



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

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股份代號: 503



健朗人生 活力無限
Caring For Health Cherishing Life

2020 年報
Annual Report



| | |
|-----|---|
| 2 | 五年財務摘要 FIVE-YEAR FINANCIAL SUMMARY |
| 3 | 財務摘要 FINANCIAL HIGHLIGHTS |
| 6 | 主席報告 CHAIRMAN'S STATEMENT |
| 13 | 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS |
| 24 | 環境、社會及管治報告 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT |
| 46 | 董事及高級管理人員履歷 BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT |
| 51 | 董事會報告 REPORT OF THE DIRECTORS |
| 64 | 企業管治報告 CORPORATE GOVERNANCE REPORT |
| 87 | 獨立核數師報告 INDEPENDENT AUDITOR'S REPORT |
| 92 | 綜合損益及其他全面收益表 CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME |
| 94 | 綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION |
| 96 | 綜合權益變動表 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY |
| 97 | 綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS |
| 100 | 綜合財務報表附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS |
| 202 | 企業資料 CORPORATE INFORMATION |



五年財務摘要

Five-Year Financial Summary

截至十二月三十一日止年度

For the year ended 31 December

| 二零一六年 | 二零一七年 | 二零一八年 | 二零一九年 | 二零二零年 |
|----------|----------|----------|----------|----------|
| 2016 | 2017 | 2018 | 2019 | 2020 |
| 千美元 | 千美元 | 千美元 | 千美元 | 千美元 |
| US\$'000 | US\$'000 | US\$'000 | US\$'000 | US\$'000 |

| 業績 | RESULTS | | | | | |
|---------|--------------------------|---------|---------|---------|--------|----------------|
| 收入 | Revenue | 94,824 | 89,484 | 56,872 | 54,257 | 54,386 |
| 毛利 | Gross profit | 53,776 | 51,889 | 30,271 | 33,329 | 35,179 |
| 除所得稅前溢利 | Profit before income tax | 7,026 | 17,045 | 2,090 | 18,642 | 91,402 |
| 所得稅開支 | Income tax expense | (3,190) | (1,416) | (1,930) | (293) | (3,197) |
| 年內溢利 | Profit for the year | 3,836 | 15,629 | 160 | 18,349 | 88,205 |

於十二月三十一日

As at 31 December

| 二零一六年 | 二零一七年 | 二零一八年 | 二零一九年 | 二零二零年 |
|----------|----------|----------|----------|----------|
| 2016 | 2017 | 2018 | 2019 | 2020 |
| 千美元 | 千美元 | 千美元 | 千美元 | 千美元 |
| US\$'000 | US\$'000 | US\$'000 | US\$'000 | US\$'000 |

| 資產及負債 | ASSETS AND LIABILITIES | | | | | |
|-------|------------------------|-----------|-----------|-----------|----------|-----------------|
| 總資產 | Total assets | 222,762 | 227,745 | 201,913 | 183,959 | 252,778 |
| 總負債 | Total liabilities | (132,386) | (125,726) | (113,462) | (82,584) | (55,496) |
| 資產淨值 | Net assets | 90,376 | 102,019 | 88,451 | 101,375 | 197,282 |



財務摘要

Financial Highlights

| | | 二零二零年 2020 | 二零一九年 2019 | 變動 Change |
|-------------------|---|----------------|---------------|----------------|
| 業績(千美元)： | Results (US\$'000): | | | |
| 收入 | Revenue | 54,386 | 54,257 | 0.2% |
| 毛利 | Gross profit | 35,179 | 33,329 | 5.6% |
| 經營溢利 | Profit from operations | 12,852 | 3,959 | 224.6% |
| 除所得稅前溢利 | Profit before income tax | 91,402 | 18,642 | 390.3% |
| 本公司擁有人應佔溢利 | Profit attributable to owners of the Company | 88,205 | 18,349 | 380.7% |
| 盈利能力： | Profitability: | | | |
| 毛利率 | Gross profit margin | 64.7% | 61.4% | 3.3% |
| 純利率 | Net profit margin | 162.2% | 33.8% | 128.4% |
| 每股基本盈利(美仙) | Basic earnings per share (US cents) | 22.21 | 4.54 | 17.67 |
| 財務狀況(千美元)： | Financial Position (US\$'000): | | | |
| 總資產 | Total assets | 252,778 | 183,959 | 37.4% |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | 197,282 | 101,375 | 94.6% |
| 總負債 | Total liabilities | 55,496 | 82,584 | -32.8% |
| 現金及銀行結餘 | Cash and bank balances | 97,553 | 47,736 | 104.4% |
| 流動資金狀況： | Liquidity: | | | |
| 流動比率(倍) | Current ratio (times) | 3.7 | 1.4 | 2.3 |
| 淨負債權益比率* | Net debt-to-equity ratio* | 不適用 N/A | 12.6% | 不適用 N/A |

* 淨負債權益比率 = (借款 - 現金及銀行結餘) / 總權益

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

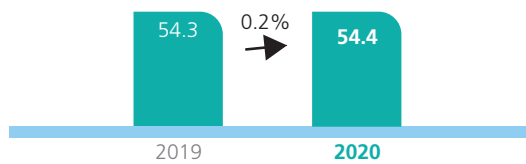


財務摘要

Financial Highlights

收入 Revenue

收入
Revenue
(百萬美元)
(US\$ million)



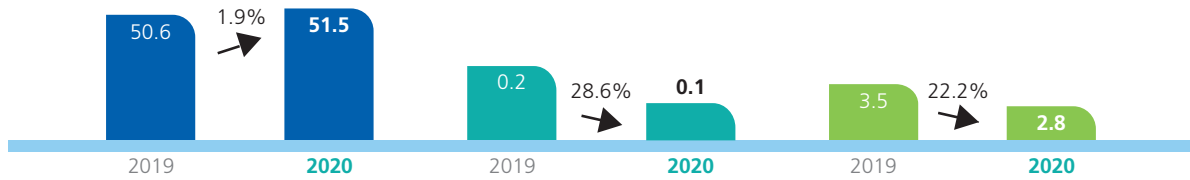
- 收入上升0.2%
- Revenue increased by 0.2%

分部收入 Segment Revenue

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

美容產品
Cosmetic products
(百萬美元)
(US\$ million)

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

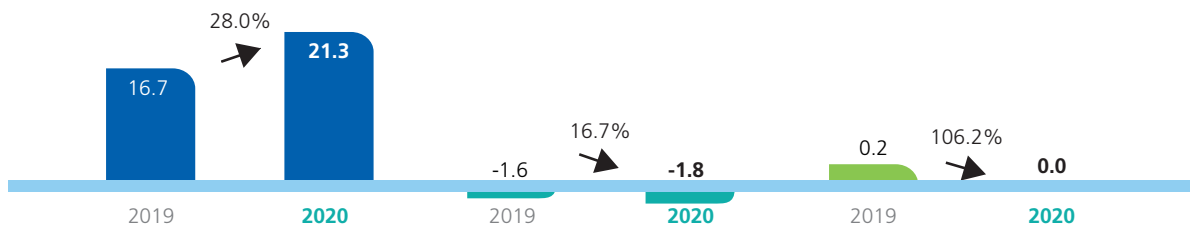


分部溢利 Segment Profit

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

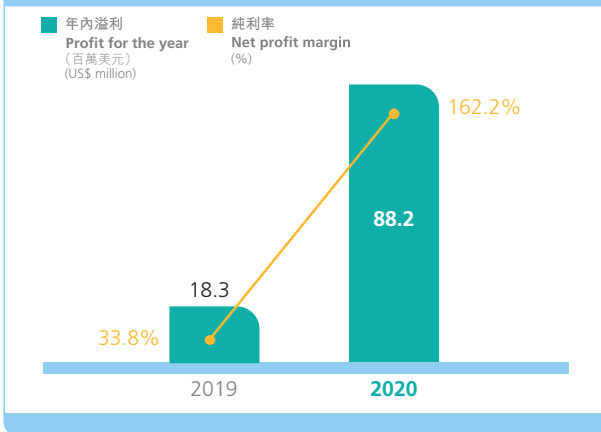
美容產品
Cosmetic products
(百萬美元)
(US\$ million)

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



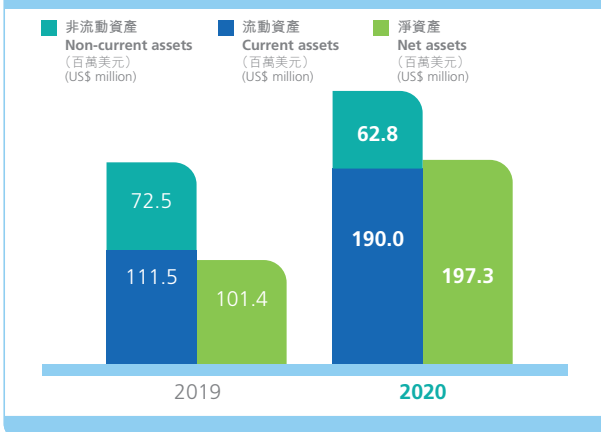


年內溢利及純利率
Profit for the year and Net profit margin



- 年內溢利上升380.7%
純利率上升128.4%
- Profit for the year increased by 380.7%
Net profit margin increased by 128.4%

總資產及淨資產
Total assets and Net assets



- 總資產上升37.4%
淨資產上升94.6%
- Total assets increased by 37.4%
Net assets increased by 94.6%





主席報告

Chairman's Statement

本人謹代表朗生醫藥控股有限公司(「本公司」)及其附屬子公司(「朗生」或「本集團」)董事會(「董事會」)欣然向全體股東提呈本集團截至二零二零年十二月三十一日止財政年度的年度報告。

二零二零年回顧

二零二零年受突如其來的新冠肺炎疫情影響，令到國內外經濟形勢變得複雜嚴峻。中國充分展現出其經濟韌性及掌控力，在主要經濟體中於二零二零年錄得正向經濟增長。這次疫情的爆發，令市民更重視醫療乃至大健康。遠程醫療和分級問診等互聯網醫療等的新業務在疫情下亦獲得迅速發展，醫療大健康生態圈亦加速重構。

國內人口結構轉變也是中國醫療保健行業需要關注的因素。人口老齡化加速對醫藥、保健方面需求與日俱增，但中國的全國醫療支出仍大幅落後於其他發達經濟體，另外，中國人均收入提升亦令對美容及保健品的需求提高。本集團認為大健康生態圈搭建是未來業務發展增長的大趨勢，本集團會把握行業的動向，專注醫藥，同時加速發展健康及美容業務，將集團打造成為具有多元化發展能力的大健康企業。另外，在這次新冠疫情中，中醫藥也得到了較好的應用，令中藥受到更多的重視。

On behalf of the board (the "Board") of directors (the "Directors") of Lansen Pharmaceutical Holdings Limited (the "Company") and its subsidiaries ("Lansen" or the "Group"), I am pleased to present the annual report of the Group for the financial year ended 31 December 2020 to all shareholders of the Company.

Review of 2020

The international and domestic economic situation was complicated by the unexpected COVID-19 pandemic in 2020. China demonstrated its economic resilience and its ability to implement effective public health measures, recording positive economic growth among major economies in 2020. The outbreak of the pandemic made citizens attach importance to medical treatment and comprehensive health. New internet business including telemedicine and graded consultation developed rapidly during the pandemic. The medical comprehensive health ecosystem is being reconfigured at an accelerated pace.

Domestic demographic changes are also a concern for the healthcare industry in China. An aging population accelerated the increasing demand for medicine and healthcare. However, domestic medical expenditure is still lagging far behind other developed economies. Furthermore, the increasing income per capita in China has also elevated the demand for cosmetic and healthcare products. The Group believes that the establishment of a comprehensive health ecosystem is the general trend of future business development and growth. The Group will grasp the industry trend, focus on pharmaceuticals, while accelerating the development of its healthcare and cosmetic businesses, so as to build the Group into a comprehensive health enterprise with diversified development capabilities. In addition, during the COVID-19 pandemic, the Chinese medicine market experienced a surge in growth and popularity.





面對多變以及充滿挑戰的營運環境，本集團延續以「自有產品優先、利潤優先、現金流優先」的發展導向。受惠於此政策導引，二零二零年度醫藥部門的整體銷售維持平穩且略有增長，自有專科藥產品帕夫林及新適確得繼續維持增長，醫藥業務繼續下沉銷售管道，加大產品組合，增強線上推廣及完善銷售平台的建設。健康及美容業務目前仍在培育階段，本集團會繼續利用內部資源發展健康及美容業務。本集團亦計劃在未來數年內陸續復產本集團儲備的中藥產品。

本集團於二零二零年收入總額錄得約54.4百萬美元，較去年上升0.2%；二零二零年本集團錄得經營溢利約12.9百萬美元，較去年上升224.6%；毛利較高的自有專科藥產品（帕夫林及新適確得）的銷售佔比較去年上升及採購招標等成本精細管控的進一步推進令整體毛利率上升。同時，由於繼續貫徹控制費用的政策及受新冠肺炎疫情影響，本集團減少線下銷售及分銷活動而使銷售及分銷開支較去年有所下降。行政開支減少是因去年有若干存貨進行撥備及撇賬，今年度的撥備及撇賬較去年大幅減少；另外由於人民幣兌美金升值，集團因持有相關人民幣資金而錄得匯兌收益增幅較多。因浙江司太立製藥股份有限公司（「司太立」）相關的損益影響，本集團於年內錄得之一次性淨收益較去年多約84.8百萬美元。受上述因素影響二零二零年本集團錄得淨利潤約88.2百萬美元，較去年上升380.7%。

Faced with a changing and challenging operational environment, the Group continued its development orientation toward “giving priority to self-owned products, profit and cash flow”. Benefitting from this policy, the overall sales of the pharmaceutical department in 2020 remained stable and modestly increased. The self-owned specialty pharmaceutical products such as Pafulin and Sicorten Plus maintained sales growth. The pharmaceutical division continued to expand its channels to cover third and lower-tier cities and hospitals, and increase its product portfolio, strengthen online promotion and improve the construction of its sales platform. The healthcare and cosmetic businesses are still in the developing stage. The Group will continue to utilise internal resources to develop its healthcare and cosmetic businesses. The Group also plans to gradually resume production of its reserve of Chinese medicine products in the next few years.

For 2020, the Group recorded a total revenue of approximately US\$54.4 million, representing an increase of 0.2% from last year; profit from operations of approximately US\$12.9 million in 2020, representing an increase of 224.6% from last year; the proportion of the sales from its self-owned specialty pharmaceutical products (including Pafulin and Sicorten Plus) which have higher gross profit margins as compared with last year and the overall gross profit margin increased due to strict cost control on procurement bidding. Meanwhile, due to the continuous implementation of the cost control policy and affected by the COVID-19 pandemic, the Group reduced offline sales and distribution activities, resulting in a decrease in selling and distribution expenses as compared with last year. The decrease in administrative expenses was due to the provision and write-off of certain inventories last year. The provision and write-off in this year decreased significantly as compared with last year. In addition, due to the appreciation of RMB against the US dollar, the Group recorded a much higher increase in exchange gains due to holding relevant RMB funds. Due to the impact on profit or loss related to Zhejiang Starry Pharmaceutical Co., Ltd. (“Starry”), the Group recorded a one-off net gain of approximately US\$84.8 million as compared with last year. Affected by the above factors, the Group recorded a net profit of approximately US\$88.2 million in 2020, representing an increase of 380.7% as compared with last year.





主席報告

Chairman's Statement

醫藥方面，本集團一直關注醫藥衛生體制改革對醫藥行業發展方向的影響。根據國務院辦公廳印發《深化醫藥衛生體制改革二零二零年下半年重點工作任務》，指出要統籌推進深化醫療、醫保、醫藥聯動改革，著力解決看病難、看病貴的問題。於二零二零年下半年，國務院深化醫藥衛生體制改革、一致性評價推進、帶量採購落地執行並繼續擴圍、疾病診斷相關分組(DRG)付費試點開啟、醫保控費及醫藥代表備案制等多項重磅政策不斷推進。本集團堅信分級診療體系會隨著醫改的深化變得更明確，本集團於年內跟隨國家政策的導向，繼續致力下沉並擴大銷售管道，加強學術推廣及擴大大醫院覆蓋、通過合作商加寬並加深小醫院覆蓋，並進而帶動OTC的銷售覆蓋面及以浙江省地區作全產品全覆蓋的銷售試點，順應國家政策改革助力解決看病難、看病貴問題的政策方針之貫徹執行。集團持續優化成熟市場團隊、新興市場團隊和浙江特區團隊，並繼續擴大商務分銷和OTC連鎖團隊的覆蓋及推廣能力。公司同時根據新型冠狀病毒肺炎疫情變化，加強線上推廣銷售模式，優化線下推廣模式，控制銷售推廣費用。通過這一系列措施，特別是在中小醫院及零售銷售的拓展，在新型冠狀病毒肺炎疫情期間，醫藥的整體銷售維持平穩，自營產品繼續維持增長。

With regard to pharmaceuticals, the Group has always taken into account the impact of the reform of the medical and health system on the development direction of the pharmaceutical industry. According to the Key Tasks for Deepening the Reform of Medical and Health Sectors in the Second Half of 2020 issued by the General Office of the State Council, it pointed out that it was necessary to comprehensively promote and deepen the linkage reform of medical treatment, medical insurance, and pharmaceutical areas, and strive to solve the difficult problems of the lack of accessibility to and the high costs of medical treatments. In the second half of 2020, the State Council deepened the reform of the medical and health system, including major policies like promoting consistency evaluation, implementing and continuing to expand the implementation of large-scale procurement, launching the payment pilot for disease diagnosis-related group (DRG), medical insurance fee control, and medical representative registration system. The Group firmly believed that the graded diagnosis system will become clearer with the deepening of medical reform. During the year, the Group followed the guidance of national policy and continued to strive to expand its channels to cover third and lower-tier cities. The Group continued to strengthen academic promotion and extended its reach to major hospitals, widened and deepened its reach to small hospitals through partners, while expanding the OTC sales and promoting the pilot sales project covering all of its products in the Zhejiang Province. The Group complied with national policy reforms to help the implementation of policies and guidelines to solve the difficult problems of the lack of accessibility to and the high costs of medical treatments. The Group continued to optimise the mature market team, the emerging market team and the Zhejiang team, and continued to expand the coverage and promotional capabilities of the commercial distribution and OTC chain teams. The Company also strengthened the online promotion and sales model, optimised the offline promotion model, and controlled sales promotion expenses in accordance with the changes in the COVID-19 pandemic. Through such measures, especially the expansion in small-and-medium-sized hospitals and retail sales, the overall sales of pharmaceuticals remained stable, and the self-operated products continued to maintain growth during the COVID-19 pandemic.





本集團於年底審視美容業務的經營策略，目前集中資源發展生活美容，期望建立生活美容產品的品牌。本集團承接去年推出的聖博睿抗衰老系列產品及聖博睿美賽美顏功能護膚系列產品，繼續推進青春運動系列上市進程。受新冠肺炎疫情影響，本集團自營形象店的開店計劃受影響遞延至二零二零年下半年。目前，集團已在北京，上海，成都建立了生活美容體驗店，將通過培訓植入的品牌運營模式吸引加盟店。本集團相信自有產品的發展會優化本集團的產品組合，這些有特色、有質量的膠原蛋白生美產品及直營店服務，預計將能為集團陸續帶來收入。

健康業務繼續以萃健控股有限公司(「萃健」)為集團的健康業務發展平台。植提產品部份於年內明確兩大重點提升目標：聚焦大產品市場佔有率提升；提升跨領域大客戶需求支援與服務能力。雖然受新冠肺炎疫情影響今年內新客戶的開發有所遞延，但受惠堅定執行大客戶政策，年內部分大客戶的銷售增加，令萃健植提銷售錄得增長。植提業務外，萃健亦於二零二零年底開展了能量飲料業務及線上線下健康成品的零售業務，以「依萃健」發展電商平台。

本集團於二零二零年內合共出售6,149,867股之司太立股份，出售所得款項總額合共約為人民幣467.2百萬元(相當於約67.1百萬美元)。集團將視司太立股份市價、股市總體情況以及股份減持計劃中的出售限制可能進一步根據股份減持計劃來出售司太立股份。集團將遵守香港聯合交易所有限公司證券上市規則之適用規定，並就此適時另行刊發公告。

At the end of the year, the Group examined the business strategy of its cosmetic business. Currently, the Group is focusing its resources on the development of skin care, hoping to establish a brand of skin care products. With the launch of the San Parietti anti-aging series and San Parietti Merce MM functional skin care series of products last year, the Group continued to promote the launch of the youth sport series. Affected by the COVID-19 pandemic, the opening of the self-operated exclusive skin care stores was deferred till the second half of 2020. At present, the Group has established skin care experience stores in Beijing, Shanghai and Chengdu, and would expect to attract franchise stores through training and branding. The Group believed that the development of its self-owned products would optimise the Group's product portfolio. These distinctive and high-quality collagen skin care products and self-operated store services are expected to generate revenue for the Group.

The Group continues to utilise Natural Dailyhealth Holdings Limited ("Natural Dailyhealth") as a platform for developing its healthcare business. For plant extract products, two major improvement goals were identified during the year: focusing on increasing the market share of high-quality products; and enhancing cross-field support and service capabilities for large customers. Although the development of new customers during the year was delayed due to the impact of the COVID-19 pandemic, the Group benefitted from firmly implementing the key account policy, sales of some major customers increased during the year, which led to a growth in the sales of plant extract of Natural Dailyhealth. In addition to the plant extract business, Natural Dailyhealth also launched an energy drink business and the retail business of online and offline healthcare products at the end of 2020, and developed a "Natural Dailyhealth" e-commerce platform.

The Group disposed of a total of 6,149,867 shares of Starry in 2020, with total proceeds of approximately RMB467.2 million (equivalent to approximately US\$67.1 million). The Group may further dispose of the shares of Starry under the share reduction plan, subject to prevailing market price of the shares of Starry and general conditions of the stock market, as well as the restrictions set out in the share reduction plan. The Group will comply with the applicable requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited accordingly and make further announcements in this regard as and when appropriate.





主席報告

Chairman's Statement

於年內，由於本集團於司太立的持股量少於5%，因此本集團委任至司太立的董事從司太立董事會退任。自此，根據適用會計準則，本公司已無權對司太立行使重大的影響，因此司太立不再是聯營公司，而於司太立的權益將分類為按公平值計入損益（「按公平值計入損益」）的金融資產。本集團因此會計重分類令二零二零年錄得之一次性淨收益約為45.6百萬美元。司太立的權益（即按公平值計入損益的金融資產）在綜合財務狀況表上於二零二零年十二月三十一日的賬面值是根據適用會計準則及與香港立信德豪會計師事務所有限公司討論後按照二零二零年十二月三十一日當天司太立在上海證券交易所的收盤價每股人民幣65.83元計算。

誠如中期報告所述，司太立的股票價格波動幅度很大及本集團對司太立的減持受上海證券交易所規則限制，本集團實際最終出售所得之價值或較司太立股份於二零二零年十二月三十一日的賬面價值有大幅波動。如司太立在期後日期或實際出售日的股價低於二零二零年十二月三十一日的收盤價，則於報告期後的損益中確認按公平值計入損益的金融資產的未變現／變現虧損。

二零二一年展望

展望二零二一年，國內的醫療及大健康行業料將迎來重大變革，本集團期望透過積極應變的企業文化，推進構建大健康生態圈，在保持朗生產品在自營產品優先品牌地位的同時，積極發掘自身資源，開發佈局美容、保健品領域的產品研發和上市，招聘專業人才，加速大健康產業的成功佈局。

During the year, as the shares held by the Group in Starry were less than 5%, the director appointed by the Group to Starry retired from its board of directors. According to applicable accounting standards, the Group had no right to exercise significant influence on Starry since then. Therefore, Starry was no longer an associate and the interests in Starry were reclassified as financial assets at fair value through profit or loss ("FVTPL"). The Group recorded a one-off gain of approximately US\$45.6 million in 2020 as a result of the accounting reclassification. The interests in Starry (i.e. financial assets at FVTPL) as at 31 December 2020 in the consolidated statement of financial position was calculated based on the closing price of RMB65.83 per share available on the Shanghai Stock Exchange on 31 December 2020 in accordance with the applicable accounting standards after the discussion with BDO Limited.

As stated in the interim report, with great fluctuation in the share price of Starry and since the disposal of shares in Starry that was subject to the rules of the Shanghai Stock Exchange, the value of the proceeds of the Group from the actual disposal may fluctuate significantly as compared with the carrying value of the interests in Starry as at 31 December 2020. If the stock price of Starry on a subsequent date or on the actual disposal date is below the closing price as at 31 December 2020, there would be an unrealised/realised loss from financial assets at FVTPL recognised in profit or loss subsequent to the reporting period.

Outlook for 2021

Looking forward to 2021, the domestic medical and comprehensive health industries are expected to usher in major changes. The Group expects to promote the construction of a comprehensive health ecosystem through a positive and adaptive corporate culture. While maintaining the status of Lansens' products as the preferred brand for self-operated products, it is actively exploiting its own resources, developing and deploying product research and development and is launching new products in the cosmetic and healthcare fields, recruiting professionals and accelerating the successful rollout of the comprehensive health industry.





醫藥業務上，本集團會繼續聚焦於風濕、皮膚等治療領域的業務，同時順應國家分級診療政策，利用醫聯體醫共體等醫療資源的合作發揮公司慢病產品品牌優勢，堅定下沉銷售管道，並在商務分銷管道上投入更多的資源。透過多管道並舉以加強產品及管道的廣覆蓋，在維持大醫院銷售增長的同時，加速推進中小基層醫院及零售網點的銷售。利用醫聯體醫共體等醫療資源執行同時集團將發揮公司慢病產品品牌優勢，積極探索互聯網線上銷售。本集團將繼續嚴苛生產和品質管制，確保產品品質。本集團也將繼續通過採購招標管理，加強產供銷連結，提升生產效率，進一步降本增效。未來，研發資源繼續聚焦在帕夫林增加乾燥綜合症適應症及國際化臨床試驗申報外，本集團計劃在未來數年將積極回應國家重點發展中醫藥產業的政策，結合疫情令中藥受到更多的重視的機遇，逐步復產並銷售二十餘個擁有自主生產批文的中藥產品，透過增加產品組合達成「多產品聯合推廣」的戰略佈局。

本集團將繼續策略並慎重地加快美容業務的發展。在二零二一年繼續完善美容產業的佈局，提升品牌知名度及拓展新的業務增長空間。在原有傳統生美的商業管道及模式上，新增科技生美板塊業務，組建有專業背景的銷售市場團隊運營生美高端科技品牌專業推廣線，開發科技生美產品系列。本集團相信優秀的產品加專業的團隊及運營系統，將能提升品牌知名度，持續為本集團美容的業務增量賦能。

With respect to the pharmaceutical business, the Group will continue to focus on rheumatology, dermatology and other related therapeutic areas. At the same time, it will comply with the national graded diagnosis policy and utilise the cooperation of medical resources such as the medical consortium and medical community to give full play to the Company's brand advantages of chronic disease products, and firmly expand its channels to cover third and lower-tier cities and invest more resources in commercial distribution channels. Through multiple channels to strengthen the wide coverage of products and channels, while maintaining the sales growth of large hospitals, it accelerates the promotion of sales in small and medium grass-roots hospitals and retail outlets. Meanwhile, the Group will make use of its brand advantages of chronic disease products and actively explore online sales on the internet. The Group will continue its strict production and quality control to ensure product quality. The Group will also continue to strengthen the linkage of production, supply and marketing through procurement bidding management so as to improve productivity, and to further reduce costs and increase efficiency. In the future, R&D resources will continue to be focused on indications of Pafulin for Sjögren's syndrome and international clinical trial application. The Group plans to actively respond to the national policy on the development of the traditional Chinese medicine industry in the next few years to grasp more opportunities from Chinese traditional medicine due to the pandemic, for which the Group will gradually resume the production and sales of more than 20 traditional Chinese medicine products with independent production approvals, and achieve the strategic launch of "multi-product joint promotion" by increasing the product portfolio.

The Group will continue to accelerate the development of the cosmetic business strategically and cautiously. In 2021, the Group will continue to improve the rollout of the cosmetic business, enhance brand awareness and expand new business growth. Based on the original traditional commercial channels and models, a high-tech skin care business section was added. A sales and marketing team with professional background has been established to professionally promote its line of high-tech skin care brands, and to develop the high-tech skin care product series. The Group believes that excellent products plus a professional team and operating system will enhance its brand awareness and continue to empower the Group's cosmetic business.





主席報告

Chairman's Statement

二零二一年本集團繼續以萃健為集團的健康業務發展平台，積極推動植提產品、電商領域、健康成品。植提產品期望持續提升核心原料產品的市場佔有率，通過增量技改、產量擴容與大客戶拓展並行計劃，國際市場開拓與國內市場開拓相結合策略，打通上游環節原料自控與下游市場新管道引入的雙軌並行，為重點市場份額佔有率進一步的躍升提供動力，充分發揮產能、原料、品質各自優勢下的全面競爭力。電商領域計劃通過資源整合優化產品細節，豐富產品背書，結合公司植提原料端優勢融入電商產品中，加速產品升級換代，圍繞健康食品品類以及藥食同源概念深耕拓展品線。在飲料領域，將透過深耕試點城市，打造樣板模式，並同時推出更多有特色的品類，逐步形成品牌及市場競爭力。保健品方面，萃健已在國家藥監局申請的若干款保健品仍在等待註冊審批。

展望未來，本集團將積極把握健康中國國家戰略所帶來的契機，持續推進大健康多元化策略繼續為患者和客戶提供優質的產品和服務，為員工創造較好的就業環境及發展平台，整合資源為合作夥伴和股東取得高品質的投資，為社會回饋高品質的企業責任。

吳鎮濤

主席

香港，二零二一年三月三十日

In 2021, the Group will continue to utilise Natural Dailyhealth as a platform to develop its healthcare business, and actively promote plant extract products, e-commerce, and healthcare products. Natural Dailyhealth expects to continuously increase its market share in core raw material products for plant extract sub-segment through technological transformation, production output expansion and key customer expansion in both international and domestic markets. By tightening control in raw material suppliers and exploring downstream markets, it will provide momentum for enlarging key market shares and improve overall competitiveness of production capacity, raw materials and quality. For the e-commerce sub-segment, through optimising products by resource integration, enriching product endorsements, integrating the Company's advantages of plant extract raw material end into e-commerce products to accelerate e-commerce product upgrades, and diversify the product line with the concept of "in Chinese medicine, herbals and food are considered sharing the same origin". In the beverage sub-segment, Natural Dailyhealth will deeply explore the sales model in pilot cities to formulate a sales model for other cities, and at the same time introduce more characteristic categories, gradually forming brand and market competitiveness. In terms of healthcare products, several healthcare products that Natural Dailyhealth has applied for with the State Food and Drug Administration are still pending registration approval.

Looking to the future, the Group will actively seize the opportunities brought by the national strategy of healthy China, and continuously promote the diversified strategy of comprehensive health to continue to provide patients and customers with high-quality products and services, and create a better employment environment and development platform for employees. It integrates resources to obtain high-quality investment for partners and shareholders, and gives back to the society with a commitment to high-quality corporate responsibility.

Wu Zhen Tao

Chairman

Hong Kong, 30 March 2021





管理層討論及分析

Management Discussion and Analysis

業務回顧

二零二零年，新冠肺炎疫情的影響給整個社會及醫藥行業帶來了劇變。同時，醫藥衛生體制改革亦一直深化，中共中央國務院發佈《關於深化醫療保障制度改革的意見》，提出了力爭到二零三零年，全面建成以基本醫療保險為主體，醫療救助為托底，補充醫療保險、商業健康保險、慈善捐贈、醫療互助共同發展的多層次醫療保障制度體系。面對政策環境、市場環境的新變化以及疫情的影響，本集團堅定信心，緊緊圍繞「自有產品優先、利潤優先、現金流優先」與「多元化大健康業務」兩大發展導向，推動公司穩定並持續健康發展。

本集團於二零二零年收入總額錄得約54.4百萬美元(二零一九年：54.3百萬美元)，較去年上升0.2%；二零二零年本集團錄得經營溢利約12.9百萬美元(二零一九年：4.0百萬美元)，較去年上升224.6%；主要歸於：(1)較高毛利率的自有專科藥產品整體銷售佔比較去年上升，且採購招標等成本精細管控進一步降低了生產成本，令整體毛利率上升；(2)受新冠肺炎疫情影響及繼續針對性控制費用的政策，本集團減少線下銷售及分銷活動而使銷售及分銷開支較去年有所下降；(3)今年度的撥備及撇賬較去年大幅減少及由於人民幣兌美金升值而錄得之匯兌收益較去年幅增加，導致行政開支減少。二零二零年本集團錄得淨利潤88.2百萬美元(二零一九年：18.3百萬美元)，較去年上升380.7%，主要受司太立製藥股份有限公司(「司太立」)分類方法改變及司太立相關收入令集團於年內錄得之一次性淨收益的84.8百萬美元。

Business Review

In 2020, the impact of the COVID-19 pandemic brought drastic changes to the whole society and the pharmaceutical industry. At the same time, the reform of the medical and health system has deepened, and the State Council of the Central Committee of the Communist Party of China issued the Opinions on Deepening the Reform of the Medical Security System, which proposed to fully establish a multi-level medical security system with basic medical insurance as the main body, medical assistance as the backing, supplementary medical insurance, commercial health insurance, charitable donations and medical mutual assistance as the common development by 2030. In the face of the new changes in the policy environment and market environment and the impact of the pandemic, the Group reinforced its confidence and focused on the two major development directions of “giving priority to its own products, profit and cash flow” and “diversified comprehensive health business” to promote the stable, sustainable and sound development of the Group.

For 2020, the Group recorded a total revenue of approximately US\$54.4 million (2019: US\$54.3 million), representing an increase of 0.2% from last year; profit from operations of approximately US\$12.9 million (2019: US\$4.0 million), representing an increase of 224.6% from last year. This was mainly because (1) the overall sales of self-owned specialty pharmaceutical products with higher gross profit margin increased as compared with last year, and the strict cost control such as procurement bidding further reduced the production cost, resulting in an increase in the overall gross profit margin; (2) affected by the COVID-19 pandemic and the policy of continuing to targeted expense control, the Group reduced its offline sales and distribution activities, resulting in a decrease in selling and distribution expenses compared with last year; (3) this year's provision and write-off decreased significantly as compared with last year, and the exchange gains recorded an increase due to the appreciation of RMB against US dollar as compared with last year, resulting in a decrease in administrative expenses. For 2020, the Group recorded a net profit of approximately US\$88.2 million (2019: US\$18.3 million), representing an increase of 380.7% from last year. This was mainly due to the one-off net gain of approximately US\$84.8 million arising from the change in classification for Zhejiang Starry Pharmaceutical Co., Ltd. (“Starry”) and the related gain of Starry during the year.





管理層討論及分析

Management Discussion and Analysis

於二零二零年，醫藥分部的收入為約51.5百萬美元(二零一九年：約50.6百萬美元)，較二零一九年上升1.9%；毛利約35.0百萬美元(二零一九年：約33.0百萬美元)，較二零一九年上升6.1%；分部利潤約21.3百萬美元(二零一九年：約16.7百萬美元)，較二零一九年上升28.0%。醫藥分部的利潤上升主要受惠於毛利提升及銷售及分銷開支較去年有所下降。

於二零二零年，美容產品分部的收入約0.1百萬美元(二零一九年：約0.2百萬美元)，較二零一九年下降28.6%，主要受到代理產品銷售收入減少的影響；毛利約為0.05百萬美元(二零一九年：負毛利約0.1百萬美元)，主要因為二零一九年處理代理產品庫存錄得0.2百萬美元負毛利。受到開拓產品銷售渠道致使年內的銷售費用增加，該分部虧損約為1.8百萬美元(二零一九年：約1.6百萬美元)。

本集團以萃健控股有限公司(「萃健」)為平台發展健康業務。於二零二零年，萃健以外的健康業務收入約2.8百萬美元(二零一九年：約3.5百萬美元)，較二零一九年下降22.2%；毛利約0.1百萬美元(二零一九年：約0.5百萬美元)，較二零一九年下降73.1%；分部虧損約11,000美元(二零一九年：分部利潤約0.2百萬美元)。健康業務的營運結果會體現在分享本集團聯營公司萃健的利潤或虧損上，年內萃健部分的植提產品毛利改善，虧損收窄，二零二零年內應佔萃健的虧損份額約為0.2百萬美元(二零一九年：約0.9百萬美元)。

For 2020, revenue of the pharmaceutical segment amounted to approximately US\$51.5 million (2019: approximately US\$50.6 million), representing an increase of 1.9% as compared with 2019; gross profit amounted to approximately US\$35.0 million (2019: approximately US\$33.0 million), representing an increase of 6.1% as compared with 2019; and the segment profit amounted to approximately US\$21.3 million (2019: approximately US\$16.7 million), representing an increase of 28.0% as compared with 2019. The increase in the revenue and profit of the pharmaceutical segment was mainly due to the increase in gross profit and the decrease in selling and distribution expenses compared with last year.

For 2020, revenue of the cosmetic product segment amounted to approximately US\$0.1 million (2019: approximately US\$0.2 million), representing a decrease of 28.6% as compared with 2019, mainly due to the decrease in sales revenue from agency products; gross profit amounted to approximately US\$0.05 million (2019: gross loss of approximately US\$0.1 million), which was mainly the gross loss of US\$0.2 million arising out of the disposal of the inventory of agency products in 2019; and the segment loss amounted to approximately US\$1.8 million (2019: approximately US\$1.6 million) due to the increase in selling expenses during the year for the expansion of sales channels.

The Group developed the healthcare business with Natural Dailyhealth Holdings Limited ("Natural Dailyhealth") as a platform. For 2020, the revenue of the healthcare business other than Natural Dailyhealth amounted to approximately US\$2.8 million (2019: approximately US\$3.5 million), representing a decrease of 22.2% as compared with 2019; gross profit amounted to approximately US\$0.1 million (2019: approximately US\$0.5 million), representing a decrease of 73.1% as compared with 2019; and the segment loss amounted to approximately US\$11,000 (2019: segment profit of approximately US\$0.2 million). The results of operations of the healthcare business will be reflected in profit or loss of Natural Dailyhealth, an associate of the Group. The gross profit from certain plant extract products of Natural Dailyhealth improved and the losses narrowed during the year, and the share of loss from Natural Dailyhealth in 2020 was approximately US\$0.2 million (2019: approximately US\$0.9 million).





醫藥領域

醫藥衛生體制改革持續深化，一致性評價推進、帶量採購落地執行並繼續擴圍、醫保控費、疾病診斷相關分組(DRG)，按病種分值付費(DIP)試點開啟及醫藥代表備案制等政策深刻影響醫藥行業的發展方向。本集團堅信分級診療體系會隨著醫改的深化變得更明確。

本集團年內醫藥銷售保持平穩，本集團根據產品組合的特性，通過市場下沉、等級醫院及基層醫療終端開拓、加強學術推廣及臨床應用範圍拓展、五個銷售團隊(包括成熟市場團隊、新興市場團隊、商務分銷團隊、OTC團隊及浙江銷售團隊)組建成型及嚴格控制銷售費用，核心自營專科藥產品銷售維持平穩增長，穩步推進從市級到鄉鎮、社區等不同等級醫院及終端醫療機構的市場佈局。

研發方面，本集團會延續訂下了的策略，將集中發展及加速研發自有產品和獨家產品，資源聚焦在帕夫林等核心產品在作用機制和新適應症及產品國際化等方面的研發投入，並已成功獲得原發性乾燥綜合症臨床試驗默示許可，已按國家臨床試驗的要求組織開展臨床試驗。同時，中成藥的應用得到更多的重視，國家實施中醫藥振興發展重大工程，集團會把握國家的政策導向，逐步復產並銷售擁有自主生產批文的中藥產品。

Pharmaceutical segment

The reform of the medical and health system continued to deepen, policies such as consistency evaluation was promoted, large-scale procurement was implemented and continued to expand in scope, together with medical insurance expense control, diagnosis related groups (DRG), the pilot of diagnosis-intervention packet (DIP) and medical representative registration system have profoundly affected the development direction of the pharmaceutical industry. The Group firmly believes that the graded diagnosis and treatment system will become clearer with the deepening of medical reform.

The Group's pharmaceutical sales remained stable during the year. According to the characteristics of its product mix, the Group has maintained steady growth in the sales of its core specialty pharmaceutical products by penetrating into the market, exploring graded hospitals and primary care terminals, strengthening academic promotion and clinical application expansion, forming five sales teams, namely, mature market team, emerging market team, commercial distribution team, OTC team and Zhejiang Province sales team and strictly controlling the selling expenses, and steadily promoted its market layout from municipal to rural and community hospitals and terminals.

In terms of research and development, the Group will continue its established strategy to focus on developing and accelerating the research and development of its own products and exclusive products. The Group continues to increase its research and development investment for core products including Pafulin in terms of mechanism of action, new indications and product internationalisation. It has successfully obtained the implied permission for the clinical trials of primary Sjögren's syndrome, and has organised and carried out clinical trials in accordance with national clinical trial requirements. At the same time, more attention has been paid to the application of Chinese patent medicines. China has implemented a major project to revitalise and develop traditional Chinese medicine. The Group will grasp the national policy guidance and gradually resume production and sell traditional Chinese medicine products with independent production approvals.





管理層討論及分析

Management Discussion and Analysis

美容領域

二零二零年，本集團致力加強產品線及投入資源開通銷售渠道。加強產品組合方面，圍繞膠原蛋白建立產品系列，在已有的聖博睿抗衰老系列產品及聖博睿美賽美顏功能護膚系列產品基礎上繼續推進開發聖博睿青春運動系列。本集團相信自有產品的發展會優化本集團的產品組合，這些有特色、有質量的膠原蛋白生美產品及直營店服務會為我們業務發展提供基礎。本集團年內透過建立自營形象店開通銷售渠道，開店計劃受新冠肺炎疫情影響遞延，下半年在數個主要城市自建了生活美容體驗店。期望藉此通過培訓加入的品牌運營模式吸引加盟店。

本集團於年底審視美容業務的經營策略，計劃將資源集中發展生活美容。同時計劃投入資源開發科技生美業務，計劃開發側重口服及塗抹修復系列產品的科技生美產品系列，並透過組建有專業背景的銷售市場團隊作品牌推廣。

健康領域

二零二零年，本集團繼續以萃健為健康業務發展平台，除了積極發展植物提取物業務外，健康成品的業務亦在年內有新的產品推出。

植物提取物業務方面，新冠肺炎疫情影響令年內新客戶的開發有所遞延，特別是海外客戶的開發。在此背景下，萃健堅定執行既定策略，提升核心植提產品的市場佔有率，通過增量技改、產量擴容與大客戶拓展並行計劃，加強對原料採購的控制。年內，萃健的植物提取物業務銷售錄得增長。

Cosmetic segment

In 2020, the Group was committed to strengthening its product lines and investing resources in opening up sales channels. In terms of strengthening the product portfolio, the Group have built up our product series around collagen, and continued to promote the research and development of San Parietti youth sport series on the basis of San Parietti anti-aging series of products and San Parietti Merce MM functional skin care series of products. The Group believes that the development of its own products will optimise the Group's product portfolio, and these distinctive and high-quality collagen skin care products and self-operated store services will lay the foundation for our business development. During the year, the Group opened sales channels through the establishment of self-operated exclusive skin care stores, which were delayed due to the impact of the COVID-19 pandemic. In the second half of the year, the Group established its own skin care experience stores in order to attract franchise stores through the training and branding operation model.

At the end of the year, the Group examined the business strategy of its beauty business and planned to pool its resources on skin care. At the same time, the Group planned to invest resources in the development of high-tech skin care business, and to develop a high-tech skin care product series focusing on repairing products for oral use and external use, and to promote the brand through the establishment of a sales and marketing team with professional background.

Healthcare segment

In 2020, the Group continued to develop its healthcare business with Natural Dailyhealth as a platform. In addition to actively developing the plant extract business, new products were launched in the healthcare products business during the year.

In terms of plant extract business, the impact of the COVID-19 pandemic delayed the development of new customers during the year, especially the development of overseas customers. In this context, Natural Dailyhealth firmly implemented its established strategy, increased the market share of its core plant extract products, and strengthened the control of raw material procurement through parallel plans of incremental technical improvements, production expansion and major customer expansion. During the year, the sales of the plant extract business of Natural Dailyhealth recorded growth.





在健康成品領域，電商業務是本年度新增的業務領域，年內以「依萃健」建立品牌進駐各大線上電商平台，嘗試依靠第一批產品測試市場及定位到品牌精準的人群，期望在二零二一年力求實現銷售突破及品牌提升的兩大目標。在飲料領域，將計劃在試點城市和連鎖管道進行合作進駐線下網點，藉深耕打造樣板模式，並同時擴闊產品組合，打做品牌形象及市場競爭力。保健品方面，萃健已在國家藥監局申請的若干款保健品仍在等待註冊審批。

投資

本集團於二零二零年內合共出售6,149,867股司太立股份，出售所得款項總額合共約為人民幣467.2百萬元（相當於約67.1百萬美元）。於本年度，由於本集團於司太立的持股量少於5%，因此本集團委任至司太立的董事從司太立董事會退任。自此，根據適用會計準則，本公司已無權對司太立行使重大的影響，因此司太立不再是聯營公司，而於司太立的權益將分類為按公平值計入損益（「按公平值計入損益」）的金融資產。本集團因此會計重分類令截至二零二零年十二月三十一日止年度錄得之一次性視作出售一間聯營公司的收益約為45.6百萬美元。

司太立的權益（即按公平值計入損益的金融資產）在綜合財務狀況表上於二零二零年十二月三十一日的賬面值是根據適用會計準則及與香港立信德豪會計師事務所有限公司討論後按照二零二零年十二月三十一日當天司太立上海證券交易所的收盤價每股人民幣65.83元計算。誠如中期報告所述，司太立的股票價格波動幅度很大及本集團對司太立的減持受上海證券交易所規則限制，本集團實際最終出售所得之價值或較司太立股份於二零二零年十二月三十一日的賬面價值有大幅波動。如司太立在期後日期或實際出售日的股價低於二零二零年十二月三十一日的收盤價，則於報告期後的損益中確認按公平值計入損益的金融資產的未變現／變現虧損。

In terms of healthcare products, the e-commerce business was a new business area this year. During the year, Natural Dailyhealth established the brand “Natural Dailyhealth” to enter major online e-commerce platforms and tried to rely on the first batch of products to test the market and position the brand to those targeted customers, hoping to achieve the two goals of breakthrough in sales and brand promotion in 2021. In terms of beverage, Natural Dailyhealth planned to collaborate with chain stores in pilot cities to build a demonstration model and expand our product portfolio to build our brand image and market competitiveness. In terms of healthcare products, Natural Dailyhealth has applied to the National Medical Products Administration for registration and approval of certain healthcare products.

