



Sanai Health Industry Group Company Limited 三愛健康產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1889

愛中國 Love China



愛自己 Love Yourself

愛香港 Love Hong Kong

2022

Interim Report 中期報告

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Chengqing
Professor Zhang Rongqing
Mr. Gao Borui
Mr. Yuan Chaoyang
Mr. She Hao

Non-executive Director

Mr. Xiu Yuan

Independent Non-executive Directors

Professor Zhu Yi Zhun
Mr. Khor Khie Liem Alex
Mr. Zhang Ruigen

COMPANY SECRETARY

Ms. Li Yuen Shan

AUTHORIZED REPRESENTATIVES

Mr. She Hao
(appointed with effect from 17 June 2022)
Ms. Li Yuen Shan
Mr. Chen Chengqing
(resigned with effect from 17 June 2022)

AUDIT COMMITTEE

Mr. Khor Khie Liem Alex *(Chairman)*
Professor Zhu Yi Zhun
Mr. Zhang Ruigen

REMUNERATION COMMITTEE

Mr. Khor Khie Liem Alex *(Chairman)*
Professor Zhu Yi Zhun
Mr. Zhang Ruigen
Professor Zhang Rongqing
Mr. Chen Chengqing
(resigned with effect from 17 June 2022)

董事會

執行董事

陳成慶先生
張榮慶教授
高伯瑞先生
袁朝陽先生
余昊先生

非執行董事

修遠先生

獨立非執行董事

朱依諄教授
許麒麟先生
張瑞根先生

公司秘書

李婉珊女士

法定代表

余昊先生
(自二零二二年六月十七日起獲委任)
李婉珊女士
陳成慶先生
(自二零二二年六月十七日起辭任)

審核委員會

許麒麟先生 *(主席)*
朱依諄教授
張瑞根先生

薪酬委員會

許麒麟先生 *(主席)*
朱依諄教授
張瑞根先生
張榮慶教授
陳成慶先生
(自二零二二年六月十七日起辭任)

Corporate Information

公司資料

NOMINATION COMMITTEE

Mr. Zhang Ruigen (*Chairman*)
(*appointed as Chairman with effect from 17 June 2022*)

Professor Zhu Yi Zhun
Mr. Khor Khie Liem Alex
Professor Zhang Rongqing
Mr. Chen Chengqing
(*resigned as Chairman with effect from 17 June 2022*)

AUDITOR

ZHONGHUI ANDA CPA Limited

HONG KONG LEGAL ADVISOR

Raymond Siu & Lawyers
Units 1302-1303 & 1802
Ruttonjee House
11 Duddell Street
Central, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank
Industrial and Commercial Bank of China Limited
China CITIC Bank Corporation Limited

REGISTERED OFFICE

Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205
Cayman Islands

提名委員會

張瑞根先生 (主席)
(自二零二二年六月十七日起獲委任為主席)

朱依諄教授
許麒麟先生
張榮慶教授
陳成慶先生
(自二零二二年六月十七日起辭任主席)

核數師

中匯安達會計師事務所有限公司

香港法律顧問

蕭鎮邦律師行
香港中環
都爹利街 11 號
律敦治大廈
1302-1303 及 1802 室

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行
中國工商銀行股份有限公司
中信銀行股份有限公司

註冊辦事處

Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205
Cayman Islands

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 5, 7/F.
Nanyang Plaza
57 Hung To Road
Kwun Tong
Kowloon, Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICES

Principal share registrar and transfer office
Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Hong Kong branch share registrar and transfer office
Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

STOCK CODE

1889

WEBSITE

www.1889hk.com

香港主要營業地點

香港九龍
觀塘
鴻圖道57號
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股份過戶登記處

股份過戶登記總處
Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

股份過戶登記處香港分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712–1716號舖

股份代號

1889

網址

www.1889hk.com

Management Discussion and Analysis

管理層討論及分析

The board (the “**Board**”) of directors (the “**Directors**”) of Sanai Health Industry Group Company Limited (“**Sanai Health Industry**” or the “**Company**”) hereby presents the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively referred to the “**Group**”) for the six-month period ended 30 June 2022 (the “**Current Period**”), together with the comparative figures for the corresponding period in 2021.

BUSINESS REVIEW

During the Current Period, the Group was principally engaged in three businesses: (i) pharmaceutical products business; (ii) finance leasing business; and (iii) genetic testing and molecular diagnostic services. The three business are stated as below:

Pharmaceutical Products Business

Since the acquisition of Fujian Yongchun Pharmaceutical Company Limited* (福建永春製藥有限公司) (“**Fujian Yongchun**”) and Fujian Zhixin Medicine Co., Limited* (福建至信醫藥有限公司) (“**Fujian Zhixin**”) in 2019, the Company continued to develop its core business, pharmaceutical products business.

Fujian Yongchun is located in Yongchun County, Quanzhou City, Fujian Province. Its plants occupies a site area of 32,330 square metres with a gross floor area of approximately 8,311.58 square metres, in which the GMP workshop has an area of 3,581 square metres. Fujian Yongchun owns 5 drug registration series (藥品批准文號) in the PRC and produces 5 types of oral medicine, including Yangpi San (養脾散), Sanqi panax notoginseng capsules (三七膠囊) and phentolamine mesylate tablets (甲磺酸酚妥拉明片). It becomes one of the important bases for pharmaceutical production of the Group.

三愛健康產業集團有限公司(「三愛健康產業」或「本公司»)董事(「董事»)會(「董事會»)謹此提呈本公司及其附屬公司(統稱「本集團»)截至二零二二年六月三十日止六個月期間(「本期間»)的未經審核簡明綜合財務報表，連同二零二一年同期的比較數字。

業務回顧

於本期間內，本集團主要從事三項業務：(i) 醫藥產品業務；(ii) 融資租賃業務；及 (iii) 基因檢測及分子生物診斷服務。該三項業務載述如下：

醫藥產品業務

自二零一九年收購福建永春製藥有限公司(「福建永春»)及福建至信醫藥有限公司(「福建至信»)以來，本公司持續發展核心業務——醫藥產品業務。

福建永春位於福建省泉州市永春縣。其廠房土地面積為32,330平方米，建築面積約8,311.58平方米，其中GMP車間3,581平方米。福建永春於中國擁有5個藥品批准文號和生產5種口服藥品，包括養脾散、三七膠囊、甲磺酸酚妥拉明片等。福建永春已成為本集團藥品生產的其中一個重要基地。

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The Group will continue to use its best endeavour to increase its market share by promoting the core products and other products of Fujian Yongchun. To achieve this goal, the Group will adjust its market positioning from time to time. Particularly, the Group currently plans to enhance its sales and promotional strategies so as to strengthen its market penetration. Further, the Group will continue to expand its sales team to explore the traditional medicine market by introducing sales via drugstore chains and other channels. The Group will try its best endeavour to fully utilize its existing sales team to increase its sales through distributors.

Fujian Zhixin possesses the Medical Operations Permit (Wholesale), Medical Operation Quality Management System Certifications (GSP) and Food Operations Permit. The Group acts as a sales agent nationwide for the herbal medical materials, Chinese herbal medicine, Chinese patent medicine, chemical drug preparations, antibiotic preparations, biochemical pharmaceuticals, biological products, healthcare products and food products. Not only the Group can sell its pharmaceutical products through the sales network of Fujian Zhixin, but can also act as a sales agent to sell pharmaceutical and healthcare products for other pharmaceutical companies.

During the Current Period, the revenue derived from pharmaceutical products business increased significantly by approximately 190.3% to approximately RMB46.76 million (2021 interim: approximately RMB16.11 million). The increase in revenue was mainly due to the success in the Company's sales strategy to focus on sales of self-manufactured products through committed distributors with more extensive geographical coverage in the PRC. Correspondingly, the profit derived from the pharmaceutical products business has increased to RMB25.59 million for the Current Period, representing an increase of approximately 251.1% as compared to the corresponding period in 2021.

本集團將繼續竭力通過推廣福建永春的核心產品和其他產品提升市場佔有率。為了實現這一目標，本集團將不時調整其市場定位。特別是，本集團目前計劃強化其銷售和促銷策略，增加市場滲透率。此外，本集團將繼續擴張營銷團隊，從而通過連鎖藥店及其他渠道銷售以探索傳統醫藥市場。本集團還將竭力充分利用其現有營銷團隊，通過經銷商提升其銷售額。

福建至信持有藥品經營許可證(批發)、藥品經營質量管理規範認證證書(GSP)及食品經營許可證。本集團在全國範圍內代理銷售中藥材、中藥飲片、中成藥、化學藥製劑、抗生素制劑、生化藥品、生物製品、保健品、食品等。本集團可以透過福建至信的销售網絡銷售其醫藥產品，並作為代理銷售其他藥業公司的藥品和保健品。

於本期間內，來自醫藥產品業務的收益大幅增加加約190.3%至約人民幣46.76百萬元(二零二一年中期：約人民幣16.11百萬元)。該收益增加主要是由於於本公司銷售策略取得成功，通過委派廣泛分佈於中國各地的分銷商，將重點放在銷售自產產品上。因此，醫藥產品業務產生的溢利於本期間增加至人民幣25.59百萬元，較二零二一年同期增加約251.1%。

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Finance Leasing Business

Zhonghuixin Finance Lease (Shenzhen) Co., Ltd.* (中匯鑫融資租賃(深圳)有限公司) (“Zhonghuixin”), being an indirect wholly-owned subsidiary of the Company, has been engaged in finance leasing business since 2021. The revenue derived from finance leasing business of the Group for the Current Period was approximately RMB6.50 million (2021 interim: RMB7.00 million). The slight decrease was mainly attributable to the fact that the Company has received some non-recurring penalty interest income in the same period in 2021 while no such penalty interest was received during the Current Period.

Our finance leasing business mainly aims at providing financial leasing services of medical devices and rehabilitation equipment which are complimentary to the Group’s existing pharmaceutical products business. The business nature of the lessees of our current finance leases were generally in medical industry, pharmaceutical industry and public infrastructure industry. However, our finance leasing services would not be limited to any particular business nature of a client. Further, the products manufactured by the leased medical devices and rehabilitation equipment are independent to the business of the Group. The Group also does not eliminate the possibility of providing financial leasing services for other types of devices and equipments.

The potential lessee will first approach Zhonghuixin to confirm whether the equipment or devices fall within the scope in which financing can be provided. The management of Zhonghuixin will conduct site visits and carry out due diligence on the potential lessee, the equipment or devices, assess the risks of the potential lease and followed by seeking the initial approval from the Group. The Group will further review, inter alia, the credit quality of the potential lessee, the purpose and value of the subject assets, the financial conditions of the potential lessee, the ultimate beneficial owner(s) of the potential lessee, the availability of guarantee and

融資租賃業務

本公司之間接全資附屬公司中匯鑫融資租賃(深圳)有限公司(「中匯鑫」)自二零二一年起一直從事融資租賃業務。本期間內，本集團融資租賃業務所產生收益約為人民幣6.50百萬元(二零二一年中期：人民幣7.00百萬元)。該輕微下降乃主要由於本公司於二零二一年同期取得若干非經常性罰金利息收入，而本期間並無取得有關罰金利息。

我們的融資租賃業務主要旨在提供醫療器械及康復設備之融資租賃服務，以配合本集團之現有醫藥產品業務。我們目前融資租賃承租人的業務性質一般為醫療行業、醫藥行業及公共基礎設施行業。然而，我們的融資租賃服務不限於客戶的任何特定業務性質。此外，租賃醫療器械及康復設備生產的產品獨立於本集團業務。本集團亦不排除為其他類型的器械及設備提供融資租賃服務的可能性。

潛在承租人將首先與中匯鑫聯繫，以確認有關設備或器械是否屬於可提供融資的範圍。中匯鑫的管理層將進行現場考察，對潛在承租人、設備或器械進行盡職調查，評估潛在租賃風險，隨後尋求本集團的初步批准。本集團將進一步審查(其中包括)潛在承租人的信貸質素、標的資產的用途及價值、潛在承租人的財務狀況、潛在承租人的最終實益擁有人、可提供擔保及其他相關因素，評估潛在承租人的還款能

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other relevant factors to assess the repayment capability of the potential lessee. If the Group approves the transaction in principle, the management of Zhonghuixin will further negotiate with the lessee on the terms of the transaction which include, inter alia, the lease terms, the interest rate, the option to purchase the equipment or device upon expiry of the lease term, etc. The Group will further check and seek professional advice on the compliance requirements and the Group will comply with the applicable Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) requirements including making timely disclosures and seeking Shareholder’s approval if necessary.

