Pharma
绿叶制药

Luye Pharma Group Ltd.
绿叶制药集团有限公司
(incorporated in Bermuda with limited liability)
Stock Code: 2186

2022 ANNUAL REPORT

CONTENTS

COMPANY OVERVIEW

Luye Pharma Group Ltd. (the "Company" or "Luye Pharma", together with its subsidiaries, the "Group") focuses on developing, producing, marketing and selling innovative pharmaceutical products in four of the largest and fastest growing therapeutic areas in the People's Republic of China ("PRC" or "China" or "mainland China"), the United States ("the U.S."), Europe and other emerging countries or regions, namely oncology, central nervous system ("CNS"), cardiovascular system, alimentary tract and metabolism. The Group has a portfolio of over 30 products, covering over 80 countries and regions around the world, including large pharmaceutical markets — China, the U.S., Europe and Japan, as well as fast growing emerging markets.

The Group has established an extensive nationwide sales and distribution network and sold its products to 31 provinces, autonomous regions and municipalities throughout the PRC in the year of 2022. The Group's sales, marketing and distribution functions are conducted through around 1,000 sales and marketing personnel, a network of approximately 1,780 distributors that collectively enabled the Group to sell its products to over 20,150 hospitals, which comprised approximately 2,250 or approximately 88.0% of all Class III hospitals, approximately 5,800 or approximately 66.0% of all Class II hospitals and approximately 12,100 or approximately 59.0% of all Class I and other hospitals and medical institutions, in the PRC in the year of 2022. For international markets, the business of the Group covers 80 countries or regions including the U.S., countries in the EU, Japan, Association of Southeast Asian Nations ("ASEAN"), Latin America, Gulf Cooperation Council ("GCC") region and other emerging countries or regions. The Group also has strong sales partnerships with more than 50 partners throughout the world.

The Group's research and development ("R&D") activities are organised around four platforms in the chemical drug sector — long acting and extended release technology, liposome and targeted drug delivery, transdermal drug delivery systems and new compounds. The Group has expanded its R&D capability to biological sector supported by the three cutting-edge platforms of Shandong Boan Biotechnology Co., Ltd. ("Boan Biotech"), namely Human Antibody Transgenic Mouse and Phage Display Technology, Bispecific T-cell Engager Technology and ADC Technology Platform of its subsidiary, Shandong Boan Biotechnology Co., Ltd. ("Boan Biotech"). The Group balances clinical development risks by strategically allocating its resources between proprietary formulations of proven compounds and new chemical entities as well as biosimilars and novel antibodies. The Group believes that its R&D capabilities will be the driving force behind the Group's long-term competitiveness, as well as the Group's future growth and development.

As at 31 December 2022, the Group's R&D team consisted of 934 employees, including 81 Ph.D. degree holders and 459 master's degree holders in medical, pharmaceutical and other related areas. As at 31 December 2022, the Group had been granted 257 patents and had 81 pending patent applications in the PRC, as well as 486 patents and 180 pending patent applications overseas.

As at 31 December 2022, the Group had 35 PRC pipeline product candidates in various stages of development. These candidates included 15 oncology products, 13 CNS products and 7 other products.

The Group had 13 pipeline product candidates in the U.S., Europe and Japan in various stages of development.

CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. LIU Dian Bo
(Executive Chairman and Chief Executive Officer)
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-executive Directors

Mr. SONG Rui Lin
Mr. SUN Xin

Independent Non-executive Directors

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Mr. CHOY Sze Chung Jojo

Company Secretary

Ms. LEE Mei Yi

Authorized Representatives

Mr. YANG Rong Bing
Ms. ZHU Yuan Yuan

Audit Committee

Mr. LEUNG Man Kit *(Chairman)*
Mr. ZHANG Hua Qiao
Professor LO Yuk Lam

Remuneration Committee

Mr. CHOY Sze Chung Jojo *(Chairman)*
Mr. ZHANG Hua Qiao
Professor LO Yuk Lam

Nomination Committee

Professor LO Yuk Lam *(Chairman)*
Mr. ZHANG Hua Qiao
Mr. CHOY Sze Chung Jojo

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in the People's Republic of China

No. 15 Chuang Ye Road
High-tech Industrial Development Zone
Yantai, Shandong
264003
People's Republic of China

22/F, Gubei International Fortune Center II
Hongqiao Road 1438
Changning District, Shanghai
People's Republic of China

Principal Place of Business in Hong Kong

Unit 3207, 32/F, Champion Tower
3 Garden Road
Central
Hong Kong

CORPORATE INFORMATION (CONTINUED)

Principal Share Registrar and Transfer Office

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Legal Advisers

Allen & Overy
9/F, Three Exchange Square
Central
Hong Kong

Conyers Dill & Pearman
2901 One Exchange Square
8 Connaught Place
Central
Hong Kong

Auditor

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

Stock Code

2186

Company's Website

www.luye.cn

Principal Bankers

Bank of China Limited
China Everbright Bank
Industrial and Commercial Bank of China Limited
Citibank (China) Limited

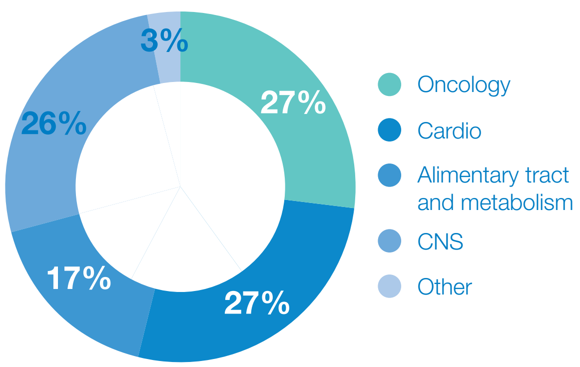
FINANCIAL HIGHLIGHTS

- Revenue increased by RMB781.5 million or 15.0% to RMB5,981.7 million, as compared to the year ended 31 December 2021.
- EBITDA increased by RMB905.9 million or 99.9% to RMB1,812.8 million, as compared to the year ended 31 December 2021.
- Gross profit increased by RMB743.8 million or 21.9% to RMB4,140.5 million, as compared to the year ended 31 December 2021, and gross profit margin was 69.2%.
- Net profit amounted to RMB583.3 million, representing an increase of RMB728.1 million from the net loss for the year ended 31 December 2021.
- Profit attributable to shareholders amounted to RMB604.8 million, representing an increase of RMB739.2 million from the net loss for the year ended 31 December 2021.
- Research and development expenses increased by RMB174.2 million or 25.5% to RMB857.3 million, as compared to the year ended 31 December 2021. Total research and development costs were RMB1,399.4 million (2021: RMB1,476.4 million) of which RMB542.1 million (2021: RMB793.3 million) was capitalized.
- Earnings per share was RMB17.38 cents compared to a loss of RMB3.90 cents for the year ended 31 December 2021.
- No dividend was proposed by the board ("the Board") of directors (the "Directors") of the Company for the year ended 31 December 2022.

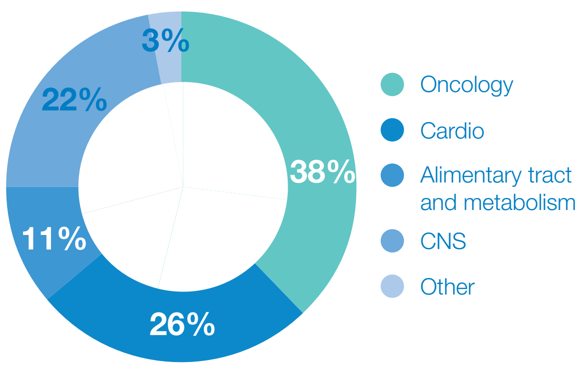
FIVE-YEAR FINANCIAL SUMMARY

	2018 RMB Million Restated	2019 RMB Million Restated	2020 RMB Million	2021 RMB Million	**2022 RMB Million**
Revenue	5,172.5	6,357.9	5,539.6	5,200.2	**5,981.7**
Gross Profit	4,049.4	4,879.2	3,990.6	3,396.7	**4,140.5**
EBITDA	1,893.1	2,385.1	1,877.1	906.9	**1,812.8**
Net Profit	1,204.9	1,354.1	703.3	(144.8)	**583.3**
Profit attributable to owners of the Parent	1,202.2	1,396.2	706.6	(134.4)	**604.8**
Total Assets	17,702.9	19,407.7	20,630.6	22,582.1	**24,249.6**
Total Liability	10,082.6	10,487.3	12,531.6	13,468.2	**13,207.9**
Equity	7,620.3	8,920.4	8,099.0	9,113.9	**11,041.7**

2021



2022



CHAIRMAN'S STATEMENT

Dear shareholders,

On behalf of the Board, I would like to express my sincere gratitude for your continued interest and support and am pleased to present the Group's performance for the year ended 31 December 2022 and the outlook for 2023.

As an international pharmaceutical enterprise, Luye Pharma is committed to the research, production and marketing of innovative drugs. Its business covers more than 80 countries and regions worldwide. The Group focuses on its core strengths, namely the therapeutic areas of CNS, and oncology, and is committed to providing high-quality innovative drugs to patients worldwide.

In the past year, the Chinese pharmaceutical industry has been challenged by unprecedented changes arising from a complex mix of factors such as the international situation, economic cycles, industry structure and the spread of the pandemic. Even so, the Group has boldly taken up those challenges, whether internal or external, and successfully enhanced its fundamental businesses and attained satisfactory results. During the reporting period, the Group's revenue increased by 15.0% year-on-year to RMB5,981.7 million; normalised EBITDA increased by 44.8% year-on-year to RMB1,962.6 million; normalised net profit attributable to shareholders increased by 101.8% year-on-year to RMB886.0 million.

In terms of our progress on innovation, the Group focused on its three major research and development platforms, namely "novel formulations", "new molecular entities" and "bio-antibodies". The Group's global product pipeline has started to yield positive results. Since 2021, a number of new drugs developed by the Group were successfully approved. In particular, Rykindo® (Risperidone extended-release microsphere injection) was approved in both China and the United States, which is also the first Chinese new drug in the CNS field to be approved in the United States; Rivastigmine Multi-Day Transdermal Patch was approved in several European countries; Ruoxinlin® (Toludesvenlafaxine Hydrochloride Extended-Release Tablets), the first class 1 innovative antidepressant drug developed independently in China, Boyoubei®, the world's first biosimilar to denosumab approved for marketing, as well as Boyounuo® (bevacizumab injection), the Group's first biologic drug, were also approved for marketing in China.

In terms of commercialisation, the Group's sales of existing products were stable and kept increasing, and new products are ready to be launched. Both newly launched and existing products have created synergy and mainly serve to treat the two core therapeutic fields, with the aim to securing high-quality growth of the Group's business in both short term and over medium to long term. In the CNS field, where research and development is difficult and there are few entrants, by virtue of its research and development by a team of international talents, clinical trials and registration as well as its strength in supply chain and commercialisation capabilities, the Group has set its foot in China and global pharmaceutical markets such as the US and Europe with a number of innovations, which, together with existing products, have speeded up the Group's progress in "becoming the global leader in the CNS therapeutic area", one of the Group's strategic goal. In the area of oncology, where clinical needs are still to be met, a number of new drugs are expected to be approved this year in addition to those already on the market, which has kept the Group's strong growth momentum in this therapeutic area.

Over nearly three decades of development, the Group has been a pioneer and doer of "innovation" and "internationalisation". Today, our perseverance has paid off. The business environment in the Group operates has undergone significant evolution and the Group has set a clear plan for attaining future growth in this regard. Subsequent to the approval of several new drugs in China and overseas, several more are expected to be launched globally in the next three years, which is seen as a new milestone in the Group's global operations and propels a new round of quality growth.

Looking ahead to 2023, the Group will continue its "innovation"-driven approach and take "internationalisation" as its goal while ensuring key products under development can be efficiently and smoothly launched in the global market. Apart from consolidating its system for global commercialisation and operational capabilities as always, the Group also plans to further secure increment in its global market. By driving the global expansion of its business and achieving strong growth, the Group serves to maximize the value for patients, shareholders and society.

LIU Dian Bo
Executive Chairman
Luye Pharma Group Ltd.

29 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

Business Overview

The Group focuses on developing, producing, marketing and selling innovative pharmaceutical products in four of the largest and fastest growing therapeutic areas in the PRC, the U.S., Europe and other emerging countries or regions, namely oncology, CNS, cardiovascular system, alimentary tract and metabolism. The Group has a portfolio of over 30 products, covering over 80 countries and regions around the world, including large pharmaceutical markets — China, the U.S., Europe and Japan, as well as fast growing emerging markets. During the year ended 31 December 2022, the Group's business was affected by the pandemic of coronavirus disease 2019 ("COVID-19") and global economic fluctuations but still maintained stability. The Group recorded an increase in revenue of 15.0% in the year of 2022 as compared to that of 2021. The Group continually invests in R&D to maintain its competitiveness and has a robust product pipeline including 35 pipeline product candidates in the PRC and 13 pipeline product candidates in the U.S., Europe and Japan.

In December 2022, a subsidiary of the Company, namely Boan Biotech, completed its global offering and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 30 December 2022. The Company believes the spin-off will allow Boan Biotech to build its identity as a separately listed company, to have a separate fund-raising platform for its fast growing business and to broaden its investor base, among other things.

Market Positioning

In China, the Group's key products are competitively positioned in four key therapeutic areas and have gained top-ranking market shares measured by revenue. According to IQVIA, oncology-related pharmaceutical products constituted the largest market in China for pharmaceutical products in the year of 2022. The Group's portfolio of oncology products includes Lipusu, CMNa and Boyounuo. As far as the Company is aware, Lipusu is the first and only paclitaxel liposome product approved for sale globally as of 31 December 2022. CMNa is a Class I New Chemical Drug and the only China National Medical Products Administration ("NMPA") approved sensitiser for cancer radiotherapy in China. Boyounuo is an anti-VEGF humanized monoclonal antibody injection and a biosimilar to Avastin independently developed by the Company's subsidiary, namely Boan Biotech. IQVIA data showed that cardiovascular system-related pharmaceutical products constituted the fourth largest market for pharmaceutical products in the PRC in the year of 2022. The Group's key cardiovascular system products include Xuezhikang, Oukai and Maitongna. According to IQVIA, Xuezhikang was the most popular natural medicine for the treatment of hypercholesterolaemia in the year of 2022. Maitongna and Oukai were the vasoprotective pharmaceutical products with the fourth and seventh largest market share, respectively, in China in the year of 2022, respectively. IQVIA data showed that alimentary tract and metabolism-related pharmaceutical products constituted the second largest market for pharmaceutical products in the PRC in the year of 2022. According to IQVIA, the Group was the second largest domestic pharmaceutical manufacturer of oral diabetic medications in China in the year of 2022. IQVIA data showed that CNS-related pharmaceutical products constituted the fifth largest market for pharmaceutical products in the PRC in the year of 2022. The Group's portfolio of CNS products includes Seroquel, Rykindo and Ruoxinlin. The Group's key product Seroquel was the product with eighth largest market share in schizophrenia therapeutic area and the largest quetiapine product in terms of sales in the PRC in the year of 2022. As far as the Company is aware, Rykindo was the only Risperidone Microspheres for Injection for sale in China as of 31 December 2022. Ruoxinlin was the first class 1 innovative chemical drug with independent intellectual property rights for the treatment of Major Depressive Disorder ("MDD") developed by a local company in China.

For international markets, the Group's products are mainly positioned in CNS therapeutic area, including Seroquel, Seroquel XR, Rykindo, Rivastigmine once-daily transdermal patch, Rivastigmine Multi-Day Transdermal Patch ("Rivastigmine MD" or "LY30410"), Fentanyl patches and Buprenorphine patches.

For the year ended 31 December 2022, the Group's revenue from oncology therapeutic area increased by 63.1% to RMB2,305.8 million. Revenue from cardiovascular system therapeutic area increased by 7.6% to RMB1,535.7 million. Revenue from CNS therapeutic area decreased by 0.1% to RMB1,322.7 million. Revenue from alimentary tract and metabolism therapeutic area decreased by 29.6% to RMB632.4 million.

Key Products

The Company believes that the Group's 11 key products are competitively positioned globally for high prevalence medical conditions and their market positions are expected to grow or maintain at its current level.

Lipusu® (力撲素®)

Lipusu is the Group's proprietary formulation of paclitaxel using an innovative liposome injection delivery vehicle and a chemotherapy treatment of certain types of cancer. As of 31 December 2022, Lipusu was the first and only paclitaxel liposome product approved for sale globally. In January 2023, Lipusu successfully renewed its inclusion in category B of China's National Reimbursement Drug List ("NRDL") with its original payment standard. All indications of Lipusu, including non-small cell lungs cancer, ovarian and breast cancer, are reimbursed under the NRDL.

CMNa® (希美納®)

CMNa is sodium glycididazole, a proprietary compound that the Group prepares in injectable form and is indicated for use in connection with radiotherapy for certain solid tumours. It is a Class I New Chemical Drug and the only NMPA approved sensitiser for cancer radiotherapy in China. According to the NMPA, CMNa was the only glycididazole product available for sale in the year of 2022. An study conducted by an independent third party in 2009 concluded that the use of CMNa for the treatment of certain cancers increased the probability of complete or partial remission and reduced overall treatment costs.

Boyounuo® (博優諾®)

Boyounuo was approved to the market by the NMPA in April 2021. It is an anti-VEGF humanized monoclonal antibody injection and a biosimilar to Avastin® independently developed by Boan Biotech. In February 2022, Boyounuo® obtained the NMPA approvals to extrapolate its indications to epithelial ovarian, fallopian tube or primary peritoneal cancer and cervical cancer. As of 29 March 2023, Boyounuo® has been approved by the NMPA for the treatment of mCRC, advanced metastatic or recurrent NSCLC, recurrent glioblastoma, epithelial ovarian, fallopian tube or primary peritoneal cancer and cervical cancer. In January 2023, two new indications of Boyounuo® were successfully included in the updated NRDL. As of 29 March 2023, Boyounuo® has been included in the updated NRDL for all five indications.