Investment

The Group disposed of a total of 6,149,867 shares in Starry in 2020 with total proceeds of approximately RMB467.2 million (equivalent to approximately US\$67.1 million). During the year, as the shares held by the Group in Starry were less than 5%, the director appointed to Starry by the Group retired from its board of directors. According to applicable accounting standards, the Group had no right to exercise significant influence on Starry since then. Therefore, Starry ceased to be an associate and the interests in Starry were classified as financial assets at fair value through profit or loss (“FVTPL”). The Group recorded a one-off gain on deemed disposal of an associate of approximately US\$45.6 million during the year ended 31 December 2020 as a result of the accounting reclassification.

The carrying value of the interests in Starry (i.e. financial assets at FVTPL) as at 31 December 2020 in the consolidated statement of financial position was calculated based on the closing price of RMB65.83 per share available on the Shanghai Stock Exchange on 31 December 2020 in accordance with the applicable accounting standards after the discussion with BDO Limited. As stated in the interim report, with great fluctuation in the share price of Starry and the reduction of shares in Starry that was subject to the rules of the Shanghai Stock Exchange, the value of the proceeds of the Group from the actual disposal may fluctuate significantly as compared with the carrying value of the interests in Starry as at 31 December 2020. If the stock price of Starry on a subsequent date or on the actual disposal date is below the closing price as at 31 December 2020, there would be an unrealised/realised loss from financial assets at FVTPL recognised in profit or loss subsequent to the reporting period.





管理層討論及分析

Management Discussion and Analysis

本集團將視司太立股份市價、股市總體情況以及本集團於二零二零年七月十三日的股東特別大會股東授予的出售授權、本公司於二零二零年六月二十四日《可能進行的非常重大出售事項：出售浙江司太立製藥股份有限公司上市證券及股東特別大會通告》之通函、本公司於二零二零年五月十五日《可能進行的非常重大出售事項：有關出售司太立股份》之公告及本公司於二零二零年十一月三日《自願公告：有關司太立股份第七次減持計劃》公告披露之股份減持計劃（「股份減持計劃」）中的出售限制而可能進一步根據股份減持計劃出售司太立股份。本集團將遵守香港聯合交易所有限公司證券上市規則（「上市規則」）之適用規定，並就此適時另行刊發公告。

財務回顧

收入

截至二零二零年十二月三十一日止年度，本集團錄得收入約為54.4百萬美元（二零一九年：約54.3百萬美元），較去年上升0.2%。

截至二零二零年十二月三十一日止年度，醫藥收入約為51.5百萬美元（二零一九年：約50.6百萬美元），較去年上升1.9%。美容產品收入約為0.1百萬美元（二零一九年：約0.2百萬美元），較去年減少28.6%。健康產品的收入約為2.8百萬美元（二零一九年：約3.5百萬美元），較去年下降22.2%。

本集團自有專科藥產品（包括帕夫林及新適確得）錄得收入約47.1百萬美元（二零一九年：42.7百萬美元），整體較去年上升10.3%。

The Group may further dispose of the shares of Starry under the share reduction plan ("Share Reduction Plan") as disclosed in the announcement headed "Possible Very Substantial Disposal in relation to Disposal of Starry Shares" of the Company dated 15 May 2020, the announcement headed "Voluntary Announcement in relation to Seventh Share Reduction Plan of Starry" of the Company dated 3 November 2020 and the circular headed "Possible Very Substantial Disposal: Disposal of Listed Securities of Zhejiang Starry Pharmaceutical Co., Ltd. and Notice of Extraordinary General Meeting" of the Company dated 24 June 2020, and subject to prevailing market price of the shares of Starry and general conditions of the stock market, the disposal mandate granted at the extraordinary general meeting of the Group on 13 July 2020 as well as the restrictions set out in the Share Reduction Plan. The Group will comply with the applicable requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") accordingly and make further announcement(s) in this regard as and when appropriate.

Financial Review

Revenue

The Group recorded a revenue of approximately US\$54.4 million (2019: approximately US\$54.3 million) for the year ended 31 December 2020, representing an increase of 0.2% over last year.

For the year ended 31 December 2020, revenue from pharmaceuticals amounted to approximately US\$51.5 million (2019: approximately US\$50.6 million), representing an increase of 1.9% over last year. Revenue from cosmetics products amounted to approximately US\$0.1 million (2019: approximately US\$0.2 million), representing a decrease of 28.6% over last year. Revenue from healthcare products amounted to approximately US\$2.8 million (2019: approximately US\$3.5 million), representing a decrease of 22.2% over last year.

The Group's self-owned specialty pharmaceutical products (including Pafulin and Sicorten Plus), recorded a revenue of approximately US\$47.1 million (2019: approximately US\$42.7 million) representing an increase of 10.3% over last year.





Management Discussion and Analysis

毛利

截至二零二零年十二月三十一日止年度，本集團錄得毛利約35.2百萬美元(二零一九年：約33.3百萬美元)，較去年上升5.6%。截至二零二零年十二月三十一日止年度的整體毛利率為64.7% (二零一九年：61.4%)，較去年上升3.3%。

整體毛利率相比去年上升之主要原因為毛利率較高的醫藥產品銷售比重上升，且採購招標等成本精細營控進一步降低生產成本。

其他收入

其他收入於截至二零二零年十二月三十一日止年度約為2.1百萬美元(二零一九年：約3.7百萬美元)，較去年下降44.3%，下降原因主要因為(i)本集團於二零一九年從一家供應商獲得一筆約1.4百萬美元的一次性補償收入，用於提前終止代理產品的經銷合同；和(ii)二零二零年政府補貼較去年下降約0.5百萬美元。本集團收到的政府補貼主要來自地方政府，部分是由於嘉許本集團開發高科技藥品的表現。

銷售及分銷開支

截至二零二零年十二月三十一日止年度，本集團銷售及分銷開支下降13.2%，達到約15.7萬美元，去年約為18.0百萬美元。本集團銷售及分銷開支佔本集團總收入下降4.5%，截至二零二零年十二月三十一日止年度為28.8%，去年則為33.3%。下降原因主要為繼續貫徹控制費用的政策及受新型冠狀病毒肺炎疫情的影響，本集團減少線下銷售及分銷活動而使銷售及分銷開支較去年有所下降。

Gross profit

For the year ended 31 December 2020, the Group recorded a gross profit of approximately US\$35.2 million (2019: approximately US\$33.3 million), representing an increase of 5.6% over last year. For the year ended 31 December 2020, the overall gross profit margin was 64.7% (2019: 61.4%), representing an increase of 3.3% over last year.

The increase in overall gross profit margin as compared to last year was mainly because the sales proportion of pharmaceutical products, which have higher gross profit margins, to the total revenue increased. Also, the Group's cost control policy, such as tendering procurement, etc. further reduced the production costs.

Other income

Other income amounted to approximately US\$2.1 million (2019: approximately US\$3.7 million) for the year ended 31 December 2020, representing a decrease of 44.3% over last year, which was mainly because (i) the Group received a one-off compensation income of approximately US\$1.4 million in 2019 from a supplier for the early termination of a distribution contract of an agency product; and (ii) the government grants received in 2020 decreased by approximately US\$0.5 million compared to last year. Government grants received by the Group primarily came from the local government and were partly used as recognition of the Group's efforts in developing high-technology pharmaceutical products.

Selling and distribution expenses

For the year ended 31 December 2020, the selling and distribution expenses of the Group decreased by 13.2% to approximately US\$15.7 million from approximately US\$18.0 million last year. The proportion of the selling and distribution expenses of the Group to the total revenue of the Group decreased by 4.5% to 28.8% for the year ended 31 December 2020 from 33.3% last year. The decrease was mainly because of the continuous implementation of the cost control policy and affected by the COVID-19 pandemic, the Group reduced offline sales and distribution activities, resulting in the decrease in selling and distribution expenses as compared with last year.





管理層討論及分析

Management Discussion and Analysis

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

行政開支

截至二零二零年十二月三十一日止年度的行政開支約為7.9百萬美元(二零一九年：約15.3百萬美元)，較去年下降48.0%。本集團行政開支佔本集團總收入下降13.5%，二零二零年十二月三十一日止年度為14.6%，去年則為28.1%。

財務成本

截至二零二零年十二月三十一日止年度，本集團財務成本下降約2.4百萬美元。主要由於集團平均銀行借款餘額下降。

應佔聯營公司的除稅後業績

截至二零二零年十二月三十一日止年度，應佔聯營公司的除稅後業績約為0.1百萬美元(二零一九年：約1.3百萬美元)。

所得稅開支

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

本公司擁有人應佔溢利

截至二零二零年十二月三十一日止年度，本公司股東應佔溢利約為88.2百萬美元，較去年的約18.3百萬美元增加約69.9百萬美元。

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

Administrative expenses

For the year ended 31 December 2020, administrative expenses amounted to approximately US\$7.9 million (2019: approximately US\$15.3 million), representing a decrease of 48.0% over last year. The proportion of the administrative expenses of the Group to the total revenue of the Group decreased by 13.5% to 14.6% for the year ended 31 December 2020 from 28.1% last year.

Finance costs

For the year ended 31 December 2020, finance costs of the Group decreased by approximately US\$2.4 million. This was mainly due to the decrease of average balance of bank borrowings.

Share of post-tax result of associates

Share of post-tax result of associates for the year ended 31 December 2020 amounted to approximately US\$0.1 million (2019: approximately US\$1.3 million).

Income tax expense

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

Profit attributable to owners of the Company

The profit attributable to owners of the Company for the year ended 31 December 2020 amounted to approximately US\$88.2 million, representing an increase by approximately US\$69.9 million from approximately US\$18.3 million last year.





流動資金、財務資源及資本架構

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

於二零二零年十二月三十一日，本集團之流動資產淨值約為138.5百萬美元(二零一九年十二月三十一日：31.0百萬美元)，流動比率為3.7(二零一九年十二月三十一日：1.4)。

於二零二零年十二月三十一日，本集團的現金及現金等價物約為83.4百萬美元(二零一九年十二月三十一日：約20.4百萬美元)。於二零二零年十二月三十一日，本集團擁有已抵押銀行存款約14.1百萬美元(二零一九年十二月三十一日：約27.4百萬美元)作為銀行借款的擔保。

本集團於二零二零年十二月三十一日的借款約為31.4百萬美元(二零一九年十二月三十一日：約60.5百萬美元)。

於二零二零年十二月三十一日，本集團錄得淨現金及銀行結餘(二零一九年十二月三十一日：淨負債權益比率為12.6%，乃按年末的淨負債(借款減去現金及銀行結餘)除以總權益計算得出)。

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

Liquidity, financial resources and capital structure

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

As at 31 December 2020, net current assets and current ratio of the Group were approximately US\$138.5 million (31 December 2019: US\$31.0 million) and 3.7 (31 December 2019: 1.4) respectively.

As at 31 December 2020, the Group's cash and cash equivalents amounted to approximately US\$83.4 million (31 December 2019: approximately US\$20.4 million). As at 31 December 2020, the Group had pledged bank deposits of approximately US\$14.1 million (31 December 2019: approximately US\$27.4 million) to secure bank borrowings.

The Group's borrowings as at 31 December 2020 amounted to approximately US\$31.4 million (31 December 2019: approximately US\$60.5 million).

As at 31 December 2020, the Group was in a net cash and bank balance position (31 December 2019: net debt-to-equity ratio was 12.6%, calculated by net debt (borrowings minus cash and bank balances) at the end of the year over total equity).

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





管理層討論及分析

Management Discussion and Analysis

資產抵押

於二零二零年十二月三十一日，若干銀行存款及應收票據面值合計約25.3百萬美元(二零一九年十二月三十一日：若干銀行存款及應收票據面值合計約34.1百萬美元及司太立上市股票市值約25.6百萬美元)，已就本集團取得銀行融資及同系附屬公司取得銀行借款作出抵押。

資本承擔

於二零二零年十二月三十一日，本集團有已訂約但尚未於綜合財務報表中撥備的資本開支為約1.1百萬美元(二零一九年十二月三十一日：1.1百萬美元)。

已發行財務擔保

本集團已就本集團同系附屬公司吉林海資生物工程技術有限公司(「吉林海資」)作出的借款向銀行發出擔保。於該擔保下，本集團須承擔吉林海資自銀行提取的最多人民幣130,000,000元(相等於約19,924,000美元)的借款。於二零二零年十二月三十一日，本集團須承擔的擔保負債上限為吉林海資所提取的金額人民幣130,000,000元(相等於約19,924,000美元)(二零一九年十二月三十一日：人民幣130,000,000元(相等於約18,635,000美元))。於二零二零年十二月三十一日，財務擔保合約的撥備金額確認為0.9百萬美元(二零一九年十二月三十一日：無)。

除此之外，於二零二零年十二月三十一日，本集團並無任何重大或然負債。

重大收購及出售

截至二零二零年十二月三十一日止年度，本集團透過上海證券交易所的市場交易合共出售6,149,867股司太立股份，平均價格為每股人民幣75.98元，產生按公平值計入損益的金融資產的變現收益(扣除交易成本及其他稅)約25.3百萬美元。於出售部份權益後，本集團於司太立的股權因出售由4.0%減少至1.3%。

Charges on assets

As at 31 December 2020, certain bank deposits and bills receivables in an aggregate carrying amount of approximately US\$25.3 million (31 December 2019: certain bank deposits and bills receivables in an aggregate carrying amount of approximately US\$34.1 million and Starry's listed shares with market value amounting to approximately US\$25.6 million) were pledged to secure banking facilities of the Group and bank borrowings of a fellow subsidiary.

Capital commitment

As at 31 December 2020, the Group's capital expenditure contracted for but not provided in the consolidated financial statements amounted to approximately US\$1.1 million (31 December 2019: US\$1.1 million).

Financial guarantee issued

The Group has issued a guarantee to a bank in respect of borrowings made by Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Group. Under the guarantee, the Group is liable for a maximum of RMB130,000,000 (equivalent to approximately US\$19,924,000) borrowings drawn by Jilin Haizi from the bank. The maximum liability of the Group at 31 December 2020 under the guarantee issued represents the amount drawn down by Jilin Haizi of RMB130,000,000 (equivalent to approximately US\$19,924,000) (31 December 2019: RMB130,000,000 (equivalent to approximately US\$18,635,000)). As at 31 December 2020, provision for financial guarantee contract of US\$0.9 million (31 December 2019: Nil) was recognised.

Save as mentioned above, the Group did not have any material contingent liabilities as at 31 December 2020.

Material acquisitions and disposals

During the year ended 31 December 2020, the Group has disposed of a total of 6,149,867 shares in Starry via on-market sales on the Shanghai Stock Exchange, at the average price of RMB75.98 per share and resulting in a realised gain from financial assets at FVTPL (net of transaction costs and other tax) of approximately US\$25.3 million. After the partial disposal, the Group's holding in Starry has reduced from 4.0% to 1.3%.





人力資源

於二零二零年十二月三十一日，本集團有逾661名員工。截至二零二零年十二月三十一日止年度，員工成本為約14.0百萬美元。本集團之員工薪酬經參考個人工作表現、專業資格、行業經驗及相關市場趨勢而釐定，當中包括薪金、津貼、醫療保險及公積金。

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

Human resources

The Group had over 661 employees as at 31 December 2020 with employee costs of approximately US\$14.0 million for the year ended 31 December 2020. Staff remuneration of the Group, including salary, allowances, medical insurance and provident fund, is determined with reference to individual performance, professional qualifications, experience in the industry and relevant market trends.

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





環境、社會及管治報告

Environmental, Social and Governance Report

前言

為符合香港聯合交易所有限公司(「聯交所」)證券上市規則附錄二十七《環境、社會及管治報告指引》所載的要求，本集團謹此呈報二零二零年一月一日至二零二零年十二月三十一日的年度環境、社會及管治報告(「環境、社會及管治報告」)，旨在向股東、員工、客戶、合作夥伴等各利益相關方公開報告本集團二零二零年度在履行企業社會責任方面的實踐、績效與發展情況。

環境、社會及管治的戰略與管理

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

Introduction

In order to be in compliance with the requirements as set out in the Environmental, Social and Governance Reporting Guide under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Group herein report the environmental, social and governance report ("ESG Report") for the year from 1 January 2020 to 31 December 2020, to report practices, performance and development of the Group in corporate social responsibility in 2020 to our shareholders, staff, clients, partners and other stakeholders.

Strategy and Management of Environmental, Social and Governance Matters

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



我們的使命：

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

Our mission:

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



我們的願景：

成為大健康行業受人尊敬的知名企業。

Our vision:

To become a reputable enterprise in the healthcare industry.



我們的戰略：

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

Our strategy:

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





利益相關方參與

根據企業營運的實際情況，我們的利益相關方主要為政府與行業監管機構、投資者、客戶與消費者、供應商、員工、社區、同行業者、媒體與社會公眾。二零二零年，我們主要通過以下方式與各利益相關方進行交流，以更好地向社會履責：

利益相關方

Stakeholders

政府與行業監管機構

Governmental and industrial regulators

投資者

Investors

客戶與消費者

Customers and consumers

供應商

Suppliers

Participation of stakeholders

According to the operation situation of the Company, our stakeholders are mainly governmental and industrial regulators, investors, customers and consumers, suppliers, employees, the community, industry peers, media and the general public. In 2020, we communicated with stakeholders mainly by the following methods to better fulfill our social responsibilities:

利益相關方溝通方式

Methods of communication with stakeholders

政府參觀考察、支持政府項目與行業協作

Government visits, supporting government projects and industry collaboration

董事會、信息披露、會議交流、日常來訪、網站、郵件、電話

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

學術研討會、新產品上市會、客戶服務、電話諮詢

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

供應商管理制度、採購招標機制、年度評價

Supplier management system, procurement tender mechanism, annual evaluation





環境、社會及管治報告

Environmental, Social and Governance Report

利益相關方

Stakeholders

員工

Employees

社區

Community

同業者

Industry peers

媒體與社會公眾

Media and general public

利益相關方溝通方式

Methods of communication with stakeholders

工會、職工代表大會、多類型培訓、安全管理、文體活動、健康體檢、帶薪年假

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

公益活動、志願者活動

Community activities, volunteer work

行業組織、行業論壇與會議

Trade organisations, forums and conferences

信息披露、輿情監測、媒體溝通機制、網站

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

環境

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

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

Environment

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

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





3. 本集團注重對「危廢」管理，從產生、暫存、轉移、入庫、處理、存盤有一系列的管理流程，並且有專用的「危廢倉庫」。為防止危險廢物存放處發生廢物洩漏進入河道，對存放處進行相關改造，防止危險廢物洩漏進入河道。
4. 污水處理方面，有一套專用的污水處理裝置，對下水管實行雨污分離，確保進入河道的水質為天然降水，污水經過污水站處理能完全達到市政管道排放標準。
5. 廢氣處理方面，在寧波立華製藥有限公司鎮海分公司(「立華鎮海分公司」)，原料存儲、輸送環節，以集中儲存、管道輸送的方式，降低有機廢氣在存儲、輸送環節的產生。此外，在尾氣、廢水處理環節，安裝多種裝置用以消除企業生產工程中工藝廢氣外排對環境的影響。並且通過聘請第三方單位，企業每年制訂工作計劃，定期檢測、及時修復，有效減少有機廢氣排放，及監控企業揮發性有機化合物(VOCs)減排措施運行效率。
6. 在管理方面，立華鎮海分公司根據地方環保局要求，持續改進企業在VOCs減排方面的工作。同時每年通過ISO14001企業內審和年度外審，以年度目標指針方案的形式多角度改進有機廢氣回收設備、尾氣吸收裝置的運行效率。
3. The Group stresses the importance of hazardous wastes management and puts in place a series of management procedures for production, temporary storage, transfer, warehousing, handling and filing as well as a dedicated warehouse for hazardous wastes. In order to prevent the leakage of hazardous wastes from the warehouse into the river, the warehouse has been renovated to avoid the wastes leaking into the river.
4. As for sewage treatment, Ningbo Liwah has installed a dedicated sewage treatment facility. By separating rainwater and sewage, Ningbo Liwah has ensured that water directly discharged to the river is rainfall. Sewage disposed of by treatment plant would entirely meet the discharge standard of municipal pipelines.
5. Regarding waste gas treatment, raw materials storage and transmission segments, Ningbo Liwah Pharmaceutical Company Limited Zhenhai Branch (“Liwah Zhenhai Branch”) reduces the production of organic waste gas in the storage and transmission segments through centralised storage and pipe transmission. Furthermore, in the exhaust gas and sewage treatment segments, various devices have been installed to mitigate the impact of waste gas produced on the environment. In addition, by engaging independent third parties, a work plan is developed every year, conducting regular examinations and timely repair, thereby effectively reducing the emission of organic waste gas and monitoring the effectiveness of volatile organic compounds (VOCs) emission reduction measures.
6. In connection with management, Liwah Zhenhai Branch has complied with the requirements of local environmental bureaus to continue to enhance enterprise VOCs emission reduction measures. Meanwhile, ISO14001 internal and external audits are conducted annually to improve the effectiveness of organic waste gas recovery equipment and exhaust gas absorption devices from different perspectives based on the annual performance targets.





環境、社會及管治報告

Environmental, Social and Governance Report

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





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

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

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

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

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

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

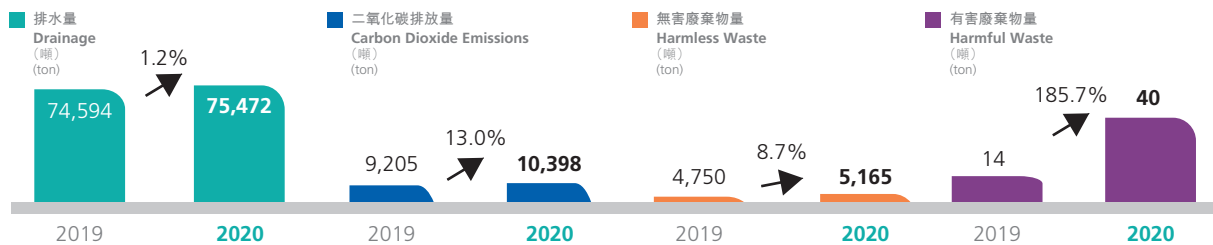




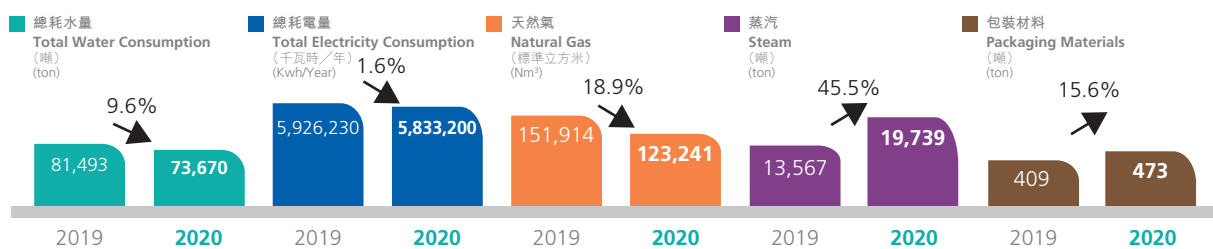
環境、社會及管治報告

Environmental, Social and Governance Report

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



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



企業文化

本集團以深耕風濕免疫處方藥領域，成為該領域基礎用藥第一品牌為目標。同時積極佈局美容、保健品、精準醫療等領域，努力成為優秀的多元化大健康產業集團。專業、國際化、不斷創新、充滿活力是我們的企業文化，讓快樂和健朗的人生開始是我們的不懈追求。本集團提倡團隊合作，明確個人職責，樹立責任及務實、開放、共用的價值觀。為客戶提供高品質的產品，為員工創造高品質的生活，為股東取得高品質的投資，為社會回饋高品質的企業責任。傳承並創新傳統醫藥理論，打造並領導未來健康事業。

Corporate Culture

The Company aims to continue its business in prescription drugs for autoimmune rheumatic diseases and become the number one brand for basic medication in this field. It will also have an active presence in cosmetic, healthcare products, precision medicine and other fields and strive to become a diversified outstanding company in the comprehensive health industry. Professionalism, internationalisation, continuous innovation, and vitality are our corporate culture, and it is our relentless pursuit to help people live a happy and healthy life. The Company promotes team cooperation, and has defined clear individual responsibilities and established values of responsibility, pragmatism, open-mindedness and sharing. It aims to provide its customers with high-quality products, to create high-quality life for its employees, to obtain high-quality investments for its shareholders and to diligently perform its corporate responsibilities for the society. It inherits and introduces innovations on traditional medicine theory in order to develop and lead the future healthcare business.





員工準則

公司遵循尊重、公平的原則，致力於打造和諧、健康的工作環境及公平、發展的職場氛圍。在提供就業機會、薪酬、培訓、績效考核、晉升等事務上均遵循以上原則，從未因性別、年齡、民族、宗教、文化及教育背景等因素而存在歧視，致力於為所有員工提供平等的發展平台，保障員工的各項合法權益，努力營造健康、和諧的工作環境。本集團的僱用政策嚴格遵守有關薪酬和解僱、招聘和晉升、工作時間、休息時間、平等機會、多樣性、反歧視以及其他福利和福利的現行法律法規。

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

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

二零二零年內，本集團未出現違反上述法律、法規之情形。

Employee Guidelines

On the principle of respect and fairness, the Company is committed to creating a harmonious and healthy working environment, and fair and developmental workplace atmosphere, and also follows the above principles in providing employment opportunities, remuneration, training, performance assessment and promotion, and has never discriminated on the grounds of gender, age, ethnicity, religion, culture and educational background. It is committed to providing all employees with an equal development platform and protecting their lawful interests, and strives to create a healthy and harmonious working environment. The Group's employment policies strictly followed the prevailing laws and regulations regarding compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

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

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

In 2020, the Company did not violate any of the above laws and regulations.





環境、社會及管治報告

Environmental, Social and Governance Report

用工政策

本集團招聘選拔旨在引進優秀人才加入本集團，為內部員工提供多種職業發展機會，共同為本集團的發展作出貢獻。本集團注意和瞭解每個人才的職業發展和特長，最高程度地將合適的人才安排在合適的崗位上，關愛員工，達到員工與本集團共同發展的目標。

公司對每一位員工實施科學的績效及發展管理。有效地將本集團的戰略目標和個人及團隊的目標聯繫在一起，進行量化管理，並且在完成業績目標的同時，確保員工個人的發展和成長。

本集團每年根據員工綜合業績、目前薪酬、市場酬資水準、業務環境、通貨膨脹率等資料進行薪酬的調整，並確保公司的整體薪酬具有一定的市場競爭力。並按國家規定為員工繳納養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金。本集團奉行不分民族、宗教信仰、性別，與所有員工簽訂了書面形式的勞動合同，為保護員工集體權益，由工會組織和本集團協調簽訂《工資集體協議》、《勞動集體協議》。

本集團一直致力於如何前瞻性的選拔、激勵和保留優秀員工。本集團的組織發展與人才管理著力於不斷為員工提供完善的培訓發展體系，合理的績效評估，制訂科學的職務發展通道，同時關注員工認可及激勵，從而使員工具有長期學習與發展的推動力，最終達到構建整個組織能力的長遠目標。

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

Employment Policy

The Group aims to attract excellent talent to the Group through recruitment and selection and provides multiple career development opportunities for internal employees, jointly contributing to the development of the Group. The Group pays attention to and understands professional development and expertise of each talent, assigns talent to appropriate posts to the extent possible and cares for its employees to achieve the goal of joint development of the employees and the Group.

The Company provides scientific performance and development management to each employee, effectively links strategic objectives of the Group to the objectives of the individual and the team for quantitative management, and ensures individual development and growth of the employee as well as achievement of performance target.

The Group annually adjusts the remuneration of the employees according to comprehensive performance, current remuneration, remuneration level in the market, business environment, and inflation rate and other information to ensure the Company's overall compensation has certain market competitiveness. The Company also makes contributions to pension, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing fund for its employees in accordance with national regulations. Regardless of nationality, religious belief and gender, the Group signs written labour contracts with all employees. In order to protect collective rights and interests of the employees, *Collective Wage Agreement and Collective Labour Agreement* are signed by labour union and the Group through coordination.

The Group has been committed to selecting, motivating and retaining excellent employees in a forward-looking way. Organisational development and talent management of the Group focus on continuously providing employees with a sound training development system and reasonable performance evaluation, formulating a scientific career development channel, and concerning about staff recognition and motivation, so as to provide long-term impetus for learning and development, and ultimately achieve the long-term goal of building the capacity of the whole organisation.

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





工作時間

為保護員工勞動及休息權益及幫助員工獲得工作和生活之平衡，本集團員工之工作時間符合《中華人民共和國勞動法》及《中華人民共和國勞動合同法》中的有關要求。本集團行政、管理職能員工實行每周40小時工作時間的制度；生產員工實行輪班、輪休制度。銷售人員實行不定時工作制。若需要員工超時工作本集團會依照國家相關勞動法律、法規的有關規定，向員工支付相應的工作報酬。員工的休息日及法定節日與國家勞動法規一致。

人員結構

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

員工權益及福利

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

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

Working Hours

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

Staff Structure

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

Rights and Benefits of Employees

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

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





環境、社會及管治報告

Environmental, Social and Governance Report

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

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

員工健康與安全

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

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

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

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

Staff Health and Safety

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

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





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

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

員工培訓與發展

本集團尊重人才，期以發展。本著組織與個人融合發展的理念，二零二零年集團繼續朝著構建學習型組織方向進行，持續推進全方位的人才培訓體系，並取得良好的效果。包括新員工入職系列培訓、生產管理專項培訓、市場銷售專項培訓、通用技能培訓、領導力發展計劃、團隊建設培訓等。

二零二零年集團培訓除人力資源部組織的系列培訓外，醫藥、美容、健康公司分別組織開展了內部培訓，主要圍繞新員工入職培訓、管理開發培訓、專業技能及學歷繼續教育等工作展開。共約有660餘人次參加，人均培訓時長約9.5小時，全面提升了員工的業務水準和綜合素質。

The Group has formulated the Employee Health Management Procedures and the Hygiene and Personal Health Condition Management Procedures, and organises all employees to receive regular comprehensive health examinations every year. For its employees at positions with occupational hazards, the Group strictly implements the requirements of the Law of the PRC on Prevention of Occupational Diseases and relevant labour protection regulations, and strives to lower the incidence of occupational diseases through regular health examinations and resting.

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

Staff Training and Development

The Group values talent and provides a platform for its development by conforming to the philosophy of common development of the Group and employees. In 2020, it continued to build a learning-oriented organisation and promote an all-round talent training system covering new employee induction, special production management training, special sales and marketing training, general skills training, a leadership development plan, team building training, etc, which had produced positive results.

In 2020, in addition to the series of training organised by the Human Resources Department, the pharmaceutical, cosmetics and healthcare units also organised internal training, mainly focusing on new employee induction training, management development training, professional skills and continuing education. A total of more than 660 people participated in the training, and around 9.5 hours of training per person, which comprehensively improved the business standards and comprehensive quality of employees.





環境、社會及管治報告

Environmental, Social and Governance Report

案例：二零二零年醫院銷售團隊和商務分銷及OTC新員工培訓

二零二零年八月和九月，本集團分別為醫院銷售團隊和商務分銷及OTC團隊的新員工組織培訓，來自全國各地50多位醫院銷售團隊新員工及商務分銷及OTC團隊全員參加了新員工培訓。

新員工培訓為期3天，培訓內容主要由新員工入職培訓和新員工銷售技能培訓兩部分組成，旨在使新員工全面瞭解公司概況、發展歷程、公司文化、發展前景，熟悉公司規章制度，提高新員工的最新醫藥行業形勢整體大局觀，使業務推廣技能提升，深化掌握產品知識和相關醫學知識和提高新員工的凝聚力和企業歸屬感。

除此之外，商務分銷及OTC團隊的新員工培訓亦邀請到了第二屆DTP委員會秘書長為大家帶來「處方藥多管道的行銷實戰」技能培訓，內容主要從處方藥的行業發展趨勢、處方藥的零售化操作方式、處方藥互聯網行銷模式及目標客戶銷售活動的談判技能等方面進行深入剖析講解，並結合浙江省的試點操作及實戰專案的案例分析，使學員瞭解到如何針對不同管道提升產品上量的能力。

本集團行政總裁陳力先生圍繞《不負初心，堅定使命》，從當前醫藥市場外部環境到疫情期間各部門為達成本集團戰略規劃目標的不懈努力，結合本集團的實際事蹟，從忠誠、方向、感恩、合規等方面，諄諄教誨，寄語新員工敬業、勇於擔當、甘於奉獻、懷揣感恩之心，努力成為一位優秀的朗生人。

Case: Training of New Staff of Hospital Sales Team and Commercial Distribution and OTC Team in 2020

In August and September 2020, the Group organised training for new staff of the hospital sales team and the commercial distribution and OTC teams respectively. More than 50 new staff of the hospital sales team and all staff of the commercial distribution and OTC teams nationwide participated in the training for new staff.

The training of for new staff lasted for 3 days and consisted of two parts: new staff induction training and new staff sales skills training, aiming at providing new staff with a comprehensive understanding of the Company's profile, development history, corporate culture and development prospects, familiarising them with the Company's rules and regulations, improving their overall perspective on the latest pharmaceutical industry situation, enhancing their business promotion skills, deepening their mastery of product knowledge and related medical knowledge, and improving their cohesion and sense of belonging to the Company.

In addition, for the new staff training for the commercial distribution and OTC teams, the Company also invited the Secretary General of the 2nd DTP Committee to deliver a skill training on "Prescription Drug Marketing by Multiple Channels", which mainly focused on the in-depth analysis and explanation of the industry development trend of prescription drugs, the retailing operation of prescription drugs, the internet marketing model for prescription drugs and the negotiation skills for target customers in sales activities, etc., and by taking the pilot operation in Zhejiang Province and case studies of practical projects as examples. Participants can understand how to enhance product volume growth through different channels.

Mr. Chen Li, Chief Executive Officer of the Group, gave a lecture on "Live up to the original aspiration, committed to our mission" which included the current external environment of the pharmaceutical market, the unremitting efforts of various departments to achieve the strategic planning objectives of the Group during the COVID-19 pandemic, combined with the actual achievements of the Group. He gave lessons on loyalty, direction, gratitude and compliance, and sent a message to the new staff to be dedicated, willing to take up responsibility and be grateful, and strive to become an outstanding member of the Lanssen team.





供應鏈管理

本集團始終秉承品質是品牌的生命、責任是品質的保證這一宗旨，積極發展與供應商、配送商以及客戶的合作關係，在合理降低公司運營成本、提升產品及服務品質及減少合作風險的前提下，充分發揮供應鏈管理部門在採購訂單、倉儲和物流管理、銷售發貨等方面的重要作用，樹立公司品牌形象，助力公司發展。

本集團目前經營範圍有藥品、醫療器械、美容產品等領域，相關政府監管部門批准的經營許可證明齊全並在有效期內。本集團為保證供應鏈各環節的高效運行，根據公司各產品的銷售預期，建立了與之匹配的供應制度和流程，並結合品質管制部門對供應商、配送商和客戶的監管，形成較為完善的供應鏈管理體系。

Supply Chain Management

By always adhering to the principle of “Quality is the life of a brand and Responsibility is the guarantee of quality”, the Group has been actively developing cooperative relationships with suppliers, distributors and customers. Under the premise of rationally reducing the operating costs, improving the quality of products and services, and reducing cooperation risks, the Group gives full play to the important role of the supply chain management department in purchasing order, warehousing and logistics management, sales and delivery etc., so as to establish the Company’s brand image and help its development.

The Group’s current business scope includes pharmaceuticals, medical devices and cosmetic products etc., and has obtained all relevant and valid business licences approved by relevant government regulatory authorities. In order to ensure the efficient and effective operation of all links in the supply chain, the Group has established a matching supply system and processes based on the Company’s product sales expectations, and has formed a relatively complete supply chain management system combined with the Quality Control Department’s supervision of suppliers, distributors and customers.





環境、社會及管治報告

Environmental, Social and Governance Report

本集團在供應商管理方面，依據《中華人民共和國藥品管理法》、《藥品生產品質管制規範》、《中華人民共和國藥典》、《藥品經營品質管制規範》、《醫療器械監督管理條例》、《醫療器械經營品質管制規範》等相關法律、法規要求，制定了《供貨單位及產品的審核管理制度》、《首營企業審核程式》、《首營品種審核程式》、《採購管理制度》等一系列制度，首次購進，需由供應鏈管理部和品質管制部共同對供應商進行全面的資質審核，批准後方可將供應商設為首營企業，再經供應鏈管理部安排後續進貨，同時GMP/GSP電腦管理系統自動管控供貨單位的證照有效期，近效期時會預警提醒，到期後系統會自動凍結，需更新企業證照資料後方可解凍，實施採購計劃。另外品質管制部與供應鏈管理部每年至少對供應商進行一次品質評審，建立供貨單位品質評審檔案，根據《供應商甄選與考核標準操作規程》，決定供應商資格的保留或取消，最終形成《合格供應商目錄》，並根據實際情況不斷完善之。本集團對於任何物料的供應，都保證不少於兩家合格供應商，以防止突發情況發生時保障物料的及時供應。對於重點物料供應採取集中招標採購，並對供應商分級管理，保證資源配置合理，達到供應鏈管理效益最大化。

In terms of supplier management, the Group has formulated Suppliers and Products Selection and Management System, Newly-operated Suppliers Selection and Management System, New Product Selection and Management System, Procurement Management System etc. in accordance with the relevant laws and regulations such as the Drug Administration Law of the PRC, Good Manufacture Practice of Medical Products, Pharmacopoeia of the PRC, Good Supply Practice for Pharmaceutical Products, Regulation on the Supervision and Administration of Medical Devices and Good Supply Practice for Medical Devices. For the firstly-purchased products, a comprehensive qualification review of the relevant supplier is required by the Supply Chain Management Department and the Quality Control Department. After approval, the relevant supplier can be categorised as a newly-cooperated enterprise, and subsequent purchases will then be arranged by the Supply Chain Management Department. At the same time, GMP/GSP computer management system automatically monitors the validity period of the licences of the suppliers. It will issue early warning when the expiration date is near and will automatically freeze the cooperation after the expiration date. The licence information needs to be updated before it can be unfrozen and subsequent procurement plan can be implemented. In addition, the Quality Control Department and the Supply Chain Management Department conduct quality reviews of suppliers at least once a year, establish supplier quality review files, and determine the retention or cancellation of supplier qualifications in accordance with the Standard Operating Procedures for Supplier Selection and Evaluation, so as to finally compile the Qualified Suppliers List and constantly improve it according to the actual situation. For the supply of any material, the Group guarantees no less than two qualified suppliers to ensure the timely supply of materials in the event of an emergency. In terms of the supply of key materials, centralised bidding and procurement is adopted, and suppliers are hierarchically managed to ensure reasonable resource allocation and maximise the benefits of supply chain management.





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

本集團於二零二零年加強了對於供應鏈管理工作的內部審計，並根據審計報告及時發現和更正日常管理工作的疏漏，以保證供應鏈管理體系的良性運行，同時對達到本集團招標採購要求的產品和服務進行集中招標採購。

截至二零二零年十二月三十一日，本集團共向97家供應商採購原材料、輔料、包材和成品。主要分佈情況：台港澳1家、華東58家、華南7家、華北11家、華中12家、西南3家、西北4家及東北1家。其中原材料供應商86家、藥品供應商3家、醫療器械供應商1家及化妝品供應商5家。以上供應商均經過供應商和產品資質審核和供應商品質管制體系評價為合格。

The Group also conducts annual quality appraisal on all of its products. It has signed Quality Assurance Agreement with pharmaceutical suppliers and other related product suppliers as well as service companies, respectively. It also assesses the quality control systems of suppliers, distributors and customers every year, and pays close attention to quality information on the website of national regulatory department. If the supplier does not pass the assessment or serious quality issues are identified, the Group will suspend the supplier's product provisions and its downstream customers' product delivery immediately and freeze their qualification of procurement and supply in its system to ensure the quality and safety of our products.

The Group has enhanced the internal audit of its supply chain management in 2020 and has rectified the identified deficiencies and omissions in the daily management according to audit reports to ensure the efficient operation of the supply chain management system, and at the same time conducted centralised bidding and procurement of products and services that meet the Group's bidding and procurement requirements.

For the year ended 31 December 2020, the Group procured raw materials, auxiliary materials, packaging materials and finished products from 97 suppliers with geographical distribution as follows: 1 in Taiwan, Hong Kong and Macau, 58 in East China, 7 in South China, 11 in North China, 12 in Central China, 3 in Southwest China, 4 in Northwest China and 1 in Northeast China. Among them, 86 were raw materials suppliers, 3 were pharmaceutical suppliers, 1 was medical device supplier and 5 were cosmetic suppliers. The above suppliers all passed our supplier and product qualification assessment and supplier quality management system appraisal.





環境、社會及管治報告

Environmental, Social and Governance Report

產品品質

行業政策法規

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

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

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

Product Quality

Policies, Laws and Regulations Concerning the Industry

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

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

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





品質管制體系

本集團致力於確保產品品質及安全，本著「認真真做藥，踏踏實實做人」的原則為社會提供安全有效的產品。特別是集團的產品大多屬於藥品，保證產品品質及安全是集團工作的重中之重。嚴格遵守相關法律法規，規範管理，避免出現任何違法違規的事件。集團組織結構完整，明確各部門崗位的品質職責，並配備符合崗位資質要求的品質管制人員，對相關崗位人員進行培訓與考核。按照國家相關法律、法規要求制定產品經營品質管制制度、操作規程檔，並根據法律、法規及集團實際情況進行修訂。

本集團配備符合GSP要求的倉儲物流設施設備及電腦資訊管理系統，對冷鏈等相關設備進行定期驗證。

作為一個集產品研發、生產、銷售於一體的大型醫藥公司，本集團一直以來，以「品質第一，規範至上，持續改進，顧客滿意」為品質方針，嚴格遵守藥品GMP管理規範的相關要求，在生產過程中，始終嚴把品質關。二零二零年本集團產品外部抽樣合格率为100%。

本集團建立了品質風險管理制度，確保從產品研發階段、供應商選擇、採購程序控制、驗收儲存管理、生產過程、檢驗過程、銷售過程等方面均進行全面的品質風險評估，確保產品整個生命週期（產品研發到產品退市）的穩定。生產過程中若出現不合格產品，質量管理人員均有權實行一票否決，確保出廠產品完全符合質量要求。

Quality Management System

The Group is committed to ensuring the quality and safety of its products. It provides safe and effective products for the society based on the principle of producing medicine conscientiously and steadfastly. Especially most of the products of the Group are medicines. To ensure the quality and safety of products is the top priority of the Group. It will strictly comply with relevant laws and regulations, standardise its management, and avoid any violations of laws and regulations. The Group is properly organised with various departments, each of which has its own responsibility for quality and has quality control personnel with appropriate qualification who will be responsible for the training and appraisal of relevant staff. We have formulated a product management quality control system and operation code for our products in accordance with the relevant laws and regulations of the PRC and will make relevant amendments according to applicable laws and regulations and the actual practice of the Group.

The Group is equipped with storage and logistics equipment and facilities and computer management system which meet the requirements of GSP, and would regularly check such cold chain equipment.

As a large pharmaceutical company integrating product research and development, production and sales, the Group has always taken “quality oriented, standardisation first, continuous improvement, customer satisfaction” as its quality approach. The Group strictly complies with the relevant requirements of GMP management standard of drugs and strictly controls the quality throughout the production process. In 2020, the qualified rate of external sampling of the Group’s products was 100%.

The Group has established a quality risk management system to ensure a comprehensive quality risk assessment for various aspects, including product research and development, supplier selection, procurement process control, acceptance and storage management, production process, inspection process and sales process, to ensure the stability of the product life cycle (from research and development to pulling off shelf of product). Quality control personnel has absolute discretion to refuse any unqualified products identified during the manufacturing process so as to ensure all products met relevant quality requirements before leaving the factory.





環境、社會及管治報告

Environmental, Social and Governance Report

集團通過認證：

認證類型

Certification Category

藥品生產品質管制規範認證(GMP)

Good Manufacturing Practices in drug production (GMP)

危害分析關鍵控制點(HACCP)

Hazard Analysis and Critical Control Points (HACCP)

韓國藥品生產品質管制規範認證(KGMP)

Korea Good Manufacturing Practice (KGMP)

經營環節品質控制

本集團實施從原料採購，供應商管理到產品銷售的全線GMP管理模式，從原料採購、進貨直到入庫均採用嚴格的驗收制度。定期進行供應商審計，確保原料來源可靠；生產過程嚴格遵照GMP規範管理，對產品執行內控標準管理，確保出廠產品完全符合品質要求。本集團建立了相關的產品召回程式，對存在品質隱患可能危及或傷害使用者健康的產品能確保及時召回，保障人民用藥安全有效。二零二零年一月至今未發生因產品品質原因的召回。

公司通過有價值的體系認證來不斷完善自己的品質體系，跟上國際化發展趨勢，確保與國際接軌。

The Group has obtained the following certifications:

發證機構

Issuing Agency

國家食品藥品監督管理局

China Food and Drug Administration

瑞士通用公證行(SGS)

Société Générale de Surveillance (SGS)

韓國食品藥物安全部(MFDS)

Ministry of Food and Drug Safety

Quality Control in Operation

The Group has implemented a GMP management model for raw material procurement, supplier management and product sales, and has adopted a strict inspection and acceptance system for the processes of procurement, delivery and storage of raw materials. Regular supplier audit is performed to ensure reliable source of raw materials. The production process strictly abides by GMP standard management, and internal control standard management is implemented for products, ensuring products leaving the factory fully meet the quality requirements. The Group has formulated relevant product recall procedures to make sure that products which have safety defects and may endanger or adversely impact the users' health can be recalled in a timely manner so as to ensure the safety and effectiveness of the products for the consumers. No recall due to product quality issue has occurred since January 2020.

Through the valuable system certification, the Company continuously improves its quality system, keeps up with the trend of internationalisation, and ensures that it is in line with international standards.





