



Sinco Pharmaceuticals Holdings Limited 兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(根據開曼群島法例註冊成立的有限公司)

Stock Code 股份代號: 6833

2022



中期報告 Interim Report



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Mr. Huang Xiangbin (*Chairman and Co-Chief Executive Officer*)

Independent Non-executive Directors

Mr. Lau Ying Kit

Mr. Liu Wenfang

Mr. Wang Qing

Mr. Bai Zhizhong

AUDIT COMMITTEE

Mr. Lau Ying Kit (*Chairman*)

Mr. Liu Wenfang

Mr. Wang Qing

Mr. Bai Zhizhong

REMUNERATION COMMITTEE

Mr. Wang Qing (*Chairman*)

Mr. Liu Wenfang

Mr. Bai Zhizhong

NOMINATION COMMITTEE

Mr. Huang Xiangbin (*Chairman*)

Mr. Liu Wenfang

Mr. Lau Ying Kit

INTERNAL CONTROL AND CORPORATE GOVERNANCE COMMITTEE

Mr. Lau Ying Kit (*Chairman*)

Mr. Wang Qing

Mr. Liu Wenfang

Mr. Bai Zhizhong

AUTHORISED REPRESENTATIVES

Mr. Huang Xiangbin

Mr. Li Kin Wai

JOINT COMPANY SECRETARIES

Ms. Peng Yunlu

Mr. Li Kin Wai

REGISTERED OFFICE

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

董事會

執行董事

黃祥彬先生(*主席兼聯席行政總裁*)

獨立非執行董事

劉英傑先生

劉文芳先生

汪晴先生

白志中先生

審核委員會

劉英傑先生(*主席*)

劉文芳先生

汪晴先生

白志中先生

薪酬委員會

汪晴先生(*主席*)

劉文芳先生

白志中先生

提名委員會

黃祥彬先生(*主席*)

劉文芳先生

劉英傑先生

內部控制及企業管治委員會

劉英傑先生(*主席*)

汪晴先生

劉文芳先生

白志中先生

授權代表

黃祥彬先生

李健威先生

聯席公司秘書

彭雲璐女士

李健威先生

註冊辦事處

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Information (Continued)

公司資料(續)

CORPORATE HEADQUARTERS

E5-1805, Global Centre
No. 1700, North Section of Tianfu Avenue
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Sichuan
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2403, Wing On Centre
111 Connaught Road Central
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
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HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre,
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Wan Chai
Hong Kong

HONG KONG LEGAL ADVISER

Tian Yuan Law Firm LLP
Suites 3304-3309, 33/F
Jardine House One Connaught Place
Central, Hong Kong

AUDITOR

Ernst & Young
Certified Public Accountant

STOCK CODE ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

6833

COMPANY'S WEBSITE

www.sinco-pharm.com

LISTING DATE

10 March 2016

公司總部

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四川省
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天府大道北段1700號
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香港主要營業地點

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Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
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Grand Cayman, KY1-1102
Cayman Islands

香港證券登記分處

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

香港法律顧問

天元律師事務所(有限法律責任合夥)
香港中環
康樂廣場1號怡和大廈
33樓3304-3309室

核數師

安永會計師事務所
執業會計師

香港聯合交易所有限公司主板股份代號

6833

本公司網站

www.sinco-pharm.com

上市日期

2016年3月10日

Financial Highlights

財務摘要

- Revenue of the Group increased by 33.4% or RMB282.9 million to RMB1,129.9 million for the Reporting Period (six months ended 30 June 2021: RMB847.0 million), among which revenue from sales of Human Albumin Solution increased by approximately RMB322.0 million, revenue from medical beauty services increased by RMB2.5 million, while revenue from sales of antibiotics decreased by approximately RMB41.6 million.
- In line with the increase in the Group's revenue, the gross profit of the Group increased by RMB34.7 million to RMB192.2 million for the Reporting Period (six months ended 30 June 2021: RMB157.5 million), while the gross profit margin slightly decreased from 18.6% to 17.0%, which was caused by the increase in the purchase cost.
- During the Reporting Period, although the gross profit of the Group was increased, the net profit was decreased by approximately RMB13.4 million to RMB61.9 million (six months ended 30 June 2021: RMB75.3 million). Such decrease was mainly due to the increased sales expenses and administration expenses, which were caused by more market promotion activities carried out to expand the sales channel and the increased research and development expenses on the aesthetic medicine during the Reporting Period.
- During the Reporting Period, net profit attributable to owners of the Company amounted to RMB61.9 million (six months ended June 2021: RMB75.3 million), representing a decrease in net profit by RMB13.4 million.
- Basic earnings per share amounted to RMB0.03049 for the Reporting Period (six months ended 30 June 2021: RMB0.04450).
- Diluted earnings per share amounted to RMB0.03048 for the Reporting Period (six months ended 30 June 2021: RMB0.04450).
- The Board resolved not to declare any interim dividend for the Reporting Period (six months ended 30 June 2021: Nil).
- 報告期內，本集團收益增長33.4%或人民幣282.9百萬元至人民幣1,129.9百萬元(截至2021年6月30日止六個月：人民幣847.0百萬元)，其中人血白蛋白注射液銷售收益增長約人民幣322.0百萬元，醫美服務收益增加人民幣2.5百萬元，而抗生素銷售收益減少約人民幣41.6百萬元。
- 隨著本集團收益增加，報告期內，本集團毛利增加人民幣34.7百萬元至人民幣192.2百萬元(截至2021年6月30日止六個月：人民幣157.5百萬元)，而毛利率由18.6%輕微下降至17.0%，乃由於採購成本增加所致。
- 於報告期內，雖然本集團毛利增加，但純利減少約人民幣13.4百萬元至人民幣61.9百萬元(截至2021年6月30日止六個月：人民幣75.3百萬元)。該減少主要由於銷售費用及管理費用增加，原因為於報告期內為擴展銷售渠道而開展的市場推廣活動增多，及醫美藥物研發費用增加。
- 報告期內，本公司擁有人應佔純利為人民幣61.9百萬元(截至2021年6月止六個月：人民幣75.3百萬元)，純利減少人民幣13.4百萬元。
- 報告期內，每股基本盈利為人民幣0.03049元(截至2021年6月30日止六個月：人民幣0.04450元)。
- 報告期內，每股攤薄盈利為人民幣0.03048元(截至2021年6月30日止六個月：人民幣0.04450元)。
- 董事會決議不就報告期宣派任何中期股息(截至2021年6月30日止六個月：無)。

Financial Highlights (Continued)

財務摘要(續)

		Six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Operating results	經營業績		
Revenue	收益	1,129,926	847,044
Gross profit	毛利	192,198	157,527
Profit before tax	除稅前溢利	78,568	91,684
Profit for the period	期內溢利	61,923	75,281
Profit attributable to owners of the Company	本公司擁有人應佔溢利	61,923	75,281
Profitability	盈利		
Gross margin (%)	毛利率(%)	17%	18.6%
Net profit margin (%)	純利率(%)	5.5%	8.9%

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Financial position	財務狀況		
Total assets	總資產	1,603,354	1,232,766
Total liabilities	總負債	1,007,081	857,880
Total equity	總權益	596,273	374,886
Equity attributable to owners of the Company	本公司擁有人應佔權益	596,273	374,886
Cash and cash equivalents*	現金及現金等價物*	456,707	326,052

* As stated in the consolidated statement of cash flows

* 如綜合現金流量表所列

Corporate Profile

公司簡介

As a leading MPCM service provider with extensive experience in the distribution of pharmaceutical imports, the Group focuses on blood products and, based on nationwide marketing and promotion network, provides comprehensive MPCM services for small and medium-sized overseas pharmaceuticals manufacturers. The Group's products are imported from well-known overseas pharmaceutical manufacturers with product portfolio centers on blood products as well as anti-infective medicine and other prescription medicine.

The marketing and promotion services provided by the Group include: coordinating and cooperating with overseas pharmaceuticals manufacturers in respect of import registration/re-registration and other matters required by regulatory authorities; establishing customized marketing and promotion strategies based on the consideration of the product's therapeutic areas and characteristics, regulatory environment, market demand and other commercial factors; selecting, appointing and managing third-party service promoters; holding academic conferences, lectures, seminars, and other promotional activities; and informing doctors of the medical uses and effects of the Group's products.

The channel management services provided by the Group include: product clearance and testing; cooperating with third party on logistics and delivery; participating in tenders; confirming the purchase orders of, delivery products to and collecting payment from third-party commercial pharmaceutical delivery companies; collecting and analyzing sales data; and managing and improving the inventory level of commercial distribution channels.

The Group select quality blood products from overseas markets, to meet the unsatisfied medical demand of the domestic market, and secure high growth potential in the Chinese pharmaceutical industry with the outstanding clinical results of such products.

The Group has also continued to facilitate the industrial layout in the field of medical beauty. The construction of the production line for the Group's products and the recruitment of medical beauty team have been proceeded successfully in the first half of 2022 while the medical beauty research and development project was making steady progress.

作為領先的營銷、推廣及渠道管理服務供應商，本集團憑藉豐富的進口醫藥分銷經驗，專注於血液製品，以覆蓋全中國的營銷及推廣網絡為基礎，為海外中小型製藥商提供綜合營銷、推廣及渠道管理服務。本集團的產品進口自知名的海外製藥商，產品組合主要涵蓋血液製品及抗感染藥物等處方藥品。

本集團提供的營銷及推廣服務涵蓋：協調和配合海外製藥商開展進口註冊／再註冊工作和其他監管機構要求事宜；基於對產品治療領域、產品特性、監管環境、市場需求以及其他商業因素考慮，制定定制化的營銷及市場推廣策略；甄選、委任和管理第三方服務推廣商；舉辦學術會議、講座、研討會及其他推廣活動；及向醫師傳達有關本集團產品的醫療用途及功效。

本集團提供的渠道管理服務包括：產品清關及檢驗；與第三方合作開展物流配送工作；參加投標；確認第三方商業醫藥配送公司的採購訂單、產品交付及收款工作；銷售數據的收集與分析；及管理 and 改善商業配送渠道的存貨量。

本集團從海外市場篩選優質血液製品，以彌補國內市場有待滿足的醫藥需求；憑藉產品卓越的臨床效果，確保其在中國醫藥行業擁有強勁的增長潛力。

本集團也在持續推進醫美領域的產業佈局。在醫美研發項目穩步推進的同時，本集團的產品生產線搭建和醫美團隊招募都已於2022年上半年順利進行。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The COVID-19 pandemic persists into 2022 around the world. At the same time, the outbreaks of the pandemic in major cities in the Mainland China in the first half of the year have also brought continuous and severe challenges to various industries. As far as the pharmaceutical industry is concerned, on one hand, due to the pandemic, demand for related pharmaceutical products has surged and certain market sub-segments have become popular. On the other hand, due to the fluctuation and continuation of the pandemic situation at home and abroad, it has caused huge pressure on the supply side and supply chain of pharmaceutical products. How to maintain a stable product supply in 2022, where pandemic has become the new normal, has become a difficult problem faced by every pharmaceutical company.

During the Reporting Period, the half-year batch release volume of human albumin was 30.66 million vials, representing a slight increase of 4% compared to the corresponding period of 2021. The proportions of imported albumin and domestic albumin were 58.4% and 41.6% respectively. Domestic albumin achieved a 15.7% increase due to the recovery of plasma collection in 2021. Due to the outbreak of the pandemic in major import port cities in the first half of this year, the progress of customs clearance and batch release of imported human albumin has been affected to varying degrees, and the total batch release volume of imported albumin has declined by 3%.

During the Reporting Period, the Group's sales of human albumin injection amounted to RMB1,127.4 million, representing an increase of approximately RMB322.0 million or 40% compared to the corresponding period of 2021, and revenue from medical beauty services amounted to approximately RMB2.5 million. The total gross profit achieved during the Reporting Period was RMB192.2 million, representing a period-on-period increase of RMB34.7 million or 22% compared to the gross profit of RMB157.5 million in the corresponding period of 2021. The increase in gross profit was mainly due to the increase in the sales of human albumin by the Group during the Reporting Period.

業務回顧

2022年新冠疫情持續在全球蔓延。同時，上半年中國內地各大城市疫情的相繼爆發也使各個行業和領域都面臨著持續而嚴峻的挑戰。就醫藥行業而言，一方面由於疫情的緣故，相關醫藥產品的需求激增，某些細分市場受到熱捧。另一方面，由於境內外疫情的起伏和持續，給醫藥產品的供給端和供應鏈造成了巨大的壓力。如何在疫情已成為新常態的2022年保持穩定的產品供給成為了每個醫藥企業所面臨的難題。

報告期內，人血白蛋白半年批發量為30.66百萬瓶，較2021年同期略微增長了4%。進口白蛋白和國產白蛋白的佔比分別為58.4%和41.6%。國產白蛋白因為2021年採漿量的恢復實現了15.7%的增長。而由於今年上半年各大進口口岸城市疫情的爆發，人血白蛋白的進口備案和批發發進度受到了不同程度的影響，進口白蛋白的批發發總量出現了3%的下滑。

報告期內本集團人血白蛋白注射液銷售額為人民幣1,127.4百萬元，相比2021年同期增加約人民幣322.0百萬元，增幅40%，而醫美服務收入約為人民幣2.5百萬元。報告期內實現毛利共計人民幣192.2百萬元，相較2021年同期毛利人民幣157.5百萬元同比增加人民幣34.7百萬元，增幅22%，毛利的增加主要是由於報告期內本集團自營人血白蛋白銷售增加所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In May 2022, the Group acquired 70% equity interest in Demei Company and entered into a series of structured contracts with relevant parties (including Mr. Huang Zhijiang (黃智健), son of the substantial shareholder of the Company and an executive Director) to obtain the control of operational and financial matters over and the economic interest derived from the remaining 30% equity interest in Demei Company (and the entire equity interest in Renshangren being the registered holder of the remaining 30% equity interest in Demei Company), to operate its medical beauty services in the PRC. Through the aforesaid acquisition and contractual arrangements: (i) the Group could capitalise on the medical professionals, equipments and facilities of Demei Company as well as its network in the medical aesthetic industry, which could facilitate the research and development works of our medical aesthetic products; (ii) the Group could expand its presence and have direct access to the downstream end of the medical aesthetic industry, which could be beneficial for the Group to build up its brand name in the industry, to obtain more comprehensive market information and to have a direct and better understanding of the customers' requirements in medical aesthetic products and services; and (iii) Demei Company and its network could bring synergy effect to the marketing and sales of the Group's pharmaceutical products and medical aesthetic products at a later stage.

FUTURE AND OUTLOOK

In the first half of 2022, the COVID-19 pandemic broke out successively in major cities across the country, and the macroeconomic environment at home and abroad is still full of uncertainties. However, the rigid demand for the development of China's pharmaceutical industry will exist for a long time. As an essential industry in China, the medical and health industry still has strong growth momentum and huge rigid demand.

Under the continuous influence of the domestic pandemic, the entire supply of imported human albumin is facing challenges in various aspects. Different from the supply of other pharmaceutical products, the import process of blood products is more complicated and the import cycle is longer. The outbreak of the pandemic in various import port cities in the first half of the year has significantly prolonged the entire import cycle, and the overall batch release volume has shrunk. However, as the pandemic is brought under control and imports return to normal, batch release volume is expected to rebound significantly in the second half of 2022 and may exceed last year's supply throughout the year. The Group will continue to expand the marketing and promotion network, strengthen the management and control of the marketing team, improve the incentive system, and continue to promote the sinking of network channels. Moreover, the Group will increase profit contribution through the development of multi-mode cooperation with hospitals and pharmacies to access the terminal market, building core marketing capabilities and establishing a high-quality terminal promotion network.

