience in the enterprise strategic management, internet strategy, brand management, investment and financing management.

DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

Mr. Lu was the founder of Enjoymedia Holdings Company Limited, which was listed on the Over-The-Counter Bulletin Board (OTCBB) in 2006 and was named as one of the hundred most Chinese Concept corporation listed in the United States. Prior to that Mr. Lu had been the chief executive of the online websites YESITE and ITNOW, as well as the Whirlpool Kit Department Head in China. Mr. Lu had assisted listing and financing of different enterprises while working in an investment company in China, and had served as a director of China Mobile Digital Group, a company whose shares are listed on the Taiwan Stock Exchange Corporation. He had also served as a director of a German outdoor brand VAUDE.

SENIOR MANAGEMENT

LI XIAODUO（李小多）, aged 50, is a manager in charge of the manufacturing of the Group. Mr. Li joined the Group in 1998 and is mainly responsible for the production and quality control of the Group. Mr. Li has over 18 years of experience in the pharmaceutical industry. Mr. Li was appointed as the deputy general manager of Wuhan Baixin Holdings Group Limited（武漢百信控股集團有限公司）since March 1998 in charge of manufacturing. Prior to joining the Group, he was the workshop supervisor and chief of biotech of Chengdu Di Kang Pharmaceuticals Limited（成都迪康製藥公司）from February 1996 to February 1998. He also worked for Chongqing Oriental Pharmaceutical Co., Limited（重慶東方藥業股份有限公司）from July 1994 to February 1996, responsible for developing new products. Mr. Li graduated from Chengdu College of Traditional Chinese Medicine（成都中醫學院）in July 1994, majoring in traditional Chinese medicine.

TANG ZAIXIU（唐再秀）, aged 40, is the head of accounting department of the Group. She is mainly responsible for daily accounting. Ms. Tang has over 15 years of experience in accounting. She has worked as the cashier, accountant, financial supervisor and financial manager of Chengdu Kexun since 1999. Ms. Tang graduated from Chongqing Technology and Business University（重慶工商大學）on 30 June 2007, majoring in accounting.

COMPANY SECRETARY

TSOI, YUEN HOI（蔡元開）, was appointed as one of the joint company secretaries of the Company on 26 May 2015. Following the resignation of Mr. Pang Peter Chun Ming as one of the joint company secretaries of the Company with effect from 1 August 2018, Mr. Tsoi, who possesses the requisite qualification and experience of a company secretary as required under Rule 3.28 and Rule 8.17 of the Listing Rules, has acted as the sole company secretary of the Company. He is a partner of T.O.Ho & Co. CPA. He has over 10 years experiences in auditing. Mr. Tsoi holds a bachelor of arts degree majoring in economics from York University, Toronto, Canada. He is an associate member of the Hong Kong Institute of Certified Public Accountants.

REPORT OF DIRECTORS

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

BUSINESS REVIEW

A review of the business of the Group during 2018 and further discussion and analysis, including an indication of the likely future developments in the Group's business are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. These discussions form part of this report of Directors.

CORPORATE INFORMATION

The Company was incorporated on 3 May 2011 as a limited liability company under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Law"). The Shares were listed on the Stock Exchange on 19 June 2015.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group primarily operates in three business segments in China, namely (1) pharmaceutical distribution, (2) self-operated retail pharmacies, and (3) pharmaceutical manufacturing. The analysis of the revenue of the principal activities of the Group during the year ended 31 December 2018 is set out in note 4 to the consolidated financial statements in this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss on page 74 of this annual report.

FINAL DIVIDEND

The Board does not recommend the payment of any final dividend for the financial year ended 31 December 2018 (2017: Nil).

FINANCIAL SUMMARY

A summary of the Group's results, assets, liabilities for the last five financial years are set out on page 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

REPORT OF DIRECTORS

RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including business risks, operational risks and financial risks. The Group's key risk exposures are summarised as follows:

Business risks

(i) Slowdown of China's economic growth in particular in Southwestern China

The Group derived all of its revenue from sales in the PRC market, particularly in the southwestern region. The PRC economy has been transitioning from a planned economy to a more market-oriented economy. There can be no assurance that current economic reform and policies adopted by the PRC government will continue to successfully create economic growth as in the past years.

(ii) Changing legal and regulatory requirements in the PRC pharmaceutical industry

The Group anticipates that revenue from sales in the PRC will continue to represent a substantial proportion of its total turnover in the near future. The Group's operations, financial condition and results of operations could be adversely affected by changes in political condition or relevant laws and regulations in the PRC pharmaceutical industry. In April 2016, the State Council of the PRC issued the 2016 List of Major Tasks in Furtherance of the Healthcare and Pharmaceutical Reforms（深化醫藥衛生體制改革2016年重點工作任務）that outlines several important targets for the current healthcare reform, including the introduction of the "Two-Invoice System"（兩票制）which only allows a single level of distributors for the sale of pharmaceutical products from the manufacturers to the hospitals. While such reform is expected to further improve the quality and efficiency of the healthcare industry in the long-run, the implementation of the "Two-Invoice System" in April 2017 in Sichuan province, given the reliance of the Group on the Sichuan market, had a material adverse impact on the Group's sales to other distributors in its pharmaceutical distribution and pharmaceutical manufacturing businesses.

REPORT OF DIRECTORS

RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS *(Continued)*

Operational risks

(i) Non-compliance with, changes in, or amendments to, the applicable PRC regulatory licensing requirements may have a material adverse effect on the Group's business operations

The Group is required to obtain certain permits, approvals and certificates from various PRC governmental authorities for its business operations, such as Good Manufacturing Practices ("GMP") certificates for pharmaceutical manufacturing and Good Supply Practices ("GSP") certificates for pharmaceutical distribution and retail pharmacy operations.

The Good Manufacturing Practices (2010 Revision), which was promulgated by the Ministry of Health of the PRC on 17 January 2011 and effective on 1 March 2011, is a set of detailed basic guidelines on the manufacture and quality control of pharmaceutical products, with the purpose of ensuring that pharmaceutical products are consistently and appropriately manufactured to their intended use as well as statutory registration requirements for the pharmaceutical products, by minimising the risks of contamination, cross contamination, mix-ups and/or errors during the manufacture process.

According to the Administrative Measures of Good Supply Practices (《藥品經營質量管理規範》), which was promulgated by the China Food and Drug Administration on 25 June 2015 and was amended on 13 July 2016 and became effective on the same day, drug distributors should take quality control measures in the processes of procurement, storage, sale and transportation to ensure drug quality and establish drug trace system, intensifying the requirements regarding the management of pharmaceutical trade in terms of both software and hardware of the enterprises in this industry.

As of the date of this annual report, the Group had obtained all material requisite permits, approvals and certificates for its business operations, and intends to apply for the renewal of these certificates when required by applicable laws, rules and regulations. However, the conditions for such renewal may change from time to time. There is no assurance that the Group will be able to successfully renew all of these permits, approvals and certificates, including GMP and GSP. In addition, the more stringent requirements may also affect the Group's plan to identify potential acquisition target.

REPORT OF DIRECTORS

RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS *(Continued)*

(ii) Any disruption or termination of or material change in supplier relationships may have a negative impact on the Group's operation

The Group's business is dependent to a large extent upon the stable supply of products from its suppliers. If the Group fails to maintain stable relationship with its suppliers, it may not be able to secure a stable supply of products, which, in turn, may materially and adversely affect its business, financial condition and results of operations.

(iii) Reliance on key personnel and business and growth may be disrupted if the Group is not able to retain the key personnel

The Group's future success depends heavily upon the continued services of its senior executives and key sales and marketing personnel. The Group's ability to attract and retain key personnel is a critical factor in its competitiveness. If the Group is unable to attract or retain the personnel required to achieve its business objectives, its business could be severely disrupted.

Financial risks

(i) Foreign currency exchange risk
(ii) Interest rate risk
(iii) Credit risk
(iv) Liquidity risk
(v) Price risk

Details of the financial risk management are set out in note 43 to the consolidated financial statements.

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

CHARGES OF ASSETS

Details of charges of the Group's assets during the year ended 31 December 2018 are set out in note 24 to the consolidated financial statements in this annual report.

GEARING RATIO

The Group's gearing ratio is represented by net debts divided by total equity plus net debts. The Group's net debts include bank and other borrowings, corporate and convertible bonds, less cash and cash equivalents and pledged bank deposits. As at 31 December 2018, the Group's gearing ratio was 3.7% (2017: 14.3%).

USE OF NET PROCEEDS FROM THE INITIAL PUBLIC OFFERING

The net proceeds from the global offering of the Company (after deducting underwriting fees and related expenses) amounted to approximately HK$249.5 million, which sum is intended to be applied in the manner consistent with that set out in the Company's prospectus dated 9 June 2015. For details of the utilisation of the net proceeds, please refer to the paragraph headed "Use of Net Proceeds from the Initial Public Offering" under the section headed "Management Discussion and Analysis" of this annual report.

REPORT OF DIRECTORS

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY AND COMPLIANCE WITH LAWS AND REGULATIONS

As a responsible corporation, the Group is committed to maintain the highest environmental and social standards to ensure sustainable development of its business.

The Group is subject to the following major PRC laws and regulations:

i) **Business operation**

- Administrative Measures for the Registration of Pharmaceuticals《藥品註冊管理辦法》
- Administrative Measures for Pharmaceutical Supply Permit《藥品經營許可證管理辦法》
- Good Supply Practice Rules for Pharmaceuticals《藥品經營質量管理規範》
- Measures for the Certification of Good Supply Practice of Pharmaceutical Operations《藥品經營質量管理規範認證管理辦法》
- Good Manufacturing Practices (2010 Revision)《藥品生產質量管理規範(2010年修訂)》

ii) **Environmental and social standards**

- the Environmental Protection Law of the PRC《中華人民共和國環境保護法》
- the Labor Law of the PRC《中華人民共和國勞動法》
- the Law of the PRC on the Prevention and Control of Water Pollution《中華人民共和國水污染防治法》
- the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste《中華人民共和國固體廢物污染環境防治法》
- the Law of the PRC on Safe Production《中華人民共和國安全生產法》
- the PRC Labor Contract Law《中華人民共和國勞動合同法》

During the year under review, the Group has complied with all relevant laws and regulations in relation to its business including production, health and safety, workplace conditions, employment and the environment that have a significant impact on the Group.

The Group strives to minimise its impact on the environment by reducing its electricity consumption and encouraging recycle of office supplies and other materials.

Further information about the Company's environmental policies and performance will be disclosed in the environmental, social and governance report to be issued by the Company in due course.

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 26.1% of the total sales for the year ended 31 December 2018 and sales to the largest customer included therein amounted to approximately 6.2% of the total sales for the year. The credit terms granted to major customers are 30 to 180 days which are in line with those granted to other customers. Purchases from the Group's five largest suppliers accounted for approximately 40.2% of the total purchases for the year ended 31 December 2018 and purchases from the Group's largest supplier included therein amounted to approximately 14.8% of the total purchases for the year.

REPORT OF DIRECTORS

MAJOR CUSTOMERS AND SUPPLIERS *(Continued)*

The Group has established a business relationship with its five largest customers and suppliers for more than five years. Management of the Company conducts review on customer and supplier composition on a regular basis to monitor whether there is over-reliance on certain counterparty.

None of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Being people-oriented, the Group ensures all staff are reasonably remunerated and also continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational health and safety.

The Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints 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.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2018 are set out in note 13 to the consolidated financial statements in this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2018 are set out in note 34 to the consolidated financial statements in this annual report.

DISCLOSEABLE TRANSACTION AND ISSUE OF SHARES

During the year ended 31 December 2018, the Group did not make any significant investments, acquisitions or disposals that would constitute a notifiable transaction under Chapter 14 of the Listing Rules.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016

Definitions

The defined terms in this section shall have the following meaning:

"2017 General Mandate"	means the general mandate granted to the Directors by the Shareholders at the 2017 AGM.
"Bondholder"	means holder of the Convertible Bonds.
"Bondholders' Approval"	means the written approval of Bondholder(s) (as defined in the sub-paragraph headed "Specific performance obligations on Mr. Chen and the Chargor" below) holding more than 50% of the then outstanding principal amount of the Convertible Bonds.
"Chargor"	means Praise Treasure Limited, which is wholly-owned by Mr. Chen.
"Closing Price"	means for the Shares for any Trading Day, the last traded price per Share as published in the daily quotation sheet of the Stock Exchange for such day.
"Collateral Coverage Ratio"	means, for any Trading Day falling on or after the Closing Date (as defined in the sub-paragraph headed "Conditions precedent" below), the amount equal to A x B/C, where: A = the number of Shares being part of the Security (as defined in the sub-paragraph headed "Security" below) after trading of the Shares closes on the Stock Exchange on such Trading Day; B = the Closing Price on such Trading Day; and C = the aggregate outstanding principal amount of the Convertible Bonds after trading of the Shares closes on the Stock Exchange on such Trading Day.
"Effective Date"	means the date which is the first business day after, and excluding, the date upon which the last of the conditions precedent under the Supplemental Deed (save for such conditions precedent which are required to be satisfied only on the Effective Date) has been satisfied or otherwise waived by the Purchaser, or such other date as the Company and the Purchaser may agree in writing.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Definitions *(Continued)*

"Initial Collateral Coverage Ratio"	means for the Closing Date, the amount equal to A x B/C, where: A = the number of Shares subject to Security at Closing (as defined in the sub-paragraph headed "Conditions precedent" below); B = the lower of (i) the average Volume Weighted Average Price for the ten (10)Trading Days immediately preceding the Closing Date, or (ii) the Closing Price for the Trading Days immediately preceding the Closing Date; and C = the aggregate principal amount of the Convertible Bonds to be issued at Closing.
"Material Adverse Change"	means (a) any material adverse change in, or any change in circumstances that has a material adverse effect on, the business, operations, financial position (including any material increase in provisions), earnings, condition or prospects of each Obligor or each member of the Group; and (b) any change in any relevant laws in any of the jurisdictions or sectors in which each Obligor or each member of the Group does business (coming into effect between the date of the Subscription Agreement and the Closing Date) that could reasonably be expected to materially and adversely affect the Company or the Group taken as a whole.
"Mr. Chen"	means Mr. Chen Yenfei, the Chairman, an executive Director and a controlling shareholder (within the meaning of the Listing Rules) of the Company.
"Net Assets"	means the consolidated net assets of the Group as at the end of the Relevant Period (as extracted from the audited consolidated financial statements of the Company for each financial year or the unaudited consolidated financial statements of the Company for each financial half-year, as the case may be (the "Relevant Accounts")).
"Obligor(s)"	means the Company, Mr. Chen and the Chargor.
"Relevant Period"	means each period of twelve months ending on the last day of the Company's financial year and each period of six months ending on the last day of the first half of the Company's financial year.
"Second Amendments"	means the amendments to certain terms of the Subscription Agreement and the terms and conditions of the Convertible Bonds set out in the Second Supplemental Bond Instruments under the Second Supplemental Deed.
"Second Amendments Conditions Precedent"	means the conditions precedent to the Second Amendments.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Definitions *(Continued)*

"Second Amendments Effective Date"	means the date which is the first Business Day after, and excluding, the date upon which the last of the Second Amendments Conditions Precedent (save for such Second Amendments Conditions Precedent which are required to be satisfied only on the Second Amendments Effective Date) has been satisfied or otherwise waived by the Purchaser, or such other date as the Company and the Purchaser may agree in writing.
"Second Supplemental Series 1 CB Instrument"	means the supplemental bond instrument of the Series 1 CB executed by the Company as a deed poll on the Second Amendments Effective Date in favour of the Purchaser with the Second Amendments to the Series 1 CB Conditions, which shall form an integral part of the Series 1 CB Instrument.
"Second Supplemental Series 2 CB Instrument"	means the supplemental bond instrument of the Series 2 CB executed by the Company as a deed poll on the Second Amendments Effective Date in favour of the Purchaser with the Second Amendments to the Series 2 CB Conditions, which shall form an integral part of the Series 2 CB Instrument.
"Second Supplemental Transaction Documents"	means collectively, the Second Supplemental Deed, the Second Supplemental Series 1 CB Instrument and the Second Supplemental Series 2 CB Instrument.
"Second Waiver"	means the wavier pursuant to which the Purchaser agreed to, upon the Purchaser having received a payment of a partial default interest in the amount of HK$800,000 one (1) Business Day from the Company or Mr. Chen before and excluding the Second Amendments Effective Date, waive, with effect from the Second Amendments Effective Date, the balance of an accrued and unpaid default interest in the amount of HK$4,600,000.
"Series 1 CB Conditions"	means the terms and conditions of the Series 1 CB attached to the Series 1 CB Instrument in respect of the Series 1 CB.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Definitions *(Continued)*

"Series 2 CB Conditions"	means the terms and conditions of the Series 2 CB attached to the Series 2 CB Instrument in respect of the Series 2 CB.
"Supplemental Transaction Documents"	means, collectively, the Supplemental Deed, the Supplemental Series 1 CB Instrument (as defined below) and the Supplemental Series 2 CB Instrument (as defined below).
"Trading Day"	means a day when the Stock Exchange is open for dealing business, provided that if no Closing Price is reported for one or more consecutive dealing days, such day or days will be disregarded in any relevant calculation and shall be deemed not to have existed when ascertaining any period of dealing days.
"Transaction Documents"	means (a) the Subscription Agreement, (b) the deeds to be executed by the Company which will constitute the Convertible Bonds and contain the terms and conditions of the Convertible Bonds ("CB Instruments"), (c) the certificate(s) in respect of the Convertible Bonds to be issued to the Purchaser pursuant to the terms of the applicable CB Instrument, (d) the Guarantee (as defined in the sub-paragraph headed "Security" below), (e) the document constituting the security granted in favour of the Purchaser from time to time under or in connection with the Transaction Documents, (f) the custodian supplemental deed entered into between CCB International Securities Limited as the safekeeping agent, the Purchaser and the Chargor in connection with the CCBI Account (as defined in the sub-paragraph headed "Security" below), and (g) any other document designated as a "Transaction Document" by the Purchaser and the Obligors.
"Volume Weighted Average Price"	means, in respect of a Share on any Trading Day, the order book volume-weighted average price of a Share published by or derived from Bloomberg page "VWAP" (setting weighted average) or such other source as shall be determined to be appropriate by an independent investment bank on such Trading Day, provided that if on any such Trading Day such price is not available or cannot otherwise be determined as provided above, the Volume Weighted Average Price of a Share in respect of such Trading Day shall be the Volume Weighted Average Price, determined as provided above, on the immediately preceding Trading Day on which the same can be so determined.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Subscription Agreement, Supplemental Deed and Second Supplemental Deed

On 15 December 2016, the Company has entered into the Subscription Agreement, pursuant to which, on 29 December 2016, the Company issued to the Purchaser the Series 1 CB in the principal amount of HK$72,000,000 and the Series 2 CB in the principal amount of HK$48,000,000.

On 20 July 2017, the Company executed the Supplemental Deed with, among others, the Purchaser, pursuant to which the parties have conditionally agreed to enter into the supplemental bond instruments of each of the Convertible Bonds (the "Supplemental Bond Instruments") to amend certain terms and conditions of the Convertible Bonds. As at the date of this annual report, the amendments to the terms and conditions of the Convertible Bonds have been completed.

The amendments to the terms and conditions of the Convertible Bonds (the "Amendments") are summarised as follows:

i. the financial covenant in relation to the Net Assets of the Group (the "Net Asset Covenant") as set out in the terms and conditions of the Convertible Bonds shall be amended to the effect that as long as any Convertible Bonds remain outstanding, the Net Assets of the Group, excluding any impact of fair value change related to any outstanding share options and convertible bonds issued by the Company, shall not be less than RMB720,000,000 (or its equivalent in any other currency or currencies), as adjusted from the original requirement of RMB750,000,000 (or its equivalent in any other currency or currencies);

ii. the initial conversion price of the Series 2 CB shall be adjusted from HK$1.20 per Share to HK$0.60 per Share; and

iii. Conversion Shares in relation to the Series 2 CB shall be allotted and issued by the Company pursuant to the 2017 General Mandate (instead of pursuant to the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 1 June 2016), under which the Company is authorised to issue up to 200,000,000 new Shares until the revocation, variation or expiration of the 2017 General Mandate.

On 29 May 2018, the Company executed the Second Supplemental Deed with, among others, the Purchaser, pursuant to which the parties conditionally agreed to, among others, further amend certain terms of the Subscription Agreement and enter into the Second Supplemental Bond Instruments to further amend certain terms and conditions and obtain waiver to certain covenant of the Convertible Bonds. As at the date of this annual report, the amendments to the terms and conditions of the Convertible Bonds have been completed.

Pursuant to the Second Supplemental Deed, the Company, the Chargor, Mr. Chen and the Purchaser conditionally agreed to, among others, further amend certain terms of the Subscription Agreement and enter into the Second Supplemental Bond Instruments to further amend certain terms and conditions and obtain waiver to certain covenant of the Convertible Bonds, in particular, that the definition of "Security Top-Up Triggering Event" was amended to refer to a situation where the Collateral Coverage Ratio on any Trading Day falls below 1.75 for three consecutive Trading Days, instead of the original situation where the Collateral Coverage Ratio on any Trading Day falls below 1.6.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Conversion Shares and Conversion Price

Assuming the exercise in full of the conversion rights attached to the Convertible Bonds (the "Conversion Rights") at the initial conversion price of HK$0.6 per Share in respect of the Series 1 CB (the "Series 1 CB Conversion Price") and the amended initial conversion price of HK$0.6 per Share in respect of the Series 2 CB (the "Series 2 CB Conversion Price"), an aggregate of 200,000,000 Shares (with aggregate nominal value of HK$200,000) (the "Conversion Shares") would be issued.

Maturity

The maturity date of Series 1 CB and Series 2 CB is 29 December 2018, with possible extension of another year subject to the Bondholder's approval.

Purchaser

The Purchaser is a limited liability company incorporated in the British Virgin Islands. It is indirectly and wholly-owned by CCB International (Holdings) Limited. CCB International (Holdings) Limited is an investment services flagship which is indirectly and wholly-owned by China Construction Bank Corporation, a joint-stock company incorporated in the PRC and listed on the Main Board of the Stock Exchange (Stock code: 939) and the Shanghai Stock Exchange (Stock code: 601939).

Conditions precedent to the Subscription Agreement

Closing of the issue of the Convertible Bonds ("Closing") were conditional upon the following conditions being satisfied (or, if applicable, waived):

(a) the Purchaser having been satisfied with the results of its commercial, financial and legal due diligence on the Company, the other Obligors and any other member of the Group in its sole discretion;

(b) the Purchaser having performed all necessary external, internal and corporate approvals and checks under all applicable laws regarding the Transaction Documents, including but not limited to its investment committee approval, anti-money laundering checks and know-your-client checks;

(c) all necessary regulatory filings, notifications, registrations, disclosure and/or announcement requirements, and approvals of the relevant governmental authorities to enter into the Transaction Documents and perform the Obligors' obligations thereunder having been made, fulfilled or obtained, and such filings, notifications, registrations, disclosures, announcements and approvals remaining valid and effective, and no governmental authority having taken or initiated any action which would prohibit the transactions contemplated under any of the Transaction Documents;

(d) a written approval having been granted by the Stock Exchange regarding the listing of, and a permission to deal in, the Conversion Shares;

(e) there not having been any further requirement imposed by the Stock Exchange for the shareholders of the Company to approve the issue of the Conversion Shares and all conditions relating thereto (if any) imposed by the Stock Exchange shall have been settled to the satisfaction of the Purchaser;

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Conditions precedent to the Subscription Agreement *(Continued)*

(f) all obligations under the Transaction Documents required to be performed by the Obligors on or before the date of Closing (the "Closing Date") (including but not limited to the transfer of the Shares subject to Security to the CCBI Account) having been performed, and no breach of any provision of any Transaction Document by any of the Obligors;

(g) the representations, warranties and covenants given or procured to be given by the Obligors under the Subscription Agreement (the "Warranties") remaining true, accurate and not misleading in each case in accordance with their terms;

(h) since the date of the Subscription Agreement, there having been, in the opinion of the Purchaser, no Material Adverse Change;

(i) there having been no event of default, and no event of default resulting from the proposed issue of the Convertible Bonds by the Company to the Purchaser;

(j) all financial covenants set out in each of the terms and conditions of the Series 1 CB or the terms and conditions of the Series 2 CB having been complied with as at Closing;

(k) there being no suspension of trading of the Shares on the Stock Exchange from the date of the Subscription Agreement up to the Closing Date (save for as a result of the announcement(s) being made by the Company on the Stock Exchange in connection with the transactions contemplated under the Transaction Documents);

(l) Mr. Chen remaining as the chairman of the Board and the single largest beneficial owner of the issued Shares and the Chargor remaining as the single largest Shareholder;

(m) the Initial Collateral Coverage Ratio being not less than 2.0 as at the Closing Date;

(n) the entering into and duly execution (on or before the Closing Date) of the other Transaction Documents, each in a form satisfactory to the Purchaser, by the respective parties; and

(o) on the Closing Date, receipt by the Purchaser of:

   (i) a legal opinion as to the laws of Hong Kong issued by the Purchaser's Hong Kong legal counsel and addressed to the Purchaser, opining on, amongst other things, the legal, valid, binding and enforceable nature of the provisions of the Transaction Documents as governed by the laws of Hong Kong;

   (ii) a legal opinion as to the laws of the Cayman Islands issued by the Purchaser's Cayman legal counsel and addressed to the Purchaser, opining on, amongst other things, the due incorporation, capacity and authority of the Company; and

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Conditions precedent to the Subscription Agreement *(Continued)*

(o) on the Closing Date, receipt by the Purchaser of: *(Continued)*

(iii) a legal opinion as to the laws of the British Virgin Islands issued by the Purchaser's British Virgin Islands legal counsel and addressed to the Purchaser, opining on, amongst other things, the due incorporation, capacity and authority of the Chargor,

each in a form satisfactory to the Purchaser,

provided, however, that the Purchaser may, at its discretion, waive satisfaction of any of the conditions above (except for condition (d)).