產品品質查詢、投訴、收回管理

質量管理部負責產品品質查詢、投訴問題處理，消費者或下游客戶可通過集團業務人員或客服部回饋查詢、投訴問題。質量管理部根據回饋情況，調查核實問題原因，調查清楚後給予答覆；對於涉及生產方面問題，質量管理部回饋供貨商或生產企業，由後者給予調查、答覆。對於容易重複出現的問題，制定預防措施並跟進。二零二零年顧客投訴處理率為100%。

維護及保障智慧財產權

本集團經營產品中，藥品附有電子監管碼，醫療器械產品附有防串碼，可對產品進行追溯，同時可防止假冒產品冒用集團品牌。同時，本集團一直非常重視知識產權維護和保障，多年來持續不斷的註冊自己商標品牌，積極申報專利保護，一般每年都會新申報發明專利，至今已經擁有註冊商標76件，有效授權發明專利19項。公司通過提升企業智慧財產權意識，提高創新創造活力，從而增強市場競爭力，為企業持續發展護航。

消費者隱私保障

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

Enquiry, complaint and recall management in relation to product quality

Our quality management department is responsible for enquiries and complaints handling regarding product quality. Consumers or downstream customers may give feedback and make complaints through the Company's sales personnel or customer service department. The quality management department will inspect and verify the causes based on the feedback before making a reply. As for production issues, the quality management department will forward the issues to suppliers or manufacturing enterprises for their inspection and reply. Preventive and follow-up measures will be formulated for repetitive issues. Customer complaint handling rate in 2020 was 100%.

Intellectual Property Rights Protection

For the products of the Group, pharmaceuticals and medical devices come with electronic monitoring codes and anti-tampering codes respectively, which can be used to track the products and prevent counterfeit products from using the Company's brand. Meanwhile, the Group has always attached great importance to the maintenance and protection of intellectual property rights. The Group has been registering its trademarks and brands and actively declaring patent protection for years. Generally, the Group applied for new patents every year and possesses 76 registered trademarks and 19 valid patented inventions to date. The Company has enhanced its market competitiveness through enhancing the awareness of intellectual property rights and innovation and creativity, with an aim to escort the sustainable development of the enterprise.

Consumer Privacy Protection

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





環境、社會及管治報告

Environmental, Social and Governance Report

反腐敗

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

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

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

Anti-corruption

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

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

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





社會公益

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

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

Social Welfare

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

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





董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

常務執行董事

陳力先生，59歲，為本公司常務執行董事兼集團行政總裁。陳先生在醫藥行業擁有超過25年經驗。於二零一四年七月至加入本集團前，陳先生在中國Alfa Wassermann擔任總經理。陳先生以前曾在多家國際知名醫藥企業工作。二零零九年六月至二零一二年十一月，他在美國雅培擔任中國部總經理；二零零四年至二零零九年六月，他在惠氏製藥公司中國上海擔任助理副總裁。一九九二年至二零零四年期間，分別在葛蘭素史克、赫斯特醫藥中國、拜耳製藥中國、巴斯夫科諾中國、羅素中國工作。陳先生於一九八三年在同濟醫科大學取得醫學學士(內科醫生)學位。

非執行董事

吳鎮濤先生，67歲，為本公司非執行董事兼主席。他也為Cathay International Holdings Limited (「Cathay」)(一間在倫敦證券交易所上市的公司)的執行主席，同時兼任該公司執行委員會及薪酬委員會主席。吳先生為Cathay集團創始人。在過去的二十幾年裡，Cathay集團主要在中華人民共和國經商及投資。吳先生生於北京並在當地接受教育。他於一九八二年畢業於北京工業大學，並持有工商管理學位。吳先生於一九八二年至一九八五年在國家科研機構擔任高級行政人員後，於一九八六年至一九八九年先後出任兩家新成立的國有金融機構董事總經理職務。自一九八八年起，吳先生通過一些公司投資及發展了深圳富苑酒店(現為深圳富苑皇冠假日套房酒店)，成立了國泰國際水務有限公司集團公司，大規模投資中國公用事業及基礎設施。當時的策略性股東包括摩根大通、新加坡科技、瑞銀集團、西班牙國際銀行及野村集富亞洲投資公司。此項業務曾經是中國自來水及污水處理項目最大的外方投資者，淨資產額超過十億美元。

Executive Managing Director

Mr. CHEN Li, age 59, is the Executive Managing Director and Chief Executive officer of the Group. Mr. Chen has over 25 years of experience in the pharmaceutical industry. Prior to joining the Group, Mr. Chen has been General Manager of Alfa Wassermann China since July 2014. Mr. Chen worked for a number of internationally renowned pharmaceutical companies in the past. He was previously General Manager of China with Abbot from June 2009 to November 2012 and Assistant Vice President of Wyeth Pharmaceuticals Shanghai from 2004 to June 2009. During the period from 1992 to 2004, Mr. Chen also worked in GlaxoSmithKline, Hoechst China, Bayer China, BASF Knoll China and Roussel China. Mr. Chen obtained a bachelor's degree in Medicine (Doctor of Internal Medicine) from Tongji Medical University in 1983.

Non-executive Directors

Mr. WU Zhen Tao, age 67, is a non-executive Director and chairman of our Company. He is also executive Chairman and is the Chairman of the Executive and Remuneration Committees of Cathay International Holdings Limited ("Cathay"), a company listed on the London Stock Exchange and founder of the Cathay Group, which has over 20 years' history of business and investment focused on the PRC. He was born and educated in Beijing. He graduated from the Beijing University of Technology in 1982. He also has a degree in Business Administration. Mr. Wu acted as a senior executive in government scientific institutes in the PRC from 1982 to 1985 and as managing director of two newly established state owned financial institutions in the PRC from 1986 to 1989. Since 1988 Mr. Wu has, through companies, invested in and developed the Landmark Hotel (now called Crowne Plaza Hotel & Suites Landmark Shenzhen) in Shenzhen and established the Cathay International Water Limited group of companies, which made substantial investments in public utilities and infrastructure in the PRC. Strategic shareholders were JP Morgan, Singapore Technologies, UBS, Banco Santander and Nomura JAFCO, and this business was once the largest foreign investor in water and waste water treatment projects in the PRC with net assets of over US\$1 billion.



Biographical Details of Directors and Senior Management

Stephen Burnau HUNT 先生，81歲，為本公司非執行董事兼前任主席。Hunt先生於一九九二年加盟國泰國際集團。他為Cathay International Holdings Limited的副主席兼非執行董事，曾任香港一家投資公司Aliant Capital的董事總經理。Hunt先生為美國人，曾在美國銀行工作24年，擔任國際性管理及借貸職位，並擔任香港美國銀行的高級副總裁及區域總經理。一九八九年，彼出任香港美國商會主席；一九九零年，彼獲委任加入香港政府的國際商業委員會；一九八九年至一九九一年，彼出任香港政府的自由貿易顧問委員會成員。Hunt先生目前出任香港美國商會慈善基金的受託人，由二零零四年十一月至二零一一年六月亦為聯交所主板及創業板上市委員會成員。Hunt先生由二零一二年至二零一五年擔任一家在香港成立的私人投資公司Solar Plus (HK) Limited的董事兼行政總裁。彼於一九六一年於杜克大學取得文學士學位，於一九六三年於哥倫比亞大學取得國際事務碩士學位。

劉雪姿 女士，44歲，為本公司非執行董事。劉女士於二零零二年加盟國泰國際控股有限公司，任職於企業發展部及資產管理部，擔任副總裁及資產管理部聯席主管。現為集團副總裁及公司秘書處主管。劉女士對企業併購及資產管理擁有超過14年經驗。在加盟國泰前，劉女士為一家美國基建網絡公司的亞太地區區域負責人，負責開發及拓展該公司在亞洲地區的業務。劉女士於一九九九年於美國三藩市大學經濟學院取得工商管理學士學位。

Mr. Stephen Burnau HUNT, age 81, is a non-executive Director and former chairman of our Company. Mr. Hunt joined the Cathay International Group in 1992. He is the deputy chairman and a non-executive director of Cathay International Holdings Limited. Mr. Hunt was formerly the managing director of Aliant Capital, an investment company in Hong Kong. Mr. Hunt, a US citizen, spent 24 years with Bank of America in international management and lending positions. Mr. Hunt was senior vice president and area general manager for Bank of America located in Hong Kong. Mr. Hunt was president of the American Chamber of Commerce in Hong Kong in 1989. In 1990, Mr. Hunt was appointed to the Hong Kong Government's International Business Committee, and from 1989 to 1991 was a member of the Hong Kong Government's Advisory Committee on Free Trade. Mr. Hunt is currently a trustee of the American Chamber of Commerce's Charitable Foundation. Mr. Hunt also served as a member of the Main Board and GEM Listing Committee of the Stock Exchange from November 2004 to June 2011. From 2012 to 2015, Mr. Hunt was a director and Chief Executive Officer of Solar Plus (HK) Limited, a private investment company incorporated in Hong Kong. Mr. Hunt obtained a bachelor of arts degree from Duke University in 1961 and a master's degree in international affairs from Columbia University in 1963.

Ms. LIU Xuezi, age 44, is a non-executive Director of our Company. Ms. Liu joined Cathay International Holdings Limited in 2002 and worked in the corporate development department and asset management department, as vice president and co-head of asset management department. She is currently vice president and head of company secretarial centre of the Group. Ms. Liu has over 14 years of experience in mergers and acquisitions and asset management. Before joining Cathay, Ms. Liu was head of the Asia-Pacific region of a US network infrastructure company, responsible for the start-up and expansion of the company's business in Asia. Ms. Liu graduated from the School of Economics of University of San Francisco, majoring in business administration, in 1999.



董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

獨立非執行董事

陳記煊先生，69歲，為本公司獨立非執行董事。陳先生於二零一零年四月九日加盟本集團。彼在外聘審核、訊息科技審核、培訓、會計及金融、公司秘書及公司行政管理、資訊系統管理、內部審核、訊息安全、風險管理及合規等專業領域有超過三十年的經驗。陳先生是香港會計師公會（「香港會計師公會」）、英國特許公認會計師公會資深會員及澳洲會計師公會資深會員及訊息科技專家。彼亦是國際資訊系統審計與控制協會認可訊息系統審計師及香港董事學會資深會員。陳先生是思與智顧問有限公司的行政總裁、新里程電腦系統有限公司的高級顧問，於二零一零年九月一日至二零一四年八月三十一日為香港理工大學會計及金融學院的兼任教授。陳先生於二零一七年八月十八日獲委任為中國寶力科技控股有限公司（股票代號：0164）的獨立非執行董事，並於二零一七年九月二十六日獲委任為審核委員會主席。彼並於二零一八年九月二十一日獲委任為美臻集團控股有限公司（股票代號：1825）的獨立非執行董事，並於同日獲委任為審核委員會主席。陳先生於一九九一年至一九九六年在康聯人壽保險有限公司（前稱怡和人壽保險有限公司）任職，離職前為合規總經理。彼於一九九六年至二零零零年在道亨銀行／國浩集團有限公司擔任內部審核主管，於二零零一年至二零零三年在星展銀行（香港）有限公司擔任大中華地區合規主管及董事總經理，於二零零四年至二零零五年在南順（香港）有限公司擔任集團財務總監，於二零零六年擔任香港會計師公會專業水平審核總監，並於二零零六年十二月至二零零九年四月擔任中國平安保險（集團）股份有限公司集團合規部主管。陳先生於一九七六年畢業於香港理工學院，獲得高級會計文憑。

Independent non-executive Directors

Mr. CHAN Kee Huen, Michael, age 69, is an independent non-executive Director of the Company. Mr. Chan joined our Group on 9 April 2010. He has over 33 years' experience in external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance. Mr. Chan is a fellow of The Hong Kong Institute of Certified Public Accountants ("HKICPA"), The Association of Chartered Certified Accountants; and a fellow and specialist in information technology of CPA Australia. He is also a certified information systems auditor with the Information Systems Audit and Control Association and a fellow of the Hong Kong Institute of Directors. Mr. Chan is the chief executive of C&C Advisory Services Limited, senior advisor of New Frontier Computer Systems Limited and was an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University from 1 September 2010 to 31 August 2014. Mr. Chan was appointed as an independent non-executive director of China Baoli Technologies Holdings Limited (stock code: 0164) on 18 August 2017 and Chairman of the Audit Committee on 26 September 2017. He was also appointed as an independent non-executive director and Chairman of the Audit Committee of Sterling Group Holdings Limited (stock code: 1825) on 21 September 2018. Mr. Chan has worked at CMG Life Assurance Limited (formerly Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance. He was the head of internal audit of Dao Heng Bank/Guoco Group Limited from 1996 to 2000, the head of compliance in Greater China, managing director of DBS Bank (Hong Kong) Limited from 2001 to 2003, the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the director of Quality Assurance of HKICPA in 2006 and the head of group compliance of Ping An Insurance (Group) Company of China, Limited from December 2006 to April 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic in 1976.



Biographical Details of Directors and Senior Management



Fritz Heinrich HORLACHER先生，71歲，為本公司獨立非執行董事。Horlacher先生於二零一一年二月十日加盟本集團。彼於醫藥行業擁有超過三十年的經驗。Horlacher先生於一九七四年開始在羅氏澳洲從事醫藥工作。其後由一九八一年至二零零八年於裕利醫藥亞太(「裕利醫藥」)工作，並由一九九五年至二零零八年擔任裕利醫藥的行政總裁，負責提供服務予亞太地區逾125個以研究為主的國際醫藥製造商的業務。Horlacher先生於二零零八年退任裕利醫藥行政總裁一職。由二零零五年至二零零七年，彼為Invida Group Pte Ltd的替任董事。由二零零二年至二零零四年，彼為Australian Pharmaceutical Industries Limited (於澳洲證券交易所上市的公司)的非執行董事。由二零零二年至二零零八年，彼為國際藥物批發商聯合會(International Federation of Pharmaceutical Wholesalers)董事會的亞洲代表。彼為Alliance Boots之醫藥批發部門之亞洲區域董事，並於二零一一年至二零一三年擔任廣州醫藥有限公司之董事兼董事會主席。Horlacher先生由二零一三年一月至二零一五年八月擔任總部設在德國漢堡的全球醫療器械公司BSN Medical顧問委員會的非執行委員。Horlacher先生於一九六九年畢業於瑞士的Montana Institute及於一九七二年畢業於南非的Union College。

楊德斌先生，54歲，為本公司獨立非執行董事。楊先生於二零一八年十月六日加盟本集團。楊先生曾擔任政府資訊科技總監，負責制定香港資訊業在數碼經濟、電子政府、網絡安全及制定香港成為世界領先的智慧城市發展藍圖的政策及策略。他曾擔任香港科技園公司的首席企業發展總監，負責制定科學園的發展策略、培育和支援生物科技、綠色科技、資訊科技及電子企業。楊先生在美國矽谷開展事業，曾任職多家高科技公司。此後，他曾於數家業務遍及亞洲的跨國公司、香港上市公司和私募股權基金擔任高級管理職位。楊先生持有德(克薩斯)州大學奧斯汀總校電機工程理學士學位，普渡大學電機工程理學碩士學位，以及西北大學凱洛管理學院及香港科技大學聯辦的行政人員工商管理碩士學位。

Mr. Fritz Heinrich HORLACHER, age 71, is an independent non-executive Director of our Company. Mr. Horlacher joined our Group on 10 February 2011. He has over 30 years' experience in the pharmaceutical industry. Mr. Horlacher started his pharmaceutical career with Roche Australia in 1974. Mr. Horlacher worked at Zuellig Pharma Asia Pacific ("Zuellig Pharma") from 1981 to 2008 and was the chief executive officer of Zuellig Pharma from 1995 to 2008. He was responsible for its operations servicing more than 125 international research-based pharmaceutical manufacturers in the Asia Pacific region. Mr. Horlacher retired as chief executive officer of Zuellig Pharma in 2008. From 2005 to 2007, Mr. Horlacher was an alternate director of Invida Group Pte Ltd. Mr. Horlacher was a non-executive director of Australian Pharmaceutical Industries Limited (a company listed on the Australian Securities Exchange) from 2002 to 2004. Mr. Horlacher was the Asia representative on the board of directors of the International Federation of Pharmaceutical Wholesalers from 2002 to 2008. He was regional director of Asia for the Pharmaceutical Wholesale Division of Alliance Boots and was also a director and chairman of the Board of Guangzhou Pharmaceutical Corporation from 2011 to 2013. Mr. Horlacher was a non-executive member of the Advisory Board of BSN Medical, a global medical device company based in Hamburg, Germany, from January 2013 to August 2015. Mr. Horlacher graduated in 1969 from Montana Institute in Switzerland and from Union College in South Africa in 1972.

Mr. YEUNG Tak Bun, Allen, age 54, is an independent non-executive Director of our Company. Mr. Yeung joined our Group on 6 October 2018. He served as the former Government Chief Information Officer, responsible for formulation of policies and strategies for Hong Kong's information industry in the development of digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world's leading smart city. He was the Chief Corporate Development Officer at the Hong Kong Science and Technology Parks Corporation, responsible for the development strategy of the science park, nurturing and supporting bio-tech, green-tech, IT and electronics enterprises. Mr. Yeung started his career in Silicon Valley and had worked for several high-tech companies. Thereafter, he held several senior management positions in multinational corporations, Hong Kong listed companies and private equity funds, with operations throughout Asia. Mr. Yeung holds a Bachelor of Science degree in Electrical Engineering from the University of Texas (Austin), a Master of Science in Electrical Engineering from Purdue University, and an Executive MBA from the Kellogg School of Management of the University of Northwestern in conjunction with the Hong Kong University of Science and Technology.





董事及高級管理人員履歷

Biographical Details of Directors and Senior Management

高級管理人員

南建設先生，55歲，為集團業務發展總監。南先生於二零零七年七月加盟本公司控股股東國泰國際集團，擔任國泰國際醫藥有限公司的投資總監，負責國泰國際集團業務發展及投資。南先生至今在投資併購方面擁有超過20年經驗。在加盟國泰國際集團前，由一九九六年至二零零五年，南先生曾在信託投資公司、製藥／生物工程公司及石油／化工／礦產公司擔任證券部及／或投資部負責人；二零零六年三月至二零零七年六月，在上海復星醫藥(集團)股份有限公司任投資部總監。南先生擁有中國證券經紀及證券諮詢職業資格，南先生於一九八六年在北京工業學院(現北京理工大學)取得工學學士學位，於一九九六年在復旦大學獲得經濟學碩士學位。

李華先生，36歲，為本公司財務中心總監。李先生於二零零七年八月加入本集團，歷任寧波立華財務主管、寧波立華財務部長、本集團營運副總監、本集團財務副總監及本集團財務總監等職。李先生為中國註冊會計師、中國高級會計師，李先生在二零零七年獲得寧波大學會計學學士學位。

洪舟先生，52歲，為寧波立華總經理。洪先生於二零一五年十一月加入本集團，在醫藥界工作超過25年，曾經在江西省藥檢所、諾華製藥、拜耳製藥、雅培製藥公司工作。洪先生在一九八九年年獲得江西大學(現為南昌大學)化學系分析化學專業學士學位。

Senior Management

Mr. NAN Jianshe, age 55, is the head of business development of the Group. Mr. Nan joined our company's controlling shareholder Cathay International Group in July 2007 as investment director of Cathay International Pharmaceutical Limited, responsible for the business development and investment of the Cathay International Group. Mr. Nan has over 20 years of experience in investment M&A. Before joining the Cathay International Group, Mr. Nan worked as head of the securities department and/or investment department in trust and investment companies, pharmaceutical/bioengineering companies and petroleum/chemical/mining companies from 1996 to 2005, and acted as the director of the investment department at Shanghai Fosun Pharma (Group) Co., Ltd. from March 2006 to June 2007. Mr. Nan has qualifications for Chinese securities brokerage and securities consulting. Mr. Nan obtained a bachelor of engineering degree from Beijing Institute of Technology in 1986 and a master's degree in economics from Fudan University in 1996.

Mr. LI Hua, age 36, is the head of the finance management centre of the Group. Mr. Li joined the Group in August 2007 and has held various positions including the supervisor of the finance department, the manager of the finance department of Ningbo Liwah, deputy operating director, the deputy head of finance management centre and head of finance management centre of the Group. Mr. Li is a Chinese Certified Public Accountant, China Senior Accountant and holds a bachelor's degree in accounting from Ningbo University.

Mr. HONG Zhou, age 52, is the general manager of Ningbo Liwah. Mr. Hong joined our Group in November 2015 and has over 25 years' experience in the pharmaceutical industry. Mr. Hong previously worked for Jiangxi Food and Drug Administration, Novartis, Bayer and Abbott. Mr. Hong obtained his bachelor's degree in analytical chemistry from Jiangxi University (now Nanchang University) in 1989.





董事會報告

Report of the Directors

董事會欣然提呈彼等之年度報告連同截至二零二零年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司作為投資控股公司。其主要附屬公司及聯營公司之業務分別載於綜合財務報表附註34及21。

業務回顧

本集團截至二零二零年十二月三十一日止年度的業務回顧分別載於第6頁至12頁之「主席報告」、第13頁至23頁之「管理層討論及分析」、第24頁至45頁之「環境、社會及管治報告」及第64頁至86頁之「企業管治報告」。

業績及分派

本集團截至二零二零年十二月三十一日止年度之業績載於第92頁至93頁之綜合損益及其他全面收益表。

董事不建議就截至二零二零年十二月三十一日止年度派發末期股息。

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註15。

借款

本集團之借款詳情載於綜合財務報表附註28。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註26。

截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

The Board of Directors are pleased to present their annual report together with the audited consolidated financial statements for the year ended 31 December 2020.

Principal Activities

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are set out in Notes 34 and 21 to the consolidated financial statements respectively.

Business Review

The business review of the Group for the year ended 31 December 2020 is set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis", "Environmental, Social and Governance Report" and "Corporate Governance Report" on pages 6 to 12, pages 13 to 23, pages 24 to 45 and pages 64 to 86 respectively.

Results and Appropriations

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 92 to 93.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2020.

Property, Plant and Equipment

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

Borrowings

Particulars of borrowings of the Group are set out in Note 28 to the consolidated financial statements.

Share Capital

Details of movements in share capital of the Company during the year are set out in Note 26 to the consolidated financial statements.

During the year ended 31 December 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.





董事會報告

Report of the Directors

本公司之可分派儲備

於二零二零年十二月三十一日，按照開曼群島公司法計算，本公司之可分派儲備金額為24,172,000美元。本公司儲備於年內之變動詳情載於綜合財務報表附註27。

主要客戶及供應商

年內，本集團之五大客戶銷售總額佔本集團銷售總額約35.9%（二零一九年：30.1%），而其中最大之客戶佔本集團銷售總額15.6%（二零一九年：10.5%）。

年內，本集團之五大供應商採購總額佔本集團採購總額53.0%（二零一九年：52.4%），而其中最大之供應商佔本集團採購總額19.8%（二零一九年：16.9%）。

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

董事

於年內及直至本報告日期，本公司之董事如下：

常務執行董事：

陳力先生(行政總裁)

非執行董事：

吳鎮濤先生(主席)

Stephen Burnau Hunt先生

劉雪姿女士

獨立非執行董事：

陳記煊先生

Fritz Heinrich Horlacher先生

楊德斌先生

按照本公司之章程細則第108條，陳力先生、劉雪姿女士及楊德斌先生將輪值退任，並符合資格重選連任。

Distributable Reserves of the Company

As at 31 December 2020, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to US\$24,172,000. Details of the movements in the reserves of the Company during the year are set out in Note 27 to the consolidated financial statements.

Major Customers and Suppliers

During the year, the aggregate sales attributable to the Group's five largest customers accounted for approximately 35.9% (2019: 30.1%) of the Group's total sales and sales from the largest customer included therein amounted to 15.6% (2019: 10.5%).

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for 53.0% (2019: 52.4%) of the Group's total purchases and purchases from the largest supplier included therein amounted to 19.8% (2019: 16.9%).

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

Directors

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

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)

Mr. Stephen Burnau Hunt

Ms. Liu Xuezi

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

Mr. Yeung Tak Bun, Allen

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





董事之服務合約

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

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二零年十二月三十一日，董事及其聯繫人於本公司及其相聯法團之股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例(「證券及期貨條例」)第352條須存置之登記冊內之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所之權益及淡倉如下：

於本公司普通股中持有之好倉：

| 董事姓名 | 身分 | 權益性質 | 持有已發行普通股數目 | 佔本公司已發行股本之百分比 |
|--|---|---------------------------|---|---|
| Name of Director | Capacity | Nature of interest | Number of issued ordinary shares held | Percentage of the issued share capital of the Company |
| 吳鎮濤先生 Mr. Wu Zhen Tao | 全權信託創辦人及信託受益人 Founder of discretionary trusts and beneficiary of a trust | 其他權益 Other interest | 245,993,000 ^(a) (好倉) (Long position) | 61.94% |
| Stephen Burnau Hunt先生 Mr. Stephen Burnau Hunt | 實益擁有人 Beneficial owner | 個人權益 Personal interest | 100,000 (好倉) (Long position) | 0.03% |

附註：

(a) 於209,820,000股本公司已發行普通股之權益，乃透過Cathay International Holdings Limited全資擁有之公司及36,173,000股透過Cosmos Skyland Limited持有，吳先生於Cathay International Holdings Limited間接持有99.37%股份權益。

Directors' Service Contracts

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

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

As at 31 December 2020, the interests and short positions of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to The Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

Note:

(a) The interests in 209,820,000 issued ordinary shares of the Company were held through companies wholly owned by Cathay International Holdings Limited and 36,173,000 issued ordinary shares owned by Cosmos Skyland Limited, in which Mr. Wu indirectly held 99.37% shareholding interests.





董事會報告

Report of the Directors

除上文所披露者外，於二零二零年十二月三十一日，概無董事、最高行政人員及其聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債權證中擁有根據證券及期貨條例第352條須予以記錄之任何權益或淡倉，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

董事於Cathay International Holdings Limited的購股權

本公司之最終控股公司Cathay International Holdings Limited (「CIH」)設有購股權計劃，旨在將行政人員及僱員與CIH股東的利益緊密相聯，透過吸引、挽留及鼓勵具適當技能的人材以促進CIH及其附屬公司之業務發展。該購股權計劃已於本年度內到期。

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

董事於重大合約中之權益

吳鎮濤先生，於二零一七年三月三十日獲委任為非執行董事兼主席，截至二零二零年十二月三十一日，持有CIH約99.37%普通股權益。除本報告「關連交易」一節下與CIH有關之交易所披露外，概無本公司、其控股公司、同系附屬公司或附屬公司為其訂約方及董事或與董事有關連的實體直接或間接擁有其重大權益之重大交易、安排及合約，於年末或年內任何時間仍然有效。

管理合約

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

Save as disclosed above, none of the Directors, Chief Executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2020 which was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Directors' Share Options in Cathay International Holdings Limited

Cathay International Holdings Limited (「CIH」), the Company's ultimate holding company, operates share option plan for the purpose of aligning the interests of executives and employees with those of shareholders of CIH and to enable the development of CIH and its subsidiaries' business by attracting, retaining and motivating personnel with appropriate skills. The share option plan expired during the year.

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

Directors' Interests in Contracts of Significance

Mr. Wu Zhen Tao, appointed as a non-executive Director and chairman of our Company on 30 March 2017, holds approximately 99.37% of Common Shares interests in CIH as at 31 December 2020. Save as disclosed in the transactions in relation to CIH under the section headed "Connected Transactions" of this Annual Report, no transaction, arrangement and contract of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

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



主要股東

於二零二零年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東名冊顯示，除以上披露有關若干董事之權益外，以下股東亦已知會本公司其於本公司已發行股本中擁有之相關權益及淡倉。

Substantial Shareholders

As at 31 December 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

| 股東名稱 | 附註 | 身份 | 持有已發行 普通股數目 | 佔本公司已發行 股本之百分比 |
|---|-------|---|---|--|
| Name of shareholder | Notes | Capacity | Number of issued ordinary shares held | Percentage of the issued share capital of the Company |
| 國泰國際醫藥生產及銷售(中國)有限公司 (「國泰國際醫藥(中國)」) Cathay International Pharma Manufacture and Distribution (China) Limited ("CI Pharma China") | 1 | 實益權益 Beneficial interest | 209,820,000 (好倉) (Long position) | 52.83% |
| 國泰國際長春生物技術及藥業有限公司 (「國泰國際長春」) Cathay International Changchun Biotechnology and Pharmaceutical Limited ("CIC") | 1 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| 國泰國際生物技術及藥業(中國)有限公司 (「國泰國際生物技術及藥業(中國)」) Cathay International Biotechnology and Pharmaceutical (China) Limited ("CI Biotech & Pharma China") | 1 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| 國泰國際醫藥有限公司(「國泰國際醫藥」) Cathay International Pharmaceutical Limited ("CIP") | 1 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| 國泰國際生物技術有限公司(「國泰國際 生物技術」) Cathay International Biotech Company Limited ("CIB") | 1 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| Cathay International Holdings Limited ("CIH") | 1 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| Cathay International Enterprises Limited ("CIE") | 2 | 受控法團權益 Interest of a controlled corporation | 209,820,000 (好倉) (Long position) | 52.83% |
| Cosmos Skyland Limited ("CSL") | 3 | 實益權益 Beneficial interest | 36,173,000 (好倉) (Long position) | 9.11% |
| 吳鎮濤 Wu Zhen Tao | 4 | 全權信託創辦人及信託 受益人 Founder of discretionary trusts and beneficiary of a trust | 245,993,000 (好倉) (Long position) | 61.94% |



董事會報告

Report of the Directors

附註：

- (1) 該等股份由國泰國際醫藥(中國)持有。國泰國際醫藥(中國)由國泰國際長春擁有18%權益及由國泰國際生物技術及藥業(中國)擁有82%權益。國泰國際長春則由國泰國際生物技術及藥業(中國)擁有100%權益。國泰國際生物技術及藥業(中國)則由國泰國際醫藥全資擁有，而國泰國際醫藥乃由國泰國際生物技術全資擁有，後者由CIH全資擁有。因此，國泰國際長春、國泰國際生物技術及藥業(中國)、國泰國際醫藥、國泰國際生物技術及CIH被視為擁有該等股份之權益。
- (2) CIH約99.37%普通股權益由CIE持有。因此，CIE被視為於國泰國際醫藥(中國)所持有之股份中擁有權益。
- (3) CSL由吳鎮濤先生擁有100%的權益。
- (4) CIE之全部已發行股本由吳鎮濤先生及其家族成員之利益成立之信託(「Wu氏家人信託」)持有。作為Wu氏家人信託之創辦人，吳鎮濤先生被視為於CIE所持有之股份中擁有權益。

除上文所披露者外，概無任何人士(本公司董事除外，其權益載於上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節)於二零二零年十二月三十一日於本公司股份或相關股份中登記擁有根據證券及期貨條例第336條須予以記錄之權益或淡倉。

獨立性確認

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

關連交易

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

Notes:

- (1) These shares are held by CI Pharma China. CI Pharma China is owned as to 18% by CIC and 82% by CI Biotech & Pharma China. CIC is in turn owned as to 100% by CI Biotech & Pharma China. CI Biotech & Pharma China is in turn wholly owned by CIP. CIP is wholly owned by CIB, which in turn is wholly owned by CIH. Therefore, CIC, CI Biotech & Pharma China, CIP, CIB, and CIH are deemed to be interested in these shares.
- (2) CIH is held as to approximately 99.37% of Common Shares by CIE. Therefore, CIE is deemed to be interested in the shares held by CI Pharma China.
- (3) CSL is 100% held by Mr. Wu Zhen Tao.
- (4) The entire issued share capital of CIE is held by a trust set up by Mr. Wu Zhen Tao for the benefit of Mr. Wu Zhen Tao and members of his family ("Wu Family Trust"). Mr. Wu Zhen Tao as founder of the Wu Family Trust is deemed to be interested in the shares held by CIE.

Save as disclosed above, no person, other than the Directors of the Company, whose interests are set out in the section "Directors and Chief Executive's interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in the shares or underlying shares of the Company as at 31 December 2020 that was required to be recorded pursuant to Section 336 of the SFO.

Confirmation of Independence

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

Connected Transactions

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





不獲豁免之持續關連交易

於二零一六年六月二十四日，寧波立華、吉林海資及朗生醫藥控股有限公司〔朗生(BVI)〕訂立了相互擔保協議，據此，於二零一六年七月一日至二零一九年六月三十日內就協議各方的銀行貸款提供擔保或促使其子公司提供擔保。

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

在二零一八年五月二日，寧波朗生醫美與博泰訂立了新一份經銷合同。根據該合同，博泰同意向寧波朗生醫美出售並指定寧波朗生醫美為膠原填充劑在中國的代理經銷商。經銷合同的有效期限從二零一八年五月二日至二零二零年五月二日（經雙方同意可延長）。

於二零一九年五月三日，寧波立華、吉林海資及朗生(BVI)訂立了新相互擔保協議，據此，於二零一九年七月一日至二零二二年六月三十日內就協議各方的銀行貸款提供擔保或促使其子公司提供擔保。

Non-Exempt Continuing Connected Transactions

On 24 June 2016, Ningbo Liwah, Jilin Haizi and Lansen Pharmaceutical Holdings Limited (“Lansen (BVI)”) entered into the cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the bank facilities of each other during the period from 1 July 2016 to 30 June 2019.

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

On 2 May 2018, Ningbo Lansen Medibeauty entered into a new distribution agreement with Botai pursuant to which, Botai agrees to sell and appoint Ningbo Lansen Medibeauty as the distributor of collagen injectable filler in the PRC. The term of the distribution agreement runs from 2 May 2018 to 2 May 2020 (subject to extension which may be agreed by the parties).

On 3 May 2019, Ningbo Liwah, Jilin Haizi and Lansen (BVI) entered into a new cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the bank facilities of each other during the period from 1 July 2019 to 30 June 2022.





董事會報告

Report of the Directors

相互擔保協議

日期

二零一六年六月二十四日
(新相互擔保協議於二零一九年五月三日簽訂)

協議各方

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

交易性質

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

佣金費用

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

有效期

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

相互擔保協議的有效期於二零一九年七月一日開始，並將於二零二二年六月三十日屆滿。

Cross Guarantee Agreement

Date

24 June 2016
(A new cross guarantee agreement signed on 3 May 2019)

Parties

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

Transaction Nature

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

Guarantee Commission

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

Effective Period

The effective period of the cross guarantee agreement commenced on 1 July 2016 and expired on 30 June 2019.

The effective period of the new cross guarantee agreement commenced on 1 July 2019 and will expire on 30 June 2022.





年度上限

截至二零二零年十二月三十一日止年度，根據相互擔保協議進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2020, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the cross guarantee agreement are set out below:

| 截至二零二零年十二月三十一日止年度的年度上限 Annual caps for the year ended 31 December 2020 | 截至二零二零年十二月三十一日止年度的實際交易金額 Actual transaction amounts for the year ended 31 December 2020 |
|--|---|
| 吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (相當於約19,924,000美元) RMB130,000,000 (equivalent to approximately US\$19.9 million) | 吉林海資擔保 Jilin Haizi Guarantee 人民幣130,000,000元 (相當於約19,924,000美元) RMB130,000,000 (equivalent to approximately US\$19.9 million) |
| 朗生(BVI)最高應付佣金 The maximum commission fee payable by Lansen (BVI) 人民幣650,000元 (相當於約94,000美元) RMB650,000 (equivalent to approximately US\$94,000) | 朗生(BVI)應付佣金 The commission fee payable by Lansen (BVI) 約人民幣650,000元 (相當於約94,000美元) approximately RMB650,000 (equivalent to approximately US\$94,000) |
| 朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣130,000,000元 (相當於約19,924,000美元) RMB130,000,000 (equivalent to approximately US\$19.9 million) | 朗生(BVI)擔保 Lansen (BVI) Guarantee 人民幣130,000,000元 (相當於約19,924,000美元) RMB130,000,000 (equivalent to approximately US\$19.9 million) |
| 吉林海資最高應付佣金 The maximum commission fee payable by Jilin Haizi 人民幣650,000元 (相當於約94,000美元) RMB650,000 (equivalent to approximately US\$94,000) | 吉林海資應付佣金 The commission fee payable by Jilin Haizi 約人民幣650,000元 (相當於約94,000美元) approximately RMB650,000 (equivalent to approximately US\$94,000) |

有關簽署經銷合同的持續關連交易

日期

二零一七年三月三十一日
(新經銷合同於二零一八年五月二日簽訂)

The execution of a distribution agreement

Date

31 March 2017
(A new distribution agreement signed on 2 May 2018)

協議各方

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

Parties

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





董事會報告

Report of the Directors

交易性質

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

定價基礎

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

- (i) 在中國市場上兩個與膠原填充劑同類產品的價格；
- (ii) 博泰膠原填充劑產品的規格及競爭優勢；及
- (iii) 博泰銷售膠原填充劑給其他方的價格且該價格不低於博泰銷售膠原填充劑給寧波朗生醫美的價格。

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

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

有效期

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

新一份經銷合同的期限，從二零一八年五月二日開始到二零二零年五月二日(經雙方同意可以延長)。

Transaction Nature

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

Pricing Basis

The unit purchase price of the collagen injectable fillers to be purchased by Ningbo Lansen Medibeauty under the new distribution agreement is agreed at a fixed price throughout the Term and is arrived at after arm's length negotiation between the parties. Such unit purchase price is determined with reference to:

- (i) the prices of two comparable collagen injectable fillers products in the PRC market;
- (ii) the product feature and competitive advantage of the Collagen Injectable Fillers; and
- (iii) the sale price of collagen injectable filler offered to any other third party by Botai and such sale price shall not be lower than that offered to Ningbo Lansen Medibeauty.

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

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

Term

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

The term of the new distribution agreement commenced on 2 May 2018 and expired on 2 May 2020 (subject to any extension which may be agreed by the Parties).





年度上限

截至二零二零年十二月三十一日止年度，根據總經銷合同進行的不獲豁免持續關連交易的批准年度上限及實際交易金額載列如下：

Annual Caps

For the year ended 31 December 2020, the approved annual caps and the actual transaction amounts of the non-exempt continuing connected transactions under the distribution agreement are set out below:

| | |
|---|---|
| 截至二零二零年一月一日至 二零二零年五月二日止期間的年度上限 Annual caps for the period from 1 January 2020 to 2 May 2020 人民幣7,000,000元 (相當於約1,015,000美元) RMB7,000,000 (equivalent to approximately US\$1.0 million) | 截至二零二零年一月一日至 二零二零年五月二日止期間的實際交易金額 Actual transaction amounts for the period from 1 January 2020 to 2 May 2020 無 Nil |
|---|---|

根據上市規則第14A.56條，董事會已聘請本公司核數師就本集團之持續關連交易進行若干經協定之程序。核數師已向董事會匯報該等程序之事實結果。獨立非執行董事已審閱持續關連交易及核數師報告，並確認該等交易乃本集團於一般及日常業務過程按照一般商業條款及規管該等交易之協議條款訂立，而有關條款屬公平合理並符合本公司股東之整體利益。

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed-upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported the factual findings on these procedures to the Board. The independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into in the ordinary and usual course of business of the Group on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

本公司核數師已向董事會發出函件，確認上述持續關連交易：

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

- | | |
|--|---|
| (i) 已獲得董事會批准； (ii) 已按照本集團定價政策定價； (iii) 已按照規限該等交易之有關協議訂立； 及 (iv) 並無超越各自之年度上限限額。 | (i) have received the approval of the Board; (ii) have been priced in accordance with the pricing policies of the Group; (iii) have been entered into in accordance with the relevant agreements governing the transactions; and (iv) did not exceed the respective annual caps. |
|--|---|

除上文所披露者外，截至二零二零年十二月三十一日止年度，綜合財務報表附註37所披露之關連方交易並不構成根據上市規則第14A章之關連交易或持續關連交易，或僅根據上市規則第14A章的最低限額豁免而構成獲全面豁免之關連交易或持續關連交易。本公司已遵守根據上市規則第14A章的披露規定。

Save as disclosed above, for the year ended 31 December 2020, the related party transactions disclosed in Note 37 to the consolidated financial statements either did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules, or only constituted fully exempted connected transactions or continuing connected transactions by virtue of the de minimis exemption under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.





董事會報告

Report of the Directors

薪酬政策

本集團僱員之薪酬乃按彼等之表現、專業資歷、行業經驗及相關市場趨勢而釐定。

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

優先購買權

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

股息政策

本公司採納了一個股息政策，根據股息政策，本公司優先考慮以現金方式分派股息，與股東分享溢利。派息派付之比率將由董事會考慮以下因素後全權酌情釐定或建議（視乎情況而定）：

- 本公司之組織章程細則；
- 開曼群島法律下的適用限制及要求；
- 公司經營業績，財務狀況及現金流量；
- 本公司的經營，資本開支及投資需求；及
- 董事會認可的其他相關因素。

足夠之公眾持股量

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

五年財務摘要

本集團業績與資產及負債於過去五個財政年度之摘要載於第2頁。

Emolument Policy

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

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

Pre-Emptive Rights

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

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company gives priority to distributing dividend in cash and shares its profit with its shareholders. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account the following issues:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- the Company's results of operations, financial condition and cash flows;
- operating, capital expenditure and investment requirements of the Company; and
- other factors that the Board may consider relevant.

Sufficiency of Public Float

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

Five-Year Financial Summary

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



董事彌償

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

就董事及本集團執行人員所招致的責任而提供彌償的批准彌償條文(定義見香港法例第622章香港公司條例第469條)於董事根據香港公司條例第391(1)(a)條編製的董事會報告獲批准時仍然生效，並於截至二零二零年十二月三十一日止年度內持續有效且惠及董事。

核數師

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

代表董事會
朗生醫藥控股有限公司

主席
吳鎮濤

香港
二零二一年三月三十日

Indemnity of Directors

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

A permitted indemnity provision (within the meaning in Section 469 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) that provides for indemnity against liability incurred by Directors and executive officers of the Group is currently in force when the Report of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Hong Kong Companies Ordinance and was in force throughout the year ended 31 December 2020 for the benefit of the Directors.

Auditor

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

ON BEHALF OF THE BOARD
Lansen Pharmaceutical Holdings Limited

Wu Zhen Tao
Chairman

Hong Kong
30 March 2021



企業管治報告

Corporate Governance Report

企業管治常規

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

於截至二零二零年十二月三十一日止年度，本公司一直遵守上市規則附錄14所載企業管治守則及企業管治報告（「守則」）的所有守則條文，惟偏離守則條文第A.5條除外。根據守則條文第A.5條，本公司應成立提名委員會，並訂有書面職權範圍，清楚列明其權力及職務。目前，本公司並無成立提名委員會，並將有關職能保留予薪酬委員會。自本公司於二零一零年在聯交所主板上市起，薪酬委員會獲授予提名委員會的職能。因此，董事會認為薪酬委員會成員擁有必要的經驗及知識，履行提名委員會的職能。董事會將不時檢討董事委員會的組成及運作，並於有需要時考慮成立提名委員會。

董事進行證券交易

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

Corporate Governance Practices

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

For the year ended 31 December 2020, the Company has complied with all the code provisions of the Corporate Governance Code and Corporate Governance Report (the "Code") set out in Appendix 14 of the Listing Rules, except with a deviation from Code Provision A.5 of the Code. Under Code Provision A.5 of the Code, the Company should establish a Nomination Committee with specific written terms of reference which deal clearly with its authority and duties. Currently, the Company had not established a Nomination Committee and had retained the functions with the Remuneration Committee. The Remuneration Committee has been delegated the functions of a Nomination Committee since its listing on the Main Board of the Stock Exchange in 2010. As such, the Board is of the view that the members of the Remuneration Committee possess the necessary experience and knowledge to discharge the functions of a Nomination Committee. The Board shall review the composition and operation of the Board Committees from time to time and shall consider establishing a Nomination Committee if such need arises.

Directors' Securities Transactions

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





董事會

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

本公司的章程細則列明須由董事會決策的事宜。

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

於二零二零年十二月三十一日及於本報告日期，董事會成員包括一名常務執行董事、三名非執行董事及三名獨立非執行董事。董事詳情載於第46至第50頁「董事及高級管理人員履歷」一節及本公司網站。

The Board of Directors

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

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

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

As at 31 December 2020 and at the date of this report, the Board was comprised of one executive managing Director, three non-executive Directors and three independent non-executive Directors. A description of the Directors is set out in the "Biographical Details of Directors and Senior Management" section from pages 46 to 50 and on the Company's website.





企業管治報告

Corporate Governance Report

於二零二零年十二月三十一日及於本報告日期，董事會包括下列成員：

As at 31 December 2020 and at the date of this report, the Board was comprised of the following members:

| 董事 | Directors | 首次獲委任 為董事會成員的日期 Date of first appointment to the Board | 最近一次重選連任 為董事的日期 Date of last re-election as Director |
|------------------------------|--|--|--|
| 常務執行董事： 陳力先生(行政總裁) | Executive Managing Director: Mr. Chen Li (Chief Executive Officer) | 二零一八年三月一日 1 March 2018 | 二零一八年六月十五日 15 June 2018 |
| 非執行董事： 吳鎮濤先生(主席) | Non-executive Directors: Mr. Wu Zhen Tao (Chairman) | 二零一七年三月三十日 30 March 2017 | 二零二零年六月二十二日 22 June 2020 |
| Stephen Burnau Hunt先生 | Mr. Stephen Burnau Hunt | 二零一零年四月九日 9 April 2010 | 二零二零年六月二十二日 22 June 2020 |
| 劉雪姿女士 | Ms. Liu Xuezi | 二零一六年三月三十日 30 March 2016 | 二零一八年六月十五日 15 June 2018 |
| 獨立非執行董事： 陳記煊先生 | Independent non-executive Directors: Mr. Chan Kee Huen, Michael | 二零一零年四月九日 9 April 2010 | 二零一九年六月十二日 12 June 2019 |
| Fritz Heinrich Horlacher先生 | Mr. Fritz Heinrich Horlacher | 二零一一年二月十日 10 February 2011 | 二零二零年六月二十二日 22 June 2020 |
| 楊德斌先生 | Mr. Yeung Tak Bun, Allen | 二零一八年十月六日 6 October 2018 | 二零一九年六月十二日 12 June 2019 |

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

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

獨立非執行董事

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

Independent Non-executive Directors

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





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

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

主席及行政總裁

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

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

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

Chairman and Chief Executive Officer

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





企業管治報告

Corporate Governance Report

委任、重選及罷免

常務執行董事陳力先生與本公司訂立服務協議，由二零二一年三月一日開始為期三年。吳鎮濤先生及Fritz Heinrich Horlacher先生均與本公司訂立委任書，分別由二零二零年三月三十日及二零二零年二月十日開始為期兩年。Stephen Burnau Hunt先生、劉雪姿女士、陳記煊先生及楊德斌先生均與本公司訂立委任書，分別由二零一九年四月九日、二零一九年三月三十日、二零一九年四月九日及二零一八年十月六日開始為期三年。董事會委任的所有董事(不論為填補臨時空缺或屬董事會新增成員)均須於獲委任後首個股東週年大會退任並符合資格重選連任。

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

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

截至二零二零年十二月三十一日止年度，本公司並無成立提名委員會，但將此功能保留在薪酬委員會。薪酬委員會成員不時物色合適的合資格人士出任董事會成員，並挑選或在挑選提名董事或高級管理層人選的過程中向董事會作出推薦建議。於考慮提名新任董事或高級管理層時，薪酬委員會將考慮候選人的資歷、能力、工作經驗、領導才能及專業操守以及(就獨立非執行董事而言)獨立性規定。薪酬委員會已採納新任董事或高級管理層的提名程序，據此，(1)將與候選人進行面試；及(2)薪酬委員會將考慮並酌情向董事會提出合適的推薦意見。

Appointment, Re-election and Removal

The executive managing Director Mr. Chen Li has entered into a service agreement with the Company for a term of three years commencing 1 March 2021. Mr. Wu Zhen Tao and Mr. Fritz Heinrich Horlacher have entered into a letter of appointment with the Company for a term of two years commencing 30 March 2020 and 10 February 2020 respectively. Mr. Stephen Burnau Hunt, Ms. Liu Xuezi, Mr. Chan Kee Huen, Michael and Mr. Yeung Tak Bun, Allen have entered into a letter of appointment with the Company for a term of three years commencing 9 April 2019, 30 March 2019, 9 April 2019 and 6 October 2018 respectively. All Directors appointed by the Board either to fill a casual vacancy or as addition to the Board shall retire and be eligible for re-appointment at the first general meeting after appointment.