於2022年5月，本集團收購德美公司70%股權，並與有關各方(包括本公司主要股東兼執行董事之子黃智健先生)訂立一系列結構性合約，以獲得對德美公司剩餘30%股權(及仁尚仁(德美公司剩餘30%股權的登記持有人)全部股權)的營運及財務事宜的控制權以及其產生的經濟利益，以於中國營運其醫美服務。透過前述收購及合約安排：(i)本集團能夠利用德美公司的醫療專家、設備及設施以及其於醫療美容行業的網絡，其可能有助於我們醫療美容產品的研發工作；(ii)本集團可拓展其佈局並可直接進入醫療美容行業的下游終端，此或會有利於本集團於業內建立品牌名聲，以獲取更為全面的市場資訊以及直接及更好地了解客戶對醫療美容產品及服務的要求；及(iii)德美公司及其網絡可在後期為本集團藥品及醫療美容產品的營銷及銷售帶來協同效應。

前景及展望

2022年上半年，新冠疫情在全國各個主要城市相繼爆發，國內外宏觀經濟環境也依然充滿著不確定因素。然而，中國醫藥行業發展的剛性需求將長期存在，醫藥健康行業作為中國的重要民產業，仍具有強勁的增長動力和巨大的剛性需求。

在國內疫情的持續影響下，整個進口人血白蛋白的供應都面臨著各方面的挑戰。不同於其他醫藥產品供應，血液製品的進口環節更複雜，進口週期更長。上半年各個進口口岸城市的疫情爆發使得整個進口週期顯著延長，總體批發量出現了萎縮。但隨著疫情的控制和進口工作恢復正常，預計2022年下半年的批發量會出現明顯的反彈並且全年有可能超越去年的供應量。本集團將持續擴大行銷推廣網路，加強對行銷團隊的管控，完善激勵制度，不斷推進網路管道下沉。同時通過開發與醫院、藥房的多模式合作方式向終端市場延伸，為本集團提升利潤貢獻，打造核心行銷能力和建立優質的終端推廣網路。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As the Group officially launched the industrial layout of the medical aesthetic products last year, the research and development of the first product of the Group's medical beauty product line, "Girl Needle", has also been carried out smoothly this year. At present, the project has completed the development work in the laboratory stage, and is expected to start pilot production in the second half of this year. The Group will continue to invest the necessary manpower and resources in order to achieve an early launch of the product. At the same time, the Group is also continuing to investigate and research into the medical aesthetics market and will develop a series of "PCL+X" products based on polycaprolactone raw materials, and derive a variety of medical aesthetics products.

Apart from the above, the Group will continue to strengthen the construction of its internal control system and risk management, pay close attention to corporate social responsibilities and practise through the Group's governance. The Group will offer its staff a great platform for career development, and keep working to create a greater value for the Shareholders.

FINANCIAL REVIEW

Revenue

The Group recorded revenue of RMB1,129.9 million for the Reporting Period, representing an increase of RMB282.9 million or 33.4% as compared to RMB847.0 million in the corresponding period of 2021, which could be further analyzed as follows:

隨著本集團在去年正式啟動醫美行業的產業佈局，本集團醫美產品線的首款產品「少女針」的研發工作也在今年得以順利地開展。目前該專案已經完成了實驗室階段的開發工作，預計將在今年下半年開展中試生產。本集團將持續投入所需的人力和資源以期推動該產品的早日上市。同時，本集團也在持續調研醫美市場並將依託聚己內酯原材料開發系列產品「PCL+X」，衍生出多種醫美產品。

此外，本集團將繼續加強企業內部控制體系建設，強化風險管理，亦高度關注企業社會責任，並在本集團管治中踐行。本集團將為員工提供理想的職業發展平台，為股東創造價值而不懈努力。

財務回顧 收益

本集團於報告期內錄得收益人民幣1,129.9百萬元，較2021年同期的人民幣847.0百萬元增加人民幣282.9百萬元，增幅33.4%，可進一步分析如下：

		For the six months ended 30 June 截至6月30日止六個月			
		2022 2022年		2021 2021年	
	Notes 附註	RMB million 人民幣百萬元	% of revenue 收益佔比	RMB million 人民幣百萬元	% of revenue 收益佔比
Human Albumin Solution	人血白蛋白注射液	1,127.4	99.8	805.4	95.1
Antibiotics	抗生素	–	–	41.6	4.9
Medical beauty services	醫美服務	2.5	0.2	–	–
Total	合計	1,129.9	100.0	847.0	100.0

Notes:

- Throughout the Reporting Period, revenue of Human Albumin Solution of the Group stood at RMB1,127.4 million, representing an increase of approximately 40% or RMB322.0 million as compared to the first half of 2021. Such increase in revenue was mainly due to the increase in the supply volume and the sales volume of human albumin.
- During the Reporting Period, the Group temporarily stopped the sales of the antibiotics products because the market demand was adversely affected by the continuous COVID-19 pandemic, and meanwhile, with the implementation of the drug volume-based purchase policy, the sales in state-owned hospitals declined. The Group was developing the new sales channel for the antibiotics products.
- During the Reporting Period, revenue generated from medical beauty services amounted to RMB2.5 million, representing the revenue from Demel Company which was acquired by the Group during the Reporting Period.

附註：

- 於報告期內，本集團人血白蛋白注射液收益為人民幣1,127.4百萬元，相比2021年上半年上升約40%或人民幣322.0百萬元。收益的增加主要源於人血白蛋白供應量和銷售量提升所致。
- 於報告期內，本集團暫停了抗生素產品的銷售，原因為市場需求受到新冠疫情持續的不利影響，同時隨著藥品帶量採購政策的實施，國有醫院的銷量下降。本集團正為抗生素產品開發新銷售渠道。
- 於報告期內，醫美服務收入為人民幣2.5百萬元，為本集團於報告期內收購的德美公司的收益。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of sales

The Group recorded cost of sales of RMB937.7 million for the Reporting Period, representing an increase of RMB248.2 million or 36.0% as compared with RMB689.5 million in the corresponding period of 2021, which was in line with the increase in sales revenue.

Gross profit and gross profit margin

During the Reporting Period, the Group recorded gross profit of RMB192.2 million, representing an increase of RMB34.7 million as compared with RMB157.5 million in the corresponding period of 2021, in which the gross profit of the human albumin increased by RMB36.2 million, the gross profit of medical beauty services increased by RMB1.9 million during the period, and the gross profit of antibiotics decreased by RMB3.4 million.

As compared with the corresponding period of 2021, the gross profit margin declined from 18.6% to 17.0% for the Reporting Period. The decrease in profit margin was mainly due to the decrease of the gross profit margin of the human albumin which was primarily caused by its increased purchase cost.

Other income and gains

During the Reporting Period, other income and gains of the Group amounted to RMB11.5 million, representing an increase of RMB6.4 million as compared with the corresponding period of 2021. Other income and gains for the Reporting Period mainly represented (i) logistics service income of RMB1.9 million; (ii) exchange gains of RMB8.2 million.

Selling and distribution expenses

During the Reporting Period, the Group's selling and distribution expenses amounted to approximately RMB67.8 million, representing an increase of RMB32.9 million as compared with the corresponding period of 2021. The increase was mainly due to the increase of marketing promotion expenses.

Administrative expenses

During the Reporting Period, the Group recorded administrative expenses of RMB37.3 million, representing an increase of RMB19.9 million as compared with the corresponding period of 2021. The administrative expenses mainly included staff cost of RMB10.4 million, consultation service fees of RMB7.3 million, R&D expenses of RMB5.0 million, tax charges of RMB3.7 million, depreciation and amortization of RMB3.7 million and other miscellaneous expenses.

銷售成本

本集團於報告期內錄得銷售成本人民幣937.7百萬元，較2021年同期的人民幣689.5百萬元增加人民幣248.2百萬元，增幅36.0%，與銷售收益增加相符。

毛利及毛利率

於報告期內，本集團錄得毛利人民幣192.2百萬元，較2021年同期的人民幣157.5百萬元增加人民幣34.7百萬元，其中人血白蛋白毛利增加人民幣36.2百萬元，醫美服務本期毛利增加人民幣1.9百萬元，抗生素毛利減少人民幣3.4百萬元。

和2021年同期相比，報告期內毛利率則由18.6%下降至17.0%。利潤率下降主要是因為人血白蛋白的毛利率下降，其主要是由於採購成本增加所致。

其他收入及收益

於報告期內，本集團的其他收入及收益為人民幣11.5百萬元，較2021年同期增加人民幣6.4百萬元。報告期內其他收入及收益主要是(i)物流服務收入人民幣1.9百萬元；(ii)匯兌收益人民幣8.2百萬元。

銷售及經銷開支

於報告期內，本集團銷售及經銷開支約人民幣67.8百萬元，較2021年同期增加人民幣32.9百萬元。增加主要是由於市場推廣費用增加。

行政開支

於報告期內，本集團錄得行政開支人民幣37.3百萬元，較2021年同期增加人民幣19.9百萬元。行政開支主要包括員工成本人民幣10.4百萬元、諮詢服務費人民幣7.3百萬元、研發費用人民幣5.0百萬元、稅費人民幣3.7百萬元、折舊和攤銷人民幣3.7百萬元和其他各項費用。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Other expenses

During the Reporting Period, the Group recorded other expenses of RMB2.0 million representing a decrease of RMB1.8 million as compared with RMB3.8 million in the corresponding period of 2021.

Finance costs

During the Reporting Period, the Group recorded finance costs of RMB11.6 million, representing a decrease of RMB3.2 million as compared with the corresponding period of 2021, which was mainly due to the increase in the bank charges of the issuance of letter of credit of RMB2.2 million and offset by the decrease of the interest on bank and other borrowings of RMB3.6 million and the decrease of unwinding of discount on long-term deposits received of RMB2.8 million.

Income tax expense

During the Reporting Period, the Group recorded income tax expense of RMB16.6 million, representing a slight increase of RMB0.2 million as compared with the corresponding period of 2021, which was similar to that of the corresponding period of 2021.

Profit for the Reporting Period

As a result of the foregoing, the Group recorded the net profit of RMB61.9 million, representing a decrease of RMB13.4 million as compared with the corresponding period of 2021.

Inventories

Inventory balances amounted to RMB45.2 million as of 30 June 2022 (31 December 2021: RMB61.3 million), representing a decrease of RMB16.1 million as compared with the year-end balance of 2021. Such decrease was due to the decrease in the inventory balance of Human Albumin Solution.

Due to the recovery of the sales volume during the Reporting Period, the Group's average inventory turnover days decreased by 35 days from 45 days for the corresponding period of 2021 to 10 days for the Reporting Period.

Trade and bills receivables

The balance of trade receivables amounted to RMB228.5 million as at 30 June 2022 (31 December 2021: RMB213.2 million), representing an increase of RMB15.3 million as compared with the year-end balance of 2021. The increase was mainly due to the increase in the sales of the Group during the Reporting Period.

The balance of bills receivable as of 30 June 2022 was RMB4.1 million (31 December 2021: 0.4 million).

其他開支

於報告期內，本集團錄得其他開支人民幣2.0百萬元，較2021年同期的人民幣3.8百萬元減少人民幣1.8百萬元。

財務成本

於報告期內，本集團錄得財務成本人民幣11.6百萬元，較2021年同期減少人民幣3.2百萬元，主要由於開立信用證的銀行收費增加人民幣2.2百萬元，並由銀行及其他借款利息減少人民幣3.6百萬元及解除貼現已收取長期按金減少人民幣2.8百萬元所抵銷。

所得稅費用

於報告期內，本集團錄得所得稅開支人民幣16.6百萬元，較2021年同期輕微增加人民幣0.2百萬元，與2021年同期相若。

報告期內溢利

由於前述原因，本集團錄得純利人民幣61.9百萬元，較2021年同期減少人民幣13.4百萬元。

存貨

截至2022年6月30日，存貨餘額為人民幣45.2百萬元（2021年12月31日：人民幣61.3百萬元），較2021年的年結日餘額減少人民幣16.1百萬元。該減少是由於人血白蛋白注射液庫存餘額減少。

由於在報告期內的銷售量回升，本集團於報告期內的平均存貨周轉天數為10天，較2021年同期的45天減少35天。

貿易應收款項及應收票據

於2022年6月30日，貿易應收款項餘額為人民幣228.5百萬元（2021年12月31日：人民幣213.2百萬元），較2021年的年結日餘額增加人民幣15.3百萬元，增加主要是因為報告期內本集團銷量上升所致。

截至2022年6月30日，應收票據餘額為人民幣4.1百萬元（2021年12月31日：0.4百萬元）。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Prepayments, other receivables and other assets

As of 30 June 2022, the current portion of prepayments, other receivables and other assets amounted to RMB283.0 million (31 December 2021: RMB313.0 million), representing a decrease of RMB30.0 million as compared with the year-end balance of 2021, mainly due to the decrease of RMB127.5 million in the deposit paid, which was offset by the increase in the prepayment for letter of credit of RMB76.7 million, the increase of RMB8.8 million in the prepayments for purchase of inventories and the increase in the prepaid value added tax of RMB8.0 million as compared with the previous period.

Trade and bills payables

As of 30 June 2022, trade and bills payables amounted to RMB568.3 million (31 December 2021: RMB422.9 million), representing an increase of RMB145.4 million as compared with the year-end balance of 2021, among which payables for the purchase of Human Albumin Solution increased by RMB91.3 million, and payables for the purchase of antibiotics decreased by RMB6.0 million. The increase of trade payables was mainly due to the increase in purchase driven by the increase in sales in the current period.

Other payables and accruals (current-portion)

As of 30 June 2022, other payables and accruals amounted to RMB46.5 million (31 December 2021: RMB53.4 million), representing a decrease of RMB6.9 million as compared with the year-end balance of 2021. The decrease was mainly due to the decrease of payables for the consultation professional fees of RMB6.6 million.

Borrowings

As of 30 June 2022, the Group has borrowings of RMB332.8 million in total, with details set out below:

預付款項、其他應收款項及其他資產

截至2022年6月30日，預付款項、其他應收款項及其他資產的即期部分為人民幣283.0百萬元(2021年12月31日：人民幣313.0百萬元)，較2021年的年結日餘額減少人民幣30.0百萬元，主要由於支付的保證金減少人民幣127.5百萬元，由預付信用證款項增加人民幣76.7百萬元、購買存貨的預付款項增加人民幣8.8百萬元及預繳的增值稅較上期增加人民幣8.0百萬元所抵銷。

貿易應付款項及應付票據

截至2022年6月30日，貿易應付款項及應付票據為人民幣568.3百萬元(2021年12月31日：人民幣422.9百萬元)，較2021年的年結日餘額增加人民幣145.4百萬元，其中應付人血白蛋白注射液採購款增加人民幣91.3百萬元，及應付抗生素採購款減少人民幣6.0百萬元。貿易應付款項增加主要由於本期銷售增加帶動採購量增加所致。

其他應付款項及應計款項(即期部分)

截至2022年6月30日，其他應付款項及應計款項為人民幣46.5百萬元(2021年12月31日：人民幣53.4百萬元)，較2021年的年結日餘額減少人民幣6.9百萬元。該減少主要是由於應付諮詢專業費減少人民幣6.6百萬元。

借款

截至2022年6月30日，本集團的借款合計人民幣332.8百萬元，詳情列示如下：

		30 June 2022 2022年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Current:	即期：		
Interest-bearing bank loans	計息銀行貸款	200,843	80,806
Interest-bearing other borrowings	計息其他借款	—	127,514
Non-current:	非即期：		
Interest-bearing bank loans	計息銀行貸款	1,966	2,244
Interest-bearing other borrowings	計息其他借款	130,000	130,000
		332,809	340,564

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Gearing ratio

At the end of the Reporting Period, the Group's gearing ratio was calculated as follows:

負債比率

於報告期末，本集團的負債比率計算如下：

		30 June 2022	31 December 2021
		2022年6月30日	2021年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Interest-bearing bank and other borrowings	計息銀行及其他借款	332,809	340,564
Trade and bills payables	貿易應付款項及應付票據	568,275	422,933
Other payables	其他應付款項	46,460	53,424
Lease liabilities	租賃負債	9,611	384
Tax payables	應付稅項	4,311	12,826
Less: Cash and cash equivalents	減：現金及現金等價物	(456,707)	(326,052)
Less: Pledged bank balances	減：已抵押銀行結餘	(116,912)	(55,015)
Net debt^(a)	負債淨額^(a)	387,847	449,064
Equity	權益	596,273	374,886
Equity and net debt^(b)	權益及負債淨額^(b)	984,120	823,950
Gearing ratio^(a/b)	負債比率^(a/b)	39.4%	54.5%

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Liquidity and capital resources

The following table sets out a condensed summary of the Group's consolidated statement of cash flows during the Reporting Period:

流動資金及資本來源

下表為本集團於報告期內綜合現金流量表的簡明摘要：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Notes 附註	
Net cash from operating activities	經營活動所得現金淨額	1)	87,714 81,673
Net cash used in investing activities	投資活動所用現金淨額	2)	(90,047) (1,635)
Net cash from financing activities	融資活動所得現金淨額	3)	124,625 44,825
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		122,292 124,863
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額		8,363 (1,626)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	4)	326,052 143,765
Cash and cash equivalents at end of the period	期末現金及現金等價物	4)	456,707 267,002

Notes:

1) Net cash from operating activities

During the Reporting Period, the Group's net cash inflow from operating activities amounted to approximately RMB87.7 million (six months ended 30 June 2021: net cash inflow of RMB81.7 million), which was mainly due to the increase in cash from sales during the Reporting Period as compared with the corresponding period of prior year.