Conditions precedent to the Supplemental Deed

The Amendments and the Waivers are subject to the following conditions precedent being satisfied (or, if applicable, waived):

1. a written approval having been granted by the Stock Exchange in respect of:

   (a) the Amendments; and

   (b) the listing of, and a permission to deal in, the Series 2 CB conversion shares (as amended by the Supplemental Transaction Documents);

2. the Additional Security Shares not having been withdrawn from the CCBI Account;

3. the Warranties remaining true, accurate and not misleading in each case in accordance with their terms;

4. since the date of the Supplemental Deed, there having been, in the opinion of the Purchaser, no Material Adverse Change;

5. the following documents having been delivered by the Company to the Purchaser on or prior to the Effective Date:

   (a) an original of the supplemental bond instrument of the Series 1 CB (the "Supplemental Series 1 CB Instrument") dated the Effective Date duly executed as a deed poll by the Company;

   (b) an original of the supplemental bond instrument of the Series 2 CB (the "Supplemental Series 2 CB Instrument") dated the Effective Date duly executed as a deed poll by the Company;

   (c) evidence of the transfer of the Additional Security Shares to the CCBI Account on 4 July 2017;

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Conditions precedent to the Supplemental Deed *(Continued)*

5. the following documents having been delivered by the Company to the Purchaser on or prior to the Effective Date: *(Continued)*
   (d) a copy of the written approval granted by the Stock Exchange regarding each of the following:

      (i) the Amendments; and

      (ii) the listing of, and a permission to deal in, the Series 2 CB conversion shares (as amended by the Supplemental Transaction Documents);

   (e) an original of a duly executed certificate of each Obligor dated the Effective Date substantially in a form agreed by the parties to the Supplemental Deed; and

   (f) a certified true copy of each of the resolutions of the Board and the resolutions of the sole director and the sole shareholder of the Chargor in relation to the Supplemental Transaction Documents;

6. receipt by the Purchaser on the Effective Date of a legal opinion as to the laws of Hong Kong issued by the Purchaser's Hong Kong legal counsel and addressed to and in a form satisfactory to the Purchaser, opining on, amongst other things, the legal, valid, binding and enforceable nature of the provisions of the Supplemental Transaction Documents as governed by the laws of Hong Kong,

provided that the Purchaser may, at its absolute discretion and upon such terms as it thinks fit, waive compliance with any of the conditions above, save for condition 1 above.

Conditions precedent to the Second Supplemental Deed

The Second Amendments and the Second Waiver were subject to the following conditions precedent being satisfied:

1. a written approval having been granted by the Stock Exchange regarding the Second Amendments;

2. the Additional Security Shares not having been withdrawn from the CCBI Account;

3. the Warranties remaining true, accurate and not misleading in each case in accordance with their terms;

4. since the date of the Second Supplemental Deed, there having been, in the opinion of the Purchaser, no Material Adverse Change;

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Conditions precedent to the Second Supplemental Deed *(Continued)*

5. the following documents having been delivered by the Company to the Purchaser on or prior to the Second Amendments Effective Date:

   (a) an original of the Second Supplemental Series 1 CB Instrument dated the Second Amendments Effective Date duly executed as a deed poll by the Company;

   (b) an original of the Second Supplemental Series 2 CB Instrument dated the Second Amendments Effective Date duly executed as a deed poll by the Company;

   (c) a copy of the written approval granted by the Stock Exchange regarding the Second Amendments;

   (d) an original of a duly executed certificate of each Obligor dated the Second Amendments Effective Date substantially in a form agreed by the parties to the Second Supplemental Deed; and

   (e) a certified true copy of each of the resolutions of the board of directors of the Company and the resolutions of the sole director and the sole shareholder of the Chargor in relation to the Second Supplemental Transaction Documents;

6. receipt by the Purchaser on the Second Amendments Effective Date of a legal opinion as to the laws of Hong Kong issued by the Purchaser's Hong Kong legal counsel and addressed to and in a form satisfactory to the Purchaser, opining on, amongst other things, the legal, valid, binding and enforceable nature of the provisions of the Second Supplemental Transaction Documents as governed by the laws of Hong Kong; and

7. receipt by the Purchaser of the payment of the partial default interest in the amount of HK$800,000 by the Company or Mr. Chen in accordance with the terms of the Second Supplemental Deed.

Reason for entering into the Subscription Agreement

The Directors considered the issue of the Convertible Bonds as an appropriate means of raising additional capital for the Company since (i) they will not have an immediate dilution effect on the shareholding of existing Shareholders; and (ii) if the Conversion Rights are exercised, the shareholder base of the Company will be enlarged by bringing in new investor(s) and it is expected that the financial position of the Group will be improved to provide for the existing and future business of the Group.

Reasons for entering into the Supplemental Deed

According to the audited consolidated accounts of the Group in the annual report of the Company for the year ended 31 December 2016, the net asset value of the Group as at 31 December 2016 amounted to approximately RMB724.8 million, which was below the requirement under the original Net Asset Covenant pursuant to the then existing Bond Conditions. The Board therefore considered that there was an imminent need to amend the original Net Asset Covenant in accordance with the Supplemental Transaction Documents.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Reasons for entering into the Supplemental Deed *(Continued)*

In view of (a) the market price of the Shares having been below the then initial conversion price of the Series 2 CB of HK$1.20 since completion of the issue of the Convertible Bonds in December 2016; (b) the uncertainties as to the future price performance of the Shares; and (c) the initial conversion price of the Series 1 CB amounting to HK$0.60, the Company anticipated that the likelihood of the Bondholders exercising the Conversion Rights, in particular those attached to the Series 2 CB, prior to the maturity dates of the Convertible Bonds would be remote. The adjustment of the then initial conversion price of the Series 2 CB from HK$1.20 to HK$0.60 would eliminate the discrepancy in the initial conversion prices between the Series 1 CB and the Series 2 CB under the then existing terms and conditions of the Convertible Bonds, and enhance the likelihood of exercise of the Conversion Rights by the Bondholders, which would alleviate the financial burden on the Company to repay the Convertible Bonds.

The Amendments were arrived at after arm's length negotiation between the Company and the Purchaser. The Board considered that the terms and conditions of the Supplemental Deed were fair and reasonable, and the Amendments were in the interests of the Company and the Shareholders as a whole.

Reason for entering into the Second Supplemental Deed

In view of the fluctuating market prices of the Shares, the Board considered there was difficulty in restoring the Collateral Coverage Ratio following a Security Top-Up Triggering Event in view of the time constraint and there was an imminent need to amend the meaning of a Security Top-Up Triggering Event in accordance with the Second Supplemental Transaction Documents.

The amendment to the meaning of a Security Top-Up Triggering Event was expected to alleviate the burden on the Chargor to provide Additional Security or the Company to redeem necessary portion(s) of the outstanding principal amount of the Convertible Bonds to restore the required Collateral Coverage Ratio within the prescribed time period.

The Second Amendments were arrived at after arm's length negotiation between the Company and the Purchaser. The Board considered that the terms and conditions of the Second Supplemental Deed were fair and reasonable, and the Second Amendments were in the interests of the Company and the Shareholders as a whole.

Use of net proceeds

As disclosed in the announcement of the Company dated 15 December 2016, the net proceeds from the issue of the Convertible Bonds would be applied to general working capital, business development and any future merger and acquisition transactions of the Group. The net proceeds from the issue of the Convertible Bonds, after deducting related transaction costs, was approximately HK$113.1 million, of which approximately HK$0.8 million had been utilised for general working capital and approximately HK$111.4 million had been utilised for business development as at 31 December 2017. As at 1 January 2018, the unutilised net proceeds of the Convertible Bonds amounted to approximately HK$0.9 million. During the year under review, approximately HK$0.9 million was utilised for general working capital. As at 31 December 2018, the net proceeds from the issue of the Convertible Bonds have been fully utilised.

Details of the Subscription Agreement, the Supplemental Deed and the Second Supplemental Deed are set out in the announcements of the Company dated 15 December 2016, 29 December 2016, 20 July 2017, 29 May 2018 and 6 June 2018.

REPORT OF DIRECTORS

ISSUE OF THE CONVERTIBLE BONDS IN 2016 *(Continued)*

Use of net proceeds *(Continued)*

During the year under review, none of the Conversion Rights was exercised and the Convertible Bonds were redeemed by the Company at HK131,355,000 on 24 September 2018.

ISSUE OF THE 2018 CONVERTIBLE BONDS

Definitions

The defined terms in this section have the following meaning:

"2018 Conversion Shares"	means the new Shares to be allotted and issued upon the exercise of 2018 the Conversion Rights.
"2018 Conversion Rights"	means the rights attached to the 2018 Convertible Bonds to convert the principal amount of the 2018 Convertible Bonds or part thereof into 2018 Conversion Shares.
"EGM"	means the extraordinary general meeting of the Company held on 3 September 2018 the purpose of approving, among others, the 2018 Subscription Agreement, the Whitewash Waiver and the specific mandate for the allotment and issue of the 2018 Conversion Shares upon conversion of the 2018 Convertible Bonds.
"Independent Shareholder"	means Shareholders other than Mr. Chen and the parties acting in concert with him and their respective associates and those who are involved in or interested in the 2018 Subscription Agreement or the Whitewash Waiver and those who are required to abstain from voting in the EGM to consider the approve the Subscription under the Listing Rules and the Takeovers Code.

2018 Subscription Agreement

On 27 June 2018, the Company entered into the 2018 Subscription Agreement with Mr. Chen, pursuant to which the Company has conditionally agreed to issue, and Mr. Chen has conditionally agreed to subscribe for, the 2018 Convertible Bonds in the aggregate principal amount of HK$134,500,000.

Under the terms and conditions of the 2018 Convertible Bonds, the 2018 Convertible Bonds did not bear any interest. The 2018 Convertible Bonds were convertible into 2018 Conversion Shares at the initial conversion price of HK$0.50 per Share (subject to adjustments). The conversion price represented:

(i) a premium of approximately 4.17% over the closing price of HK$0.48 per Share as quoted on the Stock Exchange on the date of the 2018 Subscription Agreement;

(ii) a premium of approximately 4.17% over the average closing price of approximately HK$0.48 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the 2018 Subscription Agreement; and

REPORT OF DIRECTORS

ISSUE OF THE 2018 CONVERTIBLE BONDS *(Continued)*

2018 Subscription Agreement *(Continued)*

(iii) a discount of approximately 40.48% to the Group's audited consolidated net assets per Share as at 31 December 2017 of approximately HK$0.84 (based on the then total 1,064,564,000 Shares as at 31 December 2017).

The maturity of the 2018 Convertible Bonds was the date falling on the second anniversary of the date of issue of the 2018 Convertible Bonds (i.e. 24 September 2018).

Under the 2018 Subscription Agreement, Mr. Chen conditionally agreed to subscribe for and the Company conditionally agreed to issue the 2018 Convertible Bonds. As at the date of the 2018 Subscription Agreement, there were 1,064,564,000 Shares in issue and upon full conversion of the 2018 Convertible Bonds, the Conversion Shares represented (i) approximately 25.27% of the issued share capital of the Company as at the date of the 2018 Subscription Agreement; and (ii) approximately 20.17% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares (assuming that there is no change in the issued share capital of the Company other than the issue of the Conversion Shares between the date of the 2018 Subscription Agreement up to the full conversion of the 2018 Convertible Bonds).

Subscriber

The subscriber of the 2018 Convertible Bond is Mr. Chen, who is the chairman of the Board and the chief executive officer and a controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company and is therefore a connected person of the Company. As at the date of the 2018 Subscription Agreement, Mr. Chen was beneficially interested in 484,040,000 Shares, representing approximately 45.47% of the then existing issued share capital of the Company. Upon full conversion of the 2018 Convertible Bonds, 269,000,000 Shares would be allotted and issued to Mr. Chen (or his nominee) and the interests of Mr. Chen and parties acting in concert with him in the voting rights of the Company would increase from approximately 45.47% to approximately 56.47% (assuming that there is no change in the issued share capital of the Company up to the completion of the subscription of the 2018 Convertible Bonds). Accordingly, Mr. Chen would be obliged to make a mandatory general offer to the shareholders of the Company for all the issued Shares and other securities of the Company not already owned or agreed to be acquired by him pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers as such increase will have the effect of increasing Mr. Chen's holding of voting rights of the Company by more than 2% from the lowest percentage holding of Mr. Chen within the period of 12 months, unless the Whitewash Waiver is obtained from the Executive.

Conversion Rights and conversion restrictions

The holder of the 2018 Convertible Bonds might convert the whole or part (in multiple of HK$10,000,000) of the principal amount of the 2018 Convertible Bonds into the Shares at the initial conversion price of the 2018 Convertible Bonds being HK$0.50 (subject to adjustments) per Share for the period commencing from the date of issue of the 2018 Convertible Bonds up to the date falling on the second anniversary of the date of issue of the 2018 Convertible Bonds provided that any conversion of the 2018 Convertible Bonds will not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code or such mandatory offer obligation has been waived by the Executive on the part of the bondholder of the 2018 Convertible Bonds and any parties acting in concert with it (as defined in the Takeovers Code); and (ii) the exercise of the 2018 Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules.

REPORT OF DIRECTORS

ISSUE OF THE 2018 CONVERTIBLE BONDS *(Continued)*

Conditions precedent to the subscription of the 2018 Convertible Bonds

Completion of the subscription of the 2018 Convertible Bonds was conditional upon each of the following conditions being satisfied or, if applicable, waived:

(i) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the 2018 Conversion Shares;

(ii) the passing by the Independent Shareholders who are entitled to vote and not required to be abstained from voting under the Listing Rules and the Takeovers Code at the EGM of the necessary resolution(s) to approve the 2018 Subscription Agreement and the transactions contemplated thereunder;

(iii) the warranties under the 2018 Subscription Agreement remaining true, accurate and complete in all material respects;

(iv) all necessary consents and approvals required to be obtained on the part of the Company and Mr. Chen in respect of the 2018 Subscription Agreement and the transactions contemplated thereby having been obtained; and

(v) the granting of the Whitewash Waiver by the Executive.

The condition set out in paragraph (iii) above may be waived by the Mr. Chen. None of the other conditions may be waived. In the event that any of the conditions have not been satisfied (or, if applicable, waived) by 31 August 2018 or any other date to be agreed by Mr. Chen and the Company in writing, the 2018 Subscription Agreement will lapse and the parties thereto will be released from all obligations thereunder, save for liabilities for any antecedent breaches of the 2018 Subscription Agreement.

Reason for entering into the 2018 Subscription Agreement

As announced by the Company on 29 December 2016, the Company issued the Convertible Bonds in the aggregate principal amount of HK$120,000,000. The Convertible Bonds was due on the second anniversary of the issue date of the Convertible Bonds (i.e. 29 December 2018). The holder of the Convertible Bonds was not a shareholder of the Company as at the date of the 2018 Subscription Agreement. If the Convertible Bonds were not extended prior to the maturity date, which was subject to the prior written approval of the holder of the Convertible Bonds pursuant to the terms of the Convertible Bonds and the holder of the Convertible Bonds did not exercise the conversion rights attaching to the Convertible Bonds before the maturity date of the Convertible Bonds, which was not likely as the conversion price of the Convertible Bonds was higher than the then market price of shares of the Company, the Company would be obliged to repay the total outstanding principal amount and interests accrued under the Convertible Bonds on the maturity date. As disclosed in the annual report of the Company for the year ended 31 December 2017, the Group funds its operations principally from cash generated from its operations, bank borrowings and other debt instruments and equity financing from investors. Its cash requirements relate primarily to operating activities, business expansion, repayment of liabilities as they become due, capital expenditures, interest and dividend payments. The Group had total cash and cash equivalents of approximately RMB35 million as at 31 December 2017. If the Convertible Bonds become due, the Company may not have sufficient cash to repay the outstanding amount of the Convertible Bonds.

REPORT OF DIRECTORS

ISSUE OF THE 2018 CONVERTIBLE BONDS *(Continued)*

Reason for entering into the 2018 Subscription Agreement *(Continued)*

Taking into account (i) the 2018 Convertible Bonds shall not bear any interest; (ii) there was an annual fee of 1% of the aggregate principal amount of the outstanding Convertible Bonds where as there was no such annual fee under the terms of the 2018 Convertible Bonds; and (iii) the Conversion Price of HK$0.50 of the 2018 Convertible Bonds was equivalent to the closing price of HK$0.50 per Share as quoted on the Stock Exchange on the date of the 2018 Subscription Agreement whereas the conversion price of the Convertible Bonds is HK$0.6 and at a premium over the closing price of HK$0.50 per Share as quoted on the Stock Exchange on the date of the 2018 Subscription Agreement, the Board (other than Mr. Chen, who is the subscriber and was required to abstain from voting on the relevant Board resolution(s) approving the 2018 Subscription Agreement by virtue of him having a material interest in the Subscription and the independent non-executive Directors who would form their view after taking advice from the independent financial adviser) considered that the terms of the 2018 Convertible Bonds are more favourable to the Company compared with the Convertible Bonds.

The Company intended to issue the 2018 Convertible Bonds, the net proceeds of which was intended to be utilised to redeem the Convertible Bonds, the outstanding interest and all relevant cost of the Company to redeem the Convertible Bonds in the aggregate amount of HK$132,755,000. The issue of the 2018 Convertible Bonds to redeem the Convertible Bonds would release financial pressure of the Group to repay the Convertible Bonds when they fell due and improve overall financial position of the Group. The Company would, after the 2018 Subscription Agreement became unconditional, give not less than thirty (30) Business Days' notice to the holder of the Convertible Bonds for the early redemption of the Convertible Bonds such that the Company would, upon completion of the subscription of the 2018 Convertible Bonds, apply the net proceeds to redeem the Convertible Bonds.

The Company has considered other alternative fundraising methods such as debt financing, placing of new shares and rights issue or open offer. The Board considered that debt financing may incur interest burden on the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position and the financial market condition and it may be relatively uncertain and time-consuming. The Board considered that the Company would need to pay commission to the placing agent and the Company would incur additional costs to raise fund by way of placing. It is also commercially impracticable to place new shares at the current market price of shares of the Company as there would be no incentive for the investors to acquire shares of the Company through the placing agent provided that they could have acquired the shares of the Company at the same price on the market. The Board also considered that the Company would incur additional time and costs to raise fund by way of rights issue or open offer as these would involve the registration and issue of prospectus and offer documents by the Company and would be subject to the approval by the Stock Exchange. The Company would also incur underwriting commission and additional administrative and professional expenses to comply with the requirements under the Listing Rules to raise fund by way of rights issue or open offer.

Based on the above, the Directors (other than Mr. Chen, who is the subscriber and was required to abstain from voting on the relevant Board resolution(s) approving the 2018 Subscription Agreement by virtue of him having a material interest in the subscription) considered that the terms and conditions of the 2018 Subscription Agreement as well as the terms of the 2018 Convertible Bonds were fair and reasonable, on normal commercial terms, and in the interests of the Group and the Shareholders as a whole.

REPORT OF DIRECTORS

ISSUE OF THE 2018 CONVERTIBLE BONDS *(Continued)*

Reason for entering into the 2018 Subscription Agreement *(Continued)*

Completion of the 2018 Subscription Agreement took place on 24 September 2018 as a result of which the 2018 Convertible Bonds in the aggregate principal amount of HK$134,500,000 was issued by the Company to Mr. Chen pursuant to the 2018 Subscription Agreement.

On 26 October 2018, the 2018 Convertible Bonds were fully converted and 269,000,000 Shares (with the aggregate nominal value of HK$269,000) were allotted and issued to Praise Treasure Limited (a nominee of Mr. Chen) at an issue price of HK$0.50 per Share (at a 23.08% discount to the closing market price per Share of the immediately preceding business day (i.e. HK$0.65)) with the net issue price of such Share amounting to approximately HK$0.49 per Share.

Use of net proceeds

The net proceeds from the issue of the 2018 Convertible Bonds, after deducting related transaction costs, was approximately HK$131.4 million of which the amount was fully utilised for redemption of the Convertible Bonds as at 31 December 2018.

Further details of the 2018 Subscription Agreement and the Whitewash Waiver are set out in the Company's announcement dated 27 June 2018, 17 July 2018, 3 August 2018, 17 August 2018, 24 September 2018 and the Company's circular dated 17 August 2018.

ISSUE OF CORPORATE BONDS

For the year ended 31 December 2018, the Company issued additional unsecured corporate bonds, with principal amount of approximately HK$7.5 million, to various independent third parties at par value, bearing coupon rate of 6.5% to 7.0% per annum and with maturity periods from 2 to 7.5 years. The net proceeds from the issue of the corporate bonds, after deducting related transaction costs, was approximately HK$6.1 million, all of which was utilised as of 31 December 2018.

RESERVES

Details of movements in the reserves of the Group during the year ended 31 December 2018 are set out on page 78 in the consolidated statement of changes in equity of this annual report and in note 36 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's accumulated losses amounted to approximately RMB248,247,000 and the Company's share premium amounted to approximately RMB641,391,000. By passing an ordinary resolution of the Company, dividends may be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Law.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 27 to the consolidated financial statements in this annual report.

REPORT OF DIRECTORS

DIRECTORS

The Directors during the year ended 31 December 2018 and up to the date of this annual report were:

Executive Directors:
Mr. Chen Yenfei *(Chairman and Chief Executive Officer)*
Mr. Shen Shun
Mr. Zhou Jian (retired on 28 June 2018)
Mr. Chen Rongxin (appointed on 1 August 2018, resigned on 7 August 2018 and re-appointed on 5 September 2018)

Non-executive Directors:
Mr. Zhang Xiongfeng
Mr. Masahiro Honna (resigned on 6 February 2018)

Independent non-executive Directors:
Mr. Liu Liangzhong
Mr. Wong Tak Shing
Mr. Min Feng (resigned on 14 September 2018)
Mr. Lu Yongchao (appointed on 1 August 2018, resigned on 7 August 2018 and re-appointed on 14 September 2018)

Each of the executive Directors has entered into a service contract, and each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment, with the Company for a term of three years, subject to termination by (i) each of the executive Directors by not less than one month's notice in writing served by either party on the other; and (ii) each of the non-executive Director and the independent non-executive Directors by service of notice in writing to the Company at least half month in advance or by the Company at any time. All Directors are subject to retirement and re-election at the annual general meeting of the Company in accordance with the Company's articles of association. The details of the remuneration of each of the Directors are disclosed in note 9 to the consolidated financial statements in this annual report.