The Group has set up several departments (business department, risk department, finance department and review committee) to implement division of work (approval, release and review of the lease). The Group also has established lease approval procedures, internal guidelines and prepares standard forms for the finance lease business including the due diligence report on the lessees, lease approval checklist and lease evaluation checklists. Further, we set up pre-lease and post lease administrative measures for various departments of Zhonghuixin to follow, including the administration of guarantees and assets charges, administration of overdue payment, treatment of leased assets and post lease agreement follow ups.

The Board will be responsible for the final approval of material finance lease agreements and assign one of the executive Directors to liaise with Zhonghuixin and directly monitors the finance lease projects with the responsible staff of Zhonghuixin, including the review of the due diligence report on the lessees, drafting of the lease documents, examination of the leased assets and registration of the charges thereto (if necessary), evaluation of the guarantors, collection of the rental income, review of the risks and portfolio of the finance leases and regular site visits and reviews of the lessees.

力。倘本集團原則性批准有關交易，中匯鑫的管理層將就有關交易條款與該承租人進行進一步磋商，其中包括租賃條款、利率及租賃期屆滿後購買有關設備或器械的選擇等。本集團將進行進一步檢查並就合規要求尋求專業意見，且本集團將遵守適用香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）規定，包括及時披露及於必要時尋求股東批准。

本集團已設立若干部門（業務部門、風險部門、融資部門及審查委員會）以實現工作細分（批准、解除及審查有關租賃）。本集團亦為融資租賃業務制定了租賃審批程序、內部指引並編製標準表格，包括承租人的盡職調查報告、租賃審批清單及租賃評估清單。此外，我們制定租前及租後管理辦法供中匯鑫各部門遵循，包括擔保及資產押記的管理、逾期付款的管理、租賃資產的處理及租後協議的跟進。

董事會將負責重大融資租賃協議的最終審批，並指派一名執行董事與中匯鑫聯繫，與中匯鑫的負責員工一起直接監察融資租賃項目，包括審查承租人的盡職調查報告、起草租賃文件、檢查租賃資產並登記其抵押品（如需）、評估擔保人、收取租金收入、檢討融資租賃的風險及組合以及定期現場考察及審查承租人。

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The Group also regularly monitors its working capital ratio, quick ratio and other relevant financial ratios in order to drive its finance leasing business forward as well as to balance the risk and return of the Group and its sustainability.

The Group has contracted several new finance leasing agreements in the aggregate principal amount of RMB225.5 million with interest rates ranging from 4.75%–7.0% per annum during the year 2021. The Company will continue to further diversify its finance leasing business with a cautious approach in order to maximise the long-term interests of the shareholders.

The Company will continue to endeavour to expand its finance leasing services of medical devices and rehabilitation equipment which is complimentary to the Group's existing pharmaceutical products business, or other types of devices and equipments, if feasible.

Genetic Testing and Molecular Diagnostic Services

Zentrogene Bioscience Laboratory Limited ("**Zentrogene**"), being an indirect wholly-owned subsidiary of the Company, is primarily engaged in the provision of, inter alia, genetic testing and molecular diagnostic services. Zentrogene operates a laboratory with the requisite license in Hong Kong, providing services such as non-invasive prenatal diagnosis (NIPD), tumor genetic screening, DNA testing and paternity testing. Genetic testing is a prerequisite for precision medicine.

During the Current Period, the revenue generated from genetic testing and molecular diagnostic services amounted to approximately RMB2.82 million (2021 interim: RMB2.59 million), representing an increase of approximately 8.9%, which remains relatively stable as compared to the corresponding period in 2021.

本集團亦定期監察其營運資金比率、速動比率及其他相關財務比率，以推動其融資租賃業務的發展，並平衡本集團的風險及收益以及可持續發展。

於二零二一年度，本集團已訂立多項新融資租賃協議，本金總額為人民幣225.5百萬元，年利率介乎4.75%至7.0%。本公司將繼續以審慎的態度進一步多元化其融資租賃業務，實現股東長遠利益最大化。

本公司將繼續致力擴大醫療器械及康復設備之融資租賃服務，以配合本集團之現有醫藥產品業務或其他類型的設備及器械（如可行）。

基因檢測及分子生物診斷服務

本公司間接全資附屬公司Zentrogene Bioscience Laboratory Limited ("**Zentrogene**")主要從事提供（其中包括）基因檢測及分子生物診斷服務。Zentrogene在香港運營一家持有必要經營執照的化驗所，提供唐氏篩查(NIPD)、腫瘤基因篩查、遺傳基因檢測、親子鑒定等服務。基因檢測是精準醫療的必要前提。

於本期間內，基因檢測及分子生物診斷服務所得收益約為人民幣2.82百萬元（二零二一年中期：人民幣2.59百萬元），增加約8.9%，較二零二一年同期保持相對穩定。

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OUTLOOK

Looking forward to the second half of 2022, with the steady and gentle weakening of the COVID-19 pandemic influence, sustaining economic growth will become one of the key tone of macroeconomic policies. The Group will evaluate the policies and proactively adapt to the changes, consolidate and enhance its competitive advantages. However, the Group expects the Group's businesses will continue to face numerous challenges. Looking ahead, the Group will continue to rigorously implement our cost control measures, maintain a flexible and prudent approach and allocate resources in an appropriate manner to strengthen its revenue base and optimise its business and financial performance.

For pharmaceutical products, the Group expects to achieve a gradual revenue growth for the pharmaceutical products business due to the sales of self-manufactured products with high margin. The Group will continue to expand its sales networks in order to enhance its market penetration rate.

For finance leasing business, the Group expects the finance leasing market to remain stable. The Group will closely follow the development of the finance leasing market as well as the trend of the interest rates while remain flexible in adjusting and optimizing its overall risk appetite and the investment portfolios.

Meanwhile, the Group will closely monitor the situation of the pandemic and strictly implement safety precautionary measures related to the COVID-19 pandemic, putting the safety and health of workers, their families and the community as top priority.

前景

展望二零二二年下半年，隨著COVID-19疫情的影響穩定及輕微減弱，維持經濟增長將成為宏觀經濟政策的基調之一。本集團將評估政策並積極適應變化，鞏固及提升其競爭優勢。然而，本集團預計其業務將繼續面臨重重挑戰。展望未來，本集團將繼續嚴格執行成本控制措施，並保持靈活且審慎的態度，合理分配資源，鞏固本集團收入基礎，並優化其業務及財務表現。

就醫藥產品業務而言，由於銷售高利潤的自產產品，預計本集團醫藥產品業務的收益將逐漸有所增長。本集團將繼續拓展其銷售網絡以提升其市場滲透率。

就融資租賃業務而言，本集團預計融資租賃市場將維持穩定。本集團將密切關注融資租賃市場的發展，同時於調整及優化其整體風險偏好及投資組合時保持靈活性。

同時，本集團將密切關注疫情狀況，嚴格實施與COVID-19疫情相關的安全防範措施，將工人、彼等的家人及社區的安全及健康置於首位。

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The Group will continue to closely monitor market developments, seek potential opportunities in existing business segments, explore and expand into other industries or geographical regions at the appropriate time and enhance the Group's future development. The Group believes that the diversification of its business will facilitate the Group's long-term development and business sustainability and provide better returns for its shareholders.

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2022, the Group generated a total revenue of approximately RMB56.08 million, representing an increase of approximately 100.2% as compared to approximately RMB28.01 million in the corresponding period in 2021. The increase was primarily attributed to the increase in the sales of self-manufactured pharmaceutical products with higher margin.

Distribution Costs

For the six months ended 30 June 2022, the distribution costs of the Group were approximately RMB0.53 million (2021 interim: approximately RMB0.47 million), representing an increase of approximately 12.8%.

Administrative Expenses

Administrative expenses amounted to approximately RMB12.69 million for the six months ended 30 June 2022 (2021 interim: approximately RMB4.18 million), representing an increase of approximately 203.6%. The significant increase was mainly attributable to the share-based payments of approximately RMB9.36 million incurred as a result of share options granted by the Company in April 2022.

本集團將繼續密切監察市場發展，尋求現有業務分部的潛在機會，並在適當時機探索及拓展其他行業或其他地區的業務，加強本集團未來發展。本集團相信，多元化業務可促進本集團長期發展及業務可持續發展，並向其股東提供更佳回報。

財務回顧

收益

截至二零二二年六月三十日止六個月，本集團產生總收益約人民幣56.08百萬元，較二零二一年同期約人民幣28.01百萬元增加約100.2%。該增加乃主要由利潤率更高的自產醫藥產品的銷售增加。

分銷成本

截至二零二二年六月三十日止六個月，本集團的分銷開支約為人民幣0.53百萬元（二零二一年中期：約人民幣0.47百萬元），增加約12.8%。

行政開支

截至二零二二年六月三十日止六個月，行政開支約為人民幣12.69百萬元（二零二一年中期：約人民幣4.18百萬元），增加約203.6%。該大幅增加乃主要由於本公司於二零二二年四月授出購股權而產生的以股份為基礎的付款約人民幣9.36百萬元。

Management Discussion and Analysis

管理層討論及分析

Gross Profit and Gross Profit Margin

Gross profit and gross profit margin for the six months ended 30 June 2022 amounted to approximately RMB36.61 million and 65.3% respectively (2021 interim: approximately RMB16.91 million and 60.4% respectively). Gross profit increased by RMB19.7 million when compared with the corresponding period in 2021 which was mainly attributable to the significant increase in sales of self-manufactured pharmaceutical products in the Current Period.

Finance Costs

Finance costs for the six months ended 30 June 2022 amounted to approximately RMB0.70 million (2021 interim: nil). The finance costs represented the interest expenses attributable to the convertible notes issued by the Company on 9 February 2022.

Profit for the Current Period

Profit attributable to owners of the Company was approximately RMB8.07 million for the six months ended 30 June 2022, representing an increase of approximately 28.50% as compared with the profit of approximately RMB6.28 million in the corresponding period in 2021. The increase was mainly attributable to the increase in sales of self-manufactured pharmaceutical products with higher margin.

Basic and Diluted Earnings per Share

The basic and diluted earnings per shares for the six months ended 30 June 2022 was approximately RMB0.26 cents (2021 interim: approximately RMB0.20 cents).

Liquidity and Financial Resources

As at 30 June 2022, the Group had cash and cash equivalents of approximately RMB88.63 million (as at 31 December 2021: approximately RMB16.30 million) and most cash and cash equivalents were denominated in Renminbi and Hong Kong dollars.

毛利及毛利率

截至二零二二年六月三十日止六個月，毛利及毛利率分別約為人民幣36.61百萬元及65.3%（二零二一年中期：分別約為人民幣16.91百萬元及60.4%）。毛利較二零二一年同期增加人民幣19.7百萬元，乃主要由於本期間自產醫藥產品的銷售大幅增加。

財務成本

截至二零二二年六月三十日止六個月，財務成本約為人民幣0.70百萬元（二零二一年中期：無）。該等財務成本呈列為利息開支，原因為本公司於二零二二年二月九日發行可換股票據。

本期間溢利

截至二零二二年六月三十日止六個月，本公司擁有人應佔溢利約為人民幣8.07百萬元，較二零二一年同期的溢利約人民幣6.28百萬元增加約28.50%。該增加主要由於利潤率較高的自產醫藥產品的銷售增加。

每股基本及攤薄盈利

截至二零二二年六月三十日止六個月，每股基本及攤薄盈利約為人民幣0.26分（二零二一年中期：約人民幣0.20分）。

流動資金及財政資源

於二零二二年六月三十日，本集團之現金及現金等價物約為人民幣88.63百萬元（於二零二一年十二月三十一日：約人民幣16.30百萬元）及大部分現金及現金等價物以人民幣及港元計值。

Management Discussion and Analysis

管理層討論及分析

Capital Structure and Gearing Ratio

As at 30 June 2022, the total number of issued shares of the Company was 3,067,222,500 shares (as at 31 December 2021: 3,067,222,500 shares).