2) Net cash used in investing activities

During the Reporting Period, the Group's net cash outflow in investing activities amounted to approximately RMB90.0 million, which was increased by RMB88.4 million as compared with the corresponding period of 2021 (net cash outflow of RMB1.6 million). The increase was mainly due to (i) the acquisition of the Demei Company of RMB68.0 million, (ii) the increase of the purchase of items of property, plant and equipments of RMB20.5 million.

3) Net cash from financing activities

During the Reporting Period, the Group's net cash inflow from financing activities amounted to approximately RMB124.6 million (six months ended 30 June 2021: net cash inflow of RMB44.8 million), mainly including (i) net proceeds from bank and other borrowings of RMB160.0 million; and (ii) cash inflow from issuance of additional Shares of RMB159.5 million. The cash inflow was partially offset by (i) repayment of the interest-bearing loan of RMB40.4 million; (ii) payment of interests of RMB12.6 million; (iii) pledge of deposits for letter of credit to a bank and bills payable of RMB61.9 million; and (iv) the increase in prepayment of deposits for issuance of letter of credit of RMB76.7 million.

附註：

1) 經營活動所得現金淨額

本集團報告期內經營活動所得現金流入淨額約為人民幣87.7百萬元(截至2021年6月30日止六個月：現金流入淨額人民幣81.7百萬元)，主要是由於報告期內銷售所得現金較去年同期增加所致。

2) 投資活動所用現金淨額

於報告期內，本集團投資活動現金流出淨額約為人民幣90.0百萬元，較2021年同期(現金流出淨額人民幣1.6百萬元)增加人民幣88.4百萬元。該增幅主要由於(i)收購德美公司款項人民幣68.0百萬元；(ii)購買物業、廠房及設備項目增加人民幣20.5百萬元。

3) 融資活動所得現金淨額

本集團報告期內融資活動所得現金流入淨額約為人民幣124.6百萬元(截至2021年6月30日止六個月：現金流入淨額人民幣44.8百萬元)，主要包括(i)銀行及其他借款所得款項淨額人民幣160.0百萬元；及(ii)增發股份現金流入計入人民幣159.5百萬元。現金流入部分由(i)償還計息貸款人民幣40.4百萬元；(ii)支付利息人民幣12.6百萬元；(iii)向銀行質押信用證保證金以及應付票據人民幣61.9百萬元；及(iv)開立信用證的按金預付款項增加人民幣76.7百萬元所抵銷。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

4) The following table sets out the Group's cash and cash equivalents at the end of the Reporting Period:

4) 下表載列本集團於報告期末的現金及現金等價物：

		30 June 2022 2022年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Denominated in RMB	以人民幣計值	318,771	257,299
Denominated in US\$	以美元計值	32,997	74,138
Denominated in HK\$	以港元計值	93,933	47,887
Denominated in S\$	以新加坡元計值	10,946	1,704
Denominated in C\$	以加拿大元計值	—	39
		456,707	381,067

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies. Substantial amounts of the Group's cash and cash equivalents are deposited in major financial institutions located in Mainland China. The Group seeks to maintain strict control over its outstanding receivables and the senior management of the Company reviews and assesses the creditworthiness of the Group's existing customers on an ongoing basis. To manage liquidity risk, the Group monitors its exposure to a shortage of funds by considering the maturity of both its financial liabilities and financial assets and projected cash flows from operations. Cash and cash equivalents of the Group are mainly denominated in RMB.

庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略。本集團絕大部分現金及現金等價物存放於中國內地的主要金融機構。本集團致力於對尚未收回的應收款項維持嚴格控制，且本公司高級管理層持續檢討及評估本集團現有客戶的信譽。為管理流動資金風險，本集團透過考慮金融負債及金融資產的到期日以及預計經營現金流量監控資金短缺風險。本集團的現金及現金等價物主要以人民幣計值。

Foreign currency risk

Most of the Group's assets and liabilities are denominated in RMB, except for certain items below:

- Certain bank balances are denominated in US\$, HK\$, S\$ and C\$; and
- Purchase of products from overseas suppliers and relevant trade payables are denominated in US\$.

外匯風險

本集團大部分資產及負債以人民幣計值，惟下列若干項目除外：

- 若干銀行結餘以美元、港元、新加坡元及加拿大元計值；及
- 向海外供應商購買產品及相關貿易應付款項以美元計值。

The Group does not manage the potential fluctuation in foreign currencies by foreign currency forward and option contracts, and does not enter into any hedging transactions.

本集團未通過外幣遠期及期權合約管理外匯潛在波動，並無訂立任何對沖交易。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Capital expenditure

The following table sets out the Group's capital expenditure for the periods indicated:

資本開支

下表載列本集團於所示期間的資本開支：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Purchase of property, plant and equipment	購買物業、廠房及設備	9,025	2,153
		9,025	2,153

Contingent liabilities

The Group had no material contingent liabilities as of 30 June 2022.

或然負債

截至2022年6月30日，本集團概無任何重大或然負債。

Pledge of assets

As of 30 June 2022, the carrying amounts of the Group's pledged assets were set out as follows:

資產抵押

截至2022年6月30日，本集團已抵押資產的賬面值載列如下：

		30 June 2022 2022年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
For obtaining bank and other borrowings	用於獲得銀行及其他借款		
– Buildings	– 樓宇	66,191	73,625
– Inventories	– 存貨	29,097	56,339
For issuance of letters of credit and bills payable	用於開立信用證和應付票據		
– Bank balances	– 銀行結餘	116,912	55,015

Save as disclosed in this interim report, there were no other charges or pledges on the Group's assets as of 30 June 2022.

除本中期報告所披露者外，截至2022年6月30日，本集團並無其他資產抵押或質押。

Dividend

The Directors resolved not to declare any interim dividend for the Reporting Period (six months ended 30 June 2021: Nil).

股息

董事決議不就報告期宣派任何中期股息(截至2021年6月30日止六個月：無)。

SIGNIFICANT FINANCING EVENT AND USE OF PROCEEDS

重大融資活動及所得款項用途

(1) 2021 subscription of new Shares under general mandate

(1) 2021年根據一般授權認購新股份

As disclosed in our 2021 annual report, we issued an aggregate of 169,000,000 Shares at the subscription price of HK\$0.5 per Shares to not less than six subscribers in September 2021. The aggregate gross proceeds from the subscription was approximately HK\$84.50 million and the aggregate net proceeds from the subscription was approximately HK\$84.06 million (after deduction of commission and other expenses of the subscription), representing the net price (which is calculated by dividing the net proceeds by the number of subscription shares) of HK\$0.5. The subscription price of HK\$0.5 per subscription share represents a discount of approximately 16.67% to the closing price of HK\$0.60 per Share as quoted on the HKSE on 23 July 2021, being the date of the entering into of the relevant subscription agreements. The proceeds brought forward from the 2021 subscription was approximately HK\$17.69 million and all such net proceeds brought forward from the 2021 subscription had been used in accordance with the intended use during the Reporting Period and the details are as follows:

誠如2021年年報所披露，我們於2021年9月以認購價每股股份0.5港元向不少於六名認購方發行合共169,000,000股股份。認購事項所得款項總額合共約為84.50百萬港元，而認購事項所得款項淨額合共約為84.06百萬港元（經扣除認購事項的佣金及其他開支），淨價（按所得款項淨額除以認購股份數目計算）為0.5港元。認購價每股認購股份0.5港元較2021年7月23日（即訂立相關認購協議日期）香港聯交所報收市價每股股份0.60港元折讓約16.67%。結轉自2021年認購事項的所得款項約為17.69百萬港元，於報告期內，結轉自2021年認購事項的所有該等所得款項淨額均已根據擬定用途動用，有關詳情如下：

		Approximate % of total net proceeds	Net proceeds from the 2021 subscription	Unutilised net proceeds as of 31 December 2021	Net proceeds utilised during the Reporting Period
		佔所得款項 總淨額的 概約百分比 (%)	2021年 認購事項 所得款項淨額 HK\$(million) (百萬)港元	截至2021年 12月31日 尚未動用的 所得款項淨額 HK\$(million) (百萬)港元	於報告期內 動用的所得 款項淨額 HK\$(million) (百萬)港元
Settlement of cost arising from procurement of pharmaceutical products	償付採購藥品產生的成本	70	58.84	-	-
Deposit of issuance of the letter of credit for purchasing pharmaceutical products from the overseas suppliers by the Group	就本集團自海外供應商採購藥品開立信用證的按金	30	25.22	17.69	17.69
Total	總計	100	84.06	17.69	17.69

(2) 2022 Placing of new Shares under general mandate

In order to capture the market opportunities of medical aesthetic products and to develop its own center to develop, produce and sell medical aesthetic products gradually, the Company entered into a placing agreement with Silverbricks Securities Company Limited (the “**Placing Agent**”) on 7 December 2021, pursuant to which the Company has conditionally agreed to issue an aggregate of 160,000,000 Shares (the “**Placing Shares**”), and the Placing Agent agreed to procure not less than six independent individuals, institutional or other professional investors (the “**Placees**”) to subscribe for, on a best effort basis, an aggregate of 160,000,000 Placing Shares at the placing price of HK\$1.29 per Placing Share, with an aggregate nominal value of HK\$16,000. The Placing Price of HK\$1.29 per Placing Share represents a discount of approximately 19.38% to the closing price of HK\$1.60 per Share as quoted on the HKSE on 7 December 2021, being the date of the Placing Agreement.

The net proceeds from the Placing, after deduction of the commission for the placing and other related expenses, amounted to approximately HK\$194.9 million, at a net price (which is calculated by dividing the net proceeds by the number of Placing Shares) of HK\$1.22. The Company intends that as to:

- (a) approximately 40% of the net proceeds of the Placing (approximately HK\$78.0 million) will be used for the development of polycaprolactone microsphere facial filler and its materials for injection; and
- (b) approximately 60% of the net proceeds of the Placing (approximately HK\$116.9 million) will be used for the strategic acquisition/development of new projects/products in the field of medical aesthetic including but not limited to acquisition of medical aesthetic organisations or investing in medical aesthetic projects and development of new medical aesthetic products.

All the conditions precedent set out in the Placing Agreement (together with its supplemental agreement entered into between the Company and the Placing Agent on 30 December 2021) have been fulfilled and the completion under the Placing Agreement took place on 3 January 2022. For details, please refer to the announcement of the Company dated 7 December 2021, 30 December 2021 and 3 January 2022.

(2) 2022年根據一般授權配售新股份

為把握醫療美容產品的市場機遇，並自設中心，以逐步開發、生產及銷售醫療美容產品，於2021年12月7日，本公司與元庫證券有限公司（「**配售代理**」）訂立配售協議，據此，本公司有條件同意發行合共160,000,000股股份（「**配售股份**」），而配售代理同意盡最大努力促使不少於六名獨立個人、機構或其他專業投資者（「**承配人**」）認購合共160,000,000股配售股份，配售價為每股配售股份1.29港元，總面值為16,000港元。配售價每股配售股份1.29港元較2021年12月7日（即配售協議日期）香港聯交所報收市價每股1.60港元折讓約19.38%。

經扣除配售事項的佣金及其他相關開支後，配售事項所得款項淨額合共約為194.9百萬港元，淨價（按所得款項淨額除以配售股份數目計算）為1.22港元。本公司擬將：

- (a) 配售事項所得款項淨額約40%（約78.0百萬港元）用於開發注射用聚己內酯微球面部填充劑及其材料；及
- (b) 配售事項所得款項淨額約60%（約116.9百萬港元）用於策略性收購／開發醫療美容領域的新項目／產品，包括但不限於收購醫療美容機構或投資醫療美容項目及開發新醫療美容產品。

配售協議（連同其由本公司與配售代理於2021年12月30日訂立的補充協議）所載的全部先決條件已獲達成，根據配售協議，完成已於2022年1月3日落實。有關詳情，請參閱本公司日期為2021年12月7日、2021年12月30日及2022年1月3日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Net proceeds from the 2022 placing amounted to approximately HK\$194.9 million. During the Reporting Period, approximately HK\$105.3 million of the net proceeds had been used in accordance with the intended use and the details are as follows:

2022年配售事項所得款項淨額約為194.9百萬港元。於報告期內，約105.3百萬港元的所得款項淨額已根據擬定用途動用，有關詳情如下：

			Net proceeds utilised during the Reporting Period	Unutilised net proceeds as of 30 June 2022 截至2022年 6月30日 尚未動用的 所得款項淨額	Expected timeline for full utilization of the remaining net proceeds 悉數動用 餘下所得 款項淨額的 預期時間表
	Approximate % of total net proceeds	Net proceeds from the 2022 placing			
	佔所得款項 總淨額的 概約百分比 (%)	2022年 配售事項 所得款項淨額 HK\$(million) (百萬)港元	於報告期內 動用的所得 款項淨額 HK\$(million) (百萬)港元	所得款項淨額 HK\$(million) (百萬)港元	
Development of polycaprolactone microsphere facial filler and its materials for injection, including but not limited to development of experimental workshop, research and development equipments and factories construction investment					18 months 18個月
	40	78.0	25.8	52.2	
Strategic acquisition/ development of new projects/ products in the field of medical aesthetic including but not limited to acquisition of medical aesthetic organisations or investing in medical aesthetic projects and development of new medical aesthetic products					18 months 18個月
	60	116.9	79.5	37.4	
Total	總計	100	194.9	105.3	89.6

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

THE ACQUISITION OF DEMEI COMPANY

On 20 January 2022, the Company (or its designated affiliate) entered into a letter of intent with all beneficial owners of Deyang Demei Medical Aesthetic Clinic (General Partnership)* (“**Demei Clinic**”) in relation to potential acquisition of the equity interest in the target after Demei Clinic completes restructuring and conversion.

On 22 March 2022, Sichuan Sinco Biotech Limited Company* (a wholly-owned subsidiary of the Company) and Mr. Huang Zhijian (a connected person of the Company, being the son of Mr. Huang, an executive Director, chairman of the Board and substantial shareholder of the Company) entered into (i) each of the respective equity transfer agreements between Demei Company being the target after Demei Clinic completes restructuring and conversion, and other parties, and (ii) a loan agreement (with a set of VIE contractual arrangements to be entered into upon the completion under the said equity transfer agreements) for purpose of acquiring the entire equity interest in Demei Company.

On 10 May 2022, the completion under each of the equity transfer agreements took place, and a series of agreements under the VIE contractual arrangements were entered into. Accordingly, Sichuan Sinco Biotech Limited Company indirectly held 70% equity interest in the Demei Company and obtain, via the VIE contractual arrangements, control over and the economic benefits derived from the remaining 30% equity interest in the Demei Company.

For details, please refer to the announcements of the Company dated 20 January 2022, 22 March 2022 and 10 May 2022.

EMPLOYEE AND REMUNERATION POLICY

As of 30 June 2022, the Group had a total of 133 employees. For the Reporting Period, the total staff cost of the Group was RMB12.9 million (six months ended 30 June 2021: RMB8.8 million).

The Group's employee remuneration policy is determined by factors such as remuneration in respect of the local market, the overall remuneration standard in the industry, the inflation level, corporate operating efficiency and employee performance. The Group conducts performance appraisals once every year for its employees, the results of which are applied in annual salary reviews and promotional assessments. The Group considers the employee's annual bonuses according to certain performance criteria and appraisals results. Social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations.

* For identification purpose only

收購德美公司

於2022年1月20日，本公司(或其指定聯屬人士)與德陽德美醫療美容門診部(普通合夥)(「**德美醫療**」)的全體實益擁有人就德美醫療完成重組及轉制後對目標公司股權的潛在收購事項訂立意向書。

於2022年3月22日，四川興科蓉生物科技有限公司(本公司全資附屬公司)及黃智健先生(本公司關連人士，為本公司執行董事、董事會主席兼主要股東黃先生之子)(i)各自與德美公司(德美醫療完成重組及轉制後作為目標公司)及其他各方訂立相關股權轉讓協議；及(ii)訂立借款協議(連同根據上述股權轉讓協議完成後將予訂立的一系列VIE合約安排)，以收購德美公司的全部股權。

於2022年5月10日，各股權轉讓協議已完成，以及VIE合約安排下的一系列協議已訂立。因此，四川興科蓉生物科技有限公司間接持有德美公司的70%股權，並通過VIE合約安排取得德美公司剩餘30%股權的控制權及經濟利益。

有關詳情，請參閱本公司日期為2022年1月20日、2022年3月22日及2022年5月10日的公告。

僱員及薪酬政策

截至2022年6月30日，本集團共有133名僱員。報告期內，本集團的員工成本總計人民幣12.9百萬元(截至2021年6月30日止六個月：人民幣8.8百萬元)。

本集團僱員薪酬政策乃根據有關當地市場的薪酬、行業的整體薪酬標準、通脹水平、企業運營效率及僱員表現等因素而確定。本集團每年為僱員作一次表現評核，年度薪金檢討及晉升評估時會考慮有關評核結果。本集團根據若干績效條件及評核結果考慮僱員年度花紅。本集團根據相關中國法規為其中國僱員作出社會保險供款。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group also provides continuous learning and training programs to its employees to enhance their skills and knowledge, so as to maintain their competitiveness and improve customer service quality. The Group did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or suffer from any material labor dispute during the Reporting Period.