Details of the Directors' biographies are set out on pages 29 to 32 of this annual report. In accordance with article 84 of the Company's articles of association. Mr. Chen Yenfei and Mr. Shen Shun will retire from the Board by rotation at the forthcoming annual general meeting of the Company ("AGM"). Mr. Chen Yenfei and Mr. Shen Shun, being eligible, offer themselves for re-election at the AGM. In accordance with Article 83(3) of the Articles of Association, Mr. Chen Rongxin being appointed by the Board as an addition to the existing Board shall hold office until the AGM and Mr. Lu Yongchao ("Mr. Lu") who was appointed by the Board to fill a casual vacancy shall hold office until the first general meeting. Each of Mr. Chen Rongxin and Mr. Lu will retire and, being eligible, offer himself for re-election at the AGM.

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders.

REPORT OF DIRECTORS

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 29 to 32 of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Other than those transactions disclosed in note 31 to the consolidated financial statements in this annual report and those disclosed under the paragraph headed "Connected Transaction in relation to Subscription for Convertible Bonds under Specific Mandate" in the section headed "Management Discussion and Analysis" in this annual report and the paragraphs headed "Issue of the Convertible Bonds in 2016" and "Issue of the 2018 Convertible Bonds" in this Report of Directors above, no Director has any material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the Group's business to which the Company, any of its subsidiaries, fellow subsidiaries or its parent companies were a party subsisted at the end of the year or at any time during the year ended 31 December 2018.

CONTRACTS OF SIGNIFICANCE ENTERED INTO BETWEEN THE GROUP AND THE CONTROLLING SHAREHOLDERS

Save for the Subscription Agreement, the Supplemental Deed, the Second Supplemental Deed and the 2018 Subscription Agreement, there are not any other contracts of significance entered into between the Group and the controlling shareholders of the Company (or any of their subsidiaries) which subsisted at any time during the year ended 31 December 2018.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. A permitted indemnity provision (having its meaning under section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) is in force for the benefit of the Directors when this Report of Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and was in force throughout the year ended 31 December 2018 for the benefit of the then Directors.

The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the directors of the Company and its subsidiaries.

REPORT OF DIRECTORS

SHARE OPTION SCHEME

The Company adopted the share option scheme (the "Share Option Scheme") on 26 May 2015 for the purpose of rewarding certain Eligible Persons (as defined below) for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such Eligible Persons (as defined below) who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 26 May 2015.

Eligible participants of the Share Option Scheme include, (i) any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any director or proposed director (including an independent non-executive director) of the Company or any of its subsidiaries; (iii) any direct or indirect shareholder of the Company or any of its subsidiaries; (iv) any supplier, customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Company or any of its subsidiaries; (v) any person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Company or any of its subsidiaries and (vi) any associate of any of the persons referred to in paragraphs (i) to (v) above (the persons referred above are the "Eligible Persons").

In accordance with the resolution passed at the annual general meeting held in 28 June 2018 ("2018 AGM"), the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issue as at the date of the 2018 AGM, i.e. 100,000,000 Shares. During the year under review, share options to subscribe for an aggregate of 100,000,000 Shares were granted under the Share Option Scheme. As at 31 December 2018, the total number of securities available for issue under the Share Option Scheme pursuant to its terms was 175,690,000 Shares, representing in aggregate approximately 12.20% of the Company's issued share capital as at the date of this annual report. Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

(i) renew this limit at any time to 10% of the shares in issue as at the date of the approval by the Shareholders in general meeting; and/or

(ii) grant options beyond the 10% limit to the Eligible Persons specifically identified by the Board.

Notwithstanding the foregoing, the maximum number of Shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the Shares in issue from time to time.

The maximum number of Shares issued and to be issued upon the exercise of options granted under the Share Option Scheme (including exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the Shares in issue at any time. Any further grant of options in excess of this 1% limit shall be subject to: (i) the issue of a circular by the Company; and (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time.

REPORT OF DIRECTORS

SHARE OPTION SCHEME *(Continued)*

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder (within the meaning of the Listing Rules) or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the Shares in issue at any time and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK$5 million, within any 12-month period, are subject to Shareholders' approval in advance in a general meeting.

The Board shall not offer the grant of any option to any Eligible Person after inside information has come to its knowledge until it has announced the information pursuant to the requirements of the Listing Rules. In particular, no option shall be granted during the period commencing two months immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements provided that no option may be granted during any period of delay in publishing a results announcement.

The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof. There is no minimum period for which an option must be held before it can be exercised. Participants of the Share Option Scheme are required to pay the Company HK$1.0 upon acceptance of the grant on or before 28 days after the offer date.

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as quoted on the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of the Shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a Share.

REPORT OF DIRECTORS

SHARE OPTION SCHEME *(Continued)*

The details of share options granted under the Share Option Scheme as at 31 December 2018 are set out as follows:

			Number of share options					
Name	Date of grant	Vesting date	Outstanding as at 1 January 2018	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year	Outstanding as at 31 December 2018
Mr. Chen Rongxin (an executive Director)	7 September 2018	7 September 2018	–	10,000,000 *(Note 1)*	–	–	–	10,000,000
Mr. Zhang Xiongfeng (a non-executive Director)	8 July 2016	8 July 2016	8,000,000 *(Note 2)*	–	–	–	–	8,000,000
	7 September 2018	7 September 2018	–	10,000,000 *(Note 1)*	–	–	–	10,000,000
Employees in aggregate	8 July 2016	8 July 2016	54,700,000 *(Note 2)*	–	(24,310,000) *(Note 3)*	–	–	30,390,000
	7 September 2018	7 September 2018	–	10,000,000 *(Note 1)*	–	–	–	10,000,000
Other eligible participates in aggregate	8 July 2016	8 July 2016	37,300,000 *(Note 2)*	–	–	–	–	37,300,000
	7 September 2018	7 September 2018	–	70,000,000 *(Note 1)*	–	–	–	70,000,000
Total			100,000,000	100,000,000	(24,310,000)	–	–	175,690,000

Notes:

1. The exercise price of these options is HK$0.67 and the exercise period is from 7 September 2018 to 25 May 2025, both dates inclusive. The closing price of the Shares immediately preceding the date of grant of these options was HK$0.70. The Company received HK$1 from each of the grantees of these options upon acceptance of the options granted.

2. The exercise price of these options is HK$0.60 and the exercise period is from 8 July 2016 to 31 December 2019, both dates inclusive. The closing price of the Shares immediately preceding the date of grant of these options was HK$0.59. The Company received HK$1 from each of the grantees of these options upon acceptance of the options granted.

3. The weighted average closing price of the Shares immediately before the date on which the options were exercised is 0.8415.

EMOLUMENT POLICY

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

The emolument policy of the employees of the Group is set up by the Board on the basis of their merit, qualifications and competence.

REPORT OF DIRECTORS

EMOLUMENT POLICY *(Continued)*

The Company has adopted the Share Option Scheme, of which share options may be granted to Eligible Persons. Details of the Share Option Scheme are set out in the paragraph headed "Share Option Scheme" in this report of Directors and note 35 to the consolidated financial statements in this annual report.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 9 and 10 to the consolidated financial statements in this annual report.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed in the section headed "Directors and Senior Management" in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules 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 ANY OF ITS ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO, as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules were as follows:

Long positions in the Shares

Name of Director	Capacity/ nature of interest	Number of Shares held	Approximate percentage of shareholding *(Note 1)*
Mr. Chen Yenfei *(Note 2)*	Interest of a controlled corporation	753,040,000	55.46%
Mr. Shen Shun	Beneficial owner	3,500,000	0.26%
Mr. Chen Rongxin	Beneficial owner	10,400,820	0.77%
Mr. Zhang Xiongfeng	Beneficial owner	15,382,000	1.13%

Notes:

1. The total number of Shares in issue as at 31 December 2018 (i.e. 1,357,874,000 Shares) has been used for the calculation of the approximate percentage of interest.

2. Mr. Chen Yenfei holds 100% of the issued share capital of Praise Treasure Limited and is therefore deemed to be interested in the 753,040,000 Shares held by Praise Treasure Limited in the Company.

REPORT OF DIRECTORS

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS *(Continued)*

Long position in the underlying Shares

Name of Director	Capacity/nature of interest	Number of underlying Shares held	Approximate percentage of shareholding *(Note 1)*
Mr. Chen Rongxin *(Note 2)*	Beneficial owner	10,000,000 *(Note 2)*	0.74%
Mr. Zhang Xiongfeng *(Note 3)*	Beneficial owner	18,000,000 *(Note 3)*	1.33%

Notes:

1. The total number of Shares in issue as at 31 December 2018 (i.e. 1,357,874,000 Shares) has been used for the calculation of the approximate percentage of interest.

2. These are 10,000,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Chen Rongxin on 7 September 2018 pursuant to the Share Option Scheme and can be exercised by Mr. Chen Rongxin between 7 September 2018 and 25 May 2025 at the subscription price of HK$0.67 per Share.

3. These include (i) 8,000,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Xiongfeng on 8 July 2016 pursuant to the Share Option Scheme and can be exercised by Mr. Zhang Xiongfeng between 8 July 2016 to 31 December 2019 at the subscription price of HK$0.60 per Share; and (ii) 10,000,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Xiongfeng on 7 September 2018 pursuant to the Share Option Scheme and can be exercised by Mr. Zhang Xiongfeng between 7 September 2018 and 25 May 2025 at the subscription price of HK$0.67 per Share.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executive of the Company had or was deemed to have any interests or short position in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they had taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, during the year under review, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

REPORT OF DIRECTORS

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PARTIES IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, so far as the Directors and chief executive of the Company were aware, the following persons and corporations (excluding the directors and chief executive of the Company) had interests or short positions in any of the Shares or underlying Shares which were required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO.

(i) Substantial shareholder's long position in the Shares

Name of Shareholder	Capacity/nature of interest	Number of Shares held	Approximate percentage of issued share capital *(Note 1)*
Praise Treasure Limited *(Note 2)*	Beneficial owner	753,040,000	55.46%

(ii) Other persons' long positions in the Shares

Name of Shareholder	Capacity/nature of interest	Number of Shares held	Approximate percentage of issued share capital *(Note 1)*
Qilu International Funds SPC (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP)	Person having a security interest in shares	753,040,000	55.46%
Zhongtai International Asset Management Limited	Investment manager	753,040,000	55.46%

Notes:

1. The total number of Shares in issue as at 31 December 2018 (i.e. 1,357,874,000 Shares) has been used for the calculation of the approximate percentage of interest.

2. Praise Treasure Limited directly holds 753,040,000 Shares representing approximately 55.46% of the issued share capital of the Company.

Save as disclosed above, as at 31 December 2018, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in any of the Shares or underlying Shares which were required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

REPORT OF DIRECTORS

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale and redemption of any listed securities of the Company by the Company or any of its subsidiaries for the year ended 31 December 2018.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to the existing shareholders.

COMPETING BUSINESS

None of the Directors had any interest in any competing business with the Company or any of its subsidiaries during the year ended 31 December 2018. Each of Mr. Chen Yenfei and Praise Treasure Limited (the controlling shareholders (within the meaning of the Listing Rules) of the Company) has confirmed to the Company that he/it has complied with the non-compete undertaking given by them to the Company on 26 May 2015. The independent non-executive Directors have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the year ended 31 December 2018.

CONNECTED TRANSACTIONS

A summary of the related party transactions entered into by the Group during the year ended 31 December 2018 is contained in note 46 to the consolidated financial statements in this annual report. The transactions summarised in such note do not fall under the definition of "connected transactions" or "continuing connected transactions" under Chapter 14A of the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CHARITABLE DONATIONS

There was no charitable donations made by the Group during the year ended 31 December 2018 (2017: Nil).

AUDIT COMMITTEE

The audit committee of the Board has reviewed together with the management and external auditors the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2018.

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2018.

REPORT OF DIRECTORS

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 15 to 28 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, there was a sufficient prescribed public float of the issued share of the Company under the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

The following events took place subsequent to the end of the reporting period:

(1) On 8 March 2019, Ready Gain Limited ("Ready Gain"), a direct wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mr. Yu Kin Wai Perway and Mr. Chu Hin Alfonso, being the independent third parties to the Group, in relation to the acquisition of the entire issued share capital of Bisan Parkwell by Ready Gain at a total consideration of HK$45,325,000, which shall be satisfied by the allotment and issue of 82,409,090 Shares by the Company at HK$0.55 per Share.

Bisan Parkwell is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. It holds 49% of the legal and beneficial interest in the issued share capital of a company incorporated in Malaysia, the principal assets of which comprise 48 units located in the building called "The Apple" located in Melaka, Malaysia, which is a multi-storey building consisting of 361 units in total, all of which will be used as serviced apartments. The aggregate gross floor area of the 48 units is approximately 54,279 square feet. Completion of the acquisition took place on 19 March 2019, upon which 82,409,090 Shares have been allotted and issued by the Company at HK$0.55 per Share, and Bisan Parkwell has become an indirect wholly-owned subsidiary of the Company. Details of this acquisition are set out in the Company's announcement dated 8 March 2019.

(2) On 8 March 2019, Big Wish Global Limited ("Big Wish"), a direct wholly-owned subsidiary of the Company, and Mawar F & B Group Sdn Bhd (the "Vendor"), being the independent third party to the Group, entered into an agreement, pursuant to which Big Wish conditionally agreed to acquire, and the Vendor conditionally agreed to sell, 45% of the entire issued share capital of VR Green Sdn Bhd ("VR Green") at a total consideration of HK$35,100,000 which shall be satisfied by the allotment and issue of 63,818,181 Shares by the Company at HK$0.55 per Share. VR Green is a company incorporated in Malaysia with limited liability and is principally engaged in property development and investment. The principal asset of VR Green will be a freehold building land (measuring approximately 9,308 square metres) which is currently held under HS(D) 246768, P7553, in Bandar Baru Kota Sri Mas, District of Seremban, State of Negeri Sembilan. However, the agreement has been terminated on 28 March 2019 due to the unsatisfaction of the condition precedent in relation to due diligence as set out in the agreement. Details of this transaction are set out in the Company's announcements dated 8 March 2019 and 28 March 2019.

REPORT OF DIRECTORS

AUDITORS

CCTH CPA was appointed as the auditors of the Company on 11 January 2017 upon the resignation of Crowe Horwath. CCTH CPA will retire as auditors of the Company at the conclusion of the AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of CCTH CPA as auditors of the Company will be proposed at the AGM.

On behalf of the Board
Chen Yenfei
Chairman

Hong Kong, 29 March 2019

INDEPENDENT AUDITOR'S REPORT

CCTH CPA LIMITED
中正天恒會計師有限公司

TO THE SHAREHOLDERS OF
PA SHUN INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Pa Shun International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the"Group") set out on pages 74 to 184, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit and loss, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Revenue recognised from sales of pharmaceutical products	
Note 4 to the consolidated financial statements	
Revenue from sales of pharmaceutical products is recognised when the controls of the pharmaceutical products are transferred to customers. The accounting policy for revenue recognition is disclosed in note 2(o) to the consolidated financial statements. The Group recognised revenue of approximately RMB821.1 million from sales of pharmaceutical products for the year ended 31 December 2018. We have identified revenue recognised from sales of pharmaceutical products as a key audit matter as the revenue recognised is quantitatively significant to the consolidated statement of profit or loss and is one of the key performance of the Group.	Our procedures in relation to revenue recognised from sales included: • We obtained an understanding of the revenue business process regarding sales of pharmaceutical products. • We evaluated and tested the key controls over the recognition of sales of pharmaceutical products. • We checked, on a sample basis, the terms set out in the sales and purchase agreements, and assessed whether the significant risks and rewards of ownership of the related pharmaceutical products sold have been transferred to the customers by reviewing the relevant documents, including the delivery notes and acknowledgement to receipts. • We tested the recognition of material sales transactions closed to the end of the reporting period to assess whether those sales transactions were recorded in appropriate accounting periods in accordance with the Group's revenue recognition policy.

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of the proposed property development project	
Note 19(c) to the consolidated financial statements	
As at 31 December 2018, the Group had made payments amounted to approximately RMB185.8 million to Chengdu Yiming Investment Management Company Limited ("Chengdu Yiming") in connection with a proposed property development project of a logistic centre. Management conducted impairment assessment of the property project and concluded that no impairment loss is required to be made based on the fair value of the properties upon their completion of development, as valued by an external property valuer. We identified the impairment assessment of the proposed property development project as a key audit matter due to significant payments made by the Group for the project up to 31 December 2018 and the estimation and judgment involved in the assessments of the budgeted development costs for the project and the fair value of the properties upon their completion of development as valued by the external property valuer.	Our procedures in relation to the impairment assessment of the property development project included: • We interviewed with management of the Group regarding the status of the project and update of the project development. • We obtained an understanding of the management's internal control of the preparation of budgeted costs for the development of the property project. • We assessed the reasonableness of the individual components of the budgeted costs by reference to the feasibility study report prepared by management and other corroborative evidence. • We evaluated the competence, capabilities and objectivity of the external property valuer regarding the project under development. • We obtained an understanding from the property valuer about the valuation techniques, performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuation. • We evaluated the reasonableness of the key inputs used in the valuation by comparing the rentals, capitalisation rate and market observable transactions for valuation with other similar properties, market trend and management assumptions. • We interviewed with management of Chengdu Yiming regarding the development progress of the project to assess whether the project development is in line with the planned time schedule and any significant obstacles are expected to hinder the project completion.

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Net realisable value of inventories Note 20 to the consolidated financial statements As 31 December 2018, the Group had inventories amounted to approximately RMB55.6 million. Recoverability of the inventories involved management judgment in assessing the net realisable value ("NRV") for individual inventories. The management's estimation of the NRV is primarily based on the latest selling prices and current market conditions. The Group conducted the inventory review and, where necessary, made allowance on obsolete and slow moving items to write off or write down such inventories to their NRV. We have identified the NRV of inventories as a key audit matter due to the magnitude of inventories and the significant degree of judgment by the management associated with determining the NRV.	Our procedures in relation to assessing the net realisable value of the inventories included: • We obtained an understanding of the control procedures performed by management in estimating the NRV of the inventories and conducting periodic review of inventory obsolescence. • We observed the Group's inventory counts to identify whether there is any damaged or obsolete inventories. • We tested, on a sample basis, the accuracy of the ageing profile of individual inventory items by checking to the underlying procurement correspondence and invoices. • We tested, on a sample basis, the NRV of selected inventory items, by comparing the selling prices subsequent to the year end, against the carrying amounts of these individual finished goods. Where there are no subsequent sales of the respective finished goods after the year end, we discussed with management as to the assessment of net realisable value of the products, corroborating explanations with the inventory ageing, sales orders, historical margins, and current market conditions by using our industry knowledge and external market analysis, as appropriate.

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Recoverability of trade and commercial bills receivables	
Note 21 to the consolidated financial statements	
At 31 December 2018, the Group had gross trade and commercial bills receivables amounted to approximately RMB374.8 million, of which impairment provision of RMB28.6 million has been made. Recoverability of these receivables involved management judgment in assessing the allowance for doubtful debts for the receivables. The ability of the debtors to repay to the Group depends on customer specific and market conditions which involve inherent uncertainty. We have identified impairment assessment of trade and commercial bills receivables as a key audit matter due to the magnitude of the receivables and the estimation and judgment involved in the determination of the recoverable amounts of these receivables.	Our procedures in relation to the recoverability of trade and bills receivables included: • We obtained an understanding of the design, implementation and operating effectiveness of management's internal controls relating to credit control, debt collection and making provisions for doubtful debts. • We assessed the classification and accuracy of individual balances in trade and commercial bills receivables ageing report by testing the underlying invoices on a sample basis. • We assessed subsequent settlement of receivable balances. Where settlement had not been received subsequent to the year end date, we obtained an understanding of the basis of management's judgment about the recoverability of the outstanding receivables and assessed the allowance for doubtful debts made by management for these individual balances. • We assessed the appropriateness of the expected credit loss positioning methodology, by examining the key data inputs on a sample bases, to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit loss.

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Recoverability of other receivables Note 21 to the consolidated financial statements As at 31 December 2018, the Group had other receivables amounted to approximately RMB74.7 million which included receivables of grants and taxes refundable from local government and outstanding balances due from other parties. The ability of the debtors to repay to the Group depends on debtor's specific and market conditions and the financial position of the debtors. We have identified impairment assessment of the other receivables as a key audit matter due to the magnitude of the receivable balances and the estimation and judgment of management involved in the determination of the recoverable amounts of these receivables.	Our procedures in relation to the recoverability of other receivables included: • We obtained an understanding of the Group's processes and controls relating to monitoring of the recoverability of the other receivables and identifying any impairment indicators. • We assessed the classification and accuracy of individual receivables by testing relevant corroborative evidence on a sample basis. • We assessed subsequent settlement of receivable balances. Where settlement had not been received subsequent to year end date, we obtained an understanding of the basis of management's judgment about the recoverability of the outstanding receivables and assessed the impairment loss made by management for doubtful recovery of the receivable balances.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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.