As at 30 June 2022, the share capital and equity attributable to owners of the Company amounted to approximately RMB28.60 million and approximately RMB214.44 million respectively (as at 31 December 2021: approximately RMB28.60 million and approximately RMB199.07 million, respectively).

The Group has reviewed the capital structure by using gearing ratio. The gearing ratio represents the total debt, which includes trade and other payables and convertible notes of the Group, divided by total equity of the Group. The gearing ratio of the Group was approximately 61.30% as at 30 June 2022 (as at 31 December 2021: approximately 36.22%).

Exposure to Fluctuation in Exchange Rates

During the Current Period, the Group conducted most of its business transactions in Renminbi. The Group had not experienced any material difficulties or negative impacts on its operations as a result of fluctuations in currency exchange rates. Therefore, the Group was not exposed to any material interest and foreign exchange risks during the Current Period. As at 30 June 2022, the Group did not have any foreign exchange contracts, interest or currency swaps or other financial derivatives for hedging purpose. The management, however, will monitor and consider hedging foreign currency exposure should the need arise.

SIGNIFICANT ACQUISITIONS AND DISPOSAL OF INVESTMENTS

There was no significant acquisition and disposal of investments held during the Current Period.

資本結構及資產負債比率

於二零二二年六月三十日，本公司已發行股份總數為3,067,222,500股（於二零二一年十二月三十一日：3,067,222,500股）。

於二零二二年六月三十日，本公司擁有人應佔股本及權益分別為約人民幣28.60百萬元及約人民幣214.44百萬元（於二零二一年十二月三十一日：分別為約人民幣28.60百萬元及約人民幣199.07百萬元）。

本集團運用資產負債比率檢討資本結構。資產負債比率指總負債（包括本集團之貿易應付款項及其他應付款項以及可換股票據）除以本集團之總權益。本集團於二零二二年六月三十日之資產負債比率為約61.30%（於二零二一年十二月三十一日：約36.22%）。

匯率波動風險

於本期間，本集團之大部分業務交易以人民幣進行。本集團從未因貨幣匯率波動而遭遇重大困難，且其營運亦未因此承受負面影響。因此，本集團於本期間內並無任何重大利率及匯兌風險。於二零二二年六月三十日，本集團並無任何外匯合約、利率或貨幣掉期或其他用作對沖的金融衍生工具。然而，管理層將監察並考慮在需要時對沖外匯風險。

重要收購及出售投資

於本期間內，概無重要收購及出售所持有的投資。

Management Discussion and Analysis

管理層討論及分析

NUMBER AND REMUNERATION OF EMPLOYEES

For the six months ended 30 June 2022, the Group employed approximately 64 employees (2021 interim: 62 employees) with a total staff cost of approximately RMB2.63 million (2021 interim: approximately RMB2.39 million). The Group recruits and selects applicants for employment on the basis of their qualifications and suitability for each position. The Group determined staff remuneration with reference to the prevailing market salary scales, individual qualifications and performance. Remuneration packages including salaries, contribution to pension schemes performance bonuses and entitlements to share options, are reviewed on a regular basis.

CAPITAL EXPENDITURE

During the six months ended 30 June 2022, the Group did not have significant capital expenditure for property, plant and equipment.

CHARGES ON THE GROUP'S ASSETS

As at 30 June 2022, the Group has charged (i) the bank accounts of the indirect wholly-owned subsidiaries, Fujian Sanai Biotechnology Limited* (福建三愛生物科技股份有限公司) (“**Fujian Sanai**”) and Fujian Zhixin Medicine Co., Limited* (福建至信醫藥有限公司) (“**Fujian Zhixin**”), and (ii) the entire issued share capital of Sanai International Investment Company Limited, a direct wholly-owned subsidiary of the Company, as security for the convertible notes issued by the Group in February 2022.

僱員人數及薪酬

於截至二零二二年六月三十日止六個月，本集團聘用約64名僱員(二零二一年中期：62名僱員)，總員工成本約為人民幣2.63百萬元(二零二一年中期：約人民幣2.39百萬元)。本集團根據應聘者的資歷及是否適合各職位進行招聘及篩選。本集團參考現行市場薪酬水平、個人資歷及表現釐定員工薪酬。薪酬待遇包括薪金、退休金計劃供款、表現花紅及獲發購股權之權利，並作定期檢討。

資本開支

於截至二零二二年六月三十日止六個月，本集團並無物業、廠房及設備的重大資本開支。

本集團資產抵押

於二零二二年六月三十日，本集團已將(i)間接全資附屬公司福建三愛生物科技股份有限公司(「**福建三愛**」)及福建至信醫藥有限公司(「**福建至信**」)的銀行賬戶，以及(ii)本公司的直接全資附屬公司三愛國際投資有限公司的全部已發行股本抵押，作為本集團於二零二二年二月發行可換股票據的擔保。

Management Discussion and Analysis

管理層討論及分析

ISSUE OF CONVERTIBLE NOTES

On 13 January 2022, the Company as the issuer, Mr. Zhi Shao Huan (“**Mr. Zhi**”) and Mr. Jiang Heng Guang (“**Mr. Jiang**”) as the subscribers, and Fujian Sanai and Fujian Zhixin as the obligors, entered into a subscription agreement, pursuant to which, the Company has agreed to issue, and Mr. Zhi and Mr. Jiang have agreed to subscribe for, the convertible notes in the aggregate principal amount of HK\$72,000,000 at the interest rate of 3% per annum and at initial conversion price of HK\$0.119 per share. The bank accounts of Fujian Sanai and Fujian Zhixin were charged as security of the convertible notes, and the entire issued share capital of Sanai International Investment Company Limited, a direct wholly-owned subsidiary of the Company was charged in favour of Mr. Zhi and Mr. Jiang. Completion of the issue of convertible notes took place on 9 February 2022.

Assuming full conversion of the convertible notes at the conversion price, the convertible notes will be convertible into 605,042,016 conversion shares, representing approximately 19.73% of the issued share capital of the Company at the date of the subscription agreement and approximately 16.48% of the issued share capital of the Company as enlarged by the issue of the conversion shares upon full conversion of the convertible notes (based on the issued share capital as at the date of the subscription agreement). The conversion shares will be allotted and issued pursuant to the general mandate upon conversion of the convertible notes.

發行可換股票據

於二零二二年一月十三日，本公司（作為發行人）、支紹環先生（「**支先生**」）及蔣恒光先生（「**蔣先生**」）（作為認購人）與福建三愛及福建至信（作為債務人）訂立認購協議，據此，本公司已同意發行且支先生及蔣先生已同意認購本金總額為72,000,000港元的可換股票據，年利率為3%及初步換股價為每股股份0.119港元。福建三愛及福建至信的銀行賬戶被抵押作為可換股票據的擔保，而本公司直接全資附屬公司三愛國際投資有限公司的全部已發行股本以支先生及蔣先生為受益人被抵押。發行可換股票據已於二零二二年二月九日完成。

假設可換股票據按換股價悉數兌換，可換股票據將可兌換605,042,016股兌換股份，相當於認購協議日期本公司已發行股本約19.73%及經可換股票據悉數兌換（按於認購協議日期已發行股本計算）而發行換股股份擴大後本公司已發行股本約16.48%。換股股份將於兌換可換股票據後根據一般授權配發及發行。

Management Discussion and Analysis

管理層討論及分析

The Company intends to use approximately 45% of the net proceeds from the issue of the convertible notes for the purchase of production plant, equipment and facilities and the purchase of raw materials for pharmaceutical products, approximately 30% of the net proceeds for the enrichment of the pharmaceutical product base, including the development of new medicines and/or the acquisition of the drug licenses, and approximately 25% of the net proceeds will be used for the addition for sales points and the staff costs of additional sales staffs.

As at 30 June 2022, none of the net proceeds have been utilised.

Further details of the issuance of convertible notes are set out in the announcements of the Company dated 13 January 2022, 26 January 2022, 31 January 2022 and 9 February 2022, respectively.

CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any material contingent liabilities (30 June 2021: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS, ACQUISITIONS AND CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other plans for material investments, acquisitions and capital assets during the Current Period.

本公司擬將發行可換股票據所得款項淨額的約45%用於生產廠房、設備及設施的購置以及醫藥產品原材料的採購、所得款項淨額的約30%用於豐富醫藥產品基礎，包括開發新藥及／或取得藥品許可證及所得款項淨額的約25%用於增加銷售點及額外銷售人員的員工成本。

於二零二二年六月三十日，概無動用所得款項淨額。

有關發行可換股票據的更多詳情載於本公司日期分別為二零二二年一月十三日、二零二二年一月二十六日、二零二二年一月三十一日及二零二二年二月九日的公告。

或然負債

於二零二二年六月三十日，本集團並無任何重大或然負債(二零二一年六月三十日：無)。

有關重大投資、收購及資本資產之未來計劃

除本報告所披露者外，本集團於本期間並無其他有關重大投資、收購及資本資產的計劃。

Other Information

其他資料

DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2022 (2021 interim: Nil).

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the Company's own code for securities transactions by its Directors. Upon specific enquiries made by the Company, all Directors have confirmed that they have fully complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions throughout the Current Period.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Old Share Option Scheme") for, among others, the senior management and employees on 8 January 2007, which serve as incentives or rewards to attract, retain and motivate staff. The Old Share Option Scheme was expired on 7 January 2017.

股息

董事會並不建議就截至二零二二年六月三十日止六個月派發任何中期股息(二零二一年中期：無)。

董事進行證券交易

本公司已採納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」)，作為本公司董事進行證券交易之守則。經本公司作出具體查詢後，全體董事確認，彼等於本期間內已全面遵守標準守則所載之規定標準及有關董事進行證券交易之行為守則。

購股權計劃

本公司已於二零零七年一月八日為(其中包括)高級管理層及僱員採納購股權計劃(「舊購股權計劃」)，作為吸引、挽留及激勵員工的獎勵或回報。舊購股權計劃已於二零一七年一月七日屆滿。

Other Information 其他資料

Pursuant to the ordinary resolution passed on 16 June 2017, the Company has adopted another share option scheme (the “**New Share Option Scheme**”) for, among others, the senior management and employees, which serves as incentives or rewards to attract, retain and motivate staff. The New Share Option Scheme will remain valid for a period of 10 years commencing on 21 June 2017. Under the New Share Option Scheme, the Board may grant options to all full-time employees, Directors (including independent non-executive Directors) and part-time employees with weekly working hours of 10 hours and above, of the Group, substantial shareholders of each member of the Group, associates of the directors and substantial shareholders of any member of the Group, trustee of any trust pre-approved by the Board, and any advisor (professional or otherwise) or consultant, distributor, supplier, agent, customer, joint venture partner, service provider of the Group whom the Board considers, at its sole discretion, has contributed or contributes to the Group.

根據於二零一七年六月十六日通過之普通決議案，本公司為（其中包括）高級管理層及僱員採納另一購股權計劃（「**新購股權計劃**」），作為吸引、挽留及激勵員工的獎勵或回報。新購股權計劃將自二零一七年六月二十一日起十年期間維持有效。根據新購股權計劃，董事會可全權酌情將購股權授予其認為對本集團有貢獻之本集團所有全職僱員、董事（包括獨立非執行董事）及每週工作時長10小時及以上之兼職僱員、本集團各成員公司之主要股東、本集團任何成員公司董事及主要股東之聯繫人、董事會預先批准任何信託之信託人，以及任何本集團之顧問（專業或其他）或專家顧問、分銷商、供應商、代理人、客戶、合營企業合夥人、服務供應商。

Other Information

其他資料

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 5 January 2022, the scheme mandate limits of the New Share Option Scheme were refreshed and renewed. The said refreshed scheme mandate limits were solely used to grant options to the category (i) as set out in the definitions of the eligible participants (i.e. all full-time employees, Directors (including independent non-executive Directors) and part-time employees with weekly working hours of 10 hours and above of the Group) under the New Share Option Scheme as incentives or rewards for their continuous contributions and loyalty to the Group. On 29 April 2022, 174,000,000 share options were granted by the Company to certain eligible persons under the New Share Option Scheme including 5 Directors at the exercise price of HK\$0.084 per share. Further details of the said share options granted are set out in the announcement of the Company dated 29 April 2022.