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

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

For the year ended 31 December 2020, the Company had not established a Nomination Committee but had retained the functions with the Remuneration Committee. The Remuneration Committee members from time to time identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management. In considering the nomination of new Directors or senior management, the Remuneration Committee will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates as well as the independence requirement in the case of an independent non-executive Director. The Remuneration Committee has adopted procedures for nomination of a new Director or senior management, pursuant to which (1) an interview will be conducted with the prospective candidates; and (2) the Remuneration Committee will consider and, if thought fit, make suitable recommendations to the Board.





持續專業發展

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

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

於截至二零二零年十二月三十一日止年度，本公司舉行了一次培訓環節，內容有董事之責任及主板上市規則修訂之內容。全體董事均已出席該次培訓。此外，個別董事亦已出席有關上市公司董事職務、職能及責任的其他課程，或透過參與培訓課程，或利用在線協助或閱讀相關資料進一步加強彼等的專業發展。

企業管治職能

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

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

Continuing professional development

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

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

During the year ended 31 December 2020, the Company has organised a training session covering the topic of directors' duty and amendments to main board listing rules. All Directors attended the training. In addition, individual directors also participated in other courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials.

Corporate Governance Functions

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

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





企業管治報告

Corporate Governance Report

董事會多元化政策

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

董事會會議

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

Board Diversity Policy

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

Board Meetings

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





截至二零二零年十二月三十一日止年度，董事會舉行了六次會議，而各董事的出席情況如下：

The Board held six meetings during the year ended 31 December 2020 with the attendance of each Director as follows:

| 董事 | Directors | 出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held | 出席率 Attendance rate |
|----------------------------|---|--|------------------------|
| 常務執行董事： | Executive Managing Director: | | |
| 陳力先生(行政總裁) | Mr. Chen Li (Chief Executive Officer) | 6/6 | 100% |
| 非執行董事： | Non-executive Directors: | | |
| 吳鎮濤先生(主席) | Mr. Wu Zhen Tao (Chairman) | 6/6 | 100% |
| Stephen Burnau Hunt先生 | Mr. Stephen Burnau Hunt | 6/6 | 100% |
| 劉雪姿女士 | Ms. Liu Xuezi | 6/6 | 100% |
| 獨立非執行董事： | Independent non-executive Directors: | | |
| 陳記煊先生 | Mr. Chan Kee Huen, Michael | 6/6 | 100% |
| Fritz Heinrich Horlacher先生 | Mr. Fritz Heinrich Horlacher | 6/6 | 100% |
| 楊德斌先生 | Mr. Yeung Tak Bun, Allen | 6/6 | 100% |

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

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





企業管治報告

Corporate Governance Report

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

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

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

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

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

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

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

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





董事委員會

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

審核委員會

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

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

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

Board Committees

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

Audit Committee

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

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

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





企業管治報告

Corporate Governance Report

截至二零二零年十二月三十一日止年度，審核委員會舉行了三次會議，而各成員的出席情況如下：

The Audit Committee held three meetings during the year ended 31 December 2020 with the attendance of each member as follows:

| 審核委員會成員姓名 | Name of Audit Committee members | 出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held | 出席率 Attendance rate |
|----------------------------|--|--|------------------------|
| 陳記煊先生(主席) | Mr. Chan Kee Huen, Michael (<i>Chairman</i>) | 3/3 | 100% |
| Fritz Heinrich Horlacher先生 | Mr. Fritz Heinrich Horlacher | 3/3 | 100% |
| 楊德斌先生 | Mr. Yeung Tak Bun, Allen | 3/3 | 100% |

截至二零二零年十二月三十一日止年度，審核委員會已：

During the year ended 31 December 2020, the Audit Committee had:

- 於呈交董事會批准前與管理層及外聘核數師審閱中期業績及年度業績以及有關公告，包括有關披露規定、財務報告的完整性及本集團所採納的會計政策；
 - 與管理層討論影響本集團綜合財務報表的重大判斷；
 - 審閱外聘核數師的薪酬及委聘條款，以及就外聘核數師的委任向董事會提供推薦建議；
 - 審閱及討論內部審核報告，包括在上份報告中所提出的建議的實施情況；及
 - 審閱及評估本集團內部監控及風險管理的充足性及效力。
- reviewed with management and external auditor on the interim results and annual results and related announcements including the related disclosures, integrity of financial reporting and the accounting policies adopted by the Group prior to submission to the Board for approval;
 - discussed with management on significant judgements affecting the Group's consolidated financial statements;
 - reviewed the remuneration and terms of engagement of the external auditor and recommended the Board on the appointment of the external auditor;
 - reviewed and discussed the internal audit reports including the status of implementing recommendations from the previous reports; and
 - reviewed and assessed the adequacy and effectiveness of the Group's internal control and risk management.





薪酬委員會

本公司的薪酬委員會由三名獨立非執行董事及一名非執行董事組成。獨立非執行董事楊德斌先生現為薪酬委員會主席。薪酬委員會預期定期會晤，每年至少一次。

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

- 就本公司全體董事及高級管理層的薪酬政策及架構向董事會提供推薦建議及為制訂該等薪酬政策制定一套正式透明的程序，並在董事會考慮授予董事及高級管理層的薪酬總額及／或福利前不時提出該等推薦建議；
- 評估執行董事及高級管理層的表現；
- 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；
- 遵守董事會不時指定或本公司組織章程所載或上市規則或任何適用法例所定的任何要求、指示及規例；
- 評估獨立非執行董事的獨立性；
- 釐定提名董事及高級管理層的政策；
- 就有關提名、委任或重新委任董事及高級管理層事宜向董事會作出推薦建議；及

Remuneration Committee

The Remuneration Committee of the Company consists of three independent non-executive Directors and one non-executive Director. Mr. Yeung Tak Bun, Allen, an independent non-executive Director, currently serves as the chairman of the Remuneration Committee. The Remuneration Committee is expected to meet regularly at least once per year.

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

- to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and placing such recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors and senior management from time to time;
- to assess the performance of executive Directors and senior management;
- to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law;
- to assess the independence of independent non-executive Directors;
- to determine the policy for the nomination of Directors and senior management;
- to make recommendations to the Board on the nomination, appointment or re-appointment of Directors and senior management; and





企業管治報告

Corporate Governance Report

— 至少每年審閱董事會的架構、規模及多元化(包括但不限於性別、年齡、文化及教育背景以及專業經驗)，並就任何建議變動向董事會作出推薦建議，以實行本公司的企業策略。

— to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, and professional experience) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy.

截至二零二零年十二月三十一日止年度，薪酬委員會舉行了兩次會議，而各成員的出席情況如下：

The Remuneration Committee held two meetings during the year ended 31 December 2020 with the attendance of each member as follows:

| 薪酬委員會成員姓名 | Name of Remuneration Committee members | 出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held | 出席率 Attendance rate |
|----------------------------|--|--|------------------------|
| 楊德斌先生(主席) | Mr. Yeung Tak Bun, Allen (<i>Chairman</i>) | 2/2 | 100% |
| Stephen Burnau Hunt先生 | Mr. Stephen Burnau Hunt | 2/2 | 100% |
| 陳記煊先生 | Mr. Chan Kee Huen, Michael | 2/2 | 100% |
| Fritz Heinrich Horlacher先生 | Mr. Fritz Heinrich Horlacher | 2/2 | 100% |

截至二零二零年十二月三十一日止年度，薪酬委員會：

During the year ended 31 December 2020, the Remuneration Committee:

- 對執行董事及高級管理層的表現進行評估；
- 根據守則B1.2(c)(ii)規定，檢討董事及高級管理層的薪酬架構／待遇以及就其薪酬向董事會提供推薦建議；
- 釐定提名董事的政策；
- 討論董事會多元化政策的實行情況；及
- 就於下屆股東週年大會建議重選退任董事向董事會作出推薦建議。

- assessed the performance of the executive Director and the senior management;
- pursuant to provision B.1.2(c)(ii) of the Code, reviewed the remuneration structure/package of the Directors and the senior management, and made recommendation to the Board on their remuneration;
- determined policy for the nomination of Directors;
- discussed the implementation of the Board diversity policy; and
- made recommendation to the Board on the proposed re-election of the retiring Directors at the forthcoming annual general meeting.





提名政策

本公司已為薪酬委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

甄選標準

於評估建議候選人適合與否時，薪酬委員會將使用下列因素作為參考：

- (1) 誠信聲譽；
- (2) 於本集團所從事業務方面的成就及經驗；
- (3) 可投入的時間及對相關利益的承擔；
- (4) 董事會多元化政策內所述之條件；及
- (5) 其他適用於本公司業務的有關因素。

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。薪酬委員會可決定提名任何其認為適當的人士。

提名程序

- (1) 薪酬委員會將要求推薦的候選人按指定的形式提交必要的個人資料；
- (2) 薪酬委員會召開會議，審閱候選人的提名；
- (3) 對於任何建議的董事會候選人的任命，薪酬委員會應對有關人士進行充分的盡職調查，並提出建議，供董事會審議和批准；
- (4) 就重新委任董事會任何現有成員而言，薪酬委員會須提交建議供董事會考慮及作出推薦，讓候選人可於股東大會上膺選連任；及
- (5) 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

Nomination Policy

The Company has adopted a Nomination Policy for the Remuneration Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

Selection Criteria

The factors listed below would be used as reference by the Remuneration Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) factors in accordance with the Board Diversity Policy; and
- (5) such other perspectives appropriate to the Company's business.

These factors are for reference only, and not meant to be exhaustive and decisive. The Remuneration Committee has the discretion to nominate any person, as it considers appropriate.

Nomination Procedures

- (1) The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Remuneration Committee ;
- (2) The Remuneration Committee shall convene a meeting to consider the nomination of candidates ;
- (3) For the appointment of any proposed candidate to the Board, the Remuneration Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval ;
- (4) For the re-appointment of any existing member(s) of the Board, the Remuneration Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting ; and
- (5) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.





企業管治報告

Corporate Governance Report

截至二零二零年十二月三十一日止年度董事酬金明細如下：

The following table shows the breakdown of Directors' remuneration for the year ended 31 December 2020:

| | | 其他薪酬 Other emoluments | | | | |
|--------------------------|--------------------------------------|-------------------------------|---|---|---|--------------------------------|
| | | 袍金 Fees 千美元 US\$'000 | 薪金、津貼 和實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000 | 酌情獎金 Discretionary bonus 千美元 US\$'000 | 退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
| 截至二零二零年 十二月三十一日止年度 | Year ended 31 December 2020 | | | | | |
| 常務執行董事： | Executive managing director: | | | | | |
| 陳力 | Chen Li | — | 490 | 123 | 11 | 624 |
| 非執行董事： | Non-executive directors: | | | | | |
| 吳鎮濤 | Wu Zhen Tao | — | — | — | — | — |
| Stephen Burnau Hunt | Stephen Burnau Hunt | 39 | — | — | — | 39 |
| 劉雪姿 | Liu Xuezi | — | 16 | 154 | — | 170 |
| 獨立非執行董事： | Independent non-executive directors: | | | | | |
| 陳記煊 | Chan Kee Huen, Michael | 35 | — | — | — | 35 |
| Fritz Heinrich Horlacher | Fritz Heinrich Horlacher | 32 | — | — | — | 32 |
| 楊德斌 | Yeung Tak Bun, Allen | 35 | — | — | — | 35 |
| | | 141 | 506 | 277 | 11 | 935 |





截至二零二零年十二月三十一日止年度高級管理人員的成員按組別劃分的酬金：

The remuneration of the members of the senior management by band for the year ended 31 December 2020:

二零二零年
2020
人數

No of individuals

零至1,000,000港元

Nil – HK\$1,000,000

2

1,000,001港元至1,500,000港元

HK\$1,000,001 to HK\$1,500,000

1

執行委員會

本公司的執行委員會由一名常務執行董事、兩名非執行董事及一名非董事組成，非執行董事吳鎮濤先生現為執行委員會主席。

Executive Committee

The Executive Committee of the Company consists of one executive managing Director, two non-executive Directors and one non-Director. Mr. Wu Zhen Tao, a non-executive Director, currently serves as the chairman of the Executive Committee.

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

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

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

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





企業管治報告

Corporate Governance Report

截至二零二零年十二月三十一日止年度，執行委員會舉行了八次會議，而各成員的出席情況如下：

The Executive Committee held eight meetings during the year ended 31 December 2020 with the attendance of each member as follows:

| 執行委員會成員姓名 | Name of Executive Committee members | 出席會議次數／ 舉行會議次數 No. of meetings attended/No. of meetings held | 出席率 Attendance rate |
|-----------|-------------------------------------|--|------------------------|
| 吳鎮濤先生(主席) | Mr. Wu Zhen Tao (Chairman) | 8/8 | 100% |
| 陳力先生 | Mr. Chen Li | 8/8 | 100% |
| 劉雪姿女士 | Ms. Liu Xuezi | 6/8 | 75% |
| 陶芳芳女士 | Ms. Tao Fang Fang | 7/8 | 88% |

問責及審核

財務報告

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

Accountability and Audit

Financial Reporting

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

香港立信德豪會計師事務所有限公司知悉其為本集團截至二零二零年十二月三十一日止年度之綜合財務報表的審計責任。

BDO Limited acknowledges its responsibilities for the audit of the Group's consolidated financial statements for the year ended 31 December 2020.

董事及核數師有關綜合財務報表的責任載列於本報告第87至91頁「獨立核數師報告」。

The Directors' and auditor's responsibilities in respect of the consolidated financial statements are set out in the "Independent Auditor's Report" on pages 87 to 91 in this report.

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

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

核數師酬金

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

Auditor's Remuneration

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





於截至二零二零年十二月三十一日止年度，就香港立信德豪會計師事務所有限公司提供之核數及非核數服務而已付／應付之費用如下：

During the year ended 31 December 2020, the fees paid/payable to BDO Limited in respect of audit and non-audit services were as follows:

| 服務性質 | Services rendered | 已付／應付費用 Fee paid/payable 千美元 US\$'000 |
|-------|--------------------|--|
| 核數服務 | Audit services | 275 |
| 非核數服務 | Non-audit services | 92 |

非核數服務主要包括中期審閱及關於持續關連交易及可能進行的重大出售事項的其他專業服務。

The non-audit services mainly consisted of interim review and other professional services in relation to the continuing connected transactions and a possible very substantial disposal.

公司秘書

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

Company Secretary

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

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

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

於截至二零二零年十二月三十一日止年度，公司秘書已進行不少於15小時的專業培訓，符合上市規則第3.29條的規定。

During the year ended 31 December 2020, the Company Secretary has undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

內部監控及風險評估

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

Internal Control and Risk Assessment

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

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

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





企業管治報告

Corporate Governance Report

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

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

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

根據企業管治守則第C.2條的規定，基於審核委員會同意及批准的檢討範圍，內部審核部門已就某些重要監控領域(涉及財務、營運及合規監控以及風險管理功能)進行年度性內部監控審閱(涵蓋二零二零年一月一日至二零二零年十二月三十一日期間)。

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

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

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

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

The internal audit department has performed annual internal control reviews on certain important areas of monitoring including the functions of finance, operations, compliance and risk management respectively covering the period of 1 January 2020 to 31 December 2020 in compliance with the requirements under Code Provision C.2 of the CG Code, according to the scope of review agreed and approved by the Audit Committee.

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





管理層已向審核委員會報告檢討結果，使其能就系統的成效進行評估。審核委員會曾舉行會議討論調查所得，並已認可有關的檢討結果送交董事會審閱。截至二零二零年十二月三十一日止年度，董事會已就本集團的風險管理和內部監控系統的有效性進行了年度審閱，基於所提供的資料連同其本身的觀察，並在審核委員會的協助下，董事會信納就本集團的營運及業務性質及規模而言，現行內部監控及風險管理程序達滿意水準。董事會將繼續確保管理層會不時就系統及程序作適當檢討，以保持高水準的內部監控，並將於必要時對內部監控作出改變。

Management has reported the results of the reviews to the Audit Committee for its evaluation on the effectiveness of the system. Meetings were held by the Audit Committee to discuss the findings and the results of the reviews which were endorsed for reporting to the Board. During the year ended 31 December 2020, the Board has conducted its annual review of the effectiveness of the Group's risk management and internal control systems and the Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the Audit Committee, the present internal control and risk management processes are satisfactory for the nature and size of the Group's operations and business. The Board will continue to ensure that appropriate review of the systems and procedures is being carried out by management from time to time to maintain a high standard of internal controls and will make appropriate changes to the internal control system, if necessary.

內幕消息

本公司對於有關處理及發放內幕消息的程序及內部監控措施：

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

Inside Information

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

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

董事及高級職員的責任

於二零二零年／二零二一年年度，本公司已為所有董事及高級管理人員更新董事及高級職員的責任保險。該等保險就企業活動上所產生的成本、費用、開支及責任為該等董事及高級管理人員提供保障。

Directors' and Officers' Liability

The Company has renewed Directors' and Officers' liabilities insurance for all the Directors and senior management of the Company for the year 2020/2021. The insurance covers them against costs, charges, expenses and liabilities incurred arising out of corporate activities.





企業管治報告

Corporate Governance Report

與股東的溝通

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

本公司的投資者關係活動包括：

- 定期與分析員及投資者舉行會議（一對一會議／小組會議、路演或實地考察）；
- 與分析員及傳媒舉行會議，宣佈公司業績；
- 舉行股東週年大會，以提供機會讓股東直接與董事會溝通；
- 按時於本公司及聯交所網站刊發公告、中期報告、年報及／或通函；及
- 於本公司網站提供本集團的最新資料。

於截至二零二零年十二月三十一日止年度，本公司之組織章程大綱及章程細則並無變動。

股東權利

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

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

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

本公司上屆股東週年大會為於二零二零年六月二十二日在香港金鐘金鐘道95號統一中心十樓統一會議中心的二零二零年股東週年大會（「二零二零年股東週年大會」）。全體董事及本公司外聘核數師香港立信德豪會計師事務所有限公司均有出席二零二零年股東週年大會。

Communications with Shareholders

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

Our investor relations activities include:

- regular meetings (one-to-one/group meetings, roadshows or site visits) with analysts and investors;
- conferences with analysts and the press to announce the Company's results;
- the holding of an AGM which provides an opportunity for the shareholders to communicate directly with the Board;
- the publication of announcements, interim reports, annual reports and/or circulars on a timely basis via the Company's and the Stock Exchange's websites; and
- the availability of the latest information of the Group on the Company's website.

There is no change in the Company's memorandum and articles of association during the year ended 31 December 2020.

Shareholder's Rights

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

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

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

The last annual general meeting of the Company was the 2020 annual general meeting ("2020 AGM"), held on 22 June 2020 at United Conference Centre (UCC), 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. All Directors and the external auditor of the Company, BDO Limited, attended the 2020 AGM.





本公司於二零二零年股東週年大會上提呈獨立決議案，包括重選董事、續聘核數師、授權發行及回購股份的一般授權。本公司採用按股數投票方式表決所有決議案。

所有於二零二零股東週年大會上向股東提呈的決議案已獲通過。本公司前任的香港股份過戶登記分處卓佳證券登記有限公司獲委任為監票人，監察及點算於大會的表決票數。按股數投票表決的結果於大會上宣佈以及於本公司及聯交所網站登載。

股東可召開股東特別大會（「股東特別大會」）的途徑

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

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

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

如董事自提交要求當日起計二十一內並無正式召開大會，要求者可自行召開大會，惟任何就此召開的大會須於所述日期起計兩個月內舉行。

向董事會提問的程序

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

At the 2020 AGM, separate resolutions including the re-election of Directors, the re-appointment of auditor, the authorisation to grant the general mandate to issue and repurchase of shares were proposed. The Company adopted poll voting for all resolutions.

All resolutions put to shareholders at the 2020 AGM were passed. The Company's former Hong Kong Branch Share Registrar, Tricor Investor Services Limited, was appointed as scrutineers to monitor and count the poll votes cast at that meeting. The results of the voting by poll were declared at the meeting and published on the websites of the Company and the Stock Exchange.

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

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

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

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

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

The procedures for sending enquiries to the Board

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





企業管治報告

Corporate Governance Report

於股東大會動議的程序

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

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

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

投資者關係的聯絡事宜

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

香港

請按以下方式聯絡我們的公司秘書：

電話 : (852) 2828 9206
 郵件 : 香港德輔道中189號李寶椿大廈
 12樓1203-4室
 電郵 : ir@lansen.com.cn

中國

請按以下方式聯絡我們的投資者關係部：

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

於本公司網站www.lansen.com.cn可提供最新的投資者關係資料。

The procedures for making proposals at Shareholders' Meetings

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

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

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

Investor Relations Contacts

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

Hong Kong

Please contact our Company Secretary at:

By phone : (852) 2828 9206
 By post : Suite 1203-4, 12/F., Li Po Chun Chambers,
 189 Des Voeux Road Central, Hong Kong
 By e-mail : ir@lansen.com.cn

The PRC

Please contact our Investor Relations Department at:

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

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





獨立核數師報告

Independent Auditor's Report



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致朗生醫藥控股有限公司股東
(於開曼群島註冊成立的有限公司)

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

意見

本核數師(以下簡稱「我們」)已審計列載於第92至201頁朗生醫藥控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及包括主要會計政策概要的綜合財務報表附註。

我們認為，該等綜合財務報表已根據《國際財務報告準則》真實而公平地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見基礎

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

Opinion

We have audited the consolidated financial statements of Lansen Pharmaceutical Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 92 to 201, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

BDO Limited
香港立信德豪會計師事務所有限公司

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獨立核數師報告

Independent Auditor's Report

關鍵審計事項

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

可使用年期無限的無形資產及商譽的減值評估

(請參閱綜合財務報表附註5、19及20)

於二零二零年十二月三十一日，本集團的商譽為6,824,000美元，而可使用年期無限的無形資產為21,630,000美元。管理層已根據《國際會計準則》第36號「資產減值」進行減值審查。現金產生單位的可收回金額根據在用價值計算釐定。在用價值計算包括管理層對估計未來現金流量作出的重大假設及判斷。

我們視可使用年期無限的無形資產商譽的減值評估為關鍵審計事項，原因是該評估對綜合財務報表的重要性，以及本範疇涉及管理層作出重大程度的判斷及估計，特別是對未來現金流量及折現率作出的估計。有關減值模型所使用的主要假設已於綜合財務報表附註19及20中披露。

我們的回應：

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

- 正就現金流量預測與高級管理人員進行討論；
- 正根據我們對業務及行業的認知，並考慮預算過往的準確程度，對管理層所使用的數據來源及主要假設的合理性進行評估；
- 檢查減值計算的算術準確性；及
- 正進行敏感度分析，包括評估折現率及現金流合理可能變動的影響。

Key Audit Matters

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

Impairment assessment of intangible assets with indefinite useful lives and goodwill

(Refer to Notes 5, 19 and 20 to the consolidated financial statements)

The Group had intangible assets with indefinite useful lives of US\$21,630,000 and goodwill of US\$6,824,000 as at 31 December 2020. Management has performed an impairment review under International Accounting Standards 36 "Impairment of Assets". Recoverable amounts of cash-generating units are determined based on value in use calculations, which include significant assumptions and judgements made by management concerning the estimated future cash flows.

We identified the impairment assessment of intangible assets with indefinite useful lives and goodwill as a key audit matter because of its significance to the consolidated financial statements and because this area involves a significant degree of judgements and estimation made by management, in particular the estimation of future cash flows and discount rate. Key assumptions used in the impairment model have been disclosed in Notes 19 and 20 to the consolidated financial statements.

Our response:

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

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





獨立核數師報告

Independent Auditor's Report

本年報的其他資料

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

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

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

董事就綜合財務報表須承擔的責任

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

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

董事亦負責監控 貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

核數師就綜合財務報表的審計須承擔的責任

我們的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理確定，並出具載有我們的意見的核數師報告。本報告按照審計業務約定書的條文

Other Information in the Annual Report

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

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

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

Directors' Responsibilities for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you,





獨立核數師報告

Independent Auditor's Report

僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

- 識別及評估由欺詐或錯誤導致綜合財務報表出現重大錯誤陳述的風險，設計及執行回應該等風險的審計程序，並獲得充足和適當的審計憑證為我們的意見提供基礎。未能檢測出因欺詐導致的重大錯誤陳述，其風險高於未能檢測出因錯誤所導致者，原因是欺詐可能涉及串謀、偽造、故意遺漏、失實陳述，或凌駕內部監控。
- 了解與審計相關的內部監控，以設計適合此一情況的審計程序，但其目的並非就貴集團內部監控的有效性發表意見。
- 評估所使用的會計政策的合適性，以及董事作出的會計估計及相關披露的合理性。
- 就董事使用會計的持續經營基準的合適性作出結論，並基於所獲得的審計憑證，對貴集團繼續持續經營的能力可構成重大疑問的事件或情況，是否存在與之相關的重大不確定性作出結論。倘我們的結論為存在重大不確定性，我們須於核數師報告中，就綜合財務報表中的相關披露提請使用者垂注，或倘該等披露並不充份，則修改我們的意見。我們的結論乃基於截至我們的核數師報告日期所獲得的審計憑證。然而，未來事件或情況可導致貴集團停止繼續持續經營。

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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





獨立核數師報告

Independent Auditor's Report

- 就綜合財務報表的整體陳述、結構及內容(包括披露)進行評估，並就綜合財務報表是否以達致公平陳述的方式呈列相關交易及事件進行評估。
- 對 貴集團內的實體或業務活動的財務資料獲得充足適當的審計憑證，以就綜合財務報表發表意見。我們就 貴集團的審計方向、監督及履行情況承擔責任。我們為審計意見承擔全部責任。
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

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

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

香港立信德豪會計師事務所有限公司
執業會計師

柯瀛瀛
執業證書編號：P07424

香港，二零二一年三月三十日

BDO Limited
Certified Public Accountants

Or Ying Ying, Anita
Practising Certificate Number: P07424

Hong Kong, 30 March 2021





綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | 附註 Notes | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------------|---|-------------|----------------------------------|----------------------------------|
| 收入 | Revenue | 6 | 54,386 | 54,257 |
| 銷售成本 | Cost of sales | | (19,207) | (20,928) |
| 毛利 | Gross profit | | 35,179 | 33,329 |
| 其他收入 | Other income | 6 | 2,063 | 3,702 |
| 銷售及分銷開支 | Selling and distribution expenses | | (15,668) | (18,042) |
| 行政開支 | Administrative expenses | | (7,935) | (15,260) |
| 金融資產的虧損撥備 (確認)/撥回 | Loss allowance (recognised)/reversed on financial assets | | (787) | 230 |
| 經營溢利 | Profit from operations | | 12,852 | 3,959 |
| 其他非經營性收入及開支 | Other non-operating income and expenses | 8 | 80,513 | 19,559 |
| 其他金融負債的 公平值收益 | Fair value gain on other financial liabilities | | — | 133 |
| 衍生金融工具撇銷 | Write off of derivative financial instrument | | — | (1,910) |
| 財務成本 | Finance costs | 9 | (2,051) | (4,409) |
| 應佔聯營公司之除稅後 業績 | Share of post-tax result of associates | | 88 | 1,310 |
| 除所得稅前溢利 | Profit before income tax | 10 | 91,402 | 18,642 |
| 所得稅開支 | Income tax expense | 12 | (3,197) | (293) |
| 年度溢利 | Profit for the year | | 88,205 | 18,349 |



綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------------------------|---|----------------------------------|----------------------------------|
| | 附註 Note | | |
| 其他全面收益 | Other comprehensive income | | |
| 其後可能重新分類至損益之項目： | Items that may be reclassified subsequently to profit or loss: | | |
| — 換算海外業務產生的匯兌差額 | — Exchange differences arising on translation of foreign operations | 5,765 | (2,524) |
| — 出售一間聯營公司的部分權益時重新分類至損益的匯兌差額 | — Exchange differences reclassified to profit or loss upon partial disposal of an associate | — | 1,339 |
| — 視作出售一間聯營公司的權益時重新分類至損益的差額 | — Exchange differences reclassified to profit or loss upon deemed disposal of an associate | 1,937 | — |
| 年度其他全面收益 (扣除稅項) | Other comprehensive income for the year, net of tax | 7,702 | (1,185) |
| 年度全面收益總額 | Total comprehensive income for the year | 95,907 | 17,164 |
| 本公司擁有人應佔溢利 | Profit attributable to owners of the Company | 88,205 | 18,349 |
| 本公司擁有人應佔全面收益總額 | Total comprehensive income attributable to owners of the Company | 95,907 | 17,164 |
| | | 美仙 US cents | 美仙 US cents |
| 每股盈利 | Earnings per share | | |
| — 基本及攤薄 | — Basic and diluted | 14 | 22.21 |
| | | | 4.54 |





綜合財務狀況表

Consolidated Statement of Financial Position

於二零二零年十二月三十一日 As at 31 December 2020

| | | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------------------|---|----|----------------------------------|----------------------------------|
| | 附註 Notes | | | |
| 資產 | ASSETS | | | |
| 非流動資產 | Non-current assets | | | |
| 物業、廠房及設備 | Property, plant and equipment | 15 | 24,391 | 25,140 |
| 使用權資產 | Right-of-use assets | 16 | 2,450 | 2,698 |
| 投資物業 | Investment property | 17 | 633 | — |
| 無形資產 | Intangible assets | 19 | 21,630 | 21,670 |
| 商譽 | Goodwill | 20 | 6,824 | 6,825 |
| 於聯營公司之權益 | Interests in associates | 21 | 6,862 | 16,143 |
| | | | 62,790 | 72,476 |
| 流動資產 | Current assets | | | |
| 存貨 | Inventories | 22 | 6,722 | 6,652 |
| 貿易及其他應收款項 | Trade and other receivables | 23 | 44,368 | 49,898 |
| 向一間聯營公司的貸款 | Loan to an associate | 24 | 8,425 | 7,197 |
| 應收稅金 | Tax recoverable | | 105 | — |
| 按公平值計入損益(「按公平值計入損益」)的金融資產 | Financial assets at fair value through profit or loss ("FVTPL") | 18 | 32,815 | — |
| 已抵押銀行存款 | Pledged bank deposits | 25 | 14,144 | 27,373 |
| 現金及現金等價物 | Cash and cash equivalents | 25 | 83,409 | 20,363 |
| | | | 189,988 | 111,483 |
| 總資產 | Total assets | | 252,778 | 183,959 |
| 權益及負債 | EQUITY AND LIABILITIES | | | |
| 資本及儲備 | Capital and reserves | | | |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | | | |
| 股本 | Share capital | 26 | 3,972 | 3,972 |
| 股份溢價 | Share premium | 27 | 16,750 | 16,750 |
| 外匯儲備 | Foreign exchange reserve | | 3,907 | (3,795) |
| 法定儲備 | Statutory reserve | | 10,228 | 9,901 |
| 保留溢利 | Retained profits | | 162,425 | 74,547 |
| 總權益 | Total equity | | 197,282 | 101,375 |



綜合財務狀況表

Consolidated Statement of Financial Position

於二零二零年十二月三十一日 As at 31 December 2020

| | | 附註 Notes | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-----------------|--|-------------|----------------------------------|----------------------------------|
| 非流動負債 | Non-current liabilities | | | |
| 租賃負債 | Lease liabilities | 36 | 782 | 481 |
| 遞延稅項負債 | Deferred tax liabilities | 29 | 3,227 | 1,636 |
| | | | 4,009 | 2,117 |
| 流動負債 | Current liabilities | | | |
| 借款 | Borrowings | 28 | 31,424 | 60,520 |
| 租賃負債 | Lease liabilities | 36 | 394 | 413 |
| 流動稅項負債 | Current tax liabilities | | 870 | 1,406 |
| 貿易及其他應付款項 | Trade and other payables | 30 | 17,272 | 16,666 |
| 合約負債 | Contract liabilities | 31 | 296 | 291 |
| 其他金融負債 | Other financial liabilities | 32 | 1,231 | 1,171 |
| | | | 51,487 | 80,467 |
| 總負債 | Total liabilities | | 55,496 | 82,584 |
| 總權益及負債 | Total equity and liabilities | | 252,778 | 183,959 |
| 流動資產淨值 | Net current assets | | 138,501 | 31,016 |
| 總資產減流動負債 | Total assets less current liabilities | | 201,291 | 103,492 |

第92至201頁的綜合財務報表已於二零二一年三月三十日獲董事會批准及授權刊發，並由以下人士代表簽署：

The consolidated financial statements on pages 92 to 201 were approved and authorised for issue by the Board of Directors on 30 March 2021 and are signed on its behalf by:

董事
Director
陳力
CHEN Li

董事
Director
劉雪姿
LIU Xuezi



綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | 股本 | 股份溢價 | 庫存股份 | 外匯儲備 | 法定儲備 | 保留溢利 | 總權益 |
|--|---|---------------|---------------|-----------------|--------------------------|-------------------|------------------|--------------|
| | | Share capital | Share premium | Treasury shares | Foreign exchange reserve | Statutory reserve | Retained profits | Total equity |
| | | 千美元 | 千美元 | 千美元 | 千美元 | 千美元 | 千美元 | 千美元 |
| | | US\$'000 | US\$'000 | US\$'000 | US\$'000 | US\$'000 | US\$'000 | US\$'000 |
| | | (附註26) | (附註27) | (附註27) | (附註27) | (附註27) | (附註27) | (附註27) |
| | | (Note 26) | (Note 27) | (Note 27) | (Note 27) | (Note 27) | (Note 27) | (Note 27) |
| 截至二零一九年十二月三十一日止年度 Year ended 31 December 2019 | | | | | | | | |
| 於二零一九年一月一日 | At 1 January 2019 | 4,150 | 18,945 | (3) | (2,610) | 9,564 | 58,390 | 88,436 |
| 股息(附註13) | Dividends (Note 13) | — | — | — | — | — | (1,855) | (1,855) |
| 股份回購(附註27) | Share repurchase (Note 27) | — | — | (2,370) | — | — | — | (2,370) |
| 註銷已回購的股份(附註27) | Cancellation of shares repurchased (Note 27) | (178) | (2,195) | 2,373 | — | — | — | — |
| 與擁有人進行交易 | Transactions with owners | (178) | (2,195) | 3 | — | — | (1,855) | (4,225) |
| 年度溢利 | Profit for the year | — | — | — | — | — | 18,349 | 18,349 |
| 年度其他全面收益 | Other comprehensive income for the year | | | | | | | |
| — 換算海外業務產生之匯兌差額 | — Exchange differences arising on translation of foreign operations | — | — | — | (2,524) | — | — | (2,524) |
| — 於出售一間聯營公司的部分權益時重新分類至損益的匯兌差額 | — Exchange differences reclassified to profit or loss upon partial disposal of an associate | — | — | — | 1,339 | — | — | 1,339 |
| 年度全面收益總額 | Total comprehensive income for the year | — | — | — | (1,185) | — | 18,349 | 17,164 |
| 轉撥至法定儲備 | Appropriations to statutory reserve | — | — | — | — | 337 | (337) | — |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 3,972 | 16,750 | — | (3,795) | 9,901 | 74,547 | 101,375 |
| 截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 | | | | | | | | |
| 於二零二零年一月一日 | At 1 January 2020 | 3,972 | 16,750 | — | (3,795) | 9,901 | 74,547 | 101,375 |
| 年度溢利 | Profit for the year | — | — | — | — | — | 88,205 | 88,205 |
| 年度其他全面收益 | Other comprehensive income for the year | | | | | | | |
| — 換算海外業務產生之匯兌差額 | — Exchange differences arising on translation of foreign operations | — | — | — | 5,765 | — | — | 5,765 |
| — 視作出售一間聯營公司的權益時重新分類至損益的匯兌差額 | — Exchange differences reclassified to profit or loss upon deemed disposal of an associate | — | — | — | 1,937 | — | — | 1,937 |
| 年度全面收益總額 | Total comprehensive income for the year | — | — | — | 7,702 | — | 88,205 | 95,907 |
| 轉撥至法定儲備 | Appropriations to statutory reserve | — | — | — | — | 673 | (673) | — |
| 撤銷註冊附屬公司 | Deregistration of a subsidiary | — | — | — | — | (346) | 346 | — |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 3,972 | 16,750 | — | 3,907 | 10,228 | 162,425 | 197,282 |



綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------------------------|--|----------------------------------|----------------------------------|
| 來自經營業務之現金流量 | Cash flows from operating activities | | |
| 除所得稅前溢利 | Profit before income tax | 91,402 | 18,642 |
| 調整： | Adjustments for: | | |
| 財務成本 | Finance costs | 2,051 | 4,409 |
| 利息收入 | Interest income | (558) | (454) |
| 應佔聯營公司之除稅後業績 | Share of post-tax result of associates | (88) | (1,310) |
| 無形資產減值撥備 | Provision for impairment of intangible assets | 2,946 | 5,495 |
| 物業、廠房及設備減值撥備 | Provision for impairment of property, plant and equipment | 58 | 918 |
| 使用權資產減值撥備 | Provision for impairment of right-of-use asset | 210 | — |
| 於一間聯營公司的權益的減值撥備 | Provision for impairment of interest in an associate | 386 | 396 |
| 陳舊存貨減值撥備 | Provision for impairment of obsolete inventories | 222 | 1,665 |
| 商譽減值撥備 | Provision for impairment of goodwill | 1 | — |
| 財務擔保合約虧損撥備 | Loss allowance on financial guarantee contract | 927 | — |
| 金融資產的虧損撥備 確認／(撥回) | Loss allowance recognised/(reversed) on financial assets | 787 | (230) |
| 物業、廠房及設備折舊 | Depreciation of property, plant and equipment | 2,500 | 2,829 |
| 投資物業折舊 | Depreciation of investment property | 10 | — |
| 使用權資產折舊 | Depreciation of right-of-use assets | 560 | 546 |
| 無形資產攤銷 | Amortisation of intangible assets | — | 561 |
| 出售物業、廠房及設備的虧損 | Loss on disposals of property, plant and equipment | 131 | 118 |
| 存貨撇銷 | Write off of inventories | 24 | 1,610 |
| 金融資產撇銷 | Write off of financial assets | 34 | 572 |
| 衍生金融工具撇銷 | Write off of derivative financial instrument | — | 1,910 |
| 其他金融負債的公平值收益 | Fair value gain on other financial liabilities | — | (133) |
| 提前終止租賃的收益 | Gain on early termination of lease | (13) | — |
| 出售一間聯營公司部份權益的收益 | Gain on partial disposal of an associate | — | (25,450) |
| 視作出售一間聯營公司的收益 | Gain on deemed disposal of an associate | (45,618) | — |
| 按公平值計入損益的金融資產的變現收益 | Realised gain from financial assets at FVTPL | (29,252) | — |
| 按公平值計入損益的金融資產的未變現收益 | Unrealised gain from financial assets at FVTPL | (10,396) | — |
| 換算按公平值計入損益的金融資產的匯兌差額 | Exchange differences arising on translation of financial assets at FVTPL | (3,423) | — |
| 與出售按公平值計入損益的金融資產部分權益相關的交易成本及其他稅 | Transaction costs and other tax in connection with partial disposal of financial assets at FVTPL | 3,917 | — |



綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------------------------|--|----------------------------------|----------------------------------|
| 營運資金變動前之經營溢利 | Operating profit before working capital changes | 16,818 | 12,094 |
| 存貨減少 | Decrease in inventories | 123 | 1,929 |
| 貿易及其他應收款項減少 | Decrease in trade and other receivables | 8,480 | 2,198 |
| 貿易及其他應付款項減少 | Decrease in trade and other payables | (1,301) | (4,631) |
| 合約負債減少 | Decrease in contract liabilities | (14) | (263) |
| 經營產生之現金 | Cash generated from operations | 24,106 | 11,327 |
| 已付利息 | Interest paid | (1,991) | (4,252) |
| 已付所得稅 | Income tax paid | (2,416) | (154) |
| 經營活動產生之現金淨額 | Net cash generated from operating activities | 19,699 | 6,921 |
| 來自投資活動之現金流量 | Cash flows from investing activities | | |
| 已抵押銀行存款減少/(增加) | Decrease/(Increase) in pledged bank deposits | 14,253 | (5,701) |
| 購買物業、廠房及設備 | Purchase of property, plant and equipment | (718) | (1,367) |
| 購買無形資產 | Purchase of intangible assets | (2,085) | (2,150) |
| 來自出售一間聯營公司部分權益之所得款項 | Proceeds from partial disposal of an associate | — | 43,508 |
| 與出售一間聯營公司部分權益相關的交易成本及其他稅 | Transaction costs and other tax in connection with partial disposal of an associate | — | (1,693) |
| 來自出售按公平值計入損益的金融資產部分權益之所得款項 | Proceeds from partial disposal of financial assets at FVTPL | 67,086 | — |
| 與出售按公平值計入損益的金融資產部分權益相關的交易成本及其他稅 | Transaction costs and other tax in connection with partial disposal of financial assets at FVTPL | (3,917) | — |
| 收取按公平值計入損益的金融資產股息 | Dividends received from financial assets at FVTPL | 459 | — |
| 收取聯營公司股息 | Dividends received from an associate | — | 1,344 |
| 出售物業、廠房及設備所得款項 | Proceeds from disposals of property, plant and equipment | 59 | 4 |
| 向一間聯營公司提供之墊款 | Advance to an associate | (1,460) | (358) |
| 收購一間聯營公司款項 | Payment for acquisition of an associate | — | (1,422) |
| 已收利息 | Interest received | 558 | 454 |
| 投資活動產生現金淨額 | Net cash generated from investing activities | 74,235 | 32,619 |



綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

| | | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|--------------------|---|----|----------------------------------|----------------------------------|
| | 附註 Notes | | | |
| 來自融資活動之現金流量 | Cash flows from financing activities | | | |
| 借款所得之款項 | Proceeds from borrowings | 28 | 38,184 | 76,924 |
| 償還借款之款項 | Repayment of borrowings | 28 | (69,472) | (102,836) |
| 已付股息 | Dividends paid | | — | (1,855) |
| 股份回購款項 | Payment for repurchase of shares | | — | (2,370) |
| 償還租賃負債的本金部份 | Repayment of principal portion of lease liabilities | 36 | (471) | (475) |
| 融資活動所用之現金淨額 | Net cash used in financing activities | | (31,759) | (30,612) |
| 現金及現金等價物之淨增加 | Net increase in cash and cash equivalents | | 62,175 | 8,928 |
| 年初現金及現金等價物 | Cash and cash equivalents at beginning of the year | | 20,363 | 11,564 |
| 匯率變動之影響 | Effects of exchange rate changes | | 871 | (129) |
| 年末現金及現金等價物 | Cash and cash equivalents at end of the year | | 83,409 | 20,363 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

1. 公司資料

朗生醫藥控股有限公司(「本公司」)於二零零九年九月十日在開曼群島註冊成立為獲豁免有限公司，其股份自二零一零年五月七日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處為Windward 3, Regatta Office Park, P. O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands。本公司的主要營業地點位於香港德輔道中189號李寶椿大廈12樓1203-4室。

本公司的主要業務活動為投資控股。本公司附屬公司(連同本公司，統稱「本集團」)的主要業務活動為製造及買賣藥品。本集團主要在中華人民共和國(「中國」)進行業務，詳情載於附註34。年內，本集團業務概無重大變動。

本公司為Cathay International Holdings Limited(「CIH」)的附屬公司，該公司在百慕達註冊成立。董事認為直接控股和最終控股公司分別為國泰國際醫藥生產及銷售(中國)有限公司及CIH。

2. 綜合財務報表編製基準

綜合財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈的所有國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋(以下統稱「國際財務報告準則」)及香港《公司條例》的披露規定編製。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)規定的適用披露。

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

1. Corporate Information

Lansen Pharmaceutical Holdings Limited (the "Company") is an exempted limited liability company incorporated in the Cayman Islands on 10 September 2009 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 7 May 2010. The Company's registered office is located at Windward 3, Regatta Office Park, P. O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands. The Company's principal place of business is located at Suites 1203-4, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries (together with the Company referred to as the "Group") are manufacturing and trading of pharmaceutical products. The principal activities of the Group are carried out in the People's Republic of China (the "PRC") and are set out in Note 34. There were no significant changes in the Group's operations during the year.