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

CCTH CPA Limited
Certified Public Accountants
Hong Kong, 29 March 2019

Yim Kai Pung
Practising Certificate Number P02324

Unit 5-6, 7/F., Greenfield Tower, Concordia Plaza,
1 Science Museum Road, Tsim Sha Tsui,
Kowloon, Hong Kong

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2018

		Year ended 31 December	
	NOTES	**2018 RMB'000**	2017 RMB'000
Revenue	*4(a)*	**821,142**	869,891
Cost of sales		**(760,856)**	(780,475)
Gross profit		**60,286**	89,416
Other income and gains	*5(a)*	**19,193**	17,325
Other net loss	*5(b)*	**(42,661)**	(16,815)
Selling and distribution expenses		**(15,142)**	(14,166)
General and administrative expenses		**(55,314)**	(40,585)
Finance costs	*6*	**(15,668)**	(15,673)
Share of profit of associate		**1,259**	–
(Loss)/profit before tax	*7*	**(48,047)**	19,502
Income tax expense	*8*	**(15,361)**	(9,325)
(Loss)/profit for the year		**(63,408)**	10,177
Attributable to:			
Equity shareholders of the Company		**(59,409)**	10,177
Non-controlling interests		**(3,999)**	–
(Loss)/profit for the year		**(63,408)**	10,177

		Year ended 31 December	
		2018 RMB cents	2017 RMB cents
(Loss)/earnings per share	*12*		
Basic		**(5.32)**	1.01
Diluted		**N/A**	N/A

The notes on pages 82 to 184 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2018

	Year ended 31 December	
	2018	2017
	RMB'000	RMB'000
(Loss)/profit for the year	**(63,408)**	10,177
Other comprehensive loss for the year		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of entities outside the People's Republic of China ("PRC")	**(5,448)**	(7,637)
Total comprehensive (loss)/income for the year	**(68,856)**	2,540
Attributable to:		
Equity shareholders of the Company	**(64,857)**	2,540
Non-controlling interests	**(3,999)**	–
Total comprehensive (loss)/income for the year	**(68,856)**	2,540

The notes on pages 82 to 184 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2018

	NOTES	2018 RMB'000	2017 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**58,026**	96,102
Prepaid land lease payments	14	**2,315**	4,060
Investment in associate	15	**9,382**	–
Goodwill	16	**5,942**	5,942
Biological assets	17	**–**	1,196
Other intangible assets	18(a)	**886**	3,281
Prepayments for intangible assets	18(b)	**17,000**	20,000
Other non-current assets	19	**192,769**	177,615
Deferred tax assets	32(b)	**4,117**	7,053
		290,437	315,249
CURRENT ASSETS			
Inventories	20	**55,573**	60,372
Trade and other receivables	21	**422,193**	438,994
Prepayments and deposits paid	22	**259,054**	245,883
Derivative financial instruments	31	**–**	2,253
Amount due from an associate	23	**10,834**	–
Amounts due from related parties	46(b)	**1,078**	97
Pledged bank deposits	24	**41,111**	49,364
Cash and cash equivalents	24	**48,831**	35,036
		838,674	831,999
CURRENT LIABILITIES			
Trade and other payables	26	**94,277**	142,047
Bank borrowings	27	**35,824**	26,009
Amount due to a shareholder	28	**3,413**	–
Amounts due to related parties	46(b)	**144**	295
Amounts due to non-controlling interests	29	**5,143**	–
Corporate bonds payable	30	**5,074**	5,886
Convertible bonds	31	**–**	109,187
Income tax payable	32	**13,930**	12,443
		157,805	295,867
NET CURRENT ASSETS		**680,869**	536,132
TOTAL ASSETS LESS CURRENT LIABILITIES		**971,306**	851,381

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2018

	NOTES	**2018 RMB'000**	2017 RMB'000
NON-CURRENT LIABILITIES			
Deferred income – government grant	*33*	**24,565**	25,076
Corporate bonds payable	*30*	**82,336**	68,854
Deferred tax liabilities	*32*	**7,932**	8,186
		114,833	102,116
NET ASSETS		**856,473**	749,265
CAPITAL AND RESERVES			
Share capital	*34*	**1,116**	856
Reserves	*36*	**869,580**	748,409
Total equity attributable to equity shareholders of the Company		**870,696**	749,265
Non-controlling interests		**(14,223)**	–
TOTAL EQUITY		**856,473**	749,265

The consolidated financial statements on pages 74 to 184 were approved and authorised for issue by the board of directors of the Company on 29 March 2019 and are signed on its behalf by:

Chen Yenfei
Director

Shen Shun
Director

The notes on pages 82 to 184 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2018

	Attributable to equity shareholders of the Company										
	Share capital RMB'000	Share premium RMB'000	PRC statutory reserve RMB'000	Convertible bonds reserve RMB'000 *(Note 31)*	Share option reserve RMB'000 *(Note 36)*	Exchange reserve RMB'000	Other reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2017	801	447,331	42,279	7,395	11,997	11,623	(28,150)	231,492	724,768	–	724,768
Profit for the year	–	–	–	–	–	–	–	10,177	10,177	–	10,177
Other comprehensive loss for the year											
Exchange differences on translation of financial statements of entities outside the PRC	–	–	–	–	–	(7,637)	–	–	(7,637)	–	(7,637)
Total comprehensive (loss)/income for the year	–	–	–	–	–	(7,637)	–	10,177	2,540	–	2,540
Issue of shares upon acquisition of a subsidiary *(note 38)*	55	21,902	–	–	–	–	–	–	21,957	–	21,957
Appropriation to PRC statutory reserve	–	–	4,815	–	–	–	–	(4,815)	–	–	–
At 31 December 2017 and 1 January 2018	856	469,233	47,094	7,395	11,997	3,986	(28,150)	236,854	749,265	–	749,265
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(59,409)**	**(59,409)**	**(3,999)**	**(63,408)**
Other comprehensive loss for the year											
Exchange differences on translation of financial statements of entities outside the PRC	**–**	**–**	**–**	**–**	**–**	**(5,448)**	**–**	**–**	**(5,448)**	**–**	**(5,448)**
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**–**	**(5,448)**	**–**	**(59,409)**	**(64,857)**	**(3,999)**	**(68,856)**
Recognition of equity-settled share-based payments	**–**	**–**	**–**	**–**	**11,456**	**–**	**–**	**–**	**11,456**	**–**	**11,456**
Early redemption of convertible bonds *(note 31)*	**–**	**–**	**–**	**(7,395)**	**–**	**–**	**–**	**51**	**(7,344)**	**–**	**(7,344)**
Recognition of equity component of convertible bonds *(note 31)*	**–**	**–**	**–**	**56,402**	**–**	**–**	**–**	**–**	**56,402**	**–**	**56,402**
Issue of shares upon:											
– conversion of convertible bonds *(note 31)*	**238**	**156,341**	**–**	**(56,402)**	**–**	**–**	**–**	**–**	**100,177**	**–**	**100,177**
– exercise of share options	**22**	**15,817**	**–**	**–**	**(2,916)**	**–**	**–**	**–**	**12,923**	**–**	**12,923**
Disposal of partial interest in a subsidiary *(note 48(ii))*	**–**	**–**	**(40)**	**–**	**–**	**–**	**1,616**	**11,098**	**12,674**	**(10,224)**	**2,450**
Appropriation to PRC statutory reserve	**–**	**–**	**1,735**	**–**	**–**	**–**	**–**	**(1,735)**	**–**	**–**	**–**
At 31 December 2018	**1,116**	**641,391**	**48,789**	**–**	**20,537**	**(1,462)**	**(26,534)**	**186,859**	**870,696**	**(14,223)**	**856,473**

The notes on pages 82 to 184 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2018

	NOTES	2018 RMB'000	2017 RMB'000
Operating activities			
(Loss)/profit before tax		**(48,047)**	19,502
Adjustments for:			
Depreciation of property, plant and equipment	13	**5,450**	5,490
Amortisation of prepaid land lease payments	14	**205**	100
Amortisation of intangible assets	18(a)	**178**	218
Government grant recognised to profit or loss	33	**(511)**	(512)
Impairment loss on deposits paid for acquisition of property, plant and equipment	5(b)	**–**	10,000
Reversal of impairment loss on deposits paid for acquisition of property, plant and equipment	5(b)	**(10,000)**	–
Impairment loss on prepayments for intangible assets		**3,000**	–
Impairment loss on trade receivables	5(b)	**10,046**	–
Impairment loss on other receivables	5(b)	**1,514**	2,306
Reversal of impairment loss on inventories	5(b)	**–**	(720)
Reversal of impairment loss on trade receivables	5(b)	**(2,974)**	(1,326)
Reversal of impairment loss on other receivables		**(10,091)**	–
Loss on disposal of property, plant and equipment	5(b)	**4,163**	1,023
Loss on disposal of land use rights		**1,780**	–
Loss on disposal of a subsidiary	39	**903**	–
Gain on disposal of intangible assets	5(a)	**(603)**	–
Gain on change in fair value less costs to sell of biological assets	5(a)	**(60)**	(131)
Loss on change in fair value of derivative financial instruments	5(b)	**–**	4,943
Gain on redemption of convertible bonds	5(a)	**(7,516)**	–
Loss on issue of convertible bonds	5(b)	**42,043**	–
Bank interest income	5(a)	**(193)**	(1,103)
Interest income from loan receivables	5(a)	**(518)**	(895)
Finance costs	6	**15,668**	15,673
Share of profit of associate		**(1,259)**	–
Equity-settled share-based payments	35	**11,456**	–
Net foreign exchange gains		**844**	(8,567)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2018

	NOTES	2018 RMB'000	2017 RMB'000
Operating cash flows before movements in working capital		**15,478**	46,001
Decrease in inventories		**4,799**	20,273
Decrease/(increase) in trade and other receivables		**39,128**	(92,188)
Decrease in prepayments and deposits paid		**19,697**	4,658
Increase in amount due from an associate		**(10,834)**	–
(Increase)/decrease in amounts due from related parties		**(981)**	260
Decrease in trade and other payables		**(46,975)**	(64,255)
Increase in amount due to a shareholder		**3,413**	–
(Decrease)/increase in amounts due to related parties		**(151)**	119
Increase in amounts due to non-controlling interests		**5,143**	–
Cash generated from/(used in) operations		**28,717**	(85,132)
Income tax paid	*32(a)*	**(10,850)**	(10,849)
Net cash generated from/(used in) operating activities		**17,867**	(95,981)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2018

	NOTES	2018 RMB'000	2017 RMB'000
Investing activities			
Purchase of property, plant and equipment		**(403)**	(1,088)
Proceeds from disposal of biological assets and related land use rights and property, plant and equipment		**4,000**	–
Proceeds from disposal of property, plant and equipment		**6**	–
Deposit for acquisition of property, plant and equipment refunded		**10,000**	–
Deposit paid for intangible assets		**(35,000)**	–
Payments for purchase of intangible assets		**(180)**	(396)
Decrease in deposits paid for acquisition of property, plant and equipment		**182**	–
Payments in connection with land exchange refunded		**10,352**	–
Payments in connection with a property development project		**(15,336)**	(35,523)
Deposits refunded/(paid) for investment projects		**34,098**	(35,404)
Consideration for acquisition of unlisted investments			
– paid		**(65,000)**	(31,000)
– refunded		**22,877**	–
Acquisition of a subsidiary	*38*	**–**	(9,449)
Disposal of a subsidiary	*39*	**(7)**	–
Decrease in pledged bank deposits		**8,253**	40,256
Partial disposal of a subsidiary		**2,450**	–
Interest received from loan receivables		**–**	895
Bank interest received		**193**	1,103
Net cash used in investing activities		**(23,515)**	(70,606)
Financing activities			
Drawn down of new bank loans	*40*	**35,824**	25,000
Repayment of bank loans	*40*	**(26,009)**	(14,000)
Proceeds from issue of corporate bonds	*40*	**6,320**	73,093
Proceeds from exercise of share options granted		**12,923**	–
Corporate bonds issue expenses	*40*	**(1,209)**	(13,629)
Finance costs paid	*40*	**(8,885)**	(11,039)
Net cash generated from financing activities		**18,964**	59,425
Net increase/(decrease) in cash and cash equivalents		**13,316**	(107,162)
Cash and cash equivalents at 1 January		**35,036**	148,650
Effect of changes in foreign exchange rates		**479**	(6,452)
Cash and cash equivalents at 31 December	*24*	**48,831**	35,036

The notes on pages 82 to 184 form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

1. GENERAL

Pa Shun International Holdings Limited (the "Company", together with its subsidiaries, the "Group") was incorporated in the Cayman Islands on 3 May 2011 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 19 June 2015. The addresses of the Company's registered office and the principal place of business are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Room 1803, 18/F Allied Kajima Building, 138 Gloucester Road, Wan Chai, Hong Kong respectively.

The functional currency of the Company is Hong Kong dollar ("HK$"). The consolidated financial statements of the Company are presented in Renminbi ("RMB") for easy reference of international investors.

The principal activity of the Company is investment holding. Details of the principal activities of the Company's subsidiaries are set out in note 48.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

New and revised HKFRSs applied in current year

In the current year, the Group has applied the following new and revised HKFRSs issued by the HKICPA:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKFRS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKFRS 40	Transfers of Investment Property

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

HKFRS 15 "Revenue from Contracts with Customers"

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018 and has used the practical expedient for all contract modifications that occurred before the date of initial application, and the aggregate effect of all of the modifications was reflected at the date of initial application. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 "Revenue" and the related interpretations.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Pharmaceutical distribution;
- Self-operation retail pharmacies;
- Pharmaceutical manufacturing.

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in note 4(a) and note 2(o) respectively.

The application of HKFRS 15 has no significant impact on the Group's retained profits at 1 January 2018 and the Group's assets, liabilities and other components of equity as at that date.

HKFRS 9 "Financial Instruments" and the related amendments

In the current year, the Group has applied HKFRS 9 "Financial Instruments", Amendments to HKFRS 9 "Prepayment Features with Negative Compensation" and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (i) the classification and measurement of financial assets and financial liabilities, (ii) expected credit losses ("ECL") for financial assets and other items (for example, contract assets, lease receivables and financial guarantee contracts) and (iii) general hedge accounting.

Accounting policies resulting from application of HKFRS 9 are disclosed in note 2(d).

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. Any difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

The application of HKFRS 9 has no significant impact on the classification and measurement of financial assets and financial liabilities arid other items subject to ECL at the date of initial application, 1 January 2018.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Other new and revised HKFRSs effective for the current year

The application of other new and revised HKFRSs effective from the current year has had no material impact on the Group's financial performance and financial position for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

New and revised HKFRSs in issue but not yet effective

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

HKFRS 16	Leases[1]
HKFRS 17	Insurance Contracts[3]
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments[1]
Amendments to HKFRS 3	Definition of a Business[4]
Amendments to HKFRS 9	Prepayment Features with Negative Compensation[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to HKAS 1 and HKAS 8	Definition of Material[5]
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement[1]
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures[1]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle[1]

1 Effective for annual periods beginning on or after 1st January, 2019
2 Effective for annual periods beginning on or after a date to be determined
3 Effective for annual periods beginning on or after 1st January, 2021
4 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1st January, 2020
5 Effective for annual periods beginning on or after 1st January, 2020

Except for HKFRS 16 mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs in issue but not yet effective will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 16 "Leases"

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 "Leases" and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted for as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

HKFRS 16 "Leases" *(Continued)*

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold land for owned use while other operating lease payments are presented as operating cash flows. Under HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group as lessee has non-cancellable operating lease commitments of RMB2,482,000 as disclosed in note 44. A preliminary assessment indicates that these arrangements will meet the definition of a lease under 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.

In addition, the Group currently considers refundable rental deposits paid of RMB143,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements

The consolidated financial statements have been prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

– biological assets;

– financial assets at fair value through profit or loss; and

– derivative financial instruments.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (note 2(s)).

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

– Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

– Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

– Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

The principal accounting policies are set out below:

(a) Subsidiaries and non-controlling interests

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group has power over the entity, the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to use its power to affect those returns. The Group reassesses whether or not it controls an entity if facts and circumstances indicated that there were changes to one or more of the aforementioned three elements of control.

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. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets, however, the choice of measuring non-controlling interests is limited to those types of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the subsidiary's net assets in the event of liquidation. All other types of non-controlling interests shall be measured at their acquisition-date fair values, unless another measurement basis is required by HKFRSs.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders 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 shareholders of the Company.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(a) Subsidiaries and non-controlling interests *(Continued)*

When the Group loses control of a subsidiary, it is accounted for as a disposal of the equity 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, investments in subsidiaries are stated at cost less any identified impairment losses.

(b) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as of the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. For the purposes of impairment testing, goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent period.

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(b) Goodwill *(Continued)*

The subsequent accounting for changes in the fair value of 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 at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

(c) Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

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

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(c) Investments in associates *(Continued)*

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When a group entity transacts with an associate of the Group, profit or loss resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

(d) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which is derived from the Group's ordinary course of business are presented as revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) *Financial instruments* *(Continued)*

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL"), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is held for trading or it is designated as at FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9) *(Continued)*

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial asset measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial assets, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets designated as at FVTOCI

Investments in financial assets at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the financial assets, and will be taken to accumulated losses.

Dividends from these financial assets are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income and gains " line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated at FVTOCI are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9)

The Group recognises loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, amounts due from an associate and related parties, pledged bank deposits and cash and cash equivalents). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9) *(Continued)*

(i) Significant increase in credit risk *(Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9) *(Continued)*

(ii) Definition of default

For internal credit risk management, the Group considers event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 60 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial assets have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial-difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial assets because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9) *(Continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the below basis:

- Nature of financial instruments (i.e. the Group's trade receivables are each assessed as a separate group. Amounts due from an associate and related parties, and other receivables are assessed for expected credit losses on an individual basis);

- Past-due status;

- Nature, size and industry of debtors; and

- External credit ratings where available.

The grouping is regularly reviewed by management to ensure that the constituents of each group continue to share similar credit risk characteristics.

Interest income 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 amortised cost of the financial asset.

The Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivables where the corresponding adjustment is recognised through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9)

Financial assets are classified into financial assets at FVTPL, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is held for trading or it is designated as at FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain recognised in profit or loss excludes any interest earned on the financial assets and is included in other income and gains.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from an associate and related parties, pledged bank deposits and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses. Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9) *(Continued)*

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all financial assets, objective evidence of impairment could include:

– significant financial difficulty of the issuer or counterparty; or

– breach of contract, such as default or delinquency in interest and principal payments; or

– it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or

– the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When trade receivables are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity 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 residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Convertible bonds

The component parts of compound instruments (convertible bonds) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. 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.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or redemption at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, if any, 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. When the conversion remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible bonds using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(d) Financial instruments *(Continued)*

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Other financial liabilities (including trade and other payables, amounts due to a shareholder, related parties and non-controlling interests, and corporate bonds payable) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of available-for-sale financial asset, the cumulative gain or loss previously accumulated in reserves is reclassified to profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(e) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is calculated to write off the cost of items of property, plant and equipment (other than construction in progress), less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Buildings	20 – 30 years
Leasehold improvements	The shorter of the lease term and their useful life of 3 – 10 years
Machinery and equipment	5 – 10 years
Furniture and other office equipment	3 – 10 years
Motor vehicles	4 – 10 years
Ephedra grass	18 years

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 lives of an asset and its residual value, if any, are reviewed annually.

Construction in progress represents items of property, plant and equipment under construction, which is stated at cost less any impairment losses. Cost comprises direct costs of construction during the construction period. Construction in progress is reclassified to the appropriate category of property, plant and equipment when the asset is substantially completed and ready for its intended use. No depreciation is provided in respect of construction in progress.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(f) Biological assets

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets, agricultural produce and seedlings, are measured at fair value less costs to sell at initial recognition and at the end of each reporting period. The fair value less costs to sell at the time of harvest is deemed as the cost of agricultural produce for further processing, if applicable.

If an active market exists for a biological asset or agricultural produce with reference to comparable specie, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset. If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of the reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values. The gain or loss arising on initial recognition and subsequent changes in fair values less costs to sell of biological assets is recognised in profit or loss in the period in which it arises. Upon the sale of the agricultural produce, the carrying amount is transferred to cost of sales in the consolidated statement of profit or loss.

(g) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful lives is finite) and impairment losses, if any. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over their estimated useful lives from the date they are available for use and their estimated useful lives are as follows:

Patent	20 years
Computer software	5 – 20 years

Both the period and method of amortisation are reviewed annually.

(h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group's 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(h) Leased assets *(Continued)*

(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.

(ii) 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.

Prepaid land lease payments under an operating lease are initially stated at cost and subsequently amortised on a straight-line basis over the period of the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(i) Impairment of tangible and intangible assets (other than goodwill and financial assets)

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the tangible and intangible assets may be impaired or, an impairment loss previously recognised no longer exists or may have decreased.

- Property, plant and equipment;
- Prepaid land lease payments;
- Intangible assets;
- Investment in associate;
- Other non-current assets; and
- Prepayments and deposits paid.

If any such indication exists, the asset's recoverable amount is estimated.

- 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).

- Recognition and reversal of impairment losses
  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.

  An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. 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 reporting periods. Reversals of impairment losses are credited to profit or loss in the reporting period in which the reversals are recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(j) 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.

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank 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.

(l) Employee benefits

(i) Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the reporting period 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.

(ii) Defined contribution retirement benefits

The entities within the Group in Mainland China (the “People’s Republic of China” or “PRC”) participate in defined contribution retirement benefit plans organised by relevant government authorities for its employees in the PRC and contribute to these plans based on certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans.

The cost of all these schemes is charged to profit or loss of the Group for the reporting period concerned and the assets of all these schemes are held separately from those of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(l) Employee benefits *(Continued)*

(iii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date, 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.

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. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option 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 share option reserve until either the option is exercised (when it is transferred to share premium account) or the option expires (when it is released directly to retained profits).

(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.

(m) Income tax

Income tax for the reporting period 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 reporting period, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous reporting periods.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(m) 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 asset 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.

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.

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 Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

– 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(m) Income tax *(Continued)*

– 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.

(n) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, 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.

(o) Revenue recognition

Accounting policies applied from 1 January 2018

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents goods or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(o) Revenue recognition *(Continued)*

Accounting policies applied from 1 January 2018 (Continued)

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis, except for the allocation of discounts and variable consideration.

The stand-alone selling price of the distinct goods or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell promised goods or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(o) Revenue recognition *(Continued)*

Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sales of goods

Revenue is recognised when goods are delivered to customers which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) Franchise fee income

Franchise fee income is recognised when services are rendered.

(v) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire noncurrent assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(p) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

(q) 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(r) 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.

(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 note 2(r)(a).

(vii) A person identified in note 2(r)(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 key management personnel services to the Group or to 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of preparation of the consolidated financial statements *(Continued)*

(s) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the non-current assets (and all individual assets and liabilities in a disposal group) are adjusted, where appropriate, in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the consolidated financial statements of the Group are concerned are deferred tax assets, assets arising from employee benefits, and financial assets. These assets, even if held for sale, would continue to be measured in accordance with the accounting policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

(t) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information and are provided regularly to the Group's executive Directors for the purpose 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of the Group's accounting 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 judgments about carrying amounts 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.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of property, plant and equipment, prepaid land lease payments, investment in associate, other intangible assets, prepayments for intangible assets, other non-current assets and prepayments and deposits paid (Carrying amount: RMB539,432,000 (2017: RMB546,941,000))

If circumstances indicate that the carrying amounts of property, plant and equipment, prepaid land lease payments, investment in associate, other intangible assets, prepayments for intangible assets and other non-current assets may not be recoverable, the assets may be considered "impaired", and an impairment loss may be recognised to reduce the carrying amounts to the recoverable amount in accordance with the accounting policy for impairment of these assets as described in note 2(h). The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the assets are discounted to their present value, which requires significant judgment relating to level of future income and 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 and projections of future income and operating costs. Changes in these estimates could have a significant impact on the carrying amounts of the assets and could result in additional impairment charge or reversal of impairment in future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(b) Impairment of trade and other receivables and amounts due from an associate and related parties (Carrying amount: RMB422,193,000 (2017: RMB438,994,000))

The Group estimates the provision for impairment of trade and other receivables and amounts due from an associate and related parties by assessing the recoverability based on credit history, ageing of the receivables balance and prevailing market conditions. This requires the use of estimates and judgments. Allowances are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade and other receivables and thus the impairment loss in the period in which such estimate is changed.

(c) Assessment of useful lives of property, plant and equipment (Carrying amount: RMB58,026,000 (2017: RMB96,102,000))

The Group estimates the useful lives of property, plant and equipment based on the periods over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives of the related assets, based on factors that include asset utilisation, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of property, plant and equipment would increase depreciation charges and decrease the carrying amount of such assets.

(d) Net realisable value of inventories (Carrying amount: RMB55,573,000 (2017: RMB60,372,000))

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market conditions and the historical experience of selling the products with similar nature. Any change in the market conditions and management's experience would increase or decrease the write-down of inventories or the related reversals of write-down made in prior periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

(e) Recognition of deferred tax assets (Carrying amount: RMB4,117,000 (2017: RMB7,053,000))

Deferred tax assets are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the end of the reporting period. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and requires a significant level of judgment exercised by the management. Any change in such assumptions and judgment would affect the profit in future years and hence the carrying amounts of deferred tax assets recognised.

(f) Impairment of goodwill (Carrying amount: RMB5,942,000 (2017: 5,942,000))

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Where the actual future cash flows are less than expected, an impairment loss may arise.

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are pharmaceutical distribution, self-operated retail pharmacies and manufacture of pharmaceutical products in the PRC.

Revenue represents the sales value of goods supplied to customers (which is recognised on the basis of "at a point of time"). The revenue of each significant segment is as follows:

	2018	2017
	RMB'000	RMB'000
Pharmaceutical distribution	**754,498**	794,130
Self-operated retail pharmacies	**3,882**	542
Pharmaceutical manufacturing	**62,762**	75,219
	821,142	869,891

(b) Segment reporting

The Group manages its business by business lines and distribution channels. In a manner consistent with the way in which information is reported internally to the executive Directors, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance, the Group has presented the following reportable segments. No operating segments have been aggregated to form the following reportable segments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

4. REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

Pharmaceutical distribution: this segment generates revenue primarily from sales of pharmaceutical products to (i) wholesalers, (ii) franchise retail pharmacy chain stores and (iii) hospitals and other medical institutions in rural areas.

Self-operated retail pharmacies: this segment generates revenue primarily from sales of pharmaceutical and healthcare products, cosmetic products and daily necessities in self-operated retail pharmacies.

Pharmaceutical manufacturing: this segment generates revenue primarily from sales of pharmaceutical products manufactured by the Group.

(i) Segment revenue and results

Segment information regarding the Group's revenue and results as provided to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below.