根據於二零二二年一月五日舉行之本公司股東週年大會通過之普通決議案，新購股權計劃的計劃授權限額已予更新及重續。上述經更新計劃授權限額僅適用於向以下類別人士授出購股權：(i) 新購股權計劃項下界定的合資格參與者，即本集團所有全職僱員、董事（包括獨立非執行董事）及每週工作時長10小時及以上之兼職僱員，作為彼等持續向本集團作出貢獻及忠誠的激勵或獎勵。於二零二二年四月二十九日，本公司按每股股份0.084港元的行使價向新購股權計劃項下若干合資格人士（包括5名董事）授出174,000,000份購股權。有關上述已授購股權之進一步詳情載於本公司日期為二零二二年四月二十九日的公告。

Other Information 其他資料

The following table sets out the movements in the share options of the Company (the “Share Options”) during the Current Period:

下表載列於本期間內本公司購股權（「購股權」）之變動：

Category of participant	Number of Share Options 購股權數目					Date of grant	Exercise period	Exercise price	Closing price of the shares immediately before the date of grant 緊接授出日期前股份收市價
	At 1 January 2022 於 二零二二年一月一日 HK\$ 港元	Granted during the period 期內授出	Cancelled or lapsed during the period 期內註銷或失效	Exercise during the period 期內行使	At 30 June 2022 於 二零二二年六月三十日 HK\$ 港元				
Directors 董事									
Professor Zhang Rongqing 張榮慶教授	22,000,000	-	-	-	22,000,000	24 May 2018 二零一八年五月二十四日	24 May 2018 to 23 May 2023 二零一八年五月二十四日至二零二三年五月二十三日	0.32	0.32
Mr. Chen Chengqing 陳成慶先生	2,800,000	-	-	-	2,800,000	30 May 2018 二零一八年五月三十日	30 May 2018 to 29 May 2023 二零一八年五月三十日至二零二三年五月二十九日	0.335	0.335
Mr. Gao Borui 高伯瑞先生	-	5,000,000	-	-	5,000,000	29 April 2022 二零二二年四月二十九日	29 April 2022 to 28 April 2032 二零二二年四月二十九日至二零三二年四月二十八日	0.084	0.078
Mr. Yuan Chaoyang 袁朝陽先生	-	30,000,000	-	-	30,000,000	29 April 2022 二零二二年四月二十九日	29 April 2022 to 28 April 2032 二零二二年四月二十九日至二零三二年四月二十八日	0.084	0.078
Mr. She Hao 余昊先生	-	22,000,000	-	-	22,000,000	29 April 2022 二零二二年四月二十九日	29 April 2022 to 28 April 2032 二零二二年四月二十九日至二零三二年四月二十八日	0.084	0.078
Professor Zhang Rongqing 張榮慶教授	-	6,000,000	-	-	6,000,000	29 April 2022 二零二二年四月二十九日	29 April 2022 to 28 April 2032 二零二二年四月二十九日至二零三二年四月二十八日	0.084	0.078
Mr. Xiu Yuan 修遠先生	-	10,000,000	-	-	10,000,000	29 April 2022 二零二二年四月二十九日	29 April 2022 to 28 April 2032 二零二二年四月二十九日至二零三二年四月二十八日	0.084	0.078
	24,800,000	73,000,000	-	-	97,800,000				

Other Information 其他資料

Category of participant	Number of Share Options 購股權數目						Date of grant	Exercise period	Exercise price	Closing price of the shares immediately before the date of grant
	At 1 January 2022 於 二零二二年一月一日 HKS 港元	Granted during the period 期內授出	Cancelled or lapsed during the period 期內註銷或失效	Exercise during the period 期內行使	At 30 June 2022 於 二零二二年六月三十日 HKS 港元					
Other participant 其他參與人士										
Employees in aggregate 僱員總數	10,000,000	-	-	-	10,000,000	30 May 2018	30 May 2018 to 29 May 2023 二零一八年五月三十日至 二零二三年五月二十九日	0.335	0.335	
Non-employees in aggregate 非僱員總數	2,000,000	-	-	-	2,000,000	30 May 2018	30 May 2018 to 29 May 2023 二零一八年五月三十日至 二零二三年五月二十九日	0.335	0.335	
Employees in aggregate 僱員總數	-	101,000,000	-	-	101,000,000	29 April 2022	29 April 2022 to 28 April 2032 二零二二年四月二十九日至 二零三二年四月二十八日	0.084	0.078	
	36,800,000	174,000,000	-	-	210,800,000					

Note: The Share Options are not subject to any vesting period.

附註：購股權並不受任何歸屬期所限。

Other Information 其他資料

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

As at 30 June 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") as recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉

於二零二二年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部所界定）的股份、相關股份或債權證中，擁有根據證券及期貨條例第352條須列入本公司所存置登記冊，或根據上市規則附錄十所載標準守則規定須知會本公司及聯交所之權益或淡倉如下：

Name of directors 董事姓名	Capacity 身份	Number of shares held/ interested (Note 1) 所持有／擁有權益 股份數目 (附註1)	Total number of shares held/ interested 所持有／ 擁有權益 股份總數	Approximate percentage of the total issued shares 佔已發行 股份總數的 概約百分比
Mr. Yuan Chaoyang ("Mr. Yuan") 袁朝陽先生（「袁先生」）	Interest in controlled corporation (Note 2) 受控法團權益(附註2)	836,753,000(L)	866,753,000	28.26%
	Beneficial owner (Note 2) 實益擁有人(附註2)	30,000,000(L)		
Mr. Chen Chengqing ("Mr. Chen") 陳成慶先生（「陳先生」）	Beneficial owner 實益擁有人	2,800,000(L)	2,800,000	0.09%
Professor Zhang Rongqing 張榮慶教授	Beneficial owner 實益擁有人	28,000,000(L)	28,000,000	0.91%
Mr. She Hao 余昊先生	Beneficial owner 實益擁有人	22,000,000(L)	22,000,000	0.72%
Mr. Gao Borui 高伯瑞先生	Beneficial owner 實益擁有人	5,000,000(L)	5,000,000	0.16%
Mr. Xiu Yuan 修遠先生	Beneficial owner 實益擁有人	10,000,000(L)	10,000,000	0.33%

Other Information

其他資料

Notes:

1. The letter "L" denotes long position in the shares.
2. According to the disclosure of interest form submitted by Mr. Yuan on 8 April 2022 in accordance with Part XV of the SFO, 836,753,000 of these shares are registered in the name of Cyber Success Global Investments Limited ("**Cyber Success**"), which is wholly-owned by Mr. Yuan. By virtue of the SFO, Mr. Yuan is deemed to be interested in all the shares in which Cyber Success is interested. Mr. Yuan is also beneficially interested in 30,000,000 shares of the Company.
3. The percentage of shareholding is calculated on the basis of 3,067,222,500 issued shares of the Company as at the date of this report.

Save as disclosed above, none of the Directors or chief executive of the Company is aware of any other Director or chief executive of the Company who has any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporation which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 June 2022.

附註：

1. 「L」指於股份中之好倉。
2. 根據由袁先生於二零二二年四月八日提交的證券及期貨條例第XV部披露權益表格，該等股份中之836,753,000股以袁先生全資擁有的科成環球投資有限公司（「**科成環球**」）之名義登記。根據證券及期貨條例，袁先生被視為於科成環球擁有權益之全部股份中擁有權益。袁先生亦於本公司30,000,000股股份中擁有實益權益。
3. 股權百分比按本報告日期之本公司已發行股份3,067,222,500股作基準計算。

除上文所披露者外，於二零二二年六月三十日，就本公司董事或最高行政人員所知，任何本公司其他董事或最高行政人員並無於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有根據證券及期貨條例第352條須列入本公司所存置登記冊或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Other Information 其他資料

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

As at 30 June 2022, the following persons, other than a director or chief executive of the Company, had an interest or a short position in the shares or underlying shares in the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東於本公司之股份及相關股份的權益及淡倉

於二零二二年六月三十日，以下人士（本公司董事或最高行政人員除外）於本公司股份或相關股份擁有根據證券及期貨條例第336條須列入本公司所存置登記冊的權益或淡倉如下：

Name of shareholders 股東名稱／姓名	Capacity 身份	Number of shares held/ interested (Note 1) 所持有／擁有 權益股份數目 (附註1)	Total number of shares held/ interested 所持有／擁有 權益股份總數	Approximate percentage of the total issued shares (Note 2) 佔已發行股份 總數的 概約百分比 (附註2)
Mr. Yuan Chaoyang ("Mr. Yuan") 袁朝陽先生 (「袁先生」)	Interest in controlled corporation (Note 2) 受控法團權益(附註2)	836,753,000(L)	866,753,000	28.26%
	Beneficial owner (Note 2) 實益擁有人(附註2)	30,000,000(L)		
Cyber Success 科成環球	Beneficial owner (Note 2) 實益擁有人(附註2)	836,753,000(L)	836,753,000	27.28%

Other Information

其他資料

Notes:

- (1) The letter “L” denotes long position in the shares of the Company.
- (2) According to the disclosure of interest form submitted by Mr. Yuan on 8 April 2022 in accordance with Part XV of the SFO, 836,753,000 of these shares are registered in the name of Cyber Success, which is wholly-owned by Mr. Yuan. By virtue of the SFO, Mr. Yuan is deemed to be interested in all the shares in which Cyber Success is interested. Mr. Yuan is also beneficially interested in 30,000,000 shares of the Company.
- (3) The percentage of shareholding is calculated on the basis of 3,067,222,500 issued shares of the Company as at 30 June 2022.

Save as disclosed above, the Company was not aware of any person, other than the Directors of the Company whose interests or short positions are set out in the paragraph headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures of the Company and its associated corporations” above, who had an interest or a short position in the shares or underlying shares in the Company which were required to be recorded in the register to be kept by the Company under section 336 of the SFO as at 30 June 2022.

附註：

- (1) 「L」指於本公司股份中之好倉。
- (2) 根據由袁先生於二零二二年四月八日提交的證券及期貨條例第XV部披露權益表格，該等股份中之836,753,000股以袁先生全資擁有的科成環球之名義登記。根據證券及期貨條例，袁先生被視為於科成環球擁有權益之全部股份中擁有權益。袁先生亦於本公司30,000,000股股份中擁有實益權益。
- (3) 股權百分比按二零二二年六月三十日本公司已發行股份3,067,222,500股作基準計算。

除上文所披露者外，於二零二二年六月三十日，本公司並無知悉任何人士（其權益或淡倉載於上文「董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉」一段的本公司董事除外）於本公司股份或相關股份擁有根據證券及期貨條例第336條須列入本公司所存置登記冊的權益或淡倉。

LITIGATION

The Company has received a judgement (the “**Judgement**”) dated 22 December 2020 issued by Beijing Fourth Intermediate People’s Court of Beijing* (the No. 4 Intermediate People’s Court of Beijing*) (the “**Court**”) in relation to a civil litigation (the “**Litigation**”) brought by Beijing Cultural Technology Finance Lease Company Limited*, the “**Plaintiff**”) against, among others, (a) the Company; (b) 福建三愛藥業有限公司 Fujian Sanai Pharmaceutical Company Limited (“**Fujian Sanai Pharmaceutical**”), the disposal of which was completed in April 2019; (c) Lin Ouwen, a former executive Director; and (d) Lin Min, a former executive Director.

The Plaintiff first filed a statement of claim (the “**Statement of Claim**”) with the Court on 30 August 2018, whereby, among others, the Plaintiff alleged that (i) Fujian Sanai Pharmaceutical, a then subsidiary of the Company, had entered into a finance lease agreement (the “**Finance Lease Agreement 2016**”) with the Plaintiff on 21 March 2016, pursuant to which the Plaintiff agreed to lease certain assets to Fujian Sanai Pharmaceutical for a term of 36 months with a total leasing cost of RMB134,954,600 at an interest rate of 8.3%; (ii) each of the Company, Lin Ouwen and Lin Min, entered into a guarantee agreement with the Plaintiff respectively to provide joint guarantee (the “**Guarantee**”) for the debts owed by Fujian Sanai Pharmaceutical under the Finance Lease Agreement 2016; and (iii) Fujian Sanai Pharmaceutical had failed to pay the rent payable under the Finance Lease Agreement 2016 since 20 August 2017, and the Company, Lin Ouwen and Lin Min had failed fulfill their obligations as guarantors. The Statement of Claim was received by the Company in July 2019.