Xuezhikang® (血脂康®)

Xuezhikang is the Group's proprietary natural medicine derived from red yeast rice indicated for hypercholesterolaemia. According to the NMPA, the Group was the only Xuezhikang manufacturer in China as of 31 December 2022. According to IQVIA, the market for lipid-regulating drugs in China was estimated to be approximately RMB10.4 billion in the year of 2022. According to IQVIA, Xuezhikang ranked as the most popular natural medicine for the treatment of hypercholesterolaemia and the fourth most-used lipid-regulating drug in China in the year of 2022.

Maitongna® (麥通納®)

Maitongna is sodium aescinate in injectable form and is indicated for the treatment of cerebral edema and edema caused by trauma or surgery as well as for the treatment of venous reflux disorder. According to IQVIA, the market for vasoprotective pharmaceutical products in China was estimated to be approximately RMB3.0 billion in the year of 2022. Maitongna was the best-selling domestically manufactured sodium aescinate product in China in the year of 2022 and ranked as the third most-used vasoprotective pharmaceutical product domestically manufactured in China in the year of 2022.

Oukai® (歐開®)

As far as the Company is aware, Oukai is the only oral aescinate tablet in China to contain sodium salt and is widely used to treat soft tissue swelling and venous edema caused by various reasons. According to IQVIA, Oukai was ranked as the fifth most-used vasoprotective pharmaceutical product domestically manufactured in China in the year of 2022.

Bei Xi® (貝希®)

Bei Xi is acarbose in capsule form and is indicated for lowering blood glucose in patients with type 2 diabetes mellitus. According to the NMPA, the Group was the only manufacturer of acarbose in capsule form in the year of 2022. According to IQVIA, the market for acarbose products in China was estimated to be approximately RMB1.4 billion in the year of 2022 and Bei Xi ranked as the third most popular oral diabetic medication domestically manufactured in China in the year of 2022.

Seroquel® (思瑞康®) and Seroquel XR® (思瑞康緩釋片®)

Seroquel (quetiapine fumarate, immediate release, IR) and Seroquel XR (extended release formulation) are atypical antipsychotic medicines with antidepressant properties. The main indications for Seroquel are the treatment of schizophrenia and bipolar disorder. Seroquel XR is also approved in some markets for MDD and generalised anxiety disorder. According to IQVIA, Seroquel was the eighth most-used product in schizophrenia therapeutic area and the most-used quetiapine product in the PRC in the year of 2022. In addition to China, Seroquel and Seroquel XR are also marketed by the Group in 50 other developed and emerging countries.

Rivastigmine Transdermal Patches (the "Rivastigmine Patch")

The Rivastigmine Patch is rivastigmine in transdermal patches form approved in China, the U.S., Europe and other emerging countries or regions, indicated for mild to moderate dementia of the Alzheimer's type and dementia due to Parkinson's disease.

Rykindo® (瑞欣妥®)

Rykindo was approved to the market by the NMPA in January 2021. It is the first innovative formulation developed under the Group's long acting and extended technology platform that received marketing approval. Rykindo is an extended-release microsphere for injection administered bi-weekly for the treatment of schizophrenia and is the only Risperidone Microspheres for Injection for sale in China as of 31 December 2022. Rykindo can significantly improve the medication compliance issues which are common among patients with schizophrenia in relation to oral antipsychotic drugs, and simplify the treatment regimen. Patients using Rykindo are also expected to have stable clinically effective plasma drug level and can benefit from more convenient clinical treatment. In December 2021, Rykindo has been included in the 2021 NRDL in China. In addition to China, Rykindo also received marketing approval from U.S. Food and Drug Administration (the "FDA") in January 2023, as a treatment for schizophrenia in adults and as monotherapy or as adjunctive therapy to lithium or valproate for the maintenance treatment of bipolar I disorder in adults.

Ruoxinlin® (若欣林®)

Ruoxinlin (Toludesvenlafaxine Hydrochloride Extended-Release Tablets), as a new chemical entity, was approved to the market by the NMPA for treating MDD in November 2022. As far as the Company is aware, it is the first class 1 innovative chemical drug with independent intellectual property rights for the treatment of MDD developed by a local company in China. Ruoxinlin could comprehensively and stably improve depressive symptoms, including significantly reducing anxiety and retardation/fatigue, relieving anhedonia, improving cognition, and facilitating faster social recovery of patients. Further, the drug does not cause somnolence and has no significant impacts on sexual functioning, bodyweight, and lipid metabolism, demonstrating a favorable safety profile and good tolerability.

Research and Development

The Group's R&D activities are organised around four platforms in the chemical drug sector — long acting and extended-release technology, liposome and targeted drug delivery, transdermal drug delivery systems and new compounds. The Group has expanded its R&D capability to biological sector supported by Boan Biotech's three cutting-edge platforms, namely Human Antibody Transgenic Mouse and Phage Display Technology, Bispecific T-cell Engager Technology and Antibody-drug Conjugate ("ADC") Technology Platform. The Group balances clinical development risks by strategically allocating its resources between proprietary formulations of proven compounds and new chemical entities as well as biosimilars and novel antibodies. The Group believes that its R&D capabilities will be the driving force behind the Group's long-term competitiveness, as well as the Group's future growth and development. As at 31 December 2022, the Group's R&D team consisted of 934 employees, including 81 Ph.D. degree holders and 459 master's degree holders in medical, pharmaceutical and other related areas. As at 31 December 2022, the Group had been granted 257 patents and had 81 pending patent applications in the PRC, as well as 486 patents and 180 pending patent applications overseas.

The Group will continue to invest the products in four strategic therapeutic areas — oncology, CNS, cardiovascular and alimentary tract and metabolism. As at 31 December 2022, the Group had 35 PRC pipeline product candidates in various stages of development. These candidates included 15 oncology products, 13 CNS products and 7 other products. Also, the Group had 13 pipeline product candidates in the U.S., Europe and Japan in various stages of development.

For global R&D progress:

In January 2022, the Group's monthly microspheres injection LY03009 ("LY03009") has been approved to initiate clinical trial in the U.S.. LY03009 is indicated for the treatment of Parkinson's disease and restless legs syndrome. It has been developed on the Group's long-acting and extended release technology platform. LY03009 is a microspheres injection for once-monthly dosing, which can maintain a stable drug level in blood plasma during the target dosing intervals. It possesses the benefit of continuous dopaminergic stimulation, which can delay and treat motor complications and delay introduction of levodopa in the treatment of Parkinson's disease. The maintenance of an effective drug level overnight is expected to improve nocturnal symptoms control and the drug's wake-promotion function. The one-month target dosing interval can reduce administration frequency, simplify treatment regimen, and thus contribute to the improvement of treatment compliance and clinical outcomes.

In September 2022, the Group's new CNS drug LY03015 ("LY03015") has obtained the approval from the FDA to initiate clinical trials. LY03015 is an innovative small molecule compound product developed by the Group indicated for the treatment of tardive dyskinesia ("TD") and Huntington's disease ("HD"). As a new generation of vesicular monoamine transporter 2 inhibitor, LY03015 can reduce the symptoms of TD and HD by inhibiting the release of presynaptic dopamine ("DA"), preventing the stimulation of supersensitive D2 receptors by DA without blocking D2 receptors in the postsynaptic membrane. The results of preclinical studies indicate that LY03015 can reduce the risk of depression and suicide caused by off-target effects; it presents a favorable prolonged half-life and tissue distribution characteristics, enabling it to achieve once-a-day oral administration and reduce the risk of cardiac QT interval prolongation compared to commercially available products. Its related research has been published in "European Journal of Medicinal Chemistry".

In November 2022, the pivotal study conducted in the U.S. in respect of the Group's new product candidate for the treatment of schizophrenia and schizoaffective disorders, Paliperidone Palmitate Extended-release Injectable Suspension ("LY03010"), for intramuscular use, has achieved the end points based on the completed data analysis. LY03010 will submit New Drug Application ("NDA") to the FDA through 505(b)(2) pathway. In February 2023, LY03010 has received the approval by the competent authorities to initiate the first clinical trial in Europe.

In January 2023, Rykindo® (risperidone for extended-release injectable suspension) (also known as, LY03004) has received marketing approval from FDA as a treatment for schizophrenia in adults and as monotherapy or as adjunctive therapy to lithium or valproate for the maintenance treatment of bipolar I disorder in adults. As far as the Company is aware, Rykindo® is the first FDA approved complex dosage form product developed by a pharmaceutical company in mainland China in accordance with 505(b)(2) of the Federal Food, Drug and Cosmetic Act. In addition to the U.S. market, Rykindo® was approved for marketing in China in 2021. The development of Rykindo® in Europe is also progressing well, with a plan to be marketed in the global market.

For China R&D progress:

In January 2022, the marketing authorization application for the Group's analgesic product under development, oxycodone and naloxone extended-release tablets ("LY021702"), has been accepted by Centre for Drug Evaluation ("CDE") of the NMPA in China. LY021702 is the first oxycodone and naloxone extended release tablet product that has high technical barriers developed by a Chinese company. It consists of oxycodone hydrochloride, a strong opioid receptor agonist, and naloxone hydrochloride, an opioid antagonist, for the treatment of moderate to severe chronic pain that cannot be effectively controlled by non-opioids, with pain relief lasting up to 12 hours. It has a deterrent feature regarding opioid abuse and can relieve gastrointestinal adverse effects such as opioid-induced constipation.

In March 2022, the Group has submitted NDA for Lurbinectedin ("LY01017") for injection, a product of the Group licensed in from Pharma Mar, S.A. ("PharmaMar") in Hong Kong, China, for the treatment of adult patients with metastatic small cell lung cancer ("SCLC") with disease progression on or after receiving platinum-based chemotherapy. In June 2022, the preliminary results from a phase I clinical trial of Lurbinectedin as second-line therapy in Chinese patients with SCLC were presented at the 2022 annual meeting of the American Society of Clinical Oncology (ASCO) in the form of an academic poster. The main results of the study are as follows: (1) Lurbinectedin at the recommended dosage (3.2mg/m^2, intravenous injection within one hour, administered once every three weeks) showed promising efficacy as second-line therapy in Chinese patients with SCLC. It was confirmed by an independent review committee (IRC) that the overall response rate (ORR) was 45.5% in all the subjects and over 30% in those with resistant SCLC, and the median progression-free-survival (PFS) was 6.6 months. (2) Lurbinectedin demonstrated acceptable tolerability and a manageable safety profile. In July 2022, LY01017 has been approved by the Hainan Medical Products Administration for import to specific medical institutions in Hainan Boao Lecheng International Medical Tourism Pilot Zone for urgent clinical use. To date, Lurbinectedin has received the accelerated approval in the U.S., and provisional marketing approval in Australia, the United Arab Emirates, Canada, Singapore and Qatar. In 2019, the Group was exclusively licensed by PharmaMar to develop and commercialize Lurbinectedin in China, covering all indications including SCLC.

In March 2022, the Class 1 new chemical entity product LY03005 ("LY03005") under development by the Group has been approved by the CDE in China to initiate phase III clinical trial for the treatment of generalized anxiety disorder. LY03005 is a new chemical entity therapeutic drug with a new mechanism of action. It is a serotonin (5-HT), norepinephrine (NE) and dopamine (DA) reuptake inhibitor (SNDRI/TRI). The approved clinical trial is a phase III clinical study evaluating the efficacy and safety of LY03005 on patients with generalized anxiety disorder. Previously, LY03005 has completed Phase I to Phase III clinical trials for the treatment of depressive disorder in China, and its marketing authorization application has been accepted by CDE in June 2021. In June 2022, the results from a phase III clinical trial of LY03005 were presented at the 2022 annual meeting of the American Psychiatric Association ("APA"). In November 2022, LY03005 has been approved by NMPA for treating MDD. As far as the Company is aware, the product is the first class 1 innovative chemical drug with independent intellectual property rights for the treatment of MDD developed by a local company in China. The launch of this product is a breakthrough for innovative drugs developed locally in China in this field.

In April 2022, the marketing authorization application for the CNS product Rivastigmine TwiceWeekly Transdermal Patch developed by the Group has been accepted by CDE in China. The product is indicated for the treatment of mild to moderate dementia associated with Alzheimer's disease. Rivastigmine Twice-Weekly Transdermal Patch requires lower frequency of application than the Rivastigmine Single-Day Transdermal Patch generally available in the market, enabling it to improve patients' medication adherence. Due to its transdermal route of administration, Rivastigmine TwiceWeekly Transdermal Patch is convenient for patients who have difficulty in swallowing, and it reduce the incidence of gastrointestinal adverse reactions such as nausea and vomiting compared with the oral form. The product has received marketing authorization for several European countries in 2021. In order to promote the product for the benefit of more Chinese patients, the Group and Changchun GeneScience Pharmaceutical Co., Ltd. ("GENSCI") entered into an agreement in December 2021 to grant GENSCI the commercialization rights of Rivastigmine Twice-Weekly Transdermal Patch and other products in mainland China.

In May 2022, Class 1 new drug LPM3480392 injection ("LY03014") developed by the Group has completed phase I clinical trial in China. LY03014 is a small molecule Gi protein biased at mu-opioid receptor agonist, and is indicated for the treatment of moderate to severe acute postoperative pain and breakthrough cancer pain. In November 2022, the first patient has been dosed in a phase II clinical study for LY03014 in China.

In July 2022, the phase III clinical trial of the Group's new drug, Rotigotine Extended-Release Microspheres for injection ("LY03003"), in Parkinson's disease has met expected endpoints in China. LY03003 delivers medication by weekly intramuscular injection. This is the first product worldwide to produce long-term Continuous Dopamine Stimulation (CDS). It is expected to improve the patients' symptoms throughout the day and quality of life. The stable release of the drug in the human body can improve the motor and non-motor symptoms in patients with early and advanced stage of Parkinson's disease, reduce the "on-off" phenomenon and motor complications in patients with Parkinson's disease. It is expected that long-term application of the drug will delay the development of motor complications.

In July 2022, the phase III clinical trial of the Group's new drug, Goserelin Acetate Extended-release Microspheres for Injection ("LY01005") for the treatment of breast cancer has met expected endpoints in China. LY01005 is the Group's monthly extended release microspheres for intramuscular formulation of goserelin acetate, a gonadotropin-releasing hormone agonist, developed under the Group's microspheres technology platform. As far as the Company is aware, the only dosage form of goserelin currently on the market is a subcutaneous implant. LY01005 can effectively reduce the adverse reactions at the injection site by applying the innovative microsphere technology, improve patient experience for its usage, reduce nursing difficulty and improve the patient's tolerance and compliance. Currently, the new drug application for LY01005 for prostate cancer indication is under review in China. In August 2022, the new drug application for LY01005 for the treatment of breast cancer has been accepted by CDE in China.

In December 2022, the marketing application of Paliperidone Palmitate Injection ("LY03010") has been accepted by CDE in China for the acute and maintenance treatment of schizophrenia. LY03010 is a long-acting paliperidone injection, with a monthly dosing regimen. Paliperidone is a secondgeneration antipsychotic that relieves psychotic positive symptoms while improving cognitive and emotional symptoms and is the first-line treatment for schizophrenia. Paliperidone is available in both oral and long-acting injection formulation. Compared with oral formulation, long-acting injections have the characteristics of less frequent administration and long-term stable effective plasma concentration, thereby improving patient compliance, significantly reducing the risk of recurrence in long-term treatment, and improving patients' long-term benefits.

In January 2023, the long-acting 3-month dosing form of Goserelin Acetate Extended-release Microspheres for Injection ("LY01022"), an innovative anti-tumor formulation developed by the Group, has obtained the approval from the CDE to initiate clinical trials. Compared with formulations administered monthly, LY01022 prolongs the dosing cycle and reduces the frequency of injections, which can further improve the patient's compliance.

For Boan Biotech:

In February 2022, two new indications of Boyounuo® (Bevacizumab injection) developed by Boan Biotech has been approved by NMPA for the treatment of epithelial ovarian, fallopian tube or primary peritoneal cancer, and cervical cancer.

In July 2022, the dulaglutide injection ("BA5101") developed by Boan Biotech entered into phase III clinical trial (comparative clinical efficacy and safety studies) in China. As a biosimilar to Trulicity®, BA5101 is indicated for glycemic control in adults with type 2 diabetes mellitus.

In September 2022, BA1106, an innovative antibody developed by Boan Biotech, has obtained the approval from the CDE to initiate clinical trials. BA1106 is the first investigational anti-CD25 antibody to start clinical trials in China for treating solid tumors. Anti-CD25 antibodies are broad-spectrum immuno-oncology drugs with the potential to treat multiple cancers where CD25 is highly expressed, including cervical cancer, renal cancer, ovarian cancer, melanoma, pancreatic cancers, hepatocellular carcinoma, gastric cancer, and breast cancer. BA1106 therefore has great potential for treating those cancers. However, developing anti-CD25 antibodies faces two major challenges: first, the function of Fc as a mediator is limited, and as a result, they only work in early-stage tumor models, not in latestage tumor models; second, the IL-2 signaling pathway is blocked, leading to poor antitumor outcomes. BA1106 is a drug candidate that can successfully overcome these two challenges.

In October 2022, the BA2101 injection, a long-acting monoclonal antibody developed by Boan Biotech, has obtained the approval from CDE to initiate clinical trials. BA2101 injection is an innovative, long-acting human monoclonal antibody in IgG4 subtype that targets interleukin-4 receptor subunitα(IL-4Rα). BA2101 injection will be administered subcutaneously with an expected dosing interval of 4 weeks. BA2101 injection can inhibit IL-4 and IL-13 signaling, regulate Th2 inflammatory pathway, reduce eosinophils and circulating IgE level, and treat allergic diseases caused by type 2 inflammation. It is expected to be used to treat atopic dermatitis, asthma, chronic rhinosinusitis with nasal polyposis, prurigo nodularis, and chronic spontaneous urticarial.