	Year ended 31 December 2018							
	Pharmaceutical distribution							
	Sales to wholesalers RMB'000	**Sales to franchise retail pharmacy chain stores RMB'000**	**Sales to hospitals and other medical institutions in rural areas RMB'000**	**Others RMB'000**	**Sub-total RMB'000**	**Self-operated retail pharmacies RMB'000**	**Pharmaceutical manufacturing RMB'000**	**Total RMB'000**
Revenue from external customers	**566,479**	**133,243**	**49,655**	**5,121**	**754,498**	**3,882**	**62,762**	**821,142**
Inter-segment revenue	**253**	**4,592**	**–**	**–**	**4,845**	**–**	**749**	**5,594**
Reportable segment revenue	**566,732**	**137,835**	**49,655**	**5,121**	**759,343**	**3,882**	**63,511**	**826,736**
Reportable segment profit	**13,301**	**10,002**	**5,699**	**723**	**29,725**	**1,425**	**29,111**	**60,261**
Other segment information								
Depreciation and amortisation	**–**	**–**	**–**	**–**	**–**	**–**	**675**	**675**

	Year ended 31 December 2017							
	Pharmaceutical distribution							
	Sales to wholesalers RMB'000	Sales to franchise retail pharmacy chain stores RMB'000	Sales to hospitals and other medical institutions in rural areas RMB'000	Others RMB'000	Sub-total RMB'000	Self-operated retail pharmacies RMB'000	Pharmaceutical manufacturing RMB'000	Total RMB'000
Revenue from external customers	477,874	209,438	64,033	42,785	794,130	542	75,219	869,891
Inter-segment revenue	41	1,519	–	–	1,560	–	3,926	5,486
Reportable segment revenue	477,915	210,957	64,033	42,785	795,690	542	79,145	875,377
Reportable segment profit	18,538	14,535	10,837	3,060	46,970	134	42,197	89,301
Other segment information								
Depreciation and amortisation	–	–	–	–	–	–	671	671

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

4. REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(i) *Segment revenue and results* *(Continued)*

Revenue and expenses are allocated to the reportable segments with reference to sales generated by and the expenses incurred by those segments. The measure used for reporting segment profit is gross profit. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

(ii) *Reconciliations of reportable segment revenue and segment profit or loss*

	2018 RMB'000	2017 RMB'000
Revenue		
Reportable segment revenue	**826,736**	875,377
Elimination of inter-segment revenue	**(5,594)**	(5,486)
Consolidated revenue	**821,142**	869,891
(Loss)/profit		
Reportable segment profit	**60,261**	89,301
Elimination of inter-segment loss	**25**	115
Gross profit derived from external customers	**60,286**	89,416
Other income and gains	**19,193**	17,325
Other net loss	**(42,661)**	(16,815)
Selling and distribution expenses	**(15,142)**	(14,166)
General and administrative expenses	**(55,314)**	(40,585)
Finance costs	**(15,668)**	(15,673)
Share of profit of associate	**1,259**	–
Consolidated (loss)/profit before tax	**(48,047)**	19,502
Other items		
Depreciation and amortisation		
Reportable segment total	**675**	671
Unallocated total	**5,158**	5,137
Consolidated total	**5,833**	5,808

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

4. REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(iii) Revenue from individual customers contributing over 10% of the total revenue of the Group is as follows:

	2018 RMB'000	2017 RMB'000
Revenue generated from pharmaceutical distribution		
Customer A	**N/A**	120,129
Customer B	**N/A**	93,405

Revenue from each of the Customer A and Customer B for the year ended 31 December 2018 did not contribute 10% or more to the Group's revenue for the year.

The Group's segment revenue and segment profit were entirely derived from activities of pharmaceutical distribution, self-operated retail pharmacies and pharmaceutical manufacturing in the PRC for the years ended 31 December 2018 and 2017 and the principal assets employed by the Group were located in the PRC as at 31 December 2018 and 2017. Accordingly, no analysis by geographical information is provided for the years ended 31 December 2018 and 2017.

No analysis of the Group's assets and liabilities by operating segments was regularly provided to the chief operating decision makers for review during the years ended 31 December 2018 and 31 December 2017 for the purposes of resource allocation and assessment of segment performance.

5. OTHER INCOME AND GAINS AND OTHER NET LOSS

(a) Other income and gains

	2018 RMB'000	2017 RMB'000
Franchise fee *(note below)*	**7,378**	9,934
Bank interest income	**193**	1,103
Interest income from loan receivables	**518**	895
Gain on change in fair value of biological assets *(note 17)*	**60**	131
Gain on disposal of intangible assets *(note 18(i))*	**603**	–
Gain on redemption of convertible bonds	**7,516**	–
Net foreign exchange gains	**–**	2,276
Deferred income – government grant	**511**	512
Others	**2,414**	2,474
	19,193	17,325

Note: The franchise fee is recognised on the basis of "over time".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

5. OTHER INCOME AND GAINS AND OTHER NET LOSS *(Continued)*

(b) Other net loss

	2018 RMB'000	2017 RMB'000
Net foreign exchange losses	**1,456**	–
Impairment loss on:		
Deposits paid for acquisition of property, plant and equipment	**–**	10,000
Trade receivables *(note 21(a)(ii))*	**10,046**	–
Other receivables *(note (ii) below)*	**1,514**	2,306
Prepayments for intangible assets *(note 18(b))*	**3,000**	–
Write-off of other receivables	**821**	589
Loss on disposal of property, plant and equipment *(note (i) below)*	**4,163**	1,023
Loss on disposal of a subsidiary	**903**	–
Loss on disposal of land use rights *(note 17(i))*	**1,780**	–
Loss on issue of convertible bonds *(note 31(b))*	**42,043**	–
Loss on change in fair value of derivative financial instruments	**–**	4,943
Reversal of impairment loss on:		
Deposits for acquisition of property, plant and equipment *(note 19(b))*	**(10,000)**	–
Inventories	**–**	(720)
Trade receivables *(note 21(a)(ii))*	**(2,974)**	(1,326)
Other receivables *(note (iii) below)*	**(10,091)**	–
	42,661	16,815

Notes:

(i) Included in loss on disposal of property, plant and equipment is loss amounted to RMB4,064,000 (2017: Nil) incurred in connection with the disposal of the Group's biological assets (note 17(i)).

(ii) Impairment loss on other receivables of RMB1,514,000 (2017: RMB2,306,000) was recognised in profit or loss in respect of the year in light that these receivables remained long outstanding for over one year without any settlement during the year and that certain of these receivables were due from debtors with financial difficulties.

(iii) During the current year, certain receivables totalled RMB10,091,000 (2017: Nil) was settled by the related debtors, accordingly the impairment loss previously made by the Group against these receivables totalled RMB10,091,000 (2017: Nil) was reversed and deducted from other net loss for the year (note 5(b)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

6. FINANCE COSTS

	2018 RMB'000	2017 RMB'000
Interest on:		
Bank borrowings	**241**	1,384
Bank overdrafts	**–**	1,019
Corporate bonds payable	**9,438**	5,786
Convertible bonds	**5,558**	6,725
Other borrowings	**125**	45
	15,362	14,959
Bills charges and other bank charges	**306**	714
	15,668	15,673

7. (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before tax is arrived at after charging:

	2018 RMB'000	2017 RMB'000
Cost of inventories *(note i)*	**760,856**	780,475
Salaries, wages and other benefits	**18,218**	15,331
Contributions to defined contribution retirement plans	**2,115**	2,381
Total staff costs *(note ii)*	**20,333**	17,712
Amortisation of intangible assets	**178**	218
Amortisation of prepaid land lease payments	**205**	100
Depreciation of property, plant and equipment	**5,450**	5,490
Auditors' remuneration		
Audit services	**1,285**	1,289
Non-audit services	**185**	173
Operating lease charges in respect of property rentals	**1,848**	1,625
Research and development expenses	**819**	8,000
Equity-settled share-based payments	**11,456**	–

(i) Cost of inventories includes staff costs and depreciation expenses totalled RMB1,398,000 (2017: RMB1,446,000) which are also included in the respective total amounts disclosed separately above.

(ii) The total staff costs include directors' emoluments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

8. INCOME TAX EXPENSE

	2018 RMB'000	2017 RMB'000
Current tax		
PRC Enterprise Income Tax	**12,680**	12,480
Deferred tax		
Origination and reversal of temporary differences	**2,681**	(3,155)
	15,361	9,325

Notes:

(i) The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

(ii) Pursuant to 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 the BVI.

(iii) No provision for Hong Kong Profits Tax has been made in the consolidated statement of profit or loss as the Group has no assessable profits arising in Hong Kong for both of the years presented.

(iv) Except for Chengdu Toyot Pa Shun Pharmacy Co., Ltd. ("Chengdu Pashun"), the Group's PRC subsidiaries are subject to PRC Enterprise Income Tax at the statutory rate of 25% (2017: 25%).

Having applied for preferential income tax treatment under the Notice on the Issues of Tax Policies for Thorough Implementation of Western Development Strategy, Chengdu Pashun, a wholly-owned subsidiary of the Company, obtained the approval from local tax authority and is entitled to a preferential income tax rate of 15% for the period from 1 January 2011 to 31 December 2020.

The income tax expense can be reconciled to (loss)/profit before tax as per the consolidated statement of profit or loss as follows:

	2018 RMB'000	2017 RMB'000
(Loss)/profit before tax	**(48,047)**	19,502
Tax charge on loss/profit before tax, calculated at the statutory tax rates applicable in the jurisdictions concerned	**(7,313)**	3,170
Effect of non-deductible expenses	**29,483**	6,737
Effect of non-taxable income	**(8,030)**	(894)
Effect of unused tax losses/deductible temporary differences not recognised	**300**	160
Others	**–**	152
Underprovision in respect of prior years	**921**	–
Income tax expense	**15,361**	9,325

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

An analysis of the directors' emoluments by individual Directors is as follows:

For the year ended 31 December 2018

	Directors' fees RMB'000	Salaries, allowances and other benefits in kind RMB'000	Retirement scheme contributions RMB'000	Equity-settled share-based payments RMB'000	Total RMB'000
Executive Directors					
Chen Yenfei *(Chairman and Chief Executive Officer)*	–	607	–	–	607
Zhou Jian *(note a)*	–	85	–	–	85
Shen Shun	–	295	–	–	295
Chen Rongxin *(note b)*	–	137	–	1,146	1,283
Non-executive Directors					
Masahiro Honna *(note c)*	5	–	–	–	5
Zhang Xiongfeng	42	–	–	1,146	1,188
Independent non-executive Directors					
Liu Liangzhong	100	–	–	–	100
Wong Tak Shing	152	–	–	–	152
Min Feng *(note d)*	71	–	–	–	71
Lu Yongchao *(note e)*	36	–	–	–	36
	406	1,124	–	2,292	3,822

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

For the year ended 31 December 2017

	Directors' fees RMB'000	Salaries, allowances and other benefits in kind RMB'000	Retirement scheme contributions RMB'000	Equity-settled share-based payments RMB'000	Total RMB'000
Executive Directors					
Chen Yenfei *(Chairman and Chief Executive Officer)*	–	624	–	–	624
Zhou Jian	–	170	–	–	170
Shen Shun	–	274	9	–	283
Non-executive Directors					
Li Ho Tan *(note f)*	25	–	–	–	25
Masahiro Honna *(note c)*	50	–	–	–	50
Zhang Xiongfeng	43	–	–	–	43
Independent non-executive Directors					
Liu Liangzhong	100	–	–	–	100
Wong Tak Shing	156	–	–	–	156
Min Feng	100	–	–	–	100
	474	1,068	9	–	1,551

Notes:

(a) Zhou Jian retired as an executive Director on 28 June 2018.

(b) Chen Rongxin was appointed as an executive Director on 1 August 2018, resigned on 7 August 2018 and was re-appointed on 5 September 2018.

(c) Masahiro Honna resigned as a non-executive Director with effect from 6 February 2018.

(d) Min Feng resigned as an independent non-executive Director with effect from 14 September 2018.

(e) Lu Yongchao was appointed as an independent non-executive Director on 1 August 2018, resigned on 7 August 2018 and was re-appointed on 14 September 2018.

(f) Li Ho Tan retired as a non-executive Director with effect from 8 June 2017.

(g) During the two years ended 31 December 2018 and 2017, there were no amounts paid or payable by the Group to the Directors or any of the highest paid individuals set out in note 10 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director has waived or agreed to waive any emoluments for the two years ended 31 December 2018 and 2017.

During the year ended 31 December 2018, two Directors were granted share options (2017: Nil), in respect of his services to the Group under the share option scheme of the Company. Details of the share options granted during the year ended 31 December 2018 and share option scheme of the Company are set out in note 35 to these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2017: three) are Directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the remaining two (2017: two) individuals are as follows:

	2018 RMB'000	2017 RMB'000
Salaries and other emoluments	**989**	1,195
Retirement scheme contributions	**8**	19
Equity-settled share-based payments	**802**	–
	1,799	1,214

The emoluments of the above individuals with the highest emoluments are within the following bands:

	2018 Numbers of individuals	2017 Numbers of individuals
Nil to HK$1,000,000 (equivalent to RMB843,000) (2017: equivalent to RMB866,000)	**1**	1
HK$1,000,001 (equivalent to RMB843,001) (2017: equivalent to RMB866,001) to HK$1,500,000 (equivalent to RMB1,264,000) (2017: equivalent to RMB1,299,000)	**1**	1

11. DIVIDENDS

No dividend was paid, declared or proposed during the year ended 31 December 2018 (2017: Nil) nor had any dividend been proposed since the end of the reporting period (2017: Nil).

12. (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 RMB59,409,000 (2017: profit of RMB10,177,000) and the weighted average of approximately 1,117,006,000 ordinary shares (2017: 1,007,429,000 ordinary shares) in issue during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

12. (LOSS)/EARNINGS PER SHARE *(Continued)*

(b) Diluted loss/earnings per share

The calculation of diluted loss/earnings per share is based on the loss/profit attributable to equity shareholders of the Company and the weighted average number of ordinary shares, as follows:

(i) Loss/earnings

	2018 **RMB'000**	2017 RMB'000
(Loss)/earnings for the purpose of basic earnings per share	**(59,409)**	10,177
Effect of diluted potential ordinary shares:		
Interest on convertible bonds	**5,558**	6,725
Gain on redemption of convertible bonds	**(7,516)**	–
Loss on change in fair value of derivative financial instruments	**–**	4,943
(Loss)/earnings for the purpose of diluted loss/earnings per share	**N/A**	N/A

(ii) Weighted average number of ordinary shares

	2018 **Number of shares** **'000**	2017 Number of shares '000
Weighted average number of ordinary shares for the purpose of basic loss/earnings per share	**1,117,006**	1,007,429
Effect of conversion of convertible bonds	**169,337**	176,658
Weighted average number of ordinary shares for the purpose of diluted loss/earnings per share	**N/A**	N/A

The computation of diluted loss/earnings per share does not assume the exercise of the Company's share options granted because the exercise price of those share options was higher than the average market price of shares for both of the years presented.

Diluted loss/earnings per share for the years ended 31 December 2018 and 31 December 2017 is not presented as the effects arising from the convertible bonds are anti-dilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

13. PROPERTY, PLANT AND EQUIPMENT

	Buildings	Leasehold improvements	Machinery and equipment	Furniture and other office equipment	Motor vehicles	Construction in progress	Ephedra grass	Saplings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost									
At 1 January 2017	54,034	5,373	3,836	14,223	3,429	3,882	–	–	84,777
Additions	–	800	7,368	506	–	–	–	5	8,679
Acquisition of a subsidiary *(note 38)*	2,920	–	–	–	–	–	32,780	1,383	37,083
Transferred from construction in progress	–	686	–	–	–	(686)	–	–	–
Disposals	–	(2,016)	–	(75)	(389)	–	–	–	(2,480)
At 31 December 2017 and 1 January 2018	56,954	4,843	11,204	14,654	3,040	3,196	32,780	1,388	128,059
Additions	–	–	8	352	–	43	–	–	403
Disposals	–	–	(121)	(839)	(134)	–	(32,780)	(1,388)	(35,262)
At 31 December 2018	56,954	4,843	11,091	14,167	2,906	3,239	–	–	93,200
Accumulated depreciation									
At 1 January 2017	8,814	1,685	3,024	11,488	2,913	–	–	–	27,924
Depreciation for the year	2,460	970	87	1,532	139	–	302	–	5,490
Eliminated on disposals	–	(1,037)	–	(38)	(382)	–	–	–	(1,457)
At 31 December 2017 and 1 January 2018	11,274	1,618	3,111	12,982	2,670	–	302	–	31,957
Depreciation for the year	2,553	1,056	88	607	89	–	1,057	–	5,450
Eliminated on disposals	–	–	(6)	(741)	(127)	–	(1,359)	–	(2,233)
At 31 December 2018	13,827	2,674	3,193	12,848	2,632	–	–	–	35,174
Carrying amount									
At 31 December 2018	**43,127**	**2,169**	**7,898**	**1,319**	**274**	**3,239**	**–**	**–**	**58,026**
At 31 December 2017	45,680	3,225	8,093	1,672	370	3,196	32,478	1,388	96,102

Notes:

(a) The Group's buildings are located on medium-term leasehold land in the PRC.

(b) Ephedra grass and saplings are bearer plants which are located in Ningxia Province, the PRC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

14. PREPAID LAND LEASE PAYMENTS

The Group's prepaid land leases payments represent prepayments of land use rights in respect of land located in the PRC.

	2018 RMB'000	2017 RMB'000
Cost		
At 1 January	**5,959**	3,779
Acquisition of a subsidiary *(note 38)*	**–**	2,180
Disposals	**(1,960)**	–
At 31 December	**3,999**	5,959
Accumulated amortisation		
At 1 January	**1,593**	1,493
Charge for the year	**205**	100
Eliminated on disposals	**(179)**	–
At 31 December	**1,619**	1,593
Carrying amount		
At 31 December	**2,380**	4,366

	2018 RMB'000	2017 RMB'000
Analysed for reporting purposes as:		
Current asset (included in prepayments and deposits paid)	**65**	306
Non-current asset	**2,315**	4,060
	2,380	4,366

Notes:

(a) During the year, the Group disposed of certain land use rights as detailed in note 17(i).

(b) The prepaid land lease payments are amortised over the terms of relevant land lease ranging from 20 to 50 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

15. INVESTMENT IN ASSOCIATE

	2018 RMB'000	2017 RMB'000
Unlisted associate		
Cost of investment	8,123	–
Share of post-acquisition profits	1,259	–
	9,382	–

Movements during the year are as follows:

	2018 RMB'000	2017 RMB'000
At 1 January	–	–
Acquisition of an associate	8,123	–
Share of post-acquisition profits for the year	1,259	–
At 31 December	9,382	–

Particulars of the associate of the Group are as follows:

Name	Place of establishment/ registration and operations	Proportion equity interest held by the Group		Proportion of voting rights held by the Group		Principal activities
		2018	2017	2018	2017	
廈門特倫生物藥業有限公司	PRC	10%	–	30%	–	Manufacturing and sales of pharmaceutical products, tea and other healthcare products

Note:

During the year, the Group completed the acquisition from an independent third party ("the Vendor") of 10% equity interest in 廈門特倫生物藥業有限公司 ("Te Lun") on 30 May 2018 for a consideration of RMB8,123,000, as detailed in note 22(d). Te Lun is principally engaged in provision of manufacturing and sales of pharmaceutical products, tea and other healthcare products in the PRC.

On 22 May 2018, the Group entered into an agreement with the Vendor, under which the Vendor has assigned 20% voting rights in Te Lun to the Group for ten years commencing from 22 May 2018 for nil consideration. As at 31 December 2018, 30%, 40% and 30% voting rights in Te Lun are held by the Group, the Vendor and a third party respectively and management of the Group is of the view that the Group can exercise significant influence over Te Lun.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

15. INVESTMENT IN ASSOCIATE *(Continued)*

Te Lun is accounted for using the equity method in these consolidated financial statements.

The following table illustrate the summarised financial information in respect of Te Lun and the reconciliation of the summarised information to the carrying amount in the consolidated financial statements:

	31 December 2018 RMB'000
Non-current assets	112,082
Current assets	57,311
Current liabilities	(33,842)
Non-current liabilities	(41,731)
Net assets	93,820

	30 May 2018 to 31 December 2018 RMB'000
Revenue	59,861
Profit before tax	14,794
Income tax expense	(2,207)
Profit and total comprehensive income for the period	12,587
Reconciliation to the Group's interest in the associate:	
Proportion of the Group's ownership	10%
Group's share of net assets of the associate	9,382
Carrying amount of the investment	9,382

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

16. GOODWILL

	2018 RMB'000	2017 RMB'000
Cost		
At 1 January	**11,934**	5,992
Acquisition of a subsidiary *(note 38)*	**–**	5,942
Eliminated on disposal of subsidiary *(note 39)*	**(5,992)**	–
At 31 December	**5,942**	11,934
Accumulated impairment losses		
At 1 January	**5,992**	5,992
Eliminated on disposal of subsidiary *(note 39)*	**(5,992)**	–
At 31 December	**–**	5,992
Carrying amount		
At 31 December	**5,942**	5,942

Impairment tests for cash-generating units containing goodwill

The cost of goodwill is allocated to the Group's cash-generating units ("CGUs") identified as follows:

	2018 RMB'000	2017 RMB'000
Yanchi County Medical & Pharmaceutical Herbal Co., Ltd. (鹽池縣醫藥藥材有限公司) ("Yanchi") *(note a)*	**5,942**	5,942
Hubei Baixintang Pharmacy Chain Store Co., Ltd. (湖北百信堂大藥房連鎖有限公司) ("Baixintang") *(note b)*	**–**	5,992
	5,942	11,934

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

16. GOODWILL *(Continued)*

(a) Goodwill arising from the acquisition of Yanchi in relation to growing, processing and sale of biological assets

The goodwill of RMB5,942,000 arose from the acquisition of Yanchi during the year ended 31 December 2017.

The Directors conducted assessments of the recoverable amounts of the CGU of growing, processing and sale of biologicals assets undertaken by Yanchi with reference to the valuations conducted by Savills Valuation and Professional Services Limited ("Savills"), using the income approach methodology. Based on the assessments, since the recoverable amount of the CGU is not less than its carrying amount, the Directors considered that impairment of goodwill is not required to be made.

The recoverable amount has been determined on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 16.4%. The cash flows beyond the 5-year period are extrapolated at insignificant negative growth rates. The estimation of the budgeted sales and gross margin is based on management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions could not cause the carrying amount of the CGU to exceed its recoverable amount.

(b) Goodwill arising from the acquisition of Baixintang in relation to self-operated retail pharmacies segment

The goodwill was fully impaired in prior years as a result that the Group's retail business activities based in Hubei was deteriorated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

17. BIOLOGICAL ASSETS

	Licorice	
	2018	2017
	RMB'000	RMB'000
At 1 January	**1,196**	–
Acquisition of a subsidiary *(note 38)*	**–**	1,065
Disposals	**(1,256)**	–
Changes in fair value less costs to sell *(note 5(a))*	**60**	131
At 31 December	**–**	1,196

Notes:

(i) Licorice

The agricultural produce of licorice was previously held by Yanchi, an entity which is principally engaged in various businesses, including agriculture of Chinese herb. The acquisition of Yanchi by the Group has completed on 30 October 2017, details of which are set out in note 38 to the consolidated financial statements. The leasehold land for the agriculture of licorice is located in Yanchi County, Wuzhong, Ningxia Province, the PRC, with approximately 400 Chinese Mu. During the current year, Yanchi disposed of licorice together with the related land use rights and ephedra grass, saplings and other equipment (including in property, plant and equipment) for a total consideration of RMB30,000,000, which resulted in losses on disposal of land use rights and property, plant and equipment amounted to RMB1,780,000 (2017: Nil) and RMB4,064,000 (2017: Nil) respectively. Such losses are recognised in profit or loss in respect of the year and included in other net loss (note 5(b)). The consideration for disposal to the extent of RMB4,000,000 was received by the Group with the remaining balance of RMB26,000,000 included in other receivables (note 2(c)).