訴訟

本公司已接獲北京市第四中級人民法院（「**法院**」）所發出日期為二零二零年十二月二十二日的判決（「**判決**」），內容有關北京市文化科技融資租賃股份有限公司（「**原告**」）針對（其中包括）(a)本公司；(b)福建三愛藥業有限公司（「**福建三愛藥業**」）（已於二零一九年四月完成出售）；(c)前執行董事林歐文；及(d)前執行董事林敏提出之民事訴訟（「**訴訟**」）。

原告最初於二零一八年八月三十日向法院提交申索書（「**申索書**」），當中（其中包括），原告指稱(i)本公司當時的附屬公司福建三愛藥業已於二零一六年三月二十一日與原告訂立融資租賃協議（「**二零一六年融資租賃協議**」），據此，原告同意向福建三愛藥業出租若干資產，為期36個月，總租賃成本為人民幣134,954,600元，利率為8.3%；(ii)本公司、林歐文及林敏各自分別與原告訂立擔保協議，為福建三愛藥業於二零一六年融資租賃協議下所欠債務提供共同擔保（「**擔保**」）；及(iii)福建三愛藥業自二零一七年八月二十日起未有支付二零一六年融資租賃協議項下的應付租金，及本公司、林歐文及林敏未有履行擔保人義務。本公司已於二零一九年七月收到申索書。

Other Information 其他資料

As such, the Plaintiff demanded, among others, that (i) Fujian Sanai Pharmaceutical immediately pay to the Plaintiff the unpaid due rent in the amount of RMB33,855,032.69 with the default interest accrued thereon, undue rent in the amount of RMB47,592,982.21, default payment in the amount of RMB4,759,298.22 (being 10% of the undue rent), the legal fees in the amount of RMB800,000, the retention purchase price of RMB100 and the cost incurred in relation to the Litigation; and (ii) the Company, Lin Ouwen and Lin Min be jointly liable for the debts owed by Fujian Sanai Pharmaceutical under the Finance Lease Agreement 2016.

The Plaintiff also submitted to the Court a copy of the alleged minutes of the Board meeting held on 22 March 2016 which contained resolutions approving, inter alia, the provision of the Guarantee by the Company. However, only two of the then Directors, Lin Ouwen and Lin Qingping, were recorded to have attended and voted on the said resolutions.

Pursuant to the Judgement, among other things, Fujian Sanai Pharmaceutical shall, within ten days of the Judgement, pay to the Plaintiff the unpaid due rent under the Finance Lease Agreement 2016 in the amount of RMB33,855,032.69 with the default interest accrued thereon, the accelerated due rent under the Finance Lease Agreement 2016 in the amount of RMB47,592,982.21, the default payment in the amount of RMB4,759,298.22, the retention purchase price of RMB100, the legal fees in the amount of RMB800,000, the announcement fees in the amount of RMB2,650, the preservation insurance fees in the amount of RMB175,636.06 and the preservation fees in the amount of RMB5,000 (collectively the **“Litigation Amount”**); and the Company, Lin Ouwen and Lin Min shall be jointly liable for the Litigation Amount, and they are entitled to claim against Fujian Sanai Pharmaceutical after discharging such joint liabilities.

因此，原告要求(其中包括)(i)福建三愛藥業立即向原告支付未付到期租金人民幣33,855,032.69元及就此應計的違約利息、未到期租金人民幣47,592,982.21元、違約金人民幣4,759,298.22元(即未到期租金的10%)、法律費用人民幣800,000元、留購價款人民幣100元及因訴訟產生的費用；及(ii)本公司、林歐文及林敏對福建三愛藥業於二零一六年融資租賃協議項下所欠債務共同承擔責任。

原告亦向法院提交一份據稱於二零一六年三月二十二日舉行的董事會會議的會議記錄，該會議記錄包含批准(其中包括)本公司提供擔保的決議案。然而，據記錄，當時的董事中僅兩名董事林歐文及林慶平出席會議並就上述決議案表決。

根據判決，其中包括：福建三愛藥業應在判決十日內，向原告支付二零一六年融資租賃協議項下的未付到期租金人民幣33,855,032.69元及就此應計的違約利息、二零一六年融資租賃協議項下剩餘的到期租金人民幣47,592,982.21元、違約金人民幣4,759,298.22元、留購價款人民幣100元、法律費用人民幣800,000元、公告費用人民幣2,650元、保全保險費人民幣175,636.06元及保全費用人民幣5,000元(統稱為「訴訟金額」)；及本公司、林歐文及林敏應共同承擔訴訟金額，彼等在解除共同承擔的有關責任後有權向福建三愛藥業申索賠償。

Other Information 其他資料

The Company has lodged an appeal (the “**Appeal**”) against the Judgement to 北京市高級人民法院 (the Higher People’s Court of Beijing*) on 22 January 2021.

Pursuant to the Appeal, the Company has pleaded to 北京市高級人民法院 (the Higher People’s Court of Beijing*) to rule that the Finance Lease Agreement 2016 and the Guarantee were invalid, and to reject all of the Plaintiff’s claims.

As at the date of this report, the Company is still awaiting the hearing date from the 北京市高級人民法院 (the Higher People’s Court of Beijing*) since the Appeal was lodged.

For further details, please refer to the announcements of the Company dated 18 January 2021 and 4 February 2021.

EVENTS AFTER THE CURRENT PERIOD

Save as disclosed in this report, there was no important event occurred after the end of the Current Period up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the Current Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS, ACQUISITIONS AND CAPITAL ASSETS

Save as disclosed in this report, the Group did not have other plans for material investments, acquisitions and capital assets during the Current Period.

本公司已於二零二一年一月二十二日就判決向北京市高級人民法院提出上訴(「上訴」)。

根據上訴，本公司已向北京市高級人民法院提出抗辯，裁定二零一六年融資租賃協議及擔保無效，並駁回原告的所有申索。

於本報告日期，由於已提起上訴，本公司仍在等待北京市高級人民法院確定聆訊日期。

更多詳情，請參閱本公司日期為二零二一年一月十八日及二零二一年二月四日的公告。

本期間後事項

除本報告所披露者外，自本期間結束後直至本報告日期，概無發生重要事項。

購買、出售或贖回本公司上市證券

本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

有關重大投資、收購及資本資產之未來計劃

除本報告所披露者外，本集團於本期間並無其他有關重大投資、收購及資本資產的計劃。

Other Information 其他資料

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B of the Listing Rules, the changes of information of the Directors subsequent to the date of the Company's 2021 Annual Report are set out below:

On 17 June 2022, Mr. Chen Chengqing (“**Mr. Chen**”) has resigned as (i) the chairman of the Board; (ii) one of the authorised representatives of the Company (the “**Authorised Representative**”) (for the purpose of Rule 3.05 of the Listing Rules); (iii) the chairman of the nomination committee (the “**Nomination Committee**”) of the Company; and (iv) the member of the remuneration committee of the Company. Mr. She Hao, an executive Director, has been appointed as the Authorised Representative, and Mr. Zhang Ruigen, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee, with effect from 17 June 2022.

Further details were disclosed in the announcement of the Company dated 17 June 2022.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to conform to the Core Standards for shareholder protection as set out in the amended Appendix 3 to the Listing Rules which became effective on 1 January 2022, the Board resolved on 29 April 2022 to propose to make amendments (the “**Proposed Amendments**”) to certain provisions/articles in the memorandum and articles of association of the Company. The special resolution approving the Proposed Amendments and the second amended and restated memorandum and articles of association were passed at the annual general meeting held on 8 June 2022.

董事資料變動

根據上市規則第13.51B條，於本公司二零二一年年度報告日期後的董事資料變動如下：

於二零二二年六月十七日，陳成慶先生（「**陳先生**」）已辭任(i)董事會主席；(ii)本公司其中一名法定代表（「**法定代表**」）（就上市規則第3.05條而言）；(iii)本公司提名委員會（「**提名委員會**」）主席；及(iv)本公司薪酬委員會成員。執行董事余昊先生已獲委任為法定代表，獨立非執行董事張瑞根先生已獲委任為提名委員會主席，自二零二二年六月十七日起生效。

進一步詳情披露於本公司日期為二零二二年六月十七日的公告。

修訂組織章程大綱及章程細則

為遵守上市規則經修訂附錄三所載於二零二二年一月一日起生效的股東保障的核心水平，董事會於二零二二年四月二十九日議決建議對本公司組織章程大綱及章程細則的若干條文／細則作出修訂（「**建議修訂**」）。有關批准建議修訂及第二次修訂及重訂之組織章程大綱及章程細則之特別決議案已於二零二二年六月八日舉行的股東週年大會上獲通過。

Other Information 其他資料

For details, please refer to the announcements of the Company dated 29 April 2022 and 8 June 2022 and the circular of the Company dated 29 April 2022.

有關詳情，請參閱本公司日期為二零二二年四月二十九日及二零二二年六月八日之公告以及本公司日期為二零二二年四月二十九日之通函。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving a high standard of corporate governance practice, such that the interests of the Company's shareholders, customers, employees as well as the long term development of the Company can be safeguarded.

遵守企業管治守則

本公司致力達至高水平的企業管治常規，使本公司股東、客戶、員工以及公司長遠發展的利益得以維護。

The Company has complied with the provisions as set out in the Corporate Governance Code ("CG Code") contained in Appendix 14 to the Listing Rules during the six months ended 30 June 2022, except for certain deviations disclosed below:

於截至二零二二年六月三十日止六個月，除下文所披露的若干偏離外，本公司已遵守上市規則附錄十四所載《企業管治守則》（「企業管治守則」）所載條文：

In respect of the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company shall be separated and shall not be performed by the same individual. During the period between 1 January 2022 to 16 June 2022, Mr. Chen Chengqing was the Chairman of the Company and he was also performing the function of chief executive officer of the Company. The Board considered that vesting the roles of Chairman and the CEO in the same person facilitates the execution of the Company's business strategies and maximizes the effectiveness of its operations. On the other hand, there are three independent non-executive Directors in the Board, all of them are independent from the Company and the Board believes that there is a sufficient check and balance in the Board. Therefore, the Board considers the Company has provided sufficient protection to its interests and the interests of its shareholders. The Board shall review the structure from time to time and shall consider appropriate adjustments should suitable circumstances arise.

根據企業管治守則之守則條文第C.2.1條，本公司主席與行政總裁的角色應有所區分，並不應由一人同時兼任。於二零二二年一月一日至二零二二年六月十六日期間，陳成慶先生為本公司主席，彼亦履行本公司行政總裁之職能。董事會認為，由同一人士擔任主席及行政總裁職位，有助本公司執行業務策略，盡量提升其業務運作的效率。另一方面，董事會有三名獨立非執行董事，彼等均獨立於本公司，董事會相信董事會中存在足夠制衡。因此，董事會認為本公司已就其權益及其股東權益取得平衡及提供足夠保障。董事會須不時檢討有關架構，並於適當情況下考慮適當調整。

Other Information

其他資料

Pursuant to code provision C.1.6 of the CG Code, independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. Our non-executive Director, Mr. Xiu Yuan was unable to attend the annual general meeting of the Company held on 8 June 2022 due to other commitments.

AUDIT COMMITTEE

An audit committee has been established by the Company to review the financial reporting process, risk management and internal control systems of the Group. The audit committee of the Company (the “**Audit Committee**”) currently comprises three independent non-executive Directors, namely Mr. Khor Khie Liem Alex, Prof. Zhu Yi Zhun and Mr. Zhang Ruigen. Mr. Khor serves as the chairman of the Audit Committee, who has the professional qualification and experience in financial matters in compliance with the requirements of the Listing Rules.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of the unaudited condensed consolidated interim financial statements of the Group for the Current Period. They considered that the unaudited condensed consolidated interim financial statements of the Group for the Current Period are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been made.