In November 2022, the marketing authorization in relation to Denosumab Injection (Boyoubei®, BA6101) developed by Boan Biotech has been approved by NMPA for the treatment of postmenopausal women with osteoporosis at high risk for fracture. This product can significantly reduce the risk of vertebral, non-vertebral and hip fractures in postmenopausal women. Boyoubei® is the first biosimilar to Prolia® (the originator of denosumab) approved for marketing in the world. In addition to China, Boyoubei® is being developed in Europe and the U.S., with a plan to be marketed in the global markets.

In January 2023, BA1301 for injection, an ADC candidate developed by Boan Biotech, has obtained the approval from CDE to initiate clinical trials for the treatment of advanced solid tumors with Claudin 18.2 expression. BA1301 for injection is Boan Biotech's first novel ADC candidate that targets Claudin 18.2. It employs a site-specific conjugation technology to connect the cytotoxic payload with a monoclonal antibody that targets Claudin 18.2. This enables the cytotoxic payload to be directed to the tumor site through the targeting characteristics of the antibody. Such design reduces the toxic side effects of the cytotoxic payload, thus improving the therapeutic window, while retaining its tumorkilling effect.

In March 2023, Aflibercept Intravitreous Injection ("BA9101") developed by Boan Biotech has completed the patient enrollment for its phase 3 clinical study (a comparative clinical study of efficacy and safety) in China. Pursuant to a collaboration and exclusive promotion agreement entered in October 2020, Boan Biotech has partnered with Ocumension Therapeutics, a company listed on the Stock Exchange (stock code: 1477), in conducting the phase 3 clinical study of BA9101 and has granted Ocumension Therapeutics an exclusive right to promote and commercialize BA9101 in mainland China.

In March 2023, the denosumab monoclonal antibody injection ("BA1102") developed by Boan Biotech has been accepted by CDE. BA1102 is a biosimilar of XGEVA. Its active ingredient is denosumab, a fully human IgG2 anti-RANKL monoclonal antibody. Denosumab binds to RANKL and it inhibits the activation of OPG/RANKL/RANK signaling pathways, and thus inhibits tumor growth and reduces bone destruction. BA1102 is indicated for the treatment of patients with bone metastases from solid tumors and patients with multiple myeloma, to delay or reduce the risk of skeletal-related events (e.g. pathologic fractures, spinal cord compression, bone radiotherapy or bone surgery). The drug is also indicated for the treatment of adults and skeletally mature adolescents (defined as having at least one mature long bone and with body weight of 45 kg or above) with giant cell tumor of bone that is unresectable or where surgical resection is likely to result in severe morbidiy.

Sales, Marketing and Business Collaborations

For global market:

The business of the Group covers 80 countries or regions including the U.S., countries in the EU, Japan, ASEAN, Latin America, GCC region and other emerging countries or regions. The Group also has strong sales partnerships with more than 50 partners throughout the world.

In March 2022, the Group has granted Exeltis Pharma Mexico, S.A de C.V and Exeltis Pharmaceuticals Holding, S.L (collectively, "Exeltis") the exclusive rights to commercialize Rivastigmine MD in Mexico and Poland.

In September 2022, the Group has entered a distribution and marketing partnership with ICI Pakistan Limited, a leading manufacturing and trading company based in Pakistan. The Group has granted ICI Pakistan Limited exclusive distribution and marketing rights for Seroquel® in Pakistan.

For China market:

The Group has established an extensive nationwide sales and distribution network and sold its products to 31 provinces, autonomous regions and municipalities throughout the PRC in the year of 2022. The Group's sales, marketing and distribution functions are conducted through around 1,000 sales and marketing personnel, a network of approximately 1,780 distributors that collectively enabled the Group to sell its products to over 20,150 hospitals, which comprised approximately 2,250 or approximately 88.0% of all Class III hospitals, approximately 5,800 or approximately 66.0% of all Class II hospitals and approximately 12,100 or approximately 59.0% of all Class I and other hospitals and medical institutions, in the PRC in the year of 2022. The Group believes that its sales and marketing model and extensive coverage of hospitals and other medical institutions represent a significant competitive advantage and a culmination of both academic promotions by the Group's in-house personnel in different regions and partnerships with high-quality distributors across China. The Group also believes that its sales and marketing model provides a solid foundation for the Group to continue to enhance market awareness of its brand and expand the market reach of its products.

In January 2023, the Group launched the Named Patient Program ("NPP") in Hong Kong, China, providing eligible local patients immediate access to the innovative anti-cancer therapy Lurbinectedin. The Group has signed an agreement with Abacus Medicine Pharma Services ("AMPS"), an international healthcare and pharmaceutical services company, the terms of which grant AMPS exclusive distribution rights of the drug for the NPP in Hong Kong.

In January 2023, Boan Biotech signed an agreement with CP Pharmaceutical Qingdao Co., Ltd. ("CP Qingdao"), to grant the latter the exclusive right to commercialize Denosumab Injection (Boyoubei®) in mainland China.

Manufacturing

For the year ended 31 December 2022, the Group has been working on establishing a global quality control and quality assurance system as well as information platform to ensure the successful integration of the Group's global manufacturing facility system. The manufacturing facility of BA6101 has successfully passed the inspection by NMPA. The manufacturing site for transdermal patches in Miesbach, Germany, maintained full capacity and increased output significantly to address growing customer demands. Customer audits during the reporting period were performed partly remotely, partly on site and underlined the compliance with GMP standards. Several new customers were on-boarded during the reporting period and their product launches were supported as per customer timelines. With the launch of Rivastigmine Twice Weekly a proprietary and innovative formulation has reached marketing stage in several countries in Europe, complementing the product portfolio of the Miesbach site.

Industry Policy Risk

Volume-based Procurement ("VBP")

In the past four years, Chinese medical insurance policy had undergone substantial changes. The National Healthcare Security Administration ("NHSA") of China has organised several rounds of VBP. In the round of "4+7" VBP, 25 drugs won the bid with an average price cut of 51.0%. In the first round of national VBP in the "Alliance area", the 25 products cut price 24.0% on average compared with the first round of "4+7" VBP. While in the second round of national VBP in 31 provinces and cities in January 2020, another 32 drugs won the bid with an average price cut of 55.0%.

The Group's major product Bei Xi was included in the second round of national VBP with a price cut of approximately 60.0%. Even if the sales volume will significantly increase, there would still be an uncertainty in relation to its sales value growth.

In the third round of national VBP organised in August 2020, there are 56 products on the procurement list. Quetiapine fumarate, immediate release was included in the list and the Group's product Seroquel, as the originator, did not win the bidding. Three generic products won the bidding with a price cut of approximately 60.0%.

In the fourth round of national VBP in February 2021, there are 45 products on the procurement list. Quetiapine extended release formulation was included in the list and the Group's product Seroquel XR, as the originator, did not win the bidding. Three generic products won the bidding with a price cut of approximately 60.0%.

The Group's products were not included in the following four rounds of national VBP.

With the further advancement of medical reform, VBP is expected to become the core task of NHSA. It is generally believed that the drug VBP is expected to be fully implemented and become the standard practice in China.

National Reimbursement Drug List Adjustment

For the NRDL, a yearly dynamic adjustment has becoming the new normal. Hundreds of exclusive products have been included in the NRDL by the negotiation with NHSA in the past two years. In 2019, exclusive products successfully included in the NRDL by the negotiation had an average price cut of 60.7%. In 2020, exclusive products successfully included in the NRDL by the negotiation had an average price cut of 50.6%. Lipusu has been included in the 2020 NRDL with a price cut of 67%. In 2021, exclusive products successfully included in the NRDL by the negotiation had an average price cut of 61.7%. In January 2023, Lipusu successfully renewed its inclusion in category B of China's NRDL with its original payment standard. All indications of Lipusu, including non-small cell lungs cancer, ovarian and breast cancer, are reimbursed under the NRDL. In addition, two new indications of Boyounuo® were successfully included in the updated NRDL. As of 29 March 2023, Boyounuo® has been included in the updated NRDL for all five indications.

2023 Outlook

The past few years have been difficult years for the pharmaceutical industry. Since it is a highly competitive industry, inevitably all the pharmaceutical companies are facing intense competition from other market participants. Furthermore, the industry is highly constrained by the government policy, which may cause great uncertainty during the pharmaceutical companies' developments. In recent years, policies such as VBP and NRDL have been creating significant impacts to the industry. The Group's key product Lipusu experienced the impact of price reduction by inclusion of NRDL in 2021. Therefore, 2021 was the year with the greatest impact on revenue for the Group. In 2022, the lockdown policy and the outbreak of the pandemic at the end of the year have had a huge impact on the entire consumer market. Although the Group's business was influenced by the Chinese medical insurance policy, market factors as well as the pandemic of COVID-19, it still recorded an increase in revenue of 15.0% to RMB5,981.7 million. The Group also had many breakthrough achievements in R&D progress in 2022. The Group anticipate that 2023 will be a harvest and transformative year with revenue growth of commercialized new products and the launch of a number of new products.

Existing Products are expected to have Stable Growth and New Products approved in the Past Two Years are expected to Ramp Up Rapidly

For oncology therapeutic area, the Group has exclusive products Lipusu and CMNa and broad-spectrum anti-tumor product Boyounuo. In January 2023, Lipusu, being the Group's paclitaxel formulation with innovative liposome delivery system, successfully renewed its inclusion in category B of NRDL with its original payment standard. All indications of Lipusu, including non-small cell lungs cancer, ovarian and breast cancer, are reimbursed under the NRDL. This renewal will ensure that Lipusu can continue to benefit more patients, increase the penetration rate of the product for the related indications, and provide momentum to its long-term growth. Also in January 2023, two new indications of Boyounuo were successfully included in the updated NRDL. As of 29 March 2023, Boyounuo has been included in the updated NRDL for all five indications.

For cardiovascular therapeutic area, the Group has exclusive product Xuezhikang and Oukai. Xuezhikang is a proprietary natural medicine derived from red yeast rice indicated for hypercholesterolaemia. Since 2019 that the Group granted the promotion right of Xuezhikang to AstraZeneca in mainland China, Xuezhikang has continued to maintain rapid growth and became another blockbuster product of the Group with sales of more than RMB1,000 million in 2021. It is expected that Xuezhikang will maintain double-digit growth in the next few years. Oukai, as the only oral aescinate tablet in China to contain sodium salt, is widely used to treat soft tissue swelling and venous edema caused by various reasons. Oukai has maintained rapid growth in the past years. It has become another important product in the Group's cardiovascular therapeutic area. The Group will continue to explore the use scenarios and departments of this product to expand the market potential of this product.

For CNS therapeutic area, the Group has mature products Seroquel, Seroquel XR, Rivastigmine Transdermal Patches. These mature products have expanded the Group's extensive customer resources and partnerships in this therapeutic area. In past two years, we have three innovative CNS products Rykindo, Rivastigmine MD and Ruoxinlin launched in different markets. The launch of new products in CNS therapeutic area will drive our sales growth in this area.

In January 2021, the marketing registration of Rykindo has been approved by the NMPA of China. It is the first innovative formulation developed under the Group's long acting and extended technology platform that received marketing approval. Rykindo is an extended-release microsphere for injection administered bi-weekly for the treatment of schizophrenia.

Compared to orally administered antipsychotics, long-acting formulations do not require daily administration, and are thus better received by patients and could lower the sense of self-stigmatization associated with their diseases. Patients are also less unlikely to skip drug administration, and face a lower risk of drug overdose with long-acting drugs. Patients using long-acting injectables have steady plasma drug levels and will not suffer an immediate relapse when drugs are not administered in a timely manner due to a slower drop of plasma drug level. Rykindo can significantly improve the medication compliance issues which are common among patients with schizophrenia in relation to oral antipsychotic drugs, and simplify the treatment regimen.

Rykindo also has several advantages over another marketed long-acting injectable drug. For example, unlike the reference drug, there is no need for administration of the oral formulation following the first injection of Rykindo. Furthermore, steady plasma drug levels can be reached much faster with Rykindo than with the reference product. Thus, patients at acute phase who are less compliant and cooperative can benefit from the fast symptom control afforded by Rykindo. After the discontinuation of use, the concentration of Rykindo in human body drops markedly faster than that of the reference drug, making it convenient for doctors to adjust dosage according to patients' conditions. Patients using Rykindo also have stable clinically effective plasma drug level and can benefit from more convenient clinical treatment as a result.

In December 2021, Rykindo has been included in the latest edition of the NRDL, which will bring new hope to about 10 million schizophrenia patients in China. The 2021 NRDL has come into effect in January 2022.

In January 2023, Rykindo has received marketing approval from FDA as a treatment for schizophrenia in adults and as monotherapy or as adjunctive therapy to lithium or valproate for the maintenance treatment of bipolar I disorder in adults. As far as the Company is aware, Rykindo is the first FDA approved complex dosage form product developed by a pharmaceutical company in mainland China in accordance with 505(b)(2) of the Federal Food, Drug and Cosmetic Act. The development of Rykindo in Europe is also progressing well, with a plan to be marketed in the global market.

In May 2021, Rivastigmine MD is eligible for marketing authorization by individual member states in the EU. In September 2021, the Rivastigmine MD received marketing authorization in the United Kingdom.

Rivastigmine MD is a twice-weekly innovative patch formulation of Rivastigmine for the treatment of mild to moderate dementia associated with Alzheimer's disease. The product was developed by the Group on its proprietary transdermal patch platform and is one of the Group's core products in the CNS therapeutic field.

Rivastigmine is in a class of medicines called cholinesterase inhibitors. Such medicines can improve cognitive functions, such as memory and thinking, by increasing the amount of a certain natural substance in the brain and amplifying the communication channels between nerve cells, which are less active in individuals with mild to moderate Alzheimer's disease. The drug is currently available in the form of tablets and patches.

Rivastigmine MD requires lower frequency of application than the Rivastigmine once-daily patches generally available in the market, enabling it to improve patients' medication adherence. Due to its transdermal route of administration, Rivastigmine MD is convenient for patients who have difficulty in swallowing, and it might have the potential to lower the incidence of gastrointestinal adverse reactions such as nausea and vomiting compared with the oral form. The Group has filed, and has been issued, a portfolio of international patents protecting Rivastigmine MD.

In November 2022, Ruoxinlin has been approved by NMPA for treating MDD. As far as the Company is aware, the product is the first class 1 innovative chemical drug with independent intellectual property rights for the treatment of MDD developed by a local company in China. The launch of this product is a breakthrough for innovative drugs developed locally in China in this field.

Ruoxinlin is a new chemical entity. The results of the mechanism of action ("MOA") for Ruoxinlin were published in Frontiers in Pharmacology. The results of phase II clinical trial were published in the International Journal of Neuropsychopharmacology and released at the 19th National Psychiatry Conference of the Chinese Medical Association. The results of phase III clinical trial were presented in the 2022 annual meeting of the APA. A pre-clinical study on MOA of Ruoxinlin® shows that it is a serotonin (5-HT)-norepinephrine (NE)-dopamine (DA) reuptake inhibitor ("SNDRI"). Neurotransmitters 5-HT, NE, and DA are closely associated with MDD. Compared with existing selective 5-HT reuptake inhibitors and 5-HT/NE reuptake inhibitors ("SNRIs"), SNDRI increases the intervention of DA, which promises a greater synergy between the therapeutic agents and a more comprehensive improvement in different dimensions of MDD symptoms of depressed patients. It can also alleviate the side effects caused by the decrease in DA as a result of increased 5-HT levels.

The approval of Ruoxinlin is based on six clinical studies conducted in China. Such clinical studies show that Ruoxinlin is able to comprehensively and stably improve depressive symptoms, including significantly reducing anxiety and retardation/fatigue, relieving anhedonia, improving cognition, and facilitating faster social recovery of patients. Further, the drug does not cause somnolence and has no significant impacts on sexual functioning, bodyweight, and lipid metabolism, demonstrating a favorable safety profile and good tolerability.

For other therapeutic areas, the Group also has a new product Boyoubei launched in November 2022. Boyoubei was approved for the treatment of postmenopausal women with osteoporosis at high risk for fracture. This product can significantly reduce the risk of vertebral, non-vertebral and hip fractures in postmenopausal women. As far as the Company is aware, Boyoubei is the first biosimilar to Prolia approved for marketing in the world. In January 2023, Boan Biotech have granted CP Qingdao the exclusive right to commercialize Boyoubei in mainland China. CP Qingdao has been focusing on osteoporosis therapeutic field for many years with multiple products. Their core product in this field has a leading position in the market of mainland China. Boyoubei may form a competitive product portfolio with their current products in this field to achieve greater synergies. Leveraging CP Qingdao's professional marketing and sales team and extensive distribution network in this field will accelerate the commercialization of Boyoubei to meet the urgent clinical needs of Chinese patients. In addition to China market, Boyoubei is being developed in Europe and the U.S., with a plan to be marketed in the global markets.

Developing Pipeline Products are expected to Launch in the Near Future

In addition to the products launched in 2021 and 2022, the Group has eight pipeline products under NDA review in different markets as of 29 March 2023. There are five products LY01005, LY03013, LY021702, LY03010 and BA1102 under NDA review in mainland China. LY01017 is under NDA review in Hong Kong, LY30990 is under NDA review in Europe and LY03005 is under NDA review in the U.S.. These eight products are expected to be approved in the near future. The Group also have seven pipeline products (i.e. LY01017, LY03003, LY03010, LY30410, LY021701, BA5101 and BA9101) under phase III clinical trials, pivotal studies or NDA/BLA preparing stage.