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

2. Basis of Preparation of Consolidated Financial Statements

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

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



3. 採納新訂或經修訂國際財務報告準則

3.1 採納新訂或經修訂國際財務報告準則 — 自二零二零年一月一日生效

於本年度，本集團首次應用國際會計準則委員會頒佈的下列或經修訂國際財務報告準則，該等準則與本集團於二零二零年一月一日開始的年度期間的綜合財務報表相關並生效：

國際會計準則第1號及 重大的
國際會計準則第8號 定義
的修訂

國際財務報告準則 業務的定義
第3號的修訂

國際財務報告準則 利率基準
第9號、國際會計準則 改革
第39號及國際財務
報告準則第7號的修訂

採納此等經修訂國際財務報告準則對本集團的綜合財務報表並無重大影響。

3. Adoption of New or Revised IFRSs

3.1 Adoption of new or revised IFRSs — effective on 1 January 2020

In the current year, the Group has applied for the first time the following new and amended IFRSs issued by the IASB, which are relevant to and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2020:

Amendments to IAS 1 and IAS 8 Definition of Material

Amendments to IFRS 3 Definition of a Business

Amendments to IFRS 9, IAS 39 and IFRS 7 Interest Rate Benchmark Reform

The adoption of these amendments have no material impact on the Group's consolidated financial statements.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

3. 採納新訂或經修訂國際財務報告準則 (續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則

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

| | |
|--|---|
| 國際會計準則第1號的修訂 | 流動或非流動負債的分類 ⁵ |
| 國際會計準則第1號及國際財務報告準則實務報告第2號的修訂 | 會計政策披露 ⁵ |
| 國際會計準則第8號的修訂 | 會計估計的定義 ⁵ |
| 國際會計準則第16號的修訂 | 物業、廠房及設備 — 作擬定用途前的所得款項 ³ |
| 國際會計準則第39號、國際財務報告準則第4號、國際財務報告準則第7號、國際財務報告準則第9號及國際財務報告準則第16號的修訂 | 利率基準改革 — 第2期 ² |
| 國際財務報告準則第3號的修訂 | 對概念框架的提述 ⁴ |
| 國際財務報告準則第10號及國際會計準則第28號的修訂 | 投資者與其聯營公司或合資企業之資產銷售或貢獻 ⁶ |
| 國際財務報告準則第16號的修訂 | 與COVID-19有關的租金優惠 ¹ |
| 國際財務報告準則二零一八年至二零二零年之年度改進 | 國際財務報告準則第1號的修訂 — 初次採納國際財務報告準則；國際財務報告準則第9號的修訂 — 金融工具；國際財務報告準則第16號的修訂及國際會計準則第41號的修訂 — 農業 ³ |
| 國際會計準則第37號的修訂 | 虧損合約 — 履行合約的成本 ³ |

3. Adoption of New or Revised IFRSs (Continued)

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

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

| | |
|--|---|
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current ⁵ |
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies ⁵ |
| Amendments to IAS 8 | Definition of Accounting Estimates ⁵ |
| Amendments to IAS 16 | Property, Plant and Equipment — Proceeds before Intended Use ³ |
| Amendments to IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16 | Interest Rate Benchmark Reform — Phase 2 ² |
| Amendments to IFRS 3 | Reference to the Conceptual Framework ⁴ |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁶ |
| Amendments to IFRS 16 | COVID-19-Related Rent Concessions ¹ |
| Annual Improvements to IFRSs 2018–2020 | Amendments to IFRS 1 — First-time Adoption of IFRS; Amendments to IFRS 9 — Financial Instruments; Amendments to IFRS 16 and Amendments to IAS 41 — Agriculture ³ |
| Amendments to IAS 37 | Onerous Contracts — Cost of fulfilling a Contract ³ |

**3. 採納新訂或經修訂國際財務報告準則(續)****3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)**

- 1 於二零二零年六月一日或之後開始之年度期間生效。
- 2 於二零二一年一月一日或之後開始之年度期間生效。
- 3 於二零二二年一月一日或之後開始之年度期間生效。
- 4 對收購日期為於二零二二年一月一日或之後開始之首個年度期間開始當日或之後的業務合併生效。
- 5 於二零二三年一月一日或之後開始之年度期間生效。
- 6 有關修訂將前瞻性地應用於待定期或之後開始之年度期間內發生之資產出售或投入。

國際會計準則第1號的修訂

該等修訂闡明，將負債分類為流動或非流動乃基於報告期末存在的權利，並訂明分類不受有關實體是否會行使其延遲清償負債的權利的預期影響，並解釋倘在報告期末遵守契諾，則權利即告存在。該等修訂亦引入「結算」的定義，以明確結算是指將現金、權益工具、其他資產或服務轉讓予對手方。

本公司董事預計日後應用該等修訂及修改不會對本集團綜合財務報表造成影響。

3. Adoption of New or Revised IFRSs (Continued)**3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)**

- 1 Effective for annual periods beginning on or after 1 June 2020.
- 2 Effective for annual periods beginning on or after 1 January 2021.
- 3 Effective for annual periods beginning on or after 1 January 2022.
- 4 Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.
- 5 Effective for annual periods beginning on or after 1 January 2023.
- 6 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

Amendments to IAS 1

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of "settlement" to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The directors of the Company do not anticipate that the application of the amendments and revision in the future will have an impact on the Group's consolidated financial statements.





3. 採納新訂或經修訂國際財務報告準則(續)

3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)

國際財務報告準則第16號的修訂

國際財務報告準則第16號已作出修訂，通過在國際財務報告準則第16號中加入一項額外的可行權宜方法，允許實體選擇不將租金優惠按修訂入賬，為承租人就因COVID-19疫情而產生的租金優惠入賬提供可行權宜方法。該可行權宜方法僅適用於因COVID-19疫情而直接產生的租金優惠，而且必須符合以下所有準則：

- (a) 租賃付款的變動導致經修訂租賃代價與緊接變動前的租賃代價基本相同或更低；
(b) 租賃付款的減少僅影響原本於二零二一年六月三十日或之前到期的付款；及
(c) 租賃的其他條款及條件並無任何實質性變動。

符合上述標準的租金優惠可按照該可行權宜方法入賬，即承租人無需評估租金優惠是否符合租賃修訂的定義。承租人應運用國際財務準則第16號的其他規定對租金優惠進行會計處理。

倘將租金優惠列作租賃修訂入賬，將導致本集團使用經修訂貼現率重新計量租賃負債以反映經修訂代價，而租賃負債變動的影響將錄作使用權資產。通過應用可行權宜方法，本集團無需釐定經修訂貼現率，而租賃負債變動的影響在觸發租金優惠的事件或條件發生的期間於損益中反映。

本公司董事現正評估應用該等修訂對本集團綜合財務報表產生的影響。

3. Adoption of New or Revised IFRSs (Continued)

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

Amendments to IFRS 16

IFRS 16 was amended to provide a practical expedient to lessees in accounting for rent concessions arising as a result of the COVID-19 pandemic, by including an additional practical expedient in IFRS 16 that permits entities to elect not to account for rent concessions as modifications. The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 pandemic and only if all of the following criteria are satisfied:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
(b) the reduction in lease payments affects only payments originally due on or before 30 June 2021; and
(c) there is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with this practical expedient, which means the lessee does not need to assess whether the rent concession meets the definition of lease modification. Lessees shall apply other requirements of IFRS 16 in accounting for the rent concession.

Accounting for rent concessions as lease modifications would have resulted in the Group remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

The directors of the Company are currently assessing the impact of the application of these amendments on the Group's consolidated financial statements.

**3. 採納新訂或經修訂國際財務報告準則(續)****3.2 已頒佈但尚未生效的新訂或經修訂國際財務報告準則(續)****國際財務報告準則第16號的修訂(續)**

除以上所述者外，修訂於應用時不大可能對本集團的綜合業績及綜合財務狀況產生重大影響。

4. 主要會計政策概要

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

綜合基準

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

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

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

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

3. Adoption of New or Revised IFRSs (Continued)**3.2 New or revised IFRSs that have been issued but are not yet effective (Continued)**
Amendments to IFRS 16 (Continued)

Except for those mentioned above, these amendments are unlikely to have material impact on the Group's consolidated results and consolidated financial position upon application.

4. Summary of Significant Accounting Policies

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

Basis of consolidation

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

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

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

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





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

附屬公司

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

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

商譽

收購業務所產生的商譽按收購業務當日所確定成本減累計減值虧損(如有)列賬。

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

4. Summary of Significant Accounting Policies (Continued)

Subsidiaries

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

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

Goodwill

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

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



4. 主要會計政策概要(續)

商譽(續)

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

出售相關現金產生單位時，商譽的應佔金額乃計入於出售時釐定的損益金額。

本集團有關收購聯營公司所產生商譽的政策於下文「聯營公司」一節詳述。

聯營公司

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

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

4. Summary of Significant Accounting Policies (Continued)

Goodwill (Continued)

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

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

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

Associates

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

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





4. 主要會計政策概要(續)

聯營公司(續)

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

國際財務報告準則第9號金融工具(「國際財務報告準則第9號」)的規定乃用於釐定是否需要就本集團於聯營公司的權益確認任何減值虧損。如有需要，投資的全部賬面值(包括商譽)乃根據國際會計準則第36號資產減值(「國際會計準則第36號」)作為單一資產，並通過比較可收回金額(即使用價值與公平值減出售成本的較高者)與其賬面值進行減值測試。已確認的任何減值虧損構成有關投資賬面值的一部分。該減值虧損的任何撥回乃根據國際會計準則第36號予以確認，惟增加後的賬面值不得超過聯營公司的權益於過往年度倘無確認減值虧損時應釐定的賬面值。

當投資不再作為聯營公司當日或當投資(或其一部分)獲分類為持作出售起，本集團乃終止使用權益法。當本集團保留於前聯營公司的權益，且有關的保留權益為金融資產時，則本集團於該日按公平值計量保留權益，而公平值則被視為根據國際財務報告準則第9號首次確認時的公平值。聯營公司於終止使用權益法當日的賬面值與任何保留權益的公平值及出售聯營公司部分權益所得任何所得款項之間的差額，乃計入於部分出售時所釐定聯營公司的損益。此外，倘該等聯營公司直接出售相關資產或負債，則本集團將需要按相同基準將該等聯營公司以往於其他全面收益確認的所有金額入賬。因此，倘該等聯營公司以往於其他全面收益確認的損益將重新分類為出售相關資產或負債的損益，則本集團乃於終止使用權益法時將來自權益的盈虧重新分類至損益(列作重新分類調整)。

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

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

The requirements of IFRS 9 *Financial Instruments* ("IFRS 9") are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's interest in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* ("IAS 36") as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had impairment loss been recognised for the interests in associates in prior years.

The Group discontinues the use of the equity method from the date when the investment ceases to be associates, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains interests in the former associates and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of partial interests in the associates is included in the determination of the gain or loss on disposal of the associates. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associates on the same basis as would be required if that associates had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associates would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.



4. 主要會計政策概要(續)

聯營公司(續)

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

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

物業、廠房及設備

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

物業、廠房及設備成本包括其購買價及收購該等項目的直接應計成本。

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

4. Summary of Significant Accounting Policies (Continued)

Associates (Continued)

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

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

Property, plant and equipment

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

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

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





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

物業、廠房及設備(續)

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

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

倘資產的賬面值高於其估計可收回金額，則資產乃即時撇減至其可收回金額。

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

4. Summary of Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

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

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

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sales proceeds and its carrying amount, and is recognised in profit or loss on disposal.





4. 主要會計政策概要(續)

投資物業

投資物業為持作賺取租金及／或資本增值之物業，但並非用於在一般業務過程中銷售，用於生產或供應商品或服務或用於行政目的。

投資物業初步按成本(包括任何直接應佔開支)計量。初步確認後，投資物業按成本減其後之累計折舊及任何累計減值虧損列賬。折舊獲確認以按投資物業的估計可使用年期並計及其估計剩餘價值後以直線法撇銷其成本。投資物業的估計年限為40年。

投資物業於出售或於投資物業永久停止使用且預期不會從出售中獲得未來經濟利益時終止確認。終止確認該資產所產生之任何收益或虧損(按該資產之出售所得款項淨額與其賬面值之間的差額計算)計入該物業終止確認期間之損益。

無形資產(商譽除外)及研發成本

無形資產(商譽除外)

獨立收購的無形資產初步按成本確認。初步確認後，可使用年期有限的無形資產會按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產會於估計可使用年內按直線法作攤銷撥備。無形資產於可供使用時開始計算攤銷。攤銷開支於損益內確認。

可使用年期無限的無形資產會按成本減其後任何累計減值虧損列賬。

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的損益按出售收益淨額及該資產賬面值的差額計量，並於終止確認該資產時於損益中確認。

4. Summary of Significant Accounting Policies (Continued)

Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful life of investment property is 40 years.

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

Intangible assets (other than goodwill) and research and development costs

Intangible assets (other than goodwill)

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line method over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The amortisation expense is recognised in profit or loss.

Intangible assets with indefinite useful lives are carried at cost less any subsequent impairment accumulated losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

無形資產(商譽除外)及研發成本(續)

研發成本

個別項目開發開支產生的無形資產在符合以下確認規定時確認：

- 顯示供內部使用或出售的準產品具技術可行性；
- 本集團有意完成及使用或出售無形資產；
- 本集團顯示有能力使用或出售無形資產；
- 無形資產將透過內部使用或出售而產生可能經濟利益；
- 有足夠技術、財務及其他資源支持無形資產的完成；及
- 歸屬於該無形資產的開支能夠可靠計量。

不符上述標準的開發開支及內部項目研究階段的開支於產生時在損益確認。

可使用年期有限的已資本化開發成本於產品可供使用時按直線法於估計可使用年期攤銷。攤銷開支於損益內確認。可使用年期無限的已資本化開發成本每年進行減值測試。

有形及無形資產(商譽除外)的減值

可使用年期無限的無形資產及尚未可供使用的無形資產通過比較其賬面值與可回收金額每年進行減值測試，而不論是否有跡象顯示其可能減值。

4. Summary of Significant Accounting Policies (Continued)

Intangible assets (other than goodwill) and research and development costs (Continued)

Research and development costs

An intangible asset arising from development expenditure on an individual project is recognised provided they meet the following recognition requirements:

- demonstration of technical feasibility of completing the prospective product for internal use or sale;
- there is intention to complete the intangible asset and use or sell it;
- the Group's ability to use or sell the intangible asset is demonstrated;
- the intangible asset will generate probable economic benefits through internal use or sale;
- sufficient technical, financial and other resources are available for completion; and
- the expenditure attributable to the intangible asset can be reliably measured.

Development expenditure which does not meet the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss when incurred.

Capitalised development costs that have a finite useful life are amortised on straight-line method over their estimated useful lives, when the products are available for use. The amortisation expense is recognised in profit or loss. Capitalised development costs with indefinite useful lives are tested for impairment annually.

Impairment of tangible and intangible assets (other than goodwill)

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired.



4. 主要會計政策概要(續)

有形及無形資產(商譽除外)的減值(續)

於報告期末，本集團審閱可使用年期有限的有形及無形資產賬面值，以釐定是否存在任何跡象顯示該等資產已遭受減值虧損。倘存在上述任何跡象，本公司將估計資產的可收回金額，以釐定減值虧損(如有)的程度。如無法估計某項個別資產的可收回金額，本集團會估計該項資產所屬的現金產生單位的可收回金額。倘能識別一個合理和貫徹的分配基準，亦會將企業資產分配至個別現金產生單位，或分配至可以識別合理和貫徹的分配基準的現金產生單位最小組合。

可收回金額指公平值減出售成本與在用價值兩者間的較高者。在用價值乃基於預期由資產(或現金產生單位)產生的估計未來現金流量，並以稅前折現率折現至現值，而稅前折現率反映現時市場評估的貨幣時間價值及資產或現金產生單位特定風險。

倘資產(或現金產生單位)的可收回金額估計少於其賬面值，則資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損將即時確認為開支。倘因重估而令資產的賬面值出現減值，則減幅應於損益內確認。然而，倘充足結餘加上資產的任何信貸結餘，減幅應於其他收益中確認。於其他收益表確認的減幅減去重估儲備項下權益累計的金額。

4. Summary of Significant Accounting Policies (Continued)

Impairment of tangible and intangible assets (other than goodwill) (Continued)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets that have a finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. Value in use is based on the estimated future cash flows expected to be derived from the asset (or CGU), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets or CGU.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. If an asset's carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in the equity under the heading of revaluation reserve.





4. 主要會計政策概要(續)

有形及無形資產(商譽除外)的減值(續)

倘有形及無形資產(商譽除外)的減值虧損其後撥回，則資產(或現金產生單位)的賬面值會調高至經修訂的估計可收回金額，惟已增加的賬面值不得超越在資產於過往年度並無確認減值虧損的情況下釐定的賬面值(扣除任何折舊或攤銷)。所有撥回應立即在損益表內確認，除非相關資產按重估金額列值，於此情況下，減值撥回應視作重估，並計入其他全面收入。然而，倘重估資產減值先前已在損益表內確認為開支，則撥回減值虧損應於損益內確認為收益。

金融工具

(i) 金融資產

金融資產(並無重大融資部份的貿易應收款項除外)首次按公平值加上收購或發行直接應佔的交易成本計量非按公平值計入損益的金融資產)。並無重大融資部份的貿易應收款項初步按交易價格計量。

所有按常規方式購買和出售的金融資產於交易日(即本集團承諾購買或銷售該資產之日)確認。按常規方式購買或出售指購買或出售須在一般按市場規則或慣例確定的期間內交付的金融資產。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

4. Summary of Significant Accounting Policies (Continued)

Impairment of tangible and intangible assets (other than goodwill) (Continued)

Where an impairment loss of tangible and intangible assets (other than goodwill) subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of any depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately, unless the relevant asset is carried at a revalued amount, in which case any reversal of impairment should be treated as a revaluation and therefore credited to other comprehensive income. However, to the extent that an impairment on the revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the profit or loss.

Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

4. 主要會計政策概要(續)

金融工具(續)

(i) 金融資產(續)

攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認的任何收益於損益確認。

按公平值計入損益：按公平值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益(「按公平值計入其他全面收益」)分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

權益工具

於初次確認並非持作買賣的權益投資時，本集團可不可撤回地選擇將投資公平值的後續變動列報於其他全面收益中。該選擇乃按逐項投資基準作出。按公平值計入其他全面收益的權益投資按公平值計量。股息收入於損益內確認，除非該股息收入明確代表了對投資成本的部分償還。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他權益工具分類為按公平值計入損益，其公平值變動、股息及利息收入於損益內確認。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(i) Financial assets (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income ("FVOCI"), as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.



4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損

本集團就貿易應收款項及其他按攤銷成本計量的債務金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)12個月的預期信貸虧損：即於報告期後12個月內可能發生的違約事件導致的預期信貸虧損；及(2)全期預期信貸虧損：即於金融工具預計年期內所有可能發生的違約事件導致的預期信貸虧損。於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損乃基於本集團根據合約應收的所有合約現金流量與本集團預期將收到的所有現金流量之間的差額計量。該差額其後按與資產原實際利率相近的折現率折現。

對於貿易應收款項的虧損撥備計量，本集團選擇應用國際財務報告準則第9號的簡化方法，並根據全期預期信貸虧損計算預期信貸虧損。對於其他債務金融資產，乃根據12個月預期信貸虧損計算預期信貸虧損。然而，倘自初次確認後信貸風險有顯著增加，則會根據全期預期信貸虧損計量撥備。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses (“ECLs”) on trade receivables and other debt financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting period and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.



4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

顯著增加的信貸風險

於釐定金融資產的信貸風險自初次確認後是否有顯著增加及於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得的合理及可靠資料。此包括基於本集團過往經驗及知情信貸評估且包括前瞻性資料的定量及定性資料分析。

就財務擔保合約而言，本集團訂立不可撤銷承諾的日期被視為評估減值的初步確認日期。在評估自初步確認財務擔保合約起信貸風險是否大幅增加時，本集團考慮指定債務人的違約風險變動。

本集團假定金融資產逾期超過30日則信貸風險顯著增加，除非本集團具有合理及有依據的資料證明。

信貸減值的金融資產

本集團認為金融資產於下列情況下出現信貸減值：(1)在本集團不具有追索權(如變現抵押(如持有))的情況下，借款人不大可能向本集團悉數償付其信貸責任；或(2)金融資產逾期超過90日。

出現信貸減值的金融資產利息收入乃按金融資產的攤銷成本(即賬面總值減虧損撥備)計算。並無出現信貸減值的金融資產利息收入按賬面總值計算。

違約的定義

本集團按附註38所披露對金融資產的信貸風險進行分類。內部信貸風險評級乃基於定性(如客戶的經營狀況、財務狀況等)及定量因素(主要包括應收賬款的逾期資料)估計。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Significant increase in credit risk

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrate otherwise.

Credit-impaired financial assets

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

Definition of default

The Group classifies credit risk on financial assets as disclosed in Note 38. The internal credit risk ratings are estimated based on qualitative (such as customers' operating conditions, financial positions, etc.) and quantitative factors (mainly includes past due information of the receivables).



4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

違約的定義(續)

當內部開發或從外部來源獲取的資料表明債務人不太可能全額償還其債權人(包括本集團)時,本集團即認為發生違約事件。無論上述情況如何,除非金融集團擁有合理可靠資料證明更滯後的違約標準更為適當,否則本集團即認為當金融資產逾期超過90天時發生違約事件。

撇銷政策

如果沒有合理的預期收回金額,相關金融資產的帳面值將被撇銷。該情況通常出現在本集團確定債務人並無資產或收入來源可產生足夠現金流量以償還撇銷金額。撇銷構成取消確認事件。之後收回的任何資產將於損益中確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權金額,有關金額乃根據發生相應違約風險的金額作為加權數值而釐定。

一般而言,預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Definition of default (Continued)

The Group considers an event of default occurs when information developed internally or obtained from external sources which indicates that the debtor is unlikely to pay its creditors, including the Group, in full. Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy

The gross carrying amount of a financial asset is written off of the extent that there is no reasonable expectation of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECLs

The measurement of ECLs 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 ECLs reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECLs is estimated as the weighted average of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, with the respective risks of a default occurring as the weights, discounted at the effective interest rate determined at initial recognition.



4. 主要會計政策概要(續)

金融工具(續)

(ii) 金融資產減值虧損(續)

預期信貸虧損的計量及確認(續)

就財務擔保合同而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款。預期信貸虧損為償還持有人所產生信貸虧損的預計款項之現值減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘預期信用虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質(即本集團其他應收款項及應收融資租賃款項各項評為獨立組別)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作由管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

(iii) 金融負債

本集團根據產生有關負債的目的對金融負債進行分類。按公平值計入損益的金融負債初步按公平值計量，而按攤銷成本計量的金融負債初步按公平值減直接應佔的已產生成本計量。

按公平值計入損益的金融負債包括於初次確認時指定為按公平值計入損益的金融負債。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Measurement and recognition of ECLs (Continued)

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Where ECLs 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 basis:

- Nature of financial instruments (i.e. the Group's other receivables and finance lease receivables are each assessed as a separate group.);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at FVTPL.





4. 主要會計政策概要(續)

金融工具(續)

(iii) 金融負債(續)

按公平值計入損益的金融負債

金融負債若符合以下標準則可於初次確認時指定為按公平值計入損益：(i)如此指定可消除或顯著減少計量或確認的不一致，即如果不做指定，會因不同的基礎計量負債或者確認其產生的收益和虧損而產生這種不一致；(ii)根據書面記載的風險管理策略，有關負債為以公平值為基準進行管理及表現評估的金融負債的一部分；或(iii)該金融負債中包含需分拆入賬的嵌入式衍生工具。

於初次確認後，按公平值計入損益的金融負債按公平值計量，而公平值的變動於其產生期間於損益確認，惟因本集團自身的信貸風險產生的收益及虧損除外，該等收益及虧損於其他全面收益確認，而後續不會重新分類至損益表。於損益表確認的公平值收益或虧損淨額不包括就該等金融負債收取的任何利息。

按攤銷成本計量的金融負債

金融負債為支付現金或其他金融資產(包括借款、租賃負債、貿易及其他應付款項)的責任，於本集團成為工具合約責任訂約方時確認。彼等最初按公平值(扣除發行成本)入賬。該等負債其後按攤銷成本使用實際利率法計量。

當負債終止確認以及在攤銷過程中，收益或虧損於損益內確認。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at FVTPL

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities are obligations to pay cash or other financial assets (including borrowings, lease liabilities, trade and other payables) and are recognised when the Group becomes party to the contractual obligations of the instrument. They are initially recorded at fair value, net of issue costs. They are subsequently measured at amortised cost, using effective interest method.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. 主要會計政策概要(續)

金融工具(續)

(iv) 財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修訂條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。本集團已發行及並非指定按公平值減發行財務擔保合約直接應佔交易成本的財務擔保合約。於初步確認後，本集團按較高者計量財務擔保合約(i)虧損撥備金額，即按上述會計政策原則計量的預期信貸虧損撥備；及(ii)初步確認金額在適時減去於擔保期間確認的累計收入。

(v) 實際利率法

實際利率法為計算金融負債攤銷成本及於有關期間分配利息開支的方法。實際利率為準確折現金融負債於預計年期或(倘適用)較短期間內的估計未來現金付款的利率。

利息開支按實際利率基準確認。

(vi) 權益工具

權益工具為證明本集團於扣減所有負債後在資產中有剩餘權益的任何合約。

本公司所發行的權益工具按已收所得款項減直接發行成本列賬。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECLs provision measured in accordance with principles of the accounting policy set out in above; and (ii) the amount initially recognised less, when appropriate, cumulative amount of income recognised over the guarantee period.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

(vi) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

金融工具(續)

(vii) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據國際財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約所訂明責任解除、註銷或屆滿時終止確認。

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債(或當中部分)的賬面值與所付代價間的差額乃於年內在損益內確認。

存貨

存貨乃初步按成本確認，並於其後以較低者列賬。成本包括直接材料及(如適用)直接勞工成本及將存貨送達目前位置和狀況所產生的經常性費用。成本按加權平均法計算。可變現淨值指存貨在日常業務中的估計售價減所有估計完工成本以及營銷、銷售及分銷所產生的成本。

現金及現金等價物

現金及現金等價物包括銀行及手頭現金，銀行活期存款及短期而易於套現的投資，而該等投資並無重大的價值變動風險，可隨時兌換成可知數額的現金，且原有到期時限不超過三個月。

4. Summary of Significant Accounting Policies (Continued)

Financial instruments (Continued)

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

Inventories

Inventories are initially recognised at costs, and subsequently at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Cash and cash equivalents

Cash and cash equivalents represent cash at banks and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



4. 主要會計政策概要(續)

收入確認

與客戶合約所得收益於貨品或服務轉讓予客戶時按反映本集團為交換該等貨品或服務而預期有權獲取的代價之金額(不包括代表第三方收取的金額)確認。收入不包括增值稅或其他銷項稅並已扣除任何貿易折扣。

視乎合約條款與適用於合約的法律規定，貨品或服務的控制權可隨時間或於某一時間點轉移。倘本集團之履約符合以下情況，則貨品或服務的控制權隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；
- 於本集團履約時創建或優化客戶控制的一項資產；或
- 並無產生對本集團有替代用途的資產，且本集團可強制執行其權利以收取累計至今已完成履約部分的款項。

利息收入乃按尚未償還本金額以適用利率按時間比例基準累計。

合約資產及負債

合約資產指本集團就換取本集團已向客戶轉讓的服務而收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已向客戶收取代價(或已到期收取代價)，而須向客戶轉讓服務的責任。

4. Summary of Significant Accounting Policies (Continued)

Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. 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 services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

所得稅

年內所得稅包括當期稅項及遞延稅項。

當期稅項根據日常業務所得損益(已就毋須繳納所得稅或不獲寬減所得稅的項目作出調整)，按於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項會就用作財務報告用途的資產及負債賬面值與用作稅項用途的相應金額的暫時差額確認。除商譽及不影響會計或應課稅溢利的已確認資產及負債外，會就所有暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額時確認。遞延稅項按適用於預期變現資產或結清負債賬面值的方式以及於報告期末已頒佈或實質上已頒佈的稅率計量。

所得稅於損益內確認，惟當所得稅涉及於其他全面收益內確認的項目時，有關稅項亦於其他全面收益內確認，或當所得稅涉及直接於權益內確認的項目時，有關稅項亦直接於權益內確認。

4. Summary of Significant Accounting Policies (Continued)

Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the assets or liabilities is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.





4. 主要會計政策概要(續)

外幣

集團實體以其業務營運所處的主要經濟環境貨幣(「功能貨幣」)以外的貨幣進行的交易，按進行交易時的當前匯率入賬。外幣貨幣資產及負債則以報告期末的當前匯率換算。以外幣列值並按公平值列賬的非貨幣項目按釐定公平值日期當前匯率重新換算。按外幣以歷史成本計量的非貨幣項目毋須重新換算。

因結算及換算貨幣項目而產生的匯兌差額會於產生期間在損益中確認。重新換算以公平值列賬的非貨幣項目所產生的匯兌差額於期內計入損益，惟重新換算非貨幣項目產生的盈虧差異於其他全面收益內確認，在此情況下，匯兌差額亦於其他全面收益確認。

於綜合賬目時，海外業務的收入及開支項目按年內平均匯率換算為本集團呈報貨幣(即美元)，除非期內匯率波幅嚴重，在此情況下，則使用交易進行時的相若匯率。海外業務所有資產及負債按報告期末的當前匯率換算。所產生的匯兌差額(如有)在其他全面收益內確認並於權益內作為外匯儲備累計。

出售海外業務時，確認於該業務截至出售日期止的外匯儲備的累計匯兌差額，將重新分類至損益，作為出售收益或虧損的一部分。

4. Summary of Significant Accounting Policies (Continued)

Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. US\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the gain or loss on disposal.





4. 主要會計政策概要(續)

租賃

本集團作為承租人

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債,惟存在為實體提供會計政策選擇,可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本確認並將包括:(i)租賃負債之初步計量金額;(ii)於開始日期或之前作出之任何租賃付款減任何已收取之租賃優惠;(iii)承租人產生之任何初步直接成本;及(iv)承租人在租賃條款及條件規定之情況下拆除及移除相關資產時將產生之估計成本,惟該等成本乃因生產存貨而產生者除外。本集團應用成本模型計量使用權資產。根據成本模型,本集團按成本減去任何累計折舊及任何減值虧損計量使用權資產,並就租賃負債之任何重新計量作出調整。

4. Summary of Significant Accounting Policies (Continued)

Leases

The Group as lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under cost model, the right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.



4. 主要會計政策概要(續)

租賃(續)

租賃負債

租賃負債按於租賃開始日期未付之租賃付款之現值確認。租賃付款按租賃隱含利率(倘該利率可輕易釐定)貼現。倘該利率無法輕易釐定，本集團採用本集團之增量借款利率。

下列於租賃期內就並非於租賃開始日期支付之相關資產使用權所作付款被視為租賃付款：(i)固定付款減任何應收租賃優惠；(ii)初步按於開始日期之指數或利率計量之可變租賃付款(其取決於指數或利率)；(iii)承租人根據剩餘價值擔保預期應支付之款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權之行使價；及(v)於承租人行使終止租賃之選擇權之租賃期內支付之終止租賃罰款。

於開始日期後，本集團透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債之利息；(ii)減少賬面值以反映作出之租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產之評估變動。

4. Summary of Significant Accounting Policies (Continued)

Leases (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use of the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

退休福利成本

僱員退休福利透過定額供款計劃提供。

本集團根據強制性公積金計劃條例(「強積金計劃」)設立定額供款退休福利計劃，供所有有資格參加強積金計劃的僱員參與。供款按僱員基本薪金的一定百分比或強積金計劃要求的最高強制性供款作出。

本集團於中國營運的附屬公司僱員則須參加由當地市政府設立的中央退休金計劃。該等附屬公司須按薪金成本的一定百分比(設有上限)向有關計劃供款。

就退休福利計劃而言，本集團的唯一責任為作出指定供款。供款乃於到期應付時確認為有關定額供款福利計劃的開支。倘有欠款或預付款項，則可能確認負債及資產，並基於其通常為短期性質而計入流動負債或流動資產。

借貸成本

直接歸屬於購置、建造或生產合資格資產(須經過相當長時間才可作擬定用途或銷售用途的資產)的借貸成本，應資本化為該等資產成本的一部分，直至有關資產大致可作擬定用途或出售用途為止。有待用於合資格資產的特定借貸在用作臨時投資所賺取的收入，會從合資格資本化的借貸成本中扣除。

所有其他借貸成本於產生期間在損益確認。

4. Summary of Significant Accounting Policies (Continued)

Retirement benefit costs

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme"), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries or the maximum mandatory contribution as required by the MPF Scheme.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs, subject to a certain ceiling, as stipulated by the relevant regulations.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. The contributions recognised in respect to defined contribution benefit plans are expenses as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short term nature.

Borrowings costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Income earned on temporary investments of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.



4. 主要會計政策概要(續)

政府補助金

政府補助金只能在合理確定可以取得補助金及本集團將符合所有附帶條件時按公平值確認。與成本相關的政府補助金將予遞延，並在損益確認，所確認期間為補助金與擬補助成本相應配合。與購買資產相關的政府補助金於綜合財務狀況表中計入負債作為遞延政府補助金，並於相關資產的預計年內以直線法在損益確認。

政府補助為抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援(而無未來有關成本)，於有關補助成為應收款項的期間在損益中確認為「其他收入」，而不是減少相關費用。

撥備及或然負債

如本集團因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

4. Summary of Significant Accounting Policies (Continued)

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the consolidated statement of financial position and are recognised in profit or loss on straight-line method over the expected lives of the related assets.

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 and are recognised as “Other income”, rather than reducing the related expense.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

4. 主要會計政策概要(續)

關連方

- (a) 倘屬以下人士，則該人士或該人士的近親為本集團關連方：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，則該實體為本集團關連方：
- (i) 該實體與本集團屬同一集團的成員公司(即各自的母公司、附屬公司及同系附屬公司乃互相關連)；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或集團成員公司的聯營公司或合營企業，而另一實體亦為該集團的成員公司)；
 - (iii) 該等實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃；
 - (vi) 實體受(a)內所識別人士控制或共同控制；
 - (vii) (a)(i)內所識別人士對實體有重大影響或屬該實體(或該實體的母公司)的主要管理層成員；及
 - (viii) 身為其中一方的實體或本集團任何其他成員公司，為本集團或本公司母公司提供管理人員服務。

4. Summary of Significant Accounting Policies (Continued)

Related parties

- (a) A person or a close member to that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.





4. 主要會計政策概要(續)

關連方(續)

一名人士的近親指與該實體交易時預期可能影響該名人士或受該名人士影響的家庭成員，並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；或
- (iii) 該名人士或該名人士的配偶或家庭夥伴的家屬。

分部呈報

本集團根據定期向執行董事呈報的內部財務資料確定其經營分部及編製分部資料，該等財務資料乃供執行董事作為決定如何分配資源至本集團各業務分部及檢討該等業務分部表現之用。

本集團根據國際財務報告準則第8號用於呈報分部的計量政策與其根據國際綜合財務報告準則編製的財務報表所採用者一致，惟下述各項除外：

- 以權益法入賬的應佔聯營公司之除稅後業績；
- 其他非經營性收入及開支；
- 財務成本；及
- 非由經營分部業務活動直接應佔的若干收入及開支，於計算經營分部的經營業績時並未被包括在內。

4. Summary of Significant Accounting Policies (Continued)

Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

The measurement policies the Group uses for reporting segments under IFRS 8 are the same as those used in its consolidated financial statements prepared under IFRS, except that:

- share of post-tax results of associates accounted for using equity method;
- other non-operating income and expenses;
- finance costs; and
- certain income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.





5. 重要會計估計及判斷

於應用本集團的會計政策時，董事須就並非從其他來源顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果有別於該等估計。

估計及相關假設按持續基準檢討。至於對會計估計的修訂，倘修訂僅影響該期間，則於修訂估計期間確認；倘修訂影響當前及未來期間，則於修訂期間及未來期間確認。

貿易應收款項之虧損撥備

本集團使用撥備矩陣以計算貿易商款項之預期信貸虧損。撥備率乃基於具有類似虧損模式(即按客戶類型)的各類客戶組別的逾期天數。

撥備矩陣最初基於本集團過往觀察到的違約率。本集團將通過校準矩陣以調整歷史信貸虧損經驗與前瞻性資訊。例如，倘預測經濟狀況預期將在未來一年內惡化，這可能導致製造業違約數量增加，歷史違約率將予調整。於各報告期末，過往觀察到的違約率都會被更新，並分析前瞻性估計的變化。

對過往觀察到的違約率、預測經濟狀況及預期信貸虧損之間的相關性的評估是一項重要的估計。預期信貸虧損的金額對環境的變化和預測經濟狀況較為敏感。本集團的歷史信貸虧損經驗和對經濟狀況的預測也可能無法代表客戶未來的違約情況。有關本集團貿易應收款項的預期信貸虧損資料於附註38披露。

5. Critical Accounting Estimates and Judgements

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Loss allowance of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for grouping of various customers that have similar loss patterns (i.e., by customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default are adjusted. At the end of each of the reporting period, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 38.





5. 重要會計估計及判斷(續)

存貨之估計撥備

當有事件或情況改變顯示結餘可能無法變現，本集團即將其存貨撇減至可變現淨值。識別過時存貨需使用判斷和估計。當估計與原有金額有差異，該差異將影響該估計改變期間存貨的賬面值及可變現淨值。管理層評估該等存貨的可變現淨值，並認為於各報告期末存貨減值的撥備乃屬足夠及合理。於二零二零年十二月三十一日，已就存貨的賬面值作出2,255,000美元的陳舊存貨撥備(附註22)。

無形資產的可使用年期

管理層估計開發成本(即內部產生的藥業知識產權及永久免專利費許可不會終止的技術專業知識)具有無限使用年期，皆因彼等相信，此等無形資產預計可以提供現金流量的期間並無可預見的期限，而此等知識產權可在某段期間內以極低成本續期，且產品可在市場上存續。

管理層為獨家分銷權及技術專業知識釐定估計可使用年期。該等估計乃參照資產的法定使用期限及本集團有意透過使用無形資產獲取未來經濟利益的估計期限。有關估計可因科技創新、客戶行為變化及競爭對手因應行業週期所採取的行動而顯著改變。

管理層將在估計可使用年期少於先前的估計可使用年期時增加攤銷費用，或將於未來現金流量少於預期及下跌至低於無形資產賬面值時確認減值虧損。

5. Critical Accounting Estimates and Judgements (Continued)

Estimated provision for inventories

The Group writes down its inventories to net realisable value when events or changes in circumstances indicate that the balances may not be realised. The identification of obsolescence requires the use of judgement and estimates. Where the estimate is different from the original amount, such difference will impact the carrying value of inventories and net realisable value for the periods in which such estimate is changed. Management assesses the net realisable value of the inventories and considers that the provision for inventories impairment is adequate and reasonable at the end of each of the reporting period. As at 31 December 2020, the provision for obsolete inventories of US\$2,255,000 was made against the carrying value of inventories (Note 22).

Useful lives of intangible assets

Management estimates the development costs, which represented the intellectual property rights generated internally in pharmaceutical industry and technical know-how with perpetual royalty-free license with no termination, have indefinite useful lives as they believe that there is no foreseeable limit on the period of time over which these intangibles are expected to provide cash flows and these intellectual property rights can be renewable in a period of time at minimal cost and the products are continuing in the market.

The estimated useful lives of the exclusive distribution rights and technical know-how were made by the management with reference to the legal limits on the use of the assets and the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets. It could change significantly as a result of technical innovations, changed customer behavior and competitor actions in response to industry cycles.

Management will increase the amortisation charge where useful lives are less than previously estimated useful lives, or will recognise impairment loss when future cash flows are less than expectation and fall below the carrying amount of the intangible assets.





5. 重要會計估計及判斷(續)

當期所得稅及遞延稅項

本集團須繳納中國及香港所得稅。釐定稅項撥備金額及相關稅項支付時間時，須作出重大判斷。一般業務中有多項交易及計算所釐定的最終稅項並不確定。本集團參考現行稅法及慣例根據可能出現的結果估計確認稅項。若該等事項的最終稅務結果與最初記錄的金額不同，則有關差額將影響釐定期間的所得稅及遞延稅項撥備。

商譽減值

釐定商譽是否減值需要評估獲分配商譽的現金產生單位的在用價值。計算在用價值需要本集團估計預期源自現金產生單位的未來現金流量及合適的折現率以計算現值。當實際未來現金流量低於預期，則可能出現減值虧損。於二零二零年十二月三十一日，商譽賬面值為6,824,000美元。可收回金額計算詳情於附註20披露。

無形資產減值

無形資產的減值虧損乃就賬面值超出其可收回金額的數額確認。可收回金額為公平值減售出成本及在用價值的較高者，乃參考於截至報告期末現有最佳資料釐定。倘本集團管理層改變評估減值的假設(包括現金流量預測中採用的折現率或經營及增長率假設)，或會對減值測試所用淨現值構成重大影響，因而影響本集團的財務狀況及財務表現。於二零二零年十二月三十一日，無形資產賬面值為21,630,000美元(附註19)。

5. Critical Accounting Estimates and Judgements (Continued)

Current income tax and deferred tax

The Group is subject to income taxes in the PRC and Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise. As at 31 December 2020, the carrying amount of goodwill was US\$6,824,000. Details of the recoverable amount calculation are disclosed in Note 20.

Impairment of intangible assets

Impairment losses for intangible assets are recognised for the amount by which the carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and value in use, are determined with reference to the best information available at the end of the reporting period. Changing the assumptions selected by the Group's management in assessing impairment, including the discount rates or the operating and growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and financial performance. As at 31 December 2020, the carrying amount of intangible assets was US\$21,630,000 (Note 19).





5. 重要會計估計及判斷(續)

物業、廠房及設備減值

本集團的物業、廠房及設備佔本集團總資產的重大部分。技術或行業條件的變化可能會導致估計可使用年期或其價值發生變化。需要折舊的物業、廠房及設備至少每年進行一次檢查，以確定是否存在任何減值跡象。每當事件或情況變化顯示其賬面價值可能無法收回時，估計其可收回金額。

或然代價的公平值

本集團根據附註38所披露對相關藥品未來表現結果的預計以及收購協議的條款釐定有關購入無形資產或然代價的公平值。或然代價的公平值將於未來表現結果與此前預測不相符時向上或向下調整，因此，或然代價公平值的變動會影響本集團的財務狀況及財務表現。於二零二零年十二月三十一日，或然代價／其他金融負債的賬面值為1,231,000美元(附註32)。

租賃負債的估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時或當須對利率進行調整以反映租賃之條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估算增量借款利率並須作出若干實體特定的估計(如附屬公司的獨立信貸評級)。

5. Critical Accounting Estimates and Judgements (Continued)

Impairment of property, plant and equipment

The Group's property, plant and equipment comprise a significant portion of the Group's total assets. Changes in technology or industry conditions may cause the estimated period of use or the value of these assets to change. Property, plant and equipment, subjects to depreciation, is reviewed at least annually to determine whether there is any indication of impairment. The recoverable amount is estimated whenever events or changes in circumstances have indicated that their carrying amounts may not be recoverable.

Fair value of contingent consideration

The Group determines the fair value of contingent consideration of purchase of intangible assets as disclosed in Note 38 based on the forecast of future performance results of the related pharmaceutical product and terms of acquisition agreement. The fair value of contingent consideration will be revised upward or downward where future performance results are different from previous forecast and as a result, the change of fair value of contingent consideration will affect the Group's financial position and financial performance. As at 31 December 2020, the carrying amount of contingent consideration/other financial liabilities was US\$1,231,000 (Note 32).

Estimating the incremental borrowing rate for lease liabilities

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

5. 重要會計估計及判斷(續)

於浙江司太立製藥股份有限公司(「司太立」)的股權投資的分類

於二零二零年四月二十六日，本集團附屬公司的董事不再擔任司太立的董事，故本集團不再有權對司太立行使重大的影響，因此，終止確認司太立為本集團的聯營公司。本集團按國際財務報告準則第9號的指引，對所持司太立的股份分類為按公平值計入損益的金融資產。此項分類需要作出重大判斷。在作出此項判斷時，本集團已評估持有的司太立股份的持有意圖。

按公平值計入損益的金融資產的價值變動，於損益中確認為其他非經營性收入及開支一部分。

6. 收入及其他收入

本集團於年內與客戶合約所得的收入及其他收入的分析如下：

5. Critical Accounting Estimates and Judgements (Continued)

Classification of equity investment in Zhejiang Starry Pharmaceutical Co., Ltd. ("Starry")

On 26 April 2020, since the director of the Group's subsidiaries was ceased to be a director of Starry, the Group did not have the right to exercise significant influence on Starry and accordingly derecognised its interests in Starry as an associate of the Group. They are classified as financial assets at FVTPL according to the guidance in IFRS 9. This classification requires significant judgment. In making this judgment, the Group evaluated the intention of holding the shares of Starry at inception.

Change in value of financial assets at FVTPL is recognised in profit or loss as part of other non-operating income and expenses.

6. Revenue and Other Income

An analysis of the Group's revenue which are generated from contracts with customers and other income for the years are as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------|-----------------------------|----------------------------------|----------------------------------|
| 銷售貨品的收入 | Revenue from sales of goods | 54,386 | 54,257 |
| 其他收入 | Other income | | |
| 銀行利息 | Bank interest income | 558 | 454 |
| 政府補助金 | Government grants (Note) | 370 | 878 |
| 其他 | Others | 1,135 | 2,370 |
| | | 2,063 | 3,702 |

附註：

本集團獲中國地方政府主要就本集團開發高科技藥品提供補助金。收取的補助金不附帶任何條件。

此外，於截至二零二零年十二月三十一日止年度，本集團從中國香港特別行政區政府推出防疫抗疫基金下的保就業計劃(「保就業計劃」)獲取政府補助金162,000港元(「港元」)(相當於21,000美元)用於支付本集團僱員薪酬。根據保就業計劃，本集團須承諾於特定時期內將該等補助用於薪酬開支，且不得將僱員人數減少至指定水平以下。補助金分配至綜合損益以與發生的相關成本匹配。本集團並無其他與本計劃有關的未履行責任。

Note:

The Group received grants from the local government in the PRC mainly attributed to the Group's development of high-technology pharmaceutical products. The grants received were not subject to any conditions.

