



華控康泰集團有限公司 Kontafarma China Holdings Limited

(前稱為「同方康泰產業集團有限公司」 Formerly known as "Tongfang Kontafarma Holdings Limited")
(於開曼群島註冊成立之有限公司) (Incorporated in the Cayman Islands with limited liability)
(股份代號 Stock Code: 1312)

2022



中期業績報告 INTERIM REPORT



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公司資料 CORPORATE INFORMATION

董事會

BOARD OF DIRECTORS

執行董事

Executive Directors

白平彥，主席
柴宏杰
黃俞，行政總裁
蔣朝文，首席執行官

Bai Pingyan, *Chairman*
Chai Hongjie
Huang Yu, *President*
Jiang Chaowen, *Chief Executive Officer*

獨立非執行董事

Independent Non-Executive Directors

陳思聰
張瑞彬
張俊喜

Chan Sze Chung
Zhang Ruibin
Zhang Junxi Jack

執行委員會

EXECUTIVE COMMITTEE

白平彥，主席
柴宏杰
黃俞
蔣朝文

Bai Pingyan, *Chairman*
Chai Hongjie
Huang Yu
Jiang Chaowen

審核委員會

AUDIT COMMITTEE

陳思聰，主席
張瑞彬
張俊喜

Chan Sze Chung, *Chairman*
Zhang Ruibin
Zhang Junxi Jack

薪酬委員會

REMUNERATION COMMITTEE

張瑞彬，主席
陳思聰
張俊喜

Zhang Ruibin, *Chairman*
Chan Sze Chung
Zhang Junxi Jack

提名委員會

NOMINATION COMMITTEE

白平彥，主席
陳思聰
張瑞彬
張俊喜

Bai Pingyan, *Chairman*
Chan Sze Chung
Zhang Ruibin
Zhang Junxi Jack

公司資料 CORPORATE INFORMATION

風險管理委員會

張俊喜·主席
蔣朝文
陳思聰
張瑞彬

RISKS MANAGEMENT COMMITTEE

Zhang Junxi Jack, *Chairman*
Jiang Chaowen
Chan Sze Chung
Zhang Ruibin

股份交易委員會

白平彥·主席
柴宏杰
黃俞
蔣朝文

SHARE DEALING COMMITTEE

Bai Pingyan, *Chairman*
Chai Hongjie
Huang Yu
Jiang Chaowen

投資委員會

白平彥·主席
陳思聰
張瑞彬

INVESTMENT COMMITTEE

Bai Pingyan, *Chairman*
Chan Sze Chung
Zhang Ruibin

主要往來銀行

香港

富邦銀行(香港)有限公司
中國銀行(香港)有限公司
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司

PRINCIPAL BANKERS

Hong Kong

Fubon Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

中國內地

北京銀行股份有限公司
招商銀行股份有限公司
中國建設銀行股份有限公司
中國光大銀行股份有限公司

Mainland China

Bank of Beijing Co., Ltd.
China Merchants Bank Co., Ltd.
China Construction Bank Corporation
China Everbright Bank Co., Ltd.

新加坡

大華銀行有限公司

Singapore

United Overseas Bank Limited

公司資料 CORPORATE INFORMATION

註冊辦事處

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

REGISTERED OFFICE

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

總辦事處及主要營業地點

香港灣仔港灣道30號
新鴻基中心12A樓12A09至12A20室
電話 : 2731 6500
傳真 : 2731 6599
電郵 : info@kontafarma.com.hk

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 12A09–12A20, 12A/F, Sun Hung Kai Centre
30 Harbour Road, Wanchai, Hong Kong
Tel. : 2731 6500
Fax : 2731 6599
E-mail : info@kontafarma.com.hk

股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL SHARE REGISTRAR

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
夏慤道16號
遠東金融中心17樓

BRANCH SHARE REGISTRAR IN HONG KONG

Tricor Secretaries Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

首席財務長及公司秘書

司徒敏慧

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Si Tou Man Wai

獨立核數師

香港立信德豪會計師事務所有限公司

INDEPENDENT AUDITOR

BDO Limited

公司資料 CORPORATE INFORMATION

律師

陳馮吳律師事務所與世澤律師事務所聯營
毅柏律師事務所
趙國賢律師事務所

股份代號

1312

網站

<http://www.kontafarma.com.hk>

SOLICITORS

CFN Lawyers in association with Broad & Bright
Appleby
Wellington Legal

STOCK CODE

1312

WEBSITES

<http://www.kontafarma.com.hk>

簡明綜合損益及其他全面收益表

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
	附註 NOTES		
持續經營業務	Continuing operations		
收入	Revenue	5	451,085
銷售及服務成本	Cost of sales and services		(183,610)
毛利	Gross profit		267,475
其他收入	Other income	6	14,719
其他收益及虧損	Other gains and losses		(973)
預期信貸虧損模式下確認 之減值虧損淨額	Impairment losses recognised under expected credit loss model, net	7	(33,665)
分銷及銷售費用	Distribution and selling expenses		(234,213)
行政費用	Administrative expenses		(62,386)
其他費用	Other expenses		(9,110)
融資成本	Finance costs	8	(12,339)
除稅前虧損	Loss before taxation		(70,492)
稅項	Taxation	9	3,022
持續經營業務本期間虧損	Loss for the period from continuing operations	10	(67,470)
已終止經營業務	Discontinued operation		
已終止經營業務本期間溢利	Profit for the period from discontinued operation	11	32,384
本期間虧損	Loss for the period		(35,086)
其他全面(支出)收益：	Other comprehensive (expense) income:		
隨後不會重新分類至損益賬 之項目： 兌換呈列貨幣產生之匯兌 差額	Item that will not be reclassified subsequently to profit or loss: Exchange difference arising on translation to presentation currency		(29,005)
隨後可能重新分類至損益賬 之項目： 兌換海外業務產生之匯兌 差額	Item that may be reclassified subsequently to profit or loss: Exchange difference arising on translation of foreign operations		5,841
本期間其他全面(支出)收益	Other comprehensive (expense) income for the period		(23,164)
本期間全面支出總額	Total comprehensive expense for the period		(58,250)

簡明綜合損益及其他全面收益表

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
		附註 NOTE	
本期間(虧損)溢利應佔方：	(Loss) profit for the period attributable to:		
本公司股東	Owners of the Company		
— 來自持續經營業務	— from continuing operations	(51,154)	(89,182)
— 來自已終止經營業務	— from discontinued operation	19,976	13,679
		(31,178)	(75,503)
非控股權益	Non-controlling interests		
— 來自持續經營業務	— from continuing operations	(16,316)	(4,788)
— 來自已終止經營業務	— from discontinued operation	12,408	7,127
		(3,908)	2,339
本期間虧損總額	Total loss for the period	(35,086)	(73,164)
本期間全面(支出)收益總額應佔方：	Total comprehensive (expense) income for the period attributable to:		
本公司股東	Owners of the Company	(49,010)	(65,973)
非控股權益	Non-controlling interests	(9,240)	5,156
		(58,250)	(60,817)
		港仙 HK cent	港仙 HK cent (重列) (Re-presented)
每股(虧損)盈利	(Loss) earnings per share	12	
基本	Basic		
— 來自持續經營業務	— from continuing operations	(0.92)	(1.60)
— 來自已終止經營業務	— from discontinued operation	0.36	0.25
		(0.56)	(1.35)
攤薄	Diluted		
— 來自持續經營業務	— from continuing operations	不適用 N/A	(1.60)
— 來自已終止經營業務	— from discontinued operation	不適用 N/A	0.25
		不適用 N/A	(1.35)

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二二年六月三十日

At 30 June 2022

			於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
	附註 NOTES			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	14	415,842	520,681
使用權資產	Right-of-use assets	15	486,096	589,242
投資物業	Investment properties		4,416	4,704
商譽	Goodwill	16	302,353	358,782
無形資產	Intangible assets		277,399	277,795
於一間聯營公司之權益	Interest in an associate		—	—
遞延稅項資產	Deferred tax assets		169	232
租金按金	Rental deposits		22,479	25,747
合約成本	Contract costs		629	908
			1,509,383	1,778,091
流動資產	Current assets			
生物資產	Biological assets		—	17,044
存貨	Inventories		114,378	112,146
應收貿易款項	Trade receivables	18	118,550	139,946
合約成本	Contract costs		4,686	5,048
其他應收款項、按金及預付款項	Other receivables, deposits and prepayments		50,491	75,632
其他投資	Other investments	19	20,000	16,000
中介控股公司欠款	Amounts due from intermediate holding companies	26(e)(i)	19	290
一間聯營公司欠款	Amount due from an associate	26(d)	128,228	145,803
其他關聯方欠款	Amounts due from other related parties	26(c)	93,913	94,608
受限制銀行存款	Restricted bank deposits	20	6,911	6,205
現金及現金等價物	Cash and cash equivalents		133,178	167,962
			670,354	780,684
分類為持作出售之資產	Assets classified as held-for-sale	4	279,358	—
			949,712	780,684

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二二年六月三十日
At 30 June 2022

		附註 NOTES	於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
流動負債	Current liabilities			
應付貿易款項及票據	Trade and bills payables	21	26,622	39,269
其他應付款項及已收按金	Other payables and deposits received		123,302	119,905
欠一間中介控股公司款項	Amount due to an intermediate holding company	26(e)(ii)	74,684	2,446
欠其他關聯方款項	Amounts due to other related parties	26(c)	104,603	113,035
稅項負債	Tax liabilities		27,563	28,089
一年內到期之銀行借貸	Bank borrowings due within one year	22	175,539	226,705
遞延收入	Deferred income		231	242
合約負債	Contract liabilities		76,917	92,995
租賃負債	Lease liabilities	15	71,431	79,879
			680,892	702,565
與分類為持作出售之資產 直接相關之負債	Liabilities directly associated with assets classified as held-for-sale	4	62,296	—
			743,188	702,565
流動資產淨額	Net current assets		206,524	78,119
總資產減流動負債	Total assets less current liabilities		1,715,907	1,856,210
股本及儲備	Capital and reserves			
股本	Share capital	23	11,177	11,177
股份溢價及儲備	Share premium and reserves		1,131,831	1,180,841
本公司股東應佔權益	Equity attributable to owners of the Company		1,143,008	1,192,018
非控股權益	Non-controlling interests		136,526	145,766
權益總額	Total equity		1,279,534	1,337,784
非流動負債	Non-current liabilities			
一年後到期之銀行借貸	Bank borrowings due after one year	22	24,914	17,097
遞延稅項	Deferred taxation		60,883	67,257
復原成本撥備	Provision for reinstatement cost		12,509	14,252
遞延收入	Deferred income		23,967	14,550
租賃負債	Lease liabilities	15	314,100	405,270
			436,373	518,426
			1,715,907	1,856,210

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

		本公司股東應佔 Attributable to owners of the Company											
		股本	股份溢價	為股份獎勵計劃 持有之股份	以股份為基礎之 僱員補償儲備	匯兌儲備	特別儲備	資本儲備	其他儲備	保留溢利	總額	非控股權益	權益總額
		Share capital	Share premium	Shares held for share award scheme	Employee share-based compensation reserve	Translation reserve	Special reserve	Capital reserve	Other reserves	Retained profits	Total	Non- controlling interests	Total equity
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零二一年一月一日 (經審核)	At 1 January 2021 (audited)	11,177	1,523,949	(4,854)	1,038	3,713	(392,735)	28,457	(65,104)	108,545	1,214,186	139,571	1,353,757
本期間(虧損)溢利	(Loss) profit for the period	—	—	—	—	—	—	—	—	(75,503)	(75,503)	2,339	(73,164)
兌換呈列貨幣產生之 匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	7,714	—	—	—	—	7,714	2,141	9,855
兌換海外業務產生之匯兌差額	Exchange difference arising on translation of foreign operations	—	—	—	—	1,816	—	—	—	—	1,816	676	2,492
本期間全面(支出)收益總額	Total comprehensive (expense) income for the period	—	—	—	—	9,530	—	—	—	(75,503)	(65,973)	5,156	(60,817)
已派付予非控股權益的股息	Dividend distributed to non-controlling interest	—	—	—	—	—	—	—	—	—	—	(14,610)	(14,610)
收購一間附屬公司額外權益	Acquisition of additional interest in a Subsidiary	—	—	—	—	—	—	—	(22,385)	—	(22,385)	(10,940)	(33,325)
於二零二一年六月三十日 (未經審核)	At 30 June 2021 (unaudited)	11,177	1,523,949	(4,854)	1,038	13,243	(392,735)	28,457	(87,489)	33,042	1,125,828	119,177	1,245,005
於二零二二年一月一日 (經審核)	At 1 January 2022 (audited)	11,177	1,523,949	(4,854)	—	18,978	(392,735)	28,457	(87,489)	94,535	1,192,018	145,766	1,337,784
本期間虧損	Loss for the period	—	—	—	—	—	—	—	—	(31,178)	(31,178)	(3,908)	(35,086)
兌換呈列貨幣產生之 匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	(22,164)	—	—	—	—	(22,164)	(6,841)	(29,005)
兌換海外業務產生之匯兌差額	Exchange difference arising on translation of foreign operations	—	—	—	—	4,332	—	—	—	—	4,332	1,509	5,841
本期間全面支出總額	Total comprehensive expense for the period	—	—	—	—	(17,832)	—	—	—	(31,178)	(49,010)	(9,240)	(58,250)
於二零二二年六月三十日 (未經審核)	At 30 June 2022 (unaudited)	11,177	1,523,949	(4,854)	—	1,146	(392,735)	28,457	(87,489)	63,357	1,143,008	136,526	1,279,534

簡明綜合現金流動表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

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

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
營運業務所用之現金淨額	Net cash used in operating activities		
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	67,710	56,724
應收貿易款項(增加)減少	(Increase) decrease in trade receivables	(66,847)	24,534
應付貿易款項及票據減少	Decrease in trade and bills payables	(1,814)	(7,470)
其他經營現金流量	Other operating cash flows	(14,996)	(74,600)
		(15,947)	(812)
投資業務產生(所用)之現金淨額	Net cash generated from (used in) investing activities		
已收利息	Interest received	1,304	1,585
出售物業、廠房及設備之所得款項	Proceeds from disposal of property, plant and equipment	231	15
贖回其他投資之所得款項	Proceeds from redemption of other investment	16,000	20,473
添置無形資產	Addition of intangible assets	(5,657)	(15,394)
退還土地使用權之訂金	Refund of deposit for land use right	—	15,471
支付土地使用權	Payment of land use right	—	(26,106)
購置物業、廠房及設備	Purchase of property, plant and equipment	(19,676)	(24,043)
新造受限制銀行存款	Placement of restricted bank deposits	(706)	(7,250)
退還租金訂金	Refund of rental deposits	2,596	—
存放租金訂金	Placement of rental deposits	—	(1,335)
購買其他投資	Purchase of other investments	(20,000)	(19,500)
出售一間附屬公司之現金流入淨額	Net cash inflow on disposal of a subsidiary	1,569	—
出售附屬公司的已收取之初步代價	Initial consideration received for disposal of subsidiaries	74,684	—
		50,345	(56,084)