In December 2022, a subsidiary of the Company, namely Boan Biotech, completed its global offering and its shares were listed on the Stock Exchange on 30 December 2022. The Company believes the spin-off will allow Boan Biotech to build its identity as a separately listed company, to have a separate fund-raising platform for its fast growing business and to broaden its investor base, among other things.

As a conclusion, looking forward to the whole year, significant changes have taken place for the macro-economic environment. The outbreak of COVID-19, the global economic fluctuations and policy changes have brought many challenges to the daily operation of the industry in the past few years. Facing these challenges, the Group will strategically continue improve the management efficiency, expand sales teams in core therapeutic areas and pay additional efforts to the R&D of key products, speeding up the launch of the pipeline product candidates. Externally, the Group will keep penetrating into the domestic and international markets and actively seek for cooperation opportunities with third parties to ensure the business maintains high-quality and healthy growth.

Financial Review

Revenue

For the year ended 31 December 2022, the Group's revenue amounted to approximately RMB5,981.7 million, as compared to RMB5,200.2 million for the year ended 31 December 2021, representing an increase of approximately RMB781.5 million, or 15.0%. The increase was mainly attributable to an increase of sales from certain products as further elaborated below.

For the year ended 31 December 2022, the Group's revenue from sales of oncology products increased to RMB2,305.8 million, as compared to RMB1,414,1 million for the year ended 31 December 2021, representing an increase of approximately RMB891.7 million, or 63.1%, primarily attributable to the increase in sales of various oncology products and license out of oncology products of the Group.

For the year ended 31 December 2022, revenue from sales of cardiovascular system products increased to RMB1,535.7 million, as compared to RMB1,427.3 million for the year ended 31 December 2021, representing an increase of approximately RMB108.4 million, or 7.6%, primarily attributable to the increase in sales of various cardiovascular system products of the Group.

For the year ended 31 December 2022, revenue from sales of alimentary tract and metabolism products decreased to RMB632.4 million, as compared to RMB898.5 million for the year ended 31 December 2021, representing a decrease of approximately RMB266.1 million, or 29.6%, primarily attributable to the decrease in sales of various other alimentary tract and metabolism products of the Group.

For the year ended 31 December 2022, revenue from CNS products decreased to RMB1,322.7 million, as compared to RMB1,323.8 million for the year ended 31 December 2021, representing a decrease of approximately RMB1.1 million or 0.1%.

For the year ended 31 December 2022, revenue from sales of other products increased to RMB185.0 million, as compared to RMB136.6 million for the year ended 31 December 2021, representing an increase of approximately RMB48.4 million, or 35.4%, primarily attributable to the increase in sales of various other products of the Group.

Cost of Sales

The Group's cost of sales increased from RMB1,803.5 million for the year ended 31 December 2021 to approximately RMB1,841.1 million for the year ended 31 December 2022, which accounted for approximately 30.8% of the Group's total revenue for the same year. The Group's decrease in cost of sales margin was mainly attributable to the higher sales of lower cost products for the year ended 31 December 2022, as compared to year 2021.

Gross Profit

For the year ended 31 December 2022, the Group's gross profit increased to RMB4,140.5 million, as compared to RMB3,396.7 million for the year ended 31 December 2021, representing an increase of approximately RMB743.8 million, or 21.9%. The gross profit margin of 69.2%, increased from 65.3% for the year ended 31 December 2021, mainly due to higher sales of higher margin products of the Group for the year ended 31 December 2022, as compared to year 2021.

Other Income and Gains

The Group's other income and gains mainly comprised of government grants, interest income and investment income. For the year ended 31 December 2022, the Group's other income and gains increased to RMB393.1 million, as compared to RMB330.7 million for the year ended 31 December 2021, representing an increase of approximately RMB62.4 million, or 18.9%. The increase was mainly attributable to higher foreign exchange gain recognized during the year.

Selling and Distribution Expenses

The Group's selling and distribution expenses consisted of expenses that were directly related to the Group's marketing, promotion and distribution activities. For the year ended 31 December 2022, the Group's selling and distribution expenses amounted to RMB1,819.7 million, as compared to RMB1,704.8 million for the year ended 31 December 2021, representing an increase of RMB114.9 million, or 6.7%. The increase was mainly attributable to higher staff cost and promotion expenses. On the other hand, as a percentage of revenue, the Group's selling and distribution expenses decreased to 30.4% as compared to 32.8% for the year ended 31 December 2021.

Administrative Expenses

The Group's administrative expenses primarily consisted of staff cost, general operating expense, conference and entertainment expense, travel and transportation expense, depreciation, amortisation and impairment loss, auditor's remuneration, consulting expenses, bank charges, taxation and other administrative expenses. For the year ended 31 December 2022, the Group's administrative expenses amounted to approximately RMB582.9 million, as compared to RMB570.8 million for the year ended 31 December 2021, representing an increase of approximately RMB12.1 million, or 2.1%. The slight increase was mainly due to the listing expenses incurred for the global offering of Boan Biotech during the year.

Other Expenses

The Group's other expenses primarily consisted of R&D costs, donations, loss on disposals of property, plant and equipment and miscellaneous expenses. For the year ended 31 December 2022, the Group's other expenses amounted to approximately RMB990.4 million, as compared to RMB1,127.6 million for the year ended 31 December 2021, representing a decrease of approximately RMB137.2 million, or 12.2%. The decrease was mainly due to a substantially smaller amount of provision made during the year which represented claim amount interests related to the prior year legal claim, as compared to the one-off provision made during the year ended 31 December 2021.

Finance Costs

For the year ended 31 December 2022, the Group's finance costs amounted to RMB471.8 million, as compared to RMB399.5 million for the year ended 31 December 2021, representing an increase of approximately RMB72.3 million, or 18.1%. The increase was mainly due to the higher interest on bank for the year ended 31 December 2022 as compared to the corresponding year ended 31 December 2021.

Income Tax Expense

For the year ended 31 December 2022, the Group's income tax expense amounted to RMB86.5 million, as compared to RMB70.2 million for the year ended 31 December 2021, representing an increase of RMB16.3 million, or 23.2%. The effective tax rate for the year ended 31 December 2022 is 12.9% as compared to –94.2% for the year ended 31 December 2021.

Net Profit

The Group's net profit for the year ended 31 December 2022 was approximately RMB583.3 million, as compared to a net loss of RMB144.8 million for the year ended 31 December 2021, representing an increase of approximately RMB728.1 million, or 502.8%. The Group's normalised EBITDA (defined as the EBITDA for the year excluding the equity-settled share award expense, fair value change on contingent consideration payable, fair value adjustment of redemption liabilities on non-controlling interests, fair value change of convertible bonds and provision for legal claim) increased by RMB607.3 million or 44.8% to RMB1,962.6 million as compared to the year ended 31 December 2021. The Group's normalised net profit increased by RMB435.1 million or 100.0% to RMB870.1 million as compared to the year ended 31 December 2021. Normalised profit attributable to shareholders increased by RMB447.0 million or 101.8% to RMB886.0 million as compared to the year ended 31 December 2021. Normalised net profit and profit attributable to shareholders is defined as the net profit and profit attributable to shareholders for the year excluding the equity-settled share award expense, fair value changes on contingent consideration payable, fair value adjustment of redemption liabilities on noncontrolling interests, convertible bond interest expense, fair value change of convertible bonds and provision for legal claim.

To supplement our financial information presented in accordance with IFRS, we also use the aforementioned normalised items as an additional financial measures, which are not required by, or presented in accordance with, IFRS. We believe that these non-IFRS measures facilitates comparisons of operating performance from period to period and company to company by adjusting for potential impacts of non-recurring and certain non-cash items and our management considers these non-IFRS measures to be indicative of our operating performance. We believe that this measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. These normalised items do not have standardised meanings prescribed by IFRS and may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measure has limitations as an analytical tool, and the shareholders of the Company should not consider it in isolation from, or as substitute for analysis of, or our results of operations as reported under IFRS.

Liquidity, Financial and Capital Resources

As at 31 December 2022, the Group had net current assets of approximately RMB1,298.6 million, as compared to approximately RMB3,066.5 million as at 31 December 2021. The current ratio of the Group decreased slightly to approximately 1.14 as at 31 December 2022 from approximately 1.42 as at 31 December 2021. The decrease in net current assets was mainly attributable to higher loans and borrowings under the Group's current liabilities.

Borrowings and Pledge of Assets

As at 31 December 2022, the Group had an aggregate interest-bearing loans and borrowings of approximately RMB7,642.7 million, as compared to approximately RMB7,620.1 million as at 31 December 2021. Amongst the loans and borrowings, approximately RMB5,378.0 million are repayable within one year, and approximately RMB2,264.7 million are repayable after one year. RMB4,351.8 million of the loans and borrowings of the Group carried interest at fixed interest rate. As at 31 December 2022, the Group's borrowings were primarily denominated in RMB, Euro and U.S. dollars, and the cash and cash equivalents were primarily denominated in RMB, HK$ and U.S. dollars.

Gearing Ratio

As at 31 December 2022, the gearing ratio of the Group, which is calculated by dividing total borrowings by total equity, decreased to 69.2% from 83.6% as at 31 December 2021. The decrease was primarily due to slightly higher total equity during the reporting period.

Foreign Exchange and Exchange Rate Risk

The Group primarily operates in the PRC and is exposed to foreign currency risk arising from fluctuations in exchange rate between RMB and other currencies in which the Group conducts its business. The Group is subject to foreign currency risk attributable to the bank balances, trade and other receivables and payables as well as bank loans that are denominated in currencies other than RMB. The Group seeks to limit the exposure to foreign currency risk by minimising its net foreign currency position. The Group did not enter into any hedging transactions in respect of foreign currency risk as at 31 December 2022. The Directors expect that the fluctuation of the RMB exchange rate will not have a material adverse effect on the operation of the Group.

Convertible Bonds

On 9 July 2019, the Company issued 1.50 per cent convertible bonds with an aggregate principal amount of US$300,000,000, which were listed on the Stock Exchange (Stock Code: 5993) (the "2019 Convertible Bonds"). The bonds are convertible at the option of the bondholders into ordinary shares of the Company with the initial conversion price of HK$8.15 per share at any time on or after 19 August 2019 and up to the close of business on the date falling ten days prior to 9 July 2024. The bonds are redeemable at the option of the bondholders at a 3.75 per cent gross yield upon early redemption. Any convertible bonds not converted will be redeemed on 9 July 2024 at 112.25 per cent of its principal amount together with accrued but unpaid interest thereon. The bonds carry interest at a rate of 1.50 per cent per annum, which is payable semi-annually in arrears on 9 January and 9 July.

On 27 May 2022, 2019 Convertible Bonds with an aggregate principal amount of US$8,389,000 were converted into 8,298,419 ordinary shares of the Company at a conversion price of HK$7.90 per share. On 9 July 2022, 2019 Convertible Bonds with an aggregate principal amount of US$291,611,000 were redeemed at 107.07 per cent. of their principal amount. Following the completion of the redemption, no such convertible bonds were outstanding and the delisting of such bonds has taken place in July 2022.

The Company issued unlisted convertible bonds to an independent third party subscriber, New Leaf Biotech Holding Limited, at an interest rate of 6.50 per cent with an initial conversion price of HK$3.50 per share (i) in the principal amount of Hong Kong dollars equivalent of RMB1,200 million on 16 August 2022 (the "August 2022 Convertible Bonds"); and (ii) the principal amount of Hong Kong dollars equivalent of RMB300 million on 13 September 2022 (the "September 2022 Convertible Bonds", together with the August 2022 Convertible Bonds, the "2022 Convertible Bonds"). The maturity date of the August 2022 Convertible Bonds is 360 days after the first payment date and the maturity date of the September 2022 Convertible Bonds is 24 July 2023.

The 2022 Convertible Bonds comprise two components:

(a) Debt component was initially measured at fair value. It is subsequently measured at amortised cost using the effective interest method after considering the effect of the transaction costs.

(b) Derivative component contains conversion options (not closely related to the debt component), which was measured at fair value with changes in fair value recognised in profit or loss.

The fair value of the debt component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option.

The total transaction costs that are related to the issue of the 2022 Convertible Bonds were allocated to the debt and derivative component in proportion to their respective fair values.

The net proceeds from the August 2022 Convertible Bonds and the September 2022 Convertible Bonds (after deduction of related expenses and based on the reference exchange rate of RMB1.00:HK$1.1607) are HK$1,371.15 million and HK$341.63 million respectively.

As at 31 December 2022, the usage of the proceeds from the issuance of the August 2022 Convertible Bonds was as follows:

Intended use of proceeds	Approximate allocation of net proceeds as previously disclosed (HKD in million)	Approximate utilisation of proceeds as at 31 December 2022 (HKD in million)	Approximate amount of net proceeds unutilised as at 31 December 2022 (HKD in million)	Expected timeline for utilisation of unutilised proceeds
Research and development, including preclinical studies, clinical trials and related registration and administration, of products under development including LY03010, LY03014, LY03003, LY01005, LY01610, LY01616 and other products in the Pipeline	548.46	205.67	342.79	2024
Repayment of debts falling due within 12 months	411.35	246.81	164.54	2023
Marketing and commercialisation of Products	274.23	137.12	137.11	2024
General working capital	137.11	68.55	68.56	2024
Total	1,371.15	658.15	713.00	

As at 31 December 2022, the usage of the proceeds from the issuance of the September 2022 Convertible Bonds was as follows:

Intended use of proceeds	Approximate allocation of net proceeds as previously disclosed (HKD in million)	Approximate utilisation of proceeds as at 31 December 2022 (HKD in million)	Approximate amount of net proceeds unutilised as at 31 December 2022 (HKD in million)	Expected timeline for utilisation of unutilised proceeds
Update of the Group’s facilities in Sichuan	147.93	44.38	103.55	2024
Update of the Group’s facilities in Yantai	136.65	47.83	88.82	2024
Update of the Group’s facilities in Nanjing	57.05	14.26	42.79	2024
Total	341.63	106.47	235.16	

The Company intends to utilise the balance of the proceeds from the issuance of the 2022 Convertible Bonds in accordance with the proposed use as described above. The balance of the proceeds is deposited with licensed banks in accounts held by the Group.

The Board considers that the issue of the 2022 Convertible Bonds will provide the Company with additional funding at reasonable cost to finance its ongoing business development.

Placing of New Shares

On 22 February 2023, the Company completed a placing of 212,000,000 new ordinary shares of the Company (the "Placing Shares"), representing approximately 5.64% of the total issued shares (as enlarged by the allotment and issue of the Placing Shares), at the placing price of HK$3.78 per shares to no less than six placees (the "Placing"). To the best of the knowledge, information and belief of the Directors, the placees are third parties independent of and not connected with the Company, any Director, chief executive or substantial shareholder of the Company, or any of its subsidiaries, or any of their respective associates. The aggregate nominal value of the Placing Shares was US$4,240,000. For further details of the Placing, please refer to the Company's announcements dated 15 February 2023 and 22 February 2023.

The Company has received total net proceeds from the Placing (after deducting all relevant fees, costs and expenses borne or incurred by the Company) of approximately HK$794.24 million. The net placing price is therefore approximately HK$3.75 per Placing Share. The closing price of each share as quoted on the Stock Exchange was HK$4.12 on 14 February 2023, the date on which the Company entered into the relevant placing agreement. As at date of this report, the usage of the net proceeds from the Placing was as follows:

Intended use of proceeds	Approximate allocation of net proceeds as previously disclosed (HKD in million)	Approximate utilisation of proceeds as at the date of this report (HKD in million)	Approximate amount of net proceeds unutilised as at the date of this report (HKD in million)	Expected timeline for utilisation of unutilised proceeds
Marketing and commercialisation of products	238.27	16.68	221.59	2024
Conducting overseas clinical trials of products under development including LY03003, LY03005, LY03010, and other products in the pipeline	238.27	19.78	218.49	2024
Repayment of the Group's debts falling due within 12 months	158.85	30.18	128.67	Early 2024
General corporate purposes	158.85	7.94	150.91	2024
Total	**794.24**	**74.58**	**719.66**	

The proceeds were used and are proposed according to the intentions previously disclosed by the Company in its announcement dated 15 February 2023. The balance of the proceeds is deposited with licensed banks in accounts held by the Group.

The Placing represented an opportunity for the Company to strengthen the financial position of the Group and provide working capital to the Group.

Hedging Activities

As at 31 December 2022, the Group did not use any financial instruments for hedging purposes and did not enter into any hedging transactions in respect of foreign currency risk or interest rate risk.

Employees and Remuneration Policy

As at 31 December 2022, the Group employed a total of 5,005 employees, as compared to a total of 4,845 employees as at 31 December 2021. For the year ended 31 December 2022, the staff costs, (including Directors' emoluments but excluding any contributions to pension scheme), were approximately RMB778.3 million as compared to RMB830.0 million for the year ended 31 December 2021. The objective of the Group's remuneration policy is to motivate and retain talented employees to achieve the Group's long term corporate goals and objectives. The Group's employee remuneration policy is determined by taking into account factors such as remuneration in respect of the overall remuneration standard in the industry and employee's performance. The management reviews the Group's employee remuneration policy and arrangements on a regular basis. Moreover, the social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations.

Significant Investments and Future Plans for Material Investments or Capital Assets

The Group does not have other plans for material investments or capital assets.

Subsequent Events After the Reporting Period

As disclosed in the paragraph headed "Placing of New Shares" above, on 22 February 2023, the Company has placed a total of 212,000,000 new shares (representing approximately 5.64% of its total issued shares (as enlarged by the allotment and issue of the Placing Shares) at the placing price of HK$3.78 per placing share to no less than six placees. For details of the Placing, please refer to the Company's announcements dated 15 February 2023 and 22 February 2023.

Final Dividend

No dividends were declared for the year ended 31 December 2022 (2021: Nil).