In addition, during the year ended 31 December 2020, the Group received government grants of Hong Kong Dollars ("HK\$") 162,000 (equivalent to US\$21,000) from Employment Support Scheme ("ESS") under the Anti-pandemic Fund launched by the government of Hong Kong Special Administrative Region of the PRC supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The grant is allocated to the consolidated profit or loss to match the relevant costs incurred. The Group does not have other unfulfilled obligations relating to this program.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

7. 分部資料

就資源分配及評估分部表現而向常務執行董事(即主要營運決策人)呈報的資料乃以所交付的貨品類型為基礎。

本集團根據國際財務報告準則第8號經營分部(「國際財務報告準則第8號」)的須予呈報及經營分部如下：

- 醫藥：開發、生產及銷售主要用於風濕及皮膚科領域的專科藥品及其他藥品
- 美容產品：銷售美容產品
- 健康產品：開發、生產及銷售健康產品

以下為本集團按須予呈報及經營分部劃分的持續經營所產生的收入及業績分析。

截至二零二零年十二月三十一日止年度

7. Segment Information

Information reported to the executive managing director, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance based on the types of goods delivered.

The Group’s reportable and operating segments under IFRS 8 *Operating segments* (“IFRS 8”) are as follows:

- Pharmaceuticals: development, production and sale of specialty pharmaceuticals mainly used in the field of rheumatology and dermatology and other pharmaceuticals
- Cosmetic products: sale of cosmetic products
- Healthcare products: development, production and sale of healthcare products

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

For the year ended 31 December 2020

| | | 醫藥 Pharmaceuticals 千美元 US\$'000 | 美容產品 Cosmetic products 千美元 US\$'000 | 健康產品 Healthcare products 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|---------------|----------------------------------|--|---|---|--------------------------------|
| 須予呈報分部收入 | Reportable segment revenue | 51,504 | 132 | 2,750 | 54,386 |
| 須予呈報分部溢利/(虧損) | Reportable segment profit/(loss) | 21,349 | (1,827) | (11) | 19,511 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

7. 分部資料(續)

截至二零一九年十二月三十一日止年度

7. Segment Information (Continued)

For the year ended 31 December 2019

| | | 醫藥 Pharmaceuticals 千美元 US\$'000 | 美容產品 Cosmetic products 千美元 US\$'000 | 健康產品 Healthcare products 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|---------------|----------------------------------|--|---|---|--------------------------------|
| 須予呈報分部收入 | Reportable segment revenue | 50,537 | 185 | 3,535 | 54,257 |
| 須予呈報分部溢利/(虧損) | Reportable segment profit/(loss) | 16,676 | (1,566) | 177 | 15,287 |

上文所呈報分部收入指來自外在客戶所得的收入。本年度及過往年度並無分部間銷售。

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

本集團經營分部業績的總額與綜合財務報表呈報的本集團主要財務數據的對賬如下：

The totals presented for the Group's operating segments reconciled to the Group's key financial figures as presented in the consolidated financial statements is as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|--------------|--|----------------------------------|----------------------------------|
| 須予呈報分部溢利總額 | Total results of reportable segment profit | 19,511 | 15,287 |
| 應佔聯營公司的除稅後業績 | Share of post-tax result of associates | 88 | 1,310 |
| 其他非經營性收入及開支 | Other non-operating income and expenses | 80,513 | 19,559 |
| 未分配收入 | Unallocated income | 2,063 | 3,835 |
| 未分配開支 | Unallocated expenses | (8,722) | (16,940) |
| 財務成本 | Finance costs | (2,051) | (4,409) |
| 除所得稅前溢利 | Profit before income tax | 91,402 | 18,642 |

國際財務報告準則第8號下經營分部的會計政策與附註4所述本集團的會計政策一致。須予呈報分部溢利/(虧損)指各分部的毛利/(毛虧)減銷售及分銷開支，乃向主要營運決策人匯報作資源分配及表現評估用途的計量方法。

The accounting policies of the operating segments under IFRS 8 are the same as the Group's accounting policies described in Note 4. Reportable segment profit/(loss) represents the gross profit/(loss) less selling and distribution expenses by each segment. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

應佔聯營公司的除稅後業績、其他非經營性收入及開支、財務成本和若干收入及支出未分配至須予呈報分部，因為它們未包括在主要營運決策人用於評估分部業績的須予呈報分部業績的計量中。

Share of post-tax result of associates, other non-operating income and expenses, finance costs and certain income and expenses are not allocated to the reportable segments as they are not included in the measure of the results of reportable segment that is used by CODM for assessment of segment performance.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

7. 分部資料(續)

收入約8,491,000美元(二零一九年：5,708,000美元)乃來自醫藥分部一位外部客戶的銷售，其佔本集團截至二零二零年十二月三十一日止年度之收入之10%或以上。

本集團已實際上應用國際財務報告準則第15號與客戶合約所得收益，並無披露原定預計年期為一年或以下之合約之餘下履約責任。

在下表中，與客戶合約所得收入按主要地區市場及收入確認時點分類：

7. Segment Information (Continued)

Revenue of approximately US\$8,491,000 (2019: US\$5,708,000) was derived from sales to an external customer under pharmaceuticals segment, which contributed 10% or more of the Group's revenue during the year ended 31 December 2020.

The Group has applied the practical expedient in IFRS 15 *Revenue from Contracts with Customers* not to disclose the remaining performance obligations under the contracts that have an original expected duration of one year or less.

In the following table, revenue from contracts with customers is disaggregated by primary geographical market and timing of revenue recognition:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------|--------------------------------------|----------------------------------|----------------------------------|
| 主要地區市場 | Primary geographical markets | | |
| 中國(常駐) | The PRC (domicile) | 52,116 | 51,350 |
| 海外 | Overseas | 2,270 | 2,907 |
| | | 54,386 | 54,257 |
| 收入確認之時點 | Timing of revenue recognition | | |
| 在特定時間點 | At a point in time | 54,386 | 54,257 |

客戶的地區位置以付運貨品的位置為基準。本公司為於開曼群島註冊成立的投資控股公司，而本集團在當地並無任何業務。本集團的主要營運及工作團隊位於中國，因此，中國就國際財務報告準則第8號所規定的披露而言被視作本集團的常駐國家。

於兩個年度，本集團的所有非流動資產幾乎均位於中國。

由於並無定期向主要營運決策人匯報分部資產或分部負債資料，故並無呈列有關資料。

The geographical location of customers is based on the location to which the goods were delivered. The Company is an investment holding company incorporated in the Cayman Islands where the Group does not have any activities, the Group has the majority of its operations and workforce in the PRC, and therefore, the PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by IFRS 8.

Almost all of the non-current assets of the Group were located in the PRC in both years.

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



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

8. 其他非經營性收入及開支

8. Other Non-Operating Income and Expenses

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---|--|----------------------------------|----------------------------------|
| 出售一間聯營公司部分權益的 收益(附註(a)) | Gain on partial disposal of an associate (Note (a)) | — | 25,450 |
| 按公平值計入損益的金融資產的 變現收益(附註(b)) | Realised gain from financial assets at FVTPL (Note (b)) | 29,252 | — |
| 與出售按公平值計入損益的 金融資產部分權益相關的 交易成本及其他稅 | Transaction costs and other tax in connection with partial disposal of financial assets at FVTPL | (3,917) | — |
| 視作出售一間聯營公司的收益 | Gain on deemed disposal of an associate | 45,618 | — |
| 按公平值計入損益的金融資產的 未變現收益 | Unrealised gain from financial assets at FVTPL | 10,396 | — |
| 換算按公平值計入損益的 金融資產的匯兌差額 | Exchange difference arising on translation of financial assets at FVTPL | 3,423 | — |
| 無形資產減值撥備(附註19) | Provision for impairment of intangible assets (Note 19) | (2,946) | (5,495) |
| 於一間聯營公司的權益的 減值撥備 | Provision for impairment of interest in an associate | (386) | (396) |
| 財務擔保合約虧損撥備 (附註37(f)) | Loss allowance on financial guarantee contract (Note 37(f)) | (927) | — |
| | | 80,513 | 19,559 |

附註：

- (a) 於截至二零一九年十二月三十一日止年度，本集團於上海證券交易所透過市場交易出售合共9,729,028股司太立股份，平均價格為每股人民幣(「人民幣」)30.83元，產生出售部分權益的收益25,450,000美元。於出售部分權益後，本集團於司太立的股權降低至二零一九年十二月三十一日的4.0%。
- (b) 於截至二零二零年十二月三十一日止年度，本集團於上海證券交易所透過市場交易進一步出售合共6,149,867股司太立股份，平均價格為每股人民幣75.98元，產生變現收益(扣除交易成本及其他稅)25,335,000美元。於出售部分權益後，本集團於司太立的股權降低至二零二零年十二月三十一日的1.3%。

Notes:

- (a) During the year ended 31 December 2019, the Group had disposed of a total of 9,729,028 shares in Starry via on-market sales on the Shanghai Stock Exchange, at the average price of Renminbi ("RMB") 30.83 per share and resulting in a gain on partial disposal of US\$25,450,000. After the partial disposal, the Group's equity interest in Starry was reduced to 4.0% as at 31 December 2019.
- (b) During the year ended 31 December 2020, the Group had further disposed of a total of 6,149,867 shares in Starry via on-market sales on the Shanghai Stock Exchange, at the average price of RMB75.98 per share and resulting in a realised gain of US\$25,335,000 (net of transaction costs and other tax). After the partial disposal, the Group's equity interest in Starry was reduced to 1.3% as at 31 December 2020.



9. 財務成本

9. Finance Costs

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------------------|---|----------------------------------|----------------------------------|
| 銀行借款利息 | Interest on bank borrowings | 1,853 | 4,199 |
| 租賃負債利息(附註36) | Interest on lease liabilities (Note 36) | 44 | 53 |
| 應付同系附屬公司的相互擔保佣金費用(附註37) | Cross guarantee commission fee payable to a fellow subsidiary (Note 37) | 94 | 94 |
| 或然代價折現(附註38(b)) | Unwinding of discount on contingent consideration (Note 38(b)) | 60 | 63 |
| | | 2,051 | 4,409 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

10. 除所得稅前溢利

本集團的除所得稅前溢利乃經扣除／(計入)下列各項得出：

10. Profit before Income Tax

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

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|--------------------|--|----------------------------------|----------------------------------|
| 核數師酬金 | Auditors' remuneration | | |
| — 核數服務 | — Audit services | 275 | 271 |
| — 非核數服務 | — Non-audit services | 92 | 111 |
| 確認為開支的存貨成本(附註) | Cost of inventories recognised as expenses (Note) | 19,207 | 20,928 |
| 無形資產攤銷 | Amortisation of intangible assets | — | 561 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 560 | 546 |
| 投資物業折舊 | Depreciation of investment property | 10 | — |
| 物業、廠房及設備折舊 | Depreciation of property, plant and equipment | 2,500 | 2,829 |
| 無形資產減值撥備 | Provision for impairment of intangible assets | 2,946 | 5,495 |
| 物業、廠房及設備減值撥備 | Provision for impairment of property, plant and equipment | 58 | 918 |
| 使用權資產減值撥備 | Provision for impairment of right-of-use assets | 210 | — |
| 陳舊存貨減值撥備 | Provision for impairment of obsolete inventories | 222 | 1,665 |
| 財務擔保合約虧損撥備 | Loss allowance on financial guarantee contract | 927 | — |
| 金融資產的虧損撥備確認／(撥回) | Loss allowance recognised/(reversed) on financial assets | 787 | (230) |
| 匯兌收益淨額 | Net exchange gain | (6,941) | (364) |
| 投資物業的租金收入 | Rental income from investment property | (20) | — |
| 研發成本 | Research and development costs | 2,225 | 828 |
| 出售物業、廠房及設備的虧損 | Loss on disposals of property, plant and equipment | 131 | 118 |
| 提前終止租賃的收益 | Gain on early termination of lease | (13) | — |
| 存貨撇銷 | Write off of inventories | 24 | 1,610 |
| 金融資產撇銷 | Write off of financial assets | 34 | 572 |
| 員工成本(包括董事薪酬(附註11)) | Employee costs (including directors' remuneration (Note 11)) | 12,622 | 11,479 |
| — 工資及薪金 | — Wages and salaries | 1,336 | 2,002 |
| — 退休金計劃供款 | — Retirement benefit plans contribution | | |
| | | 13,958 | 13,481 |

附註：

確認為開支的存貨成本包括與僱員成本、使用權資產折舊、物業、廠房及設備折舊以及撇銷存貨有關的款項，該等款項亦包括在上述各項開支中。

Note:

Cost of inventories recognised as expenses included amounts relating to employee costs, depreciation of right-of-use assets, depreciation of property, plant and equipment and write off of inventories, which are also included in the respective expenses disclosed separately above.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

11. 董事和五名最高薪人士的薪酬

董事薪酬

已付或應付予本公司董事的薪酬總額如下：

11. Emoluments of Directors and Five Highest Paid Individuals

Directors' emoluments

The aggregate amount of emoluments paid and payable to the directors of the Company are as follows:

| | | 其他薪酬 | | | | |
|--------------------------|--------------------------------------|---|----------------------------|--|-----------------|-----|
| | | Other emoluments | | | | |
| | | 薪金、津貼 袍金 和實物福利 | 酌情獎金 | 退休福利 計劃供款 | 總計 | |
| | | Salaries, allowances and benefits | Discretionary bonus | Retirement benefit plans contributions | Total | |
| | | Fees 千美元 US\$'000 | in kind 千美元 US\$'000 | 千美元 US\$'000 | 千美元 US\$'000 | |
| | | US\$'000 | US\$'000 | US\$'000 | US\$'000 | |
| 截至二零二零年 十二月十一日止年度 | Year ended 31 December 2020 | | | | | |
| 常務執行董事： | Executive managing director: | | | | | |
| 陳力 | Chen Li | — | 490 | 123 | 11 | 624 |
| 非執行董事： | Non-executive directors: | | | | | |
| 吳鎮濤 | Wu Zhen Tao | — | — | — | — | — |
| Stephen Burnau Hunt | Stephen Burnau Hunt | 39 | — | — | — | 39 |
| 劉雪姿 | Liu Xuezi | — | 16 | 154 | — | 170 |
| 獨立非執行董事： | Independent non-executive directors: | | | | | |
| 陳記煊 | Chan Kee Huen, Michael | 35 | — | — | — | 35 |
| Fritz Heinrich Horlacher | Fritz Heinrich Horlacher | 32 | — | — | — | 32 |
| 楊德斌 | Yeung Tak Bun, Allen | 35 | — | — | — | 35 |
| | | 141 | 506 | 277 | 11 | 935 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

11. 董事和五名最高薪人士的薪酬 (續) 董事薪酬(續)

11. Emoluments of Directors and Five Highest Paid Individuals (Continued) Directors' emoluments (Continued)

| | | 其他薪酬 Other emoluments | | | | |
|--------------------------|---|-------------------------------|---|---|---|--------------------------------|
| | | 袍金 Fees 千美元 US\$'000 | 薪金、津貼 和實物福利 Salaries, allowances and benefits in kind 千美元 US\$'000 | 酌情獎金 Discretionary bonus 千美元 US\$'000 | 退休福利 計劃供款 Retirement benefit plans contributions 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
| 截至二零一九年 十二月三十一日止年度 | Year ended 31 December 2019 | | | | | |
| 常務執行董事： | Executive managing director: | | | | | |
| 陳力 | Chen Li | — | 461 | 186 | 17 | 664 |
| 非執行董事： | Non-executive directors: | | | | | |
| 吳鎮濤 | Wu Zhen Tao | — | — | — | — | — |
| Stephen Burnau Hunt | Stephen Burnau Hunt | 39 | — | — | — | 39 |
| 李晉頤(於二零一九年 十月三十一日辭任) | Lee Jin Yi (resigned on 31 October 2019) | — | — | — | — | — |
| 劉雪姿 | Liu Xuezi | — | — | 14 | — | 14 |
| 獨立非執行董事： | Independent non-executive directors: | | | | | |
| 陳記煊 | Chan Kee Huen, Michael | 35 | — | — | — | 35 |
| 鄧昭平(於二零一九年 四月九日辭任) | Tang Chiu Ping, Raymond (resigned on 9 April 2019) | 10 | — | — | — | 10 |
| Fritz Heinrich Horlacher | Fritz Heinrich Horlacher | 32 | — | — | — | 32 |
| 楊德斌 | Yeung Tak Bun, Allen | 35 | — | — | — | 35 |
| | | 151 | 461 | 200 | 17 | 829 |

概無董事放棄或同意放棄截至二零二零年及二零一九年十二月三十一日止年度任何酬金的安排。

There was no arrangement under which a director waived or agreed to waive any emoluments for the years ended 31 December 2020 and 2019.

酌情獎金取決於董事的表現。

Discretionary bonus are determined on director's performance.

截至二零二零年及二零一九年十二月三十一日止年度，本集團概未向任何董事或任何五名最高薪人士支付任何酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。

During the years ended 31 December 2020 and 2019, no emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

11. 董事和五名最高薪人士的薪酬 (續)

五名最高薪人士

五名最高薪人士包括本公司兩名董事(二零一九年：一名董事)，彼等酬金詳情於上文所示分析內反映。餘下三名(二零一九年：四名)最高薪人士的薪酬詳情如下：

11. Emoluments of Directors and Five Highest Paid Individuals (Continued)

Five highest paid individuals

The five highest paid individuals consisted of two directors (2019: one director) of the Company, details of whose emoluments are reflected in the analysis presented above. Details of emoluments of the remaining three (2019: four) highest paid individuals were as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------|---|----------------------------------|----------------------------------|
| 薪金、津貼和實物福利 | Salaries, allowances and benefits in kind | 334 | 298 |
| 酌情獎金 | Discretionary bonus | 160 | 128 |
| 退休福利計劃供款 | Retirement benefit plans contributions | 26 | 34 |
| 總計 | Total | 520 | 460 |

支付予上述各非董事人士的薪酬介乎以下範疇：

The emoluments paid to each of the above non-director individuals were within the following bands:

| | | 二零二零年 2020 人數 No of individuals | 二零一九年 2019 人數 No of individuals |
|-------------------------|--------------------------------|---|---|
| 零至1,000,000港元 | Nil – HK\$1,000,000 | — | 3 |
| 1,000,001港元至1,500,000港元 | HK\$1,000,001 to HK\$1,500,000 | 3 | 1 |

12. 所得稅開支

12. Income Tax Expense

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------|----------------------------------|----------------------------------|----------------------------------|
| 當期所得稅項 | Current income tax | | |
| — 本年度 | — Current year | 1,674 | 1,004 |
| — 過往年度撥備不足 | — Under provision in prior years | 44 | 75 |
| 遞延稅項(附註29) | Deferred tax (Note 29) | 1,718 | 1,079 |
| | | 1,479 | (786) |
| 所得稅開支 | Income tax expense | 3,197 | 293 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

12. 所得稅開支(續)

應課稅溢利稅項已按本集團經營所在稅務司法權區的適用稅率計算。

根據香港利得稅的兩級利得稅率體制，合資格企業將就首2,000,000港元估計應課稅溢利按8.25%的稅率繳納稅項，並將按16.5%的稅率繳納2,000,000港元以上估計應課稅溢利之稅項。不符合兩級利得稅率體制的企業溢利將繼續按16.5%的稅率納稅。截至二零二零年及二零一九年十二月三十一日止年度內兩級利得稅率體制適用於本集團。

根據中國企業所得稅法(「企業所得稅法」)及其實施細則，中國附屬公司的稅率為25%(二零一九年：25%)。

於二零二零年十二月一日，本集團一間附屬公司重續「高新技術企業」資格三年，根據中國稅法，其自二零二零年至二零二二年的三年期內可享有15%的優惠稅率。

年內所得稅開支與綜合損益及其他全面收益表所示除所得稅前溢利的對賬如下：

12. Income Tax Expense (Continued)

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

Under the two-tiered profits tax rates regime for Hong Kong profit tax, the first HK\$2,000,000 of the estimated assessable profits of qualifying corporations will be taxed at 8.25%, and the estimated assessable profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime was applicable to the Group for the years ended 31 December 2020 and 2019.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2019: 25%).

On 1 December 2020, one subsidiary of the Group renewed the "High Technology Enterprise" status for 3 years that entitled them a preferential tax rate of 15% for a period of three years starting from 2020 to 2022 according to the PRC tax law.

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------------|--|----------------------------------|----------------------------------|
| 除所得稅前溢利 | Profit before income tax | 91,402 | 18,642 |
| 按適用於有關司法權區的溢利稅率計算的稅項 | Tax on profit at the rates applicable to the jurisdictions concerned | 13,827 | 3,597 |
| 不可扣稅開支的稅務影響 | Tax effect on non-deductible expenses | 2,472 | 2,143 |
| 毋須課稅收入的稅務影響 | Tax effect of non-taxable income | (16,283) | (5,871) |
| 應佔聯營公司除稅後業績的稅務影響 | Tax effect of share of post-tax result of associates | (43) | (331) |
| 過往年度撥備不足 | Under provision in prior years | 44 | 75 |
| 未確認稅率虧損 | Tax effect of tax losses not recognised | 2,269 | 1,022 |
| 其他 | Others | 911 | (342) |
| 所得稅開支 | Income tax expense | 3,197 | 293 |



13. 股息

13. Dividends

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------------------------------|---|----------------------------------|----------------------------------|
| 年內確認為分派的股息： | Dividends recognised as distribution during the year: | | |
| 二零一八年末期股息 — 每股3.58港仙(每股約0.46美仙) | 2018 final dividend — HK3.58 cents per share (approximately US0.46 cents per share) | — | 1,855 |

截至二零一九年十二月三十一日，本公司派付於二零一八年十二月三十一日建議的末期股息每股3.58港仙(相當於約0.46美仙)，總計14,823,000港元(相當於約1,855,000美元)。

For the year ended 31 December 2019, the Company settled a final dividend of HK3.58 cents (equivalent to approximately US0.46 cents) per share, totally amounting to HK\$14,823,000 (equivalent to approximately US\$1,855,000) proposed during the year ended 31 December 2018.

截至二零二零年及二零一九年十二月三十一日，本公司董事不建議派發末期股息。

For the years ended 31 December 2020 and 2019, the directors of the Company do not recommend the payment of final dividend.

14. 每股盈利

每股基本盈利按本公司擁有人應佔綜合溢利88,205,000美元(二零一九年：18,349,000美元)及調整於年內本公司所持或已註銷的庫存股份後的加權平均普通股397,172,000股(二零一九年：403,894,600股)計算。

14. Earnings per Share

The calculation of the basic earnings per share is based on the consolidated profit attributable to owners of the Company of US\$88,205,000 (2019: US\$18,349,000) and the weighted average number of ordinary shares of 397,172,000 (2019: 403,894,600), after adjusting the treasury shares held or cancelled by the Company, outstanding during the year.

本集團於兩個年度並無潛在攤薄股份。

The Group had no potential dilutive shares for both years.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

15. 物業、廠房及設備

15. Property, Plant and Equipment

| | | 樓宇及廠房 Building and plant 千美元 US\$'000 | 機器 Machineries 千美元 US\$'000 | 汽車 Motor vehicles 千美元 US\$'000 | 傢具及設備 Furniture and equipment 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|-------------------|---|---|--------------------------------------|--|---|--------------------------------|
| 於二零一九年一月一日 | At 1 January 2019 | | | | | |
| 成本 | Cost | 27,473 | 15,161 | 531 | 3,096 | 46,261 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (7,474) | (7,627) | (332) | (2,566) | (17,999) |
| 賬面淨值 | Net carrying amount | 19,999 | 7,534 | 199 | 530 | 28,262 |
| 截至二零一九年十二月三十一日止年度 | Year ended 31 December 2019 | | | | | |
| 年初賬面淨值 | Opening net carrying amount | 19,999 | 7,534 | 199 | 530 | 28,262 |
| 匯兌調整 | Exchange adjustment | (312) | (294) | (4) | (10) | (620) |
| 添置 | Additions | 28 | 775 | 92 | 472 | 1,367 |
| 折舊 | Depreciation | (1,035) | (1,328) | (43) | (423) | (2,829) |
| 減值 | Impairment | (5) | (886) | (10) | (17) | (918) |
| 處置 | Disposals | — | (98) | — | (24) | (122) |
| 年末賬面淨值 | Closing net carrying amount | 18,675 | 5,703 | 234 | 528 | 25,140 |
| 於二零一九年十二月三十一日 | At 31 December 2019 | | | | | |
| 成本 | Cost | 27,050 | 14,775 | 612 | 3,227 | 45,664 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (8,375) | (9,072) | (378) | (2,699) | (20,524) |
| 賬面淨值 | Net carrying amount | 18,675 | 5,703 | 234 | 528 | 25,140 |
| 截至二零二零年十二月三十一日止年度 | Year ended 31 December 2020 | | | | | |
| 年初賬面淨值 | Opening net carrying amount | 18,675 | 5,703 | 234 | 528 | 25,140 |
| 匯兌調整 | Exchange adjustment | 1,203 | 306 | 20 | 38 | 1,567 |
| 添置 | Additions | 128 | 322 | 95 | 173 | 718 |
| 折舊 | Depreciation | (1,364) | (986) | (31) | (119) | (2,500) |
| 減值 | Impairment | — | (53) | (1) | (4) | (58) |
| 處置 | Disposals | (37) | (113) | — | (40) | (190) |
| 轉出(附註17) | Transfer out (Note 17) | (286) | — | — | — | (286) |
| 年末賬面淨值 | Closing net carrying amount | 18,319 | 5,179 | 317 | 576 | 24,391 |
| 於二零二零年十二月三十一日 | At 31 December 2020 | | | | | |
| 成本 | Cost | 28,634 | 14,161 | 696 | 3,067 | 46,558 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (10,315) | (8,982) | (379) | (2,491) | (22,167) |
| 賬面淨值 | Net carrying amount | 18,319 | 5,179 | 317 | 576 | 24,391 |

截至二零二零年十二月三十一日止年度，由於損壞和技術過時，物業、廠房及設備減值撥備為58,000美元(二零一九年：918,000美元)，並已於損益中確認為行政開支一部分(附註10)，以將物業、廠房及設備的賬面值減值至可收回金額。

During the year ended 31 December 2020, provision for impairment of property, plant and equipment of US\$58,000 (2019: US\$918,000) was recognised in profit or loss as part of administrative expenses (Note 10) to reduce the carrying amounts of the property, plant and equipment to their recoverable amounts as a result of physical damaged and technically obsolescence.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

16. 使用權資產

本集團在其經營的司法管轄區(包括中國及香港)，租賃多處辦公場所、汽車、預付土地租賃及辦公設備。此等資產的租賃只包括在租賃期內的固定付款。

16. Right-of-use Assets

The Group leases a number of office premises, motor vehicle, prepaid land lease and office equipment in the jurisdictions from which it operates, including the PRC and Hong Kong. The leases of these assets comprise only fixed payments over the lease term.

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------|---|----------------------------------|----------------------------------|
| 年初賬面淨值 | Opening net carrying amount | 2,698 | 2,942 |
| 匯兌調整 | Exchange adjustment | 151 | (44) |
| 添置 | Additions | 980 | 346 |
| 折舊 | Depreciation | (560) | (546) |
| 提前終止租賃 | Early termination of lease | (286) | — |
| 減值 | Impairment | (210) | — |
| 轉出(附註17) | Transfer out (Note 17) | (323) | — |
| 年末賬面淨值 | Closing net carrying amount | 2,450 | 2,698 |
| 成本 | Cost | 4,232 | 4,104 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (1,782) | (1,406) |
| 賬面淨值 | Net carrying amount | 2,450 | 2,698 |

按相關資產分類之使用權資產賬面淨值之分析如下：

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------------|---|----------------------------------|----------------------------------|
| 預付土地租賃，按折舊成本列賬 | Prepaid land lease, carried at depreciated cost | 1,551 | 1,834 |
| 辦公場所、汽車及辦公設備，按折舊成本列賬 | Office premises, motor vehicle and office equipment carried at depreciated cost | 899 | 864 |
| 賬面淨值 | Net carrying amount | 2,450 | 2,698 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

17. 投資物業

17. Investment Property

| | | 二零二零年 2020 千美元 US\$'000 |
|-------------|-------------------------------|----------------------------------|
| 期初賬面淨值 | Opening net carrying amount | — |
| 匯兌調整 | Exchange adjustment | 34 |
| 轉入(附註15及16) | Transfer in (Notes 15 and 16) | 609 |
| 折舊 | Depreciation | (10) |
| 期末賬面淨值 | Closing net carrying amount | 633 |
| 成本 | Cost | 915 |
| 累計折舊 | Accumulated depreciation | (282) |
| 賬面淨值 | Net carrying amount | 633 |

本集團的投資物業為位於中國的商業物業，並於本年度租賃予獨立第三方。

The Group's investment property is a commercial property in the PRC which is leased to an independent third party during the year.

投資物業於二零二零年十二月三十一日的公平值約為644,000美元。公平值乃根據具有公認和相關專業資格並在被評估投資物業的位置和類別方面具有經驗的獨立評估師艾升評值諮詢有限公司進行的估值得出。

The fair value of the investment property as at 31 December 2020 was approximately US\$644,000. The fair value has been arrived at based on a valuation carried out by Ascent Partner Valuation Service Limited, an independent valuer who holds a recognised and relevant professional qualification and has experience in the location and category of the investment property being valued.

公平值計量乃根據市場法，據此，公平值乃以直接比較法進行估計，並假設物業權益以交吉形式出售以及參考市場要價及可比銷售交易。主要輸入數據為每平方米市場價格。市場價格之單獨顯著上升/下跌將導致投資物業之公平值顯著上血/下跌。投資物業的公平值計量屬國際財務報告準則第13號「公平值計量」所界定的公平值等級第三級。

The fair value was determined based on the market approach, where the fair value is estimated by the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by referring to the asking prices and comparable sales transactions as available in the market. The key input was the market price per square metre. A significant increase/decrease in the market price would result in a significant increase/decrease in the fair value of the investment property. The fair value measurement of the investment property falls into level 3 of the fair value hierarchy as defined in IFRS 13 "Fair Value Measurement".



18. 按公平值計入損益的金融資產

18. Financial Assets at FVTPL

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------|---|----------------------------------|----------------------------------|
| 上市股本證券，按公平值 | Listed equity securities, at fair value | 32,815 | — |

誠如上文附註5所述，自司太立於二零二零年四月二十六日不再是本集團的聯營公司後，本集團持有的司太立股份分類為按公平值計入損益的金融資產。

於二零二零年十二月三十一日，本集團持有共3,252,493股司太立股份，相當於司太立已發行股本約1.3%。

司太立的權益(即按公平值計入損益的金融資產)在綜合財務狀況表上於二零二零年十二月三十一日的賬面值是根據適用會計準則及與香港立信德豪會計師事務所有限公司討論後按照二零二零年十二月三十一日當天司太立在上海證券交易所的收盤價每股人民幣65.83元計算。誠如中期報告所述，司太立的股票價格波動幅度很大及本集團對司太立的減持受上海證券交易所規則限制，本集團實際最終出售所得之價值或較司太立股份於二零二零年十二月三十一日的賬面價值有大幅波動。如司太立在此後日期或實際出售日的股價低於二零二零年十二月三十一日的收盤價，則於報告期後的損益中確認按公平值計入損益的金融資產權益的未變現／變現虧損。

As mentioned in Note 5 above, the shares of Starry held by the Group were classified as financial assets at FVTPL after Starry ceased to be an associate of the Group on 26 April 2020.

As at 31 December 2020, the Group held a total of 3,252,493 shares in Starry, representing approximately 1.3% interest of the issued share capital of Starry.

The carrying value of the interests in Starry (i.e. financial assets at FVTPL) as at 31 December 2020 in the consolidated statement of financial position was calculated based on the closing price of RMB65.83 per share available on Shanghai Stock Exchange on 31 December 2020 in accordance with the applicable accounting standards after the discussion with BDO Limited. As stated in the interim report, with great fluctuation in the share price of Starry and since the disposal of shares in Starry that was subject to the rules of the Shanghai Stock Exchange, the value of the proceeds of the Group from the actual disposal may fluctuate significantly as compared with the carrying value of interests in Starry as at 31 December 2020. If the stock price of Starry on a subsequent date or on the actual disposal date is below the closing price as at 31 December 2020, there would be an unrealised/realised loss from financial assets at FVTPL recognised in profit or loss subsequent to the reporting period.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

18. 按公平值計入損益的金融資產 (續)

本集團將視司太立股份市價、股市總體情況以及本集團於二零二零年七月十三日的股東特別大會股東授予的出售授權、本公司於二零二零年六月二十四日《可能進行的非常重大出售事項：出售浙江司太立製藥股份有限公司上市證券及股東特別大會通告》之通函、本公司於二零二零年五月十五日《可能進行的非常重大出售事項：有關出售司太立股份》之公告及本公司於二零二零年十一月三日《自願公告：有關司太立股份第七次減持計劃》公告披露之股份減持計劃（「股份減持計劃」）中的出售限制而可能進一步根據股份減持計劃出售司太立股份。本集團將遵守上市規則之適用規定，並就此適時另行刊發公告。

18. Financial Assets at FVTPL (Continued)

The Group may further dispose of the shares of Starry under the share reduction plan ("Share Reduction Plan") as disclosed in the announcement headed "Voluntary Announcement in relation to Seventh Share Reduction Plan of Starry" of the Company dated 3 November 2020, the announcement headed "Possible Very Substantial Disposal in relation to Disposal of Starry Shares" of the Company dated 15 May 2020 and the circular headed "Possible Very Substantial Disposal: Disposal of Listed Securities of Zhejiang Starry Pharmaceutical Co., Ltd. and Notice of Extraordinary General Meeting" of the Company dated 24 June 2020, and subject to prevailing market price of the shares of Starry and general conditions of the stock market, the disposal mandate granted at the extraordinary general meeting of the Group on 13 July 2020 as well as the restrictions set out in the Share Reduction Plan. The Group will comply with the applicable requirements under the Listing Rules accordingly and make further announcement(s) in this regard as and when appropriate.



19. 無形資產

19. Intangible Assets

| | | 獨家分銷權 | 技術專業知識 | 開發成本 | 具無限使用 年期的技術 專業知識 | 許可證 | 總計 |
|-----------------------|---|--|--|--|---|--|-----------------|
| | | Exclusive distribution right | Technical know-how | Development costs | Indefinite- lived technical know-how | License | Total |
| | | 千美元 US\$'000 (附註(a)) (Note (a)) | 千美元 US\$'000 (附註(b)) (Note (b)) | 千美元 US\$'000 (附註(c)) (Note (c)) | 千美元 US\$'000 (附註(d)) (Note (d)) | 千美元 US\$'000 (附註(e)) (Note (e)) | 千美元 US\$'000 |
| 於二零一九年一月一日 | At 1 January 2019 | | | | | | |
| 成本 | Cost | 291 | 5,973 | 14,061 | 9,078 | 1,134 | 30,537 |
| 累計攤銷及減值 | Accumulated amortisation and impairment | (145) | (4,012) | (570) | — | — | (4,727) |
| 賬面淨值 | Net carrying amount | 146 | 1,961 | 13,491 | 9,078 | 1,134 | 25,810 |
| 截至二零一九年 十二月三十一日止年度 | Year ended 31 December 2019 | | | | | | |
| 年初賬面淨值 | Opening net carrying amount | 146 | 1,961 | 13,491 | 9,078 | 1,134 | 25,810 |
| 匯兌調整 | Exchange adjustment | (1) | (9) | (198) | (3) | (23) | (234) |
| 添置 — 內部開發 | Additions — internal development | — | — | 1,874 | — | — | 1,874 |
| 添置 — 收購 | Additions — acquisition | — | — | — | 276 | — | 276 |
| 攤銷 | Amortisation | (29) | (532) | — | — | — | (561) |
| 減值 | Impairment | (116) | (1,420) | (3,662) | (59) | (238) | (5,495) |
| 年末賬面淨值 | Closing net carrying amount | — | — | 11,505 | 9,292 | 873 | 21,670 |
| 於二零一九年十二月三十一日 | At 31 December 2019 | | | | | | |
| 成本 | Cost | 287 | 5,876 | 15,685 | 9,351 | 1,108 | 32,307 |
| 累計攤銷及減值 | Accumulated amortisation and impairment | (287) | (5,876) | (4,180) | (59) | (235) | (10,637) |
| 賬面淨值 | Net carrying amount | — | — | 11,505 | 9,292 | 873 | 21,670 |
| 截至二零二零年 十二月三十一日止年度 | Year ended 31 December 2020 | | | | | | |
| 年初賬面淨值 | Opening net carrying amount | — | — | 11,505 | 9,292 | 873 | 21,670 |
| 匯兌調整 | Exchange adjustment | — | — | 795 | 15 | 11 | 821 |
| 添置 — 內部開發 | Additions — internal development | — | — | 2,085 | — | — | 2,085 |
| 減值 | Impairment | — | — | (2,062) | — | (884) | (2,946) |
| 年末賬面淨值 | Closing net carrying amount | — | — | 12,323 | 9,307 | — | 21,630 |
| 於二零二零年十二月三十一日 | At 31 December 2020 | | | | | | |
| 成本 | Cost | 307 | 6,282 | 18,203 | 9,370 | 1,185 | 35,347 |
| 累計攤銷及減值 | Accumulated amortisation and impairment | (307) | (6,282) | (5,880) | (63) | (1,185) | (13,717) |
| 賬面淨值 | Net carrying amount | — | — | 12,323 | 9,307 | — | 21,630 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

19. 無形資產(續)

就減值評估而言，與美容產品、健康產品及其他醫藥相關的無形資產，附註15所載列之物業、廠房及設備及附註16所載列之使用權資產已根據性質分配至現金產生單位。

可收回金額以在用價值計算法釐定。該計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以17.00%至19.72%的稅前折現率(二零一九年：15.43%至17.00%)。超過五年期的現金流量採用增長率0%預測。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面值超過其可收回總額。

截至二零二零年十二月三十一日止年度，由於相關產品的市場需求不理想，無形資產減值撥備為2,946,000美元(二零一九年：5,495,000美元)，並已於損益中確認為其他非經營性收入及開支(附註8)一部分，以將無形資產的賬面值減值至可收回金額。

附註：

- (a) 於二零一三年十二月，本集團與一名供應商訂立獨家協議，以取得一種藥品在中國為期10年的分銷權。此分銷權按直線基準按10年年期(即自二零一四年一月一日開始的分銷權期間)攤銷。於過往年度，獨家分銷權已全面減值。
- (b) 技術專業知識主要指就開發及生產若干藥品而收購的技術及配方。

自二零一一年七月一日起，有關口腔崩解片的技術專業知識人民幣40,993,000元按直線基準按十一年年期攤銷。於過往年度，技術專業知識已全面減值。

19. Intangible Assets (Continued)

For the purpose of impairment assessment, intangible assets related to cosmetic products, healthcare products and other pharmaceuticals, property, plant and equipment set out in Note 15 and right-of-use assets set out in Note 16 have been allocated to CGUs according to the nature of projects.

The recoverable amounts have been determined based on value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate of ranged from 17.00% to 19.72% (2019: 15.43% to 17.00%). The growth rate used to extrapolate the cash flows beyond the five-year period is 0%. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

During the year ended 31 December 2020, provision for impairment of intangible assets of US\$2,946,000 (2019: US\$5,495,000) was recognised in profit or loss as part of other non-operating income and expenses (Note 8) to reduce the carrying amounts of the intangible assets to their recoverable amounts as a result of the unsatisfactory market demand for the corresponding products.

Notes:

- (a) In December 2013, the Group entered into an exclusive agreement with a supplier to secure the distribution rights of 10 years for one pharmaceutical product in the PRC. This exclusive right was amortised on a straight-line basis over 10 years, being the period of the distribution rights, starting from 1 January 2014. The exclusive distribution right was fully impaired in prior years.
- (b) Technical know-how mainly represented techniques and formulae acquired for the development and production of certain pharmaceutical products.

With effect from 1 July 2011, technical know-how in relation to the oral disintegrating tablets amounting to RMB40,993,000 has been amortised on a straight-line basis over 11 years. The technical know-how was fully impaired in prior years.





19. 無形資產(續)

附註：(續)

- (c) 開發成本主要指製藥技術當中內部產生的知識產權(「知識產權」)。

董事認為該等知識產權具無限使用年期，原因在於醫藥業的知識產權預期可提供現金流量的期間並無可見限制。此等知識產權可於一段時間以極低成本重續，而產品亦可繼續應市。

倘知識產權出現減值，資產賬面值應立刻撇減或撇銷至利潤表。具無限使用年期的知識產權不會進行攤銷，並於每個財政年度年末進行年度減值測試，而倘有跡象顯示具無限使用年期的知識產權可能減值，將更頻密地進行減值測試。截至二零二零年十二月三十一日，已在損益中確認減值撥備2,062,000美元(二零一九年：3,662,000美元)。

- (d) 具無限使用年期的技術專業知識主要指由Novartis AG和Novartis Pharma AG(統稱「諾華」)收購的不會終止的永久免專利費許可(附註32)及就開發及生產生活美容產品的技術及配方。

截至二零一九年十二月三十一日，就生活美容產品的具無限使用年期的技術專業知識已在損益中確認減值撥備59,000美元。

- (e) 許可證主要指於二零一八年透過收購一間附屬公司所收購之醫療許可證。

本公司董事認為該醫療許可證具無限使用年期，原因在於醫療美容業的許可證預期可提供現金流量的期間並無可見限制。於二零二零年十二月三十一日，本公司董事認為，醫療許可證的預計可收回金額低於其賬面值，因此在損益中確認減值撥備884,000美元(二零一九年：238,000美元)。

19. Intangible Assets (Continued)

Notes: (Continued)

- (c) Development costs mainly represent intellectual property rights (“IPRs”) generated internally for the pharmaceutical technology.

The directors consider that these IPRs have indefinite useful lives as there is no foreseeable limit on the period of time over which the IPRs in pharmaceutical industry is expected to provide cash flows. These IPRs can be renewable in a period of time at minimal cost and the products are continuing in the market.

If the IPR becomes impaired, the carrying amounts of the asset should be written down or written off immediately to profit or loss. IPRs with indefinite useful lives are not amortised and are tested for impairment annually at each financial year end or more frequently if there are indications that IPR with indefinite useful lives might be impaired. During the year ended 31 December 2020, provision for impairment of US\$2,062,000 (2019: US\$3,662,000) was recognised in profit or loss.

- (d) Indefinite-lived technical know-how represents a perpetual royalty-free licence acquired from Novartis AG and Novartis Pharma AG (collectively known as “Novartis”) with no termination (Note 32) and techniques and formulae for the development and production of skin care products.

During the year ended 31 December 2019, provision for impairment of US\$59,000 was recognised in profit or loss in respect of the indefinite-lived technical know-how for skin care products.

- (e) License mainly represented the medical license acquired through the acquisition of a subsidiary in 2018.

The directors of the Company consider that the medical license has indefinite useful lives as there is no foreseeable limit on the period of time over which the license in cosmeceutical industry is expected to provide cash flows. As at 31 December 2020, the directors of the Company are of the opinion that the estimated recoverable amount of the medical license was less than its carrying value and therefore provision for impairment of US\$884,000 (2019: US\$238,000) was recognised in profit or loss.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

20. 商譽

20. Goodwill

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-----|-----------------|----------------------------------|----------------------------------|
| 賬面值 | Carrying amount | 6,824 | 6,825 |

本集團於每個財政年度年末就商譽進行年度減值評估，倘有跡象顯示商譽可能減值，將更頻密地進行減值測試。

就減值測試而言，商譽及有關專科藥品的開發成本已分配至兩個現金產生單位，包括主要業務為製造及買賣專科藥品及美容產品的附屬公司，其分別獲納入類至經營分部的「醫藥」及「美容產品」。

上述現金產生單位可收回金額的基準及其主要相關假設概述如下：

該等現金產生單位的可收回金額以在用價值計算法釐定。該等計算法使用基於獲管理層批准未來五年期的財務預算的現金流量預測以及醫藥業務和美容產品業務分別為17.00%（二零一九：17.00%）及19.52%（二零一九：17.00%）。醫藥業務和美容產品業務超過五年期的現金流量採用增長率0%（二零一九年：0%）預測。在用價值計算法的其他主要假設乃關於現金流入／流出的估計，當中包括預算銷售及毛利率。有關估計乃基於該單位過往表現以及管理層對市場發展的預期。管理層相信，任何此等假設可能出現的合理變動將不會導致總賬面值超過其可收回總額。

The Group assesses goodwill annually for impairment at each financial year end, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill and development costs related to specialty pharmaceuticals have been allocated to two CGUs, including subsidiaries with principal activities of manufacturing and trading of specialty pharmaceuticals and cosmetic products which are included in the "Pharmaceuticals" and "Cosmetic Products" respectively under operating segment.

The basis of the recoverable amount of the above CGU and its major underlying assumptions are summarised below:

The recoverable amounts of the CGUs have been determined based on the value in use calculation. Their calculation use corresponding cash flow projections based on financial budgets approved by management covering a five-year period, and pre-tax discount rate of 17.00% (2019: 17.00%) and 19.52% (2019: 17.00%) for pharmaceuticals business and cosmetic products business respectively. The growth rate used to extrapolate the cash flows beyond the five-year period is 0% (2019: 0%) for both pharmaceuticals business and cosmetic products business. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

20. 商譽(續)

截至二零二零年十二月三十一日止年度，本公司董事認為有關美容產品的商譽的預計可收回金額低於其賬面值，因此決定商譽減值為1,000美元(二零一九年：無)。

20. Goodwill (Continued)

During the year ended 31 December 2020, the directors of the Company are of the opinion that the estimated recoverable amount of the goodwill related to cosmetic products was less than its carrying value and therefore determine that there is an impairment on its goodwill of US\$1,000 (2019: Nil).