根據企業管治守則之守則條文第C.1.6條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東的意見有公正的了解。我們的非執行董事修遠先生因有其他要務而未能出席本公司於二零二二年六月八日舉行的股東週年大會。

審核委員會

本公司已成立審核委員會，以審閱本集團的財務申報程序、風險管理及內部監控系統。審核委員會（「**審核委員會**」）目前由三名獨立非執行董事許麒麟先生、朱依諄教授及張瑞根先生組成。許先生為本公司審核委員會主席，其具備專業資格及財務事宜經驗，符合上市規則的規定。

審核委員會已與管理層審閱本集團所採納的會計原則及慣例，並討論內部監控及財務報告事宜，包括審閱本集團於本期間的未經審核簡明綜合中期財務報表。彼等認為，本集團本期間的未經審核簡明綜合中期財務報表符合相關會計準則、規則及法規，並已作出適當披露。

Other Information 其他資料

REMUNERATION COMMITTEE

As at the date of this report, the remuneration committee (the “**Remuneration Committee**”) of the Company comprises three independent non-executive Directors, Mr. Khor Khie Liem Alex, Professor Zhu Yi Zhun and Mr. Zhang Ruigen and one executive Director, Professor Zhang Rongqing. Mr. Khor Khie Liem Alex is the chairman of the Remuneration Committee. The Remuneration Committee is responsible for assisting the Board to oversee the Company’s remuneration packages, bonus and other compensation payable to Directors and senior management and establishing a formal and transparent procedure for developing policy on such remuneration.

NOMINATION COMMITTEE

As at the date of this report, the nomination committee (the “**Nomination Committee**”) of the Company comprises three independent non-executive Directors, Mr. Zhang Ruigen, Professor Zhu Yi Zhun and Mr. Khor Khie Liem Alex and one executive Director, Professor Zhang Rongqing. Mr. Zhang Ruigen is the chairman of the Nomination Committee. The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, identifying individuals who are suitably qualified to become a member of the Board, and assessing the independence of the independent non-executive Directors. Having regard to the independence and quality of nominees, the Nomination Committee shall make recommendations to the Board so as to ensure that all nominations are fair and transparent. The Nomination Committee is also responsible for reviewing the succession plan for Directors, in particular the chairman and the chief executive.

薪酬委員會

於本報告日期，本公司的薪酬委員會（「**薪酬委員會**」）由三名獨立非執行董事許麒麟先生、朱依諄教授及張瑞根先生及一名執行董事張榮慶教授組成。許麒麟先生為薪酬委員會主席。薪酬委員會負責協助董事會監督本公司的薪酬待遇、花紅及其他應付予董事及高級管理層的補償，並為制訂該等薪酬政策而設立正式且具透明度的程序。

提名委員會

於本報告日期，本公司的提名委員會（「**提名委員會**」）由三名獨立非執行董事張瑞根先生、朱依諄教授及許麒麟先生及一名執行董事張榮慶教授組成。張瑞根先生為提名委員會主席。提名委員會負責檢討董事會的架構、人數及組成、物色具適合資格出任董事會成員的人選及評核獨立非執行董事的獨立性。經考慮被提名人士的獨立性及品格後，提名委員會須向董事會提供推薦意見，以確保所有提名均為公平及透明。提名委員會亦負責審閱董事繼任計劃，尤其是主席及行政總裁。

Other Information

其他資料

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules, throughout the six months ended 30 June 2022.

PUBLICATION OF INTERIM REPORT

The 2022 interim report containing all the information required by the Listing Rules will be despatched to shareholders as well as made available on the Company's website at www.1889hk.com and the Stock Exchange's website at www.hkexnews.hk respectively in due course.

ACKNOWLEDGEMENT

The Group would like to express its sincere gratitude to the management team and all other employees for their hard work and dedication. Their excellence and commitment are of vital importance in enhancing the Company's sustainability. Finally, the Group would like to take this opportunity to thank our shareholders and all other stakeholders for their continuous support and confidence in us.

On behalf of the Board

SHE HAO

Executive Director

Hong Kong, 31 August 2022

足夠公眾持股量

根據本公司公開資料並就董事所深知，截至二零二二年六月三十日止六個月，根據上市規則的要求，本公司維持足夠公眾持股量。

刊發中期報告

二零二二中期報告(載有上市規則所規定的所有資料)將適時寄發予股東，並將分別載於本公司網站www.1889hk.com及聯交所網站www.hkexnews.hk以供閱覽。

致謝

本集團謹此對管理層團隊及所有其他僱員的努力及熱誠，致以衷心感謝。彼等的卓越表現及承擔對促進本公司的持續發展起著關鍵作用。最後，本集團謹藉此機會感謝各股東及所有其他利益相關者一直以來的鼎力支持及信任。

代表董事會

執行董事

余昊

香港，二零二二年八月三十一日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Six months ended 30 June		
		截至六月三十日止六個月		
		2022	2021	
		二零二二年	二零二一年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
	Notes			
	附註			
Revenue			56,080	28,007
Cost of sales and services rendered			(19,474)	(11,097)
Gross profit			36,606	16,910
Other income and other gain, net			36	111
Distribution costs			(534)	(472)
Administrative and other expenses			(12,691)	(4,184)
Finance costs			(696)	-
Profit before income tax			22,721	12,365
Income tax expenses			(8,180)	(3,530)
Profit for the period			14,541	8,835
Profit for the period attributable to:				
Owners of the Company			8,069	6,277
Non-controlling interests			6,472	2,558
			14,541	8,835
Earnings per share				
Basic (RMB cents)			0.26	0.20
Diluted (RMB cents)			0.26	0.20

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit for the period	期內溢利	14,541	8,835
Other comprehensive loss:	其他全面虧損：		
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後或會重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	(2,066)	(1,178)
Total comprehensive income for the period	期內全面收益總額	12,475	7,657
Attributable to:	以下人士應佔：		
— Owners of the Company	— 本公司擁有人	6,003	5,099
— Non-controlling interests	— 非控股權益	6,472	2,558
		12,475	7,657

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2022

於二零二二年六月三十日

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	8,236	8,854
Right-of-use assets	使用權資產	4,338	4,403
Intangible assets	無形資產	5,401	6,383
Finance lease receivables	融資租賃應收款項	-	102,730
		17,975	122,370
CURRENT ASSETS	流動資產		
Inventories	存貨	1,921	3,654
Trade and other receivables	貿易應收款項及其他應收款項	10 84,838	55,498
Tax recoverable	可收回稅項	89	97
Finance lease receivables	融資租賃應收款項	211,611	112,820
Financial assets at FVPL	按公平值計入損益之金融資產	524	501
Cash and cash equivalents	現金及現金等價物	88,625	16,297
		387,608	188,867
CURRENT LIABILITIES	流動負債		
Trade and other payables	貿易應付款項及其他應付款項	11 85,859	79,516
Tax payables	應付稅項	14,886	10,579
Convertible notes designated as financial liabilities at FVPL	指定為按公平值計入損益之金融負債的可換股票據	12 62,104	-
		162,849	90,095

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表(續)

At 30 June 2022

於二零二二年六月三十日

			30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
		Notes 附註		
NET CURRENT ASSETS	淨流動資產		224,759	98,772
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		242,734	221,142
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債		1,346	1,591
NET ASSETS	淨資產		241,388	219,551
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	13	28,601	28,601
Reserves	儲備		185,835	170,470
Equity attributable to owners of the Company	本公司擁有人應佔權益		214,436	199,071
Non-controlling interests	非控股權益		26,952	20,480
TOTAL EQUITY	總權益		241,388	219,551

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Share option reserve	Special reserve	Statutory surplus reserve	Translation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	特別儲備	盈餘儲備	匯兌儲備	累計虧損	小計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	28,601	1,254,954	1,647	(10,416)	277	1,731	(1,087,899)	188,895	12,630	201,525
Total comprehensive income for the period	期內全面總收益	-	-	-	-	-	(1,178)	6,277	5,099	2,538	7,657
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	28,601	1,254,954	1,647	(10,416)	277	553	(1,081,622)	193,994	15,188	209,182
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	28,601	1,254,954	1,647	(10,416)	838	2,882	(1,079,435)	199,071	20,480	219,551
Recognition of equity-settled share-based payment	確認以權益計算以股份為基礎之付款	-	-	9,362	-	-	-	-	9,362	-	9,362
Total comprehensive income for the period	期內全面總收益	-	-	-	-	-	(2,066)	8,069	6,003	6,472	12,475
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	28,601	1,254,954	11,009	(10,416)	838	816	(1,071,366)	214,436	26,952	241,388

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (Restated) (經重列)	
		Notes 附註		
Net cash from operating activities	經營活動所得 現金淨額		11,932	100,995
Cash flow from investing activities	投資活動所得現金流量			
Refund from intangible assets	無形資產退款		-	28,507
Purchase of property, plant and equipment	購置物業、廠房及設備		-	(20)
Net cash from investing activities	投資活動所得現金淨額		-	28,487
Cash flow from financing activities	融資活動所得現金流量			
Proceeds from issue of convertible notes	發行可換股票據所得款項	12	61,486	-
Net cash from financing activities	融資活動所得現金淨額		61,486	-
Net increase in cash and cash equivalents	現金及現金等價物 增加淨額		73,418	129,482
Cash and cash equivalents at beginning of the reporting period	報告期初現金及現金等價物		16,297	2,630
Effect of foreign exchange rates changes	外匯變動之影響		(1,090)	(10)
Cash and cash equivalents at end of the reporting period	報告期末現金及現金等價物		88,625	132,102
Analysis of the balances of cash and cash equivalents	現金及現金等價物 結餘分析			
Cash and cash equivalents at end of the reporting period	報告期末現金及現金等 價物		88,625	132,102

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION

Sanai Health Industry Group Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 21 March 2006 and registered as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Cayman Companies Law**”) and acts as an investment holding company. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 1 February 2007. The addresses of the registered office of the Company is Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands. The principal place of business of the Company is Unit 5, 7/F., Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries are collectively referred to as “the Group”. The principal activities of the Group are the development, manufacturing, marketing and sales of pharmaceutical products, other general trading (ceased in 2021), provision of finance leasing services and provision of genetic testing and molecular diagnostic services.

The unaudited condensed consolidated financial statements are presented in Renminbi (“**RMB**”), which is the same as the functional currency of the Company and all amounts have been rounded to nearest thousand, unless otherwise stated.

1. 一般資料

三愛健康產業集團有限公司(「**本公司**」)根據開曼群島第22章公司法(「**開曼群島公司法**」)(一九六一年第三條法例，經綜合及修訂)於二零零六年三月二十一日在開曼群島註冊成立及登記為受豁免有限公司並作為投資控股公司行事。其股份於二零零七年二月一日於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地址為Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands。本公司的主要營業地點地址為香港九龍觀塘鴻圖道57號南洋廣場7樓5室。

本公司為一間投資控股公司。本公司及其附屬公司統稱為「**本集團**」。本集團的主要業務為開發、製造、市場推廣及銷售醫藥產品、其他一般貿易(已於二零二一年停止經營)、提供融資租賃服務以及提供基因檢測及分子生物診斷服務。

未經審核簡明綜合財務報表以本公司功能貨幣人民幣(「**人民幣**」)呈列，且除非另有說明，所有金額均約整至最接近的千位數。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The preparation of the unaudited condensed consolidated financial statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The unaudited condensed consolidated financial statements have been prepared on historical basis except for financial assets at fair value through profit or loss (“FVPL”) and convertible notes designated as financial liabilities at FVPL which are stated at fair value.

These unaudited condensed consolidated financial statements should be read in conjunction with the 2021 annual audited financial statements. The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual audited financial statements for the year ended 31 December 2021.