簡明綜合現金流動表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

截至六月三十日止六個月
Six months ended 30 June

二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
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融資業務所用之現金淨額	Net cash used in financing activities		
新借銀行借貸	New bank borrowings raised	149,686	160,858
償還租賃負債	Repayment of lease liabilities	(31,003)	(36,361)
來自一間中介控股公司之墊款	Advance from an intermediate holding company	18,109	35,394
向一間中介控股公司還款	Repayment to an intermediate holding company	(18,116)	(12,544)
已付本集團附屬公司之非控股股東之股息	Dividends paid to non-controlling shareholders of the Group's subsidiary	—	(14,610)
已付利息	Interest paid	(13,379)	(16,013)
償還銀行借貸	Repayment of bank borrowings	(157,617)	(124,895)
來自其他關聯方墊款	Advance from other related parties	119	1,584
向其他關聯方還款	Repayment to other related parties	(126)	(1,584)
		(52,327)	(8,171)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(17,929)	(65,067)
期初之現金及現金等價物	Cash and cash equivalents at beginning of period	167,962	165,819
匯率變動之影響	Effect of foreign exchange rate changes	377	6,927
期末之現金及現金等價物	Cash and cash equivalents at end of period	150,410	107,679
即	Represented by		
銀行結餘及現金	Bank balances and cash	133,178	107,679
分類為持作出售之資產應佔銀行結餘及現金	Bank balances and cash attributable to assets classified as held-for-sale	17,232	—
		150,410	107,679

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

1. 編製基準

本中期簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「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（「聯交所」）證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。該等並不包括全份財務報表另行所需之全部披露，且應與二零二一年年報一併閱讀。

此等中期簡明綜合財務報表未經審核，惟已由香港立信德豪會計師事務所有限公司按照香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」進行審閱。香港立信德豪會計師事務所有限公司致同方康泰產業集團有限公司（「本公司」）董事會（「董事會」）的獨立審閱報告載於中期報告第44頁至第45頁。

2. 重大事件

於本期間，本公司及其附屬公司（統稱為「本集團」）發生之重大事件如下：

於二零二二年四月二十六日，新加坡政府宣佈放寬安管措施並開放邊境，自此不再控制健身中心容納人數，惟台灣仍實施若干限制措施。新加坡及台灣均繼續受COVID-19個案急增影響，導致中期期間人流偏低及盈利回升放緩。就此，本集團已向出租人商討並獲得與COVID-19相關之租金寬免。期內就新加坡的租金寬免影響請參閱附註6(iii)。

1. BASIS OF PREPARATION

The interim 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 (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the 2021 annual report.

These interim condensed consolidated financial statements are unaudited, but have been reviewed by BDO Limited in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. BDO Limited’s independent review report to the board of directors (the “Board”) of Tongfang Kontafarma Holdings Limited (the “Company”) is included on pages 44 to 45 of the interim report.

2. SIGNIFICANT EVENT

In current period, the Company and its subsidiaries (collectively, the “Group”) had the following significant events:

On 26 April 2022, the Singapore government announced the relaxation of Safe Management Measures and opening up of the border, there is no more capacity control in the fitness centres since then. However, certain restrictive measures are still effective for Taiwan. Both Singapore and Taiwan continued to experience surges in COVID-19 cases which led to low traffic and slow pick-up of revenue during the interim period. In this regard, the Group has negotiated and received rent forgiveness related to COVID-19 from lessors. See Note 6(iii) for the impact of rent forgiveness in Singapore for current period.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

2. 重大事件 (續)

儘管獲得出租人給予之租金寬免，以及自就業支持計劃及招聘獎勵計劃(見附註6(ii))獲得若干政府補助，COVID-19疫情的持續影響依然導致本集團健身業務分部錄得大額虧損。隨着新加坡於二零二二年四月底取消COVID-19之限制，預計本集團健身業務將於相對一段長時間逐步復甦。

於二零二二年四月六日，本公司全資附屬公司同方藥業集團有限公司(「同方藥業」)、本公司控股股東深圳市華融泰資產管理有限公司(「深圳華融泰」)及斯貝福(北京)生物技術有限公司(「斯貝福」)訂立股權轉讓協議，據此，同方藥業已同意有條件出售，且深圳華融泰已同意有條件購買銷售股份，相當於斯貝福之55.43%股權。斯貝福及其全資附屬公司斯貝福(蘇州)生物技術有限公司(統稱「斯貝福集團」)之賬面值將主要透過銷售而非透過持續使用收回。由於出售於報告期末尚未完成，而斯貝福集團為本集團之單獨業務主線，故本集團分類斯貝福集團之資產及與該等資產直接相關之負債為持作出售，並將斯貝福集團之業績分類為已終止經營業務。有關詳情，請分別參閱附註4及附註11。

2. SIGNIFICANT EVENTS (CONTINUED)

Despite the rent forgiveness received from lessors and certain government grant received from Job Support Scheme and Jobs Growth Incentive (see Note 6 (ii)), the lasting impact of COVID-19 pandemic had led to significant loss of the Group's fitness business segment. With the lifting of COVID-19 restriction by the end of April 2022 in Singapore, it is anticipated that the Group's fitness business will recover gradually over a relatively long period.

On 6 April 2022, Tongfang Pharmaceutical Group Co., Ltd.* (同方藥業集團有限公司) ("Tongfang Pharmaceutical"), a wholly-owned subsidiary of the Company, Shenzhen Warranty Asset Management Co., Ltd.* (深圳市華融泰資產管理有限公司) ("Shenzhen Warranty"), a controlling shareholder of the Company and SPF (Beijing) Biotechnology Co., Ltd.* (斯貝福(北京)生物技術有限公司) ("SPF") entered into the equity transfer agreement, pursuant to which Tongfang Pharmaceutical has conditionally agreed to sell, and Shenzhen Warranty has conditionally agreed to purchase the sale share, representing 55.43% equity interest in SPF. The carrying amount of SPF and its wholly-owned subsidiary, SPF (Suzhou) Biotechnology Co., Ltd.* (斯貝福(蘇州)生物技術有限公司) (collectively, the "SPF Group") will be recovered principally through sale rather than through continuing use. As the disposal has not been completed at the end of the reporting period and the SPF Group represents a separate major line of business of the Group, the Group classified the SPF Group's assets and liabilities directly associated with those assets as held for sale, and the results of the SPF Group as discontinued operation. For details, please refer to Note 4 and Note 11 respectively.

中期簡明綜合財務報表附註

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截至二零二二年六月三十日止六個月

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3. 主要會計政策

除按公平值減銷售成本計量的生物資產外，中期簡明綜合財務報表已按歷史成本基準編製。

除因應用香港財務報告準則（「香港財務報告準則」）修訂本而引致之會計政策外，截至二零二二年六月三十日止六個月之中期簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二一年十二月三十一日止年度之年度財務報表所呈列者相同。

應用香港財務報告準則修訂本

於本中期期間，本集團已首次應用下列香港會計師公會頒佈且於二零二二年一月一日或之後開始之年度期間強制生效之香港財務報告準則修訂本，以編製本集團的中期簡明綜合財務報表：

香港財務報告準則第3號修訂本	概念框架指引
香港會計準則第16號修訂本	物業、廠房及設備 — 擬定用途前之所得款項
香港會計準則第37號修訂本	有償合約 — 履行合約之成本
香港財務報告準則修訂本	香港財務報告準則年度改善（二零一八年至二零二零年周期）

於本期間應用香港財務報告準則修訂本並無對本集團於本期間及過往期間的財務狀況及表現及／或該等中期簡明綜合財務報表所載披露造成重大影響。

3. PRINCIPAL ACCOUNTING POLICIES

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for biological assets which are measured at fair value less costs to sell.

Other than accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those presented in the annual financial statements of the Group for the year ended 31 December 2021.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group’s interim condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle

The application of the amendments to HKFRSs in the current period had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these interim condensed consolidated financial statements.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

3. 主要會計政策 (續)

關鍵判斷及估計不確定性之主要來源

除管理層於應用本集團截至二零二一年十二月三十一日止年度的年度財務報表所披露的本集團會計政策及估計不確定性之主要來源所作出之重大判斷外，COVID-19的影響亦要求管理層計算於期末顯示減值跡象的健身業務分部的可收回金額時作出重大判斷及估計，並確定是否應確認減值。

4. 分類為持作出售之出售組合

於二零二二年四月六日，同方藥業、深圳華融泰及斯貝福訂立股權轉讓協議。據此，同方藥業已同意有條件地出售而深圳華融泰已同意有條件地購買銷售股份(相當於斯貝福之55.43%股權)，現金代價為人民幣159,675,300元(相當於約186,711,000港元)。交易詳情分別載於本公司日期為二零二二年四月六日之公告及本公司日期為二零二二年五月二十六日之通函。

交易須待獨立股東批准股權轉讓協議及交易，以及完成轉讓斯貝福銷售股份所需的程序後，方告完成。於二零二二年六月二十日，股權轉讓協議及交易已獲獨立股東於股東特別大會上批准。於二零二二年七月二十九日，斯貝福集團已被出售，並預期將在損益中確認估計出售收益42,339,000港元。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical judgements and key sources of estimation uncertainties

In addition to the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty as disclosed in the Group's annual financial statements for the year ended 31 December 2021, the effects of COVID-19 have also required significant judgments and estimates to be made by management in calculation of the recoverable amount for fitness business segment which exhibit indicators of impairment as at the period end, and determining whether impairment shall be recognised.

4. DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE

On 6 April 2022, Tongfang Pharmaceutical, Shenzhen Waranty and SPF entered into the equity transfer agreement, pursuant to which Tongfang Pharmaceutical has conditionally agreed to sell, and Shenzhen Waranty has conditionally agreed to purchase the sale share, representing 55.43% equity interest in SPF, at the cash consideration of RMB159,675,300 (equivalent to approximately HK\$186,711,000). Details of the transaction were set out in the announcement of the Company dated 6 April 2022 and circular of the Company dated 26 May 2022, respectively.

Completion of the transaction shall be conditional upon the independent shareholders having approved the equity transfer agreement and the transaction, and the completion of the required procedures for the transfer of the sale share of SPF. On 20 June 2022, the equity transfer agreement and the transaction have been approved by independent shareholders in extraordinary general meeting. On 29 July 2022, the SPF Group was disposed of and an estimated gain on disposal of HK\$42,339,000 is expected to be recognised in profit or loss.

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4. 分類為持作出售之出售組合
(續)

由於斯貝福集團的賬面金額將主要透過銷售交易而非透過持續使用的方式收回，且銷售之可能性極高，故屬於斯貝福集團之資產及負債（包括但不限於物業、廠房及設備、使用權資產、商譽、生物資產、存貨、應收貿易款項及其他應收款項、現金及現金等價物、應付貿易款項及其他應付款項、銀行借款、合約負債及租賃負債）被分類為下文「分類為持作出售之資產」及「與分類為持作出售之資產直接相關之負債」，而斯貝福集團的業績已呈列為「已終止經營業務」（見附註11）。

預期出售所得款項淨額超過本公司股東應佔相關資產及負債之賬面淨值，故並無確認減值虧損。

4. DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

As the carrying amounts of the SPF Group will be recovered principally through a sale transaction rather than through continuing use and the sale is highly probable, assets and liabilities belonging to the SPF Group, including but not limited to property, plant and equipment, right-of-use assets, goodwill, biological assets, inventories, trade and other receivables, cash and cash equivalents, trade and other payables, bank borrowings, contract liabilities and lease liabilities, are classified to “assets classified as held-for-sale” and “liabilities directly associated with assets classified as held-for-sale” as below, and the results of SPF Group has been presented as “discontinued operation” (see Note 11).

The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities attributable to owners of the Company, and accordingly, no impairment loss has been recognised.

於二零二二年
六月三十日
At 30 June
2022
千港元
HK\$'000
(未經審核)
(Unaudited)

分類為持作出售之資產	Assets classified as held-for-sale	279,358
與分類為持作出售之資產直接相關之負債	Liabilities directly associated with assets classified as held-for-sale	(62,296)

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5. 收入及分部資料

來自客戶合約之收入解析

本期間本集團自持續經營業務所得收入之分析如下：

持續經營業務

		截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022			截至二零二一年六月三十日止六個月 For the six months ended 30 June 2021		
		醫藥業務 business 千港元 HK\$'000 (未經審核) (Unaudited)	健身業務 fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited)	醫藥業務 business 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)	健身業務 fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
香港財務報告準則第15號範圍內的來自客戶合約之收入	Revenue from contracts with customers within the scope of HKFRS 15						
按主要產品或服務線細分	Disaggregated by major products or service lines						
製造及銷售處方藥	Manufacture and sales of prescription drugs	370,379	—	370,379	306,701	—	306,701
經營健身中心及提供健身和健康諮詢服務	Operation of fitness centres and provision of consultation services for fitness and health activities						
— 私人訓練課程	— personal training classes	—	29,258	29,258	—	29,818	29,818
— 會籍套票	— membership packages	—	32,624	32,624	—	26,465	26,465
有關健身及健康服務之特許權費收入	Royalty fee income in relation to fitness and health activities	—	18,824	18,824	—	22,072	22,072
總額	Total	370,379	80,706	451,085	306,701	78,355	385,056
收入確認時間	Timing of revenue recognition						
某一時間點	Point in time	370,379	29,258	399,637	306,701	29,818	336,519
隨時間	Over time	—	51,448	51,448	—	48,537	48,537
總額	Total	370,379	80,706	451,085	306,701	78,355	385,056
地區市場	Geographical markets						
中國內地	Mainland China	365,167	—	365,167	295,612	—	295,612
新加坡	Singapore	—	61,882	61,882	—	56,283	56,283
台灣	Taiwan	—	18,824	18,824	—	22,072	22,072
其他	Others	5,212	—	5,212	11,089	—	11,089
總額	Total	370,379	80,706	451,085	306,701	78,355	385,056

5. REVENUE AND SEGMENT INFORMATION

Disaggregation of revenue from contracts with customers

An analysis of the Group's revenue for the period from continuing operations is as follows:

Continuing operations

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

5. 收入及分部資料 (續)

分部資料

就資源分配及分部表現評估向本公司最高行政人員(即主要營運決策者)報告的資料集中於業務單位。在達致本集團可呈報分部時,並無彙集主要營運決策者所識別的經營分部。本集團自持續經營業務有以下經營及可呈報分部:

- 醫藥業務 — 製造及銷售處方藥。
- 健身業務 — 經營健身中心及提供健身和健康諮詢服務及經營特許經營業務以獲得特許權費收入。

(i) 分部收入及業績

以下是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來自持續經營業務分部的收入及業績的分析:

持續經營業務

		醫藥業務 Pharmaceutical business		健身業務 Fitness business		總計 Total	
		二零二二年 2022	二零二一年 2021	二零二二年 2022	二零二一年 2021	二零二二年 2022	二零二一年 2021
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
		(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)
			(重列) (Re-presented)				(重列) (Re-presented)
外界客戶分部收入	Segment revenue from external customers	370,379	306,701	80,706	78,355	451,085	385,056
分部業績	Segment results	7,979	2,868	(64,188)	(90,368)	(56,209)	(87,500)
未分配企業收入	Unallocated corporate income					1,379	5,477
未分配企業開支	Unallocated corporate expenses					(15,662)	(12,503)
除稅前虧損	Loss before taxation					(70,492)	(94,526)

5. REVENUE AND SEGMENT INFORMATION
(CONTINUED)

Segment information

Information reported to the chief executive of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on business units. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group. The Group has following operating and reportable segments from continuing operations:

- Pharmaceutical business — manufacture and sales of prescription drugs.
- Fitness business — operate fitness centres and provide consultation services for fitness and health activities and operate the franchise business for royalty fee income.