(ii) Valuation of biological assets

The Group's agricultural produce of licorice is accounted for as biological assets and is carried at 31 December 2017 at fair value less costs to sell, which were valued by Savills, independent professional valuers. The professional valuers applied the net present value approach whereby projected future net cash flows from sale of licorice, which was estimated based on the existing state of agriculture at that date, were discounted at 15% to arrive at the fair value of the licorice. The principal valuation methodology and assumptions adopted are as follows:

- Cash flow projection is determined for a period of 2 years up to 2020 under which the harvesting activities is expected to be completed. Management have assumed that the harvest volume during the forecast period is 320,000kg based on the current best estimated harvesting plan. It is expected that 60% of the harvest volume will be sold in 2019.
- The discount rate applied is 15%.
- The operating costs are based on the land lease and management agreement entered into by the Group currently.
- The selling expenses are estimated based on 15% of revenue.
- The expected selling price is based on the current market value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

17. BIOLOGICAL ASSETS *(Continued)*

Notes: (Continued)

(iii) Other risks associated with the biological assets

In relation to the biological assets held by the Group as at 31 December 2017, the Group was exposed to a number of risks, as follows:

Regulatory and environmental risks

The Group was subject to laws and regulations in the PRC in which it operated. The Group had established environmental policies and procedures aimed at compliance with local environmental and other laws. Management performed regular reviews to identify environmental risks and to ensure that the systems in place were adequate to manage those risks.

Climate and other risks

The ability to harvest agriculture produce and the growth of agriculture produce might be affected by unfavourable local weather conditions and natural disasters. The Group's agriculture produce was exposed to the risk of damage from fire, wind, diseases, insects and other natural forces. The Group had extensive processes in place aimed at monitoring and mitigating those risks, including regular inspections and weather and disease surveys.

Supply and demand risks

The Group was exposed to risks arising from fluctuations in the price and sales volume of agriculture produce. When possible the Group managed this risk by aligning its harvest volume to market supply and demand. Management performed regular industry trend analysis to ensure that the Group's pricing structure was in line with the market and to ensure that projected harvest volumes were consistent with the expected demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

18. OTHER INTANGIBLE ASSETS AND PREPAYMENTS FOR INTANGIBLE ASSETS

(a) Other intangible assets

	Patent RMB'000	Computer software RMB'000	Total RMB'000
Cost			
At 1 January 2017	2,000	4,440	6,440
Additions	–	396	396
At 31 December 2017 and 1 January 2018	2,000	4,836	6,836
Additions	–	180	180
Disposals	–	(3,152)	(3,152)
At 31 December 2018	2,000	1,864	3,864
Accumulated amortisation			
At 1 January 2017	1,950	1,387	3,337
Charge for the year	50	168	218
At 31 December 2017 and 1 January 2018	2,000	1,555	3,555
Charge for the year	–	178	178
Eliminated on disposals	–	(755)	(755)
At 31 December 2018	2,000	978	2,978
Carrying amount			
At 31 December 2018	–	886	886
At 31 December 2017	–	3,281	3,281

Notes:

(i) Included in computer software is the right to use electronic platform of Tianfu Mercantile Exchange Company Limited for 10 years commencing from 15 January 2016 with the carrying amount of RMB2,397,000 at 31 December 2017. During the current year, the Group disposed of this right to a third party for a consideration of RMB3,000,000, which resulted in a gain on disposal of RMB603,000 recognised in profit or loss in respect of the year (note 5(a)). The consideration for disposal, which is unsecured, interest free and repayable on demand, was not received by the Group up to the end of the reporting period and was included in other receivables (note 21(c)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

18. OTHER INTANGIBLE ASSETS AND PREPAYMENTS FOR INTANGIBLE ASSETS *(Continued)*

(a) Other intangible assets *(Continued)*

Notes: (Continued)

(ii) The amortisation charges of RMB178,000 (2017: RMB218,000) are included in "general and administrative expenses" in the consolidated statement of profit or loss.

(iii) The carrying amount of computer software will be amortised over the remaining useful lives ranged from 1 to 9 years (2017: 2 to 9 years). The cost of the patent has been fully amortised at that year.

(b) Prepayments for intangible assets

	2018 **RMB'000**	2017 RMB'000
Prepayments for patented technology *(note)*	**17,000**	20,000

Movements during the year are as follows:

	2018 **RMB'000**	2017 RMB'000
At 1 January	**20,000**	20,000
Impairment loss recognised for the year *(note 5(b))*	**(3,000)**	–
At 31 December	**17,000**	20,000

Note:

In 2014, the Group entered into a technology cooperation agreement with Beijing Runbofude Biotechnology Co., Ltd. ("Beijing Runbofude"), an independent third party, to acquire a patented technology from Beijing Runbofude for a ten-year period from 1 January 2014 to 31 December 2023 at a consideration of RMB20,000,000.

On 28 July 2014, by way of a supplementary agreement, the commencement date of the ten-year period was changed from 1 January 2014 to the date on which the installation and testing of production plant and equipment was approved by Beijing Runbofude.

Up to the date of approval of these consolidated financial statements, the installation and testing of production plant and equipment was not yet approved by Beijing Runbofude.

In view of the expected decline in revenue to be generated from the patented technology, management of the Group considered it appropriate to make impairment loss amounted to RMB3,000,000 (2017: Nil) for the year, which is calculated based on the present value of the future revenue from the patented technology as valued by an external valuer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

19. OTHER NON-CURRENT ASSETS

	2018 RMB'000	2017 RMB'000
Deposits paid for acquisition of:		
– companies *(note a)*	–	52,342
– property, plant and equipment *(note b)*	1,972	2,154
Payments in connection with a property development project *(note c)*	185,797	118,119
Guarantee deposit *(note d)*	5,000	5,000
	192,769	177,615

Notes:

(a) During the year ended 31 December 2016, the Group entered into a memorandum of understanding with a PRC individual, who is the equity owner of Chengdu Yiming Investment Management Company Limited ("Chengdu Yiming") (note (c) below) for the proposed acquisition of equity interest in Chengdu Yiming. In accordance with the memorandum of understanding, the consideration and other terms for the acquisition together with the percentage of the equity interest to be acquired are yet to be finalised pending the conclusion with the PRC local government regarding details of the change of land usage of the land held by the Group and Chengdu Yiming for the property development project as referred to in note (c). As at 31 December 2017, the Group had made payments of refundable deposits for the acquisition amounted to RMB52,342,000.

On 26 March 2018, the Group, the equity owner of Chengdu Yiming and Chengdu Yiming entered into an agreement, under which the proposed acquisition of equity interest in Chengdu Yiming by the Group is cancelled. Pursuant to the agreement, the payment made by the Group of the acquisition amounted to RMB52,342,000 to be refunded to the Group as a result of the termination was immediately contributed to the property development project of the logistic centre by the equity owner of Chengdu Yiming on behalf of the Group as detailed in note (c) below.

(b) Included in deposits for acquisition of property, plant and equipment at 31 December 2017 are deposits paid by the Group totalled RMB10,000,000, of which impairment loss was fully recognised in profit or loss in respect of the year then ended. During the current year, these deposits were fully refunded to the Group, accordingly the impairment loss of RMB10,000,000 previously recognised was reversed and deducted from other net loss (note 5(b)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

19. OTHER NON-CURRENT ASSETS *(Continued)*

Notes: (Continued)

(c) As at the end of the reporting period, the Group had made payments to Chengdu Yiming amounted to approximately RMB185,797,000 (2017: RMB118,119,000) for the property development project of a logistic centre in the PRC. The land use rights of the land of the property project is currently registered in the name of a subsidiary of the Company and Chengdu Yiming. It is the understanding of the management of the Group and Chengdu Yiming that the development costs of the property project, including any land premium of the land for the project arising from change of land usage, are initially financed as to 30% and 70% by the Group and Chengdu Yiming respectively and the subsidiary and Chengdu Yiming are entitled to initially share 30% and 70% of the gross floor area of the properties after the completion of development. Detailed terms of the property development project are yet to be finalised by the Group and Chengdu Yiming.

Up to the date of approval of the consolidated financial statements, the property project is in preliminary stage and negotiation with the PRC local government regarding the land premium and other terms for the change of land usage of the land for the property project are finalised.

(d) Guarantee deposit represents the deposit paid for a ten-year period Chinese herbal planting project which will be refunded upon the completion of the project.

20. INVENTORIES

	2018 RMB'000	2017 RMB'000
Raw materials	**8,126**	7,182
Work in progress	**556**	516
Finished goods	**46,842**	52,624
Consumables	**49**	50
	55,573	60,372

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

21. TRADE AND OTHER RECEIVABLES

	2018 RMB'000	2017 RMB'000
Trade and commercial bills receivables *(note a)*	**346,191**	337,366
Bank bills receivables *(note b)*	**1,325**	32,052
Other receivables *(note c)*	**74,677**	69,576
	422,193	438,994

Notes:

(a) Trade and commercial bills receivables

(i) Ageing analysis of trade and commercial bills receivables

As at the end of the reporting period, the ageing analysis of trade and commercial bills receivables, based on dates of goods delivery and net of allowance for doubtful debts, is as follows:

	2018 RMB'000	2017 RMB'000
Within 1 month	**86,861**	96,001
1 to 3 months	**114,552**	113,334
4 to 6 months	**76,497**	76,854
Over 6 months	**68,281**	51,177
	346,191	337,366

An average credit period of 30 to 180 days is granted by the Group to its customers.

(ii) Impairment loss on trade and commercial bills receivables

	2018 RMB'000	2017 RMB'000
Trade and commercial bills receivables		
– Gross amount	**374,769**	358,876
– Allowance for doubtful debts	**(28,578)**	(21,510)
– Amount net of allowance for doubtful debts	**346,191**	337,366

Impairment losses in respect of trade and commercial bills receivables are recorded using an allowance account unless the Group considers that recovery of the amount is remote, in which case the impairment loss is written off against trade and commercial bills receivables directly.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

21. TRADE AND OTHER RECEIVABLES *(Continued)*

Notes: (Continued)

(a) Trade and commercial bills receivables *(Continued)*

(ii) Impairment loss on trade and commercial bills receivables *(Continued)*

Movements of the allowance for doubtful debts are as follows:

	2018 RMB'000	2017 RMB'000
At 1 January	**21,510**	22,836
Impairment losses recognised *(note 5(b))*	**10,046**	–
Reversal of impairment losses *(note 5(b))*	**(2,974)**	(1,326)
Uncollectible amounts written off	**(4)**	–
At 31 December	**28,578**	21,510

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade and commercial bills receivables relate a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and commercial bills receivables balances. Trade and commercial bills receivables are non-interest-bearing.

(iii) Trade and commercial bills receivables that are not impaired

An ageing analysis of trade and commercial bills receivables based on the dates of goods delivery that are neither individually nor collectively considered to be impaired is as follows:

	2018 RMB'000	2017 RMB'000
Not past due	**137,927**	228,436
Less than 1 month past due	**43,416**	28,140
1 to 3 months past due	**118,777**	33,207
4 to 6 months past due	**32,926**	38,652
Over 6 months past due	**13,145**	8,931
	208,264	108,930
	346,191	337,366

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

21. TRADE AND OTHER RECEIVABLES *(Continued)*

Notes: (Continued)

(b) Bank bills receivables

The bank bills receivables is aged within 180 days (2017: 180 days).

(c) Other receivables

An analysis of other receivables is as follows:

	2018 **RMB'000**	2017 RMB'000
Government grant receivable	**–**	3,000
Loan receivable *(note (i))*	**8,000**	20,000
Other taxes recoverable	**23,219**	18,946
Payments in connection with land exchange *(note (ii))*	**–**	10,789
Consideration receivable for the disposal of biological assets, land use rights and related property, plant and equipment *(note (iii))*	**26,000**	–
Consideration receivable for disposal of other intangible assets *(note 18(a))*	**3,000**	–
Consideration receivable for partial disposal of a subsidiary *(note 48(ii))*	**2,450**	–
Others	**12,008**	16,841
	74,677	69,576

Notes:

(i) The loan was advanced by the Group to a third party. Such loan receivable is unsecured and repayable on demand and carries interest at interest rates which are based on bank benchmark interest rates. Up to the date of approval of these consolidated financial statements, the loan to the extent of RMB2,000,000 was repaid by the borrower to the Group.

(ii) During the year ended 31 December 2017, the Group made payments totalled RMB10,789,000 in connection with the exchange of land use rights in the PRC in prior years (note 33). During the current year, such payments to the extent of RMB10,352,000 were refunded to the Group with the remaining amount of RMB437,000 (2017: Nil) charged to profit or loss in respect of the year.

(iii) The consideration receivable for disposal is unsecured and interest free. Such consideration is repayable to the Group by four instalments, the last of which falls due in December 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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22. PREPAYMENTS AND DEPOSITS PAID

	2018 **RMB'000**	2017 RMB'000
Advance payments to suppliers *(note a)*	**153,385**	173,068
Deposits paid for investment projects *(note b)*	**–**	34,098
Deposit paid for intangible assets *(note c)*	**35,000**	–
Consideration paid for acquisition of unlisted investments *(note d)*	**65,000**	31,000
Other deposits and prepayments	**5,669**	7,717
	259,054	245,883

Notes:

(a) The amount represents deposits paid to suppliers for purchases of goods in relation to the business undertaken by the Group. Management expects that a substantial portion of these purchases will be made within one year after the end of the reporting period.

(b) During the year ended 31 December 2017, The Group made payments to a third party totalled HK$40,881,000 (equivalent to RMB34,098,000) to enable the third party to secure appropriate investment projects on behalf of the Group. During the year ended 31 December 2018, no investment project was secured by the Group and the amount was refunded by the third party to the Group.

(c) During the year, the Group entered into an agreement with an independent third party for the acquisition of three intangible assets for a total of consideration of RMB35,000,000, which was fully paid by the Group up to the end of the reporting period. Subsequent to the end of the reporting period, completion of the acquisition has taken place in February 2019.

(d) During the current year, the Group entered into an agreement for the acquisition of 5% equity interest in an unlisted entity for the consideration of RMB25,000,000, which was fully paid by the Group up to the end of the reporting period. The unlisted equity is principally engaged in manufacturing of Chinese medicine in the PRC. Subsequent to the end of the reporting period, completion of the acquisition has taken place in January 2019.

During the current year, the Group entered into an agreement for the proposed acquisition of 60% equity interest in another entity for the consideration of RMB40,000,000, which was fully paid by the Group up to the end of the reporting period. Subsequent to the end of the reporting period, the proposed acquisition was cancelled and the payment previously made to the extent of RMB5,000,000 was refunded to the Group, with the remaining balance of RMB35,000,000 expected to be repayable to the Group within one year from the end of the reporting period.

During the year ended 31 December 2017, the Group made payments for the proposed acquisitions of 20% equity interests in each of the two unlisted entities for an aggregate consideration of RMB15,000,000 and RMB16,000,000 respectively. During the current year, one of the proposed acquisitions of Te Lun (note 15) for the consideration of RMB15,000,000 was revised, such that the Group acquired 10% equity interest in Te Lun for the consideration of RMB8,123,000 (note 15), with the remaining of RMB6,877,000 refunded to the Group. In addition, during the current year the proposed acquisition of another unlisted entity for the consideration of RMB16,000,000 was cancelled and the payment of RMB16,000,000 previously made was refunded to the Group.

23. AMOUNT DUE FROM AN ASSOCIATE

The amount due from an associate is interest free, unsecured and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

24. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	2018 RMB'000	2017 RMB'000
Pledged bank deposits *(notes a, b, c and d)*	**41,111**	49,364
Cash and cash equivalents in the consolidated statement of financial position		
– Cash at banks and on hand	**48,831**	35,036
	89,942	84,400

Notes:

(a) Bank deposits amounted to RMB11,111,000 (2017: RMB19,354,000) have been pledged to banks for bills facilities of RMB11,730,000 (2017: RMB37,395,000). The pledged bank deposits will be released upon the settlement of relevant bills payables. The bills facilities to the extent of RMB11,730,000 were utilised as at the end of the reporting period (2017: RMB37,395,000).

(b) Bank deposits of the Group of RMB30,000,000 (2017: RMB30,000,000) have been pledged to bank for general banking facilities to an extent of RMB28,824,000 (2017: RMB17,472,000).

(c) Cash at bank earned interest at floating rates based on daily bank deposit rates. The carrying amounts of the cash and cash equivalents and the pledged bank deposits approximate their fair values.

(d) Cash and cash equivalents and pledged bank deposits placed with banks in the PRC amounted to RMB55,223,000 (2017: RMB25,610,000). Remittance of these funds out of the PRC is subject to relevant rules and regulations of foreign exchange control promulgated by the government of the PRC.

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2018 RMB'000	2017 RMB'000
Equity securities listed in Hong Kong, held for trading at fair value *(note 43(e))*	**–**	–

Trading of these equity securities has suspended since 20 January 2016. In the opinion of the management of the Group, the fair value of such equity securities is minimal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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26. TRADE AND OTHER PAYABLES

	2018 RMB'000	2017 RMB'000
Trade payables	**30,428**	60,652
Bills payables	**11,730**	37,395
Other payables, deposits received and accrued expenses	**52,119**	44,000
	94,277	142,047

As at the end of the reporting period, the ageing analysis of trade payables, based on dates of goods delivery, is as follows:

	2018 RMB'000	2017 RMB'000
Within 1 month	**4,855**	18,945
1 to 3 months	**3,570**	14,111
Over 3 months	**22,003**	27,596
	30,428	60,652

The credit period granted by suppliers is 30 to 180 days.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

27. BANK BORROWINGS

	2018 RMB'000	2017 RMB'000
Bank loans repayable within one year		
– secured by Group's assets *(notes b(i), (ii) and (iii))*	**29,824**	1,009
– secured by guarantees given by a subsidiary and/or a substantial shareholder *(note b(iv))*	**6,000**	–
– secured by guarantees given by a subsidiary and/or an independent third party *(notes b(v))*	**–**	25,000
	35,824	26,009

Notes:

(a) The bank loans outstanding at 31 December 2018 to the extent of RMB34,824,000 (2017: RMB25,000,000) carried interest at interest rates which are based on bank benchmark interest rates with the remaining bank loans of RMB1,000,000 (2017: RMB1,009,000, bearing interest at fixed interest rates of 4.8% to 7.2% per annum (2017: 4.8% to 7.2% per annum).

(b) Details of the security pledged and guarantees given for the bank loans are as follows:

(i) Bank loan amounted to RMB28,824,000 at 31 December 2018 (2017: Nil) was secured by the Group's pledged bank deposits amounted to RMB30,000,000 at that date (2017: Nil).

(ii) Bank loan amounted to RMB1,000,000 at 31 December 2018 (2017: RMB1,000,000) together with bank bills facilities were secured by the land use rights and properties held by certain subsidiaries of the Company with the aggregate carrying amount of RMB1,399,000 (2017: RMB1,462,000).

(iii) Bank loan amounted to RMBNil (2017: RMB9,000) was secured by the Group's pledged bank deposit of RMBNil (2017: RMB10,000).

(iv) Bank loan amounted to RMB6,000,000 at 31 December 2018 (2017: Nil) was secured by guarantees given by a substantial shareholder and a subsidiary of the Company.

(v) Bank loan amounted to RMB25,000,000 at 31 December 2017 was guaranteed by a subsidiary of the Company and secured by the properties held by an independent third party.

28. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder is interest free, unsecured and repayable on demand. This shareholder is benefically owned by Mr. Chen Yenfai, the chairman and an executive director of the Company.

29. AMOUNTS DUE TO NON-CONTROLLING INTERESTS

The amounts due to non-controlling interests are interest free, unsecured and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

30. CORPORATE BONDS PAYABLE

	2018	2017
	RMB'000	RMB'000
Carrying amount of corporate bonds due in:		
– 2019	**5,074**	4,536
– 2020	**21,516**	19,347
– 2021	**13,406**	10,754
– 2022	**2,701**	2,478
– 2023	**746**	–
– 2024	**29,024**	26,805
– 2025	**14,943**	10,820
	87,410	74,740
Payable		
– Within one year	**5,074**	5,886
– In the second to fifth years	**38,370**	34,355
– More than five years	**43,966**	34,499
	87,410	74,740
Analysed for reporting purposes as:		
Current liability	**5,074**	5,886
Non-current liability	**82,336**	68,854
	87,410	74,740
Movements in corporate bonds payable are as follows:		
At beginning of the year	**74,740**	15,619
Proceeds received on issue of corporate bonds	**6,320**	73,093
Bonds issue expenses	**(1,209)**	(13,629)
Interest recognised as finance costs *(note 6)*	**9,438**	5,786
Interest paid during the year	**(6,190)**	(2,681)
Exchange realignment	**4,311**	(3,448)
At end of the year	**87,410**	74,740

During the year ended 31 December 2018, the Company issued unsecured corporate bonds with the aggregate principal amount of HK$7,500,000 (2017: HK$84,400,000), giving rise to a total gross proceeds of HK$7,500,000, equivalent to RMB6,320,000, (2017: HK$84,400,000, equivalent to RMB73,093,000) before expenses.

At 31 December 2018, the corporate bonds with the principal amount of HK$113,900,000 (2017: HK$106,400,000) remained outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

31. CONVERTIBLE BONDS

	Liability component		Derivative component	
	2018	2017	**2018**	2017
	RMB'000	RMB'000	**RMB'000**	RMB'000
Carrying amount of convertible bonds issued in:				
– year ended 31 December 2016 *(note a)*	**–**	109,187	**–**	(2,253)
– year ended 31 December 2018 *(note b)*	**–**	–	**–**	–
	–	109,187	**–**	(2,253)
Analysed for reporting purpose as:				
Current asset	**–**	–	**–**	(2,253)
Current liability	**–**	109,187	**–**	–
	–	109,187	**–**	(2,253)

Notes:

(a) Convertible bonds issued in the year ended 31 December 2016

On 29 December 2016, the Company issued convertible bonds with the aggregate principal amount of HK$120,000,000 to a third party (the "Bondholder") for an aggregate consideration of HK$120,000,000 (before expenses). The convertible bonds comprise (i) bonds in the principal amount of HK$72,000,000 which carry interest at 4% per annum with maturity period of two years from the date of issue (the "Series 1 CB") and (ii) bonds in the principal amount of HK$48,000,000 which carry interest at 4% per annum with maturity period of two years from the date of issue (the "Series 2 CB"). Under the instruments relating to these convertible bonds, (i) the Series 1 CB and the Series 2 CB entitle the holder thereof to convert the bonds into shares of the Company for the period from date of issue to one day before the maturity date at the initial conversion prices of HK$0.60 and HK$1.20 per share respectively; (ii) the Company is required to pay to the Bondholder annual fees which are calculated at 1% of the principal amounts of the Series 1 CB and the Series 2 CB; and (iii) the Company is entitled to redeem the outstanding Series 1 CB and Series 2 CB in full, but not in part, at any time after one year from the date of issue of the bonds at an amount which comprises the principal amount of the bonds redeemed together with any accrued and unpaid interests and annual fees and an internal rate of return of the bonds, which is calculated at 10% for redemption at maturity and 12% for early redemption of the principal amount of the bonds redeemed for the period from the date of issue of the bonds to the date on which the redemption amount of the bonds are settled. Pursuant to the bond instruments, the Series 1 CB and the Series 2 CB are secured by (i) the pledge of 474,040,000 shares of the Company held by Praise Treasure Limited, an entity which is wholly-owned by Mr. Chen Yenfei, the Chairman, an executive Director and a controlling shareholder of the Company; and (ii) the personal guarantee given by Mr. Chen Yenfei.

On 20 July 2017, the parties to the Series 1 CB and the Series 2 CB executed a supplemental deed to amend the terms of the Series 1 CB and the Series 2 CB, under which, among other amendments, the initial conversion price of the Series 2 CB has been adjusted from HK$1.2 per share to HK$0.6 per share and the Series 1 CB and the Series 2 CB are further secured by the pledge of additional 6,000,000 shares of the Company held by Praise Treasure Limited. The relevant supplemental bond instruments are effective from 2 August 2017. Management of the Group is of the view that the changes in terms of the Series 1 CB and the Series 2 CB would not give rise to a significant impact on the fair value of these convertible bonds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

31. CONVERTIBLE BONDS *(Continued)*

Notes: (Continued)

(a) Convertible bonds issued in the year ended 31 December 2016 *(Continued)*

No convertible bonds had been converted into new shares of the Company for the period from the date of their issue up to 31 December 2017.

On 24 September 2018, the Series 1 CB and the Series 2 CB, together with any accrued interests, were full redeemed prior to their maturity dates for the total cash consideration of HK$131,355,000 (equivalent to RMB117,010,000), which were financed by the issue of 2018 Convertible Bonds (see note b below).