In addition, the Company adopted a share option scheme to recognise the contribution by certain employees of the Group, and to provide them with incentives in order to retain them for their continuing support in the operation and development of the Group.

RISK MANAGEMENT

The principal risks and uncertainties identified by the Company which may have material and adverse impact on our performance or operation are summarized below. There may be other principal risks and uncertainties in addition to those set out below which are not known to the Company or which may not be material now but could turn out to be material in the future.

- Failure to maintain relationships with existing suppliers – The Group currently sources all the product portfolio from a limited number of suppliers, directly or through their sales agents.
- Exchange rate fluctuation – The Group's purchase of products from overseas suppliers is denominated in US\$, and certain items of bank balances, other receivables, bank borrowings and bonds are denominated in US\$ and HK\$.
- Decrease in gross profits due to an increase in cost and competition.
- Experiencing prolonged delays or significant disruptions to the supply of the products.

The Company believes that risk management is essential to the Group's efficient and effective operation. The Company's management assists the Board in evaluating material risk exposure of the Group's business and participates in formulating appropriate risk management and internal control measures to ensure such measures are properly implemented in daily operational management.

本集團亦為僱員提供持續學習及培訓計劃，以提升彼等的技能及知識，藉以維持彼等的競爭力並提高客戶服務的品質。本集團於報告期內在招聘方面並無遇到任何重大困難，亦無出現任何嚴重人員流失或任何重大勞資糾紛。

此外，本公司採納購股權計劃以肯定本集團若干僱員的貢獻，及向彼等提供獎勵，以挽留彼等繼續協助本集團的營運及發展。

風險管理

以下概述本公司所識別的主要風險及不明朗因素，該等風險及不明朗因素可能會對我們的表現或營運造成重大不利影響。除下文所示者外，可能還有其他為本公司未知或現時可能並不重大但於未來可變為重大的主要風險及不明朗因素。

- 未能與現有供應商維持關係—本集團現時向數目有限的供應商直接或透過銷售代理採購所有產品組合。
- 匯率波動—本集團向海外供應商購買的產品以美元計值，且若干銀行結餘、其他應收款項、銀行借款及債券項目均以美元及港元計值。
- 成本增加及競爭加劇導致毛利減少。
- 產品供應遭遇長時間延誤或重大中斷。

本公司相信，風險管理對本集團的運營效率及效益十分重要。本公司的管理層協助董事會評估本集團業務所面對的重大風險，並參與制定合適的風險管理及內部控制措施，以確保在日常運營管理中妥善實施有關措施。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RELATIONSHIP WITH KEY STAKEHOLDERS

Human resource is one of the most important assets of the Group. The Group strives to motivate its employees by providing them with a clear career path as well as comprehensive and professional training courses. In addition, the Group also offers competitive remuneration packages to its employees, including basic salary, certain benefits and other performance based incentives.

The Group purchases imported pharmaceutical products from overseas suppliers, either directly or indirectly through their sales agents, and generates revenue by reselling them to hospitals and pharmacies through distributors and deliverers. Our suppliers or their sales agents have granted us the rights to market, promote and manage sales channels for their products in China. The Group maintains a stable and long-term relationship with its suppliers by providing them access to the growing Chinese market with steady sales growth.

The Group directly sells pharmaceutical products to hospitals and pharmacies or sells to distributors, who resell the products to hospitals and pharmacies. The Group maintains stable and long-term relationship with its distributors and delivers by providing them guidance, training and support to carry out more marketing and promotion activities in targeted fields.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is primarily engaged in MPCM for imported pharmaceutical products, a line of business that does not have material impact on the environment. The key environment impact from the Group's operation is related to electricity, water and paper consumption. The Group is fully aware of the importance of sustainable environmental development, and has implemented the following measures to encourage environmental protection and energy conservation:

- Promoting paperless office
- Encouraging low-carbon commuting
- Ensuring reasonable energy consumption

During the Reporting Period, the Group did not incur any material cost on compliance with applicable environmental laws and regulations.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's business and operations are subject to related laws and regulations of the Cayman Islands, the British Virgin Islands, Hong Kong and the PRC. During the Reporting Period, the Group complied with all applicable laws and regulations of the Cayman Islands, the British Virgin Islands, Hong Kong and the PRC, which would have significant impact on the Group.

與主要利益相關者的關係

人力資源為本集團的最重要資產之一。本集團致力於以清晰的職業發展路徑以及完善專業的培訓課程激勵僱員。此外，本集團亦為僱員提供具有競爭力的薪酬待遇，包括基本薪金、若干福利及其他績效獎勵。

本集團從海外供應商直接或透過銷售代理間接採購進口藥品，然後通過經銷商及配送商轉售予醫院和藥房產生收益。供應商或其銷售代理授予我們在中國營銷及推廣產品並管理其銷售渠道的權利。本集團助力供應商進入不斷增長的中國市場，獲得穩定的銷售增長，從而維持與彼等的長期穩定關係。

本集團將藥品直接售予醫院和藥房，或售予經銷商，由其售予醫院和藥房。本集團為經銷商及配送商提供指引、培訓和支援，助其在目標領域開展更多營銷及推廣活動，從而維持與彼等的長期穩定關係。

環境政策及表現

本集團主要從事進口藥品營銷、推廣及渠道管理，該類業務一般不會嚴重影響環境。本集團營運造成的重要環境影響與電、水及紙張消耗有關。本集團深明環境可持續發展的重要性，並已實施以下措施，以推動環保及節能：

- 推行無紙化辦公
- 鼓勵低碳出行
- 確保合理利用能源

於報告期內，本集團並無因遵守適用環境法律及法規而產生任何重大支出。

遵守法律法規

本集團的業務及營運須遵守開曼群島、英屬維爾京群島、香港及中國相關法律及法規。於報告期內，本集團遵守對本集團有重大影響的開曼群島、英屬維爾京群島、香港及中國所有適用法律及法規。

Other Information

其他資料

CORPORATE GOVERNANCE CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance.

Save as disclosed below, during the Reporting Period, the Company had complied with all applicable code provisions under the CG Code.

Under code provision C.2.1 of Part 2 of the CG Code, the roles of Chairman and chief executive should be separate and performed by different individuals. Under the organization structure of the Company, Mr. Huang is the Chairman. Further, Mr. Huang and Mr. Jin Min jointly serve as the co-chief executive officers of the Company, sharing the responsibility of the Group's overall business development, operation, and management work. With Mr. Huang's extensive experience in the pharmaceutical industry, the Board considers that vesting the roles of chairman and co-chief executive officer in Mr. Huang is beneficial to the business prospects and management of the Group. The check and balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high caliber individuals. Accordingly, the Board believes that this arrangement will not impair the balance of power and authority between the Board and the management of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUER

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions of the Directors. Having made specific enquiry with all Directors, all Directors confirmed that they complied with the required standard as set out in the Model Code throughout the Reporting Period.

INTERIM DIVIDEND

The Board resolved not to declare any interim dividend for the Reporting Period (six months ended 30 June 2021: Nil).

企業管治守則

本集團致力於維持高水平的企業管治，以保障股東的利益並提高企業價值與問責性。本公司已採納企業管治守則作為其本身的企業管治守則。

除下文所披露者外，於報告期內，本公司一直遵守企業管治守則的所有適用守則條文。

根據企業管治守則第二部分守則條文C.2.1條，主席及行政總裁的角色應予區分及由不同人士擔任。根據本公司的組織架構，黃先生為主席。此外，黃先生與金敏先生共同擔任本公司聯席行政總裁，共同負責本集團整體業務發展、營運及管理工作。憑藉黃先生於醫藥行業的豐富經驗，董事會認為由黃先生兼任主席及聯席行政總裁職位，有利於本集團的業務前景及管理。在高級管理層及由富有經驗及卓越才幹的人士組成的董事會運作下，可確保權力與權限之間有所制衡。因此，董事會相信，該安排不會影響董事會與本公司管理層之間的權力與權限互相制衡。

上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則作為其董事進行證券交易的操守守則。經向全體董事作出具體查詢後，全體董事確認彼等於報告期內遵守標準守則所載的規定標準。

中期股息

董事會決議不就報告期宣派任何中期股息(截至2021年6月30日止六個月：無)。

Other Information (Continued)

其他資料(續)

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this interim report, there were no other significant investments held, nor were there material acquisitions or disposals of subsidiaries during the Reporting Period. Apart from those disclosed in this interim report, there was no plan authorised by the Board for other material investments or additions of capital assets at the date of this interim report.

AUDIT COMMITTEE

The principal duties of the audit committee of the Company (“**Audit Committee**”) include the review and supervision of the Group’s financial reporting system, the preparation of financial statements and internal control procedures. It also acts as an important link between the Board and the external auditor for determining the scope of the group audit.

The Audit Committee, together with management of the Company, have reviewed the unaudited condensed interim results of the Group and this interim report for the Reporting Period.

CHANGES TO DIRECTOR’S INFORMATION

Save as otherwise disclosed in this report, the Directors confirmed that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Reporting Period.

DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the HKSE pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the HKSE pursuant to Model Code as set out in Appendix 10 to the Listing Rules were as follows:

持有的重大投資、附屬公司的重大收購及出售以及有關重大投資或資本資產的未來計劃

除本中期報告所披露者外，於報告期，概無持有其他重大投資，亦無附屬公司的重大收購或出售。除本中期報告所披露者外，於本中期報告日期，董事會並無授權有關其他重大投資或添置資本資產的計劃。

審核委員會

本公司審核委員會(「**審核委員會**」)的主要職責包括審閱及監察本集團財務申報系統、編製財務報表及內部控制程序。其亦就釐定集團審核範圍內的事宜作為董事會與外聘核數師之間的重要聯繫。

審核委員會與本公司管理層已審閱報告期內本集團的未經審核簡明中期業績及本中期報告。

董事資料變更

除本報告另有披露者外，董事確認並無任何資料根據上市規則第13.51B(1)條的規定須予披露。

購買、出售或贖回本公司上市證券

於報告期內，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於2022年6月30日，董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的權益及淡倉(包括根據證券及期貨條例有關條文，彼等被當作或視為擁有的權益或淡倉)，或(ii)根據證券及期貨條例第352條須記錄於本公司存置的登記冊內的權益及淡倉，或(iii)根據上市規則附錄十所載的標準守則須知會本公司及香港聯交所的權益及淡倉如下：

Other Information (Continued)

其他資料(續)

Interest in the Shares or underlying Shares of the Company 於本公司股份或相關股份的權益

Name of Director and chief executive 董事及最高行政人員姓名	Nature of Interest 權益性質	Number of Share or underlying Shares ⁽¹⁾ 股份或相關股份數目 ⁽¹⁾	Approximate percentage of shareholding ⁽³⁾ 股權概約百分比 ⁽³⁾
Mr. Huang ⁽²⁾ 黃先生 ⁽²⁾	Founder of a discretionary trust 酌情信託成立人	1,050,000,000(L)	51.65%
Mr. Jin Min 金敏先生	Beneficial owner 實益擁有人	13,680,000(L)	0.67%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Mr. Huang is the settlor of a trust in which Wickhams Cay Trust Company Limited is the trustee and holds the entire interest in Fullwealth Holdings Limited, which in turn holds the entire beneficial interest in Risun. Mr. Huang is deemed to be interested in the 1,050,000,000 Shares held by Risun.
- (3) The calculation is based on the total number of 2,032,890,585 Shares in issue as at 30 June 2022.

Save as disclosed above, as at 30 June 2022, none of the Directors or the chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the HKSE pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the HKSE pursuant to the Model Code.

附註:

- (1) 字母「L」指該名人士於股份所持有的好倉。
- (2) 黃先生為一項信託的財產授予人，其中Wickhams Cay Trust Company Limited為該信託的受託人並持有Fullwealth Holdings Limited全部權益，而Fullwealth Holdings Limited持有Risun全部實益權益。黃先生被視作持有Risun所持1,050,000,000股股份的權益。
- (3) 該百分比乃根據於2022年6月30日總數2,032,890,585股已發行股份而計算得出。

除上文披露者外，於2022年6月30日，董事或本公司最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有或被視為擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的任何權益或淡倉，或記錄於本公司根據證券及期貨條例第352條須予存置的登記冊內的任何權益或淡倉，或根據標準守則須另行知會本公司及香港聯交所的任何權益或淡倉。

Other Information (Continued)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 30 June 2022, to the best knowledge of the Directors having made all reasonable enquiries, the following persons/entities (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東於股份及相關股份中的權益及淡倉

於2022年6月30日，據董事在作出一切合理查詢後所深知，根據本公司按照證券及期貨條例第336條須予存置的登記冊內所記錄，以下人士／實體(董事或本公司最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉：

Interest in the Shares or underlying Shares of the Company

於本公司股份或相關股份的權益

Name	Nature of Interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding interest ⁽⁵⁾
名稱	權益性質	股份數目 ⁽¹⁾	股權概約百分比 ⁽⁵⁾
Risun ⁽²⁾	Beneficial owner 實益擁有人	1,050,000,000(L)	51.65%
Fullwealth Holdings Limited ⁽²⁾	Interest in controlled corporation 於受控法團的權益	1,050,000,000(L)	51.65%
Wickhams Cay Trust Company Limited ⁽²⁾	Trustee 受託人	1,050,000,000(L)	51.65%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Mr. Huang is the settlor of a trust in which Wickhams Cay Trust Company Limited is the trustee and holds the entire interest in Fullwealth Holdings Limited, which in turn holds the entire beneficial interest in Risun. Fullwealth Holdings Limited, Wickhams Cay Trust Company Limited and Mr. Huang are deemed to be interested in the 1,050,000,000 Shares beneficially held by Risun.
- (3) The calculation is based on the total number of 2,032,890,585 Shares in issue as at 30 June 2022.

附註：

- (1) 字母「L」指該名人士於股份所持有的好倉。
- (2) 黃先生為一項信託的財產授予人，其中Wickhams Cay Trust Company Limited為該信託的受託人並持有Fullwealth Holdings Limited全部權益，而Fullwealth Holdings Limited持有Risun全部實益權益。Fullwealth Holdings Limited、Wickhams Cay Trust Company Limited及黃先生均被視作擁有Risun實益所持1,050,000,000股股份的權益。
- (3) 該百分比乃根據於2022年6月30日總數2,032,890,585股已發行股份而計算得出。

Save as disclosed above, as at 30 June 2022, the Directors were not aware of any persons (who were not Directors or chief executives of the Company) who had an interest or short position in 5% or more of the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上文披露者外，於2022年6月30日，董事概不知悉任何人士(董事或本公司最高行政人員除外)於本公司5%或以上的股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記錄於該條文所指的登記冊內的權益或淡倉。

Other Information (Continued)

其他資料(續)

SHARE OPTION SCHEME

Pursuant to a resolution passed by the Shareholders, the Company had adopted the Share Option Scheme, which became effective on 10 March 2016 (the “**Listing Date**”).

1. Purpose

The purpose of the Share Option Scheme is to provide an incentive or reward for Eligible Participants (defined below) for their contribution or potential contribution to the Company and/or any of its subsidiaries.

2. Eligible participants

The Board may subject to and in accordance with the provisions of the Share Options Scheme and the Listing Rules, as its discretion grant options to any full-time or part-time employees, including executives, senior management or officers (including executive, non-executive and independent non-executive directors) of the Company, its subsidiaries or any entity in which the Group holds any equity interest, and to any company wholly owned by one or more persons belonging to any of the above classes of participants who, in the absolute discretion of the Board has contributed or will contribute to the Group (collectively, the “**Eligible Participants**”).

3. Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten years from 10 March 2016, after which time no further option will be granted. The remaining life of the Share Option Scheme as at 30 June 2022 is approximately 3 years and 8 months.

4. Total number of Share available for issue

The maximum number of Share which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not, in aggregate, exceed 160,000,000, representing 7.87% of the issued share capital of the Company as at the date of this report.

5. Maximum entitlement of each participant

Unless approved by Shareholders, the total number of Shares issued and to be issued upon exercise of options granted to any participant (including exercised and outstanding options) under the Share Option Scheme in any 12-month period up to the date of grant shall not exceed 1% of the total Shares in issue.

6. Offer period and amount payable for options

An option may be accepted by an Eligible Participant within 15 days from the date of the offer of grant of the option. A nominal consideration of HK\$1.00 is payable upon acceptance of the granted option.