(i) Segment revenue and results

Analysis of the Group's segment revenue and results from continuing operations for the six months ended 30 June 2022 and 2021 is as follows:

Continuing operations

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5. 收入及分部資料 (續)

分部資料 (續)

(i) 分部收入及業績 (續)

截至二零二二年及二零二一年六月三十日止六個月並無分部間銷售。可呈報分部的會計政策與本集團的會計政策相同。分部業績指在並無分配未分配企業收入和開支前來自每個分部的溢利(虧損)。此為向本公司主要營運決策者報告的方法，以作資源分配和表現評估用途。

(ii) 分部資產及負債

持續經營業務

		醫藥業務		健身業務		總計	
		二零二二年 六月三十日	二零二一年 十二月三十一日	二零二二年 六月三十日	二零二一年 十二月三十一日	二零二二年 六月三十日	二零二一年 十二月三十一日
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
分部資產	Segment assets	1,127,960	1,346,899	991,031	1,110,506	2,118,991	2,457,405
遞延稅項資產	Deferred tax assets					169	232
未分配企業資產	Unallocated corporate assets					60,577	101,138
綜合資產	Consolidated assets					2,179,737	2,558,775
分部負債	Segment liabilities	496,271	506,720	516,392	600,029	1,012,663	1,106,749
稅項負債	Tax liabilities					27,563	28,089
遞延稅項負債	Deferred tax liabilities					60,883	67,257
未分配企業負債	Unallocated corporate liabilities					16,156	18,896
綜合負債	Consolidated liabilities					1,117,265	1,220,991

就監控分部表現及於分部間分配資源而言：

- 所有資產分配至經營分部，惟不包括遞延稅項資產及未分配企業資產；及
- 所有負債分配至經營分部，惟不包括稅項負債、遞延稅項負債及未分配企業負債。

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment information (continued)

(i) Segment revenue and results (continued)

There was no inter-segment sales during the six months ended 30 June 2022 and 2021. The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit (loss) from each segment without allocation of unallocated corporate income and expenses. This is the measure reported to the chief operating decision maker of the Company for the purposes of resource allocation and performance assessment.

(ii) Segment assets and liabilities

Continuing operations

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than deferred tax assets and unallocated corporate asset; and
- all liabilities are allocated to operating segments other than tax liabilities, deferred tax liabilities and unallocated corporate liabilities.

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6. 其他收入

6. OTHER INCOME

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
持續經營業務	Continuing operations		
來自銀行之利息收入	Interest income from banks	919	1,389
來自給予一間聯營公司貸款之 利息收入	Interest income from loan to an associate	392	5
來自其他投資之利息收入	Interest income from other investment	343	174
租金收入	Rental income	279	353
政府補助及津貼	Government grant and subsidy		
— 遞延收入撥回	— release from deferred income	119	—
— 開支相關(附註(i))	— expenses related (note (i))	2,777	3,296
— 僱傭相關(附註(ii))	— employment related (note (ii))	1,832	13,109
COVID-19相關租金優惠 (附註(iii))	COVID-19-related rent concessions (note (iii))	6,885	8,292
服務收入	Service income	—	5,174
雜項收入	Sundry income	1,173	1,827
		14,719	33,619

附註：

- (i) 金額指就補償經已產生的開支及為本集團提供即時財政援助的已收財務津貼。並無有關補助的未達成條件或或然事項，補助亦由相關政府機關全權酌情決定。

Notes:

- (i) The amount represented financial subsidies received for compensating expenses already incurred or giving immediate financial support to the Group. There are no unfulfilled conditions or contingencies in relation to the grants and the grants were determined at the sole discretion of relevant government authorities.

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6. 其他收入 (續)

附註：(續)

- (ii) 截至二零二二年及二零二一年六月三十日止六個月，與就業有關的政府補助主要由新加坡政府就應對COVID-19疫情而推出的就業支持計劃(「就業支持計劃」)及招聘獎勵計劃(「招聘獎勵計劃」)產生，約為1,439,000港元(二零二一年：12,927,000港元)。就業支持計劃為僱主提供薪金援助，協助企業挽留當地僱員(新加坡居民及永久居民)。招聘獎勵計劃支持僱主拓展當地招聘。本集團已選擇於損益內將此政府補助單獨呈列為「其他收入」，而非減少相關開支。接受該等津貼並無附有未滿足的條件和其他或然事項。
- (iii) 截至二零二二年六月三十日止六個月，本集團已與業主磋商以獲得租金寬免。本集團已選擇應用香港財務報告準則第16號的可行權宜方法，不評估直接因COVID-19疫情而產生的租金優惠是否為租賃修改，並於本期間的損益內終止確認已消除的租賃負債部份為負可變租賃付款。

6. OTHER INCOME (CONTINUED)

Notes: (continued)

- (ii) During the six months ended 30 June 2022 and 2021, the government grant related to employment mainly arose from the Job Support Scheme ("JSS") and Jobs Growth Incentive ("JGI") introduced by the Singapore government in response to COVID-19 pandemic of approximately HK\$1,439,000 (2021: HK\$12,927,000). The JSS provided wage support to employers, helping enterprises retain their local employees (Singapore citizens and permanent residents). The JGI supports employers to expand local hiring. The Group has elected to present this government grant separately in profit or loss as "other income", rather than reducing the related expense. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.
- (iii) During the six months ended 30 June 2022, the Group has negotiated with landlords to obtain the rental relief. The Group has elected to apply the practical expedient in HKFRS 16 by not assessing whether a rent concession occurring as a direct consequence of the COVID-19 pandemic is a lease modification, and derecognised the part of lease liabilities that have extinguished as negative variable lease payment in profit or loss for the period.

7. 預期信貸虧損模式下確認之減值虧損淨額

7. IMPAIRMENT LOSSES RECOGNISED UNDER EXPECTED CREDIT LOSS MODEL, NET

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二二年	二零二一年
		2022	2021
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
			(重列)
			(Re-presented)
持續經營業務	Continuing operations		
就以下各項(確認)撥回之減值虧損：	Impairment losses (recognised) reversed on:		
— 應收貿易款項	— Trade receivables	(910)	569
— 其他應收款項	— Other receivables	70	20
— 一間聯營公司欠款	— Amount due from an associate	(33,335)	(9,525)
— 其他關聯方欠款	— Amounts due from other related parties	510	(7,049)
		(33,665)	(15,985)

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7. 預期信貸虧損模式下確認之減值虧損淨額(續)

截至二零二二年六月三十日止六個月的中期簡明綜合財務報表中所用的輸入值以及假設及估計方法的釐定基準，與編製本集團截至二零二一年十二月三十一日止年度之年度財務報表所用基準一致。

7. IMPAIRMENT LOSSES RECOGNISED UNDER EXPECTED CREDIT LOSS MODEL, NET (CONTINUED)

The basis of determining the inputs and assumptions and estimation techniques used in the interim condensed consolidated financial statements for the six months ended 30 June 2022 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021.

8. 融資成本

8. FINANCE COSTS

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
持續經營業務	Continuing operations		
以下借貸之利息：	Interests on following borrowings:		
— 銀行貸款	— Bank loans	5,011	4,928
— 來自一間中介控股公司之貸款	— Loans from an intermediate holding company	—	1,014
租賃負債利息	Interests on lease liabilities	7,880	10,898
		12,891	16,840
減：在建工程資本化金額	Less: Amount capitalised under construction in progress	(552)	—
		12,339	16,840

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9. 稅項

9. TAXATION

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
持續經營業務	Continuing operations		
支出(抵免)包括：	The charge (credit) comprises:		
即期稅項	Current tax		
— 中華人民共和國(「中國」) 企業所得稅	— People's Republic of China (the "PRC") Enterprise Income Tax	1,189	2,240
— 台灣企業所得稅	— Taiwan Corporate Income Tax	2,824	3,311
		4,013	5,551
過往年度撥備不足(超額撥備)	Under (over) provision in prior years		
— 中國企業所得稅	— PRC Enterprise Income Tax	—	186
— 新加坡企業所得稅	— Singapore Corporate Income Tax	15	(458)
		15	(272)
遞延稅項	Deferred tax	(7,050)	(5,835)
		(3,022)	(556)

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10. 本期間虧損

10. LOSS FOR THE PERIOD

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
持續經營業務	Continuing operations		
本期間虧損乃於扣除(計入) 下列各項後達致：	Loss for the period has been arrived at after charging (crediting):		
無形資產攤銷(計入行政費用)	Amortisation of intangible assets (included in administrative expenses)	5,061	5,381
投資物業折舊(計入行政費用)	Depreciation of investment properties (included in administrative expenses)	83	83
物業、廠房及設備折舊(計入 銷售及服務成本、分銷及銷售 費用與行政費用)	Depreciation of property, plant and equipment (included in cost of sales and services, distribution and selling expenses and administrative expenses)	19,639	15,913
使用權資產折舊(計入銷售及 服務成本及行政費用)	Depreciation of right-of-use assets (included in cost of sales and services and administrative expenses)	40,254	42,134
攤銷及折舊總額	Total amortisation and depreciation	65,037	63,511
確認為支出之存貨成本	Cost of inventories recognised as expenses	86,469	90,596
出售及撇銷物業、廠房及設備 之虧損淨額	Net loss on disposal and write-off of property, plant and equipment	1,589	2
匯兌虧損(收益)淨額	Net foreign exchange loss (gain)	3,738	(2,457)
研究及開發費用(計入其他費用)	Research and development expenses (included in other expenses)	9,110	20,091
銷售推廣費(計入分銷及銷售 費用)	Sales promotion expenses (included in distribution and selling expenses)	226,824	147,194
物業租金收入，扣除零星支出 費用	Property rental income, net of negligible outgoing expenses	(279)	(353)
短期租賃及低價值資產之租賃 款項	Lease payments for short-term leases and low-value assets	263	30
商譽減值虧損(計入其他收益及 虧損)(附註17)	Impairment loss on goodwill (included in other gains and losses) (Note 17)	—	(46,358)

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11. 已終止經營業務

自斯貝福集團被分類為持作出售之出售組合(詳情見附註4)，因斯貝福集團之業務為本集團之業務主線，故管理層根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」將斯貝福集團之業績(組成醫藥業務分部之一部分)呈列為已終止經營業務。

已終止經營業務的業績分析：

11. DISCONTINUED OPERATION

Upon SPF Group being classified as disposal group held-for-sale as detailed in Note 4, management presented the results of the SPF Group that forms part of the pharmaceutical business segment as discontinued operation under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" as the operation of the SPF Group represents a major line of business of the Group.

Analysis of the results of the discontinued operation:

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
收入	Revenue	98,261	73,136
費用	Expenses	(63,229)	(52,582)
除稅前溢利	Profit before taxation	35,032	20,554
稅項	Taxation	(2,648)	252
已終止經營業務本期間溢利	Profit for the period from discontinued operation	32,384	20,806
營運現金(流出)流入	Operating cash (outflows) inflows	(11,925)	11,883
投資現金流出	Investing cash outflows	(19,134)	(15,289)
融資現金流入	Financing cash inflows	11,671	14,712
現金(流出)流入淨額	Net cash (outflows) inflows	(19,388)	11,306

就呈列已終止經營業務而言，簡明綜合損益及其他全面收益表之若干比較數字及相關附註已作重新呈列，以就已終止經營業務呈列出售組合的業績，與本期間所呈列者一致。

For the purpose of presenting the discontinued operation, certain comparative figures in the condensed consolidated statement of profit or loss and other comprehensive income and the related notes have been restated to present the results of the disposal group as discontinued operation to conform to the current period presentation.

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12. 每股(虧損)盈利

本公司股東應佔之每股基本及攤薄(虧損)盈利乃基於以下數據計算：

12. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following data:

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
用以計算本公司股東應佔每股基本及攤薄(虧損)盈利之(虧損)溢利	(Loss) profit for the purposes of basic and diluted (loss) earnings per share attributable to owners of the Company		
— 來自持續經營業務	— from continuing operations	(51,154)	(89,182)
— 來自已終止經營業務	— from discontinued operation	19,976	13,679
		(31,178)	(75,503)

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 (未經審核) (Unaudited)	二零二一年 2021 (未經審核) (Unaudited)
股份數目	Number of shares		
用以計算每股基本及攤薄(虧損)盈利之普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic and diluted (loss) earnings per share	5,578,713,777	5,578,713,777

以上列示之普通股加權平均數乃經扣除就本公司股份獎勵計劃(「股份獎勵計劃」)持有之股份後達致。

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held for the share award scheme of the Company (the "Share Award Scheme").