21. 於聯營公司之權益

21. Interests in Associates

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|--------|---------------------|----------------------------------|----------------------------------|
| 應佔資產淨值 | Share of net assets | 1,088 | 7,289 |
| 商譽 | Goodwill | 5,774 | 8,854 |
| | | 6,862 | 16,143 |

有關本集團於報告期末的聯營公司詳情如下：

Details of the Group's associates at the end of the reporting period are as follows:

| 名稱 Name | 註冊成立地點 及營業地點 Place of incorporation and operation | 主要 經營地點 Principal place of business | 本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group | | 主要業務 Principal activities |
|--|---|---|--|---------------|---|
| | | | 二零二零年 2020 | 二零一九年 2019 | |
| 司太立 | 中國 | 中國 | 不適用 | 4.0%* | 生產及買賣原料藥 和中間體 |
| Starry | The PRC | The PRC | Not applicable | | Production and trading of bulk pharmaceuticals and intermediates |
| 萃健控股有限公司(「萃健」) Natural Dailyhealth Holdings Limited (「Natural Dailyhealth」) | 英屬處女群島 (「英屬處女群島」) The British Virgin Islands (The "BVI") | 中國 The PRC | 30.0% | 30.0% | 生產及買賣植物提取及 保健產品 Production and trading of plant extract and healthcare products |
| 天津強微特生物科技有限公司(「強微特」) | 中國 | 中國 | 20.0% | 20.0% | 從事新型工業酶製劑、分子生 物學工具酶、化妝品生物活性 因子和生物護膚品的研發和產 業化 |
| Tianjin Robustnique Biotechnology Co., Limited (「Robustnique」) | The PRC | The PRC | | | Engaging in the research and development and industrialisation of new industrial enzyme preparations, molecular biology tool enzymes, and bioactive factors for cosmetics and biological skincare products |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

21. 於聯營公司之權益(續)

- * 儘管本集團於司太立擁有權益少於20%，本公司董事認為，由於司太立的其中一名董事為本集團附屬公司的董事，故彼等仍有權對司太立行使重大的影響，因此，將於司太立的權益分類為聯營公司權益。

上述聯營公司乃採用權益法於本集團之綜合財務報表入賬。

司太立

司太立已於二零一六年三月九日成功在上海證券交易所首次公開發售。於截至二零一九年十二月三十一日止年度內，本集團出售司太立6.6%股權(附註8(a))。於二零一九年十二月三十一日，本集團所持的司太立權益的公平值約為40,915,000美元。

於二零一九年十二月三十一日，本集團將市值為25,587,000美元的4,200,000股司太立股份質押予銀行為本集團之銀行借款及銀行融資作抵押(附註28)。

誠如上文附註5所述，自司太立於二零二零年四月二十六日不再是本集團的聯營公司後，本集團持有的司太立股份分類為按公平值計入損益的金融資產(附註18)。

21. Interests in Associates (Continued)

- * Although the Group's ownership interest in Starry was less than 20%, the directors of the Company considered that they still had the power to exercise significant influence on Starry as one of the directors of Starry was the director of the Group's subsidiaries, and therefore had classified the interest in Starry as an associate.

The above associates were accounted for using the equity method in the Group's consolidated financial statements.

Starry

Starry successfully launched an initial public offering on the Shanghai Stock Exchange on 9 March 2016. During the year ended 31 December 2019, the Group disposed of 6.6% equity interest in Starry (Note 8(a)). The fair value of the interests in Starry held by the Group was approximately US\$40,915,000 as at 31 December 2019.

As at 31 December 2019, 4,200,000 shares in Starry held by the Group with market value of US\$25,587,000 had been pledged to secure for the banking facilities and bank borrowings of the Group (Note 28).

As mentioned in Note 5 above, the shares of Starry held by the Group were classified as financial assets at FVTPL after Starry ceased to be an associate of the Group on 26 April 2020 (Note 18).



21. 於聯營公司之權益(續)**萃健**

於二零二零年十二月三十一日止年度內，本公司董事認為聯營公司的權益萃健估計可收回金額低於其帳面值，萃健權益的公平值以收益法釐定及由獨立評估師艾升評估諮詢有限公司進行評估。萃健權益的可收回金額是根據公平價值減去出售成本的計算方法釐定的，該方法使用基於管理層批准的10年期財務預算的現金流預測。用於現金流預測的稅後貼現率為16%（二零一九年：16%）。用於推斷10年期以後現金流量的增長率為2.62%（二零一九年：2.82%），未超過長期增長率。管理層認為，任何基於可收回金額的關鍵假設的合理可能的變化都不會導致帳面價值超過其可收回金額。以下是在第3級計量中使用和分類的關鍵不可觀察輸入數據的摘要：

21. Interests in Associates (Continued)**Natural Dailyhealth**

As at 31 December 2020, the directors of the Company are of opinion that the estimated recoverable amount of the interest in an associate, Natural Dailyhealth, was less than its carrying value while a valuation was performed by an independent valuer, Ascent Partners Valuation Service Limited, to determine the fair value of Natural Dailyhealth by using income approach. The recoverable amount of interest in Natural Dailyhealth is determined based on a fair value less costs of disposal calculation which uses cash flow projections based on financial budgets approved by management covering a ten-year period. The post-tax discount rate applied to cash flow projections is 16% (2019: 16%). The growth rate used to extrapolate the cash flows beyond the ten-year period is 2.62% (2019: 2.82%) which does not exceed the long-term growth rate. Management believes that any reasonably possible change in key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount. Below is a summary of the key unobservable inputs used and categorised within level 3 measurement:

| 重大不可觀察輸入數據 Significant unobservable inputs | 重大不可觀察輸入數據範圍 Range of significant unobservable inputs | 不可觀察輸入數據與公平值的關係 Relationship of unobservable inputs to fair value |
|---|---|--|
| 毛利 Gross margin | 由28%至32% (二零一九年：由29%至34%) Ranged from 28% to 32% (2019 : Ranged from 29% to 34%) | 毛利增加導致公平值增加 The increase in the gross margin would result in an increase in fair value. |
| 長期增長率 Long-term growth rate | 2.62% (二零一九年：2.82%) 2.62% (2019: 2.82%) | 長期增長率增加導致公平值增加 The increase in the long-term growth rate would result in an increase in fair value. |
| 稅後折現率 Post-tax discount rate | 15% (二零一九年：16%) 15% (2019: 16%) | 稅後折現率增加導致公平值減少 The increase in the post-tax discount rate would result in a decrease in fair value |

截至二零二零年十二月三十一日止年度，減值撥備386,000美元於損益中確認(二零一九年：396,000美元)(附註8)。

During the year ended 31 December 2020, provision for impairment of US\$386,000 (Note 8) has been recognised in profit or loss (2019: US\$396,000).



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

21. 於聯營公司之權益(續)

- i) 本集團重要聯營公司的財務資料概要載列如下：

司太立

21. Interests in Associates (Continued)

- i) Summarised financial information of the Group's material associate is set out below:

Starry

二零一九年
2019
千美元
US\$'000

| | | |
|--------------|--|-----------|
| 於十二月三十一日 | As at 31 December | |
| 流動資產 | Current assets | 176,386 |
| 非流動資產 | Non-current assets | 323,147 |
| 流動負債 | Current liabilities | (228,368) |
| 非流動負債 | Non-current liabilities | (123,705) |
| 資產淨值 | Net assets | 147,460 |
| 截至十二月三十一日止年度 | Year ended 31 December | |
| 收入 | Revenue | 189,841 |
| 年度溢利 | Profit for the year | 24,706 |
| 年度其他全面收益 | Other comprehensive income for the year | (268) |
| 年度全面收益總額 | Total comprehensive income for the year | 24,438 |
| 年度自聯營公司收取的股息 | Dividends received from the associate during the year | 1,344 |

**21. 於聯營公司之權益(續)**

- i) 本集團重要聯營公司的財務資料概要載列如下：(續)

司太立(續)

以上概述的財務資料與綜合財務報表所確認於聯營公司的權益賬面值的對賬：

21. Interests in Associates (Continued)

- i) Summarised financial information of the Group's material associate is set out below: (Continued)

Starry (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

| | | 二零一九年 2019 千美元 US\$'000 |
|-----------------|--|----------------------------------|
| 資產淨值 | Net assets | 147,460 |
| 減：非控制性權益 | Less: Non-controlling interests | 4,718 |
| 司太立擁有人應佔權益 | Equity attributable to owners of Starry | 142,742 |
| 本集團於司太立的擁有權權益比例 | Proportion of the Group's ownership interest in Starry | 4.0% |
| | | 5,710 |
| 商譽 | Goodwill | 3,119 |
| 於收購時公平值調整的影響 | Effect of fair value adjustments upon acquisition | 234 |
| 其他調整 | Other adjustments | 114 |
| 本集團於司太立的權益賬面值 | Carrying amount of the Group's interest in Starry | 9,177 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

21. 於聯營公司之權益(續)

- ii) 非重大聯營公司的財務資料概要載列如下：

21. Interests in Associates (Continued)

- ii) Summarised financial information of the immaterial associates are set out below:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------------------|---|---|--|
| 於十二月三十一日 綜合財務報表中的賬面值 | As at 31 December Carrying amounts in the consolidated financial statements | 6,862 | 6,966 |
| | | 截至 二零二零年 十二月三十一日 止年度 Year ended 31 December 2020 | 截至 二零一九年 十二月三十一日 止年度 Year ended 31 December 2019 |
| 集團應佔非重大聯營公司金額 | Amount of the Group's share of immaterial associates | | |
| — 應佔虧損 | — Share of loss | (173) | (699) |
| — 應佔其他全面收益 | — Share of other comprehensive income | — | — |
| — 應佔全面收益總額 | — Share of total comprehensive income | (173) | (699) |

22. 存貨

22. Inventories

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-----|------------------|----------------------------------|----------------------------------|
| 原材料 | Raw materials | 1,122 | 1,206 |
| 在製品 | Work-in-progress | 1,693 | 1,391 |
| 製成品 | Finished goods | 3,907 | 4,055 |
| | | 6,722 | 6,652 |

於二零二零年十二月三十一日止年度內，已就存貨的賬面值作出2,255,000美元(二零一九年：2,753,000美元)的陳舊存貨撥備。

As at 31 December 2020, provision for obsolete inventories of US\$2,255,000 (2019: US\$2,753,000) were made against the carrying value of inventories.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

23. 貿易及其他應收款項

23. Trade and Other Receivables

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------|-----------------------------------|----------------------------------|----------------------------------|
| 貿易應收款項 | Trade receivables | 19,702 | 20,656 |
| 減：虧損撥備 | Less: loss allowance | (758) | (865) |
| | | 18,944 | 19,791 |
| 應收票據 | Bills receivables | 12,881 | 16,501 |
| 貿易應收款項及應收票據 | Trade and bills receivables | 31,825 | 36,292 |
| 預付款項及其他應收款項 | Prepayments and other receivables | 12,543 | 13,606 |
| | | 44,368 | 49,898 |

董事認為，貿易及其他應收款項的賬面值與其公平值相若。

The directors consider that the carrying amounts of trade and other receivables approximate their fair values.

本集團的政策是向其客戶提供平均90日的信貸期。

The Group has a policy of allowing an average credit period of 90 days to its customers.

本集團並無就該等結餘持有任何抵押品。

The Group does not hold any collateral over these balances.

根據發票日期，於報告期末，本集團的貿易應收款項及應收票據(扣除虧損撥備)賬齡分析如下：

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

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------|------------------|----------------------------------|----------------------------------|
| 90日或以下 | 90 days or below | 16,109 | 19,154 |
| 91至180日 | 91-180 days | 11,428 | 15,515 |
| 181至365日 | 181-365 days | 4,206 | 1,463 |
| 超過365日 | Over 365 days | 82 | 160 |
| | | 31,825 | 36,292 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

23. 貿易及其他應收款項(續)

於二零一九年十二月三十一日止年度內，本集團向金融機構貼現其具完全追索權的部分應收票據。倘應收票據欠款，本集團有義務向金融機構支付拖欠款項。利息按每年從金融機構收取的所得款項5.3%計息，直至應收票據收回款項日期止。因此，本集團面臨貼現應收票據信貸虧損及延遲付款的風險。

由於本集團保留貼現應收票據的絕大部分風險及回報，故貼現交易並不符合國際財務報告準則第9號終止確認金融資產的規定。於二零一九年十二月三十一日，應收票據3,441,000美元繼續於本集團綜合財務報表獲確認，儘管其已合法轉讓予金融機構。貼現交易的所得款項已作為資產擔保融資(附註28)計入借款內，直至已收取應收票據或本集團償付金融機構的所有虧損。於二零一九年十二月三十一日，與貼現票據相關的資產擔保融資負債為3,441,000美元。

由於應收票據已合法轉讓予金融機構，故本集團無權釐定應收票據的處置。

於二零二零年十二月三十一日，本集團並無向金融機構貼現其具完全追索權的應收票據。

於二零二零年十二月三十一日，11,141,000美元(二零一九年：6,752,000美元)的若干應收票據已質押予銀行以作為一間同系附屬公司之銀行借款(附註37(f))作抵押。

23. Trade and Other Receivables (Continued)

As at 31 December 2019, the Group discounted part of its bills receivables with full recourse to financial institutions. In the event of default by the bills receivables, the Group was obliged to pay the financial institutions for the amount in default. Interest was charged at 5.3% per annum on the proceeds received from the financial institutions until the date the bills receivables were collected. The Group was therefore exposed to the risks of credit losses and late payment in respect of the discounted bills receivables.

The discounting transactions did not meet the requirements in IFRS 9 for de-recognition of financial assets as the Group retains substantially all of the risks and rewards of ownership of the discounted bills receivables. As at 31 December 2019, bills receivables of US\$3,441,000 continued to be recognised in the Group's consolidated financial statements even though they had been legally transferred to the financial institutions. The proceeds of the discounting transactions were included in borrowings as asset-backed financing (Note 28) until the bills receivables were collected or the Group settled any losses suffered by the financial institutions. As at 31 December 2019, the asset-backed financing liability related to the discounted bills amounted to US\$3,441,000.

Due to the bills receivables had been transferred to the financial institutions legally, the Group did not have the authority to determine the disposition of the bills receivables.

As at 31 December 2020, the Group did not have any discounted bills receivables with full recourse to financial institutions.

As at 31 December 2020, certain bills receivables of US\$11,141,000 (2019: US\$6,752,000) were pledged to secure for bank borrowings of a fellow subsidiary (Note 37(f)).



Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

24. 向一間聯營公司的貸款

該款項為無抵押、免息且須按要求償還。董事認為此結餘的賬面值與其公平值相若。

於二零二零年十二月三十一日，已就向一間聯營公司的貸款的賬面值作出撥備，其虧損撥備確認為693,000美元(二零一九年：129,000美元)。

24. Loan to an Associate

The amount due is unsecured, interest-free and repayable on demand. The directors consider that the carrying amount of this balance approximates its fair value.

As at 31 December 2020, loss allowance recognised on loan to an associate of US\$693,000 (2019 : US\$129,000) were made against the carrying amount of loan to an associate.

25. 已抵押銀行存款／現金及現金等價物**25. Pledged Bank Deposits/Cash and Cash Equivalents**

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-----------|-----------------------------|----------------------------------|----------------------------------|
| 現金及銀行結餘 | Cash and bank balances | 97,553 | 47,736 |
| 減：已抵押銀行存款 | Less: pledged bank deposits | (14,144) | (27,373) |
| 現金及現金等價物 | Cash and cash equivalents | 83,409 | 20,363 |

現金及銀行結餘包括銀行及手頭現金以及原到期日在三個月或以下的短期銀行存款。銀行現金根據每日銀行存款利率按浮動利率計息。短期定期存款存入銀行並按市場利率賺取利息。

於二零二零年及二零一九年十二月三十一日的已抵押銀行存款指本集團為取得本集團若干銀行融資及銀行借款(附註28)及一間同系附屬公司之銀行借款(附註37(f))而抵押的銀行存款。

於二零二零年十二月三十一日，本集團的現金及銀行結餘包括97,102,000美元(二零一九年：37,364,000美元)的銀行結餘，該結餘以人民幣計值及存於中國的銀行。人民幣並非為自由兌換的貨幣。

Cash and bank balances comprise cash at banks and in hand, and short-term bank deposits with an original maturity of three months or less. Cash at banks earn interest at floating rates based on daily bank deposits rates. Short-term time deposits are placed with banks and earn interest at market interest rates.

Pledged bank deposits represent the Group's bank deposits pledged to secure for certain banking facilities of the Group (Note 28) and bank borrowings of a fellow subsidiary (Note 37(f)) as at 31 December 2020 and 2019.

As at 31 December 2020, included in cash and bank balances of the Group was bank balances of US\$97,102,000 (2019: US\$37,364,000) denominated in RMB placed with banks in the PRC. RMB is not a freely convertible currency.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

26. 股本

26. Share Capital

| | | 股份數目 Number of shares | 金額 Amount 千美元 US\$'000 |
|--|--|--------------------------|---------------------------------|
| 股本： | Share capital: | | |
| 法定： | Authorised: | | |
| 於二零一九年一月一日、 二零一九年十二月三十一日及 二零二零年十二月三十一日 | At 1 January 2019, 31 December 2019 and 31 December 2020 | 20,000,000,000 | 200,000 |
| 已發行及繳足： | Issued and fully paid: | | |
| 於二零一九年一月一日 | At 1 January 2019 | 415,000,000 | 4,150 |
| 註銷已回購的股份 | Cancellation of shares repurchased | (17,828,000) | (178) |
| 於二零一九年十二月三十一日及 二零二零年十二月三十一日 | At 31 December 2019 and 31 December 2020 | 397,172,000 | 3,972 |
| 庫存股份： | Treasury shares: | | |
| 於二零一九年一月一日 | At 1 January 2019 | 25,000 | 3 |
| 股份回購(附註27) | Share repurchase (Note 27) | 17,803,000 | 2,370 |
| 註銷已回購的股份(附註27) | Cancellation of shares repurchased (Note 27) | (17,828,000) | (2,373) |
| 於二零一九年十二月三十一日及 二零二零年十二月三十一日 | At 31 December 2019 and 31 December 2020 | — | — |

27. 儲備

本集團

股份溢價指超過已配發股份面值的差額。

外匯儲備指換算外國附屬公司財務報表的匯兌差額。

法定儲備指按照中國有關法例規定，將中國附屬公司的溢利分配至不可分派儲備金賬。

庫存股份指本公司回購自己股份。截至二零一九年十二月三十一日止年度，本公司於聯交所以總代價18,600,000港元(相當於約2,370,000美元)回購17,803,000股(附註26)。

全部約2,373,000美元的回購股份已於二零一九年十二月三十一日止年度註銷。

27. Reserves

Group

Share premium represents the excess over the nominal value for shares allotted.

Foreign exchange reserve represents exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Statutory reserve represents appropriation of profits of the PRC subsidiaries to non-distributable reserve fund account as required by the relevant PRC statute.

Treasury shares represent the repurchase of the Company's own shares. During the year ended 31 December 2019, the Company repurchased 17,803,000 shares of its own ordinary shares on the Stock Exchange at an aggregate consideration of HK\$18,600,000 (equivalent to approximately US\$2,370,000) (Note 26).

All the repurchase shares amounting to approximately US\$2,373,000 were cancelled by the Company during the year ended 31 December 2019.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

27. 儲備(續)
本公司

27. Reserves (Continued)
Company

| | | 股份溢價 Share premium 千美元 US\$'000 | 庫存股份 Treasury shares 千美元 US\$'000 | 保留溢利 Retained profits 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|--|--|---|---|--|--------------------------------|
| 截至二零一九年十二月三十一日止年度 Year ended 31 December 2019 | | | | | |
| 於二零一九年一月一日 | At 1 January 2019 | 18,945 | (3) | 8,737 | 27,679 |
| 股息(附註13) | Dividends (Note 13) | — | — | (1,855) | (1,855) |
| | | 18,945 | (3) | 6,882 | 25,824 |
| 年度虧損 | Loss for the year | — | — | (1,799) | (1,799) |
| 年度其他全面收益 | Other comprehensive income for the year | — | — | — | — |
| | | — | — | (1,799) | (1,799) |
| 年度全面收益總額 | Total comprehensive income for the year | — | — | (1,799) | (1,799) |
| 股份回購 | Share repurchase | — | (2,370) | — | (2,370) |
| 註銷已回購的股份 | Cancellation of shares repurchased | (2,195) | 2,373 | — | 178 |
| | | 16,750 | — | 5,083 | 21,833 |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 16,750 | — | 5,083 | 21,833 |
| 截至二零二零年十二月三十一日止年度 Year ended 31 December 2020 | | | | | |
| 於二零二零年一月一日 | At 1 January 2020 | 16,750 | — | 5,083 | 21,833 |
| 年度溢利 | Profit for the year | — | — | 2,339 | 2,339 |
| 年度其他全面收益 | Other comprehensive income for the year | — | — | — | — |
| | | — | — | 2,339 | 2,339 |
| 年度全面收益總額 | Total comprehensive income for the year | — | — | 2,339 | 2,339 |
| | | 16,750 | — | 7,422 | 24,172 |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 16,750 | — | 7,422 | 24,172 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

28. 借款

28. Borrowings

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------|--|----------------------------------|----------------------------------|
| 定息銀行借款 | Fixed-rate bank borrowings | 31,424 | 42,579 |
| 浮息銀行借款 | Variable-rate bank borrowings | — | 14,500 |
| 資產擔保融資(附註23) | Asset-backed financing (Note 23) | — | 3,441 |
| | | 31,424 | 60,520 |
| 有抵押 | Secured | — | 22,240 |
| 無抵押 | Unsecured | 31,424 | 38,280 |
| | | 31,424 | 60,520 |
| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
| 銀行借款 | Bank borrowings | 31,424 | 57,079 |
| 於一年內到期的資產擔保融資 | Asset-backed financing due within one year | — | 3,441 |
| | | 31,424 | 60,520 |

本集團的借款按攤銷成本列賬，並在一年內償還。其中兩(二零一九年：一)項借款包含須按要求償還條款。

於二零二零年及二零一九年十二月三十一日，若干銀行融資須待與本集團若干財務狀況比率相關的契諾獲履行後方可作實，有關安排於金融機構的借款安排中屬常見。倘本集團違反契諾，已提取的融資須按要求償還。

本集團定期監控有關契諾迄今的遵守情況，按照定期貸款的償還時間表還款。本集團認為只要本集團繼續符合該等規定，銀行不大可能行使其酌情權要求還款。於二零二零年及二零一九年十二月三十一日，並無違反已提取融資的相關契諾。

The Group's borrowings are carried at amortised cost and due for repayment within one year. Two (2019: one) of the borrowings contain a repayment on demand clause.

As at 31 December 2020 and 2019, certain banking facilities are subject to the fulfillment of covenants relating to certain financial position ratios of the Group, as are commonly found in lending arrangements with financial institutions. If the Group breaches the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants, up to date, makes repayments in accordance with the repayment schedule of the term loans. The Group does not consider it is probable that the bank will exercise its discretion to demand repayment for as long as the Group continues to meet these requirements. As at 31 December 2020 and 2019, none of the covenants relating to drawn down facilities had been breached.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

28. 借款(續)

銀行借款的賬面值以下列貨幣計值：

28. Borrowings (Continued)

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

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------|------------------------------------|----------------------------------|----------------------------------|
| 以下各項表示： | Represented by: | | |
| 人民幣借款 | Borrowings in RMB | 30,713 | 45,574 |
| 美元借款 | Borrowings in US\$ | — | 14,500 |
| 港元借款 | Borrowings in HK\$ | 711 | 446 |
| | | 31,424 | 60,520 |
| | | | |
| | | 二零二零年 2020 | 二零一九年 2019 |
| 實際年利率： | Effective interest rate per annum: | | |
| 銀行借款 | Bank borrowings | 4.60% | 4.77% |

於二零一九年十二月三十一日，本集團擁有已抵押銀行存款13,328,000美元及市值為25,587,000美元的司太立已上市股份作為本集團銀行融資及銀行借款的擔保。

The Group had pledged certain bank deposits of US\$13,328,000 and Starry's listed equity shares with market value of US\$25,587,000 to secure for the banking facilities and bank borrowings of the Group as at 31 December 2019.

於二零二零年十二月三十一日，本集團擁有已抵押銀行存款3,027,000美元作為本集團銀行融資及應付票據的擔保。

The Group had pledged certain bank deposits of US\$3,027,000 to secure for the banking facilities and bills payables as at 31 December 2020.

如附註37(f)所述，本集團與本公司同系附屬公司於二零一六年六月和二零一九年五月訂立相互擔保協議，並同意就協議各方的銀行貸款提供擔保。於二零二零年十二月三十一日，11,495,000美元的無抵押借款由同系附屬公司提供擔保(二零一九年：10,751,000美元)。餘下無抵押銀行借款19,929,000美元(二零一九年：27,529,000美元)由本公司或本集團若干附屬公司擔保。

As explained in Note 37(f), the Group and a fellow subsidiary of the Company entered into cross guarantee agreements in June 2016 and May 2019, and agreed to provide guarantees to banks in relation to the banking facilities of each other. As at 31 December 2020, the unsecured borrowing of US\$11,495,000 was guaranteed by the fellow subsidiary (2019: US\$10,751,000). The remaining balance of unsecured bank borrowings of US\$19,929,000 (2019: US\$27,529,000) were guaranteed by the Company or certain subsidiaries of the Group.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

28. 借款(續)

於二零一九年十二月三十一日，資產擔保融資指不符合國際財務報告準則第9號終止確認規定的保理交易所獲得的融資款項。對應金融資產計入貿易及其他應收款項(附註23)。該等借款於一年內到期，並以人民幣計值。

融資活動產生之負債對賬如下：

28. Borrowings (Continued)

As at 31 December 2019, the asset-backed financing represented the amount of financing obtained in factoring transactions which did not meet the de-recognition requirements in IFRS 9. The corresponding financial assets were included in trade and other receivables (Note 23). These borrowings mature within one year and are repayable in RMB.

Reconciliation of liabilities arising from financing activities:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------|--------------------------|----------------------------------|----------------------------------|
| 於一月一日 | At 1 January | 60,520 | 87,224 |
| 現金流量變動： | Changes from cash flows: | | |
| 借款所得之款項 | Proceeds from borrowings | 38,184 | 76,924 |
| 償還借款之款項 | Repayment of borrowings | (69,472) | (102,836) |
| | | (31,288) | (25,912) |
| 匯兌調整 | Exchange adjustment | 2,192 | (792) |
| 於十二月三十一日 | At 31 December | 31,424 | 60,520 |



29. 遞延稅項負債

29. Deferred Tax Liabilities

| | | 未分派盈利的 中國預扣稅 PRC withholding tax on undistributed earnings 千美元 US\$'000 | 遞延開發成本 Deferred development costs 千美元 US\$'000 | 其他 Others 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|--|--------------------------------------|---|---|---------------------------------|--------------------------------|
| 截止二零一九年十二月三十一日 Year ended 31 December 2019 | | | | | |
| 止年度 | | | | | |
| 於二零一九年一月一日 | At 1 January 2019 | 181 | 1,901 | 363 | 2,445 |
| 匯兌調整 | Exchange adjustment | — | (23) | — | (23) |
| 於損益記入(附註12) | Credited to profit or loss (Note 12) | — | (653) | (133) | (786) |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 181 | 1,225 | 230 | 1,636 |
| 截止二零二零年十二月三十一日 Year ended 31 December 2020 | | | | | |
| 止年度 | | | | | |
| 於二零二零年一月一日 | At 1 January 2020 | 181 | 1,225 | 230 | 1,636 |
| 匯兌調整 | Exchange adjustment | — | 100 | 12 | 112 |
| 於損益扣除(附註12) | Charged to profit or loss (Note 12) | — | 259 | 1,220 | 1,479 |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 181 | 1,584 | 1,462 | 3,227 |

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取溢利而宣派的股息須繳納預扣稅。綜合財務報表內並未就中國附屬公司的49,513,000美元(二零一九年：52,226,000美元)累計溢利所產生的暫時差額作出遞延稅項撥備，原因在於本集團可控制暫時差額的撥回時間，且該等暫時差額可能不會於可預見將來撥回。

因為稅項虧損在一段時間內一直在虧損的附屬公司出現，以及因為未來利潤不可預測的情況下，因此尚未對相關稅項虧損於合併財務報表列認為遞延稅收資產。本集團於中國附屬公司產生的未動用稅項虧損約為15,331,000美元(二零一九年：10,241,000美元)。稅項虧損可從虧損發生年起結轉5年。

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to US\$49,513,000 (2019: US\$52,226,000) as the Group is able to control the timing of the reversal of the temporary differences, it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax asset in respect of tax losses has not been recognised in these consolidated financial statements as they have arisen in subsidiaries that have been loss-making for some time and the unpredictability of future profits streams. The Group has unused tax losses of approximately US\$15,331,000 (2019: US\$10,241,000) incurred by the subsidiaries in the PRC, which can be carried forward for 5 years from the year in which the losses were incurred.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

30. 貿易及其他應付款項

30. Trade and Other Payables

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------|------------------------------|----------------------------------|----------------------------------|
| 貿易應付款項 | Trade payables | 2,905 | 3,337 |
| 應付票據 | Bills payables | 5,058 | 6,020 |
| 財務擔保合約 | Financial guarantee contract | 979 | — |
| 其他應付款項及應計款項 | Other payables and accruals | 8,330 | 7,309 |
| | | 17,272 | 16,666 |

根據發票日期，於報告期末，本集團的貿易應付款項賬齡分析如下：

Based on invoice date, the ageing analysis of the trade payables of the Group as at the end of the reporting period is as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------|------------------|----------------------------------|----------------------------------|
| 90日或以下 | 90 days or below | 2,158 | 2,790 |
| 91至180日 | 91-180 days | 399 | 4 |
| 181至365日 | 181-365 days | 4 | 27 |
| 超過365日 | Over 365 days | 344 | 516 |
| | | 2,905 | 3,337 |

董事認為，貿易及其他應付款項的賬面值與其公平值相若。

The directors consider that the carrying amounts of trade and other payables approximate their fair values.

31. 合約負債

31. Contract Liabilities

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------------|---|----------------------------------|----------------------------------|
| 以下項目產生的合約負債： 商品銷售 | Contract liabilities arising from: Sale of goods | 296 | 291 |



31. 合約負債(續)

合約負債變動

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------------------|--|----------------------------------|----------------------------------|
| 於一月一日 | At 1 January | 291 | 560 |
| 因年內確認收益而導致年初計入合約負債的合約負債減少 | Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year | (109) | (397) |
| 因開票早於收益而導致的合約負債增加 | Increase in contract liabilities as a result of billing in advance of revenue | 95 | 134 |
| 匯兌調整 | Exchange adjustment | 19 | (6) |
| 於十二月三十一日 | At 31 December | 296 | 291 |

31. Contract Liabilities (Continued)

Movements in contract liabilities

32. 其他金融負債

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------|---|----------------------------------|----------------------------------|
| 或然代價 — 按公平值 | Contingent consideration, at fair value | 1,231 | 1,171 |

32. Other Financial Liabilities

於二零一四年三月二十八日，本公司的間接全資附屬公司朗生藥業(香港)有限公司(「朗生藥業」) (i) 與諾華訂立資產購買協議，據此諾華同意向朗生藥業轉讓受讓資產(包括與醫藥產品相關的技術、書籍及記錄、特定商標、商業信息及醫療信息，該醫藥產品包含特定的活性藥物成分，是以新適確得商標在國內(即中國(不包括香港、澳門及台灣)推廣及銷售的一款用於治療某些糖皮質類固醇反應性的炎性皮膚病的繼發感染的乳膏)；及(ii)訂立許可協議，以便發出關於醫藥產品在國內的許可，總現金代價為8,000,000美元首期付款，加總額最高為1,500,000美元的額外里程碑付款(與朗生藥業取得的銷售額掛鉤)(「或然代價」)。

本集團根據此或然代價安排可能須支付的全部未來付款的潛在未貼現金額介乎0美元至1,500,000美元。

或然代價於初始確認時指定為按公平值計入損益。於二零二零年及二零一九年十二月三十一日的或然代價之公平值計量，詳情見附註38(b)。

On 28 March 2014, Lansen Medicine (Hong Kong) Limited ("LMHK"), an indirect wholly-owned subsidiary of the Company, entered into (i) the asset purchase agreement with Novartis pursuant to which Novartis agrees to transfer to LMHK the transferred assets (including know-how, books and records, specified trademarks, commercial information and medical information relating to the pharmaceutical product which contains specific active pharmaceutical ingredients, and it is marketed and sold as a cream under trademark of Sicorten Plus in the territory (i.e. the PRC, excludes Hong Kong, Macau and Taiwan) for the treatment of certain corticosteroid-responsive inflammatory skin diseases secondary infection), and (ii) the licence agreement to grant the licences, relating to the pharmaceutical product in the territory for a total cash consideration comprising an upfront payment of US\$8,000,000, plus additional milestone payments of a total maximum US\$1,500,000, which are linked to sales achieved by LMHK (the "contingent consideration").

The potential undiscounted amount of all future payments that the Group could be required to make under this contingent consideration arrangement is between US\$0 and US\$1,500,000.

The contingent consideration was designated upon initial recognition as at FVTPL. Refer to Note 38(b) for details of the fair value measurements of contingent consideration as at 31 December 2020 and 2019.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

33. 控股公司財務狀況表

33. Holding Company Statement of Financial Position

| | | 附註 Notes | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|---------------|---|-------------|----------------------------------|----------------------------------|
| 資產 | ASSETS | | | |
| 非流動資產 | Non-current assets | | | |
| 於附屬公司的權益 | Interest in a subsidiary | | 25,020 | 25,020 |
| 使用權資產 | Right-of-use assets | | — | 43 |
| | | | 25,020 | 25,063 |
| 流動資產 | Current assets | | | |
| 已抵押銀行存款 | Pledged bank deposits | | — | 5,004 |
| 現金及現金等價物 | Cash and cash equivalents | | 54,047 | 11,968 |
| | | | 54,047 | 16,972 |
| 總資產 | Total assets | | 79,067 | 42,035 |
| 權益及負債 | EQUITY AND LIABILITIES | | | |
| 資本及儲備 | Capital and reserves | | | |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | | | |
| 股本 | Share capital | 26 | 3,972 | 3,972 |
| 股份溢價 | Share premium | 27 | 16,750 | 16,750 |
| 保留溢利 | Retained profits | 27 | 7,422 | 5,083 |
| 總權益 | Total equity | | 28,144 | 25,805 |
| 流動負債 | Current liabilities | | | |
| 借款 | Borrowings | | — | 14,500 |
| 應付附屬公司款項 | Amount due to a subsidiary | | 50,656 | 1,359 |
| 租賃負債 | Lease liabilities | | — | 45 |
| 應計款項 | Accruals | | 267 | 326 |
| 總負債 | Total liabilities | | 50,923 | 16,230 |
| 總權益及負債 | Total equity and liabilities | | 79,067 | 42,035 |
| 流動資產淨值 | Net current assets | | 3,124 | 742 |
| 總資產減流動負債 | Total assets less current liabilities | | 28,144 | 25,805 |

代表董事會

On behalf of the directors

董事
Director
陳力
CHEN Li

董事
Director
劉雪姿
LIU Xuezi

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

34. 本公司附屬公司詳情

附屬公司的一般資料

本公司附屬公司於報告期末的詳情如下：

34. Particulars of Subsidiaries of the Company

General information of the subsidiaries

Details of the Company's subsidiaries at the end of the reporting period are set out follows:

| 名稱 Name | 註冊成立/ 成立地點 Place of incorporation/ establishment | 主要營業地點 Principal place of business | 已註冊/ 發行股本詳情 Particulars of registered/issued share capital | 本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group | | 主要業務 Principal activities |
|---|--|---|--|--|---------------|---------------------------------|
| | | | | 二零二零年 2020 | 二零一九年 2019 | |
| 直接持有權益 Interests held directly | | | | | | |
| 朗生醫藥控股有限公司(「朗生(BVI)」) | 英屬處女群島 | 香港 | 29,491,360股每股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Lansen Pharmaceutical Holdings Limited ("Lansen (BVI)") | The BVI | Hong Kong | 29,491,360 ordinary shares of US\$1 each | 100% | 100% | Investment holding |
| 間接持有權益 Interests held indirectly | | | | | | |
| Brilliant Manufacture Limited | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Brilliant Manufacture Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| Flash Universal Limited | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Flash Universal Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| Horizon Network Limited | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Horizon Network Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| Magnificent Worldwide Limited | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Magnificent Worldwide Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| Beauty Sparkle Holdings Limited | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Beauty Sparkle Holdings Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| 朗生藥業諮詢(BVI)有限公司 | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Lansen Medicine Consulting (BVI) Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| 朗生藥業(BVI)有限公司 | 英屬處女群島 | 香港 | 1股面值1美元的普通股 | 100% | 100% | 投資控股 |
| Lansen Medicine (BVI) Limited | The BVI | Hong Kong | 1 ordinary share of US\$1 | 100% | 100% | Investment holding |
| 豐勤有限公司 | 香港 | 香港 | 1股面值1港元的普通股 | 100% | 100% | 投資控股 |
| Full Keen Limited | Hong Kong | Hong Kong | 1 ordinary share of HK\$1 | 100% | 100% | Investment holding |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

34. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

34. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

| 名稱 Name | 註冊成立/ 成立地點 Place of incorporation/ establishment | 主要營業地點 Principal place of business | 已註冊/ 發行股本詳情 Particulars of registered/issued share capital | 本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group | | 主要業務 Principal activities |
|---|--|---|--|--|---------------|------------------------------------|
| | | | | 二零二零年 2020 | 二零一九年 2019 | |
| 間接持有權益 Interests held indirectly | | | | | | |
| 朗生投資(香港)有限公司 | 香港 | 香港 | 100股面值100港元的 普通股 | 100% | 100% | 投資控股 |
| Lansen Investments (Hong Kong) Limited | Hong Kong | Hong Kong | 100 ordinary shares of HK\$100 | 100% | 100% | Investment holding |
| 朗生醫藥(香港)有限公司 | 香港 | 香港 | 1股面值1港元的普通股 | 100% | 100% | 投資控股 |
| Lansen Pharmaceutical (Hong Kong) Limited | Hong Kong | Hong Kong | 1 ordinary share of HK\$1 | 100% | 100% | Investment holding |
| 立華植物提取(香港)有限公司 | 香港 | 香港 | 1股面值1港元的普通股 | 100% | 100% | 投資控股 |
| Liwah Plant Extract (Hong Kong) Limited | Hong Kong | Hong Kong | 1 ordinary share of HK\$1 | 100% | 100% | Investment holding |
| 萊丰國際有限公司 | 香港 | 香港 | 1股面值1港元的普通股 | 100% | 100% | 投資控股 |
| Point Kin International Limited | Hong Kong | Hong Kong | 1 ordinary share of HK\$1 | 100% | 100% | Investment holding |
| 朗生藥業 LMHK | 香港 Hong Kong | 香港 Hong Kong | 1股面值1港元的普通股 1 ordinary share of HK\$1 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |
| 安美聯繫有限公司 Perfection Link Limited | 香港 Hong Kong | 香港 Hong Kong | 1股面值1港元的普通股 1 ordinary share of HK\$1 | 100% 100% | 100% 100% | 投資控股 Investment holding |
| 朗生醫藥(深圳)有限公司 Lansen Medicine (Shenzhen) Company Limited* | 中國(附註(a)及(e)) The PRC (Notes (a) and (e)) | 中國 The PRC | 人民幣29,498,000元 RMB29,498,000 | — — | 100% 100% | 醫藥業務 Pharmaceutical business |
| 寧波立華製藥有限公司(「寧波立華」) Ningbo Liwah Pharmaceutical Company Limited (「Ningbo Liwah」)* | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣236,000,000元 RMB236,000,000 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |
| 寧波立華植物提取技術有限公司 Ningbo Liwah Plant Extraction Technology Limited* | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣28,000,000元 RMB28,000,000 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |

34. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

34. Particulars of Subsidiaries of the Company
(Continued)

General information of the subsidiaries (Continued)

| 名稱 Name | 註冊成立/ 成立地點 Place of incorporation/ establishment | 主要營業地點 Principal place of business | 已註冊/ 發行股本詳情 Particulars of registered/issued share capital | 本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group | | 主要業務 Principal activities |
|---|--|---|--|--|---------------|------------------------------------|
| | | | | 二零二零年 2020 | 二零一九年 2019 | |
| 間接持有權益 Interests held indirectly | | | | | | |
| 寧波朗生醫藥有限公司 Ningbo Lansen Pharmaceutical Company Limited [#] | 中國(附註(c)) The PRC (Note (c)) | 中國 The PRC | 人民幣35,000,000元 RMB35,000,000 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |
| 寧波朗生醫藥科技有限公司 Ningbo Lansen Pharmaceutical Technology Company Limited [#] | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣1,000,000元 RMB1,000,000 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |
| 深圳東奇信息科技有限公司 Shenzhen Dongqi Technology Information Co. Ltd [#] | 中國(附註(b)及(e)) The PRC (Notes (b) and (e)) | 中國 The PRC | 人民幣500,000元 RMB500,000 | — — | 100% 100% | 醫藥業務 Pharmaceutical business |
| 瀾聖國際貿易(上海)有限公司 Lansen (Shanghai) International Trading Co., Ltd. [#] | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣10,000,000元 RMB10,000,000 | 100% 100% | 100% 100% | 醫藥業務 Pharmaceutical business |
| 瀾聖國際貿易(北京)有限公司 Lansen (Beijing) International Trading Co., Ltd. [#] | 中國(附註(a)) The PRC (Note (a)) | 中國 The PRC | 人民幣2,000,000元 RMB2,000,000 | 100% 100% | 100% 100% | 美容業務 Cosmetic business |
| 彩聯國際有限公司 Allied Choice International Limited | 英屬處女群島 The BVI | 香港 Hong Kong | 1股面值1美元的普通股 1 ordinary share of US\$1 | 100% 100% | 100% 100% | 投資控股 Investment holding |
| 樂泰健康科技(香港)有限公司 Letai Health Technology (Hong Kong) Limited | 香港 Hong Kong | 香港 Hong Kong | 1股面值1港元的普通股 1 ordinary share of HK\$1 | 100% 100% | 100% 100% | 投資控股 Investment holding |
| 朗生醫療美容科技(香港)有限公司 Lansen Medibeauty Tech (Hong Kong) Limited | 香港 Hong Kong | 香港 Hong Kong | 1股面值1港元的普通股 1 ordinary share of HK\$1 | 100% 100% | 100% 100% | 投資控股 Investment holding |
| 寧波朗生醫美科技有限公司 (「寧波朗生醫美」) Ningbo Lansen Medibeauty Tech Limited (“Ningbo Lansen Medibeauty”) [#] | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣1,000,000元 RMB1,000,000 | 100% 100% | 100% 100% | 美容業務 Cosmetic business |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

34. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

34. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

| 名稱 Name | 註冊成立/ 成立地點 Place of incorporation/ establishment | 主要營業地點 Principal place of business | 已註冊/ 發行股本詳情 Particulars of registered/issued share capital | 本集團所持擁有權權益及 投票權的比例 Proportion of ownership interest and voting power held by the Group | | 主要業務 Principal activities |
|--|--|---|--|--|---------------|---------------------------------|
| | | | | 二零二零年 2020 | 二零一九年 2019 | |
| 間接持有權益 Interests held indirectly | | | | | | |
| 朗生(瑞士)醫藥諮詢有限公司 Lansen (Swiss) Medicine Consulting Limited | 瑞士(附註(d)) Switzerland (Note (d)) | 瑞士 Switzerland | 50,000瑞士法郎 Swiss Franc50,000 | 100% 100% | 100% 100% | 暫無營業 Inactive |
| 北京依麗薩醫療美容診所有限公司 Beijing Eliza Medical and Beauty Clinic Company Limited* | 中國(附註(a)) The PRC (Note (a)) | 中國 The PRC | 人民幣500,000元 RMB500,000 | 100% 100% | 100% 100% | 美容業務 Cosmetic business |
| 寧波聖博睿醫美科技有限公司 Ningbo San Parietti Medibeauty Tech Limited* | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣5,000,000元 RMB5,000,000 | 100% 100% | 100% 100% | 美容業務 Cosmetic business |
| 成都聖博睿美容科技有限公司 Chengdu San Parietti Beauty Tech Limited* | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣500,000元 RMB500,000 | 100% 100% | — — | 美容業務 Cosmetic business |
| 北京聖博睿美容科技有限公司 Beijing San Parietti Beauty Tech Limited* | 中國(附註(a)) The PRC (Note (a)) | 中國 The PRC | 人民幣500,000元 RMB500,000 | 100% 100% | — — | 美容業務 Cosmetic business |
| 上海聖博瑞美容科技有限公司 Shanghai San Parietti Beauty Tech Limited* | 中國(附註(b)) The PRC (Note (b)) | 中國 The PRC | 人民幣500,000元 RMB500,000 | 100% 100% | — — | 美容業務 Cosmetic business |

* 僅供識別之用

For identification purpose only

附註:

Notes:

- (a) 於中國成立為有限公司
- (b) 於中國成立為外商獨資企業
- (c) 於中國成立為中外合資企業
- (d) 於瑞士成立為有限公司
- (e) 該等公司已於本年度被註銷

- (a) Established as a limited liability company in the PRC
- (b) Established as a wholly foreign owned enterprise in the PRC
- (c) Established as a sino-foreign equity joint venture in the PRC
- (d) Established as a limited liability company in Switzerland
- (e) These companies were de-registered during the year



Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

34. 本公司附屬公司詳情(續)

附屬公司的一般資料(續)

年末概無任何附屬公司發行任何債務證券。

本集團的組成

34. Particulars of Subsidiaries of the Company (Continued)

General information of the subsidiaries (Continued)

None of the subsidiaries had issued any debt securities at the end of the year.