購股權計劃

根據股東通過的一項決議案，本公司已採納購股權計劃，其已於2016年3月10日(「**上市日期**」)生效。

1. 目的

購股權計劃旨在向已經向本公司及／或其任何附屬公司作出貢獻或即將作出貢獻的合資格參與者(定義見下文)提供獎勵或回報。

2. 合資格參與者

董事會可依循及遵照購股權計劃的條文及上市規則酌情將購股權授予本公司、其附屬公司或本集團持有任何股權的任何實體的任何全職或兼職僱員(包括行政人員、高級管理人員或高級職員(包括執行董事、非執行董事及獨立非執行董事))，以及董事會全權酌情認為已向或將向本集團作出貢獻的任何一名或多名上述類別參與者(統稱「**合資格參與者**」)全資擁有的任何公司。

3. 購股權計劃的期限

購股權計劃自2016年3月10日起計十年期間有效及生效，此後不會進一步授出購股權。購股權計劃於2022年6月30日的剩餘年期約為3年8個月。

4. 可供發行股份總數

因行使根據購股權計劃所授全部購股權而可能發行的最高股份數目，合共不得超過160,000,000股股份，佔本公司於本報告日期已發行股本的7.87%。

5. 每位參與者可享有的最高股份數目

除非經股東批准，於截至授出日期的任何12個月期間內因行使根據購股權計劃已授予任何參與者的購股權(包括已行使及尚未行使的購股權)而發行及將發行的股份總數，不得超逾已發行股份總數的1%。

6. 發售期及購股權應付金額

合資格參與者可於要約授出購股權日期起計15日內接納購股權。於接納獲授購股權時須支付名義代價1.00港元。

Other Information (Continued)

其他資料(續)

7. Minimum period for which an option must be held before it can be exercised

The period during which an option must be held before it can be exercised in accordance with the terms of the Share Option Scheme shall be one year after the date on which the option is granted. The Board may in its absolute discretion impose further restrictions on the exercise of the option.

8. Period within which the Share must be taken up

Subject to the discretion of the Board who may impose restrictions on the exercise of the option, any option may be exercised one year after the date on which the options is granted and shall expire on the earlier of the last day of (i) a six year period from the date of such grant and (ii) the expiration of the Share Option Scheme.

9. Basis of determining the subscription price

The price per Share at which a Grantee may subscribe for Shares upon exercise of an option (the “**Exercise Price**”) shall be a price determined by the Board but in any event shall be at least the highest of:

- (i) the closing price of the Shares as stated in the HKSE’s daily quotation sheets on the date on which the option is granted;
- (ii) the average closing price of the Shares as stated in the HKSE’s daily quotation sheets for five business days immediately preceding the date of grant of that option; and
- (iii) the nominal value of the Shares.

7. 可行使購股權前必須持有的最短期限

根據購股權計劃的條款，可行使購股權前必須持有的期限自授出購股權當日起計為期一年。董事會可全權酌情對行使購股權施加進一步限制。

8. 必須接納股份的期限

在董事會可酌情限制行使購股權的規限下，任何購股權可於授出購股權日期後一年行使，並於下列較早期限的最後一日屆滿：(i)授出日期起計六年期限；及(ii)購股權計劃期滿。

9. 釐定認購價的基準

承授人行使購股權時可能認購股份的每股股份價格(「**行使價**」)乃由董事會釐定，惟於任何情況下不得低於下列三者中的最高者：

- (i) 股份於授出購股權日期在香港聯交所日報表所載的收市價；
- (ii) 股份於緊接授出購股權日期前五個營業日在香港聯交所日報表所載的平均收市價；及
- (iii) 股份面值。

Other Information (Continued)

其他資料(續)

The movements of the options granted under the Share Option Scheme during the Reporting Period are as follows:

根據購股權計劃授出而於報告期內變動的購股權概述如下：

Grantee's name 承授人姓名	Nature of Interest 權益性質				On 30 June 2022 於2022年6月30日	Exercise price ⁽¹⁾ 行使價 ⁽¹⁾	Date of grant 授出日期	Exercise period ⁽²⁾ 行使期 ⁽²⁾
	On 1 January 2022 於2022年1月1日	Granted 授出	Exercised 行使	Cancelled/Lapsed 註銷/失效				
Employees in aggregate 僱員(合共)	1,150,000	-	-	-	1,150,000	HK\$0.568 0.568港元	21 September 2016 2016年9月21日	21 September 2017 - 20 September 2022 2017年9月21日至 2022年9月20日

Notes:

附註：

- (1) The exercise price represents not less than the highest of (i) the closing price of HK\$0.540 per Share as stated in the HKSE's daily quotation sheets on 21 September 2016, being the date of such grant; (ii) the average closing price of HK\$0.568 per Share as stated in the HKSE's daily quotation sheets for five business days immediately preceding the date of such grant; and (iii) the nominal value of the Share at HK\$0.0001 per Share.
- (2) 40% of the options granted shall be vested and can be exercised upon one year commencing the date of such grant (i.e. 21 September 2017) and a continuous employment of one year. Another 30% of the options granted, shall be vested and can be exercised upon two years commencing the date of such grant (i.e. 21 September 2018) and a continuous employment of two years. The remaining 30% of the options granted, shall be vested and can be exercised upon three years commencing the date of such grant (i.e. 21 September 2019) and a continuous employment of three years.

(1) 行使價不低於以下三者中的最高者：(i) 股份於2016年9月21日(即有關授出日期)在香港聯交所日報表所載的收市價每股0.540港元；(ii) 股份於緊接有關授出日期前五個營業日在香港聯交所日報表所載的平均收市價每股0.568港元；及(iii) 股份面值每股0.0001港元。

(2) 授出購股權的40%將自有關授出日期起計一年(即2017年9月21日)且持續受僱一年後可予歸屬及行使。授出購股權的另外30%將自有關授出日期起計兩年(即2018年9月21日)且持續受僱兩年後可予歸屬及行使。授出購股權的餘下30%將自有關授出日期起計三年(即2019年9月21日)且持續受僱三年後可予歸屬及行使。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them. Neither the Company nor any of its subsidiaries was party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate during the Reporting Period.

董事收購股份或債券的權利

除本報告另有披露者外，概無授予任何董事或彼等各自的配偶或未滿18歲子女任何以收購本公司股份或債券方式獲得利益的權利，彼等亦無行使任何有關權利。於報告期內，本公司及其任何附屬公司概無訂立任何令董事或彼等各自的配偶或未滿18歲子女獲得任何其他法人團體有關權利的安排。

Other Information (Continued)

其他資料(續)

EVENTS AFTER THE END OF THE REPORTING PERIOD

On 19 August 2022, the Group entered into a series of agreements for purpose of changing the registered holder of the entire equity interest in Renshangren from Mr. Huang Zhijian (a connected person of the Company) to Ms. Liu Keping (劉克萍). For details of the aforesaid change in registered holder of Renshangren, please refer to the announcement of the Company dated 22 August 2022.

On 15 September 2022, the Company received a letter from Ernst & Young (“EY”), being the auditors of the Company, informing that there may be possible internal control irregularities (“**Incident**”), which may probably be unauthorized transactions, during the Reporting Period.

Even though the relevant amount under the unauthorized transactions has been recovered as at the date hereof and the Company has not suffered any financial loss, the Board has, on 17 September 2022, resolved to establish an independent investigation committee (the “**Independent Committee**”), initially comprising four independent non-executive Directors, namely Mr. Lau Ying Kit, Mr. Wang Qing, Mr. Liu Wenfang and Mr. Bai Zhizhong, for the purpose of, among other things, investigating into the Incident. The Independent Committee may also appoint other professional advisers to assist in its investigation. The Company will update its shareholders and investors the progress and the results of the investigation as and when appropriate.

Save as disclosed herein, the Directors are not aware of any other important events affecting the Group which have occurred since the end of the Reporting Period.

By order of the Board
Sinco Pharmaceuticals Holdings Limited
Huang Xiangbin
Chairman and executive Director

Sichuan, the PRC, 23 September 2022

報告期末後事項

於2022年8月19日，本集團訂立一系列協議以將仁尚仁全部股權的登記股東由黃智健先生(本公司的關連人士)變更為劉克萍女士。有關上述仁尚仁登記股東變更的詳情，請參閱本公司日期為2022年8月22日的公告。

於2022年9月15日，本公司接獲本公司核數師安永會計師事務所(「安永」)的函件，告知報告期內可能存在內部控制違規事件(「該事件」)，該事件很可能為未經授權交易。

儘管於本報告日期，未經授權交易項下的有關款項已被收回且本公司並無遭受任何財務損失，惟董事會於2022年9月17日決議成立獨立調查委員會(「獨立委員會」)，初步包括四名獨立非執行董事，即劉英傑先生、汪晴先生、劉文芳先生及白志中先生，以(其中包括)調查該事件。獨立委員會亦可委聘其他專業顧問協助其調查。本公司將於適當時候向股東及投資者提供有關調查進展及結果的最新情況。

除本報告所披露者外，董事並不知悉自報告期末後發生可影響本集團的任何其他重大事項。

承董事會命
興科蓉醫藥控股有限公司
黃祥彬
主席兼執行董事

中國四川，2022年9月23日

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月		
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)	
		Notes 附註		
REVENUE	收益	4	1,129,926	847,044
Cost of sales	銷售成本		(937,728)	(689,517)
Gross profit	毛利		192,198	157,527
Other income and gains	其他收入及收益	5	11,493	5,067
Selling and distribution expenses	銷售及經銷開支		(67,767)	(34,874)
Administrative expenses	行政開支		(37,328)	(17,426)
Reversal of/(provision for) impairment losses on trade receivables	貿易應收款項減值虧損撥回/(撥備)	7	(6,151)	454
Reversal of/(provision for) impairment losses on financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產減值虧損撥回/(撥備)	7	280	(416)
Other expenses	其他開支		(2,046)	(3,823)
Changes in fair value on financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債公平值變動		(494)	-
Finance costs	財務成本	6	(11,617)	(14,825)
PROFIT BEFORE TAX	除稅前溢利	7	78,568	91,684
Income tax expense	所得稅開支	8	(16,645)	(16,403)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內溢利及全面收益總額		61,923	75,281
Attributable to owners of the Company	本公司擁有人應佔		61,923	75,281
Earnings per share attributable to ordinary equity holders of the Company:	本公司普通權益持有人應佔每股盈利：			
– Basic	– 基本	10	RMB0.03049 人民幣0.03049元	RMB0.04450 人民幣0.04450元
– Diluted	– 攤薄	10	RMB0.03048 人民幣0.03048元	RMB0.04450 人民幣0.04450元

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

30 June 2022 2022年6月30日

			30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	217,558	207,867
Investment property	投資物業	11	6,409	6,499
Right-of-use assets	使用權資產	11	58,030	48,394
Other intangible asset	其他無形資產	11	16,500	-
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	12	101,008	169
Goodwill	商譽	20	66,536	-
Deferred tax assets	遞延稅項資產		2,898	860
Total non-current assets	非流動資產總值		468,939	263,789
CURRENT ASSETS	流動資產			
Inventories	存貨		45,246	61,270
Trade and bills receivables	貿易應收款項及應收票據	13	232,583	213,601
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	12	282,967	313,039
Pledged deposits	已抵押存款		116,912	55,015
Cash and cash equivalents	現金及現金等價物		456,707	326,052
Total current assets	流動資產總值		1,134,415	968,977
CURRENT LIABILITIES	流動負債			
Trade and bills payables	貿易應付款項及應付票據	14	568,275	422,933
Contract liabilities	合約負債		26,201	27,749
Other payables and accruals	其他應付款項及應計款項	15	46,460	53,424
Interest-bearing bank and other borrowings	計息銀行及其他借款	16	200,843	208,320
Tax payable	應付稅項		4,311	12,826
Lease liabilities	租賃負債		1,632	384
Total current liabilities	流動負債總額		847,722	725,636
NET CURRENT ASSETS	流動資產淨值		286,693	243,341
Total assets less current liabilities	總資產減流動負債		755,632	507,130

Interim Condensed Consolidated Statement of Financial Position (Continued)

中期簡明綜合財務狀況表(續)

30 June 2022 2022年6月30日

		Notes	30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借款	16	131,966	132,244
Deferred tax liabilities	遞延稅項負債		2,475	–
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	20	16,939	–
Lease liabilities	租賃負債		7,979	–
Total non-current liabilities	非流動負債總額		159,359	132,244
Net assets	資產淨值		596,273	374,886
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	17	164	151
Reserves	儲備		596,109	374,735
Total equity	權益總額		596,273	374,886

Huang Xiangbin

黃祥彬

Director

董事

Liu Wenfang

劉文芳

Director

董事

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Issued capital	Share premium account	Contributed surplus	Statutory reserve	Share option reserve	Changes in non-controlling interests	Accumulated profits (losses)	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	實繳盈餘	法定儲備	購股權儲備	非控股權益變動	溢利(虧損)累計	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 17) (附註17)									
At 1 January 2022	於2022年1月1日	151	365,774*	4,250*	26,417*	219*	4,014*	(25,939)*	374,886	-	374,886
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	-	61,923	61,923	-	61,923
Issue of shares	發行股份	13	165,518	-	-	-	-	-	165,531	-	165,531
Share issue expenses	股份發行開支	-	(6,067)	-	-	-	-	-	(6,067)	-	(6,067)
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	164	525,225*	4,250*	26,417*	219*	4,014*	35,984*	596,273	-	596,273
At 1 January 2021	於2021年1月1日	136	289,113	4,250	20,554	2,906	4,014	(155,636)	165,337	(908)	164,429
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	-	75,281	75,281	-	75,281
Transfer of share option reserve upon the forfeiture of share options	於購股權沒收時轉撥購股權儲備	-	-	-	-	(477)	-	477	-	-	-
Acquisition of non-controlling interests	收購非控股權益	-	(908)	-	-	-	-	-	(908)	908	-
At 30 June 2021 (unaudited)	於2021年6月30日(未經審核)	136	288,205	4,250	20,554	2,429	4,014	(79,878)	239,710	-	239,710

* These reserve accounts comprise the consolidated reserves of RMB596,109,000 (31 December 2021: RMB374,735,000) in the interim condensed consolidated statement of financial position.

* 該等儲備賬包括中期簡明綜合財務狀況表內的綜合儲備人民幣596,109,000元(2021年12月31日: 人民幣374,735,000元)。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動所得現金流量			
Profit before tax		78,568	91,684
除稅前溢利			
Adjustments for:	就以下各項調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,783	2,362
Amortisation of other intangible asset	其他無形資產攤銷	500	12
Depreciation of investment property	投資物業折舊	90	90
Depreciation of right-of-use assets	使用權資產折舊	1,537	820
Foreign exchange losses/(gains)	外匯虧損/(收益)	(8,238)	1,639
Finance costs	財務成本	11,617	14,825
Provision for/(reversal of) impairment losses on trade receivables, net	貿易應收款項減值虧損撥備/(撥回)淨額	6,151	(454)
Provision for/(reversal of) impairment losses on prepayments, other receivables and other assets, net	預付款項、其他應收款項及其他資產減值虧損撥備/(撥回)淨額	(280)	416
Gains on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產收益	(617)	(518)
Losses from disposal of property, plant and equipment	出售物業、廠房及設備虧損	10	-
Bank interest income	銀行利息收入	(511)	(246)
Fair value adjustment for contingent consideration	或然代價的公平值調整	494	-
		92,104	110,630
Decrease/(increase) in trade and bills receivables	貿易應收款項及應收票據減少/(增加)	(25,133)	281,002
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	(106,540)	(39,074)
Decrease in inventories	存貨減少	16,024	142,518
Increase in amounts due from related parties	應收關聯方款項增加	-	(11)
Increase/(decrease) in trade payables	貿易應付款項增加/(減少)	145,342	(385,465)
Decrease in other payables and accruals	其他應付款項及應計款項減少	(5,773)	(6,563)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	(1,548)	7,030
Decrease in long-term other payable	其他長期應付款項減少	-	(14,400)
		114,476	95,667
Cash generated from operations	營運所得現金	511	246
Interest received	已收利息	(27,273)	(14,240)
Tax paid	已付稅項		
		87,714	81,673
Net cash flows from operating activities	經營活動所得現金流量淨額		

Interim Condensed Consolidated Statement of Cash Flows (Continued)

中期簡明綜合現金流量表(續)

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(22,664)	(2,153)
Purchase of wealth management products classified as financial assets at fair value through profit or loss	購買分類為按公平值計入損益的金融資產的理財產品	(80,000)	(310,073)
Redemption of wealth management products classified as financial assets at fair value through profit or loss	贖回分類為按公平值計入損益的金融資產的理財產品	80,617	310,591
Acquisition of subsidiaries	收購附屬公司	(68,000)	-
Net cash flows used in investing activities	投資活動所用現金流量淨額	(90,047)	(1,635)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Interest paid	已付利息	(12,593)	(9,799)
Principal portion of lease payments	租賃付款的本金部分	(1,946)	(469)
Interest portion of lease payments	租賃付款的利息部分	(219)	(22)
Increase in pledged deposits	已抵押存款增加	(61,897)	(17,615)
Proceeds from bank and other borrowings	銀行及其他借款所得款項	160,000	170,000
Repayment of bank and other borrowings	償還銀行及其他借款	(40,366)	(48,574)
Decrease/(increase) in prepayments, other receivables and other assets, net	預付款項、其他應收款項及其他資產減少/(增加)淨額	(76,741)	21,250
Decrease in other payables and accruals, net	其他應付款項及應計款項減少淨額	(1,077)	(69,946)
Issue of new shares	發行新股	165,531	-
Share issue expenses	股份發行開支	(6,067)	-
Net cash flows from financing activities	融資活動所得現金流量淨額	124,625	44,825
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	122,292	124,863
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額	8,363	(1,626)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	326,052	143,765
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	456,707	267,002
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	456,707	234,966
Non-pledged time deposits with original maturity of less than three months when acquired	於取得時原到期日少於三個月的非抵押定期存款	-	32,036
Cash and cash equivalents as stated in the interim condensed consolidated statement of financial position	中期簡明綜合財務狀況表所列現金及現金等價物	456,707	267,002
Cash and cash equivalents as stated in the interim condensed consolidated statement of cash flows	中期簡明綜合現金流量表所列現金及現金等價物	456,707	267,002

NOTES TO INTERIM CONDENSED FINANCIAL INFORMATION

中期簡明財務資料附註

30 June 2022 2022年6月30日

1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2022 (the “**Period**”) has been prepared in accordance with IAS 34 *Interim Financial Reporting*. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2021.