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12. 每股(虧損)盈利(續)

由於截至二零二二年六月三十日止六個月並無已發行潛在普通股，故並無呈列截至二零二二年六月三十日止六個月之每股攤薄(虧損)盈利。由於本公司購股權之行使價高於股份平均市價，故計算截至二零二一年六月三十日止六個月每股攤薄(虧損)盈利時，並無假設行使該等購股權。

13. 股息

本期間內並無派付、宣派或建議派發任何股息(二零二一年：無)。

本公司董事會不建議派付截至二零二二年六月三十日止六個月之中期股息(二零二一年：無)。

14. 物業、廠房及設備

於截至二零二二年六月三十日止六個月，本集團以代價19,676,000港元(截至二零二一年六月三十日止六個月：24,043,000港元)購入物業、廠房及設備。

15. 使用權資產及租賃負債

於截至二零二二年六月三十日止六個月，本集團已重新評估或修訂若干租賃協議之條款，使用權資產及租賃負債於租賃重新評估/修訂日期分別減少46,849,000港元(截至二零二一年六月三十日止六個月：確認4,285,000港元)及48,104,000港元(截至二零二一年六月三十日止六個月：確認3,640,000港元)。租賃重新評估/租賃修訂之收益為1,255,000港元(截至二零二一年六月三十日止六個月：645,000港元)已於損益賬內「其他收益及虧損」確認。

12. (LOSS) EARNINGS PER SHARE (CONTINUED)

No diluted (loss) earnings per share is presented for the six months ended 30 June 2022 as there was no potential ordinary share in issue for the six months ended 30 June 2022. The computation of the diluted (loss) earnings per share for the six months ended 30 June 2021 does not assume the exercise of the Company's share options as the exercise price of those options was higher than the average market price for shares.

13. DIVIDEND

No dividend was paid, declared or proposed during the current period (2021: Nil).

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

14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired property, plant and equipment at a consideration of HK\$19,676,000 (six months ended 30 June 2021: HK\$24,043,000).

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

During the six months ended 30 June 2022, the Group has reassessed or modified the terms of several lease agreements resulting in reduction of right-of-use assets and lease liabilities of HK\$46,849,000 (six months ended 30 June 2021: recognising HK\$4,285,000) and HK\$48,104,000 (six months ended 30 June 2021: recognising HK\$3,640,000) respectively at the dates of lease reassessment/modification. A gain on lease reassessment/lease modifications of HK\$1,255,000 (six months ended 30 June 2021: HK\$645,000) has been recognised in "other gains and losses" in profit or loss.

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16. 商譽

16. GOODWILL

		千港元 HK\$'000
賬面值	CARRYING AMOUNT	
於二零二一年一月一日(經審核)	At 1 January 2021 (audited)	404,265
於本年度確認之減值虧損	Impairment loss recognised in the year	(46,358)
匯兌差額	Exchange differences	875
於二零二一年十二月三十一日(經審核)	At 31 December 2021 (audited)	358,782
根據香港財務報告準則第5號分類為 持作出售	Classified as held-for-sale under HKFRS 5	(56,785)
匯兌差額	Exchange differences	356
於二零二二年六月三十日(未經審核)	At 30 June 2022 (unaudited)	302,353

17. 商譽減值評估

17. IMPAIRMENT ASSESSMENT ON GOODWILL

為評估商譽之減值，附註16之商譽賬面值已分配至下列兩組現金產生單位：

For the purposes of impairment assessment of goodwill, the carrying amount of goodwill in Note 16 have been allocated to two groups of cash generating units ("CGU(s)") as follows:

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
製造及銷售處方藥(「單位A」)	Manufacturing and sales of prescription drugs ("Unit A")	163,927	220,356
經營健身中心及提供健身和健康諮詢服務以及經營特許業務以獲得特許權費收入(「單位B」)	Operating fitness centres and providing consultation services for fitness and health activities and operate the franchise business for royalty fee income ("Unit B")	138,426	138,426
		302,353	358,782

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17. 商譽減值評估 (續)

獲分配商譽的現金產生單位每年會進行減值測試，或如有跡象有關單位可能出現減值，則會更頻繁地進行減值測試。於截至二零二二年六月三十日止六個月，本公司董事將中期期間健身分部業績並未如預期恢復識別為一項減值指標，並對與單位B相關的商譽進行減值測試。本公司董事認為與單位A相關的商譽並無識別出減值指標，並且並無進行減值測試。

就減值評估而言，產生現金流量之資產（主要包括物業、廠房及設備、無形資產及使用權資產）連同相關商譽，亦計入個別現金產生單位。

本集團商標、特許協議、電腦軟件及客戶關係、健身業務之若干租賃及自有健身設施及因於過往年度完成收購TKFT True Holdings及其附屬公司51%股權所產生的商譽已分配至管理層預期本集團將自合併協同效益獲益的單位B。

為支持管理層釐定於二零二二年六月三十日單位B的可收回金額，本公司委聘獨立專業估值師進行估值。釐定單位B可收回金額的基準及其主要相關假設概述如下：

單位B之可收回金額乃基於使用價值計算法釐定。該計算法採用以管理層所審批未來五年之財務預算為基礎之現金流量預測，而貼現率為19.25%（二零二一年十二月三十一日：18.69%）。首五年期間之平均年度收入增長率為7.3%（二零二一年十二月三十一日：9.0%）。超過五年期之現金流量使用3%（二零二一年十二月三十一日：3%）之穩定增長率推算。增長率以相關行業預測為基礎，且不會超過相關行業之平均長遠增長率。使用價值計算法之其他主要假設包括預算營運開支以及相關現金流入及流出模式，乃基於單位B之過往表現及管理層對市場發展之預期以及COVID-19的影響而估計。

17. IMPAIRMENT ASSESSMENT ON GOODWILL (CONTINUED)

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. During the six months ended 30 June 2022, the directors of the Company have identified the performance of fitness segment has not been recovered as expected during the interim period as an impairment indicator and performed an impairment assessment of goodwill related to Unit B. The directors of the Company have considered no impairment indicator was identified for goodwill related to Unit A and no impairment assessment has been performed.

For the purpose of impairment assessment, assets mainly include property, plant and equipment, intangible assets and right-of-use assets that generate cash flows together with the related goodwill are also included in the respective CGU.

Trademark, franchise agreement, computer software and customer relationship of the Group, certain leased and owned fitness facilities in the fitness business and goodwill arising as a result of the completion of the acquisition of 51% equity interest in TKFT True Holdings and its subsidiaries in prior years are allocated to Unit B which management expected the Group would benefit from the synergies of the combination.

To support the management to determine the recoverable amount of Unit B as at 30 June 2022, the Company engaged an independent professional valuer to perform the valuation. The basis of determining the recoverable amount of Unit B and its major underlying assumptions are summarised below:

The recoverable amount of Unit B has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a five-year period, and discount rate is 19.25% (31 December 2021: 18.69%). The average annual income growth rate for first five-year period is 7.3% (31 December 2021: 9.0%). The cash flows beyond the five-year period are extrapolated using a steady growth rate of 3% (31 December 2021: 3%). The growth rate is based on the forecasts of the relevant industries and does not exceed the average long-term growth rate for the relevant industries. Other key assumptions for the value in use calculations included budgeted operating expenses and their related cash inflows and outflows patterns, estimated based on Unit B's historical performance and the management's expectation of the market development and the impact of COVID-19.

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17. 商譽減值評估 (續)

於二零二二年六月三十日止六個月，並無與單位B相關之商譽減值虧損(截至二零二一年六月三十日止六個月：46,358,000港元)於損益賬確認。單位B於二零二二年六月三十日之可收回金額約397,703,000港元乃高於其賬面值的預留金額約9,778,000港元。管理層相信，任何主要假設的任何合理可能變動將不會導致單位B的可收回金額下跌至低於其賬面值。於二零二二年及二零二一年六月三十日止六個月無須撇減單位B的其他資產。管理層相信，隨着COVID-19疫情逐步受控，更多人傾向通過運動改善其健康，且越來越多消費者會選擇回歸健身館，將刺激單位B的收入及盈利能力。

18. 應收貿易款項

除健身業務的客戶透過信用卡結算付款的應收貿易款項外，本集團之政策為給予其貿易客戶介乎30天至180天之信貸期。於報告期末基於發票日期呈列之應收貿易款項(扣除信貸虧損撥備)之賬齡分析如下：

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	59,787	85,918
91至180天	91 to 180 days	35,815	25,617
181至365天	181 to 365 days	14,727	21,791
超過一年	Over 1 year	8,221	6,620
		118,550	139,946

17. IMPAIRMENT ASSESSMENT ON GOODWILL
(CONTINUED)

During the six months ended 30 June 2022, no impairment loss on goodwill related to Unit B (six months ended 30 June 2021: HK\$46,358,000) was recognised in profit or loss. The recoverable amount of Unit B of approximately HK\$397,703,000 is higher than its carrying amount with headroom of approximately HK\$9,778,000 as at 30 June 2022. Management believes that any reasonably possible change in any key assumptions would not cause the recoverable amount of Unit B to fall below its carrying amount. No write-down of other assets of Unit B is considered necessary for the six months ended 30 June 2022 and 2021. Management believes that the COVID-19 pandemic will be gradually getting under control, more people tend to improve their health and wellness through exercise and an increasing number of consumers are opting to return to gyms, which will boost the revenue and profitability of Unit B.

18. TRADE RECEIVABLES

Other than the trade receivables in relation to the payment to be settled through credit cards for customers in fitness business, the Group has a policy of allowing credit periods for its trade customers normally from 30 to 180 days. The aged analysis of trade receivables, net of allowance for credit losses, is presented based on the invoice date at the end of the reporting period as follows:

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19. 其他投資

19. OTHER INVESTMENTS

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
其他投資(附註)	Other investments (note)	20,000	16,000

附註：款項為於兩間銀行設立之兩支定息基金。基金將分別於認購後六個月及十二個月到期，可固定收回本金及利息。本集團於二零二一年十二月三十一日投資的基金已於截至二零二二年六月三十日止六個月到期且本集團已重新投資10,000,000港元到同一基金，並於本中期期間內新增一支基金的投資10,000,000港元。本集團擬持有該基金直至到期。

Note: Amounts represented two fixed interest funds set up by two banks. The funds will mature in six months and twelve months from its subscription respectively with fixed return of principal and interest. The fund that the Group has invested as at 31 December 2021 had been matured during the six months ended 30 June 2022 and the Group has reinvested HK\$10,000,000 into the same fund, and invested HK\$10,000,000 in a new fund during the interim period. The Group intends to hold the funds until maturity.

20. 受限制銀行存款

20. RESTRICTED BANK DEPOSITS

於二零二二年六月三十日，約6,911,000港元(二零二一年十二月三十一日：6,205,000港元)之銀行結餘被兩間與本公司附屬公司面臨之上海法律程序(於本報告附註27(b)「或然事項」中披露)有關的金融機構凍結。

As at 30 June 2022, bank balances of approximately HK\$6,911,000 (31 December 2021: HK\$6,205,000) were frozen by two of the financial institutions which were related to the Shanghai Legal Proceedings against a Company's subsidiary as disclosed in Note 27(b) "Contingencies" of this report.

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21. 應付貿易款項及票據

於報告期末基於發票日期呈列之本集團應付貿易款項及票據之賬齡分析如下：

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	10,779	16,262
91至180天	91 to 180 days	12,768	17,021
181至365天	181 to 365 days	685	687
超過一年	Over 1 year	2,390	5,299
		26,622	39,269

21. TRADE AND BILLS PAYABLES

An aged analysis of the Group's trade and bills payables, presented based on the invoice date, at the end of the reporting period is as follows:

22. 銀行借貸

於截至二零二二年六月三十日止六個月，本集團獲得新造銀行借貸149,686,000港元(截至二零二一年六月三十日止六個月：160,858,000港元)及已償還銀行借貸157,617,000港元(截至二零二一年六月三十日止六個月：124,895,000港元)。新造借貸所得款項已用於資本開支及撥付本集團之一般營運業務。

本集團之銀行借貸須於三年期內償還及按介乎2.71%至5%的固定年利率(二零二一年十二月三十一日：固定年利率介乎2.70%至4.65%)計息。

22. BANK BORROWINGS

During the six months ended 30 June 2022, the Group obtained new bank borrowings of HK\$149,686,000 (six months ended 30 June 2021: HK\$160,858,000) and repaid bank borrowings of HK\$157,617,000 (six months ended 30 June 2021: HK\$124,895,000). Proceeds from new borrowings were used to finance the capital expenditure and general operating activities of the Group.

The bank borrowings of the Group are repayable within three years and bear interest at fixed rates ranging from 2.71% to 5% (31 December 2021: fixed rates ranging from 2.70% to 4.65%) per annum.

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23. 股本

23. SHARE CAPITAL

		股份數目 Number of shares	價值 Value 千港元 HK\$'000
每股面值0.002港元之普通股	Ordinary shares of HK\$0.002 each		
法定：	Authorised:		
於二零二一年一月一日、	At 1 January 2021,		
二零二一年十二月三十一日	31 December 2021 and		
及二零二二年六月三十日	30 June 2022	100,000,000,000	200,000
已發行及繳足：	Issued and fully paid:		
於二零二一年一月一日、	At 1 January 2021,		
二零二一年十二月三十一日	31 December 2021 and		
及二零二二年六月三十日	30 June 2022	5,588,571,777	11,177

於二零二二年六月三十日，為股份獎勵計劃持有之股份總數為9,858,000股(二零二一年十二月三十一日：9,858,000股)。

As at 30 June 2022, the aggregate number of shares held for the Share Award Scheme was 9,858,000 (31 December 2021: 9,858,000).