DIRECTORS AND SENIOR MANAGEMENT

Set forth below is the composition of the board of directors and senior management of the Company as at 31 December 2022.

Directors

Executive Directors

Mr. Liu Dian Bo, aged 57, Executive Chairman, is a founding member of our Group. He was appointed as a director of the Company ("Director") in July 2003. As our Executive Chairman, Mr. Liu is responsible for the overall management, operations and the charting and reviewing of corporate directions and strategies of our Group. Prior to founding our Group, Mr. Liu was a teacher at Yantai Teacher's College from 1985 to 1989. From 1989 to 1993, Mr. Liu was the general manager of Penglai Huatai Pharmaceutical Co. Ltd. From 1994 to 1999, Mr. Liu was the chairman cum general manager of 山東綠葉製藥有限公司 (Shandong Luye Pharmaceutical Co., Ltd.) ("Shandong Luye"). From 1999 to the incorporation of our Company in 2003, Mr. Liu was the chairman cum president of Shandong Luye. Mr. Liu obtained a Medical Diploma from Yishui Special Medical College (now known as Shandong Medical College) in July 1985. Mr. Liu is the chairman and general manager of Shandong Luye, and the chairman of Beijing WBL Peking University Biotech Co., Ltd. ("Beijing WPU"), and a director of the following main subsidiaries of our Company: Yantai Luye Drugs Trading Co., Ltd. ("Luye Trading"), Sichuan Luye Pharmaceutical Co., Ltd., AsiaPharm Investments Limited, AsiaPharm Biotech Pte. Ltd., Luye Biotech (Singapore) Pte. Ltd. and A-Bio Pharma Pte. Ltd.. Mr. Liu is a director of each of Luye Life Sciences Group Ltd. ("Luye Group"), Luye Pharma Holdings Ltd. ("Luye Pharma Holdings"), LuYe Pharmaceutical International Co., Ltd. ("Luye Pharma Intl"), LuYe Investment, Shorea LBG, Ginkgo (PTC) Limited (formerly known as Ginkgo Trust Limited), and Nelumbo Investment Limited.

Mr. Yang Rong Bing, aged 57, holds the office of Vice Executive Chairman and is also a founding member of our Group. Mr. Yang was appointed as an Executive Director on 1 March 2007 and was previously a Non-Executive Director from July 2003. Mr. Yang was appointed as a vice executive chairman of the Board with effect from 30 March 2015. Mr. Yang has also been a non-executive director of Shandong Luye since 2000. Prior to that, Mr. Yang was with Jiangsu Xuzhou Bio-Chemical Pharmaceutical Factory from 1988 to 1994 where he worked as an assistant factory head. In 1994, Mr. Yang joined Shandong Luye as a deputy general manager and from 1999 to 2000, he was the chief sales executive and executive director of Shandong Luye. Mr. Yang obtained a Bachelor's degree in Science from Beijing Normal University in July 1988. Mr. Yang is the chairman of Nanjing Luye Pharmaceutical Co., Ltd. ("Nanjing Luye") and a director of the following main subsidiaries of our Company: Shandong Luye, Luye Trading and Nanjing Luye. Mr. Yang is a director of each of Luye Group, Luye Pharma Holdings, Luye Pharma Intl and LuYe Investment.

Mr. Yuan Hui Xian, aged 64, holds the office of Executive Director and is also a founding member of our Group. Mr. Yuan was appointed as a Director in July 2003 and is in charge of our Group's public relations. Prior to joining our Group in 1994, Mr. Yuan was a doctor with Shengli Petroleum Administrative Bureau Yantai Sanatorium from 1980 to 1994, where he was in charge of radiation diagnosis. From 1994 to 1999, Mr. Yuan was a deputy general manager with Shandong Luye. From 1999 to the incorporation of our Company in 2003, Mr. Yuan was the vice-president and executive director of Shandong Luye. He has also received a Post-graduate Certificate in National Economics from the China People's University in February 2003. Mr. Yuan is the chairman of Luye Trading and a director of the following main subsidiaries of our Company: Shandong Luye, Nanjing Luye, Shandong Luye Natural Drug R&D Co. Ltd.. Mr. Yuan is a director of each of Luye Group, Luye Pharma Holdings, Luye Pharma Intl and LuYe Investment.

Ms. Zhu Yuan Yuan, aged 42, has been our Executive Director since March 2014. She joined our Group in August 2009 and has 11 years of experience in corporate finance. Before joining our Group, she worked for New Asia Partners Investment Holdings Limited, a Shanghai and Hong Kong-based investment firm focused on assisting Chinese companies in accessing the international capital markets, principally by providing equity capital and corporate finance advisory services. She obtained her Master's degree in Corporate Strategy and Governance from the University of Nottingham in December 2004 and a Bachelor's degree in Finance from Southeast University, the PRC in June 2003. Ms. Zhu is a director of the following subsidiaries of our Company: Luye Pharma Hong Kong Limited, Solid Success Holdings Limited, Apex Group Holdings Limited and Kang Hai Pharmaceutical Technology Development Limited. She is a supervisor of our subsidiary, Beijing WPU. Ms. Zhu is a director of each of Luye Pharma Holdings, Luye Pharma Intl and LuYe Investment.

Non-executive Directors

Mr. Song Rui Lin, aged 61, has been our non-executive Director since March 2017. Mr. Song is the executive president of China Pharmaceutical Industry Research and Development Association* (中國醫藥創新促進會) and the executive deputy director of the Research Centre for Drug Policy and Industrial Development at China Pharmaceutical University* (中國藥科大學藥物政策與產業經濟研究中心). He also is the Expert of Talent Pool for State Affairs of Chinese People's Political Consultative Conference (CPPCC), advisor on Participation in and Deliberation of State Affairs for the Central Committee of Chinese Peasants and Workers Democratic Party, Member of TCM Strategic Expert Consultation Committee of NMPA, Biotech Advisory Panel Member of the Stock Exchange, vice president of China Alliance of Rare Diseases (CARD), honorary director of Chinese Pharmaceutical Association (CPA), director of Chinese Pharmacist Association, director of the Bethune Charitable Foundation and Visiting Research Fellow in Shanghai Jiao Tong University. Mr. Song has extensive experience in the research of the PRC healthcare and drugs laws and policies, and was involved in the drafting and review of a number of the current PRC laws and regulations on healthcare and drugs. From 1985 to 2007, Mr. Song served as deputy director (副處長), director (處長) and deputy Director-General (副司長) at The Department of Education, Science, Culture and Public Health in Legislative Affairs Office at State Council of China* (中國國務院法制辦公室). Subsequent to 2008, Mr. Song served as deputy director of the Chinese Pharmaceutical Association* (中國藥學會) (the "Association") and executive director of the Research Centre for Drug Policies (醫藥政策研究中心) at the Association. He served as the chairman and executive editor of Chinese Journal of New Drugs* (中國新藥雜誌). Since 2011, Mr. Song has been serving as an expert at the Capital Healthcare Policy Reform Expert Group* (首都醫療衛生體制改革專家組). Mr. Song obtained a Bachelor of Laws degree from China University of Political Science and Law in 1985 and a Master in Business Administration degree from China Europe International Business School in 2004, and obtained a Doctorate in Social and Administrative Pharmacy from China Pharmaceutical University in 2018.

Mr. Song currently serves as an independent non-executive director at Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696), Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (stock code: 2096), Mediwelcome Healthcare Management & Technology Inc. (麥迪衛康健康醫療服務科技有限公司) (stock code: 2159) and Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167), all companies are listed on the Main Board of Stock Exchange.

Mr. Song currently serves as an independent director of a company listed on the Shanghai Stock Exchange, Shenzhen Chipscreen Biosciences Co., Ltd. (深圳微芯生物科技股份有限公司) (stock code: 688321). From March 2017 to March 2021, Mr. Song served as an independent director of Jiangxi Boya Bio-pharmaceutical Co., Ltd.* (江西博雅生物製藥股份有限公司) (stock code: 300294); from August 2015 to August 2021, he served as an independent director of Tibet Aim Pharm. Inc.* (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ); from June 2015 to June 2021, he served as an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd.* (山西振東製藥股份有限公司) (stock code: 300158.SZ).

Mr. SUN Xin, aged 42, is currently a Managing Director at Hillhouse Capital and has been a member of the healthcare private equity team since 2017. He has more than 10 years of experience in financial services and healthcare industries. Prior to joining Hillhouse Capital, he was a vice president of Affinity Equity Partners, an Asia-focused private equity fund based in Hong Kong. Prior to that, he worked at the Investment Banking Division of Goldman Sachs in New York, focusing on healthcare M&A and financing. He started his career in pharmaceutical and biotech industry as a research scientist at Boehringer Ingelheim and Genentech, respectively. Mr. Sun obtained his Master of Business Administration from Columbia Business School, his Master of Science from Duke University and Bachelor of Science from Peking University.

Mr. Sun currently serves as a non-executive director at Shanghai MicroPort MedBot (Group) Co., Ltd. (上海微創醫療機器人(集團)股份有限公司) (stock code: 2252), a company listed on the Main Board of Stock Exchange.

* *denotes English translation of the name of a Chinese company, entity or organisation, and is provided for identification purposes only.*

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Independent Non-executive Directors

Mr. Zhang Hua Qiao, aged 59, has been our Independent Non-Executive Director since June 2014. Mr. Zhang has 17 years of experience in working in the investment banking industry since 1994. He served as managing director and the co-head of China research team from June 1999 to April 2006 and the deputy head of China investment banking division of UBS AG, Hong Kong Branch from September 2008 to June 2011. He graduated from the Graduate School of the People's Bank of China (中國人民銀行研究生部) with a Master's degree in Economics in 1986, and from the Australian National University with a Master's degree in Economics in January 1991.

As at the date of this annual report, Mr. Zhang holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
Radiance Holdings (Group) Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 9993)	October 2020 to present	Independent non-executive director
Logan Group Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3380)	November 2013 to present	Independent non-executive director
China Huirong Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1290)	October 2013 to May 2021	Independent non-executive director
Zhong An Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 672)	January 2013 to present	Independent non-executive director
China Smartpay Group Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8325)	September 2017 to January 2020	Non-executive director
Fosun International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 656)	March 2012 to present	Independent non-executive director
Boer Power Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1685)	November 2011 to May 2019	Non-executive director
Haitong International Securities Group Limited , a company listed on the Main Board of the Stock Exchange (stock code: 665)	May 2021 to present	Independent non-executive director

Professor Lo Yuk Lam, aged 74, has been our Independent Non-executive Director since June 2014. Professor Lo has extensive experience in biotechnology industry, corporate management, academic research and community service.

Currently Professor Lo is serving as the President of HK Bio-Med Innotech Association, and the Honorary Founding Chairman of Hong Kong Biotechnology Organization. In the educational area, Professor Lo is serving as the Strategic Advisor to the President Office of the President and the Adjunct Professor of the division of life science of the Hong Kong University of Science and Technology. He has been elected an Honorary Fellow of the Hong Kong University of Science and Technology. He is also the Honorary Professor of several universities in China.

Professor Lo was heavily involved in several committees of the HKSAR Government. He had been served as the Chairman of the Advisory Council for Food Safety of the Food and Health Bureau HKSAR, Director of the Hong Kong Applied R&D Fund Co. Ltd., Chairman of the Biotechnology Committee of the Hong Kong Industry & Technology Development Council, and Chairman of Biotechnology Projects Vetting Committee of the Innovation and Technology Fund, HKSAR.

In mainland China, Professor Lo is a member of Chinese People's Political Consultative Conference in Jilin Province. He was also a consultant of the Centre for Disease Control and Prevention of China. In recognition of his leadership in the community and dedication to his field, Professor Lo has received many awards, such as the "Pericles International Prize" in 2019. He is the second Asian and the first person from Hong Kong to be awarded the Prize since it was founded in 1986. In 2020, Professor Lo was awarded the Bronze Bauhinia Star by the HKSAR government for his outstanding services over the past decades.

In the business sector, Professor Lo had served as the Managing Director of Asia Pacific of Bio-Rad Laboratories (NYSE: BIO) and PerkinElmer (NYSE: PKI). He is the Chairman of GT Healthcare Capital Partners, and Partner & Investment Committee Member of Hongsen Investment Management Limited. As at the date of this annual report, Professor Lo holds directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
Sinovac Biotech Ltd. (SVA: NASDAQ)	March 2006 to present	Independent Director
CSPC Pharmaceutical Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1093)	June 2014 to August 2020	Independent non-executive director
Zhaoke Ophthalmology Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6622)	April 2021 to present	Independent non-executive director

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Mr. Leung Man Kit, aged 69, has been the Independent Non-executive Director since June 2014. Mr. Leung has over 42 years of experience in project finance and corporate finance. Mr. Leung was a Responsible Officer of Grand Moore Capital Limited from 18 September 2019 to 31 October 2021. Previously, he was a director of Emerging Markets Partnership (Hong Kong) Limited (the principal adviser to the AIG Infrastructure Fund L.P.) in 1999. He also held senior positions in the Hong Kong Branch of the Swiss Bank Corporation, SG Securities (HK) Limited (formerly known as Crosby Securities (Hong Kong) Limited) and Peregrine Capital Limited.

As at the date of this annual report, Mr. Leung holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
China Electronics Optics Valley Union Holding Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 798)*	March 2014 to May 2020	Independent non-executive director
Orange Sky Golden Harvest Entertainment (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1132)*	February 2008 to present	Independent non-executive director
China Ting Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3398)	November 2005 to present	Independent non-executive director
Netease, Inc., a company listed on NASDAQ and Main Board of the Stock Exchange (stock code: NTES, 9999)*	July 2002 to present	Independent non-executive director
	July 2002 to July 2022	Chairman of the Audit Committee

* *Mr. Leung is/was also the chairman of the audit committee of these companies.*

Mr. Leung obtained a Bachelor's degree in Social Sciences from University of Hong Kong in October 1977.

Mr. Choy Sze Chung Jojo, aged 64, has been the Independent Non-executive Director since June 2014. Mr. Choy has extensive experience in the securities industry and business management. He is currently the vice chairman of National Resources Securities Limited and the permanent honourable president and vice chairman of the Institute of Securities Dealers Ltd.

Mr. Choy is a fellow member of the Hong Kong Institute of Directors, the Institute of Financial Accountants, the Institute of Public Accountants and the Institute of Compliance Officers. Mr. Choy is also a member of the Election Council for Hong Kong Deputies to the 12th, 13th and the 14th National People's Congress of the PRC, a member of the 4th, the 5th and 6th term Chief Executive Election Committee of Hong Kong and a member of 11th, 12th and 13th Chinese People's Political Consultative Conference, Shantou.

As at the date of this annual report, Mr. Choy holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
First Credit Finance Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8215)	November 2017 to present	Independent non-executive director
New Sparkle Roll International Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 970)	October 2007 to present	Independent non-executive director
Zhaojin Mining Industry Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1818)	May 2007 to present	Independent non-executive director

Mr. Choy obtained a Master's degree in Business Administration from University of Wales, Newport in October 2004 and a Master's degree in Business Law from Monash University in April 2007, a Honorary doctorate of Management from Lincoln University in August 2018 and a Fellowship from Canadian Chartered Institute of Business Administration.

Senior Management

Our senior management comprises Executive Directors and the following persons:

Mr. Liu Yuan Chong, aged 59, joined our Group in March 1997 and is currently our Chief Financial Officer. He started as the accountant-in-charge at our finance department, and was promoted to chief of the finance department in 2005 and to our Chief Financial Officer in 2012. Prior to joining our Group, he was the head of accounting of Yantai Alternator Plant (煙台家電交電總公司). He also taught at Yantai Business Vocational Secondary School (煙台商業中專) from September 1983 until September 1986. From 1980 to 1983, he was employed by Shandong Laiyang Biochemical Pharmaceutical Factory. Mr. Liu received a Post-Graduate Certificate in Financial Management from Peking University in October 2006. He currently serves as non-executive director of Boan Biotech.

Ms. Xue Yun Li, aged 59, joined our Group in 1994 and is currently our Senior Vice President and responsible for manufacturing and quality management of subsidiaries. From 1999 to 2009, she was the director of the R&D centre and then vice president of R&D of Shandong Luye. Prior to joining our Group, she was a technician and the chief of scientific research at Shenyang Liaohe Pharmaceutical Factory from 1988 to 1994. Ms. Xue obtained a Bachelor's degree in Engineering from Jiamusi University in July 1988 and a Master's degree in Integrated Traditional Chinese and Western Clinical Medicine from Shandong University of Traditional Chinese Medicine in July 2011.

Dr. Li You Xin, our former Senior Vice President and head R&D, passed away on 12 February 2023.

REPORT OF DIRECTORS

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

Corporate Information

The Company was incorporated in the Bermuda on 2 July 2003 as an exempted company with limited liability under the laws of Bermuda (the "Companies Law"). The Company's shares (the "Shares") were listed on the Main Board of the Stock Exchange on 9 July 2014.

Principal Activities

The principal activity of the Company is investment holding and the Group focuses on developing, producing, marketing and selling innovative pharmaceutical products in three of the largest and fastest growing therapeutic areas in the PRC. Details of the principal activities of the Company's subsidiaries are set out in note 1 to the consolidated financial statements of this annual report.

Business Review and Performance

A fair review of the Group's business during the year ended 31 December 2022, including an analysis of which using financial key performance indicators, and the outlook of the Group's business are provided in the section headed "Management Discussion and Analysis" of this annual report, which discussion forms part of this "Report of Directors".

Results

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss on page 71 of this annual report.

Dividend Policy and Final Dividend

No dividends were declared for the year ended 31 December 2022.

It is the policy of the Board, in considering payment of dividends, to allow Shareholders to share the Company's profits whilst retaining adequate reserves for the Group's future growth.

The Board shall consider the following factors before declaring or recommending dividends:

- the Company's actual and expected financial performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;

- the Group's liquidity position;
- general economic condition, business cycle of the Group's business and other internal or external factors that may affect the business or financial performance and position of the Company; and
- other factors that the Board considers relevant.