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2021, except for the adoption of the Amendments to IFRS 3, Amendment to IFRS 16, Amendments to IAS 16, Amendments to IFRS 37 and *Annual Improvements to IFRS Standards 2018-2020* for the first time for the current period’s financial information.

The Group has assessed the impact of the adoption of the amendments and annual improvements, and concluded that the amendments and annual improvements did not have any significant financial impact on the financial position and performance of the Group.

1. 編製基準

截至2022年6月30日止六個月(「**本期間**」)的中期簡明綜合財務資料乃根據國際會計準則第34號**中期財務報告**編製。中期簡明綜合財務資料不包括年度財務報表中規定的所有資料及披露，應與本集團截至2021年12月31日止年度的年度財務報表一併閱讀。

2. 會計政策及披露變動

編製中期簡明綜合財務資料所採納的會計政策與編製本集團截至2021年12月31日止年度的年度綜合財務報表所應用者一致，惟就本期間財務資料首次採納國際財務報告準則第3號(修訂本)、國際財務報告準則第16號(修訂本)、國際會計準則第16號(修訂本)、國際財務報告準則第37號(修訂本)及**國際財務報告準則2018年至2020年年度改進**除外。

本集團已評估採納該等修訂本及年度改進的影響，並總結認為該等修訂本及年度改進對本集團的財務狀況及表現並無造成任何重大財務影響。

Notes to Interim Condensed Financial Information (Continued) 中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and products and has three (six months ended 30 June 2021: one; year ended 31 December 2021: one) reportable operating segments as follows:

- (a) the sale of imported pharmaceutical products segment;
- (b) the research and manufacturing of aesthetic medicine segment; and
- (c) the medical beauty services segment.

In previous years/periods, the board of directors (the “**Directors**”) considered that there were no reportable segments other than the sale of imported pharmaceutical products segment. During the Period, as the Group’s research and development of the polycaprolactone microsphere facial filler for injection is progressing smoothly and is expected to start trial production for the research purpose in the second half of this year, it was separately managed as the research and manufacturing of aesthetic medicine segment. Besides, the Group acquired Deyang Demei Medical Beauty Hospital Limited Company (德陽德美醫療美容醫院有限公司, “**Demei Company**”), a medical beauty services provider (as further detailed in note 20), which was managed as the medical beauty services segment. The Directors monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Due to the changes in the composition of segment during the Period, the operating segment information for the six months ended 30 June 2021 was also restated.

Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit/loss before tax except that other income and gains, other expenses, finance costs not related to lease and charges attributable to issue of letters of credit and corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, pledged deposits, cash and cash equivalents and corporate and other unallocated assets as these assets are managed on a group basis.

3. 經營分部資料

為進行管理，本集團的業務單元根據其服務及產品組成，並有如下三個(截至2021年6月30日止六個月：一個；截至2021年12月31日止年度：一個)可報告經營分部：

- (a) 進口藥品銷售分部；
- (b) 醫美藥物研究及製造分部；及
- (c) 醫美服務分部。

於過往年度／期間，董事(「**董事**」)會認為，除進口藥品銷售分部外，並無其他可報告分部。於本期間，由於本集團的注射用聚己內酯微球面部填充劑研發進展順利，預計將於今年下半年開始試產用於研究目的，因而可單獨作為醫美藥物研究及製造分部管理。此外，本集團收購德陽德美醫療美容醫院有限公司(「**德美公司**」，一家醫美服務提供商(詳見附註20))作為醫美服務分部管理。董事分別監督本集團經營分部的業績，旨在作出有關資源分配及表現評估的決定。由於本期間分部組成的變動，截至2021年6月30日止六個月的經營分部資料亦須重列。

分部表現按可報告分部溢利／虧損作出評估，即對經調整除稅前溢利／虧損的計量。經調整除稅前溢利／虧損的計量與本集團除稅前溢利／虧損一致，惟其他收入及收益、其他開支、非租賃相關財務成本及開立信用證應佔收費以及企業及其他未分配開支均於有關計量撇除。

由於遞延稅項資產、已抵押存款、現金及現金等價物以及企業及其他未分配資產按組別管理，因此該等資產不計入分部資產。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

3. OPERATING SEGMENT INFORMATION (Continued)

Segment liabilities exclude interest-bearing bank and other borrowings, deferred tax liabilities, tax payable and corporate and other unallocated liabilities as these liabilities are managed on a group basis.

The following tables present revenue and profit information for the Group's operating segments for the six months ended 30 June 2022 and 30 June 2021, respectively.

Six months ended 30 June 2022

Segments		Sale of imported pharmaceutical products	Research and manufacturing of aesthetic medicine	Medical beauty services	Total
分部		進口藥品銷售	研究及製造	醫美服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Segment revenue (note 4)	分部收益(附註4)				
Sales to external customers	銷售予外部客戶	1,127,374	–	2,552	1,129,926
Segment results	分部業績	90,546	(7,319)	683	83,910
Reconciliation:	對賬:				
Corporate and other unallocated expenses	企業及其他未分配開支				(5,602)
Other income and gains	其他收入及收益				11,493
Other expenses	其他開支				(2,046)
Finance costs (other than interest on lease liabilities and finance charges attributable to issue of letters of credit)	財務成本(租賃負債利息及開立信用證應佔財務費用除外)				(9,187)
Profit before tax	除稅前溢利				78,568

3. 經營分部資料(續)

由於計息銀行及其他借款、遞延稅項負債、應付稅項以及企業及其他未分配負債按組別管理，因此該等負債不計入分部負債。

下表分別呈列截至2022年6月30日及2021年6月30日止六個月本集團經營分部的收益及溢利資料。

截至2022年6月30日止六個月

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

3. OPERATING SEGMENT INFORMATION 3. 經營分部資料(續)

Six months ended 30 June 2021

截至2021年6月30日止六個月

Segments		Sale of imported pharmaceutical products	Research and manufacturing of aesthetic medicine 醫美藥物	Medical beauty services	Total
分部		進口藥品銷售	研究及製造	醫美服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Segment revenue (note 4)	分部收益(附註4)				
Sales to external customers	銷售予外部客戶	847,044	-	-	847,044
Segment results	分部業績	107,790	-	-	107,790
<u>Reconciliation:</u>	<u>對賬:</u>				
Corporate and other unallocated expenses	企業及其他未分配開支				(2,550)
Other income and gains	其他收入及收益				5,067
Other expenses	其他開支				(3,820)
Finance costs (other than interest on lease liabilities and finance charges attributable to issue of letters of credit)	財務成本(租賃負債利息 及開立信用證應佔 財務費用除外)				(14,803)
Profit before tax	除稅前溢利				91,684

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

3. OPERATING SEGMENT INFORMATION (Continued) 3. 經營分部資料(續)

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

下表呈列於2022年6月30日及2021年12月31日本集團經營分部的資產及負債資料。

As at 30 June 2022

於2022年6月30日

Segments	分部	Sale of imported pharmaceutical products	Research and manufacturing of aesthetic medicine 醫美藥物 研究及製造	Medical beauty services 醫美服務	Total
		RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)
Segment assets	分部資產	911,600	25,006	90,097	1,026,703
<u>Reconciliation:</u>	<u>對賬:</u>				
Corporate and other unallocated assets	企業及其他未分配資產				134
Deferred tax assets	遞延稅項資產				2,898
Cash and cash equivalents	現金及現金等價物				456,707
Pledged deposits	已抵押存款				116,912
Total assets	總資產				1,603,354
Segment liabilities	分部負債	638,570	8,430	20,434	667,434
<u>Reconciliation:</u>	<u>對賬:</u>				
Corporate and other unallocated liabilities	企業及其他未分配負債				52
Interest-bearing bank and other borrowings	計息銀行及其他借款				332,809
Tax payable	應付稅項				4,311
Deferred tax liabilities	遞延稅項負債				2,475
Total liabilities	總負債				1,007,081

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

3. OPERATING SEGMENT INFORMATION 3. 經營分部資料(續)

As at 31 December 2021

於2021年12月31日

Segments		Sale of imported pharmaceutical products	Research and manufacturing of aesthetic medicine 醫美藥物	Medical beauty services	Total
分部		進口藥品銷售	研究及製造	醫美服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Segment assets	分部資產	850,213	–	–	850,213
<u>Reconciliation:</u>	<u>對賬:</u>				
Corporate and other unallocated assets	企業及其他未分配資產				626
Deferred tax assets	遞延稅項資產				860
Cash and cash equivalents	現金及現金等價物				326,052
Pledged deposits	已抵押存款				55,015
Total assets	總資產				<u>1,232,766</u>
Segment liabilities	分部負債	504,427	–	–	504,427
<u>Reconciliation:</u>	<u>對賬:</u>				
Corporate and other unallocated liabilities	企業及其他未分配負債				63
Interest-bearing bank and other borrowings	計息銀行及其他借款				340,564
Tax payable	應付稅項				12,826
Total liabilities	總負債				<u>857,880</u>

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

4. REVENUE

An analysis of revenue is as follows:

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers:	來自客戶合約的收益：		
Sales of pharmaceutical products	銷售藥品	1,127,374	847,044
Medical beauty services	醫美服務	2,552	—
		1,129,926	847,044

Disaggregated revenue information for revenue from contracts with customers

For the six months ended 30 June 2022

來自客戶合約的收益的收益資料明細

截至2022年6月30日止六個月

Segments 分部		Sale of imported pharmaceutical products 進口藥品銷售 RMB'000 人民幣千元 (Unaudited) (未經審核)	Medical beauty services 醫美服務 RMB'000 人民幣千元 (Unaudited) (未經審核)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核)
Types of goods or services	貨品或服務類型			
Sales of pharmaceutical products	藥品銷售	1,127,374	—	1,127,374
Medical beauty services	醫美服務	—	2,552	2,552
Total revenue from contracts with customers	來自客戶合約的收益總額	1,127,374	2,552	1,129,926

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

4. REVENUE (Continued)

Disaggregated revenue information for revenue from contracts with customers (Continued)

For the six months ended 30 June 2021

Segments 分部		Sale of imported pharmaceutical products 進口藥品銷售 RMB'000 人民幣千元 (Unaudited) (未經審核)	Medical beauty services 醫美服務 RMB'000 人民幣千元 (Unaudited) (未經審核)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核)
Types of goods or services Sales of pharmaceutical products Medical beauty services	貨品或服務類型 藥品銷售 醫美服務	847,044 —	— —	847,044 —
Total revenue from contracts with customers	來自客戶合約的 收益總額	847,044	—	847,044

Geographical market

All revenue from contracts with customers of the Group during the reporting period was attributable to customers located in Mainland China, the place of domicile of the Group's operating entities. The Group's non-current assets are all located in Mainland China.

Timing of revenue recognition

All revenue from contracts with customers of the Group for the reporting period is recognised when goods or services are transferred at a point in time.

Information about major customers

During the Period, revenue from contracts with customers of approximately RMB337,732,000 (for the six months ended 30 June 2021: RMB325,508,000) was derived from a major customer and contributed to 10% or more of the total revenue of the Group during the Period and the the six months ended 30 June 2021.

4. 收益(續)

來自客戶合約的收益的收益資料明細(續)

截至2021年6月30日止六個月

地區市場

本集團於報告期內所有來自客戶合約的收益均來自位於中國內地(本集團營運實體註冊地)的客戶。本集團的非流動資產均位於中國內地。

確認收益的時間

於報告期，本集團所有來自客戶合約的收益於轉讓貨品或服務的時間點確認。

主要客戶資料

於本期間，來自客戶合約的收益約人民幣337,732,000元(截至2021年6月30日止六個月：人民幣325,508,000元)來自一名主要客戶，並佔本集團於本期間及截至2021年6月30日止六個月的總收益10%或以上。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

5. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Income from logistics services rendered	所提供物流服務的收入	1,940	4,272
Gains on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產收益	617	518
Bank interest income	銀行利息收入	511	246
Government grants	政府補助	42	3
Exchange differences, net	匯兌差額淨額	8,238	–
Rental income from investment property	投資物業租金收入	145	28
		11,493	5,067

5. 其他收入及收益

有關其他收入及收益的分析如下：

6. FINANCE COSTS

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Unwinding of discount on long-term deposits received	解除貼現已收取長期按金	–	2,798
Interest on lease liabilities	租賃負債利息	219	22
Finance charges attributable to issue of letters of credit	開立信用證應佔財務費用	2,211	–
Interest on bank and other borrowings	銀行及其他借款利息	9,187	12,005
		11,617	14,825

6. 財務成本

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

7. PROFIT BEFORE TAX

The Group's profit before tax was arrived at after charging/(crediting):

7. 除稅前溢利

本集團的除稅前溢利已扣除/(計入)下列項目：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
Cost of inventories sold	已售存貨成本	937,150	689,517
Cost of services provided	已提供服務成本	578	-
Provision for/(reversal of) impairment losses on trade receivables, net	貿易應收款項減值虧損撥備/(撥回)淨額	6,151	(454)
Provision for/(reversal of) impairment losses on financial assets included in prepayments, other receivables and other assets, net	計入預付款項、其他應收款項及其他資產的金融資產減值虧損撥備/(撥回)淨額	(280)	416

8. INCOME TAX

The major components of income tax expense are as follows:

8. 所得稅

所得稅開支的主要組成部分如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current	即期		
- Mainland China	- 中國內地	14,880	8,416
- Hong Kong	- 香港	3,878	7,977
Deferred	遞延	(2,113)	10
		16,645	16,403

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

8. INCOME TAX (Continued)

Notes:

- (a) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (b) The assessable profits of the Group derived from Hong Kong are subject to a two-tiered profit tax rate regime. The first HK\$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5% for the Period and the six months ended 30 June 2021.
- (c) Except for Demei Company as described below, other subsidiaries established in Mainland China are subject to corporate income tax at a statutory tax rate of 25% on their taxable profits for the Period and for the six months ended 30 June 2021.

According to the Circular on Issues Concerning Tax Policies for In-depth Implementation of Western Development Strategies (《關於深入實施西部大開發戰略有關稅收政策問題的通知》), Demei Company being a subsidiary located in Sichuan Province and engaged in the encouraged business is entitled to a preferential corporate income tax rate of 15% for the Period and until 31 December 2030.

9. DIVIDENDS

At a meeting of the Directors held on 31 August 2022, the Directors resolved not to declare or pay any interim dividends for the Period to shareholders (six months ended 30 June 2021: Nil).