24. 資本承擔

24. CAPITAL COMMITMENTS

本集團有以下資本承擔：

The Group had the following capital commitments:

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
已訂約但未於中期簡明綜合財務報表內撥備之資本承擔：	Capital commitments contracted for but not provided in the interim condensed consolidated financial statements:		
— 購置物業、廠房及設備	— Acquisition of property, plant and equipment	111,218	118,572

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25. 資產抵押

於二零二二年六月三十日，本集團之銀行借貸140,452,000港元(二零二一年十二月三十一日：167,046,000港元)及租賃負債2,823,000港元(二零二一年十二月三十一日：4,776,000港元)已以下列項目作抵押：

25. PLEDGE OF ASSETS

As at 30 June 2022, the Group's bank borrowings of HK\$140,452,000 (31 December 2021: HK\$167,046,000) and lease liabilities of HK\$2,823,000 (31 December 2021: HK\$4,776,000) were secured by the following:

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Buildings and structures	86,308	98,586
使用權資產	Right-of-use assets	20,884	24,563
應收貿易款項	Trade receivables	18,955	20,123
銀行結餘	Bank balance	1,371	889
		127,518	144,161

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26. 關聯方交易及結餘

於截至二零二二年六月三十日止六個月，除該等中期簡明綜合財務報表內其他部份所披露之交易、結餘及承擔外，本集團與關聯方之交易及結餘如下：

(a) 交易概要

26. RELATED PARTY TRANSACTIONS AND BALANCES

During the six months ended 30 June 2022, in addition to the transactions, balances and commitments disclosed elsewhere in these interim condensed consolidated financial statements, the Group had transactions and balances with related parties as follows:

(a) Summary of transactions

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
一間聯營公司	An associate		
— 特許權費收入	— Royalty fee income	18,824	22,072
— 利息收入	— Interest income	392	5
一間中介控股公司	An intermediate holding company		
— 租金費用	— Rental expense	—	(1,809)
— 銷售產品	— Sale of products	—	11
— 利息開支	— Interest expense	(9)	(1,014)
最終股東之關聯方	Related parties of the ultimate shareholder		
— 銷售產品	— Sale of products	18	381
— 服務費	— Service fee	(119)	(294)

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26. 關聯方交易及結餘 (續)

26. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) 主要管理層人員補償

(b) Key management personnel compensation

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
薪金及其他短期福利	Salaries and other short-term benefits	2,711	4,135
離職後成本	Post-employment costs	61	70
		2,772	4,205

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26. 關聯方交易及結餘 (續)

26. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) 結餘概要

(c) Summary of balances

			於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
	附註 Notes			
流動資產		Current assets		
最終控股公司之附屬 公司欠款	(i)	Amounts due from subsidiaries of the ultimate holding company	21,148	22,672
一名股東同系附屬公司 欠款	(i)	Amount due from a fellow subsidiary of a shareholder	59	—
本公司附屬公司之 一名非控股股東欠款	(i)	Amount due from a non- controlling shareholder of the Group's subsidiary	72,396	71,830
一名股東欠款	(i)	Amount due from a shareholder	310	106
其他關聯方欠款		Amounts due from other related parties	93,913	94,608
流動負債		Current liabilities		
欠最終控股公司附屬 公司之款項	(i)	Amounts due to subsidiaries of the ultimate holding company	104,603	113,035
欠其他關聯方款項		Amounts due to other related parties	104,603	113,035

附註：

- (i) 於二零二二年六月三十日，結餘為無抵押、不計息及須按要求償還。

Note:

- (i) As at 30 June 2022, the balances were unsecured, non-interest bearing and were repayable on demand.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

26. 關聯方交易及結餘 (續)

(d) 一間聯營公司欠款

誠如附註26(a)所披露，一間聯營公司欠款主要為應收特許權費收入及向聯營公司提供的9,601,000港元(二零二一年十二月三十一日：11,810,000港元)(扣除信貸虧損撥備4,659,000港元(二零二一年十二月三十一日：2,450,000港元))的無抵押、年利率5.5%及須一年內償還的貸款。除該貸款以外，餘額屬無抵押、不計息及須按要求償還。

(e) 中介控股公司欠款(欠中介控股公司款項)

- (i) 中介控股公司欠款19,000港元(二零二一年十二月三十一日：290,000港元)為無抵押、不計息及須按要求償還。
- (ii) 於二零二二年六月三十日，誠如附註4所透露，欠一間中介控股公司款項包括就出售斯貝福集團自中介控股公司收取之初步代價74,684,000港元。於二零二一年十二月三十一日，2,446,000港元之餘款為無抵押、不計息及須按要求償還。

26. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(d) Amount due from an associate

Amount due from an associate mainly represented the receivable of royalty fee income as disclosed in Note 26(a) and loans to an associate with carrying amount of HK\$9,601,000 (31 December 2021: HK\$11,810,000) (net of allowance of credit losses of HK\$4,659,000 (31 December 2021: HK\$2,450,000)) which were unsecured, interest bearing of 5.5% per annum and repayable within one year. Except for the loans, the remaining balance was unsecured, non-interest bearing and was repayable on demand.

(e) Amounts due from (to) intermediate holding companies

- (i) Amounts due from intermediate holding companies of HK\$19,000 (31 December 2021: HK\$290,000) were unsecured, non-interest bearing and were repayable in demand.
- (ii) As at 30 June 2022, amount due to an intermediate holding company included the initial consideration of HK\$74,684,000 received from the intermediate holding company regarding the disposal of SPF Group as disclosed in Note 4. As at 31 December 2021, the balance of HK\$2,446,000 was unsecured, non-interest bearing and was repayable on demand.

中期簡明綜合財務報表附註

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截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

27. 或然事項

於二零二二年六月三十日及直至此等中期簡明綜合財務報表之發佈日，本集團有以下已於本公司於二零二一年經審核綜合財務報表以及當前及前一期間之相關公告所披露事件而導致的或然負債。

- (a) 於二零一九年八月，本公司接獲 Patrick John Wee Ewe Seng 先生（「PJW 先生」）及 Active Gains Universal Limited（「Active Gains」）（作為原告人）入稟香港高等法院的高等法院案件 1469/2019 號（「二零一九年法律程序」）對本公司及本公司全資附屬公司 Fester Global Limited（「Fester Global」）（作為被告人）發出有關根據買賣協議收購 TFKT True Holdings（「True Cayman」）51% 股本權益之若干安排（「買賣協議」）的傳訊令狀。本集團已積極抗辯並駁回原告人之申索。於二零二一年一月，由於 Active Gains 無法就買賣協議下二零一七年及二零一八年財政年度保證利潤不足之數向本集團作出補償，因此本集團已強制執行其於股份押記協議下的權利。以 Fester Global 為受益人而押記的 10,000 股 True Cayman 股份已轉讓予 Fester Global，以結付部份利潤保證協議下的到期及應付金額。其後，本集團向原告人進行反申索，以收回二零一七年及二零一八年財政年度保證利潤不足之數結餘，原告人的回應為呈交經修訂回覆、反申索抗辯及就反申索作出反申索。於二零二二年一月四日，本公司及 Fester Global 呈交 (a) 經修訂反申索抗辯及反申索，及 (b) 經修訂答覆及反申索抗辯及反申索的反申索抗辯之答辯。二零一九年法律程序仍處於初步階段，截至此等中期簡明綜合財務報表之發佈日，審訊日期仍未訂定。根據本公司管理層尋求法律意見並考量最新發展後的意見，因二零一九年法律程序而導致任何重大經濟外流的可能性較低。

27. CONTINGENCIES

As at 30 June 2022 and up to the date of issue of these interim condensed consolidated financial statements, the Group had the following contingent liabilities arising from incidents as disclosed in the 2021 audited consolidated financial statements of the Company and relevant announcements in the current and prior period.

- (a) In August 2019, the Company was served a writ of summons filed by Mr. Patrick John Wee Ewe Seng (“Mr. PJW”) and Active Gains Universal Limited (“Active Gains”) as the plaintiffs against the Company and Fester Global Limited (“Fester Global”), a wholly-owned subsidiary of the Company, as the defendants, under High Court Action No. 1469/2019 in the High Court of Hong Kong (the “2019 Legal Proceedings”) regarding certain arrangements under the sale and purchase agreement of acquisition for the 51% equity interest in TFKT True Holdings (“True Cayman”) (the “SPA”). The Group has been vigorously defending and opposing the plaintiffs’ claims. In January 2021, the Group has enforced its right under a share charge agreement since Active Gains had failed to compensate the Group in respect of the profit guarantee shortfalls for the financial years of 2017 and 2018 under the SPA. 10,000 shares in True Cayman charged in favour of Fester Global were transferred to Fester Global as partial settlement of the amounts due and payable under the profit guarantee arrangement. Subsequently, the Group issued a Counterclaim against the plaintiffs to recover the balance of the profit guarantee shortfalls for the financial years of 2017 and 2018, and in response, the plaintiffs filed their Amended Reply, Defence to Counterclaim and Counterclaim to Counterclaim. On 4 January 2022, the Company and Fester Global filed (a) Re-Amended Defence and Counterclaim and (b) Rejoinder to Amended Reply and Reply to Defence to Counterclaim and Defence to Counterclaim to Counterclaim. The 2019 Legal Proceedings are still at a preliminary stage and the date of trial has not been fixed up to the date of issue of these interim condensed consolidated financial statements. Based on the opinion of the management of the Company after seeking legal advice and considering the latest development, the possibility of any significant economic outflow in relation to the 2019 Legal Proceedings is remote.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

27. 或然事項 (續)

- (b) 於二零二一年三月，本公司的非全資附屬公司重慶康樂製藥有限公司(「重慶康樂」)接獲上海市徐匯區人民法院(「徐匯區法院」)的傳票連同民事起訴狀(「上海法律程序」)，內容有關上海海欣醫藥股份有限公司(「上海海欣」)指稱重慶康樂(作為被告人)未有履行重慶康樂與上海海欣於二零一一年五月十九日簽訂的硫酸羥氯喹項目合作協議(「合作協議」)，故對重慶康樂作出申索。上海海欣尋求法院頒令終止合作協議，並對重慶康樂申索損害賠償金額人民幣49,000,000元及因上海法律程序產生的訟費。重慶康樂已聘用律師，並擬積極抗辯上海海欣的申索。於二零二一年十一月二十五日，徐匯區法院將西安海欣製藥有限公司(「西安海欣」，為上海海欣的關聯方)加入為上海法律程序的額外原告人。於二零二二年一月二十一日，程序的所有人士在線上交換證據，並就檢查證據發表其意見。

27. CONTINGENCIES (CONTINUED)

- (b) In March 2021, Chongqing Kangle Pharmaceutical Co., Ltd.* (重慶康樂製藥有限公司) (“Chongqing Kangle”), a non-wholly owned subsidiary of the Company, received a court summons* (傳票) attaching a statement of civil claim* (民事起訴狀) (the “Shanghai Legal Proceedings”) from the Shanghai Xuhui District People’s Court* (上海市徐匯區人民法院) (“Xuhui District Court”) in relation to the claim made by Shanghai Haixin Pharmaceutical Co., Ltd.* (上海海欣醫藥股份有限公司) (“Shanghai Haixin”) against Chongqing Kangle as defendant for the alleged non-performance of a cooperation agreement on project for Hydroxychloroquine Sulfate* (硫酸羥氯喹項目合作協議) signed on 19 May 2011 between Chongqing Kangle and Shanghai Haixin (the “Cooperation Agreement”). Shanghai Haixin sought for a court order to terminate the Cooperation Agreement, and claimed against Chongqing Kangle for the damages in the amount of RMB49,000,000 and the costs incurred in connection with the Shanghai Legal Proceedings. Chongqing Kangle had engaged lawyers and intended to vigorously defend Shanghai Haixin’s claims. On 25 November 2021, the Xuhui District Court added Xi’an Haixin Pharmaceutical Co., Ltd.* (西安海欣製藥有限公司) (“Xi’an Haixin”), a related party of Shanghai Haixin, as additional plaintiff to the Shanghai Legal Proceedings. All parties to the proceedings exchanged evidence online and expressed their views on examination of evidence on 21 January 2022.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

27. 或然事項 (續)

(b) (續)

根據徐匯區法院於二零二二年六月二十四日出具之民事調解書(「民事調解書」)，重慶康樂、上海海欣及西安海欣已透過徐匯區法院進行調解而就上海法律程序達成和解。根據民事調解書，茲協定(i)上海法律程序將獲和解；(ii)重慶康樂將出售硫酸脛氯喹原料藥予西安海欣，而西安海欣將就重慶康樂所提供的有關產品向其作出付款；且(iii)上海海欣及西安海欣將放棄就有關上海法律程序對重慶康樂作出的所有申索，包括解除所有上海法律程序項下財產的凍結、查封及扣押，並放棄就合作協議再提出任何申索。

於此等中期簡明綜合財務報表之發佈日，各訂約方已遵守民事調解書之條款，而所有上海法律程序項下重慶康樂的財產的凍結、查封及扣押均已獲解除。

27. CONTINGENCIES (CONTINUED)

(b) (continued)

Pursuant to a civil mediation agreement* (民事調解書) (the "Civil Mediation Agreement") issued by the Xuhui District Court on 24 June 2022, Chongqing Kangle, Shanghai Haixin and Xi'an Haixin have reached settlement in respect of the Shanghai Legal Proceedings through mediation conducted by the Xuhui District Court. According to the Civil Mediation Agreement, it is agreed that (i) the Shanghai Legal Proceedings shall be settled; (ii) Chongqing Kangle shall sell the active pharmaceutical ingredients Hydroxychloroquine Sulfate to Xi'an Haixin, and Xi'an Haixin shall make payment to Chongqing Kangle for such products provided; and (iii) Shanghai Haixin and Xi'an Haixin shall dismiss all the claims against Chongqing Kangle under the Shanghai Legal Proceedings, including the discharge of all freezing, seizure and attachment of assets under the Shanghai Legal Proceedings, and shall waive any future claim arising out of the Cooperation Agreement.

As at the date of issue of these interim condensed consolidated financial statements, the parties have complied with the terms of the Civil Mediation Agreement, and all freezing, seizure and attachment of assets of Chongqing Kangle under the Shanghai Legal Proceedings have been discharged.

中期簡明綜合財務報表附註

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二二年六月三十日止六個月

For the six months ended 30 June 2022

27. 或然事項 (續)

- (c) 作為本集團根據買賣協議之利潤保證安排向Active Gains及PJW先生尋求補償之進一步行動，於二零二二年三月，一份申索陳述書之並存傳訊令狀(「傳訊令狀」)已根據香港高等法院於二零二二年二月十八日批予在香港司法管轄範圍外送達傳訊令狀的許可向身處香港境外的Active Gains及PJW先生(統稱「被告人」)送達，該傳訊令狀內容有關Fester Global(作為原告人)針對被告人發起的法律行動(高等法院案件編號為1942/2021)(「二零二一年法律程序」)。Fester Global在二零二一年法律程序下之申索乃關於Active Gains及PJW先生違反買賣協議及Active Gains違反Fester Global、Active Gains及True Cayman於二零一七年五月二十九日訂立之股東協議(「股東協議」)。Fester Global針對Active Gains之申索詳情披露於本公司日期為二零二二年三月二十五日之公告。

Active Gains及PJW先生已於二零二二年七月二十日提交及送達抗辯及反申索，據此Active Gains反申索(i)True Cayman於截至二零二零年三月三十一日根據股東協議受限於出售交易之宣稱；(ii)具體履行股東協議第11.2及11.5條，特別是委任受委估值師(定義見股東協議第11.3條)；及(iii)有關違反上述條文之相關損害賠償。

二零二一年法律程序仍處於初步階段，截至此等中期簡明綜合財務報表之發佈日，審判日期尚未確定。根據本公司管理層經尋找法律意見及考慮最新發展後的意見，因二零二一年法律程序而導致任何重大經濟外流的可能性較低。

除上述者外，本集團於二零二二年六月三十日並無任何重大或然負債。

27. CONTINGENCIES (CONTINUED)

- (c) As part of the Group's further actions to seek compensation from Active Gains and Mr. PJW under the profit guarantee arrangement of the SPA, in March 2022, a concurrent writ of summons with statement of claim (the "Writ") was served on Active Gains and Mr. PJW (collectively as the "Defendants"), outside Hong Kong pursuant to the leave granted by the High Court of Hong Kong on 18 February 2022 for serving the Writ on the Defendants out of the jurisdiction of Hong Kong in relation to the legal action instituted by Fester Global, as the plaintiff, against the Defendants under the High Court Action No. 1942/2021 (the "2021 Legal Proceedings"). Fester Global's claims under the 2021 Legal Proceedings are related to the breaches of the SPA by Active Gains and Mr. PJW, and the breaches of the shareholders' agreement (the "SHA") dated 29 May 2017 entered into among Fester Global, Active Gains and True Cayman by Active Gains. Details of Fester Global's claims against Active Gains are disclosed in the Company's announcement dated 25 March 2022.