The payment of dividends is also subject to applicable laws and regulations including the laws and regulations of Bermuda and the bye-laws of the Company (the "Bye-laws"). The Board will continually review the dividend policy from time to time and there is no assurance that dividends will be paid in any particular amount for any given period.

Financial Summary

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

Risks and Uncertainties Relating to the Group's Business

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Market Risk

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of the Group would be submitted to the Board.

Manpower and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel.

Financial Risk

The Group also faces financial risks including interest rate risk, foreign currency risk, credit risk and liquidity risk. Details of these financial risks are set out in note 45 to the consolidated financial statements of the Group.

In light of the above risks relevant to and potentially affecting the Group's business, the Group has certain risk management procedures with a view to minimise the risks and to manage, but not eliminate, the risk of failure to fulfil business objectives. Please refer to the section headed "Risk Management and Internal Control" in the Corporate Governance Report for policies concerning the Group's risk management system.

Legal Proceedings

As disclosed in the announcement of the Company dated 22 October 2021, the Group received an arbitration award in favour of the former distributor of Seroquel for its claim against Luye Pharma Hong Kong Limited, a subsidiary of the Company. In December 2021, the final amount of the arbitration award was determined to be approximately RMB253.2 million and the Company has accordingly made a provision in its financial statements, details of which are set out in note 31 to the consolidated financial statements of the Group. Luye Pharma Hong Kong Limited has applied to the High Court of Hong Kong for the revocation of such award and the hearing for the application is expected to take place in 2023.

Environmental Policies and Performance

Our Group is committed to achieving environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group's business is subject to national, provincial and local environmental laws and regulations of the PRC. During the year ended 31 December 2022, so far as our Directors are aware, there were no material breach of applicable environmental laws and regulations of the PRC that have a significant adverse impact on the business and operations of our Group.

Our Group also encourages environmental protection and promote awareness towards environmental protection to the employees. Our Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

Our Group endeavours to comply with the relevant laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, waste reduction and energy saving. Our Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group's businesses to move towards adhering the 3Rs — reduce, recycle and reuse and enhance environmental sustainability.

In accordance with Rule 13.91 and the Environmental, Social and Governance Reporting Guide contained in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the Company's Environmental, Social and Governance Report ("ESG Report") will be available on its website at the same time as the publication of this annual report.

The 2022 ESG Report is published in electronic form only at the same time on the websites of the Company at www.luye.cn under the section "Investors" and the Stock Exchange at www.hkexnews.hk. If you wish to receive a printed copy of the 2022 ESG Report, you may submit your request to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited by post at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Compliance with Laws and Regulations

Our Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination of operating licences. Our Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. For the year ended 31 December 2022, the Group has complied, to the best of our knowledge, in all material respects, with all relevant rules and regulations that have a significant impact on the Company.

Key Relationships with Employees, Customers and Suppliers

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

Our Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of improving service quality.

Our Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

Major Customers and Suppliers

Sales to the Group's five largest customers accounted for approximately 18.6% of the total sales for the year ended 31 December 2022 and sales to the largest customer included therein amounted to 6.8% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for approximately 30.4% of the total purchase for the year ended 31 December 2022 and purchase from the Group's largest supplier included therein amounted to 14.0% of the total purchase for the year.

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

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 13 to the consolidated financial statements in this annual report.

Share Capital

Details of movements in the share capital of the Company during the year ended 31 December 2022 are set out in note 33 to the consolidated financial statements in this annual report.

Reserves

Details of movements in the reserves of the Group during the year are set out on pages 75 to 76 in the consolidated statement of changes in equity of this annual report and in note 34 to the consolidated financial statements.

Distributable Reserves

As at 31 December 2022, the Company's and the Group's reserves available for distribution, calculated in accordance with the provisions of the Companies Law, amounted to nil (as at 31 December 2021: nil) and approximately RMB5.5 billion (as at 31 December 2021: RMB5.0 billion), respectively.

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2022 are set out in note 26 to the consolidated financial statements in this annual report.

Directors

The Directors during the year ended 31 December 2022 and up to the date of this annual report were:

Executive Directors:

Mr. LIU Dian Bo *(Executive Chairman and Chief Executive Officer)*
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-executive Directors:

Mr. SONG Rui Lin
Mr. SUN Xin

Independent non-executive Directors:

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Mr. CHOY Sze Chung Jojo

In accordance with the Bye-laws, all Directors are subject to retirement by rotation at least once every three years and any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with bye-law 84(1) of the Bye-laws, Ms. ZHU Yuan Yuan, Mr. SONG Rui Lin, Professor LO Yuk Lam and Mr. LEUNG Man Kit will retire by rotation and being eligible, will offer themselves for re-election as the Directors at the forthcoming annual general meeting (the "AGM").

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

Board of Directors and Senior Management

Biographical details of the Directors and senior management of the Group are set out on pages 28 to 34 of this annual report.

Confirmation of Independence of Independent Non-executive Directors

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

Directors' Service Contracts

Each of the executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 9 July 2020 and may be terminated in accordance with the respective terms of the appointment letters.

Mr. SONG Rui Lin and Mr. SUN Xin, the non-executive Directors, each entered into an appointment letter with the Company for a term of two years commencing from 29 March 2023 and 8 February 2023 respectively, which may be terminated in accordance with the terms of the appointment letter.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of two years commencing from 9 July 2022 and may be terminated in accordance with the respective terms of the appointment letters.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Interests in Transactions, Arrangements and Contracts

At the end of the year or at any time during the year, other than those transactions disclosed in note 39 to the consolidated financial statements and under the section headed "Connected Transaction" in this annual report, (a) no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted; and (b) there is no contract of significance (i) between the Company or its subsidiaries and Company's controlling shareholder or its subsidiaries; and (ii) for the provision of services to the Company or any of its subsidiaries by Company's controlling shareholder or its subsidiaries.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

Equity-Linked Agreements

Save as disclosed in this annual report, no equity-linked agreement that will or may result in the Company issuing Shares nor require the Company to enter into an agreement that will or may result in the Company issuing Shares was entered into by the Company during the year or subsisted at the end of the year under review.

Emolument Policy

The objective of the Group's remuneration policy is to motivate and retain talented employees to achieve the Group's long term corporate goals and objectives. The Group's employee remuneration policy is determined by taking into account factors such as remuneration in respect of the overall remuneration standard in the industry and employee's performance. The management reviews the Group's employee remuneration policy and arrangements on a regular basis. In addition, social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations. For employee retirement benefits, please refer to note 2.4 to the consolidated financial statements in this annual report. A remuneration committee of the Board was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices. Our Group participates in the national pension schemes as defined by the laws of the countries in which it has operations and our Group makes contributions to the Central Provident Fund Scheme in Singapore, a defined contribution pension scheme, for its employees in Singapore. The Company's subsidiaries established and operating in mainland China are required to provide certain staff pension benefits to their employees under existing regulations of the PRC.

Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 8 and 9 to the consolidated financial statements in this annual report.

Share Option Scheme

During the year ended 31 December 2022 and up to the date of this annual report, the Group has no share option scheme.

Luye Pharma Share Award Scheme

During the reporting period, the Company had in place a share award scheme (which was adopted on 10 January 2017) (the "Scheme") whose purpose is to recognise contributions by certain employees, including any executive director of any member of the Group except for the current executive Directors and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group. During the year ended 31 December 2022, the Board has not granted any share to employees (2021: Nil) under the Scheme.

The Scheme is a share scheme funded by existing shares of the Company under Chapter 17 of the Listing Rules. Please refer to the Company's announcement dated 10 January 2017 for information.

A summary of terms of the Scheme is set out below:

i. Purpose

The purpose of the Scheme is to recognise contributions by certain employee, including any executive director of any member of the Group except for the current executive Directors ("Employee") and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group.

ii. Duration

Subject to any early termination as may be determined by the Board in accordance with the rules of the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the 10 January 2017 (the "Adoption Date").

iii. Administration

The Scheme shall be administered by the board of directors and Bank of Communications Trustee Limited (the "Trustee") in accordance with the rules of the Scheme and the trust deed in respect of the Scheme to be entered into between the Company and the Trustee (the "Trust Deed"). The decision of the Board with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding. The Trustee will hold the Shares in accordance with the terms of the Trust Deed. The Trustee may not exercise the voting rights in respect of any shares held under the Trust.

iv. Contribution of funds to the Trust

The Board may from time to time cause to be paid an amount to the Trustee by way of settlement or otherwise contributed by the Company or other member of the Group as directed by the Board. The committee appointed and authorised by the Board to administer the Scheme, which shall consist of three members of the senior management of the Company to be appointed by the Board ("EBT Committee"), may from time to time instruct the Trustee in writing to purchase Shares on the Stock Exchange specifying the timing of purchase, maximum amount of funds to be used and the range of prices within which such Shares are to be purchased.

v. Eligible persons for the Scheme and grant of Awarded Shares

The Board may from time to time select any Employee (excluding any Employee who is resident in a place where the award of, in respect of a Selected Employee, such number of Shares awarded by the Board ("Awarded Shares") and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the trustee of the Scheme, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee ("Excluded Employee")) for participation in the Scheme as a Selected Employee and grant to such Selected Employee Awarded Shares in such number at a stated price at which an Award Share is granted to a Selected Employee ("Grant Price") and on and subject to such terms and conditions as it may in its discretion determine. A Selected Employee is not required to pay any price for the acceptance of a grant of Awarded Shares.

vi. Vesting of Awarded Shares

The Board is entitled to impose any conditions as it deems appropriate in its discretion with respect to the vesting of the Awarded Shares on the Selected Employee. There is no fixed vesting period stipulated under the Scheme for the Awarded Shares. Upon the vesting of the Awarded Shares, the Selected Employee may elect to have the Awarded Shares transferred to him or effect the sale of the Awarded Shares and receive the net proceeds from such sale. In either case, the Selected Employee shall pay the Company the Grant Price for the Awarded Shares.

vii. Rights attached to the Awarded Shares

A Selected Employee will not have any interest or rights (including the right to vote at general meetings of the Company or the right to receive dividends) in the Awarded Shares prior to, in respect of a Selected Employee, the date on which his entitlement to the Awarded Shares is vested in such Selected Employee pursuant to the terms of the Scheme ("Vesting Date").

viii. Non-transferrable

Prior to the Vesting Date, any award of Awarded Shares is personal to the Selected Employee to whom it is made and is not assignable and no Selected Employee may in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such award.

ix. Lapse of Awarded Shares

In the event that a Selected Employee has ceased to be an Employee, the relevant award made to such Selected Employee will automatically lapse and the relevant Awarded Shares will remain part of the funds under the Trust.

x. Voting rights of the Trustee

The Trustee may not exercise the voting rights in respect of any Shares held under the Trust.

xi. Restrictions

The Trustee may not acquire or sell any Shares at any time when dealings in the Shares are prohibited under any code or requirements of the Listing Rules and all applicable laws.

xii. Scheme Limit

The maximum number of Shares and Awarded Shares which may be held under the Trust and managed by the Trustee may not exceed 2% of issued share capital of the Company at any single point in time during the life of the Trust. As at the date of this report, there is no Awarded Share available for grant under the Scheme.

xiii. Alteration of the Scheme

The Scheme may be altered in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Employee.

xiv. Termination

The Scheme will terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not materially and adversely affect any subsisting rights of any Selected Employee.

The fair value of services received in return for Shares granted is measured by reference to the fair value of Shares granted. The fair value of the Shares granted is measured based on the general accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties.

Pursuant to share award notices issued on 15 May 2017 to those selected employees, an aggregate of 17,724,000 Shares (the "2017 Awarded Shares") were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2017 Awarded Shares is 15 May 2020. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meet the expectation of the Company on daily performance.

Pursuant to share award notices issued on 15 May 2018 to those selected employees, an aggregate of 20,098,000 shares (the "2018 Awarded Shares") were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2018 Awarded Shares is 15 May 2021. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

Pursuant to share award notices issued on 15 May 2019 to those selected employees, an aggregate of 25,206,000 shares (the "2019 Awarded Shares") were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2019 Awarded Shares is 15 May 2022. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

During the Reporting Period, the Board has not granted any share to employees nor any share being cancelled or lapsed under the Scheme.

Changes to Information in respect of Directors

Save as disclosed in the section headed "Directors and Senior Management" in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules for the year ended 31 December 2022.

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

As at 31 December 2022, the interests or short positions of the Directors or chief executive 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 Securities and Futures Ordinance (the "SFO")) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which would be required to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"), are as follows:

(i) Interest in the Company

Name of Director	Nature of interest	Number of securities	Approximate percentage of shareholding
Liu Dian Bo[(1)(2)]	Founder of a discretionary trust	1,257,196,703(L) 72,701,950(S)	35.42% 2.05%
Zhang Hua Qiao[(3)]	Beneficial owner	250,000(L)	0.01%
Lo Yuk Lam[(3)]	Beneficial owner	250,000(L)	0.01%
Leung Man Kit[(3)]	Beneficial owner	250,000(L)	0.01%
Choy Sze Chung Jojo[(3)]	Beneficial owner	250,000(L)	0.01%
Song Rui Lin[(3)]	Beneficial owner	250,000(L)	0.01%

Remark: The Letter "L" denotes long position in such securities and "S" denotes short position in such securities.

Notes:

1. *Mr. Liu Dian Bo through his controlled corporations, namely Shorea LBG, Ginkgo (PTC) Limited, Nelumbo Investments Limited, Luye Life Sciences Group Ltd., Luye Pharma Holdings Ltd., LuYe Pharmaceutical International Co., Ltd. and LuYe Pharmaceutical Investment Co., Ltd., is deemed to be interested in 1,257,196,703 ordinary shares and 72,701,950 short position in the Company held by LuYe Pharmaceutical Investment Co., Ltd. Nelumbo Investments Limited holds 70% of the issued share capital of Luye Life Sciences Group Ltd.*

2. *The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo, who is the founder of such trust. Ginkgo (PTC) Limited is wholly-owned by Shorea LBG whose sole shareholder is Mr. Liu Dian Bo.*

3. *These represent the interests in underlying Shares in respect of the awarded shares granted by the Company under Luye Pharma Share Award Scheme.*

(ii) Interest in associated corporations

Name of Director	Associated Corporation	Nature of interest	Number of securities	Approximate percentage in the registered capital of the associated corporation
Liu Dian Bo	Luye Life Sciences Group Ltd.(2)	Founder of a discretionary trust	8,400(L)	70%
Liu Dian Bo	Ginkgo (PTC) Limited(1)	Founder of a discretionary trust	1(L)	100%
Liu Dian Bo	Luye Pharma Holdings Ltd.(2)	Founder of a discretionary trust	1,136,852(L)	100%
Liu Dian Bo	LuYe Pharmaceutical International Co., Ltd.(2)	Founder of a discretionary trust	202,180,988(L)	100%
Liu Dian Bo	LuYe Pharmaceutical Investment Co., Ltd.(2)	Founder of a discretionary trust	1(L)	100%
Liu Dian Bo	Nelumbo Investments Limited(1)	Founder of a discretionary trust	1(L)	100%
Yang Rong Bing	Luye Life Sciences Group Ltd.(2)	Beneficial interest	1,800(L)	15%
Yuan Hui Xian	Luye Life Sciences Group Ltd.(2)	Beneficial interest	1,800(L)	15%

Remark: The Letter "L" denotes long position in such securities.

Notes:

1. *The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo, who is the founder of such trust.*

2. *Luye Life Sciences Group Ltd. holds the entire issued ordinary share capital of Luye Pharma Holdings Ltd. LuYe Pharmaceutical International Co.,Ltd. is wholly-owned by Luye Pharma Holdings Ltd. and LuYe Pharmaceutical Investment Co., Ltd. is wholly-owned by LuYe Pharmaceutical International Co., Ltd.*

Save as disclosed above, as at 31 December 2022, none of our Directors and chief executive of the Company has any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this annual 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, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate for the year ended 31 December 2022.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2022, to the best of the Directors' knowledge, the following persons (other than the Directors and chief executives of the Company) had or deemed or taken to have an interests and/or short position in the Shares or the underlying Shares which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO:

Name	Capacity/Nature of interest	Number of securities	Approximate percentage of shareholding
LuYe Pharmaceutical Investment Co., Ltd.[(1)]	Beneficial owner	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
LuYe Pharmaceutical International Co., Ltd.[(1)]	Interest in controlled corporation	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Luye Pharma Holdings Limited[(1)]	Interest in controlled corporation	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Luye Life Sciences Group Ltd.[(2)]	Interest in controlled corporation	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Nelumbo Investments Limited[(2)]	Interest in controlled corporation	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Ginkgo (PTC) Limited[(2)]	Trustee	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Shorea LBG[(2)]	Interest in controlled corporation	1,257,196,703(L)	35.42%
		72,701,950(S)	2.05%
Hillhouse Capital Management, Ltd.[(3)]	Investment manager	552,324,108(L)	15.56%
Hillhouse Fund V, LP.[(3)]	Interest in controlled corporation	552,324,108(L)	15.56%
Hillhouse NEV Holdings Limited[(3)]	Beneficial owner	552,324,108(L)	15.56%

Remark: The Letter "L" denotes long position in such securities and "S" denotes short position in such securities.