8. 所得稅(續)

附註：

- (a) 根據開曼群島及英屬維爾京群島的規則及法規，本集團毋須繳納開曼群島及英屬維爾京群島的任何所得稅。
- (b) 本集團源自香港的應課稅溢利須按兩級制利得稅率繳稅。本期間及截至2021年6月30日止六個月，應課稅溢利的首2,000,000港元按8.25%的稅率繳稅，其餘應課稅溢利則按16.5%的稅率繳稅。
- (c) 除下文所述德美公司外，於中國內地成立的其他附屬公司須就本期間及截至2021年6月30日止六個月的應課稅溢利按25%的法定稅率繳納企業所得稅。

根據《關於深入實施西部大開發戰略有關稅收政策問題的通知》，德美公司為位於四川省的附屬公司及從事鼓勵類產業，故於本期間及直至2030年12月31日有權享受15%的企業所得稅優惠稅率。

9. 股息

董事已於2022年8月31日舉行的董事會會議上決議不會就本期間向股東宣派或派付任何中期股息(截至2021年6月30日止六個月：無)。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic and diluted earnings per share attributable to ordinary equity holders of the Company are based on the following data:

10. 本公司普通權益持有人應佔每股盈利

本公司普通權益持有人應佔每股基本及攤薄盈利是基於以下數據計算：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculations	用於計算每股基本及攤薄盈利的本公司普通權益持有人應佔溢利	61,923	75,281
Shares	股份		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利的期內已發行普通股加權平均數	2,031,122,629	1,691,890,585
Effect of dilution: Share options	攤薄影響：購股權	775,461	-
Weighted average number of ordinary shares in outstanding used in the diluted earnings per share calculation	用於計算每股攤薄盈利的尚未發行普通股加權平均數	2,031,898,090	1,691,890,585

No adjustment has been made to the basic loss per share amounts presented for the six months ended 30 June 2021 in respect of a dilution as the exercise prices of the Company's outstanding share options were higher than the average market prices for the Company's shares during the six months ended 30 June 2021.

截至2021年6月30日止六個月，由於本公司尚未行使購股權的行使價高於本公司股份於截至2021年6月30日止六個月的平均市價，因此無須對呈列的每股基本虧損金額作出攤薄調整。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

11. INVESTMENT PROPERTY, PROPERTY, PLANT AND EQUIPMENT, OTHER INTANGIBLE ASSET AND RIGHT-OF-USE ASSETS

Movements in investment property, property, plant and equipment, other intangible asset and right-of-use assets during the Period are as follows:

11. 投資物業、物業、廠房及設備、其他無形資產以及使用權資產

投資物業、物業、廠房及設備、其他無形資產以及使用權資產於本期間的變動如下：

		Investment property	Property, plant and equipment	Other intangible asset	Right-of-use assets
		投資物業	物業、廠房及設備	其他無形資產	使用權資產
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Carrying amount at 1 January 2022	於2022年1月1日的賬面值	6,499	207,867	-	48,394
Additions	添置	-	9,025	-	11,173
Acquisition of subsidiaries (note 20)	收購附屬公司(附註20)	-	3,459	17,000	-
Disposals	出售事項	-	(10)	-	-
Depreciation/amortisation charged for the Period	本期間扣除折舊/攤銷	(90)	(2,783)	(500)	(1,537)
Carrying amount at 30 June 2022 (unaudited)	於2022年6月30日的賬面值(未經審核)	6,409	217,558	16,500	58,030

As at 30 June 2022, the Group's buildings with a net carrying amount of RMB66,191,000 (31 December 2021: RMB57,159,000) were pledged to secure its interest-bearing bank borrowings (note 16).

Other intangible asset refers to non-compete agreement and is the right appraised from the acquisition of Demei Company and is amortised on the straight-line basis over its' estimated useful life of 5.67 years by reference to the contractual term as stipulated in the non-compete agreement.

於2022年6月30日，本集團賬面淨值為人民幣66,191,000元(2021年12月31日：人民幣57,159,000元)的樓宇已抵押作為計息銀行借款的擔保(附註16)。

其他無形資產指非競爭協議，為收購德美公司評估得出的權利，經參考非競爭協議規定的合約條款，於其5.67年的估計可使用年限內按直線法攤銷。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

12. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS 12. 預付款項、其他應收款項及其他資產

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
<i>Current portion:</i>	<i>即期部分：</i>		
Prepayments in respect of:	以下項目的預付款項：		
– purchase of inventories	– 購買存貨	10,334	1,492
– consultation service fee	– 諮詢服務費	600	1,295
– others	– 其他	1,389	800
Deposits in respect of:	以下項目的按金：		
– issue of letters of credit	– 開立信用證	212,116	135,375
– distribution rights	– 經銷權	–	127,514
– others	– 其他	35,696	35,118
Value-added tax recoverable	可收回增值稅	14,080	6,050
Amount due from a related party (note 21(c))	應收一名關連方款項(附註21(c))	11	11
Other receivables in respect of:	以下項目的其他應收款項：		
– staff advances	– 員工墊款	1,438	1,091
– others	– 其他	7,379	4,649
		283,043	313,395
Impairment allowance	減值撥備	(76)	(356)
		282,967	313,039
<i>Non-current portion:</i>	<i>非即期部分：</i>		
Deposit in respect of distribution rights	經銷權的按金：	87,248	–
Prepayments in advance in respect of:	以下項目的預付款項：		
– prepaid property, plant and equipment	– 預付物業、廠房及設備	13,639	–
– prepaid office decoration	– 預付辦公室裝修款項	84	169
– others	– 其他	37	–
		101,008	169
		383,975	313,208

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

13. TRADE AND BILLS RECEIVABLES

13. 貿易應收款項及應收票據

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	237,774	216,346
Impairment	減值	(9,262)	(3,111)
Trade receivables, net of impairment	貿易應收款項(扣除減值)	228,512	213,235
Bills receivable*	應收票據*	4,071	366
		232,583	213,601

* Bills receivable as at 30 June 2022 were classified as financial assets at fair value through profit or loss.

As at 30 June 2022, trade receivables of RMB163,324,000 (31 December 2021: RMB281,044,000) were covered by letters of credit.

An ageing analysis of the trade receivables as at the end of the reporting periods, based on the date of revenue recognised and net of loss allowance, is as follows:

* 於2022年6月30日的應收票據分類為按公平值計入損益的金融資產。

於2022年6月30日，貿易應收款項人民幣163,324,000元(2021年12月31日：人民幣281,044,000元)以信用證結算。

於報告期末基於收益確認日期的貿易應收款項(已扣除虧損撥備)的賬齡分析如下：

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Within 3 months	3個月內	224,653	207,097
Over 3 months	3個月以上	3,859	6,138
		228,512	213,235

13. TRADE AND BILLS RECEIVABLES (Continued)

Transferred financial assets that are derecognised in their entirety

As at 30 June 2022, the Group endorsed certain bills receivable accepted by banks in the People's Republic of China (the "PRC") to certain import agents in order to settle other payables, with a carrying amount in aggregate of RMB5,868,000 (31 December 2021: RMB20,103,000) (collectively referred to as the "Derecognised Bills"). All the Derecognised Bills had been accepted by banks which are reputable banks in the PRC and had a maturity within three months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC (《中華人民共和國票據法》), the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of the Directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the Period, no gains or losses were recognised from the Continuing Involvement, both during the Period or cumulatively. The endorsement has been made evenly throughout the Period.

13. 貿易應收款項及應收票據(續)

全額終止確認的已轉讓金融資產

於2022年6月30日，本集團背書若干獲中華人民共和國(「中國」)銀行承兌的應收票據予若干進口代理，以結算賬面值合共人民幣5,868,000元(2021年12月31日：人民幣20,103,000元)的其他應付款項(統稱「終止確認票據」)。於報告期末，所有終止確認票據已獲中國知名銀行承兌，到期日為三個月內。根據《中華人民共和國票據法》，倘中國的銀行違約，終止確認票據的持有人對本集團擁有追索權(「持續參與」)。董事認為，本集團已轉移絕大部分與終止確認票據有關的風險及回報。因此，其已終止確認終止確認票據的全部賬面值。本集團因對終止確認票據的持續參與而面對的最高損失風險及購回該等終止確認票據的未貼現現金流量與其賬面值相等。董事認為，本集團對終止確認票據的持續參與的公平值並不重大。

於本期間，概無於本期間或累計確認持續參與的收益或虧損。整個本期間的背書額分佈平均。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

14. TRADE AND BILLS PAYABLES

14. 貿易應付款項及應付票據

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Trade payables	貿易應付款項	508,275	422,933
Bills payable	應付票據	60,000	-
		568,275	422,933

An ageing analysis of the trade payables based on the issuance date of the pharmaceuticals' inspection reports are as follows:

基於藥品檢驗報告發出日期的貿易應付款項的賬齡分析如下：

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Within 3 months	3個月內	508,275	422,933

The Group's bills payable as at 30 June 2022 was secured by the pledge of certain of the Group's deposits amounting to RMB60,000,000.

本集團於2022年6月30日的應付票據由本集團金額為人民幣60,000,000元的若干存款作抵押。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

15. OTHER PAYABLES AND ACCRUALS

15. 其他應付款項及應計款項

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
	Notes 附註		
Payables related to:	有關以下項目的應付款項：		
– Payroll and welfare payable	– 應付工資及福利	1,353	2,030
– Deposits received	– 已收按金	22,602	14,117
– Consultation professional fees	– 諮詢專業費	5,983	12,616
– Other tax payables	– 其他應付稅項	730	845
– Import agent services	– 進口代理服務	809	1,886
– Interest payable	– 應付利息	–	114
– Others	– 其他	14,983	21,816
		46,460	53,424

Notes:

- (a) The balances represented refundable deposits received from the Group's distributors in order to guarantee their performance under the respective distribution contracts, which were unsecured and interest-free.
- (b) The balance as at 30 June 2022 mainly represented payables to one (31 December 2021: one) independent third party, which is principally engaged in import agent services, for its' settlement of part of the purchase of pharmaceutical products on behalf of the Group together with the service charge for the import and logistics services. Such payables were non-interest-bearing and secured by inventories with a carrying amount of RMB29,097,000 (31 December 2021: RMB56,339,000).

附註：

- (a) 結餘指為保證本集團經銷商按照各經銷合約履約向彼等收取的可退還按金，該等按金為無抵押及不計息。
- (b) 於2022年6月30日的結餘主要指應付予一名(2021年12月31日：一名)主要從事進口代理服務的獨立第三方的款項，因其代表本集團支付部分藥品採購的款項以及進口及物流服務的服務費。有關應付款項為不計息，且由賬面值人民幣29,097,000元(2021年12月31日：人民幣56,339,000元)的存貨作抵押。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

16. INTEREST-BEARING BANK AND OTHER BORROWINGS 16. 計息銀行及其他借款

			30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
<i>Current portion:</i>	<i>即期部分：</i>			
Secured and guaranteed bank loans	有抵押及有擔保的銀行貸款	(a)	200,000	80,000
Unsecured other borrowing	無抵押的其他借款		—	127,514
Guaranteed long-term bank loans	有擔保的長期銀行貸款	(a)	843	806
			200,843	208,320
<i>Non-current portion:</i>	<i>非即期部分：</i>			
Guaranteed bank loans	有擔保的銀行貸款	(a)	1,966	2,244
Unsecured other borrowing	無抵押的其他借款	(b)	130,000	130,000
			131,966	132,244
			332,809	340,564
Effective interest rate (%)	實際利率(%)		2.75~10.68	2.75~10.68

Notes:

- (a) As at 30 June 2022, the Group's bank loans were secured and guaranteed by:
- (i) mortgage over the Group's buildings, which had an aggregate carrying amount of RMB66,191,000;
- (ii) Mr. Huang Xiangbin, the Company and Chengdu Sinco Pharmaceutical Technology Co., Ltd. (成都興科蓉醫藥技術有限責任公司) has jointly guaranteed certain of the Group's bank loans of RMB80,000,000;
- (iii) Mr. Huang Xiangbin and the Company has jointly guaranteed certain of the Group's bank loans of RMB120,000,000; and
- (iv) Mr. Huang Xiangbin has guaranteed the Group's bank loans of RMB2,809,000.
- (b) As at 30 June 2022, the balance represented the interest-bearing unsecured other borrowing granted by a third party.

附註：

- (a) 於2022年6月30日，本集團銀行貸款由以下作抵押及擔保：
- (i) 本集團總賬面值為人民幣66,191,000元的樓宇抵押；
- (ii) 黃祥彬先生、本公司及成都興科蓉醫藥技術有限責任公司共同為本集團的若干銀行貸款人民幣80,000,000元作擔保；
- (iii) 黃祥彬先生及本公司共同為本集團的若干銀行貸款人民幣120,000,000元作擔保；及
- (iv) 黃祥彬先生為本集團的銀行貸款人民幣2,809,000元作擔保。
- (b) 於2022年6月30日，餘額指由第三方授予的計息無抵押其他借款。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

17. ISSUED CAPITAL

The movement in the Company's issued capital during the Period is as follows:

		Number of share in issue 已發行股份 數目	Issued capital 已發行 股本 RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	1,872,890,585	151
Issue of new shares	發行新股份	160,000,000	13
As at 30 June 2022	於2022年6月30日	2,032,890,585	164

Note:

On 3 January 2022, a total of 160,000,000 placing shares were allotted and issued to the places at the price of HK\$1.29 per share, resulting new share capital of HK\$16,000 (before issue expenses).

17. 已發行股本

本公司於本期間已發行股本的變動如下：

附註：

於2022年1月3日，合共160,000,000股配售股份以每股1.29港元的價格獲配發及發行予承配人，導致新增股本16,000港元(扣除發行開支前)。

18. SHARE OPTION SCHEME

The exercise prices and exercise periods of the share options outstanding as of 1 January 2022 and 30 June 2022 are as follows:

Number of options 購股權數目 '000 千份	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期
460	0.568	21 September 2017 to 20 September 2022 2017年9月21日至2022年9月20日
345	0.568	21 September 2018 to 20 September 2022 2018年9月21日至2022年9月20日
345	0.568	21 September 2019 to 20 September 2022 2019年9月21日至2022年9月20日
1,150		

18. 購股權計劃

截至2022年1月1日及2022年6月30日，尚未行使購股權的行使價及行使期如下：

There was no movement in the number of share options outstanding during the Period.

於本期間，尚未行使的購股權數目概無變動。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

19. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
– Plant and machinery	– 廠房及機器	111,129	83,008
– Furbishing of properties	– 翻新物業	3,722	2,256
		114,851	85,264

19. 承擔

本集團於報告期末的資本承擔如下：

20. BUSINESS COMBINATION

On 10 May 2022, Sichuan Sinco Biotech Limited Company (四川興科蓉生物科技有限公司) (an indirectly wholly-owned subsidiary of the Company) acquired 100% equity interest in Deyang Yisida Biotech Limited (德陽億思達生物科技有限公司, “Deyang Yisida”), which owns and controls 70% equity interest in Demei Company, at a consideration of up to RMB66.5 million from Guanghan Fire Genie E-Commerce Co., Ltd. (廣漢火精靈電子商務有限責任公司, the “Vendor A”). On the same day, Mr. Huang Zhijian (the son of Mr. Huang Xiangbin who is the executive director, chairman of the board of directors and the substantial shareholder of the Company) acquired 100% equity interest in Deyang Renshangren Pharmaceutical Technology Co., Ltd. (德陽仁尚仁醫藥技術有限公司, “Renshangren”), which owns the remaining 30% equity interest in Demei Company, at a consideration of up to RMB28.5 million from Guanghan Haozheng Trading Co., Ltd. (廣漢市浩正商貿有限責任公司, the “Vendor B”). The Vendor A and the Vendor B are collectively referred to as the “Vendors”.

Upon the completion of the acquisition of Deyang Yisida, the Company indirectly held 70% equity interest in Demei Company. Through the entering into of a series of agreements constituting contractual arrangements (the “old VIE Contractual Arrangements”), the Group is entitled to exercise effective control over both operational and financial matters and enjoy the economic benefits derived from the entire equity interest in Renshangren and the remaining 30% equity interest in Demei Company. The acquisition of Deyang Yisida and the acquisition of Renshangren are collectively referred to as the “Acquisition”. Please refer to the announcements of the Company dated 22 March 2022 and 10 May 2022 for more details about the aforesaid acquisition and the old VIE Contractual Arrangements.