Active Gains and Mr. PJW have filed and served a Defence and Counterclaim on 20 July 2022, pursuant to which Active Gains counterclaimed for (i) a declaration that True Cayman is subject to trade sale as of 31 March 2020 pursuant to the SHA, (ii) specific performance of clauses 11.2 and 11.5 of the SHA, specifically the appointment of an appointed valuer (as defined under clause 11.3 of the SHA), and (iii) relevant damages for breach of the above provisions.

The 2021 Legal Proceedings are still at a preliminary stage and the date of trial has not been fixed up to the date of issue of these interim condensed consolidated financial statements. Based on the opinion of the management of the Company after seeking legal advice and considering the latest development, the possibility of any significant economic outflow in relation to the 2021 Legal Proceedings is remote.

Except for the above, the Group did not have any material contingent liabilities as at 30 June 2022.

中期簡明綜合財務報表審閱報告 REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

致同方康泰產業集團有限公司董事會

(於開曼群島註冊成立之有限公司)

TO THE BOARD OF DIRECTORS OF TONGFANG KONTAFARMA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

引言

吾等已審閱列載於第6頁至第43頁同方康泰產業集團有限公司(「貴公司」)及其附屬公司之中期簡明綜合財務報表,包括於二零二二年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流動表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製之報告必須符合當中有關條文及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司之董事須負責根據香港會計準則第34號編製及呈列該等中期簡明綜合財務報表。吾等之責任為根據審閱對該等中期簡明綜合財務報表作出結論。本報告按照協定之委聘條款僅向閣下(作為整體)報告,除此之外別無其他目的。吾等不會就本報告之內容對任何其他人士負上或承擔任何責任。

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements of Tongfang Kontafarma Holdings Limited (the "Company") and its subsidiaries set out on pages 6 to 43, which comprise the condensed consolidated statement of financial position as at 30 June 2022 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

中期簡明綜合財務報表審閱報告 REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，並應用分析和其他審閱程序。審閱範圍遠小於根據香港審計準則進行審核之範圍，故不能讓吾等保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。

結論

按照吾等之審閱，吾等並無發現任何事項，令吾等相信中期簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

香港立信德豪會計師事務所有限公司
執業會計師

伍惠民
執業證書編號P05309

香港
二零二二年八月二十九日

SCOPE OF REVIEW

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

CONCLUSION

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

BDO Limited
Certified Public Accountants

Ng Wai Man
Practising Certificate Number P05309

Hong Kong
29 August 2022

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

截至二零二二年六月三十日止六個月，本集團持續經營業務主要包括(i)於中國製造及銷售處方藥，包括化學藥及傳統處方中醫藥；及(ii)經營健身中心及提供健身和健康諮詢服務，並經營特許經營業務以獲得特許權費收入。

於二零二二年六月三十日，本集團銷售實驗室相關產品業務已歸類為已終止經營業務，其相關資產及負債已分別歸類為「分類為持作出售之資產」及「與分類為持作出售之資產直接相關之負債」，而截至二零二一年六月三十日止六個月的比較數字已相應重列為已終止經營業務。有關詳情，請參閱以下「已終止經營業務」一節。

財務業績

持續經營業務

本集團截至二零二二年六月三十日止六個月之收入和毛利分別約為451.1百萬港元和267.5百萬港元(二零二一年：385.1百萬港元和188.6百萬港元)，較二零二一年同期分別增加17.1%和41.8%。收入和毛利增加的主因如下：

- 醫藥業務分部方面，同方藥業集團有限公司(「同方藥業」)於二零二二年上半年並無經歷一名主要產品供應商無法按時交付生產材料的情況，而同方藥業於二零二一年上半年經歷有關無法按時交付而導致對其於該期間的銷售構成負面影響；及
- 健身業務分部方面，收入及毛利因自二零二二年四月底新加坡解除社交距離限制而有所增加，而這在一定程度上抵銷了因疫情爆發導致的台灣地區特許經營權費收入減少。

For the six months ended 30 June 2022, the Group's continuing operations mainly included (i) manufacturing and sales of prescription drugs, including chemical drugs and prescribed traditional Chinese medicines in the PRC; and (ii) operating of fitness centres and provision of consultation services for fitness and health activities, and operating of franchise business for royalty fee income.

As at 30 June 2022, the Group's sales of laboratory related products business has been classified as discontinued operation, and its respective assets and liabilities have been classified as "assets classified as held-for-sale" and "liabilities directly associated with assets classified as held-for-sale", respectively, and the comparatives for the six months ended 30 June 2021 have been re-presented as discontinued operation accordingly. For details, please refer to the "Discontinued Operation" section below.

FINANCIAL RESULTS

Continuing Operations

For the six months ended 30 June 2022, the Group's revenue and gross profit of approximately HK\$451.1 million and HK\$267.5 million (2021: HK\$385.1 million and HK\$188.6 million) increased by 17.1% and 41.8% respectively as compared to the corresponding period of 2021. The increase in revenue and gross profit were mainly attributable to the following reasons:

- In the pharmaceutical business segment, Tongfang Pharmaceutical Group Co., Ltd* (同方藥業集團有限公司) ("Tongfang Pharmaceutical") has not experienced failure of a major product supplier in making timely delivery of production materials in the first half of 2022, whereas Tongfang Pharmaceutical encountered such failure in the first half of 2021 which led to negative impact on its sales in respect of such period; and
- In the fitness business segment, the increase in revenue and gross profit resulted from social distancing restrictions in Singapore being uplifted since the end of April 2022 which, to a certain extent, offset the decrease in royalty fee income in Taiwan region caused by the outbreak of pandemic.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

財務業績 (續)

持續經營業務 (續)

本集團截至二零二二年六月三十日止六個月之虧損淨額為67.5百萬港元(二零二一年：94.0百萬港元)，較二零二一年同期收窄虧損26.5百萬港元。每股基本虧損為0.92港仙(二零二一年：1.60港仙)。

本集團虧損淨額收窄，除因上述收入和毛利增加外，主要歸因於本集團健身業務分部於二零二二年上半年並無就商譽作出進一步減值，而於二零二一年同期則確認商譽減值虧損約46.4百萬港元，且有關正面影響抵銷了健身業務應收款項預期信貸虧損的增加。

已終止經營業務

斯貝福(北京)生物技術有限公司(「斯貝福」)及其全資附屬公司斯貝福(蘇州)生物技術有限公司(統稱「斯貝福集團」)主要從事銷售實驗室相關產品。於二零二二年四月六日，本公司之全資附屬公司同方藥業、本公司之控股股東深圳市華融泰資產管理有限公司(「深圳華融泰」)及斯貝福訂立股權轉讓協議，據此同方藥業向深圳華融泰出售其所持有斯貝福之55.43%股權。該交易已於二零二二年六月二十日舉行之股東特別大會上，獲獨立股東以投票表決方式正式通過。

FINANCIAL RESULTS (CONTINUED)

Continuing Operations (continued)

For the six months ended 30 June 2022, the Group's net loss was HK\$67.5 million (2021: HK\$94.0 million), representing a narrowing of loss by HK\$26.5 million as compared with the corresponding period of 2021. Basic loss per share was HK\$0.92 cents (2021: HK\$1.60 cents).

Apart from the aforesaid increase in revenue and gross profit, the narrowing of net loss of the Group was mainly attributable to no further impairment on the goodwill having been made for the fitness business segment of the Group in the first half of 2022, as compared to the impairment loss on goodwill of approximately HK\$46.4 million recognised in the corresponding period of 2021, and such positive impact offset the increase in the expected credit loss on receivables for the fitness business.

Discontinued Operation

SPF (Beijing) Biotechnology Co., Ltd.* (斯貝福(北京)生物技術有限公司) ("SPF") and its wholly-owned subsidiary, SPF (Suzhou) Biotechnology Co., Ltd.* (斯貝福(蘇州)生物技術有限公司) (collectively, the "SPF Group"), are principally engaged in the sales of laboratory related products. On 6 April 2022, Tongfang Pharmaceutical, a wholly-owned subsidiary of the Company, Shenzhen Warranty Asset Management Co., Ltd.* (深圳市華融泰資產管理有限公司) ("Shenzhen Warranty"), a controlling shareholder of the Company and SPF entered into an equity transfer agreement, pursuant to which Tongfang Pharmaceutical sold 55.43% equity interest in SPF held by it to Shenzhen Warranty. Such transaction was duly passed by the independent shareholders by way of poll at the extraordinary general meeting held on 20 June 2022.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

財務業績 (續)

已終止經營業務 (續)

於二零二二年七月二十九日，斯貝福集團已出售及於截至二零二二年六月三十日止六個月呈列為已終止經營業務，而截至二零二一年六月三十日止六個月的比較數字已相應重列。於二零二二年六月三十日，斯貝福集團之資產及負債已分別歸類為「分類為持作出售之資產」及「與分類為持作出售之資產直接相關之負債」。

截至二零二二年六月三十日止六個月，本集團已終止經營業務收入和淨利潤為98.3百萬港元（二零二一年：73.1百萬港元）和32.4百萬港元（二零二一年：20.8百萬港元），分別較二零二一年同期增長34.4%和55.6%。

業務回顧

醫藥業務

截至二零二二年六月三十日止六個月，本集團醫藥業務收入為370.4百萬港元（二零二一年：306.7百萬港元），較二零二一年同期增長20.8%。截至二零二二年六月三十日止六個月的純利為6.7百萬港元（二零二一年：0.4百萬港元），較二零二一年同期增加1,575%。純利大幅增加，主要是由於同方藥業於二零二二年上半年並無經歷一名主要產品供應商無法按時交付生產材料的情況，而同方藥業於二零二一年上半年經歷有關無法按時交付而導致對其於該期間的業績構成負面影響。

FINANCIAL RESULTS (CONTINUED)

Discontinued Operation (continued)

On 29 July 2022, the SPF Group was disposed of and presented as discontinued operation for the six months ended 30 June 2022 and the comparatives for the six months ended 30 June 2021 have been re-presented accordingly. As at 30 June 2022, the SPF Group's assets and liabilities have been classified as "assets classified as held-for-sale" and "liabilities directly associated with assets classified as held-for-sale", respectively.

For the six months ended 30 June 2022, the revenue and net profit of the Group's discontinued operation was HK\$98.3 million (2021: HK\$73.1 million) and HK\$32.4 million (2021: HK\$20.8 million), representing an increase of 34.4% and 55.6% respectively as compared to the corresponding period of 2021.

BUSINESS REVIEW

Pharmaceutical Business

The revenue of the Group's pharmaceutical business for the six months ended 30 June 2022 was HK\$370.4 million (2021: HK\$306.7 million), representing an increase of 20.8% as compared to the corresponding period of 2021. The net profit for the six months ended 30 June 2022 was HK\$6.7 million (2021: HK\$0.4 million), representing an increase of 1,575% as compared to the corresponding period of 2021. The substantial increase in net profit was mainly attributable to that Tongfang Pharmaceutical has not experienced failure of a major product supplier in making timely delivery of production materials in the first half of 2022, whereas Tongfang Pharmaceutical encountered such failure in the first half of 2021 which led to negative impact on its performance in respect of such period.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧 (續)

醫藥業務 (續)

二零二二年上半年，COVID-19病例在中國內地偶有反彈，以及部分原材料成本攀升。本集團醫藥業務面對挑戰，迎難而上，迅速採取應對措施，儘量減少不利因素的影響，並實現了業績的提升。

1. 同方藥業

同方藥業主要從事化學仿製藥的生產及銷售，在北京市延慶區擁有三萬平方米的製劑車間，主打產品為處方用藥，治療領域主要包括局部麻醉藥和婦科用藥。二零二二年上半年收入為人民幣231.3百萬元，同比二零二一年人民幣160.1百萬元上升44.5%；二零二二年上半年實現毛利額人民幣211.8百萬元，同比二零二一年同期人民幣142.5百萬元增長48.6%。

同方藥業產品主要面對中國內地各級醫院，二零二二年隨著中國內地對於COVID-19疫情防控經驗的積累，終端市場整體穩定，雖受階段性及個別區域COVID-19疫情反彈影響，但同方藥業整體運營態勢良好，去年所經歷的主要產品供應商無法按時供貨情況在二零二二年上半年未見發生，並且同方藥業在新產品推廣以及新合作模式探索等方面取得了較好的成果。

BUSINESS REVIEW (CONTINUED)

Pharmaceutical Business (continued)

In the first half of 2022, there was an occasional outbreak of COVID-19 cases in Mainland China, and the cost of some raw materials rose. The Group's pharmaceutical business weathered such challenges by quickly taking countermeasures to minimise the impact of unfavorable factors and achieve an improvement in its performance.

1. Tongfang Pharmaceutical

Tongfang Pharmaceutical is principally engaged in the production and sales of chemical generic drugs. It has a preparation workshop of 30,000 square meters in Yanqing District, Beijing. Its key products are prescription drugs and its therapeutic areas mainly include drugs for local anesthesia and gynecological purposes. In the first half of 2022, its revenue amounted to RMB231.3 million, representing an increase of 44.5% as compared with RMB160.1 million in the same period in 2021; gross profit amounted to RMB211.8 million in the first half of 2022, representing a growth of 48.6% as compared with RMB142.5 million in the same period in 2021.

Products of Tongfang Pharmaceutical are mainly targeted at hospitals of all levels in Mainland China, in 2022, with the accumulation of experience in the prevention and control of the COVID-19 pandemic in Mainland China, the end market was generally stable. Although Tongfang Pharmaceutical was affected by the rebound of the COVID-19 pandemic in certain periods and regions, its overall operation was good. In the first half of 2022, the failure of major product suppliers to supply products in a timely manner, which was encountered in the last year, did not occur, and Tongfang Pharmaceutical has achieved favorable results in the promotion of new products and the exploration of new cooperation models.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧(續)

醫藥業務(續)

2. 陝西紫光辰濟藥業有限公司(「陝西辰濟」)

陝西辰濟主要從事中藥相關領域的業務，包括中藥製造及分銷以及營運位於陝西寶雞市之生產設施。陝西辰濟二零二二年上半年實現收入人民幣27.3百萬元，同比二零二一年收入人民幣33.8百萬元下降19.2%，二零二二年上半年實現毛利額人民幣12.1百萬元，同比二零二一年毛利額人民幣15.4百萬元下降21.4%。

二零二二年上半年，陝西辰濟受COVID-19疫情影響，導致銷售收入同比下降，同時因原材料漲價，導致毛利情況亦不理想。陝西辰濟的全資附屬公司陝西紫光高新藥業有限公司正在全力推進建設中國陝西省寶雞市高新技術產業開發區的新建生產基地，力爭早日解決限制陝西辰濟發展的產能問題，以最大限度盤活現有資源，為本公司股東創造更大價值。

BUSINESS REVIEW (CONTINUED)

Pharmaceutical Business (continued)

2. Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.* (陝西紫光辰濟藥業有限公司) (“Shaanxi Life Care”)

Shaanxi Life Care is principally engaged in business of the Chinese medicine-related fields, including the manufacturing and distribution of Chinese medicines and operating a production facility in Baoji, Shaanxi. Shaanxi Life Care achieved revenue of RMB27.3 million in the first half of 2022, representing a decrease of 19.2% as compared with the revenue of RMB33.8 million in the same period in 2021, and achieved a gross profit of RMB12.1 million in the first half of 2022, representing a decrease of 21.4% as compared with the gross profit of RMB15.4 million in the same period in 2021.