The convertible bonds contained three components: liability, equity (conversion right) and derivatives (early redemption right) elements. The liability component of Series 1 CB and Series 2 CB was calculated using the discount rate of 4.53% to 5.62% per annum at 31 December 2017. The fair value of the derivative component of the Series 1 CB and the Series 2 CB at 31 December 2017 was valued by International Valuation Limited, an independent firm of business and financial services valuers, using the binomial option pricing model. The inputs into the model were as follows:

	At 31 December 2017
Risk free rate	1.040%
Expected volatility	25%
Expected life	0.99 years
Dividend yield	Nil

The risk-free rate was estimated by using interpolation with reference to the yield rate of Hong Kong government bonds.

The expected volatility was determined based on the historical volatility of the share prices of the Company.

The variables and assumptions used in calculating the fair value of the convertible bonds are based on the Directors' best estimate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

31. CONVERTIBLE BONDS *(Continued)*

Notes: (Continued)

(a) Convertible bonds issued in the year ended 31 December 2016 *(Continued)*

Movements of the Series 1 CB and the Series 2 CB are as follows:

	Series 1 CB and Series 2 CB			
	Liability component RMB'000	**Equity component** RMB'000	**Derivative component** RMB'000	**Total** RMB'000
At 1 January 2017	116,206	7,395	(7,567)	116,034
Change in fair value of derivative financial instruments *(note 5(b))*	–	–	4,943	4,943
Interest expense accrued *(note 6)*	6,725	–	–	6,725
Interest paid	(5,196)	–	–	(5,196)
Exchange realignment	(8,548)	–	371	(8,177)
At 31 December 2017	109,187	7,395	(2,253)	114,329
Interest expense accrued *(note 6)*	4,844	–	–	4,844
Interest paid	(2,023)	–	–	(2,023)
Consideration paid for early redemption *(note below)*	(117,157)	(7,344)	7,491	(117,010)
Gain on redemption recognised in				
– profit or loss for the year *(note below)*	(2,462)	–	(5,054)	(7,516)
– retained profits *(note below)*	–	(51)	–	(51)
Exchange realignment	7,611	–	(184)	7,427
At 31 December 2018	–	–	–	–

Note: The consideration for early redemption of the Series 1 CB and the Series 2 CB to the extent of RMB117,157,000, RMB7,344,000 and RMB7,491,000 were allocated to the liability component, equity component and derivative component respectively on the basis in consistent with that used in the original allocation to the separate components of the proceeds from the issue of these bonds received. The gain on redemption of the bonds amounted to RMB7,516,000, which represents the excess of the aggregate carrying amounts of the liability and derivative components at the date of redemption over the aggregate consideration allocated to the respective components, has been recognised in profit or loss for the year (note 5(a)) and the gain relating to the equity component amounted to RMB51,000, which represents the excess of its carrying amount at the date of redemption over the consideration allocated to this component, is taken to the retained profits.

(b) Convertible bonds issued in the year ended 31 December 2018

On 24 September 2018, the Company issued convertible bonds with the aggregate principal amount of HK$134,500,000 ("2018 CB") to Mr. Chen Yenfei who paid in cash on behalf of the Company for full redemption of the Series 1 CB and the Series 2 CB. Pursuant to the instrument relating to the 2018 CB, these convertible bonds is unsecured, interest free and entitle the bondholder to convert the bonds into new shares of the Company for a period of two years from the date of issue (the "Maturity Period") at the initial conversion price of HK$0.5 per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

31. CONVERTIBLE BONDS *(Continued)*

Notes: (Continued)

(b) Convertible bonds issued in the year ended 31 December 2018 *(Continued)*

On 26 October 2018, the 2018 CB was fully converted into 269,000,000 new shares of the Company at the conversion price of HK$0.5 per share and no 2018 CB remained outstanding as at 31 December 2018.

The fair value of the 2018 CB at the date of issue was estimated to be HK$179,255,000 (equivalent to RMB157,338,000), as valued by B.I. Appraisals Limited, an independent firm of business and financial services valuers. The convertible bonds contained two components: liability and equity (conversion right) elements. The fair value of the liability component at the date of issue was estimated to be HK$114,996,000 (equivalent to RMB100,936,000), which is calculated using the discount rate of 8.15% per annum, being the estimated market rates for a similar non-convertible bonds at that date. The fair value of the equity component at the date of issue is HK$64,259,000 (equivalent to RMB56,402,000), as valued using the binomial option pricing model. The inputs into the model are as follows:

	At date of issue
Risk free rate	2.146%
Expected volatility	45.340%
Expected life	2.001 years
Dividend yield	Nil

The risk-free rate was estimated by using interpolation with reference to the yield rate of Hong Kong government bonds.

The expected volatility was determined based on the historical volatility of the share prices of the Company.

The variables and assumptions used in calculating the fair value of the convertible bonds are based on the Directors' best estimates.

The loss on issue of the 2018 CB amounted to RMB42,043,000 (2017: Nil), which represents the excess of the fair value of the 2018 CB of RMB157,338,000 at the date of issue over the amount of HK$131,355,000 (equivalent to RMB115,295,000) paid by Mr. Chen for the redemption of the Series 1 CB and the Series 2 CB has been recognised in profit or loss in respect of the year and was included in other net losses (Note 5(b)).

Movements of the 2018 CB are as follows:

	2018 CB		
	Liability component RMB'000	**Equity component** RMB'000	**Total** RMB'000
Fair value of 2018 CB at date of issue	100,936	56,402	157,338
Interest expense accrued *(note 6)*	714	–	714
Converted into shares of the Company	(100,177)	(56,402)	(156,579)
Exchange realignment	(1,473)	–	(1,473)
At end of the year	–	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

32. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Income tax payable in the consolidated statement of financial position represents:

	2018 RMB'000	2017 RMB'000
PRC Enterprise Income Tax	**13,930**	12,443

Movements of the income tax payable in the consolidated statement of financial position are as follows:

	2018 RMB'000	2017 RMB'000
At 1 January	**12,443**	10,812
Charge for the year	**11,759**	12,480
Underprovision in respect of prior years	**921**	–
Released on disposal of a subsidiary	**(343)**	–
Tax paid during the year	**(10,850)**	(10,849)
At 31 December	**13,930**	12,443

(b) Deferred tax assets and deferred tax 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:

	Fair value adjustment on business combination RMB'000	Provision for impairment RMB'000	Provision for accrued expenses RMB'000	Others RMB'000	Total RMB'000
At 1 January 2017	–	2,965	1,915	(912)	3,968
Acquisition of a subsidiary *(note 38)*	(8,256)	–	–	–	(8,256)
Credited to profit or loss	70	235	–	2,850	3,155
At 31 December 2017 and 1 January 2018	(8,186)	3,200	1,915	1,938	(1,133)
Credited/(charged) to profit or loss	254	(2,828)	–	(108)	(2,682)
At 31 December 2018	(7,932)	372	1,915	1,830	(3,815)

The following is an analysis of the deferred tax balances for financial reporting purposes:

	2018 RMB'000	2017 RMB'000
Deferred tax assets	**4,117**	7,053
Deferred tax liabilities	**(7,932)**	(8,186)
	(3,815)	(1,133)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

32. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

(c) Deferred tax assets and liabilities not recognised:

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profit earned by certain PRC subsidiaries to its direct holding company outside the PRC from 1 January 2008 onward. Deferred tax liabilities of RMB29,914,000 (2017: RMB27,454,000) was not provided for in the consolidated financial statements of the Group for the year ended 31 December 2018 in respect of undistributed profits of relevant PRC subsidiaries amounted to RMB598,285,000 (2017: RMB549,081,000) as the management of the Company confirmed that profits generated by the relevant PRC subsidiaries from 1 January 2008 onward will not be distributed to its direct holding company outside the PRC in the foreseeable future.

At the end of the reporting period, the Group has unused tax losses and other deductible temporary differences totalled approximately RMBNil (2017: RMBNil) available for offset against future profits. No deferred tax asset has been recognised in respect of these deductible temporary differences due to the unpredictability of future profit streams. The tax losses will expire in one to five years after the end of the reporting period.

33. DEFERRED INCOME – GOVERNMENT GRANT

	2018 **RMB'000**	2017 RMB'000
At 1 January	**25,076**	25,588
Credited to profit or loss *(note 5(a))*	**(511)**	(512)
At 31 December	**24,565**	25,076

Deferred income of the Group mainly represents government compensation in respect of the exchange of land use rights with local government.

Such deferred income will be recognised as income on a straight-line basis over the expected useful life of the relevant assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

34. SHARE CAPITAL

	Par value HK$	Number of ordinary shares '000	Nominal amount of ordinary shares HK$'000
Authorised:			
At 1 January 2017 and 31 December 2017	0.001	2,000,000	2,000
Increase in ordinary shares during the year *(Note a)*	0.001	3,000,000	3,000
At 31 December 2018	0.001	5,000,000	5,000

	Par value HK$	Number of ordinary shares '000	Nominal amount of ordinary shares HK$'000	Carrying amount RMB'000
Issued and fully paid:				
At 1 January 2017	0.001	1,000,000	1,000	801
Issue of shares upon acquisition of a subsidiary *(Note b)*	0.001	64,564	65	55
At 31 December 2017	0.001	1,064,564	1,065	856
Issue of shares on conversion of convertible bonds *(Note c)*	0.001	269,000	269	238
Issue of shares on exercise of share options *(Note d)*	0.001	24,310	24	22
At 31 December 2018	0.001	1,357,874	1,358	1,116

Notes:

(a) In June 2018, the Company increased its authorised share capital to HK$5,000,000 by creation of 3,000,000,000 shares of HK$0.001 each.

(b) The Company issued 64,564,000 new ordinary shares of HK$0.001 each on 20 November 2017 for the acquisition of Yanchi, details of which are set out in note 38.

(c) On 26 October 2018, convertible bonds with the principal amount of HK$134,500,000 were converted into 269,000,000 new shares of the Company at the conversion price of HK$0.5 per share.

(d) On 16 November 2018, the Company issued 24,310,000 shares upon the exercise of share options granted at the exercise price of HK$0.6 per share, giving rise to a gross proceed of approximately HK$14,586,000 (equivalent to RMB12,923,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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35. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted the share option scheme (the "Scheme") on 26 May 2015 for the purpose of rewarding certain eligible participants for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to early termination of the Scheme in accordance with the rules thereof, the Scheme shall remain in force for a period of ten years commencing from 26 May 2015.

Eligible participants of the Scheme include (i) any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any director or proposed director (including an independent non-executive director) of the Company or any of its subsidiaries; (iii) any direct or indirect shareholder of the Company or any of its subsidiaries; (iv) any supplier, customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of the Company or any of its subsidiaries; (v) any person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to the Company or any of its subsidiaries; and (vi) any associate of any of the persons referred to in paragraphs (i) to (v) above.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue.

Participants of the Scheme are required to pay the Company HK$1.0 upon acceptance of the grant within 28 days after the offer date. The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share. The exercise of any option may be subject to a vesting schedule to be determined by the Board in its absolute discretion, which shall be specified in the offer letter.

Shares are issued and allotted upon the exercise of options. The Company has no legal or constructive obligations to repurchase or settle the options in cash.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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35. EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

No share options were granted under the Scheme during the year ended 31 December 2017. During the year ended 31 December 2018, options to subscribe 100,000,000 shares at the exercise price of HK$0.67 per share were granted by the Company.

Movements in the number of share options during the years ended 31 December 2018 and 31 December 2017 are as follows:

	2018					2017				
	Weighted average exercise price	Number of share options				Weighted average exercise price	Number of share options			
		Directors	Employees	Others	Total		Directors	Employees	Others	Total
	HK$	'000	'000	'000	'000	HK$	'000	'000	'000	'000
At 1 January	0.6	8,000	54,700	37,300	100,000	0.6	8,000	54,700	37,300	100,000
Granted during the year	0.67	20,000	10,000	70,000	100,000	–	–	–	–	–
Exercised during the year	0.6	–	(24,310)	–	(24,310)	–	–	–	–	–
At 31 December	0.64	28,000	40,390	107,300	175,690	0.6	8,000	54,700	37,300	100,000
Exercisable at the end of the year	0.64	28,000	40,390	107,300	175,690	0.6	8,000	54,700	37,300	100,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2018 Number of options '000	**Exercise price per share HK$**	**Exercise period**
75,690	**0.60**	**8 July 2016 to 31 December 2019**
100,000	**0.67**	**7 September 2018 to 25 May 2025**
175,690		

2017 Number of options '000	Exercise price per share HK$	Exercise period
100,000	0.60	8 July 2016 to 31 December 2019

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

35. EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

The fair value of the share options at the date of grant during the year ended 31 December 2018 is estimated to be HK$13,141,000 (equivalent to RMB11,456,000) using the trinomial option pricing model. The variables and assumptions used in computing the fair value of the share options are based on the Directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Inputs into the model	**Options granted on 7 September 2018**
Risk free rate	2.182%
Expected volatility	49.332%
Dividend yield	Nil

The expected volatility may not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

Equity-settled share-based payments amounted to RMB11,456,000 (2017: RMBNil) has been recognised in profit or loss in respect of the current year relating to share options granted by the Company.

The weighted average exercise price of the share options granted and outstanding at the end of the reporting period is HK$0.64 (2017: HK$0.6) per share. The weighted average remaining contractual life of outstanding share options granted and outstanding at the end of the reporting period is ranged from 1 year to 6.4 years (2017: 2 years).

At the end of the reporting period, the Company had approximately 175,690,000 (2017: 100,000,000) share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of approximately 175,690,000 (2017: 100,000,000) additional ordinary shares of he Company which would give rise to the total gross proceeds of HK$112,414,000 (2017: HK$60,000,000).

Up to the date of approval of these consolidated financial statements, the Company had 175,690,000 share options outstanding under the Scheme, which represents approximately 12.9% of the Company's shares in issue as at that date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

36. RESERVES

	2018 RMB'000	2017 RMB'000
Share premium *(note i)*	**641,391**	469,233
PRC statutory reserve *(note ii)*	**48,789**	47,094
Convertible bonds reserve *(note 31)*	**–**	7,395
Share option reserve *(note 35)*	**20,537**	11,997
Exchange reserve	**(1,462)**	3,986
Other reserve *(note iii)*	**(26,534)**	(28,150)
Retained profits	**186,859**	236,854
	869,580	748,409

Notes:

(i) **Share premium**

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) **PRC statutory reserve**

Pursuant to the articles of association of the Group's PRC subsidiaries and relevant statutory regulations, appropriations to the statutory reserve fund were made at a 10% of profit after taxation determined in accordance with the accounting rules and regulations of the PRC. When the balance of statutory reserve fund reaches 50% of registered capital of each relevant PRC subsidiary, any further appropriation is at the discretion of the shareholders of this subsidiary. This reserve fund can be utilised in setting off accumulated losses or increasing capital of the subsidiaries provided that the balance after such conversion is not less than 25% of their registered capital, and is non-distributable other than in liquidation.

(iii) **Other reserve**

Other reserve at 31 December 2017 amounted to RMB28,150 000 comprises the following:

– the difference between the Company's cost of acquisition of the subsidiaries over the Company's share of the nominal value of the paid-up capital of the subsidiaries acquired under common control.

– the amount arising from transactions with owners in their capacity as the equity owners.

Other reserve at 31 December 2018 also includes gain on disposal of partial interest in a subsidiary amounted to RMB1,616,000 (2017: Nil).

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37. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Hong Kong Employment Ordinance (Chapter 57 of the Laws of Hong Kong). 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% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the plan vest immediately.

The Group also participates in a state-managed retirement benefit scheme operated by the government of the PRC. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme. The subsidiaries are required to contribute certain portion of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

At 31 December 2018, there were no material forfeitures available to offset the Group's future contributions (2017: Nil).

38. ACQUISITION OF A SUBSIDIARY

The Group has not acquired any subsidiaries during the year ended 31 December 2018.

Acquisition of a subsidiary took place during the year ended 31 December 2017

On 9 October 2017, a wholly-owned subsidiary of the Company entered into an agreement with two independent third parties (the "Vendors") for the acquisition by the subsidiary of 100% equity interest in Yanchi for an aggregate consideration of RMB33,957,000. Yanchi is principally engaged in pharmaceutical industry. Its business scope includes (i) the wholesale and retail of Chinese patent medicines, chemical medicine preparations, antibiotics, biochemical medicines, biological products, diagnostic drugs, Chinese herbal medicines, Chinese medicine drinking tablets and dietary supplements; (ii) the wholesale and retail of medical instruments and cosmetics; (iii) the acquisition of Chinese herbal medicines (not including those prohibited by the PRC such as ephedra); (iv) the growing, processing and sale of licorice (not including wild licorice); and (v) the acquisition and sale of ephedra grass (businesses that require pre-approvals according to laws and regulations can only be conducted after obtaining approvals from the relevant authorities). Yanchi was acquired so as to allow the Group to diversify its businesses to the development of Chinese medicines.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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38. ACQUISITION OF A SUBSIDIARY *(Continued)*

The consideration payable for the acquisition is satisfied by the following:

	RMB'000
On or before completion of the acquisition	
– Payment in cash	5,000
Subsequent to completion of acquisition	
– Payment in cash	7,000
– Issue of 64,564,000 new shares of the Company	21,957
Total purchase consideration	33,957

Under the terms of the agreement for the acquisition, the Vendors have irrevocably undertaken to the subsidiary of the Company that the audited net profit after taxation of Yanchi for the year ended 31 December 2017 (which is prepared in accordance with generally accepted accounting practice in the PRC) will not be less than RMB3,000,000. In the event that the actual audited net profit after taxation of Yanchi for the year ended 31 December 2017 ("Actual Profit") is less than RMB3,000,000, the balance of the purchase consideration shall be adjusted and reduced in accordance with the formula as specified in the related acquisition agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

38. ACQUISITION OF A SUBSIDIARY *(Continued)*

Completion of the acquisition of 100% equity interest in Yanchi took place on 30 October 2017. This acquisition has been accounted for as acquisition of business using the purchase method. The effect of the acquisition is summarised as follows:

Consideration paid or payable

	RMB'000
Consideration paid	
– Cash paid	10,000
– Issue of 64,564,000 shares of the Company, at fair value	21,957
Consideration payable	2,000
Total purchase consideration	33,957

The fair value of the shares issued at the date of issue was estimated by reference to the closing price of the shares of the Company as quoted on the Stock Exchange at that date.

Management confirmed that, based on the audited financial statements issued by PRC auditor, the profit after tax of Yanchi for the year ended 31 December 2017 was not less than RMB3,000,000, accordingly the fair value of the considerable payable at the date of acquisition and at 31 December 2017 is estimated to be RMB2,000,000.

Acquisition-related costs are insignificant which have been included in general and administrative expenses presented in the consolidated statement of profit or loss.

Assets and liabilities of Yanchi recognised at the date of acquisition are as follows:

	RMB'000
Non-current assets	
Property, plant and equipment *(note 13)*	37,083
Prepaid land lease payments *(note 14, note ii)*	1,933
Biological assets *(note 17)*	1,065
Current assets	
Inventories	2,428
Trade and other receivables *(note i)*	5,068
Prepayments and deposits paid	270
Bank balances and cash	551
Current liabilities	
Trade and other payables	(11,127)
Bank borrowings	(1,000)
Non-current liabilities	
Deferred tax liabilities *(note 32(b))*	(8,256)
Net assets acquired	28,015

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

38. ACQUISITION OF A SUBSIDIARY *(Continued)*

Notes:

(i) The trade and other receivables acquired had the gross contractual amount of RMB5,068,000. No contractual cash flows from these receivables are expected not to be collected.

(ii) Prepaid land lease payments to the extent of RMB247,000 were included in prepayments and deposits paid.

Goodwill arising on acquisition:

	RMB'000
Consideration attributable to acquisition	33,957
Less: Net assets acquired	(28,015)
Goodwill arising on consideration *(note 16)*	5,942

Goodwill arose in the acquisition of Yanchi because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Yanchi. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising on the acquisition is expected to be non-deductible for tax purposes.

Net cash outflow arising on the acquisition:

	RMB'000
Cash consideration paid	10,000
Bank balances and cash acquired	(551)
Net cash outflow on acquisition of a subsidiary	9,449

Impact of acquisition on the results of the Group

Included in the revenue and profit for the year ended 31 December 2017 is revenue and profit of RMB3,997,000 and of RMB242,000 respectively attributable to Yanchi. Had the acquisition of Yanchi been effected at the beginning of the year ended 31 December 2017, the revenue of the Group for that year would have been RMB885,913,000, and the profit for that year would have been RMB13,417,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that would have actually been achieved had the acquisition been completed at the beginning of the year ended 31 December 2017, nor is it intended to be a projection of future results.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

39. DISPOSAL OF A SUBSIDIARY

Disposal took place during the year ended 31 December 2018

On 11 December 2018, a subsidiary of the Company, Chengdu Pa shun Pharmacy Chain Store Co., Ltd., disposed of 100% equity interest in Hubei Baixintang Pharmacy Chain Store Co., Ltd. ("Baixintang") to a third party, for Nil consideration. Baixintang was engaged in machine chain store operation in the PRC.

Consideration for the disposal:

	RMB'000
Consideration receivable	–

Analysis of assets and liabilities at date of disposal over which control was lost:

	RMB'000
Current assets	
Prepayments and other receivables	2,034
Amount due from a group company	1,993
Cash and cash equivalents	7
Current liabilities	
Other payables and accruals	(795)
Income tax payable	(343)
Amount due to a group company	(986)
Net assets disposed of	1,910

Gain on disposal of a subsidiary:

	RMB'000
Consideration receivable	–
Net assets disposed of	(1,910)
Waiver of amount due to a former subsidiary	1,993
Waiver of amount due from a former subsidiary	(986)
Loss on disposal of a subsidiary *(note 5(b))*	(903)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

39. DISPOSAL OF A SUBSIDIARY *(Continued)*

Disposal took place during the year ended 31 December 2018 *(Continued)*

Net cash outflow on disposal of a subsidiary

	RMB'000
Consideration received	–
Less: Bank balances and cash disposed of	(7)
Net cash outflow on disposal of a subsidiary	(7)

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Finance costs payable (included in other payables and accrued expenses) RMB'000	Corporate bonds payable RMB'000	Convertible bonds RMB'000	Bank borrowings RMB'000	Total RMB'000
At 1 January 2017	–	15,619	116,206	14,009	145,834
Financing cash inflows	–	73,093	–	25,000	98,093
Financing cash outflows	(3,162)	(16,310)	(5,196)	(14,000)	(38,668)
Acquisition of a subsidiary	–	–	–	1,000	1,000
Finance costs for the year	3,162	5,786	6,725	–	15,673
Exchange realignment	–	(3,448)	(8,548)	–	(11,996)
At 31 December 2017	–	74,740	109,187	26,009	209,936
Financing cash inflows	–	6,320	–	35,824	42,144
Financing cash outflows	(672)	(7,399)	(2,023)	(26,009)	(36,103)
Gain on redemption of convertible bonds	–	–	(2,462)	–	(2,462)
Convertible bonds converted into shares of the Company	–	–	(100,177)	–	(100,177)
Other non-cash movements	–	–	(16,221)	–	(16,221)
Finance cost for the year	672	9,438	5,558	–	15,668
Exchange realignment	–	4,311	6,138	–	10,449
At 31 December 2018	–	87,410	–	35,824	123,234

41. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2018, the Company issued 2018 CB with the aggregate principal amount of HK$134,500,000 to Mr. Chen Yenfei who paid in cash on behalf of the Company for the full redemption of the Series 1 CB and the Series 2 CB, details of which are set out in note 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

42. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of:

	2018	2017
	RMB'000	RMB'000
EQUITY		
Equity attributable to equity shareholders of the Company		
– Share capital	**1,116**	856
– Reserves	**869,580**	748,409
LIABILITIES		
Bank borrowings	**35,824**	26,009
Bills payables	**11,730**	37,395
Corporate bonds payable	**87,410**	74,740
Convertible bonds	**–**	109,187

The Directors review the capital structure on a continuous basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through issue of new shares and convertible bonds as well as the additions and repayment of bank and other borrowings.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

The financial assets and financial liabilities of the Group are as follows:

	Financial assets at 31 December	
	2018	2017
	RMB'000	RMB'000
Financial assets at amortised cost		
Trade and other receivables	**422,193**	438,994
Amount due from an associate	**10,834**	–
Amounts due from related parties	**1,078**	97
Pledged bank deposits	**41,111**	49,364
Cash and cash equivalents	**48,831**	35,036
	524,047	523,491
Financial assets at fair value through profit or loss		
Derivative financial instruments	**–**	2,253
	524,047	525,744

	Financial liabilities at 31 December	
	2018	2017
	RMB'000	RMB'000
Financial liabilities at amortised cost		
Trade and other payables	**94,277**	142,047
Bank borrowings	**35,824**	26,009
Amount due to a shareholder	**3,413**	–
Amounts due to related parties	**144**	295
Amounts due to non-controlling interests	**5,143**	–
Corporate bonds payables	**87,410**	74,740
Convertible bonds	**–**	109,187
	226,221	352,278

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Credit risk

The Group is exposed to credit risk and the Group's maximum exposure to credit risk in relation to financial assets is their respective carrying amounts in the consolidated financial statements.