20. 業務合併

於2022年5月10日，本公司間接全資附屬公司四川興科蓉生物科技有限公司向廣漢火精靈電子商務有限責任公司(「賣方A」)收購德陽億思達生物科技有限公司(「德陽億思達」，其擁有及控制德美公司70%股權)全部股權，代價為不超過人民幣66.5百萬元。同日，黃智健先生(本公司執行董事、董事會主席兼主要股東黃祥彬先生之子)向廣漢市浩正商貿有限責任公司(「賣方B」)收購德陽仁尚仁醫藥技術有限公司(「仁尚仁」，其擁有德美公司剩餘30%股權)全部股權，代價為不超過人民幣28.5百萬元。賣方A及賣方B統稱「賣方」。

完成收購德陽億思達後，本公司間接持有德美公司70%股權。通過訂立構成合約安排的一系列協議(「舊VIE合約安排」)，本集團有權對仁尚仁全部股權及德美公司剩餘30%股權的營運及財務事宜行使有效控制權，並享有其產生的經濟利益。收購德陽億思達及收購仁尚仁統稱「收購事項」。有關上述收購事項及舊VIE合約安排的更多詳情，請參閱本公司日期為2022年3月22日及2022年5月10日的公告。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

20. BUSINESS COMBINATION (Continued)

The fair value of the identifiable assets and liabilities of Demei Company as at the date of the Acquisition are as follows:

20. 業務合併(續)

德美公司於收購事項日期可識別資產及負債的公平值如下：

		Fair value recognised on the Acquisition 就收購事項 所確認的 公平值 RMB'000 人民幣千元 (unaudited) (未經審核)
Property, plant and equipment (note 11)	物業、廠房及設備(附註11)	3,459
Other intangible asset – Non-compete agreement (note 11)	其他無形資產 – 非競爭協議(附註11)	17,000
Deferred tax liabilities	遞延稅項負債	(2,550)
		<hr/>
Total identifiable net assets at fair value	按公平值計量的可識別資產淨值總額	17,909
Goodwill on acquisition*	收購商譽*	66,536
		<hr/>
Purchase consideration transferred	已轉讓購買代價	84,445
		<hr/>
Purchase consideration transferred satisfied by:	已轉讓購買代價以下列方式償付：	
Cash	現金	68,000
Contingent consideration payable	應付或然代價	16,445
		<hr/>
		84,445
		<hr/>
An analysis of the cash flows in respect of the acquisition of the above subsidiaries is as follows:	有關收購上述附屬公司的現金流量分析如下：	
Net outflow of cash and cash equivalents included in cash flows used in investing activities during the Period	計入本期間投資活動所用現金流量的現金及現金等價物流出淨額	68,000

* The goodwill recognised is primarily attributed to the expected synergies and other benefits from combining the assets and activities of Demei Company. The goodwill recognised is not expected to be deductible for income tax purposes.

* 已確認商譽主要歸因於合併德美公司的資產及業務所帶來的預期協同效應及其他利益。已確認商譽預計不能抵扣所得稅。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

20. BUSINESS COMBINATION (Continued)

As part of the series of agreements with the vendors, a contingent consideration is payable, which is dependent on the profit of Demei Company of each year of the years ended 31 December 2022, 2023 and 2024. At the acquisition date, the fair value of the initial amount recognised was estimated to be RMB16,445,000 which was determined using the scenario analysis method and is within Level 3 fair value measurement. As at 30 June 2022, the contingent consideration was remeasured as RMB16,939,000 at fair value. A significant increase/decrease in the profit of Demei Company would result in a significant change in the fair value of the contingent consideration. The contingent consideration is classified as financial liabilities at fair value through profit or loss. A reconciliation of fair value measurement of the contingent consideration liability is provided below:

		RMB'000 人民幣千元 (unaudited) (未經審核)
Liability arising on business combination	業務合併產生的負債	16,445
Unrealised fair value change recognised in profit or loss	於損益中確認的未變現公平值變動	494
As at 30 June 2022	於2022年6月30日	<u>16,939</u>

Contribution to the Group's revenue and consolidated profit for the six months ended 30 June 2022 since the acquisition date are as follows:

自收購日期起，截至2022年6月30日止六個月對本集團收益及綜合溢利的貢獻如下：

		RMB'000 人民幣千元 (unaudited) (未經審核)
Revenue	收益	2,552
Consolidated profit	綜合溢利	<u>1,124</u>

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

20. BUSINESS COMBINATION (Continued)

Had the combination taken place at the beginning of the Period, the revenue of the Group and the profit of the Group for the Period would be:

		RMB'000 人民幣千元 (unaudited) (未經審核)
Revenue	收益	1,136,904
Consolidated profit	綜合溢利	<u>58,230</u>

20. 業務合併(續)

倘合併於本期間開始時進行，期內本集團的收益及本集團的溢利將為：

21. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Transactions with related parties

In addition to the transactions detailed elsewhere in this financial information, the Group had the following transactions with related parties:

21. 關連方交易及結餘

(a) 關連方交易

除本財務資料其他部分詳述的交易外，本集團與關連方的交易如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Guaranteed by Mr. Huang Xiangbin: Interest-bearing bank loans	由黃祥彬先生擔保： 計息銀行貸款	<u>202,809</u>	<u>72,467</u>

21. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(b) Compensation of key management personnel of the Group:

21. 關連方交易及結餘(續)

(b) 本集團主要管理人員薪酬：

		For the six months ended 30 June 截至6月30日止六個月	
		2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,668	1,662
Pension scheme contributions	退休金計劃供款	16	15
		1,684	1,677

(c) Balance with a related party

The Group had outstanding balance due from a related party at the end of the reporting period:

(c) 與關連方的結餘

本集團於報告期末有應收一名關連方的未償還結餘：

		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Amount due from Risun Investments Limited ("Risun")	應收Risun Investments Limited ("Risun")款項	11	11

Risun, a company incorporated in the British Virgin Islands ("BVI"), is the parent and the ultimate holding company of the Company. The balance represents miscellaneous expenditure paid on behalf Risun, which are unsecured, interest-free and repayable on demand.

Risun(在英屬維爾京群島(「英屬維爾京群島」)註冊成立的公司)為本公司的母公司及最終控股公司。結餘指代Risun支付的雜項開支，為無抵押、免息及按要求償還。

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values due to short term to maturity, are as follows:

22. 金融工具公平值及公平值層級

除賬面值因在短期內到期而與公平值合理相若的本集團金融工具外，本集團該等工具的賬面值及公平值如下：

		Carrying amounts 賬面值		Fair values 公平值	
		30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元	30 June 2022 2022年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 RMB'000 人民幣千元
Financial assets	金融資產				
Prepayments, other receivables and other assets – non-current	預付款項、其他應收款項及其他資產 – 非即期	87,248	–	81,749	–
Financial liabilities	金融負債				
Non-current portion:	非即期部分：				
– interest-bearing bank loans	– 計息銀行貸款	1,966	2,244	1,801	2,137
– other borrowings	– 其他借款	130,000	130,000	141,312	131,349
– financial liabilities at fair value through profit or loss	– 按公平值計入損益的金融負債	16,939	–	16,939	–
		148,905	132,244	160,052	133,486

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade and bills receivables, financial assets included in current portion of prepayments, other receivables and other assets, financial liabilities included in the current portion of other payables and accruals, trade and bills payables and current interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

管理層已評估現金及現金等價物、已抵押存款、貿易應收款項及應收票據、計入預付款項、其他應收款項及其他資產即期部分的金融資產、計入其他應付款項及應計款項即期部分的金融負債、貿易應付款項及應付票據以及即期計息銀行及其他借款的公平值與其賬面值相若，主要由於該等工具於短期內到期。

金融資產及負債的公平值按自願方(並非強逼或清盤出售)之間的當前交易中可進行交換的工具的金額入賬。

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current interest-bearing bank and other borrowings and non-current portion of prepayments, other receivables and other assets have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for non-current financial liabilities as at 30 June 2022 was assessed to be insignificant.

The fair values of contingent consideration have been calculated by scenario analysis method, below is a summary of significant unobservable inputs to the valuation as at 30 June 2022:

	Valuation Technique	Significant unobservable input	Increase/ (decrease)	Sensitivity of fair value to the input
	估值方法	重大不可觀察輸入數據	上升/(下降)	公平值對輸入數據的敏感度
Financial liabilities at fair value through profit or loss	Scenario based method	Target net income change range	10%/ (10%)	10% increase or decrease in net income would result in an increase in fair value by RMB791,824 and a decrease in fair value by RMB1,266,609.
按公平值計入損益的金融負債	情景法	目標淨收入變動範圍	10%/ (10%)	淨收入上升或下降10%會導致公平值增加人民幣791,824元及公平值減少人民幣1,266,609元。

22. 金融工具公平值及公平值層級(續)

用於估計公平值的方式及假設如下：

非即期計息銀行及其他借款以及預付款項、其他應收款項及其他資產非即期部分的公平值以具有類似條款、信貸風險及餘下到期日的工具現時可用的利率貼現預期未來現金流量計算得出。於2022年6月30日，本集團本身有關非流動金融負債的不履約風險被評估為不重大。

或然代價的公平值採用情景分析法計算得出，以下為於2022年6月30日估值的重大不可觀察輸入數據概要：

Notes to Interim Condensed Financial Information (Continued)

中期簡明財務資料附註(續)

30 June 2022 2022年6月30日

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

		Fair value measurement using			Total
		公平值計量使用			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
		活躍市場報價 (第一級)	重大可觀察輸入數據 (第二級)	重大不可觀察輸入數據 (第三級)	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bills receivable:	應收票據：				
As at 30 June 2022 (Unaudited)	於2022年6月30日 (未經審核)	-	-	4,071	4,071
As at 31 December 2021	於2021年12月31日	-	366	-	366

22. 金融工具公平值及公平值層級(續)

公平值層級

下表闡述本集團金融工具的公平值計量層級：

按公平值計量的資產：

Liabilities measured at fair value:

按公平值計量的負債：

As at 30 June 2022

於2022年6月30日

		Fair value measurement using			Total
		公平值計量使用			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
		活躍市場報價 (第一級)	重大可觀察輸入數據 (第二級)	重大不可觀察輸入數據 (第三級)	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	-	-	16,939	16,939

During the reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

於報告期內，就金融資產及金融負債而言，第一級及第二級之間概無公平值計量轉移，亦無轉入或轉出第三級。

23. EVENT AFTER THE REPORTING PERIOD

On 19 August 2022, Mr. Huang Zhijian and Ms. Liu Keping, a PRC national who has been working in the Group since November 2013 and is currently the manager of the human resources department of Sichuan Sinco Pharmaceutical Co., Ltd. (四川興科蓉藥業有限責任公司) (an indirectly wholly-owned subsidiary of the Company), entered into an equity transfer agreement in respect of Renshangren, pursuant to which Mr. Huang Zhijian agreed to sell and Ms. Liu Keping agreed to acquire the entire equity interest in Renshangren. On the same day, the Group entered into a series of termination agreements for purpose of terminating agreements under the old VIE Contractual Arrangements (as defined in note 20) in respect of Renshangren (to which Mr. Huang Zhijian was a party) and entered into a series of structured contracts (in a form substantially same to the aforementioned terminated agreements of the old VIE Contractual Arrangements in respect of Renshangren) with Ms. Liu Keping. Please refer to the announcement of the Company dated 22 August 2022 for more details about the aforesaid equity transfer of Renshangren.

24. APPROVAL OF THE INTERIM CONDENSED FINANCIAL INFORMATION

The interim condensed financial information was approved and authorised for issue by the board of directors on 31 August 2022.

23. 報告期後事項

於2022年8月19日，黃智健先生與劉克萍女士（其為中國公民，自2013年11月起一直任職於本集團，目前為本公司間接全資附屬公司四川興科蓉藥業有限責任公司的人力資源部經理）就仁尚仁訂立股權轉讓協議，據此，黃智健先生同意出售而劉克萍女士同意收購於仁尚仁的全部股權。同日，本集團訂立一系列終止協議，以終止有關仁尚仁的舊VIE合約安排（定義見附註20，黃智健先生為有關安排的一名訂約方）項下的協議，並（按與前述有關仁尚仁的舊VIE合約安排的已終止協議大致相同的形式）與劉克萍女士訂立一系列結構性合約。有關上述仁尚仁股權轉讓的更多詳情，請參閱本公司日期為2022年8月22日的公告。

24. 批准中期簡明財務資料

中期簡明財務資料已於2022年8月31日獲董事會批准及授權刊發。

Definitions

釋義

“Board” 「董事會」	Board of Directors 董事會
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, as amended and supplemented from time to time, where references to code provisions in this interim report refer to code provisions in the CG Code that came into effect on January 1, 2022 上市規則附錄十四所載的企業管治守則(經不時修訂及補充)，而本中期報告中對守則條文的提述指於2022年1月1日生效的企業管治守則守則條文
“Chairman” 「主席」	Chairman of the Board 董事會主席
“Company” or “our Company” or the “Company” 「本公司」	Sinco Pharmaceuticals Holdings Limited (興科蓉醫藥控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 16 March 2015 興科蓉醫藥控股有限公司，於2015年3月16日在開曼群島註冊成立的獲豁免有限公司
“Demei Company” 「德美公司」	Deyang Demei Medical Beauty Hospital Limited Company (德陽德美醫療美容醫院有限公司), a limited liability company established under the law of the PRC 德陽德美醫療美容醫院有限公司，根據中國法律成立的有限公司
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group”, “our Group”, the “Group”, “we”, “us”, or “our” 「本集團」、「我們」或「我們的」	the Company and its subsidiaries and, in respect of the period before we became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be) 本公司及其附屬公司以及(就我們成為現有附屬公司的控股公司前的期間而言)相關附屬公司或其前身(視情況而定)經營的業務
“HK\$” 「港元」	Hong Kong Dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“HKSE” 「香港聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區

Definitions (Continued)

釋義(續)

“Human Albumin Solution” [人血白蛋白注射液]	Octapharma’s human albumin 20% (containing 200 grams of total protein per litre) and human albumin solution 25% (containing 250 grams of total protein per litre) 奧克特珐瑪生產的20%人血白蛋白注射液(每升含總蛋白200克)及25%人血白蛋白注射液(每升含總蛋白250克)
“Listing Rules” [上市規則]	the Rules Governing the Listing of Securities on the HKSE, as amended or supplemented from time to time 香港聯交所證券上市規則，經不時修訂或補充
“Main Board” [主板]	Main Board of the HKSE 香港聯交所主板
“Mainland China” or the “PRC” [中國內地]或[中國]	the People’s Republic of China excluding, for the purpose of this interim report, Hong Kong, Macau Special Administrative Region and Taiwan 中華人民共和國，就本中期報告而言，不包括香港、澳門特別行政區及台灣
“Model Code” [標準守則]	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, as amended and supplemented from time to time 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，經不時修訂及補充
“MPCM” [營銷、推廣及渠道管理]	marketing, promotion and channel management 營銷、推廣及渠道管理
“Mr. Huang” [黃先生]	Mr. Huang Xiangbin (黃祥彬), the Chairman, executive Director, co-chief executive officer of the Company and one of our controlling shareholders 黃祥彬先生，主席、執行董事、本公司聯席行政總裁兼控股股東之一
“Prospectus” [招股書]	the prospectus issued by the Company dated 29 February 2016 本公司於2016年2月29日刊發的招股書
“Renshangren” [仁尚仁]	Deyang Renshangren Pharmaceutical Technology Co., Ltd. (德陽仁尚仁醫藥技術有限公司), a limited liability company established under the law of the PRC 德陽仁尚仁醫藥技術有限公司，一間根據中國法律成立的有限責任公司
“Reporting Period” [報告期]	six months ended 30 June 2022 截至2022年6月30日止六個月

Definitions (Continued)

釋義(續)

“Risun” 「Risun」	Risun Investment Limited, a limited company incorporated under the laws of British Virgin Islands on 16 January 2015 Risun Investment Limited，於2015年1月16日根據英屬維爾京群島法律註冊成立的有限公司
“RMB” 「人民幣」	Renminbi Yuan, the lawful currency of China 人民幣元，中國法定貨幣
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)” 「股份」	ordinary share(s) in the share capital of the Company with nominal value of HK\$0.0001 each 本公司股本中每股面值0.0001港元的普通股
“Shareholder(s)” 「股東」	holder(s) of Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by our Company on 1 February 2016, the principal terms of which are summarised in “Statutory and General Information – D. Other Information – 1. Share Option Scheme” in Appendix VII to the Prospectus 本公司於2016年2月1日有條件採納的購股權計劃，其主要條款於招股書附錄七「法定及一般資料—D.其他資料—1.購股權計劃」概述
“U.S. dollars” or “US\$” 「美元」	U.S. dollars, the lawful currency of the United States of America 美元，美利堅合眾國法定貨幣

In this Interim Report, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The English translation of the PRC entities, enterprises, national institutions, facilities, regulations in Chinese are translations of the Chinese names. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese name shall prevail.

在本中期報告中，除文義另有所指外，「聯繫人」、「緊密聯繫人」、「關連人士」、「關連交易」、「控股股東」、「核心關連人士」、「附屬公司」及「主要股東」具有上市規則所賦予的涵義。

中國實體、企業、國家機構、設施、法規的英文名為中文名的翻譯。倘中國實體、企業、國家機構、設施、法規的中文名稱與其英文譯名有任何歧義，概以中文名為準。



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