In the first half of 2022, Shaanxi Life Care was affected by the COVID-19 pandemic, resulting in a year-on-year decrease in sales revenue, and at the same time, due to the rising raw material prices, the gross profit was also unsatisfactory. Shaanxi Unisplendour Hi-tech Pharmaceutical Co., Ltd.* (陝西紫光高新藥業有限公司), a wholly-owned subsidiary of Shaanxi Life Care, has made all efforts in building its new production base in the hi-tech industrial development area in Baoji, Shaanxi Province, China, which targets to solve the production capacity issue that restricts the development of Shaanxi Life Care. The existing resources will be revitalized to the maximum extent for creating higher value for shareholders of the Company.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧 (續)

醫藥業務 (續)

3. 重慶康樂製藥有限公司 (「重慶康樂」)

重慶康樂主要於重慶市長壽工業園區從事原料藥及原料藥中間體之研發、生產及銷售業務。重慶康樂二零二二年上半年實現收入人民幣52.6百萬元，同比二零二一年收入人民幣66.3百萬元下降20.7%；二零二二年上半年實現毛利額人民幣15.7百萬元，同比二零二一年毛利額人民幣22.9百萬元下降31.4%。

二零二二年上半年，重慶康樂在COVID-19疫情和原材料價格上漲雙重影響下，銷售業績欠佳。二零二二年下半年，重慶康樂將大力拓展市場，提升風險應對能力，爭取改善不利局面。

健身業務

本集團健身業務截至二零二二年六月三十日止六個月之收入約為80.7百萬港元(二零二一年：78.4百萬港元)，其中包括特許權費收入約18.8百萬港元(二零二一年：22.1百萬港元)。截至二零二二年六月三十日止六個月之虧損淨額約為59.9百萬港元(二零二一年：87.3百萬港元)。

本集團健身業務於二零二二年上半年繼續面臨壓力，此乃由於新加坡及台灣COVID-19病例再次回升導致客流量低，銷售提升緩慢。作為削減成本及提高效率的策略的一部分，我們已於二零二二年三月租約到期時關閉一間會所，並將我們會員的會籍轉移至其他會所。

BUSINESS REVIEW (CONTINUED)

Pharmaceutical Business (continued)

3. Chongqing Kangle Pharmaceutical Co., Ltd.* (重慶康樂製藥有限公司) (“Chongqing Kangle”)

Chongqing Kangle is principally engaged in the research and development, production and sales of API and intermediate API in Chongqing Changshou Chemical Industrial Park. Chongqing Kangle recorded revenue of RMB52.6 million in the first half of 2022, representing a decrease of 20.7% as compared with the revenue of RMB66.3 million in the same period of 2021; its gross profit for the first half of 2022 amounted to RMB15.7 million, representing a decrease of 31.4% as compared with the gross profit of RMB22.9 million in the same period of 2021.

In the first half of 2022, the sales performance of Chongqing Kangle was unsatisfactory due to the dual impact of the COVID-19 pandemic and rising raw material prices. In the second half of 2022, Chongqing Kangle will vigorously expand the market, improve its risk response capability and strive to improve the unfavorable situation.

Fitness Business

The revenue of the Group's fitness business for the six months ended 30 June 2022 was approximately HK\$80.7 million (2021: HK\$78.4 million) which includes a franchise income of approximately HK\$18.8 million (2021: HK\$22.1 million). The net loss for the six months ended 30 June 2022 was approximately HK\$59.9 million (2021: HK\$87.3 million).

The Group's fitness business continued to face pressure in the first half of 2022 as the resurgence of COVID-19 cases in both Singapore and Taiwan led to low traffic and slow pick-up of sales. As part of the strategies of cost-cutting and efficiency improvement, we closed one club when the lease expired in March 2022 to streamline our members to the rest of the clubs.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧(續)

健身業務(續)

於二零二二年四月二十六日，新加坡政府宣佈放寬安管措施並開放邊境。作出該宣佈後，我們在新加坡的健身館不再設有容量限制。在解除社交距離限制的情況下，我們將堅定地執行計劃，以挽回我們在COVID-19疫情期間流失的會員。

在此復甦期內，除了促進銷售及挽回會員外，我們將探索資金來源以紓緩資金壓力、繼續實施嚴格的成本控制措施，並推動本集團健身業務的整體效率。

已終止經營業務

於二零二二年七月二十九日，斯貝福集團已出售及於截至二零二二年六月三十日止六個月呈列為已終止經營業務，而截至二零二一年六月三十日止六個月的比較數字已相應重列。於二零二二年六月三十日，斯貝福集團之資產及負債已分別歸類為「分類為持作出售之資產」及「與分類為持作出售之資產直接相關之負債」。

財務回顧

流動資金及融資

本集團於截至二零二二年六月三十日止六個月之資本開支、日常經營及投資主要由其經營所得現金及來自主要往來銀行之貸款提供資金。

於二零二二年六月三十日，本集團持有銀行結餘及現金儲備約140.1百萬港元(二零二一年十二月三十一日：174.2百萬港元)，包括現金及現金等價物約133.2百萬港元(二零二一年十二月三十一日：168.0百萬港元)以及受限制銀行存款約6.9百萬港元(二零二一年十二月三十一日：6.2百萬港元)。

BUSINESS REVIEW (CONTINUED)

Fitness Business (continued)

On 26 April 2022, the Singapore government announced the relaxation of Safe Management Measures and the open-up of the borders. After such announcement, there is no longer capacity control on our gyms in Singapore. Without the social distancing restrictions, we will firmly execute our plans to regain the members we lost during the COVID-19 pandemic.

During this period of recovery, other than boosting sales and regaining members, we will explore sources of funding to ease capital pressure, continue to impose stringent cost control measures and drive the efficiency of the Group's fitness business as a whole.

Discontinued Operation

On 29 July 2022, the SPF Group was disposed of and presented as discontinued operation for the six months ended 30 June 2022 and the comparatives for the six months ended 30 June 2021 have been re-presented accordingly. As at 30 June 2022, the SPF Group's assets and liabilities have been classified as "assets classified as held-for-sale" and "liabilities directly associated with assets classified as held-for-sale", respectively.

FINANCIAL REVIEW

Liquidity and Financing

The Group's capital expenditure, daily operations and investments during the six months ended 30 June 2022 were mainly funded by cash generated from its operations and loans from principal bankers.

As at 30 June 2022, the Group maintained bank balances and cash reserves of approximately HK\$140.1 million (31 December 2021: HK\$174.2 million), including cash and cash equivalents of approximately HK\$133.2 million (31 December 2021: HK\$168.0 million) and restricted bank deposits of approximately HK\$6.9 million (31 December 2021: HK\$6.2 million).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧(續)

流動資金及融資(續)

於二零二二年六月三十日，本集團須於一年內償還之未償還借貸約175.5百萬港元，另有24.9百萬港元之未償還借貸須於一年後償還(二零二一年十二月三十一日：226.7百萬港元須於一年內償還以及17.1百萬港元之未償還借貸須於一年後償還)，不包括須於一年內償還之借貸約25.6百萬港元，其獲分類為「與分類為持作出售之資產直接相關之負債」。於二零二二年六月三十日，本集團之未償還借貸(不含獲分類為「與分類為持作出售之資產直接相關之負債」之借貸)中，有81.5%以人民幣(「人民幣」)計值，及18.5%則以新加坡元(「新加坡元」)計值。本集團之所有未償還借貸均按固定利率計息。

於二零二二年六月三十日，本集團的資產負債比率(借貸總額除以總資產)如下：

FINANCIAL REVIEW (CONTINUED)

Liquidity and Financing (continued)

As at 30 June 2022, the Group had outstanding borrowings repayable within one year of approximately HK\$175.5 million and HK\$24.9 million repayable after one year (31 December 2021: HK\$226.7 million repayable within one year and HK\$17.1 million repayable after one year), excluding borrowings repayable within one year of approximately HK\$25.6 million, which were classified as “liabilities directly associated with assets classified as held-for-sale”. As at 30 June 2022, 81.5% of the Group’s outstanding borrowings, excluding the borrowings classified as “liabilities directly associated with assets classified as held-for-sale”, were denominated in Renminbi (“RMB”) and 18.5% in Singapore dollars (“SGD”). All of the Group’s outstanding borrowings were charged at fixed rates.

The gearing ratio (total borrowings over total assets) of the Group as at 30 June 2022 was as follows:

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
借貸總額	Total borrowings	226,026	243,802
總資產	Total assets	2,459,095	2,558,775
資產負債比率	Gearing ratio	9.2%	9.5%

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧(續)

財務管理及政策

本集團之財務政策旨在令本集團之財務風險減至最低。本集團之政策為不參與投機性之衍生金融交易，亦不會將流動資金投資於高風險金融產品。

外匯波動風險

本集團之業務主要位於中國及新加坡，其大多數交易、相關營運資金及借貸以人民幣、新加坡元、美元及港元計值。本集團密切監控有關外匯風險，並將於需要時考慮對沖重大貨幣風險。然而，由於本集團之綜合財務報表以港元呈列，而港元有別於大部分附屬公司之功能貨幣，故本集團無可避免地面對因將賬目換算為呈列貨幣而產生之外匯風險(不論正面或負面)。

資產抵押

於二零二二年六月三十日，本集團之銀行借貸140,452,000港元(二零二一年十二月三十一日：167,046,000港元)及租賃負債2,823,000港元(二零二一年十二月三十一日：4,776,000港元)已以下列項目作抵押：

FINANCIAL REVIEW (CONTINUED)

Financial Management and Policy

The Group's financial policy aims at minimising the Group's financial risk exposure. Our policy is not to engage in speculative derivative financial transactions and not to invest the current capital in financial products with significant risks.

Risk of Foreign Exchange Fluctuation

The Group's operations are mainly located in the PRC and Singapore and most of its transactions, related working capital and borrowings are denominated in RMB, SGD, United States dollar and HK\$. The Group closely monitors such foreign exchange exposure and will consider hedging significant currency exposure if necessary. However, since the Group's consolidated financial statements are presented in HK\$ which is different from functional currencies of most subsidiaries, the Group would inevitably face foreign exchange exposure, whether positive or negative, arising from translating the accounts to its presentation currency.

Pledge of Assets

As at 30 June 2022, the Group's bank borrowings of HK\$140,452,000 (31 December 2021: HK\$167,046,000) and lease liabilities of HK\$2,823,000 (31 December 2021: HK\$4,776,000) were secured by the following:

		於二零二二年 六月三十日 At 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Building and structures	86,308	98,586
使用權資產	Right-of-use assets	20,884	24,563
應收貿易款項	Trade receivables	18,955	20,123
銀行結餘	Bank balance	1,371	889
		127,518	144,161

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧(續)

重大資本承擔及投資

本集團有以下資本承擔：

已訂約但未於中期簡明綜合財務報表撥備之資本承擔：

- 購置物業、廠房及設備

Capital commitments contracted for but not provided in the interim condensed consolidated financial statements:

- Acquisition of property, plant and equipment

FINANCIAL REVIEW (CONTINUED)

Material Capital Commitments and Investments

The Group had the following capital commitments:

	於二零二二年 六月三十日 As at 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 As at 31 December 2021 千港元 HK\$'000 (經審核) (Audited)
	111,218	118,572

僱員

於二零二二年六月三十日，本集團有1,365名(二零二一年十二月三十一日：1,305名)僱員。本集團持續經營業務及已終止經營業務之員工成本(包括董事酬金及退休福利計劃供款)分別約為75,495,000港元及9,707,000港元(二零二一年六月三十日：76,914,000港元及5,311,000港元)。本集團之一貫政策為提供具競爭力之薪酬待遇，並按僱員表現發放薪金及花紅獎勵。此外，根據本公司不時採納之購股權計劃及股份獎勵計劃各自之條款，合資格僱員或可分別獲授購股權及獎勵股份。該等計劃旨在激勵選定僱員為本集團作出貢獻、讓本集團可招聘及挽留具有卓越才幹之僱員，以及吸納及挽留對本集團而言屬寶貴之人力資源。

Employees

As at 30 June 2022, the Group had 1,365 (31 December 2021: 1,305) employees. The staff costs (including Directors' emoluments and retirement benefits scheme contributions) of the Group's continuing operations and discontinued operation were approximately HK\$75,495,000 and HK\$9,707,000, respectively (30 June 2021: HK\$76,914,000 and HK\$5,311,000). The Group maintains a policy of paying competitive remuneration packages and employees are also rewarded salary and bonus on a performance related basis. In addition, share options and awarded shares may be granted to eligible employees pursuant to the terms of the share option scheme adopted by the Company from time to time and the share award scheme, respectively. The purposes of the schemes are to provide incentives to the selected employees to contribute to the Group, to enable the Group to recruit and retain high-calibre employees, and attract and retain human resources that are valuable to the Group.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

展望

醫藥業務

二零二二年上半年，中國內地新冠疫情偶有階段性及於個別區域反彈，這對本集團醫藥業務帶來些許影響，但整體風險可控。本集團醫藥業務面對此種局面，也積累了應對經驗。本集團醫藥業務全體僱員始終保持積極的態勢，在新品研發、市場開拓、能力升級、風險控制等方面努力發揮自身專業優勢，利用現有資源不斷深挖和聚焦，最大限度的使資產得到有效利用，同時，本集團會積極探索新的商業模式、合作夥伴以及新的利潤增長點，預計全年將有較好表現。

健身業務

自二零二二年四月底以來，新加坡無須再保持安全距離並解除容量限制，惟本集團健身業務的表現尚未有明朗的復甦跡象。在過去兩年多的時間，疫情已改變健身行業的格局。疫情遺留的問題（例如網上課程的爆炸式增長及在家鍛煉的習慣）令實體健身館陷於困境。虛擬健身在便利性及靈活性上比健身館具有無可比擬的優勢，但後者提供的便利設施、專業的面授培訓及現實世界的社交環境亦是不可替代的。因此，本集團的健身業務將持續提升其店內體驗及員工專業度。儘管有人預測隨著疫情消退會有更多健身愛好者出來，但鑑於新加坡及台灣的感染浪潮仍然持續，預期本集團在該兩個地區的健身業務的表現短期內將出現波動。

OUTLOOK

Pharmaceutical Business

In the first half of 2022, there were occasional rebounds of the COVID-19 pandemic in Mainland China in certain periods and regions, which had a certain impact on the Group's pharmaceutical business. Nevertheless, the overall risks were manageable. The Group's pharmaceutical business has also accumulated experience in dealing with such situation. All employees of the Group's pharmaceutical business have always maintained a positive attitude, and strived to fully utilise their professional advantages in research and development of new products, market expansion, capacity upgrading, risk control, etc., and have continuously dived deep into and focused on existing resources to maximise the effective utilisation of assets. Meanwhile, the Group keeps actively exploring new business models, partners and new profit growth drivers. Hence, it is expected to perform better throughout the year.