Notes:

1. *LuYe Pharmaceutical Investment Co., Ltd. is wholly-owned by LuYe Pharmaceutical International Co., Ltd., which is in turn wholly-owned by Luye Pharma Holdings Ltd..*

2. *Nelumbo Investments Limited holds 70% of the issued share capital of Luye Life Sciences Group Ltd. The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo. Ginkgo (PTC) Limited is wholly-owned by Shorea LBG whose sole shareholder is Mr. Liu Dian Bo.*

3. *Hillhouse NEV Holdings Limited is wholly-owned by Hillhouse Fund V, L.P. and Hillhouse Capital Management, Ltd. is the sole investment manager of Hillhouse NEV Holdings Limited.*

Save as disclosed above, as at 31 December 2022, the Directors have not been aware of any person who had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities

On 27 May 2022, US$8,389,000 in the principal amount of the 2019 Convertible Bonds were converted into 8,298,419 ordinary shares of the Company at a conversion price of HK$7.90 per share. On 9 July 2022, the Company has redeemed the 2019 Convertible Bonds (Stock Code: 5993) in respect of US$291,611,000 in the principal amount of such bonds at 107.07 per cent. of their principal amount. Following such redemption, there are no outstanding 2019 Convertible Bonds in issue and the 2019 Convertible Bonds were delisted on 21 July 2022.

Save as disclosed above, there was no purchase, sale and redemption of any listed securities of the Company by the Company or any of its subsidiaries for the year ended 31 December 2022.

Tax Relief

The Company is not aware of any relief from taxation available to shareholders of the Company by reason of their holding of Company's shares.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-laws or the Companies Law that would oblige the Company to offer new Shares on a pro rata basis to the existing Shareholders.

Permitted Indemnity Provision

According to the Bye-laws of the Company, among others, the Directors acting in relation to any of the affairs of the Company may be entitled to be indemnified and secured harmless out of assets and profits of the Company from and against all, among others, actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain. The Company has arranged appropriate insurance cover in respect of legal action against its Directors.

Director's and Controlling Shareholder's Interest in Competing Business

A deed of non-compete undertaking dated 19 June 2014 (the "Deed of Non-compete Undertaking") was entered into between the Company and the controlling shareholder and the executive chairman of the Company, Mr. Liu Dian Bo, who has undertaken to our Company that conditional upon Listing, he will not carry on, engage, invest, participate or otherwise be interested in any business which competes or is likely to compete with any of the existing and/or future businesses carried on by any shareholder of our Group in relation to developing, producing, marketing and selling innovative pharmaceutical products.

As disclosed in the Prospectus, except for Mr. Liu Dian Bo's interest in our Group, he is interested in the equity interest of 蕪湖綠葉製藥有限公司 (Wuhu Luye Pharmaceutical Co. Ltd.) ("Wuhu Luye"), which is owned as to 90% by 綠葉投資集團有限公司 (Luye Investment Group Co. Ltd.) ("Luye Investment Group") and 10% by 蕪湖長榮醫藥科技資訊諮詢有限責任公司 (Wuhu Changrong Pharmaceutical Technology Information Consulting Co. Ltd.), an independent third party. Luye Investment Group is owned by the founding shareholders (namely, Messrs. Liu Dian Bo, Yuan Hui Xian ("Mr. Yuan") and Yang Rong Bing ("Mr. Yang")) as to 70% by Mr. Liu Dian Bo and 15% by each of Mr. Yang and Mr. Yuan (each an executive Director). Wuhu Luye is primarily engaged in the production and sale of Chinese medicine covering a number of therapeutic areas including cardiocerebral vascular, neurology, neuropsychiatry and hepatology, which competes or is likely to compete, either directly or indirectly, with our Group's business.

By reasons of the fact that Wuhu Luye and our Group have (i) different management teams; (ii) separate production facilities and respective procurement teams to source raw materials and suppliers; (iii) independent sales and marketing activities; and (iv) independent financial and accounting systems, and that Mr. Liu Dian Bo has already given an undertaking pursuant to the Deed of Non-compete Undertaking, our Group is therefore capable of carrying on its business independently of, and at arms length from, the excluded business as described above.

The Company has received an annual written confirmation from the controlling shareholder, Mr. Liu Dian Bo, in respect of his compliance with the Deed of Non-compete Undertaking.

The independent non-executive Directors have reviewed the Deed of Non-compete Undertaking and assessed whether the controlling shareholder has abided by the non-competition undertaking. The independent non-executive Directors confirmed that the controlling shareholder has not been in breach of the non-competition undertaking during the year ended 31 December 2022.

Save as disclosed above, none of the Directors held any interests in any business that compete directly against the Company or any of its jointly controlled entities and subsidiaries during the year ended 31 December 2022.

Connected Transaction

The Company has complied with the disclosure requirements, to the extent they are not waived by the Stock Exchange, in accordance with Chapter 14A of the Listing Rules with respect to the connected transaction entered into by the Group during the year ended 31 December 2022.

A summary of the related party transactions entered into by the Group during the year ended 31 December 2022 is contained in note 39 to the consolidated financial statements in this annual report. The transactions summarised in such note do not fall under the definition of “connected transactions” or “continuing connected transactions” under Chapter 14A of the Listing Rules.

Charitable Donations

During the year ended 31 December 2022, the Group made charitable and other donations in a total amount of RMB4.4 million.

Post Balance Sheet Events

After 31 December 2022 and up to the date of this annual report, to the best of the Directors’ knowledge, there was no event occurred that has significantly affected the Group.

Audit Committee

The Audit Committee (the “Audit Committee”) has reviewed together with the management the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2022.

Code of Conduct regarding Directors' Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2022.

Corporate Governance

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 52 to 65 of this annual report.

Closure of Register of Shareholders

The Company's AGM will be held on Thursday, 25 May 2023. For determining the entitlement to attend and vote at the AGM, the register of shareholders of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 19 May 2023.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and to the knowledge of the Directors at the latest practicable date in relation to this annual report, there was a sufficient public float of the issued shares of the Company under the Listing Rules.

Auditor

Ernst & Young has been appointed as auditor of the Company for the year ended 31 December 2022.

Ernst & Young shall retire at the AGM and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as independent auditor of the Company will be proposed at the AGM.

On behalf of the Board
Liu Dian Bo
Chairman

Hong Kong, 29 March 2023

CORPORATE GOVERNANCE REPORT

Corporate Governance Culture

A healthy corporate culture across the Group is integral to attaining its vision and strategy. It is the Board's role to foster a corporate culture with the following core principles and to ensure that the Company's vision, values and business strategies are aligned to it.

1. Core values

   Integrity, cooperation, innovation and excellence is core vales of the Group. Integrity is the foundation of the Company's life, cooperation is the guarantee of the team's victory, innovation is the driving force of the Group's development, and excellence is the realm of the Group's pursuit. The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly, and the required standards and norms are explicitly set out in the training materials for all new staff and embedded in various policies such as the Group's employee handbook, the anti-corruption policy and the whistleblowing policy of the Group. Trainings are conducted from time to time to reinforce the required standards in respect of core values.

2. Business Philosophy

   The Group believes that customer orientation helps the Group to grasp market opportunities, efficient operation enables the Group to stay ahead of the competition, and achievement of employees promotes the Group to develop a long-lasting business. This sets the tone for a strong, productive workforce that attracts, develops, and retains the best talent and produces the highest quality work. Moreover, the Company's strategy in the business development and management seeks to achieve long-term, steady and sustainable growth, while having due considerations from environment, social and governance aspects.

The Company is committed to ensuring that its affairs are conducted in accordance with good corporate governance practices, which seek to ensure that overall business risk of the Group is assessed and managed appropriately and sustainable returns can be delivered to its shareholders. The Corporate Governance Code (the "CG Code") published by the Stock Exchange by sets out the principles of good corporate governance, and the Group manages its corporate affairs (such as its board composition, audit, internal control and risk management) in accordance with such principles. This corporate governance reports provides a channel through which shareholders may evaluate how the Group has applied such principles to its business during the reporting period.

Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code contained in Appendix 14 to the Listing Rules as its own code of corporate governance.

Save for the deviation disclosed in this annual report, in the opinion of the Directors, the Company has complied with all the code provisions as set out in the CG Code in force during the year during the year ended 31 December 2022.

The Board

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") (together, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its shareholders at all times.

Board Composition

As at the date of this annual report, the Board comprises 10 members, consisting of 4 executive Directors, 2 non-executive Directors and 4 independent non-executive Directors as set out below:

Executive Directors

Mr. LIU Dian Bo *(Executive Chairman and Chief Executive Officer)*
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-executive Directors

Mr. SONG Rui Lin
Mr. SUN Xin

Independent Non-executive Directors

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Mr. CHOY Sze Chung Jojo

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the year ended 31 December 2022, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company also complied Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive Directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

None of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Director.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

Board Independence

The Board reviewed and considered that the following key features or mechanisms under the Company's governance structure are effective in ensuring that independent views and input are provided to the Board.

Board and committees' structure

- The Company has been steered by a Board comprising a majority of non-executive Directors. The Board comprises four executive Directors, two non-executive Director and four independent non-executive Directors.
- Members of all board committees are non-executive Director or independent non-executive Directors.

Independent non-executive Directors' tenure

- The directors' nomination policy of the Company sets a maximum tenure of nine consecutive years for independent non-executive Directors unless the Board determines that such Director is still independent.

Independent non-executive Directors' remuneration

- Independent non-executive Directors receive fixed fee(s) for their role as members of the Board and Board committee(s) as appropriate.

Appointment of independent non-executive Directors	• In assessing suitability of the candidates, the Nomination Committee will review their profiles, including their qualification and time commitment, having regard to the Board's composition, the Directors' skill matrix, the list of selection criteria approved by the Board, its nomination policy and the board diversity policy.
Annual review of independent non-executive Directors' independence	• The Board assessed the annual independence confirmation received from each independent non-executives Director, having regard to the criteria under Rule 3.13 of the Main Board Listing Rules.
Conflict management	• The Bye-laws of the Company and internal guidelines of the Company provide guidance to the Directors on avoiding conflicts of interest and on the circumstances under which appropriate action(s) shall be taken by the director in conflict
Professional advice	• To facilitate proper discharge of their duties, all Directors are entitled to seek advice from the company secretary or the in-house legal team as well as from independent professional advisers at the Company's expense
Board evaluation	• The quality and efficiency of discussions at Board meetings are assessed during the annual evaluation of the Board's performance

Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant status, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

According to C.1.4 of the CG Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. According to the records kept by the Company, each of the Directors during the reporting period, namely, Mr. LIU Dian Bo, Mr. YANG Rong Bing, Mr. YUAN Hui Xian, Ms. ZHU Yuan Yuan, Mr. SONG Rui Lin, Mr. SUN Xin, Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Mr. CHOY Sze Chung Jojo (a) attended seminars and/or trainings that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors; and (b) read materials that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors during the year ended 31 December 2022.

Chairman and Chief Executive Officer

As required by code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

Under the current organization structure of the Company, Mr. Liu Dian Bo is our Executive Chairman of the Board and the Chief Executive Officer. Although the dual roles of Chairman and Chief Executive Officer is a deviation from the CG Code, the Board believes that with extensive experience in the pharmaceutical industry, vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high caliber individuals.

Appointment and Re-Election of Directors

Each of the executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 9 July 2020 and may be terminated in accordance with the respective terms of the appointment letters.

Mr. Song Rui Lin, the non-executive Director, has entered into an appointment letter with the Company for a term of two years commencing from 29 March 2023 and may be terminated in accordance with the terms of the appointment letter.

Mr. Sun Xin, the non-executive Director, has entered into an appointment letter with the Company for a term of two years commencing from 8 February 2023 which may be terminated in accordance with the terms of the appointment letter.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of two years commencing from 9 July 2022 and may be terminated in accordance with the respective terms of the appointment letters.

None of the Directors has a service agreement which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

In accordance with the Bye-laws, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy shall submit himself/herself for re-election by the Shareholders at the first general meeting of the Company after appointment and new Directors appointed as an addition to the Board shall submit himself/herself for re-election by the Shareholders at the next following annual general meeting of the Company after appointment.

The procedures and process of appointment, re-election and removal of directors are set out in the Bye-laws. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

Board Meetings

The Company has adopted the practice of holding board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days will be given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and committee meetings, reasonable notice will generally be given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

Minutes of the board meetings and committee meetings will be recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

During the year ended 31 December 2022, seven board meetings, and one AGM were held and the attendance of the individual Directors at these meetings is set out in the table below:

Name of Director	Attended/Eligible to attend board meeting	AGM
Mr. LIU Dian Bo	4/4	1/1
Mr. YANG Rong Bing	3/4	0/1
Mr. YUAN Hui Xian	2/4	1/1
Ms. ZHU Yuan Yuan	4/4	1/1
Mr. SONG Rui Lin	4/4	0/1
Mr. SUN Xin	4/4	1/1
Mr. ZHANG Hua Qiao	4/4	1/1
Professor LO Yuk Lam	4/4	1/1
Mr. LEUNG Man Kit	4/4	1/1
Mr. CHOY Sze Chung Jojo	4/4	1/1

Model Code for Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2022.

The Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors which include:

(a) to develop and review the Company's policies and practices on corporate governance;

(b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and

(e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Remuneration of Directors and Senior Management

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2022 are set out in note 8 to the consolidated financial statements in this annual report.

The biographies of the senior management are disclosed in the section headed "Directors and Senior Management" in this annual report. Remuneration paid to the top senior management (excluding the Directors) for the year ended 31 December 2022 fell within the following bands as follows:

Remuneration Band	No. of employees
RMB2,000,001 to RMB2,500,000	1
RMB3,000,001 to RMB3,500,000	2
	3

Directors' Liability Insurance

The Company has arranged appropriate insurance cover in respect of legal action against its Directors.

Board Committees

Nomination Committee

The Nomination Committee currently comprises three members, namely Professor Lo Yuk Lam (chairman), Mr. Zhang Hua Qiao and Mr. Choy Sze Chung Jojo, all of them are independent non-executive Directors.

The principal duties of the Nomination Committee include reviewing the Board composition, making recommendation to the Board on the appointment and succession planning of Directors, reviewing the Board Diversity Policy and the director nomination policy (the "Nomination Policy") and assessing the independence of the independent non- executive Directors. The Nomination Committee adopted certain criteria and procedure in the nomination of new directors. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

In assessing the suitability of a proposed candidate before recommending to the Board for it to consider and make recommendations to the Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies, the Nomination Committee will consider factors including, without limitation, character and integrity of the proposed candidates, qualifications of the proposed candidates including professional qualifications, skills, knowledge and experience, accomplishments and experience of the proposed candidates in the business from time to time, commitment of the proposed candidates in respect of available time and relevant interest, diversity and balance of the Board and such other perspectives appropriate to the Company's business.

Nomination Policy

A director nomination policy (the "Nomination Policy") adopted by the Board aims to enhancing transparency and accountability of the nomination process of Directors and enabling the Company to ensure the Board has a balance of skills and experience and diversity of perspectives appropriate to the requirements of the Company's business.

The selection criteria for assessing the suitability of a proposed candidate which shall be taken as reference by the Nomination Committee includes: character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and strategy, the potential contribution to the Board from the diversity aspects (including but not limited to age, gender, international background, and professional experience), the candidate's time commitment to the Company, the candidate's service on other boards of directors of the Group or of other companies (whether they are listed or non-listed) and any other factors as the Nomination Committee may deem fit to consider in the best interests of the Company and its shareholders. These above selection criteria are not exhaustive or conclusive. The Nomination Committee would consider any other factors as the Nomination Committee may deem fit to consider in the best interests of the Company and shareholders of the Company.

For those potential new director candidates who appear upon first consideration to meet the Board's selection criteria, upon obtaining the required information from the candidate, the Nomination Committee shall convene a meeting to discuss and consider the recommendation of the candidate to the Board for appointment as a Director. The Nomination Committee shall review whether the candidate is qualified to be appointed, elected or re-elected into the Board under the relevant Listing Rules and the policies of the Company.

The Board and the Nomination Committee intend to review the Nomination Policy at least annually and anticipate that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable if and where the legal obligations or requirements in the Listing Rules or laws of Hong Kong or Bermuda, or other regulatory change(s).

The written terms of reference of Nomination Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2022, one meeting of the Nomination Committee was held and the attendance record of the Nomination Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Professor LO Yuk Lam	1/1
Mr. ZHANG Hua Qiao	1/1
Mr. CHOY Sze Chung Jojo	1/1

During the year 2022, the Nomination Committee reviewed the Board composition made recommendation to the Board on the re-election of retiring Directors and the Board Diversity Policy and Nomination Policy. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and has not set any measurable objective implementing the Board Diversity Policy.

Board Diversity Policy

The Company views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. To that end, the Company has adopted a Board Diversity Policy to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Ultimately, all Board appointments have been based on merit, and candidates were considered against objective criteria, having due regard for the benefits of diversity on the Board.

As at the date of this report, the Board comprises nine male Directors and one female Director, and the Company consider that there is gender diversity on the Board. To ensure gender diversity of the Board in a long run, the Group will seek to identify and select several female individuals with a diverse range of skills, experience and knowledge in the field of the Group's business from time to time, and maintain a list of such female individuals who possess qualities to become the Board members in order to develop a pipeline of potential successors to the Board to promote gender diversity of the Board.

The workforce of the Group (including its senior management) comprised approximately 47% male employees and 53% female employees as at 31 December 2022. Accordingly, the Company considers that the Group has achieved gender diversity in its workforce on the whole and has no specific plan to further increase gender diversity in its workforce. Currently, the Company is not aware of any material factor which makes gender diversity across its workforce more challenging or less relevant.

Remuneration Committee

The Remuneration Committee comprises three members, namely Mr. Choy Sze Chung Jojo (chairman), Mr. Zhang Hua Qiao and Professor LO Yuk Lam, all of them are independent non-executive Directors.

The primary duties of the Remuneration Committee include making recommendations to the Board for approval on the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for ensuring that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The written terms of reference of Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2022, two meetings of the Remuneration Committee were held and the attendance record of the Remuneration Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. CHOY Sze Chung Jojo	2/2
Mr. ZHANG Hua Qiao	2/2
Professor LO Yuk Lam	2/2

During the year 2022, the Remuneration Committee assessed the performance of the Directors and reviewed the Company's policy and structure for all directors' and senior management remuneration.