2. 編製基準

未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則的適用披露規定編製。

按照香港會計準則第34號編製未經審核簡明綜合財務報表須由管理層作出判斷、估計及假設，此等判斷、估計及假設會影響會計政策應用及所呈報的資產及負債、收入及支出金額。實際結果或會有別於該等估計。

未經審核簡明綜合財務報表已按歷史基準編製，惟按公平值計入損益(「按公平值計入損益」)之金融資產及指定為按公平值計入損益之金融負債的可換股票據乃按公平值列賬。

該等未經審核簡明綜合財務報表應與二零二一年年度經審核財務報表一併閱讀。編製該等未經審核簡明綜合財務報表所用會計政策及計算方法與截至二零二一年十二月三十一日止年度的年度經審核財務報表所用者貫徹一致。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2022. HKFRSs comprise all applicable individual HKFRSs, HKAS and Interpretations issued by the HKICPA. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current and prior reporting periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團已採納香港會計師公會頒佈的所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)，有關準則與其業務營運有關且於二零二二年一月一日開始的會計年度生效。香港財務報告準則包括香港會計師公會頒佈的所有適用個別香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則不會導致本集團會計政策、本集團綜合財務報表呈列以及當前及過往報告期間所匯報金額出現重大變動。

本集團並無應用已頒佈但未生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟未能確定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the board of the Company (the "Board") (the chief operating decision maker) for the purposes of resources allocation and performance assessment, the Group has presented the following four reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) Pharmaceutical products: development, manufacturing, marketing and sales of pharmaceutical products, sales of pharmaceutical related software and provision of consultancy services;
- (ii) Finance leasing: provision of finance leasing services;
- (iii) Other general trading: trading of goods other than pharmaceutical products (ceased in 2021); and
- (iv) Genetic testing and molecular diagnostic services: provision of genetic testing and molecular diagnostic services.

4. 分部資料

本集團以分部管理業務，而分部則以業務範圍劃分。按與本公司董事會（「董事會」）（主要經營決策者）就資源分配和表現評估作內部報告資料一致的方式，本集團已呈列以下四個可呈報分部。本集團並無將營運分部合併以組成以下可呈報分部。

- (i) 醫藥產品：開發、製造、市場推廣及銷售醫藥產品，銷售醫藥相關軟件以及提供顧問服務；
- (ii) 融資租賃：提供融資租賃服務；
- (iii) 其他一般貿易：買賣醫藥產品以外之商品（已於二零二一年停止經營）；及
- (iv) 基因檢測及分子生物診斷服務：提供基因檢測及分子生物診斷服務。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

Information regarding the Group's reportable segments as provided to the Board for the purposes of resources allocation and assessment of segment performance for the six months ended 30 June 2022 and 2021 is set out below:

For the six months ended 30 June 2022 (Unaudited)

4. 分部資料(續)

截至二零二二年及二零二一年六月三十日止六個月，有關本集團可呈報分部之資料載列如下，該等資料乃提供予董事會以分配資源及評估分部表現：

截至二零二二年六月三十日止六個月(未經審核)

	Pharmaceutical products	Finance leasing	Other general trading	Genetic testing and molecular diagnostic services	Total
	醫藥產品	融資租賃	其他一般貿易	基因檢測及分子生物診斷服務	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Reportable segment revenue from external customers	來自外部客戶之可呈報分部收益	46,758	6,502	-	2,820	56,080
Reportable segment profit	可呈報分部溢利	25,588	5,859	-	1,092	32,539

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

For the six months ended 30 June 2021 (Unaudited)

4. 分部資料(續)

截至二零二一年六月三十日止六個月(未經審核)

	Pharmaceutical products	Finance leasing	Other general trading	Genetic testing and molecular diagnostic services	Total
	醫藥產品	融資租賃	其他一般貿易	基因檢測及分子生物診斷服務	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment revenue from external customers	16,112	7,002	2,306	2,587	28,007
Reportable segment profit/(loss)	7,288	6,687	(111)	500	14,364

There are no inter-segment sales for the six-month periods ended 30 June 2022 and 2021.

The measure used for reporting segment profit/(loss) is earnings and losses of each segment without allocation of other income and other gain, net, central administration costs and other operating expenses and finance costs.

截至二零二二年及二零二一年六月三十日止六個月期間並無分部間銷售。

用作計量呈報分部溢利/(虧損)的項目為各分部的盈利及虧損，並無分配其他收入及其他收益淨額、中央行政成本及其他運營開支及財務成本。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

(i) Revenue from external customers

The following sets out information about the geographical location of the Group's revenue from external customers, based on the location at which the services were provided or the goods delivered.

4. 分部資料(續)

(i) 來自外部客戶之收益

下表載列有關本集團來自外部客戶之收益的所在地區之資料。客戶所在地區按提供服務或貨品付運地點劃分。

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong	香港	2,820	2,587
The People's Republic of China (the "PRC")	中華人民共和國 (「中國」)	53,260	25,420
Total	總計	56,080	28,007

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

(ii) Reconciliation of reportable segment profit or loss:

4. 分部資料(續)

(ii) 可呈報分部損益對賬：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Total reportable segment profit derived from the Group's external customers	來自本集團外部客戶之可呈報分部溢利總額	32,539	14,364
Other income and other gain, net	其他收入及其他收益淨額	36	111
Unallocated head office and corporate expenses	未分配總辦事處及公司開支		
— staff cost (including director's emoluments)	— 員工成本 (包括董事酬金)	(1,316)	(953)
— equity-settled share-based payment expenses	— 以權益結算以股份為基礎之付款開支	(9,362)	—
— change in fair value of convertible notes designated as financial liabilities at FVPL	— 指定為按公平值計入損益之金融負債的可換股票據之公平值變動	(600)	—
— exchange gain	— 匯兌收益	4,957	837
— others	— 其他	(2,837)	(1,994)
— finance costs	— 財務成本	(696)	—
Consolidated profit before income tax for the period	期內除所得稅前綜合溢利	22,721	12,365

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

(ii) Reconciliation of reportable segment profit or loss: (Continued)

The following table presents segment assets and segment liabilities of the Group's operating segments at 30 June 2022 and 31 December 2021:

At 30 June 2022 (Unaudited)

4. 分部資料(續)

(ii) 可呈報分部損益對賬：(續)

下表載列於二零二二年六月三十日及二零二一年十二月三十一日本集團經營分部的分部資產及分部負債：

於二零二二年六月三十日(未經審核)

	Pharmaceutical products	Finance leasing	Genetic testing and molecular diagnostic services	Total
	醫藥產品	融資租賃	基因檢測及分子生物診斷服務	總額
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	104,353	225,194	5,758	335,305
Reportable segment liabilities	(63,744)	(9,736)	(4,057)	(77,537)

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

(ii) Reconciliation of reportable segment profit or loss: (Continued)

At 31 December 2021 (Audited)

4. 分部資料(續)

(ii) 可呈報分部損益對賬：(續)

於二零二一年十二月三十一日(經審核)

	Pharmaceutical products	Finance leasing	Genetic testing and molecular diagnostic services 基因檢測及分子生物 診斷服務	Total
	醫藥產品 RMB'000 人民幣千元	融資租賃 RMB'000 人民幣千元	RMB'000 人民幣千元	總額 RMB'000 人民幣千元
Reportable segment assets	75,489	216,441	1,744	293,674
Reportable segment liabilities	(46,726)	(9,792)	(3,101)	(59,619)

Segment assets include all tangible assets, intangible assets and current assets with the exception of financial assets at FVPL, deferred tax assets and other corporate assets. Segment liabilities include trade and other payables attributable to the activities of the individual segments.

No non-current assets information is presented for the Group's geographical location, as over 90% of the Group's non-current assets are located in the PRC.

分部資產包括所有有形資產、無形資產及流動資產，惟按公平值計入損益之金融資產、遞延稅項資產及其他公司資產除外。分部負債包括個別分部活動應佔之貿易應付款項及其他應付款項。

本集團並無呈列有關非流動資產的地區資料，因本集團超過90%的非流動資產位於中國。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

5. REVENUE

The amount of each significant category of revenue recognised during the period are as follows:

5. 收益

期內確認之各重大類別之收益金額如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue from contracts with customers	來自客戶合約之收益		
Sales of goods	銷售貨品		
— Pharmaceutical products	— 醫藥產品	46,758	16,112
— Other goods for general trading	— 其他一般貿易貨品	—	2,306
Provision of genetic services and molecular diagnostic services	提供基因檢測及分子生物診斷服務	2,820	2,587
		49,578	21,005
Revenue from other sources	來自其他來源之收益		
Finance leasing interest income	融資租賃利息收入	6,502	7,002
		56,080	28,007

The revenue from contracts with customers of the Group during the six months ended 30 June 2022 and 2021 are recognised at a point in time within HKFRS 15.

截至二零二二年及二零二一年六月三十日止六個月，本集團香港財務報告準則第15號內來自客戶合約之收益於某一時間點確認。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

6. PROFIT FOR THE PERIOD

Profit for the period is arrived at after charging:

6. 期內溢利

期內溢利已扣除以下各項：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Finance costs	財務成本		
Interest expenses on convertible notes	可換股票據之利息開支	696	-
Other items	其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	486	450
Amortisation of intangible assets	無形資產攤銷	985	985
Loss on financial assets at FVPL	按公平值計入損益之金融資產的虧損	-	7
Change in fair value of convertible notes designated as financial liabilities at FVPL (Note 12)	指定為按公平值計入損益之金融負債的可換股票據之公平值變動(附註12)	600	-
Expenses related to short-term leases	與短期租賃有關之開支	146	135
Equity-settled share-based payment expenses (Note 14)	以權益結算以股份為基礎之付款開支(附註14)	9,362	-
Cost of inventories	存貨成本	16,858	8,647

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

7. INCOME TAX EXPENSES

7. 所得稅開支

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax	當期稅項		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅 ("企業所得稅")	8,425	3,775
Deferred taxation	遞延稅項	(245)	(245)
		8,180	3,530

For the PRC subsidiaries of the Group, PRC EIT is calculated at 25% in accordance with the relevant laws and regulations in the PRC for the six months ended 30 June 2022 and 2021.

Hong Kong Profits Tax has been provided at a rate of 16.5% on the estimated assessable profits for the six months ended 30 June 2022 and 2021. No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2022 and 2021 as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2022 and 2021.

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

就本集團中國附屬公司而言，截至二零二二年及二零二一年六月三十日止六個月，中國企業所得稅乃根據中國相關法律及法規按25%的稅率計算。

香港利得稅撥備乃根據截至二零二二年及二零二一年六月三十日止六個月估計應課稅溢利按16.5%的稅率計提。截至二零二二年及二零二一年六月三十日止六個月概無就香港利得稅計提撥備，原因為本集團截至二零二二年及二零二一年六月三十日止六個月於香港概無產生任何應課稅溢利。

根據開曼群島之規則及規例，本集團毋須繳付任何開曼群島所得稅。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

8. DIVIDENDS

The directors do not recommend the payment of any dividend for the six months ended 30 June 2022 and 2021.

8. 股息

董事不建議就截至二零二二年及二零二一年六月三十日止六個月派付任何股息。

9. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to the owners of the Company are based on the following data:

9. 每股盈利

本公司擁有人應佔每股基本盈利乃根據以下數據計算：

Six months ended 30 June	
截至六月三十日止六個月	
2022	2021
二零二二年	二零二一年
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Earnings attributable to the owners of the Company used in calculating basic earnings per share

計算每股基本盈利所用之本公司擁有人應佔盈利

8,069

6,277

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

9. EARNINGS PER SHARE (Continued) 9. 每股盈利(續)

Number of shares 股份數目	'000 千股	'000 千股	
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利的普通股加權平均數	3,067,223	3,067,223
Basic earnings per share (in RMB cents per share)	每股基本盈利(以每股人民幣分計)	0.26	0.20

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue for the six months ended 30 June 2022 and 2021.

For the six months ended 30 June 2022, the computation of diluted earnings per share did not assume the conversion of all outstanding convertible notes issued by the Company and the exercise of the outstanding share options since the assumed conversion would result in increase in earnings per share and the exercise price per share option was higher than the average share price of the Company for the period, respectively.

每股基本盈利乃按本公司擁有人應佔溢利除以截至二零二二年及二零二一年六月三十日止六個月已發行普通股的加權平均數計算得出。

截至二零二二年六月三十日止六個月，每股攤薄盈利之計算並無假設本公司發行的所有尚未行使可換股票據獲兌換及行使尚未行使購股權，因為假設兌換會分別導致每股盈利增加及每份購股權的行使價高於本公司期內平均股價。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

9. EARNINGS PER SHARE (Continued)

For the six months ended 30 June 2021, the computation of diluted earnings per share did not assume the exercise of the outstanding share options since the exercise price per share option was higher than the average share price of the Company for the period.

The diluted earnings per share is the same as the basic earnings per share for the six months ended 30 June 2022 and 2021.