Composition of the Group

| 主要業務 Principal activities | 註冊成立／成立地點 Place of incorporation/ establishment | 全資附屬公司數目 Number of wholly-owned subsidiaries | |
|---------------------------------|---|--|---------------|
| | | 二零二零年 2020 | 二零一九年 2019 |
| 醫藥業務 Pharmaceutical business | 中國 The PRC | 5 | 7 |
| 醫藥業務 Pharmaceutical business | 香港 Hong Kong | 1 | 1 |
| 美容業務 Cosmetic business | 中國 The PRC | 7 | 4 |
| 投資控股 Investment holding | 香港 Hong Kong | 8 | 8 |
| 投資控股 Investment holding | 英屬處女群島 The BVI | 9 | 9 |
| 暫無營業 Inactive | 瑞士 Switzerland | 1 | 1 |
| | | 31 | 30 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

35. 承擔 資本承擔

35. Commitments Capital commitments

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------|-------------------------------------|----------------------------------|----------------------------------|
| 收購以下各項的承擔： | Commitments for the acquisition of: | | |
| 無形資產 | Intangible assets | 1,045 | 1,057 |
| 物業、廠房及設備 | Property, plant and equipment | 30 | — |
| | | 1,075 | 1,057 |

36. 租賃負債 辦公場所、汽車及辦公設備

36. Lease Liabilities Office premise, motor vehicle and office equipment

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------|------------------|----------------------------------|----------------------------------|
| 添置 | Additions | 980 | 346 |
| 利息開支 | Interest expense | 44 | 53 |
| 租賃付款 | Lease payments | 515 | 528 |

未來租賃付款的到期情況如下：

Future lease payments are due as follows:

| 於二零二零年十二月三十一日 At 31 December 2020 | | 最低租賃付款 Minimum lease payments 千美元 US\$'000 | 利息 Interest 千美元 US\$'000 | 現值 Present value 千美元 US\$'000 |
|-----------------------------------|---|---|-----------------------------------|---|
| 一年內 | Within one year | 441 | 47 | 394 |
| 超過一年但不超過兩年 | Later than one year and not later than two years | 416 | 29 | 387 |
| 超過兩年但不超過五年 | Later than two years and not later than five years | 407 | 12 | 395 |
| | | 1,264 | 88 | 1,176 |

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

36. 租賃負債(續)

辦公場所、汽車及辦公設備(續)

36. Lease Liabilities (Continued)

Office premise, motor vehicle and office equipment (Continued)

| | | 最低租賃付款 Minimum lease payments 千美元 US\$'000 | 利息 Interest 千美元 US\$'000 | 現值 Present value 千美元 US\$'000 |
|-----------------------------------|---|---|-----------------------------------|---|
| 於二零一九年十二月三十一日 At 31 December 2019 | | | | |
| 一年內 | Within one year | 446 | 33 | 413 |
| 超過一年但不超過兩年 | Later than one year and not later than two years | 220 | 18 | 202 |
| 超過兩年但不超過五年 | Later than two years and not later than five years | 289 | 10 | 279 |
| | | 955 | 61 | 894 |

融資活動產生之負債對賬如下：

Reconciliation of liabilities arising from financing activities:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------|--|----------------------------------|----------------------------------|
| 於一月一日 | At 1 January | 894 | 1,036 |
| 現金流量變動： | Change from cash flows: | | |
| 償還租賃負債的本金部分 | Repayment of principal portion of lease liabilities | (471) | (475) |
| 償還租賃負債的利息部份 | Repayment of interest portion of lease liabilities | (44) | (53) |
| 其他變動： | Other changes: | | |
| 增加 | Additions | 980 | 346 |
| 利息 | Interest | 44 | 53 |
| 提前終止租賃 | Early termination of lease | (299) | — |
| 匯兌調整 | Exchange adjustment | 72 | (13) |
| 於十二月三十一日 | At 31 December | 1,176 | 894 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

37. 關連方交易

年內，本集團與關連方訂立下列交易：

37. Related Party Transactions

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

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|--------------------------|--|----------------------------------|----------------------------------|
| 買賣交易： | Trading transactions: | | |
| 向同系附屬公司購買貨品 | Purchase of goods from a fellow subsidiary | 69 | 50 |
| 向聯營公司購買貨品(附註(a)) | Purchase of goods from associates (Note (a)) | 185 | 103 |
| 向聯營公司出售貨品(附註(a)) | Sale of goods to an associate (Note (a)) | 50 | — |
| 應付聯營公司委託費(附註(b)) | Entrusted fee payable to an associate (Note (b)) | 71 | 173 |
| 應收聯營公司加工費(附註(c)) | Processing fee receivable from an associate (Note (c)) | 10 | 53 |
| 應收聯營公司服務費 | Service fee receivable from an associate | 1 | 3 |
| 應收同系附屬公司服務費 | Service fee receivable from a fellow subsidiary | 23 | 2 |
| 其他交易： | Other transactions: | | |
| 已付同系附屬公司租金開支 | Rental expenses paid to a fellow subsidiary | 20 | — |
| 已付聯營公司租金開支 | Rental expenses paid to an associate | 6 | — |
| 支付同系附屬公司租賃負債 | Settlement of lease liabilities to a fellow subsidiary | 47 | 62 |
| 已付同系附屬公司管理費用(附註(d)) | Management fee paid to a fellow subsidiary (Note (d)) | 164 | — |
| 已付聯營公司研發費用(附註(e)) | Research and development fee paid to an associate (Note (e)) | 748 | — |
| 應付同系附屬公司的相互擔保佣金費用(附註(f)) | Cross guarantee commission fee payable to a fellow subsidiary (Note (f)) | 94 | 94 |
| 應收同系附屬公司的相互擔保佣金收入(附註(f)) | Cross guarantee commission income receivable from a fellow subsidiary (Note (f)) | 94 | 94 |

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

37. 關連方交易(續)

下列結餘(扣除虧損撥備)於報告期末尚未清償:

37. Related Party Transactions (Continued)

The following balances (net of loss allowance) were outstanding at the end of the reporting period:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------------|---|----------------------------------|----------------------------------|
| 聯營公司欠款(附註(g)) | Amounts owed by associates (Note (g)) | 2,258 | 2,547 |
| 向一間聯營公司的貸款(附註24) | Loan to an associate (Note 24) | 8,425 | 7,197 |
| 同系附屬公司欠款(附註(g)) | Amounts owed by fellow subsidiaries (Note (g)) | 8,552 | 8,082 |

附註:

Notes:

(a) 截至二零二零年十二月三十一日,本集團向萃健及強微特分別購買約1,000美元(二零一九年:35,000美元)及184,000美元(二零一九年:68,000美元)的貨品。

(a) During the year ended 31 December 2020, the Group acquired goods of approximately US\$1,000 (2019: US\$35,000) and approximately US\$184,000 (2019: US\$68,000) from Natural Dailyhealth and Robustnique respectively.

截止二零二零年十二月三十一日,本集團向強微特出售約50,000美元(二零一九年:無)的貨品。

During the year ended 31 December 2020, the Group sold goods of approximately US\$50,000 (2019: Nil) to Robustnique.

(b) 根據二零一六年九月二十日萃健和朗生(BVI)簽訂的委託加工框架協議(「委託加工框架協議」),萃健可以要求朗生(BVI)及其附屬公司(「朗生(BVI)」集團)與客戶簽署加工訂單合同。向客戶收取之費用與加工產品的全部成本加10%的加成後之差額支付萃健作為委託費。

(b) Pursuant to the entrusted processing framework agreement signed between Natural Dailyhealth and Lansen (BVI) on 20 September 2016 (the "Entrusted Processing Framework Agreement"), Natural Dailyhealth may request Lansen (BVI) and its subsidiaries (the "Lansen (BVI) Group") to enter into the processing order contracts with customers. An entrusted fee was payable to Natural Dailyhealth for the difference between the amounts received from customers and the costs incurred in relation to the processing of the products plus a mark-up rate of 10%.

(c) 根據委託加工框架協議,萃健可委託朗生(BVI)集團加工植物提取產品。加工費以成本加成方式為定價基礎,金額相當於加工產品的全部成本加10%的加成。

(c) Pursuant to the Entrusted Processing Framework Agreement, Natural Dailyhealth may entrust Lansen (BVI) Group for the processing of the plant extract products. The processing fee is charged on a cost-plus basis, representing all costs incurred in relation to the processing of the products plus a mark-up rate of 10%.

(d) 管理費用為由朗生(BVI)就向本集團提供管理服務所支付給國泰國際管理(香港)有限公司的管理費用。

(d) Management fee was paid by Lansen (BVI) to Cathay International Services (Hong Kong) Limited, a fellow subsidiary of the Company, for management service provided to the Group.

(e) 研發費用為由寧波朗生醫美就研發生活美容護膚品所支付給強微特的研發費用。寧波朗生醫美持有強微特20%之股權,因此強微特為本公司一家聯營公司。研發費用相當於與產品研發相關的所有費用。

(e) Research and development fee was paid by Ningbo Lansen Medibeauty to Robustnique, an associate of the Company that Ningbo Lansen Medibeauty holds 20% equity interest in Robustnique, for the development of skin care products. Research and development fee represented all costs incurred in relation to the research and development of the products.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

37. 關連方交易(續)

附註：(續)

- (f) 於二零一六年六月二十四日，寧波立華、吉林海資生物工程技術有限公司(「吉林海資」)，本公司同系附屬公司及朗生(BVI)訂立相互擔保協議，據此，於二零一六年七月一日至二零一九年六月三十日就協議各方的銀行貸款提供擔保或促使其附屬公司提供擔保。佣金費用將就另一方所擔保的貸款向各方收取。新的相互擔保協議於二零一九年五月三日簽署，生效期間由二零一九年七月一日開始，並將於二零二二年六月三十日到期。

於二零二零年十二月三十一日，吉林海資所提取賬面值為19,924,000美元(相當於約人民幣130,000,000元)(二零一九年：18,635,000美元(相當於約人民幣130,000,000元))的銀行借款乃由本集團以11,141,000美元(相當於約人民幣72,697,000)(二零一九年：6,572,000美元(相當於約人民幣47,102,000元))(附註23)的應收票據及11,117,000美元(相當於約人民幣72,536,000元)銀行存款抵押(二零一九年：14,235,000美元(相當於約人民幣99,306,000元))。另一方面，於二零二零年十二月三十一日，就吉林海資擔保之人民幣130,000,000元之銀行融資，本集團已提取11,495,000美元(相當於約人民幣75,000,000元)(二零一九年：10,751,000美元(相當於約人民幣75,000,000元))。

本集團提供的擔保的虧損撥備是通過估計現金短缺額來衡量，現金短缺是基於彌補銀行信貸損失而向銀行償還的預期款項，減去本集團預期從吉林海資獲得的任何款項。截至二零二零年十二月三十一日止年度，本集團確認的虧損撥備為927,000美元(二零一九年：無)。

- (g) 欠款指就將購買貨品或將提供加工服務而給予供應商的墊款及銷售貨品所產生的貿易應收款項。欠款為無抵押、免息及須應要求償還。截至二零二零年及二零一九年十二月三十一日止年度內，無就關連方交易提供或獲得任何擔保。於二零二零年十二月三十一日，就聯營公司欠款及同系附屬公司欠款已分別確認虧損撥備214,000美元(二零一九年：182,000美元)及134,000美元(二零一九年：101,000美元)。

本公司董事認為，以上關連方交易乃按正常商業條款在一般日常業務中進行。

主要管理人員薪酬指附註11所披露支付予本公司董事的金額。

37. Related Party Transactions (Continued)

Notes: (Continued)

- (f) On 24 June 2016, Ningbo Liwah, Jilin Haizi Bio-Engineering Technology Company Limited ("Jilin Haizi"), a fellow subsidiary of the Company and Lansen (BVI) entered into a cross guarantee agreement, pursuant to which the parties may, provide or procure its subsidiaries to provide certain guarantees to banks in relation to the banking facilities of each other from 1 July 2016 to 30 June 2019. Commission fee would be charged to a party in respect of a loan which is guaranteed by another party. A new cross guarantee agreement was signed on 3 May 2019, and the effective period commenced on 1 July 2019 and will be expired on 30 June 2022.

As at 31 December 2020, the bank borrowings with carrying amount of US\$19,924,000 (equivalent to approximately RMB130,000,000) (2019: US\$18,635,000 (equivalent to approximately RMB130,000,000)) drawn by Jilin Haizi was guaranteed by the Group together with the collateral including bill receivables of US\$11,141,000 (equivalent to approximately RMB72,697,000) (2019: US\$6,572,000 (equivalent to approximately RMB47,102,000)) (Note 23) and bank deposit of US\$11,117,000 (equivalent to approximately RMB72,536,000) (2019: US\$14,235,000 (equivalent to approximately RMB99,306,000)) was pledged. On the other hand, banking facilities of RMB130,000,000 was guaranteed by Jilin Haizi and an amount of US\$11,495,000 (equivalent to approximately RMB75,000,000), was drawn down by the Group as at 31 December 2020 (2019: US\$10,751,000 (equivalent to approximately RMB75,000,000)).

Loss allowance of the guarantee provided by the Group is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the banks for a credit loss that it incurs less any amounts that the Group expects to receive from Jilin Haizi. During the year ended 31 December 2020, loss allowance of US\$927,000 was recognised (2019: Nil).

- (g) The amounts due represented the advances to suppliers on the goods to be purchased or processing services to be provided and trade receivables arising from the sales of goods. The amounts due are unsecured, interest-free and repayable on demand. The Group did not give or receive any guarantee during the years ended 31 December 2020 and 2019 for the related party transactions. As at 31 December 2020, loss allowances of US\$214,000 (2019: US\$182,000) and US\$134,000 (2019: US\$101,000) was recognised against the amounts owed by an associate and the amounts owed by fellow subsidiaries, respectively.

The directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary and usual course of business.

Remuneration for key management personnel represents amounts paid to the Company's directors as disclosed in Note 11.



38. 風險管理

本集團面對來自其經營及投資活動的多項財務風險。本集團的風險管理於其總部協調，並與董事緊密合作，積極集中確保本集團的短期至中期現金流量。

信貸風險

本集團的信貸風險主要來自貿易及其他應收款項。綜合財務狀況表呈列的金額已扣除應收賬款的虧損撥備，此乃經本集團管理層根據過往信貸虧損經驗及前瞻性資料，如經濟環境，的評估得出。

為減低信貸風險，本集團管理層已訂立信貸政策，指派團隊負責釐定信貸限額、信貸審批及其他監控過程，以確保採取跟進行動收回逾期債項。

於二零二零年十二月三十一日，一位外部客戶佔貿易應收款項總額10%或以上(二零一九年：一位)。

流動資金信貸風險有限，皆因對手方是知名銀行。

本集團自過往年度以來一直遵守信貸政策，並認為該等信貸政策一直將本集團的信貸風險控制於合理程度。

貿易應收款項

本集團按相等於全期預期信貸虧損之金額計量貿易應收款項虧損撥備，有關金額乃使用撥備矩陣計算得出。鑑於本集團過往的信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態的虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

38. Risk Management

The Group is exposed to a variety of financial risks which result from its operating and investing activities. The Group's risk management is coordinated at its headquarters in close cooperation with the directors and focuses on actively securing the Group's short to medium term cash flows.

Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. The amounts presented in the consolidated statement of financial position are net of loss allowances of receivables, estimated by the Group's management based on historical credit loss experience and their assessment of the forward looking information i.e. economic environment.

In order to minimise the credit risk, the management of the Group has formulated a credit policy and delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

There was one external customer contributed 10% or more of total trade receivables as at 31 December 2020 (2019: one).

The credit risk on liquid funds is limited because the counterparties are reputable banks.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

信貸風險(續)

貿易應收款項(續)

下表載列於二零二零年及二零一九年十二月三十一日本集團面臨信貸風險的資料及貿易應收款項的虧損撥備：

於二零二零年十二月三十一日 At 31 December 2020

| | | 賬面總值 千美元 Gross carrying amount US\$'000 | 預期虧損率 % Expected loss rate % | 虧損撥備 千美元 Loss allowance US\$'000 |
|------------|--|--|--|--|
| 即期及逾期1至90日 | Current and past due over 1-90 days | 16,265 | 1.35 | 219 |
| 逾期91至275日 | Past due over 91-275 days | 2,874 | 2.02 | 58 |
| 逾期超過276日 | Past due over 276 days | 563 | 85.44 | 481 |
| | | 19,702 | | 758 |

於二零一九年十二月三十一日 At 31 December 2019

| | | 賬面總值 千美元 Gross carrying amount US\$'000 | 預期虧損率 % Expected loss rate % | 虧損撥備 千美元 Loss allowance US\$'000 |
|------------|--|--|--|--|
| 即期及逾期1至90日 | Current and past due over 1-90 days | 18,705 | 0.31 | 58 |
| 逾期91至275日 | Past due over 91-275 days | 1,003 | 2.02 | 20 |
| 逾期超過276日 | Past due over 276 days | 948 | 83.03 | 787 |
| | | 20,656 | | 865 |

預期虧損率乃根據過往3年的實際虧損經驗預計。該等比率會作出調整以反映已蒐集歷史數據的期間的經濟狀況、當前狀況及本集團對應收款項預期年期的經濟狀況的觀點及前瞻性資料的差異。

Expected loss rates are estimated based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables and forward-looking information.

**38. 風險管理(續)****信貸風險(續)****貿易應收款項(續)**

既未逾期亦未減值的貿易應收款項與近期並無違約記錄的廣泛客戶有關。

已逾期但未減值的貿易應收款項與和本集團擁有良好往績記錄的若干獨立客戶有關。基於過往經驗，管理層相信毋須僅該等結餘作出減值撥備，原因為信貸質素並無發生重大變動且結餘仍被視為可全數收回。

年內有關貿易應收款項虧損撥備賬之變動如下：

38. Risk Management (Continued)**Credit risk (Continued)****Trade receivables (Continued)**

Trade receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account of trade receivables during the year is as follows:

| | | 千美元 US\$'000 |
|------------------------------------|------------------------------|-----------------|
| 截止二零一九年十二月三十一日止年度 | | |
| Year ended 31 December 2019 | | |
| 於二零一九年一月一日 | At 1 January 2019 | 1,139 |
| 匯兌調整 | Exchange adjustment | (15) |
| 虧損撥備撥回 | Reversal of loss allowance | (259) |
| <hr/> | | |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 865 |
| <hr/> | | |
| 截止二零二零年十二月三十一日止年度 | | |
| Year ended 31 December 2020 | | |
| 於二零二零年一月一日 | At 1 January 2020 | 865 |
| 匯兌調整 | Exchange adjustment | 51 |
| 虧損撥備 | Loss allowance | 166 |
| 視作不可收回撇銷 | Written off as uncollectible | (324) |
| <hr/> | | |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 758 |





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

信貸風險(續)

其他應收款項

本集團按12個月預期信貸虧損計量其他應收款項虧損撥備。

其他應收款項乃經扣除虧損撥備後呈列。於二零二零年十二月三十一日，由於預期若干長期未清償其他應收款項不會全數收回，故已就該等應收款項確認虧損撥備445,000美元(二零一九年：322,000美元)。本集團並無就該等結餘持有任何抵押品。

年內本集團其他應收款項的虧損撥備賬變動如下：

38. Risk Management (Continued)

Credit risk (Continued)

Other receivables

The Group measures loss allowance for other receivable based on 12 months ECLs.

Other receivables are shown net of loss allowance. As at 31 December 2020, loss allowance of US\$445,000 (2019: US\$322,000) was recognised for certain long outstanding other receivables as these receivables are not expected to be fully recovered. The Group does not hold any collateral over these balances.

Movement in the loss allowance account of other receivables during the year is as follows:

| | | 千美元 US\$'000 |
|--------------------------|---------------------|-----------------|
| 截止二零一九年十二月三十一日止年度 | | |
| 於二零一九年一月一日 | At 1 January 2019 | 185 |
| 匯兌調整 | Exchange adjustment | (5) |
| 虧損撥備 | Loss allowance | 142 |
| <hr/> | | |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 322 |
| 截止二零二零年十二月三十一日止年度 | | |
| 於二零二零年一月一日 | At 1 January 2020 | 322 |
| 匯兌調整 | Exchange adjustment | 28 |
| 虧損撥備 | Loss allowance | 95 |
| <hr/> | | |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 445 |

除減值金額外，上述資產並未逾期或減值。上述結餘內包括的金融資產與近期並無欠款記錄的應收款項有關。

Except for the amount impaired, none of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there was no recent history of default.

**38. 風險管理(續)****信貸風險(續)****向一間聯營公司的貸款**

本集團按全期預期信貸虧損計量向一間聯營公司的貸款虧損撥備。

向一間聯營公司的貸款乃經扣除虧損撥備後呈列。於二零二零年十二月三十一日，由於預期向一間聯營公司的貸款不會全數收回，故已就該等貸款確認虧損撥備693,000美元(二零一九年：129,000美元)。本集團並無就該等結餘持有任何抵押品。

年內本集團向一間聯營公司的貸款的虧損撥備賬變動如下：

38. Risk Management (Continued)**Credit risk (Continued)****Loan to an associate**

The Group measures loss allowance for loan to an associate based on lifetime ECLs.

Loan to an associate is shown net of loss allowance. As at 31 December 2020, loss allowance of US\$693,000 (2019: US\$129,000) was recognised for loan to an associate as the loan is not expected to be fully recovered. The Group does not hold any collateral over the balance.

Movement in the loss allowance account of loan to an associate during the year is as follows:

| | | 千美元 US\$'000 |
|--------------------------|------------------------------------|-----------------|
| 截止二零一九年十二月三十一日止年度 | Year ended 31 December 2019 | |
| 於二零一九年一月一日 | At 1 January 2019 | 244 |
| 匯兌調整 | Exchange adjustment | (2) |
| 虧損撥備撥回 | Reversal of loss allowance | (113) |
| 於二零一九年十二月三十一日 | At 31 December 2019 | 129 |
| 截止二零二零年十二月三十一日止年度 | Year ended 31 December 2020 | |
| 於二零二零年一月一日 | At 1 January 2020 | 129 |
| 匯兌調整 | Exchange adjustment | 38 |
| 虧損撥備 | Loss allowance | 526 |
| 於二零二零年十二月三十一日 | At 31 December 2020 | 693 |

除減值金額外，上述資產並未逾期或減值。上述結餘內包括的金融資產與近期並無欠款記錄的貸款有關。

Except for the amount impaired, none of the above assets is either past due or impaired. The financial assets included in the above balances related to the loan for which there was no recent history of default.

財務擔保

於報告期末，有關本集團及本公司所發出財務擔保的最大信貸風險為人民幣130,000,000元(相當於約19,924,000美元)(二零一九年：人民幣130,000,000元(相當於約18,635,000美元))，此乃要求提供擔保時本集團及本公司須支付的最高金額(附註37(f))。

Financial guarantees

At the end of the reporting period, the maximum exposure to credit risk in respect of financial guarantees issued by the Group and Company was RMB130,000,000 (equivalent to approximately US\$19,924,000) (2019: RMB130,000,000 (equivalent to approximately US\$18,635,000)) which represented the maximum amount the Group and Company could be required to pay if the guarantees were called on (Note 37(f)).





38. 風險管理(續)

信貸風險(續)

財務擔保(續)

於報告期末，本公司董事已評估所擔保債務的逾期情況、對手方的財務狀況以及對手方營運所在行業的經濟前景，並認為財務擔保合約信貸風險自初次確認以來並無大幅增加。因此，本集團發行的財務擔保合約的虧損撥備按等於十二個月預期信貸虧損的金額計量。

虧損撥備的金額是高於溢價減去累計攤銷額，因此，虧損撥備927,000美元於截至二零二零年十二月三十一日止年度之損益中確認。

財務擔保合約的信貸風險分類為第一階段。於本年度，各階段之間沒有轉移。

流動資金風險

本公司董事已建立適當的流動資金風險管理框架以管理本集團的短、中、長期資金及流動資金管理需求。

本集團通過維持充足儲備、銀行融通和儲備借款融資，持續監察預測及實際現金流量和配對金融資產及負債的到期情況以管理流動資金風險。

本集團自過往年度以來一直遵守流動資金政策，並認為該等流動資金政策在管控流動資金風險方面一直有效。

下表詳述本集團非衍生金融負債的餘下合約到期詳情。下表乃根據本集團可被要求還款最早日期的金融負債未折現現金流量編製。具體而言，不論銀行是否可能選擇行使權利，附帶按要求償還條款的銀行借款均計入最早時間範圍。其他非衍生金融負債的到期日分析按已協定還款日期編製。

38. Risk Management (Continued)

Credit risk (Continued)

Financial guarantees (Continued)

At the end of the reporting period, the directors of the Company have assessed the past due status of the debts under guarantee, the financial position of the counterparty as well as the economic outlook of the industry in which the counterparty operates, and concluded that there has not been a significant increase in the credit risk since initial recognition of the financial guarantee contract. Accordingly, the loss allowance for financial guarantee contract issued by the Group is measured at an amount equal to 12-month ECLs.

The amount of loss allowance is higher than the premium less cumulative amortisation, therefore, loss allowance of US\$927,000 was recognised in profit or loss for the year ended 31 December 2020.

The credit exposure of the financial guarantee contract is classified as stage 1. During the year, there was no transfer between stages.

Liquidity risk

The directors of the Company have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

流動資金風險(續)

下表包含利息及本金現金流量。在利息流為按浮動利率計算的情況下，未貼現金額按於報告期末的利率計算。

38. Risk Management (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

| | | 二零二零年 2020 | | | | 合約未折現 現金流量總計 Total contractual undiscounted cash flows 千美元 US\$'000 |
|------------------|---|---|--|---|---|--|
| | | 1年內或 按要求 Within one year or on demand 千美元 US\$'000 | 1至2年 Between one and two years 千美元 US\$'000 | 2至5年 Between two and five years 千美元 US\$'000 | 5年以上 Over five years 千美元 US\$'000 | |
| 借款 | Borrowings | 32,147 | — | — | — | 32,147 |
| 租賃負債 | Lease liabilities | 441 | 416 | 407 | — | 1,264 |
| 貿易應付款項及應付票據 | Trade and bills payables | 7,963 | — | — | — | 7,963 |
| 其他應付款項及應計款項 | Other payables and accruals | 5,629 | — | — | — | 5,629 |
| 財務擔保合約 | Financial guarantee contract | 979 | — | — | — | 979 |
| 其他金融負債 | Other financial liabilities | 1,500 | — | — | — | 1,500 |
| | | 48,659 | 416 | 407 | — | 49,482 |
| 已發行財務擔保 最高擔保額 | Financial guarantee issued Maximum amount guaranteed | 19,924 | — | — | — | 19,924 |
| | | 二零一九年 2019 | | | | 合約未折現 現金流量總計 Total contractual undiscounted cash flows 千美元 US\$'000 |
| | | 1年內或 按要求 Within one year or on demand 千美元 US\$'000 | 1至2年 Between one and two years 千美元 US\$'000 | 2至5年 Between two and five years 千美元 US\$'000 | 5年以上 Over five years 千美元 US\$'000 | |
| 借款 | Borrowings | 61,810 | — | — | — | 61,810 |
| 租賃負債 | Lease liabilities | 446 | 220 | 289 | — | 955 |
| 貿易應付款項及應付票據 | Trade and bills payables | 9,357 | — | — | — | 9,357 |
| 其他應付款項及應計款項 | Other payables and accruals | 5,674 | — | — | — | 5,674 |
| 其他金融負債 | Other financial liabilities | 1,500 | — | — | — | 1,500 |
| | | 78,787 | 220 | 289 | — | 79,296 |
| 已發行財務擔保 最高擔保額 | Financial guarantee issued Maximum amount guaranteed | 18,635 | — | — | — | 18,635 |



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

流動資金風險(續)

附帶按要求償還條款的銀行借款計入上述到期分析的「一年內或按要求」時間範圍。

倘浮息變動有別於報告期末所釐定的利率估計，則上文就非衍生金融負債浮息工具所包含的款項或會有變。

外幣風險

本集團交易貨幣所承受的外幣風險輕微，原因在於本集團附屬公司持有的大部分金融資產及負債均以該等附屬公司的有關功能貨幣計值。

本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

利率風險

本集團面對的市場利率變動風險主要與以浮動利率計息的本集團債項責任有關。本集團的銀行借款利率和還款條款已於附註28披露。

於二零二零年十二月三十一日，由於本集團並無浮動利率的銀行貸款，因此無現金流量利率風險。本集團並未使用任何金融工具對沖利率的潛在波動。

下列敏感度分析乃根據於二零一九年十二月三十一日非衍生工具的利率風險釐定。就浮動利率負債而言，有關分析乃假設於二零一九年十二月三十一日的尚未償還負債金額於整個年度均未償還而編製。在向主要管理人員內部報告利率風險時使用50個基點上升或下降幅度，此亦為管理層對利率合理可能變動的評估。

38. Risk Management (Continued)

Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause are included in the “within one year or on demand” time band in the above maturity analysis.

The balance included above for the non-derivative financial liabilities bear variable interest rate is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Foreign currency risk

The Group has minimal transactional currency exposure to foreign currency risk as most of the financial assets and liabilities held by the Group’s subsidiaries are denominated in the respective functional currency of such subsidiaries.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Interest rate risk

The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s debt obligations with floating interest rates. The interest rate and terms of repayment of bank borrowings of the Group are disclosed in Note 28.

As at 31 December 2020, the Group has no cash flow interest rate risk as there are no bank borrowings which bear floating interest rates. The Group has not used any financial instruments to hedge potential fluctuation in interest rates.

The sensitivity analyses below had been determined based on the exposure to interest rates for non-derivative instruments as at 31 December 2019. For floating rate liabilities, the analysis was prepared assuming the amount of liability outstanding as at 31 December 2019 was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management’s assessment of the reasonably possible change in interest rates.



38. 風險管理(續)

利率風險(續)

倘利率下降/上升50個基點，而所有其他變數維持不變，本集團：

- 截至二零一九年十二月三十一日止年度的溢利及於二零一九年十二月三十一日的保留溢利將增加/減少61,000美元，此乃主要由於本集團浮息銀行借款面對的利率風險所致；及
- 本集團於二零一九年十二月三十一日的權益將增加/減少61,000美元。

38. Risk Management (Continued)

Interest rate risk (Continued)

If interest rates had been 50 basis points lower/higher and all other variables were held constant, the Group's:

- Profit for the year ended 31 December 2019 and retained profits as at 31 December 2019 would increase/decrease by US\$61,000. This was mainly attributable to the Group's exposure to interest rates on its variable rate bank borrowings; and
- The Group's equity as at 31 December 2019 would increase/decrease by US\$61,000.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

按類別劃分的金融資產及負債概要

綜合財務狀況表所呈列的賬面值與下列金融資產及金融負債類別有關。

38. Risk Management (Continued)

Summary of financial assets and liabilities by category

The carrying amounts presented in the consolidated statements of financial position relate to the following categories of financial assets and financial liabilities.

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|----------------|---|----------------------------------|----------------------------------|
| 金融資產 | Financial assets | | |
| 按攤銷成本計量的金融資產： | Financial assets measured at amortised cost: | | |
| 貿易及其他應收款項 | Trade and other receivables | 40,218 | 44,942 |
| 向一間聯營公司的貸款 | Loan to an associate | 8,425 | 7,197 |
| 已抵押銀行存款 | Pledged bank deposits | 14,144 | 27,373 |
| 現金及現金等價物 | Cash and cash equivalents | 83,409 | 20,363 |
| | | 146,196 | 99,875 |
| 按公平值計入損益的金融資產 | Financial assets measured at FVTPL | 32,815 | — |
| | | 179,011 | 99,875 |
| 金融負債 | Financial liabilities | | |
| 按攤銷成本列賬的金融負債： | Financial liabilities measured at amortised cost: | | |
| 借款 | Borrowings | 31,424 | 60,520 |
| 租賃負債 | Lease liabilities | 1,176 | 894 |
| 貿易及其他應付款項 | Trade and other payables | 13,592 | 15,031 |
| | | 46,192 | 76,445 |
| 財務擔保合約 | Financial guarantee contract | 979 | — |
| 按公平值計入損益的金融負債： | Financial liabilities measured at FVTPL: | | |
| 其他金融負債 | Other financial liabilities | 1,231 | 1,171 |
| | | 48,402 | 77,616 |
| 已發行財務擔保 | Financial guarantee issued | 19,924 | 18,635 |

38. 風險管理(續)

- (a) 並非按公平值計量的金融工具**
並非按公平值計量的金融工具包括貿易及其他應收款項、向一間聯營公司的貸款、已抵押銀行存款、現金及現金等價物、借款、租賃負債、財務擔保合約以及貿易及其他應付款項。

基於其年期較短的性質，故其賬面值與公平值相若。

- (b) 按公平值計量的金融工具**
按公平值計量的金融工具包括按公平值計入損益的金融資產、其他金融負債及衍生金融工具。公平值層級的分析如下。

於司太立的股權投資

誠如上文附註5所述，本集團持有的司太立股份分類為按公平值計入損益的金融資產。分類為第1級的司太立股份的公允值是根據報告期日的市場報價釐定。如能隨時及定期獲得從交易所、交易員、經紀、業界團體、定價服務或監管機構的報價，並且該報價代表按公平原則實際及定期發生的市場交易，則被視為活躍市場。本集團持有的金融資產的市場報價為當時買盤價。

年內各級之間並無轉撥。

38. Risk Management (Continued)

- (a) Financial instruments not measured at fair value**
Financial instruments not measured at fair value include trade and other receivables, loan to an associate, pledged bank deposits, cash and cash equivalents, borrowings, lease liabilities, financial guarantee contract and trade and other payables.

Due to their short term nature, their carrying values approximate their fair values.

- (b) Financial instruments measured at fair value**
Financial instruments measured at fair value include financial assets at FVTPL, other financial liabilities and derivative financial instrument. Analysis on fair value hierarchy is presented as follows.

Equity investment in Starry

As mentioned in Note 5 above, the shares of Starry held by the Group were classified as financial assets at FVTPL. The fair value of the shares of Starry classified in level 1 is based on quoted market price at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets at FVTPL held by the Group is the current bid price.

There were no transfers between levels during the year.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

(b) 按公平值計量的金融工具(續)

其他金融負債的公平值計量

下表呈列於二零二零年十二月三十一日的綜合財務狀況表內，根據公平值層級及按照經常性基準以公平值計量的其他金融負債。公平值層級有以下級別：

- 第1級：相同資產於活躍市場的報價(未經調整)；
- 第2級：該資產於第1級所包含的報價以外可直接(即按價格)或間接(即自價格得出)觀察的輸入數據；及
- 第3級：該資產並非基於可觀察市場數據的輸入數據(不可觀察輸入數據)。

38. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurements of Other Financial Liabilities

The following tables present other financial liabilities included in the consolidated statement of financial position as at 31 December 2020 measured at fair value on a recurring basis according to the fair value hierarchy. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets;
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

| | | 第1級 Level 1 千美元 US\$'000 | 第2級 Level 2 千美元 US\$'000 | 第3級 Level 3 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|-------------------|--|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| 二零二零年十二月三十一日 | 31 December 2020 | | | | |
| 負債 | Liabilities | | | | |
| 按公平值計入損益的 金融負債 | Financial liabilities measured at FVTPL | | | | |
| — 其他金融負債 | — Other financial liabilities | — | — | 1,231 | 1,231 |

| | | 第1級 Level 1 千美元 US\$'000 | 第2級 Level 2 千美元 US\$'000 | 第3級 Level 3 千美元 US\$'000 | 總計 Total 千美元 US\$'000 |
|-------------------|--|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| 二零一九年十二月三十一日 | 31 December 2019 | | | | |
| 負債 | Liabilities | | | | |
| 按公平值計入損益的 金融負債 | Financial liabilities measured at FVTPL | | | | |
| — 其他金融負債 | — Other financial liabilities | — | — | 1,171 | 1,171 |



38. 風險管理(續)

(b) 按公平值計量的金融工具(續)

其他金融負債的公平值計量(續)

截至二零二零年十二月三十一日止年度，其他金融負債並無公平值變動(二零一九年：公平值收益133,000美元)。

於二零二零年及二零一九年十二月三十一日之或然代價的公平值乃管理層使用貼現現金流估算。公平值乃基於若干不可觀察的參數(包括貼現率、銷售額達標的概率及銷售額達標的期間)釐定。該等重大不可觀察輸入數據及該等輸入數據與或然代價公平值的關係顯示如下：

| 重大不可觀察輸入數據 | 不可觀察輸入數據與公平值的關係 |
|----------------|--------------------|
| 5.0%的貼現率 | 貼現率越高，則公平值越低。 |
| 銷售額達標的概率，即100% | 銷售額達標的概率越高，則公平值越高。 |
| 銷售額達標的期間 | 銷售額達標的期間越早，則公平值越高。 |

貼現率增加1%，則其他金融負債的公平值減少約47,000美元，而貼現率減少1%，則其他金融負債的公平值增加約49,000美元。

年內的估值技術並無變動。

年內各級之間並無轉撥。

38. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurements of Other Financial Liabilities (Continued)

There was no change on fair value on other financial liabilities during the year ended 31 December 2020 (2019: fair value gain of US\$133,000).

The fair value of the contingent consideration as at 31 December 2020 and 2019 was estimated by the management by applying the discounted cash flows. The determination of fair value is based on certain parameters including the discount rate, the probability of sales achievement and the period of sales achievement, which are unobservable. The significant unobservable inputs and relationship of these inputs to fair value contingent consideration are shown as below:

| Significant unobservable input(s) | Relationship of unobservable inputs to fair value |
|---|---|
| Discount rate of 5.0% | The higher the discount rate, the lower the fair value. |
| Probability of sales achievement, which is 100% | The higher the probability of sales achievement, the higher the fair value. |
| Period of sales achievement | The earlier the period of sales achievement, the higher the fair value. |

Increased discount rate by 1% would decrease the fair value on other financial liabilities by approximately US\$47,000 whilst decreased discount rate by 1% would increase the fair value on other financial liabilities by approximately US\$49,000.

There were no changes in valuation techniques during the year.

There were no transfers between levels during the year.





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

(b) 按公平值計量的金融工具(續)

其他金融負債的公平值計量(續)

分類為第3級的金融負債所使用的估值技術乃根據非基於可觀察市場數據的重大輸入值。此級的金融工具期初結餘與期末結餘的對賬如下：

38. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurements of Other Financial Liabilities (Continued)

The financial liabilities classified in level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled from opening to closing balances as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|-------------------|--|----------------------------------|----------------------------------|
| 負債 | Liabilities | | |
| 按公平值計入損益的金融負債： | Financial liabilities measured at FVTPL: | | |
| 於一月一日 | At 1 January | 1,171 | 1,234 |
| 其他金融負債的公平值收益 | Fair value gain on other financial liabilities | — | (133) |
| 於損益扣除的或然代價折現(附註9) | Unwinding of discount on contingent consideration charged to profit or loss (Note 9) | 60 | 63 |
| 匯兌調整 | Exchange adjustment | — | 7 |
| 於十二月三十一日 | At 31 December | 1,231 | 1,171 |

按公平值計量的衍生金融工具

於二零一六年三月二十四日，朗生(BVI) 簽訂一項買賣協議，收購萃健約19.1%股權，代價為人民幣33.0百萬元(相當於約5,085,000美元)，其中人民幣28.0百萬元為現金，人民幣5百萬元為萃健全部已發行股本。

Fair Value Measurement of Derivative Financial Instrument

On 24 March 2016, Lansin (BVI) signed a sale and purchase agreement to acquire approximately 19.1% equity interest in Natural Dailyhealth, at a consideration of RMB33.0 million (equivalent to approximately US\$5,085,000) of which RMB28.0 million is in cash and RMB5 million by way of consideration shares in entire issued share capital of Natural Dailyhealth.



38. 風險管理(續)

(b) 按公平值計量的金融工具(續)

按公平值計量的衍生金融工具 (續)

根據認購協議，自二零一六年三月二十九日起15個月內任何時間，朗生(BVI)可全權酌情決定(而沒有義務)進行第二批股份認購，而萃健有義務發行及配發第二批認購股份，加上於二零一六年三月二十四日的已收購19.1%股權，合共擁有不超過萃健30%經擴大後已發行股本，即認購期權。於二零一六年八月二十二日，認購期權獲執行。基於本集團對萃健有重大影響，萃健自該日起成為本集團的聯營公司。

另一方面，自二零一六年三月二十四日的第二個週年日開始的三個月期間(「行權期」)，萃健享有行使認沽期權的權利，要求萃健以期權協議價直接購買朗生(BVI)持有的全部認購股份(不能部分行權)。萃健應在行權之日起的六個月內，以現金方式向本集團支付期權協議價。朗生(BVI)享有行使認沽期權的絕對酌情權。如經朗生(BVI)和萃健雙方同意，認購方可在行權期之前任何時間提前行使認沽期權。

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

38. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurement of Derivative Financial Instrument (Continued)

Pursuant to the subscription agreement, and at any time within 15 months from 29 March 2016, Lansen (BVI) shall have the sole discretion but not the obligation to subscribe for, and Natural Dailyhealth shall have the obligation to issue and allot, the second tranche subscription shares, in aggregate with the acquired equity interest of 19.1% on 24 March 2016, own up to 30% of the enlarged issued share capital of Natural Dailyhealth, which is the call option. On 22 August 2016, the call option was executed. Accordingly, the Group holds 30% equity interest in Natural Dailyhealth. Having significant influence over Natural Dailyhealth, Natural Dailyhealth becomes an associate of the Group since that date.

On the other hand, at any time during the period of three months commencing immediately after the second anniversary of 24 March 2016 (the "Put Option Period"), Natural Dailyhealth is entitled to exercise the put option to require Natural Dailyhealth to purchase all (but not part) of the subscription shares then held by Lansen (BVI) at the put option strike price. Natural Dailyhealth shall pay the put option strike price in cash to the Group within six months from the date of the exercise of the put option. The exercise of the put option is at the absolute discretion of Lansen (BVI). The put option can be exercised at any time prior to the commencement of the Put Option Period if mutually agreed by Lansen (BVI) and Natural Dailyhealth.

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





綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二零年十二月三十一日止年度 For the year ended 31 December 2020

38. 風險管理(續)

(b) 按公平值計量的金融工具(續)

按公平值計量的衍生金融工具 (續)

於二零一九年六月二十一日，考慮到本公司的策略性計劃，為了本集團業務的長遠發展，朗生(BVI)決定不會行使認沽期權並繼續持有萃健30%股權。衍生金融工具因此終止確認及虧損1,910,000美元於截至二零一九年十二月三十一日止年度之綜合損益及其他全面收益表中確認。

於二零一九年十二月三十一日內各級之間並無轉撥。

分類為第3級的金融資產所使用的估值技術乃根據非基於可觀察市場數據的重大輸入值。此級的金融工具期初結餘與期末結餘的對賬如下：

38. Risk Management (Continued)

(b) Financial instruments measured at fair value (Continued)

Fair Value Measurement of Derivative Financial Instrument (Continued)

On 21 June 2019, Lansen (BVI) decided not to exercise the put option and continues to hold 30% equity interests in Natural Dailyhealth for the long-term development of the Group's business, after taking into account the Company's strategic plan. Derivative financial instrument was therefore derecognised and a loss of US\$1,910,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2019.

There were no transfers between levels during the year ended 31 December 2019.

The financial assets classified in level 3 use valuation techniques based on significant inputs that are not based on observable market data. The financial instruments within this level are reconciled from opening to closing balances as follows:

| | | 二零一九年 2019 千美元 US\$'000 |
|----------------|--|----------------------------------|
| 資產 | Assets | |
| 按公平值計入損益的金融資產： | Financial assets measured at FVTPL: | |
| 於一月一日 | At 1 January | 1,910 |
| 衍生金融工具的公平值收益 | Fair value gain on derivative financial instrument | — |
| 衍生金融工具撇銷 | Write off of derivative financial instrument | (1,910) |
| 匯兌調整 | Exchange adjustment | — |
| 於十二月三十一日 | At 31 December | — |

衍生金融工具撇銷1,910,000美元於截至二零一九年十二月三十一日止年度之損益中確認。

Write off of derivative financial instrument of US\$1,910,000 had been recognised in profit or loss for the year ended 31 December 2019.



38. 風險管理(續)

資本管理

本集團管理其資本，以確保本集團的實體可持續經營，同時藉著優化債務與權益平衡為股東帶來最大回報。本集團的整體策略由往年至今維持不變。

本集團的資本架構包括債務(包含附註28披露的借款)、現金及銀行結餘及本公司擁有人應佔權益(包含已發行資本、儲備及保留溢利)。

本集團按其整體融資架構釐定資本金額。本集團應經濟狀況變動及相關資產的風險特點，管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付予股東的股息金額、退回資本予股東、發行新股份或出售資產以減債。

截至報告期末的淨資產負債比率如下：

38. Risk Management (Continued)

Capital Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of debt, which includes the borrowings as disclosed in Note 28, cash and bank balances and equity attributable to owners of the Company, comprising issued capital, reserves and retained profits.

The Group sets the amount of capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The net gearing ratio at the end of the reporting period was as follows:

| | | 二零二零年 2020 千美元 US\$'000 | 二零一九年 2019 千美元 US\$'000 |
|------------------|---|----------------------------------|----------------------------------|
| 借款(附註28) | Borrowings (Note 28) | 31,424 | 60,520 |
| 減：現金及現金等價物(附註25) | Less: Cash and cash equivalents (Note 25) | (83,409) | (20,363) |
| 減：已抵押銀行存款(附註25) | Less: Pledged bank deposits (Note 25) | (14,144) | (27,373) |
| 現金及銀行結餘淨額／債務淨額 | Net cash and bank balances/Net debt | (66,129) | 12,784 |
| 權益 | Equity | 197,282 | 101,375 |
| 淨負債權益比率 | Net debt to equity ratio | 不適用 N/A | 12.6% |





企業資料

Corporate Information

董事會

常務執行董事：

陳力先生(行政總裁)

非執行董事：

吳鎮濤先生(主席)

Stephen Burnau Hunt先生

劉雪姿女士

獨立非執行董事：

陳記煊先生

Fritz Heinrich Horlacher先生

楊德斌先生

審核委員會

陳記煊先生(主席)

Fritz Heinrich Horlacher先生

楊德斌先生

薪酬委員會

楊德斌先生(主席)

Stephen Burnau Hunt先生

陳記煊先生

Fritz Heinrich Horlacher先生

執行委員會

吳鎮濤先生(主席)

陳力先生

劉雪姿女士

陶芳芳女士

BOARD OF DIRECTORS

Executive Managing Director:

Mr. Chen Li (*Chief Executive Officer*)

Non-executive Directors:

Mr. Wu Zhen Tao (*Chairman*)

Mr. Stephen Burnau Hunt

Ms. Liu Xuezi

Independent non-executive Directors:

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

Mr. Yeung Tak Bun, Allen

AUDIT COMMITTEE

Mr. Chan Kee Huen, Michael (*Chairman*)

Mr. Fritz Heinrich Horlacher

Mr. Yeung Tak Bun, Allen

REMUNERATION COMMITTEE

Mr. Yeung Tak Bun, Allen (*Chairman*)

Mr. Stephen Burnau Hunt

Mr. Chan Kee Huen, Michael

Mr. Fritz Heinrich Horlacher

EXECUTIVE COMMITTEE

Mr. Wu Zhen Tao (*Chairman*)

Mr. Chen Li

Ms. Liu Xuezi

Ms. Tao Fang Fang





授權代表

陳力先生
彭啟輝先生

公司秘書

彭啟輝先生

註冊辦事處

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核數師

香港立信德豪會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

法律顧問

羅夏信律師事務所(香港)
Ocorian Trust (開曼群島)

主要往來銀行

中國農業銀行
中信銀行
中國銀行
浦發銀行
富邦銀行
大華銀行

AUTHORISED REPRESENTATIVES

Mr. Chen Li
Mr. Pang Kai Fai

COMPANY SECRETARY

Mr. Pang Kai Fai

REGISTERED OFFICE

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BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISORS

Stephenson Harwood (Hong Kong)
Ocorian Trust (Cayman Islands)

PRINCIPAL BANKERS

Agricultural Bank of China
China CITIC Bank
Bank of China
SPD Bank
Fubon Bank
United Overseas Bank





企業資料

Corporate Information

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STOCK CODE

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The PRC

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