The Group has large number of customers and there was no concentration of credit risk. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor/customer;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

(i) Trade receivables

The Group applies the simplified approach to provide for expected credit losses for trade receivables prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

As at 31 December 2018, the loss allowance for trade receivables was determined as follows:

	0-30 days	31-60 days	more than 60 days	Total
31 December 2018				
Expected loss rate	0.1%	0.2%	0.5%	
Gross carrying amount (RMB'000)	201,615	76,650	68,426	346,691
Loss allowance (RMB'000)	202	153	145	500

The above expected credit losses also incorporated forward looking information.

In the prior year, for trade receivables, the Group performed ongoing credit evaluations of its debtors' financial condition and did not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintained a provision for doubtful accounts and actual losses incurred had been within management's expectations. For other receivables, management made periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience.

The credit quality of the debtors is assessed based on their financial positions, past experience and other factors. The Group has policies in place to ensure credit terms are granted to reliable debtors. As at 31 December 2018, the Group had a concentration of credit risk given that the top 5 customers account for 28% (2017: 6%) of the Group's total year end trade receivables balance. However, the Group concludes that the credit risk in relation to these customers is not significant because they have no history of default in recent years. The Group's historical experience in collection of receivables falls within recorded allowance and the directors do not expect any major impairment on trade receivables, and receivables from other counterparties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

(ii) Other receivables, amounts due from an associate and amounts due from related parties

The Group uses four categories for these receivables which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category	Group's definition of categories	Basis for recognition of expected credit loss provision
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
Underperforming	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due	Lifetime expected losses
Non-performing	Interest and/or principal repayments are 60 days past due	Lifetime expected losses
Write-off	Interest and/or principal repayments are 120 days past due and there is no reasonable expectation of recovery	Asset is written off

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

As at 31 December 2018, the internal credit rating of other receivables, and amounts due from an associate and related parties were performing. The Group has assessed that the expected credit loss rate for these receivables is immaterial under 12 months expected losses method. Thus no additional loss allowance for these receivables was recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(a) Credit risk *(Continued)*

(iii) Cash at bank and bank deposits

The table below shows the details of bank deposit balances (including pledged bank deposits) maintained at the end of the reporting period:

	Rating	2018 RMB'000	2017 RMB'000
Cash at banks and bank deposits	A2-Baa2	**87,404**	99,661

The rating represents long-term credit rating provided by Moody's, an internationally recognised credit rating agency. A rating within the "A" category is judged to be upper-medium grade and are subject to low credit risk under the rating regime of Moody's. Accordingly, management of the Group considers that the credit risk on the bank balances and bank deposits is limited.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the management and the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The tables below analyse the Group's non-derivative financial liabilities into relevant grouping based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows that include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk *(Continued)*

In addition, the following tables detail the Group's expected maturity for its non-derivative financial assets. The tables have been drawn up based on the undiscounted contractual cash flows of the financial assets including interest that will be earned on those assets. The inclusion of information of these non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

At 31 December 2018	Within 1 year RMB'000	More than 1 year but less than 5 years RMB'000	More than 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
Non-derivative financial assets					
Trade and other receivables	422,395	–	–	422,395	422,193
Amount due from an associate	10,834	–	–	10,834	10,834
Amounts due from related parties	1,078	–	–	1,078	1,078
Pledged bank deposits	41,128	–	–	41,128	41,111
Cash and cash equivalents	48,831	–	–	48,831	48,831
	524,266	–	–	524,266	524,047
Non-derivative financial liabilities					
Trade and other payables	85,065	–	–	85,065	94,277
Bank borrowings	36,251	42	–	36,293	35,824
Amount due to a shareholder	3,413	–	–	3,413	3,413
Amounts due to related parties	144	–	–	144	144
Amounts due to non-controlling interests	5,143	–	–	5,143	5,143
Corporate bonds payable	7,982	60,591	54,355	122,928	87,410
Convertible bonds	–	–	–	–	–
	137,998	60,633	54,355	252,986	226,211

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Liquidity risk *(Continued)*

At 31 December 2017	Within 1 year RMB'000	More than 1 year but less than 5 years RMB'000	More than 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
Non-derivative financial assets					
Trade and other receivables	439,266	–	–	439,266	438,994
Amounts due from related parties	97	–	–	97	97
Pledged bank deposits	49,495	–	–	49,495	49,364
Cash and cash equivalents	35,036	–	–	35,036	35,036
	523,894	–	–	523,894	523,491
Non-derivative financial liabilities					
Trade and other payables	132,023	–	–	132,023	142,047
Bank borrowings	26,234	–	–	26,234	26,009
Amounts due to related parties	295	–	–	295	295
Corporate bonds payable	6,112	63,020	54,690	123,822	74,740
Convertible bonds *(note)*	114,718	–	–	114,718	109,187
	279,382	63,020	54,690	397,092	352,278

Note:

This is categorised based on contractual term of redemption at maturity on the assumption that there were no redemption or conversion of the convertible bonds outstanding at the end of the respective reporting periods before the maturity date. The interest and other charges on the convertible bonds are detailed in note 31.

(c) Interest rate risk

The Group's interest rate risk arises primarily from loan receivable (included in trade and other receivables), cash at banks, pledged bank deposits, bank borrowings, corporate bonds payable and convertible bonds. Loan receivable, cash at banks and pledged bank deposits carried at variable rates expose the Group to cash flow interest rate risk. Bank borrowings carried at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. Corporate bonds payable and convertible bonds were issued at fixed interest rates which expose the Group to fair value interest risk.

The Group does not anticipate significant impact to cash at banks and the pledged bank deposits arising from change in interest rates because the interest rates of bank deposits are not expected to change significantly.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(c) Interest rate risk *(Continued)*

The interest rates and terms of repayment of bank loans of the Groups are disclosed in note 27. The Group normally borrows short-term bank loans which have short-term maturity within one year in order to limit its exposure to interest rate risk. The Group's interest rate profiles as monitored by the management are set out below.

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	2018	2017
	RMB'000	RMB'000
Variable interest rate:		
Financial liabilities		
– bank loans	**–**	(25,000)
Financial assets		
– loan receivable	**11,364**	20,000
– cash at banks	**48,567**	34,800
– pledged bank deposits	**30,000**	30,010
	89,931	59,810

Sensitivity analysis

At 31 December 2018, it is estimated that a general increase/decrease of 100 basis points in interest rates for variable rate bank borrowings, loan receivable, cash at banks and pledged bank deposits, with all other variables held constant, would increase/decrease the Group's profit after tax (and retained profits) by approximately RMB761,000 (2017: RMB596,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to floating rate instruments held by the Group which expose the Group to cash flow interest rate risk at the end of the reporting period. The impact on the Group's profit after tax (and retained profits) is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2017.

The analysis does not take into account exposure to fair value interest rate risk arising from fixed rate instruments as the Group's exposure to fair value interest risk is insignificant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(d) Foreign currency exchange risk

Foreign exchange risk arises when the group entities enter into transactions denominated in a currency other than their functional currency. The Group's financial assets and liabilities are mainly denominated in Renminbi and Hong Kong dollars. The exchange rates among these currencies are not pegged, and there are fluctuations of exchange rates among these currencies.

The Group currently does not have a foreign currency hedging policy. However, management closely monitors foreign exchange exposure and considers hedging significant foreign currency exposure should the need arises.

The carrying amounts of the financial assets and financial liabilities at the reporting date denominated in currencies other than functional currencies of the related entities are as follows:

	Assets		Liabilities	
	2018 RMB'000	2017 RMB'000	**2018 RMB'000**	2017 RMB'000
RMB	**30,287**	30,205	**–**	–

Sensitivity analysis

The following table indicates the approximate change in the Group's profit or loss after income tax expense in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances of assets and liabilities of the group entities where the denomination of these balances is in a currency other than the functional currencies of these entities. A positive number below indicates an increase in profit for the year where the functional currency strengthens against the relevant currency. For a weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on the profit or loss, and the balances below would be negative.

	2018		2017	
	Increase in foreign exchange rate %	**Effect on profit for the year RMB'000**	Increase in foreign exchange rate %	Effect on profit for the year RMB'000
RMB	**5%**	**1,514**	5%	1,510

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(e) Price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 25).

The Group's listed investments are listed on the Stock Exchange. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to industry indicators, as well as the Group's liquidity needs.

At 31 December 2018, the fair value of the held for trading securities is minimal for the reason as detailed in note 25. Management does not expect that there are significant impact on the Group's performance arising from change in equity share price.

(f) Fair value measurement

(i) Financial instruments measured at fair value

The following table presents the fair value of financial instruments measured at fair value at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2: 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: Fair value measured using significant unobservable inputs.

The Group engages independent professional valuers to perform valuations for the financial instruments of which are carried at fair value in the consolidated financial statements. The professional valuer reports directly to the chief financial officer of the Company and the Directors. Valuation reports with analysis of changes in fair value measurement are prepared by professional valuer and are reviewed and approved by the chief financial officer of the Company and the Directors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

(f) Fair value measurement *(Continued)*

(i) Financial instruments measured at fair value (Continued)

		Fair value measurements as at 31 December 2018 categorised into				Fair value measurements as at 31 December 2017 categorised into			Valuation technique(s) and key inputs
	Fair value at 31 December 2018 RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Fair value at 31 December 2017 RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	
Recurring fair value measurements									
Assets:									
Trading securities	–	–	–	–	–	–	–	–	Quoted bid price in an active market
Derivative financial instruments	–	–	–	–	2,253	–	2,253	–	Binomial option pricing model (2016: Crank-Nicolson finite-difference method)
	–	–	–	–	2,253	–	2,253	–	

During the years ended 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as of the end of the reporting period in which they occur.

(ii) Fair value of financial instruments carried at other than fair value

The Directors consider that the carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values at 31 December 2018 and 2017. The fair values, which are included in Level 3 category, have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rates that reflect the credit risk of counterparties.

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44. OPERATING LEASE COMMITMENTS

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2018 **RMB'000**	2017 RMB'000
Within 1 year	**1,490**	1,425
In the second to fifth years, inclusive	**992**	2,285
More than 5 years	**–**	2,400
	2,482	6,110

The Group is the lessee in respect of the Group's offices and warehouses under operating leases. The leases typically run for an initial period of 1 to 3 years (2017: 1 to 3 years), with an option to renew when all terms are renegotiated. Lease payments are usually increased at the end of the lease term to reflect market rentals.

During the year ended 31 December 2017, the Group also leased certain land under operating lease arrangements, under which leases for land are negotiated for terms of 20 years with an option for renewal after that date, at which time all terms will be renegotiated. The Group has already made the lease payments for the first 10 years. During the current year, the obligations under these lease arrangements were discharged following the disposal of the related land use rights.

45. CAPITAL COMMITMENTS

Capital commitments outstanding but not provided for in the consolidated financial statements were as follows:

	2018 **RMB'000**	2017 RMB'000
Commitments contracted but not provided for in respect of acquisition of property, plant and equipment	**3,504**	6,576

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

46. MATERIAL RELATED PARTY TRANSACTIONS

During the years ended 31 December 2018 and 2017 the transactions or balances with the following parties were considered to be related party transactions:

Name of party	Relationship with the Group
Mr. Chen Yenfei	The Chairman, the controlling shareholder of the Company ("Controlling Shareholder") and an executive Director
Hubei Bai Xin Food Company Limited ("Hubei Bai Xin")	Entity controlled by the Controlling Shareholder
Praise Treasure Limited	Entity controlled by the Controlling Shareholder
Wuhan Wantong Investment Company Limited ("Wuhan Wantong")	Entity controlled by the Controlling Shareholder
Wuhan Bai Xin Zheng Yuan Biotechnology Engineering Company Limited ("Wuhan Bai Xin Zheng Yuan")	Entity controlled by the Controlling Shareholder
Wuhan Baixin Pharmaceutical Co., Ltd. ("Wuhan Baixin Pharmaceutical")	Entity controlled by the Controlling Shareholder

In addition to those disclosed elsewhere in these consolidated financial statements, the Group had the following transactions and balances with the related parties:

(a) Key management personnel remuneration

Remuneration of key management personnel of the Group, including amounts paid to the Company's Directors as disclosed in note 9 is as follows:

	2018	2017
	RMB'000	RMB'000
Short-term employee benefits	**4,825**	2,944
Post-employment benefits	**18**	37
	4,843	2,981

Total remuneration is included in staff costs (see note 7).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

46. MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

(b) Balances with related parties

	NOTES	Amounts owed to the Group by related parties 2018 RMB'000	Amounts owed to the Group by related parties 2017 RMB'000	Amounts owed by the Group to related parties 2018 RMB'000	Amounts owed by the Group to related parties 2017 RMB'000
Balance with related parties					
Amount due from/(to) Hubei Bai Xin					
– trade in nature	*(i), (ii)*	**–**	–	**–**	–
– non-trade in nature	*(i), (ii)*	**986**	5	**–**	(150)
Amount due from/(to) Wuhan Wantong					
– non-trade in nature	*(i), (ii)*	**12**	12	**(93)**	(93)
Amount due to Wuhan Bai Xin Zheng Yuan					
– trade in nature	*(i)*	**–**	–	**(51)**	(52)
Amount due from Wuhan Baixin Pharmaceutical					
– trade in nature	*(i), (ii)*	**80**	80	**–**	–
Total balances with related parties		**1,078**	97	**(144)**	(295)

Notes:

(i) The outstanding balances with these related parties are unsecured, interest free and have no fixed repayment terms.

(ii) No provisions for bad or doubtful debts have been made in respect of the amounts due from related parties.

(iii) The maximum outstanding balances due from related parties during the two years ended 31 December 2018 and 2017 are as follows:

	Maximum balance outstanding during the year 2018 RMB'000	Maximum balance outstanding during the year 2017 RMB'000
Hubei Bai Xin	**986**	8,765
Wuhan Wantong	**12**	12
Wuhan Baixin Pharmaceutical	**80**	80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2018 RMB'000	2017 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**324**	324
CURRENT ASSETS		
Amounts due from subsidiaries	**423,303**	359,878
Other receivables	**1,739**	37,407
Prepayments	**174**	45
Derivative financial instruments	**–**	2,253
Pledged bank deposits	**30,000**	30,000
Cash and cash equivalents	**4,618**	12,664
	459,834	442,247
CURRENT LIABILITIES		
Other payables	**2,233**	1,957
Corporate bonds payable	**5,074**	5,886
Convertible bonds	**–**	109,187
Amount due to a shareholder	**3,413**	–
Amount due to a subsidiary	**4,645**	4,411
	15,365	121,441
NET CURRENT ASSETS	**444,469**	320,806
TOTAL ASSETS LESS CURRENT LIABILITIES	**444,793**	321,130
NON-CURRENT LIABILITIES		
Corporate bonds payable	**82,336**	68,854
NET ASSETS	**362,457**	252,276
CAPITAL AND RESERVES		
Share capital	**1,116**	856
Reserves *(note)*	**361,341**	251,420
TOTAL EQUITY	**362,457**	252,276

The Company's statement of financial position was approved and authorised for issue by the board of Directors on 29 March 2019 and is signed on its behalf by:

Chen Yenfei
Director

Shen Shun
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Note: Movements in the reserves of the Company are as follows:

	Share premium	Convertible bonds reserve	Share option reserve	Exchange reserve	Other reserve	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2017	447,331	7,395	11,997	17,453	(74,753)	(151,203)	258,220
Loss for the year	–	–	–	–	–	(20,456)	(20,456)
Other comprehensive income for the year							
– Exchange differences on translation of financial statements	–	–	–	(8,246)	–	–	(8,246)
Total comprehensive expense for the year	–	–	–	(8,246)	–	(20,456)	(28,702)
Issue of shares upon acquisition of a subsidiary	21,902	–	–	–	–	–	21,902
At 31 December 2017 and 1 January 2018	469,233	7,395	11,997	9,207	(74,753)	(171,659)	251,420
Loss for the year	–	–	–	–	–	(76,639)	(76,639)
Other comprehensive income for the year							
– Exchange differences on translation of financial statements	–	–	–	13,206	–	–	13,206
Total comprehensive expense for the year	–	–	–	13,206	–	(76,639)	(63,433)
Recognition of equity-settled share-based payments	–	–	11,456	–	–	–	11,456
Loss on early redemption of convertible bonds	–	(7,395)	–	–	–	51	(7,344)
Recognition of equity component of convertible bonds	–	56,402	–	–	–	–	56,402
Issue of shares upon							
– conversion of convertible bonds	156,341	(56,402)	–	–	–	–	99,939
– exercise of share options	15,817	–	(2,916)	–	–	–	12,901
At 31 December 2018	641,391	–	20,537	22,413	(74,753)	(248,247)	361,341

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

48. SUBSIDIARIES

(i) The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

Name of company	Place of incorporation/ operation	Issued and fully paid up capital/paid up registered capital	Attributable equity interest: Group's effective interest 2018	Group's effective interest 2017	Held by the Company 2018	Held by the Company 2017	Held by a subsidiary 2018	Held by a subsidiary 2017	Principal activities
Pa Shun Pharmaceutical Company Limited	The British Virgin Islands ("BVI")/ Hong Kong ("HK")	US$50,000	**100%**	100%	**100%**	100%	**–**	–	Investment holding
Toyot Pa Shun Medicine Factory Company Limited (東洋百信製藥廠有限公司)	HK/HK	HK$10,000,000	**100%**	100%	**–**	–	**100%**	100%	Investment holding
Chengdu Toyot Pa Shun Pharmacy Co., Ltd. 成都東洋百信製藥有限公司 *(note a, b and g)*	PRC/PRC	RMB164,570,000	**100%**	100%	**–**	–	**100%**	100%	Manufacturing and sale of pharmaceutical products in the PRC
Chengdu Pashun Pharmacy Chain Store Co., Ltd. 成都百信藥業連鎖有限責任公司 *(note a and c)*	PRC/PRC	RMB5,000,000	**51%**	100%	**–**	–	**51%**	100%	Medicine chain store operation and management
Chengdu Kexun Pharmaceutical Co., Ltd. 成都科訊藥業有限公司 *(note a, c and d)*	PRC/PRC	RMB170,000,000	**100%**	100%	**–**	–	**100%**	100%	Distribution of pharmaceutical products in the PRC
Hubei Baixintang Pharmacy Chain Store Co., Ltd. 湖北百信堂大藥房連鎖有限公司 *(note a, c and e)*	PRC/PRC	RMB10,000,000	**–**	100%	**–**	–	**–**	100%	Medicine chain store operation
Chengdu Keyi Biotechnology Co., Ltd. 成都科一生物科技有限公司 *(note a and c)*	PRC/PRC	RMB2,000,000	**100%**	100%	**–**	–	**100%**	100%	Not yet commenced business
Yanchi County Medical & Pharmaceutical Herbal Co., Ltd. 鹽池縣醫藥藥材有限公司 *(note a and c)*	PRC/PRC	RMB542,900	**100%**	100%	**–**	–	**100%**	100%	Plantation of biological assets, distribution of Chinese herbal medicines and medicine chain store operation in the PRC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

48. SUBSIDIARIES *(Continued)*

(i) *(Continued)*

Notes:

(a) The English translations of the names of the Company's subsidiaries which were registered and incorporated in the PRC are for reference only and the official names of these entities are in Chinese.

(b) This entity was established in the PRC in the form of wholly-foreign-owned enterprise.

(c) These entities were established in the PRC as PRC domestic-invested companies.

(d) The paid-in registered capital of the subsidiary increased to RMB170,000,000 during the year pursuant to the Group reorganisation, under which the amount due by the subsidiary to its holding company amounted to RMB120,000,000 was capitalised as paid-in registered capital.

(e) The entity was disposed of during the year ended 31 December 2018.

(f) None of the subsidiaries had issued any debt securities at the end of the year or at any time during the year under review.

(g) The total registered capital of this subsidiary is RMB326,000,000 of which RMB164,570,000 has been paid up.

(ii) Details of non-wholly owned subsidiary that has material non-controlling interests

The table below shows details of non-wholly owned subsidiary of the Group that has material non-controlling interests.

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interest		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		2018	2017	**2018**	2017	**2018**	2017
		%	%	**RMB'000**	RMB'000	**RMB'000**	RMB'000
Chengdu Pashun Pharmacy Chain Store Co., Ltd. ("Chengdu Pashun")	PRC	**49%**	N/A	**(3,999)**	N/A	**(14,223)**	N/A

During the year, the Group disposed of its 49% equity interests in a subsidiary, Chengdu Pashun, for a consideration of RMB2,450,000 (2017: Nil). This disposal resulted in a gain of RMB1,616,000 taken to the other reserve.

During the year, Chengdu Pashun disposed of its 100% equity interest on a subsidiary, Hubei Baixintang Pharmacy Chain Store Co., Ltd., details of which are set out in note 39.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

48. SUBSIDIARIES *(Continued)*

(ii) Details of non-wholly owned subsidiary that has material non-controlling interests *(Continued)*

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Chengdu Pashun	31 December 2018 RMB'000
Current assets	8,684
Non-current assets	3,327
Current liabilities	(41,037)
Equity attributable to owners of the Company	(14,803)
Non-controlling interests	(14,223)

	5 November 2018 to 31 December 2018 RMB'000
Revenue	6,205
Other income	1,792
Cost of sales	(6,014)
Other losses	(8,345)
Other expenses	(1,798)
Loss for the period	(8,160)
Loss attributable to:	
– owners of the Company	(4,161)
– non-controlling interests	(3,999)
Loss for the period	(8,160)
Net cash outflows from operating activities	(2,626)
Net cash inflows from investing activities	3
Net cash inflows from financing activities	5,143
Net cash inflow	2,520

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2018

49. IMMEDIATE AND ULTIMATE HOLDING COMPANY AND ULTIMATE CONTROLLING PARTY

The Directors consider the Company's ultimate and immediate holding company to be Praise Treasure Limited which was incorporated in the BVI. The ultimate controlling party of the Company is Mr. Chen Yenfei, the Chairman, the Controlling Shareholder and an executive Director.

50. EVENTS AFTER THE REPORTING PERIOD

In addition to those disclosed elsewhere in the consolidated financial statements, the following events took place subsequent to the end of the reporting period:

(a) On 8 March 2019, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with certain independent third parties to acquire 100% equity interest in Bisan Parkwell Consultants Limited at the consideration of HK$45,325,000, which shall be satisfied by the allotment and issue of 82,409,090 shares by the Company at HK$0.55 per share. Completion of the acquisition took place on 19 March 2019, upon which 82,409,090 shares have been allotted and issued by the Company at HK$0.55 per share.

(b) On 8 March 2019, a wholly-owned subsidiary of the Company entered into an agreement (the "Agreement") with an independent third party (the "Vendor") to acquire 45% of the entire interest in VR Green Sdn Bhd at the consideration of HK$35,100,000, which shall be satisfied by the allotment and issue of 63,818,181 shares by the Company at HK$0.55 per share. Subsequently, a termination notice was served to the Vendor on 28 March 2019 to terminate the Agreement.

Details regarding these acquisitions are set out in the announcements dated 8 March 2019, 19 March 2019 and 28 March 2019 issued by the Company.