Fitness Business

Since the end of April 2022, safe distancing has no longer been required and the capacity limit has been lifted in Singapore. However, the performance of the Group's fitness business has not been on the sure path to recovery. The pandemic has changed the fitness industry landscape over the past two-plus years. Brick-and-mortar gyms are struggling with the legacy of the pandemic, such as the explosion of online classes and the habits of at-home workouts. Virtual fitness has incomparable advantages in convenience and flexibility over gyms, while the amenities, professional in-person training and real-world social settings provided by the latter one are not replaceable. Therefore, the Group's fitness business will continue to improve its in-store experience and staff professionalism. Although some predicted that more fitness fans will come out as the pandemic recedes, given the wave of infections in Singapore and Taiwan are still ongoing, the performance of the Group's fitness business in these two regions is expected to fluctuate in the near-term.

企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

中期股息

華控康泰集團有限公司(前稱同方康泰產業集團有限公司)(「本公司」, 連同其附屬公司, 統稱「本集團」)之董事(「董事」)會(「董事會」)認為保持適當水平之資金以便充份掌握日後出現之商機, 乃屬審慎之舉, 故不建議宣派截至二零二二年六月三十日止六個月(「本期間」)之中期股息(二零二一年: 無)。

購股權計劃

本公司購股權計劃(「購股權計劃」)於二零一一年四月二十八日獲採納, 自二零一二年一月十八日起為期十年。於二零一六年七月二十二日, 董事會議決根據購股權計劃授出合共148,500,000份購股權予承授人, 以供認購本公司股本中合共148,500,000股本公司每股面值0.002港元的普通股(「股份」)。所有該等已授出購股權已於二零二一年歸屬或失效。其後並無進一步授出任何購股權。購股權計劃已於二零二二年一月十七日屆滿。於二零二二年一月一日至二零二二年一月十七日期間, 購股權計劃項下並無任何已發行在外的購股權。

INTERIM DIVIDEND

The board (the "Board") of directors (the "Director(s)") of Kontafarma China Holdings Limited (Formerly known as Tongfang Kontafarma Holdings Limited) (the "Company", together with its subsidiaries, the "Group") considers that it is prudent to retain an appropriate level of funds to take advantage of business opportunities as and when they arise, and therefore does not recommend to declare an interim dividend for the six months ended 30 June 2022 (the "Period") (2021: Nil).

SHARE OPTION SCHEME

The share option scheme of the Company (the "Share Option Scheme") was adopted on 28 April 2011 for a period of ten years commencing from 18 January 2012. On 22 July 2016, the Board resolved to grant a total of 148,500,000 share options to the grantees to subscribe for a total number of 148,500,000 ordinary shares of HK\$0.002 each of the Company (the "Share(s)") in the share capital of the Company under the Share Option Scheme. All of such granted options have already been vested or lapsed in 2021. No further options have been granted thereafter. The Share Option Scheme expired on 17 January 2022. During the period from 1 January 2022 to 17 January 2022, there is no outstanding share option under the Share Option Scheme.

企業管治及其他資料

CORPORATE GOVERNANCE AND OTHER INFORMATION

董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

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（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有已記錄於根據證券及期貨條例第352條須備存之登記冊內，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「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」）已另行知會本公司及聯交所之權益及淡倉如下：

於相聯法團之權益

董事姓名 Name of Director	相聯法團名稱 Name of associated corporation	身份 Capacity	佔相聯法團權益 概約百分比 Approximate percentage of interest in the associated corporation
蔣朝文先生 Mr. Jiang Chaowen	斯貝福（北京）生物技術有限公司 （「斯貝福」） SPF (Beijing) Biotechnology Co., Ltd.* （“SPF”）	實益擁有人 Beneficial owner	5.47%

附註：

於二零二二年六月三十日，蔣朝文先生擁有本公司間接非全資附屬公司斯貝福註冊資本5.47%之權益。

除上文所披露者外，於二零二二年六月三十日，本公司董事或最高行政人員及彼等各自之聯繫人概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有任何已記錄於本公司根據證券及期貨條例第352條備存之登記冊內，或根據標準守則已知會本公司及聯交所之權益或淡倉。

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

As at 30 June 2022, the interests and short positions of the Directors and chief executives 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 (the “SFO”)) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

Interests in associated corporation

Note:

As at 30 June 2022, Mr. Jiang Chaowen owned 5.47% interests in the registered capital of SPF, an indirect non-wholly owned subsidiary of the Company.

Save as disclosed above, as at 30 June 2022, none of the Directors nor the chief executives of the Company and their respective associate(s) had any interests or short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

企業管治及其他資料

CORPORATE GOVERNANCE AND OTHER INFORMATION

主要股東及其他人士於股份之權益及淡倉

於二零二二年六月三十日，就本公司任何董事或最高行政人員所知或獲另行知會，以下本公司股東（「股東」）（本公司董事或最高行政人員除外）根據證券及期貨條例第336條備存之登記冊所載，於股份或相關股份中擁有5%或以上權益：

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES

At 30 June 2022, so far as it was known by or otherwise notified to any Directors or the chief executives of the Company, the following shareholders of the Company (the "Shareholders") (other than a Director or the chief executives of the Company) had 5% or more interests in the Shares or underlying shares as recorded in the register required to be kept under section 336 of the SFO:

股東名稱 Name of Shareholders	身份 Capacity	好倉 Long Positions	
		股份數目 Number of Shares	概約股權百分比 Approximate percentage of interest in shareholding
中國健康管理投資有限公司（「中國健康」） China Health Management Investment Limited ("China Health")	實益擁有人 Beneficial owner	3,172,778,000 ⁽¹⁾	56.77%
華融泰資產管理（香港）有限公司 （「華融泰香港」） Waranty Assets Management (HK) Limited ("Waranty Hong Kong")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽²⁾	56.77%
深圳市華融泰資產管理有限公司 （「深圳華融泰」） Shenzhen Waranty Asset Management Co., Ltd.* ("Shenzhen Waranty")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽³⁾	56.77%
寧波保稅區三晉國投股權投資基金合夥企業 （有限合夥）（「三晉國投」） Ningbo Free Trade Zone Sanjin Guotou Private Equity Fund Partnership Enterprise (Limited Partnership)* ("Sanjin Guotou")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁴⁾	56.77%
山西建設投資集團有限公司（「山西建投」） Shanxi Construction Investment Group Co., Ltd.* ("Shanxi Construction")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁵⁾	56.77%
山西省高速公路集團有限責任公司 （「山西高速公路」） Shanxi Province Expressway Group Limited Liability Company* ("Shanxi Expressway")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁶⁾	56.77%

企業管治及其他資料

CORPORATE GOVERNANCE AND OTHER INFORMATION

主要股東及其他人士於股份之權益及淡倉 (續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

股東名稱 Name of Shareholders	身份 Capacity	股份數目 Number of Shares	好倉
			Long Positions 概約股權百分比 Approximate percentage of interest in shareholding
山西交通控股集團有限公司(「山西交通」) Shanxi Transportation Holdings Group Co., Ltd.* (“Shanxi Transportation”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁷⁾	56.77%
山西省國有資本運營有限公司(「省國資運營公司」)(前稱山西省國有資本投資運營有限公司) Shanxi State-owned Capital Operation Co., Ltd.* (“State-owned Capital Operation Co.”) (Formerly known as Shanxi State Capital Investment and Operation Co., Ltd.*)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁸⁾	56.77%
山西省人民政府國有資產監督管理委員會(「山西省國資委」) State-owned Assets Supervision and Administration Commission of Shan Xi Provincial Government (“Shanxi Government Commission”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 ⁽⁹⁾	56.77%
清華同方節能控股有限公司* (「清華同方節能」) THTF Energy-Saving Holdings Limited (“THTF Energy-Saving”)	實益擁有人 Beneficial owner	513,994,000 ⁽¹⁰⁾	9.20%
Resuccess Investments Limited (“Resuccess”)	受控制法團權益 Interest of a controlled corporation	513,994,000 ⁽¹¹⁾	9.20%
同方股份有限公司(「同方股份」) Tsinghua Tongfang Co., Ltd.* (“Tsinghua Tongfang”)	受控制法團權益 Interest of a controlled corporation	513,994,000 ⁽¹²⁾	9.20%

企業管治及其他資料

CORPORATE GOVERNANCE AND OTHER INFORMATION

主要股東及其他人士於股份之權益及淡倉 (續)

附註：

- (1) 此數字指中國健康於3,172,778,000股股份之法律上及實益權益。
- (2) 華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (3) 深圳華融泰透過其全資附屬公司華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (4) 三晉國投擁有深圳華融泰註冊資本45.50%之權益，因此被視為於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (5) 山西建投擁有三晉國投註冊資本46.38%之權益及深圳華融泰註冊資本46.40%之權益，因此被視為於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (6) 山西高速公路擁有三晉國投註冊資本46.38%之權益，因此被視為於三晉國投擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (7) 山西交通擁有山西高速公路註冊資本100%之權益，因此被視為於山西高速公路擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (8) 省國資運營公司分別擁有山西建投註冊資本90%之權益及山西交通註冊資本90%之權益，因此省國資運營公司被視為透過山西建投及山西交通於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

Notes:

- (1) The figure refers to the legal and beneficial interests of China Health in 3,172,778,000 Shares.
- (2) Warranty Hong Kong owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (3) Shenzhen Warranty, through its wholly-owned subsidiary, namely Warranty Hong Kong, owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (4) Sanjin Guotou owns 45.50% interests in the registered capital of Shenzhen Warranty and is therefore deemed to have an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (5) Shanxi Construction owns 46.38% interests in the registered capital of Sanjin Guotou and 46.40% interests in the registered capital of Shenzhen Warranty and is therefore deemed to have an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (6) Shanxi Expressway owns 46.38% interests in the registered capital of Sanjin Guotou and is therefore deemed to have an interest in the Shares in which Sanjin Guotou is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (7) Shanxi Transportation owns 100% interests in the registered capital of Shanxi Expressway and is therefore deemed to have an interest in the Shares in which Shanxi Expressway is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (8) State-owned Capital Operation Co. owns 90% interests in the registered capital of Shanxi Construction and 90% interests in the registered capital of Shanxi Transportation respectively. State-owned Capital Operation Co. is therefore deemed to have, via Shanxi Construction and Shanxi Transportation, an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.

企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

主要股東及其他人士於股份之權益及淡倉 (續)

附註：(續)

- (9) 山西省國資委擁有省國資運營公司註冊資本100%之權益，因此被視為於省國資運營公司擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (10) 此數字指清華同方節能於513,994,000股股份之法律上及實益權益。
- (11) Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。
- (12) 同方股份透過其全資附屬公司Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。

除上文所披露者外，截至二零二二年六月三十日，本公司並無接獲任何人士(本公司董事或最高行政人員或彼等各自之聯繫人除外)通知，彼於股份及相關股份中擁有任何需記錄於根據證券及期貨條例第336條備存之登記冊內之權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

Notes: (continued)

- (9) Shanxi Government Commission owns 100% interests in the registered capital of State-owned Capital Operation Co. and is therefore deemed to have an interest in the Shares in which State-owned Capital Operation Co. is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (10) The figure refers to the legal and beneficial interests of THTF Energy-Saving in 513,994,000 Shares.
- (11) Resuccess owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.
- (12) Tsinghua Tongfang, through its wholly-owned subsidiary, namely Resuccess, owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.

Save as disclosed above, as at 30 June 2022, the Company had not been notified by any person (other than a Director or chief executive of the Company or their respective associate(s)) of any interest and short position in the Shares and underlying shares which were required to be recorded in the register required to be kept under section 336 of the SFO.

企業管治及其他資料

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治守則

截至二零二二年六月三十日止六個月，本公司已應用上市規則附錄十四所載之企業管治守則之所有適用守則條文之原則並遵守該等守則條文。

董事及相關僱員進行證券交易之守則

本公司已採納標準守則，作為董事進行證券交易之行為守則。經本公司作出具體查詢後，全體董事已確認彼等於回顧期內一直遵守標準守則所載之所需標準。

本公司已要求因於本公司之職務而有可能取得內幕消息之相關僱員遵守標準守則之條文。

審核委員會之審閱

本公司審核委員會（「審核委員會」）連同本公司之管理團隊已審閱本集團所採納之會計原則及慣例，並就內部監控及財務匯報事宜進行討論，包括對截至二零二二年六月三十日止六個月之未經審核中期財務報告進行概括之審閱。於進行審閱時，審核委員會乃倚賴本集團外聘核數師根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」所進行之審閱結果，以及本公司管理層提交之報告進行上述審閱。審核委員會並無進行詳細之獨立核數審查。

CORPORATE GOVERNANCE CODE

During the six months ended 30 June 2022, the Company has applied the principles of, and complied with, all the applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry made by the Company, that they had complied with the required standard as set out in the Model Code during the period under review.

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

AUDIT COMMITTEE REVIEW

The audit committee of the Company (the "Audit Committee"), together with the Company's management team, has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the unaudited interim financial report for the six months ended 30 June 2022. In carrying out this review, the Audit Committee has relied on a review conducted by the Group's external auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants as well as reports obtained from the Company's management. The Audit Committee has not undertaken detailed independent audit checks.

企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

購買、出售或贖回股份

於截至二零二二年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

代表董事會
主席
白平彥

香港，二零二二年八月二十九日

* 僅供識別

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

On behalf of the Board
Bai Pingyan
Chairman

Hong Kong, 29 August 2022

* For identification purposes only



華控康泰集團有限公司
Kontafarma China Holdings Limited