9. 每股盈利(續)

截至二零二一年六月三十日止六個月，每股攤薄盈利之計算並無假設行使尚未行使購股權，原因為每份購股權的行使價高於本公司期內平均股價。

截至二零二二年及二零二一年六月三十日止六個月之每股攤薄盈利與每股基本盈利相同。

10. TRADE AND OTHER RECEIVABLES

10. 貿易應收款項及其他應收款項

	At 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables (net of loss allowance)	70,632	34,490
Other receivables	9,795	6,727
Amount due from a related company	2	2
Prepayments and deposits	3,034	12,964
Other PRC tax receivables	1,375	1,315
	84,838	55,498

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

10. TRADE AND OTHER RECEIVABLES (Continued)

The Group normally grants credit terms of 30 to 180 days (31 December 2021: 30 to 180 days) to its customers. Included in trade and other receivables are trade receivables (net of loss allowance) of approximately RMB70,632,000 (31 December 2021: approximately RMB34,490,000) and their ageing analysis at the end of the reporting period, presented based on the invoice date and net of loss allowance is as follows:

10. 貿易應收款項及其他應收款項 (續)

本集團一般向其客戶授出30至180日(二零二一年十二月三十一日:30至180日)的信貨期。貿易應收款項及其他應收款項當中包含貿易應收款項(扣除虧損撥備)約人民幣70,632,000元(二零二一年十二月三十一日:約人民幣34,490,000元)。於報告期末按發票日期及扣除虧損撥備後呈列的賬齡分析如下:

		At 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 30 days	30日內	28,315	6,466
31 to 60 days	31至60日	12,763	3,688
61 to 90 days	61至90日	8,372	3,079
91 to 120 days	91至120日	4,520	4,982
121 to 365 days	121至365日	16,362	15,609
Over 365 days	超過365日	300	666
		70,632	34,490

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

11. TRADE AND OTHER PAYABLES

11. 貿易應付款項及其他應付款項

		At 30 June 2022	At 31 December 2021
		於二零二二年 六月三十日	於二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	貿易應付款項	25,335	12,627
Payroll and welfare payables	應付薪金及福利	3,208	2,913
Accrued expenses	應計費用	3,847	4,093
Other payables	其他應付款項	49,911	50,938
Other PRC tax payables	其他中國應付稅項	1,908	2,724
Contract liabilities	合約負債	523	421
Deposits received	已收按金	409	5,800
Accrued interest expenses on convertible notes	可換股票據應計利息開支	718	-
		85,859	79,516

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

11. TRADE AND OTHER PAYABLES (Continued)

Included in trade and other payables are trade payables of approximately RMB25,335,000 (31 December 2021: approximately RMB12,627,000) and their ageing analysis of trade payables, presented based on the invoice date is as follows:

11. 貿易應付款項及其他應付款項 (續)

貿易應付款項及其他應付款項當中包含貿易應付款項約人民幣25,335,000元(二零二一年十二月三十一日:約人民幣12,627,000元),按發票日期呈列的貿易應付款項賬齡分析如下:

		At 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 30 days	30日內	6,220	140
31 to 60 days	31至60日	6,328	5,916
61 to 90 days	61至90日	4,847	902
91 to 120 days	91至120日	3,176	2,486
121 to 365 days	121至365日	2,586	591
Over 365 days	超過365日	2,178	2,592
		25,335	12,627

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

12. CONVERTIBLE NOTES

On 13 January 2022, the Company, Fujian Sanai Biotechnology Limited* (福建三愛生物科技有限公司) and Fujian Zhixin Medicine Co., Limited* (福建至信醫藥有限公司), both being indirect wholly-owned subsidiaries of the Company (as obligors) and two independent third parties being Mr. Zhi Shao Huan (支紹環) and Mr. Jiang Heng Guang (蔣恒光) (as subscribers) entered into the subscription agreement, pursuant to which, on the terms and subject to the condition therein, the Company has agreed to issue, and the subscribers have agreed to subscribe for, the convertible notes in the aggregate principal amount of HK\$72,000,000 (equivalent to approximately RMB61,486,000) at the conversion price of HK\$0.119 per share (subject to adjustment).

Convertible notes with coupon interest rate of 3% per annum payable semi-annually in arrears will be matured on the first anniversary of the issue date.

12. 可換股票據

於二零二二年一月十三日，本公司、本公司間接全資附屬公司福建三愛生物科技有限公司及福建至信醫藥有限公司(作為債務人)及兩名獨立第三方支紹環先生及蔣恒光先生(作為認購人)訂立認購協議，據此，根據當中條款及受其條件所限，本公司同意發行而該等認購人同意認購本金總額為72,000,000港元(相當於約人民幣61,486,000元)的可換股票據，換股價為每股股份0.119港元(可予調整)。

可換股票據將於發行日期起計第一個週年到期，票面年利率為3%，須每半年支付一次。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

12. CONVERTIBLE NOTES (Continued)

On 9 February 2022, convertible notes with an aggregate principal amount of HK\$72,000,000 (equivalent to approximately RMB61,486,000) was successfully issued.

Details of above have been disclosed in the Company's announcements dated 13 January 2022, 26 January 2022, 31 January 2022 and 9 February 2022.

The convertible notes were recognised as financial liabilities designated upon initial recognition at FVPL.

12. 可換股票據(續)

於二零二二年二月九日，本金總額為72,000,000港元(相當於約人民幣61,486,000元)的可換股票據已成功發行。

上述有關詳情已披露於本公司日期為二零二二年一月十三日、二零二二年一月二十六日、二零二二年一月三十一日及二零二二年二月九日之公告。

可換股票據於初始確認時確認為指定為按公平值計入損益之金融負債。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

12. CONVERTIBLE NOTES (Continued)

12. 可換股票據(續)

		Convertible notes 可換股票據 RMB'000 人民幣千元 (Unaudited) (未經審核)
Issue of convertible notes	發行可換股票據	61,486
Change in fair value charged to profit or loss	於損益扣除的公平值變動	600
Exchange realignment	匯兌調整	18
Carrying amount at 30 June 2022	於二零二二年六月三十日之賬面值	<u>62,104</u>

The fair value of the convertible notes is equal to the summation of the fair value of the liability component and conversion option component, calculated by using discounted cash flows and Binomial Option Pricing Model, respectively.

The fair value of the convertible notes at issue date and at 30 June 2022 were determined with reference to a professional valuation conducted by an independent professional valuer and were categorised into the level 3 fair value hierarchy as defined in HKFRS 13.

可換股票據之公平值等於負債部分與轉換期權部分分別按貼現現金流量及二項式購股權定價模型計算之公平值總和。

可換股票據於發行日期及於二零二二年六月三十日之公平值乃經參考獨立專業估值師進行的專業估值而釐定，並分類為香港財務報告準則13號所界定的公平值層級第三層級。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

12. CONVERTIBLE NOTES (Continued)

Major parameters adopted in the calculation of the fair values of the convertible notes at issue date and at 30 June 2022 are summarised below:

12. 可換股票據(續)

計算可換股票據於發行日期及於二零二二年六月三十日公平值所採納之主要參數概列如下：

		At issue date	At 30 June 2022
		於發行日期 (Unaudited) (未經審核)	於二零二二年 六月三十日 (Unaudited) (未經審核)
Share price	股價	HK\$0.083 港元	HK\$0.091 港元
Share price volatility	股價波幅	100.21%	133.13%
Risk-free interest rate	無風險利率	0.41%	2.18%
Dividend yield	股息率	0.00%	0.00%
Discount rate	貼現率	2.85%	4.78%
Period	期間	1 year 年	0.65 year 年

The significant unobservable input used in the fair value measurement of the convertible notes at 30 June 2022 is expected share price volatility. The fair value measurement is positively correlated to the expected share price volatility. An increase in the expected share price volatility, with all other variables held constant, would result in increase in fair value of the convertible notes at 30 June 2022 and decrease in the Group's profit for the six months ended 30 June 2022.

The reconciliation of level 3 fair value measurements of the convertible notes is set out above.

可換股票據於二零二二年六月三十日之公平值計量中所用之重大不可觀察輸入數據為預期股價波幅。公平值計量與預期股價波幅呈正比關係。倘所有其他變數維持不變，預期股價波幅調高將導致可換股票據於二零二二年六月三十日之公平值增加，並使本集團截至二零二二年六月三十日止六個月的溢利減少。

可換股票據的第三層級公平值計量之對賬載於上文。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

13. SHARE CAPITAL

13. 股本

	Number of ordinary shares 普通股數目 (“000) (千股)	Amount 金額 HK\$'000 千港元
Authorised:		
Ordinary shares of HK\$0.01 each		
At 1 January 2021 (Audited),		
30 June 2021 (Unaudited),		
1 January 2022 (Audited) and		
30 June 2022 (Unaudited)	10,000,000	100,000
法定：		
每股面值0.01港元的普通股		
於二零二一年一月一日		
(經審核)、二零二一年		
六月三十日(未經審核)、		
二零二二年一月一日		
(經審核)及二零二二年		
六月三十日(未經審核)		
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
At 1 January 2021 (Audited),		
30 June 2021 (Unaudited),		
1 January 2022 (Audited) and		
30 June 2022 (Unaudited)	3,067,223	30,672
已發行及繳足：		
每股面值0.01港元的普通股		
於二零二一年一月一日		
(經審核)、二零二一年		
六月三十日(未經審核)、		
二零二二年一月一日		
(經審核)及二零二二年		
六月三十日(未經審核)		
Shown in the condensed consolidated financial statements at 1 January 2021 (Audited), 30 June 2021 (Unaudited), 1 January 2022 (Audited) and 30 June 2022 (Unaudited)	於二零二一年一月一日(經審核)、二零二一年六月三十日(未經審核)、二零二二年一月一日(經審核)及二零二二年六月三十日(未經審核)之簡明綜合財務報表所列	28,601

RMB'000
人民幣千元

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

14. SHARE OPTION SCHEMES

On 29 April 2022, the Company granted a total of 174,000,000 share options at an exercise price of HK\$0.084 per share of the Company to certain eligible participants (the “Grantees”), of which 73,000,000 share options were granted to the executive and non-executive directors of the Company, pursuant to the share option scheme of the Company adopted on 16 June 2017.

The fair value of share options granted to the Grantees on 29 April 2022 are approximately HK\$0.065 per option, which are calculated using a Binomial Option Pricing Model by an independent professional valuer with the following key inputs:

	At grant date
	於授出日期
	(unaudited)
	(未經審核)
Share price	HK\$0.078
Exercise price	HK\$0.084
Expected volatility	83.70%
Risk-free rate	2.82%
Dividend yield	0.00%

During the six months ended 30 June 2022, with reference to the fair value of the share options granted, the Group recognised approximately RMB9,362,000 (six months ended 30 June 2021: Nil) as equity-settled share-based payment expenses.

Details of the Company’s share option scheme and movement of the Company’s share options during the six months ended 30 June 2022 are disclosed in section headed “Share Option Scheme” of this report.

14. 購股權計劃

於二零二二年四月二十九日，本公司根據本公司於二零一七年六月十六日採納之購股權計劃，按行使價每股本公司股份0.084港元向若干合資格參與者（「承授人」）授出合共174,000,000份購股權，其中73,000,000份購股權授予本公司執行及非執行董事。

於二零二二年四月二十九日授予承授人的購股權的公平值約為每份購股權0.065港元，其由獨立專業估值師採用二項式購股權定價模型計算，主要輸入數據如下：

於截至二零二二年六月三十日止六個月，本集團參考已授出購股權的公平值確認以權益結算以股份為基礎之付款開支約人民幣9,362,000元（截至二零二一年六月三十日止六個月：無）。

有關本公司購股權計劃及本公司截至二零二二年六月三十日止六個月之購股權變動之詳情披露於本報告「購股權計劃」一節。

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

未經審核簡明綜合財務報表附註(續)

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

15. MATERIAL RELATED PARTY TRANSACTIONS

The details of remuneration of key management personnel, representing amounts paid to the directors of the Company during the six months ended 30 June 2022 and 2021, are set out as follows:

15. 重大關連方交易

截至二零二二年及二零二一年六月三十日止六個月期間的主要管理人員薪酬(即向本公司董事支付的金額)詳情載列如下:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term employee benefits	短期僱員福利	770	840
Equity-settled share-based payment expenses	以權益結算以股份為基礎之付款開支	3,928	-



Sanai Health Industry Group Company Limited
三愛健康產業集團有限公司