Audit Committee

The Audit Committee comprises three members namely, Mr. Leung Man Kit (chairman), Mr. Zhang Hua Qiao and Professor Lo Yuk Lam, all of them are independent non-executive Directors. The main duties of the Audit Committee include the following:

— To review the financial statements and reports before submission to the Board;

— To review and monitor the external auditor's independence and objectivity and effectiveness of the audit process in accordance with applicable standard and discuss with external auditor the nature and scope of the audit and reporting obligations before the audit commences;

— To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; and

— To oversee the risk management and internal control systems of the Group, report to the Board on any material issue, and make recommendations to the Board.

The written terms of reference of Audit Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2022, two meetings of the Audit Committee were held and the attendance record of the Audit Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. LEUNG Man Kit	2/2
Mr. ZHANG Hua Qiao	2/2
Professor LO Yuk Lam	2/2

During the year 2022, the Audit Committee had reviewed the annual results of the Group for the year ended 31 December 2021 and interim results of the Company and its subsidiaries for the period ended 30 June 2022, the risk management systems and processes for the re-appointment of the external auditor. There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters.

Directors' Responsibilities for Financial Reporting in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2022 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the auditor of the Company regarding their responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page 69 of this annual report.

Risk Management and Internal Control

The Board acknowledges that it is the responsibility of the Board for maintaining an adequate internal control system to safeguard shareholders investments and Company assets and reviewing the effectiveness of such system on an annual basis. The Board also clarifies that the system is purported to manage, but not eliminate, the risk of failure to fulfil business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss

The Group has established an internal audit department to review the financial condition, operational condition, risk management, compliance control and internal control of the Group. Management is responsible for performing risk assessment, and owning the implementation and maintenance of internal control. Essential to this risk management and internal control systems are well defined policies and procedures that are properly documented and communicated to employees.

At least annually, the Board, through the Audit Committee, review the effectiveness of the risk management and the internal control systems of the Company including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget and considered the internal control system is effective and adequate. For the year ended 31 December 2022, the Board, through the Audit Committee, conducted a review of the effectiveness of the risk management and internal control system of the Company including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget and considered the risk management and the internal control systems are effective and adequate.

The Group's risk management and internal control system is embedded within our business processes so that it functions as an integral part of the overall operation of the Group. The system comprises a comprehensive organisation structure with assignment of definite accountabilities and delegation of corresponding authorities to each post. Based on our organization structure, a reporting system has been developed including reporting channels from division heads of business units to the Board.

The risk management and internal control systems and accounting system of the Group are aimed at identifying and evaluating the Group's risk and formulate risk mitigation strategies, and to provide reasonable assurance that assets are safeguarded against unauthorised use or disposition, transactions are executed in accordance with management's authorisation, and the accounting records are reliable for preparing financial information used within the business for publication, maintaining accountability for assets and liabilities and ensuring the business operations are in accordance with relevant legislation, regulations and internal guidelines.

The Group has a defined organisational structure with clear defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to report to Executive Directors on a regular basis. Policies and procedures are set for each department, which includes establishing and maintaining effective policies to enhance risks identification to which the Group are exposed and taking appropriate action to manage such risks, establishing a structure with defined authorities and proper segregation of duties; monitoring the strategic plan and performance; designing an effective accounting and information system; controlling price sensitive information; and ensuring swift actions and timely communication with our stakeholders.

Whistleblowing Policy

The Company has in place the Whistleblowing Policy for employees and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matters related to the Company.

Anti-Corruption Policy

The Company has also in place the Anti-Corruption Policy to safeguard against corruption and bribery within the Company. The Company has an internal reporting channel that is open and available for employees of the Company to report any suspected corruption and bribery. Employees can also make anonymous reports to the internal audit department, which is responsible for investigating the reported incidents and taking appropriate measures.

Dissemination of Inside Information

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has internal policy and procedures which strictly prohibit unauthorised use of inside information and has communicated to all staff; the Board is aware of its obligations to announce any inside information in accordance with the Listing Rules and conducts the affairs with reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012. In addition, only Directors and delegated officers can act as the Group's spokesperson and respond to external enquiries about the Group's affairs.

Auditor's Remuneration

For the year ended 31 December 2022, an analysis of the remuneration paid or payable to the Company's auditor, Ernst & Young, is set out below:

Items of auditors' services	**Amount (RMB'000)**
Audit services *(Note)*	17,846
Non-audit services — transfer pricing advisory services	849
Non-audit services — tax advisory services	1,470
Non-audit services — internal control review in connection with Boan Biotech's global offering	556
Total	20,721

Note: the amount of audit services fees also included the audit service fees in connection with Boan Biotech's global offering.

The Audit Committee and the Board have agreed on the re-appointment of Ernst & Young as the independent auditor of the Group for 2023 and the proposal will be submitted for approval at the AGM to be held on 25 May 2023.

Company Secretary

Ms. Lee Mei Yi ("Ms. Lee") has been appointed as the company secretary of the Company since 1 December 2020. Ms. Lee is an executive director of the Corporate Services Department of Tricor Services Limited, and she has closely communicated with Ms. Zhu Yuan Yuan, an executive Director of the Company.

During the year 2022, Ms. Lee undertook not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

Communication with Shareholders and Investor Relations

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable shareholders and investors to make the informed investment decisions.

The annual general meeting of the Company provides opportunity for Shareholders to communicate directly with the Directors. The Chairman of the Company, the chairman of each Board Committee of the Company will attend the AGMs to answer Shareholders' questions. The external auditor of the Company will also attend the AGMs to answer questions about the conduct of the audit, the preparation and contents of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website at www.luye.cn, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

The Board has conducted a review of the implementation and effectiveness of the shareholders' communication policy during the year ended 31 December 2022. Having considered the multiple channels of communication as described above in place, it is satisfied that the shareholders' communication policy has been property implemented during the year ended 31 December 2022 and is effective.

Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at Shareholder meetings, including the election of individual directors. All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting.

Convening of Special General Meeting and Putting Forward Proposals

In accordance with the Bye-laws, a special general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings.

Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition.

Shareholders may put forward proposals for consideration at an annual general meeting in accordance with the Companies Act 1981 of Bermuda and the Bye-laws.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

Enquiries to the Board or Proposals at Company's General Meetings

Written enquiries to the Board and proposals at general meetings of the Company may be made at the Company's principal place of business in Hong Kong at Unit 3207, 32/F, Champion Tower, 3 Garden Road, Central, Hong Kong for the attention to the Chairman of the Board. Other enquiries may be made by telephone at (852) 3523 0428 or by fax at (852) 3524 0430.

Change in Constitutional Documents

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers. Accordingly, the Company proposed to amend its Bye-laws (by way of adopting a set of amended and restated Bye-laws in substitution of the then existing Bye-laws) in order to (i) allow a general meeting to be held as an electronic meeting (also referred to as virtual general meeting) or a hybrid meeting; (ii) bringing the Bye-laws in line with amendments made to the Listing Rules and applicable law of Bermuda; and (iii) to make some other housekeeping improvements. Details of the changes were set out in the circular of the Company dated 18 May 2022. The shareholders of the Company approved such amendments in the Company's annual general meeting on 20 June 2022. An up-to-date version of the Company's Bye-laws is also available on the Company's website and Stock Exchange's website.

INDEPENDENT AUDITOR'S REPORT

Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話 : +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Luye Pharma Group Ltd.
(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Luye Pharma Group Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 71 to 188, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Impairment testing of goodwill	
The carrying amount of goodwill as at 31 December 2022 was RMB1,003,371,000. The Group performs its impairment testing of goodwill annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Management's impairment testing is important to our audit because the assessment process is complex and requires significant judgement and estimates on assumptions including growth rate, gross margin and discount rate. The Group's disclosures about impairment testing of goodwill are included in note 2.4 *Summary of significant accounting policies,* note 3 *Significant accounting judgements and estimates* and note 15 *Goodwill*, which specifically explain the accounting policies and management's assumptions and accounting estimates.	We reviewed and tested management's future forecasted cash flows and key assumptions by comparing to the Group's development plan, budget and financial projections and analysis of the industry. We involved our valuation specialist to assist us in evaluating the key valuation parameters such as the discount rate, the growth rate applied and the valuation model with forecasted cash flows.
Capitalisation of development costs	
During the year ended 31 December 2022, expenditure incurred on projects to develop new pharmaceutical products of RMB542,124,000 was capitalised in other intangible assets in the consolidated financial statements. The expenditure on development activities is capitalised when all the criteria mentioned in note 2.4 *Summary of significant accounting policies* were satisfied. Significant management estimation and judgement were required in determining whether the capitalised costs met the capitalisation criteria. The Group's disclosures about the capitalisation of development costs are included in note 2.4 *Summary of significant accounting policies,* note 3 *Significant accounting judgements and estimates* and note 16 *Other intangible assets*, which specifically explain the accounting policies and management's assumptions and accounting estimates.	We evaluated management judgement on the distinction between research and development phase and the satisfaction of capitalisation criteria in comparison to industry practice and the Group's policy. We obtained an understanding of the Group's internal approval process regarding the capitalisation of development costs by conducting interviews with key management members in charge of research, development and commercialisation of various projects. We also examined technical feasibility reports and certifications related to different stages of development activities and reviewed the expenditure documents relevant to separately accounted development costs.

Key audit matter	How our audit addressed the key audit matter
Impairment testing of other intangible assets not yet available for use	
As at 31 December 2022, other intangible assets not yet available for use amounted to RMB1,536,264,000. The Group performs its impairment test for intangible assets not yet available for use on an annual basis. The impairment reviews performed by the Group contained significant judgement and estimates on assumptions including growth rate, profit margin and discount rate. The Group's disclosures on other intangible assets not yet available for use are included in note 2.4 *Summary of significant accounting policies,* note 3 *Significant accounting judgements and estimates* and note 16 *Other intangible assets*, which specifically explain the accounting policies and management's assumptions and accounting estimates.	We checked the key assumptions including the product's projected market share, expected selling price and associated costs to be incurred against industrial analyst commentaries, consensus forecasts of certain therapeutic area and benchmark data for comparable companies where available. We involved our internal valuation specialists to assist us in evaluating the methodologies used in the impairment analysis, in particular discount rate and growth rate.

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the Management Discussion and Analysis of the Annual Report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Chairman's Statement, the Report of Directors and the Corporate Governance Report, which are expected to be made available to us after that date.

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

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

When we read the Chairman's Statement, the Report of Directors and the Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee.

Responsibilities of the directors for the consolidated financial statements

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

Ernst & Young
Certified Public Accountants
Hong Kong
29 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
REVENUE	*5*	**5,981,656**	5,200,226
Cost of sales		**(1,841,140)**	(1,803,486)
Gross profit		**4,140,516**	3,396,740
Other income and gains	*5*	**393,136**	330,690
Selling and distribution expenses		**(1,819,691)**	(1,704,780)
Administrative expenses		**(582,870)**	(570,844)
Other expenses	*6*	**(990,405)**	(1,127,606)
Finance costs	*7*	**(471,755)**	(399,458)
Share of profit of an associate	*17*	**831**	701
PROFIT/(LOSS) BEFORE TAX	*6*	**669,762**	(74,557)
Income tax expense	*10*	**(86,466)**	(70,226)
PROFIT/(LOSS) FOR THE YEAR		**583,296**	(144,783)
Attributable to:			
Owners of the parent		**604,807**	(134,392)
Non-controlling interests		**(21,511)**	(10,391)
		583,296	(144,783)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic (RMB)	*12*	**17.38 cents**	(3.90) cents
Diluted (RMB)	*12*	**17.38 cents**	(3.90) cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
PROFIT/(LOSS) FOR THE YEAR		**583,296**	(144,783)
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Exchange differences:			
Exchange differences on translation of foreign operations		**(8,655)**	(30,534)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods		**(8,655)**	(30,534)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Equity investments designated at fair value through other comprehensive income:			
Changes in fair value		**(3,264)**	6,178
Income tax effect		**346**	(491)
		(2,918)	5,687
Remeasurement on defined benefit plan	*36*	**5,755**	788
Income tax effect		**(557)**	(68)
		5,198	720
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods		**2,280**	6,407
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**(6,375)**	(24,127)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**576,921**	(168,910)
Attributable to:			
Owners of the parent		**598,432**	(158,519)
Non-controlling interests		**(21,511)**	(10,391)
		576,921	(168,910)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**4,255,990**	3,858,491
Advance payments for property, plant and equipment and other intangible assets		**319,829**	390,989
Right-of-use assets	14(a)	**333,307**	344,990
Goodwill	15	**1,003,371**	985,413
Other intangible assets	16	**5,984,684**	5,441,833
Investment in an associate	17	**7,781**	8,659
Long-term receivables		**8,600**	8,380
Equity investments designated at fair value through other comprehensive income	18	**100,952**	95,273
Financial assets at fair value through profit or loss	22	**1,005,351**	478,263
Pledged time deposits	23	**330,000**	440,000
Deferred tax assets	32	**113,947**	133,106
Total non-current assets		**13,463,812**	12,185,397
CURRENT ASSETS			
Inventories	19	**772,939**	746,344
Trade and notes receivables	20	**1,783,686**	1,765,096
Prepayments, other receivables and other assets	21	**1,033,093**	1,039,538
Financial assets at fair value through profit or loss	22	**1,973,824**	2,684,198
Restricted cash	23	**32,003**	31,982
Pledged time deposits	23	**1,619,828**	1,303,395
Time deposits with original maturity of over three months	23	**1,246,700**	387,859
Cash and cash equivalents	23	**2,323,740**	2,438,252
Total current assets		**10,785,813**	10,396,664
CURRENT LIABILITIES			
Trade and notes payables	24	**559,944**	570,890
Other payables and accruals	25	**1,840,118**	1,318,092
Interest-bearing loans and borrowings	26	**5,377,982**	5,263,216
Convertible bonds — debt component	27	**1,461,806**	—
Convertible bonds — embedded derivative instrument	27	**87,705**	—
Government grants	30	**26,449**	31,353
Tax payable		**133,199**	141,142
Dividend payable		**—**	5,500
Total current liabilities		**9,487,203**	7,330,193
NET CURRENT ASSETS		**1,298,610**	3,066,471
TOTAL ASSETS LESS CURRENT LIABILITIES		**14,762,422**	15,251,868

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

31 December 2022

	Notes	**2022** **RMB'000**	2021 RMB'000
NON-CURRENT LIABILITIES			
Convertible bonds	*27*	**–**	1,870,654
Interest-bearing loans and borrowings	*26*	**2,264,731**	2,356,923
Contingent consideration payables	*28*	**–**	334,378
Government grants	*30*	**174,965**	209,387
Employee defined benefit obligation	*36*	**2,015**	6,793
Redemption liabilities on non-controlling interests	*38*	**–**	1,202,818
Deferred tax liabilities	*32*	**56,034**	57,874
Other non-current liabilities	*29*	**1,222,955**	99,138
Total non-current liabilities		**3,720,700**	6,137,965
Net assets		**11,041,722**	9,113,903
EQUITY			
Equity attributable to owners of the parent			
Issued capital	*33*	**456,953**	455,835
Treasury shares	*33*	**(279,558)**	(279,558)
Share premium		**3,076,828**	1,715,981
Equity component of convertible bonds	*27*	**–**	292,398
Reserves	*34*	**6,921,731**	6,303,467
		10,175,954	8,488,123
Non-controlling interests	*37*	**865,768**	625,780
Total equity		**11,041,722**	9,113,903

Mr. Liu Dianbo
Director

Mr. Yang Rongbing
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2022

	Attributable to owners of the parent												
	Issued capital RMB'000 *(note 33)*	Treasury shares RMB'000 *(note 33)*	Share premium account RMB'000	Equity component of convertible bonds RMB'000 *(note 27)*	Safety production reserve* RMB'000 *(note 34)*	Statutory surplus reserve* RMB'000 *(note 34)*	Share award scheme reserve* RMB'000	Retained earnings* RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income* RMB'000	Foreign currency translation reserve* RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2022	455,835	(279,558)	1,715,981	292,398	25,294	1,082,027	193,034	4,979,802	1,916	21,394	8,488,123	625,780	9,113,903
Profit for the year	–	–	–	–	–	–	–	604,807	–	–	604,807	(21,511)	583,296
Other comprehensive income for the year:													
Change in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	–	–	(2,918)	–	(2,918)	–	(2,918)
Exchange differences related to foreign operations	–	–	–	–	–	–	–	–	–	(8,655)	(8,655)	–	(8,655)
Remeasurement on defined benefit plan, net of tax	–	–	–	–	–	–	–	5,198	–	–	5,198	–	5,198
Total comprehensive income for the year	–	–	–	–	–	–	–	610,005	(2,918)	(8,655)	598,432	(21,511)	576,921
Equity-settled share award expense *(note 35)*	–	–	–	–	–	–	19,832	–	–	–	19,832	5,613	25,445
Conversion of convertible bonds *(note 27)*	1,118	–	63,369	(8,176)	–	–	–	–	–	–	56,311	–	56,311
Redemption of convertible bonds *(note 27)*	–	–	140,488	(284,222)	–	–	–	–	–	–	(143,734)	–	(143,734)
Listing of a subsidiary *(note)*	–	–	107,286	–	–	–	–	–	–	–	107,286	70,971	178,257
Redemption rights on non-controlling interests *(note 38)*	–	–	1,240,119	–	–	–	–	–	–	–	1,240,119	–	1,240,119
Transfer to statutory reserves	–	–	–	–	–	74,099	–	(74,099)	–	–	–	–	–
Appropriation to safety production reserve	–		–	–	13,664	–	–	(13,664)	–	–	–	–	–
Safety production reserve used	–	–	–	–	(9,098)	–	–	9,098	–	–	–	–	–
Capital contribution from non-controlling interests *(note 29(iii))*	–	–	634,425	–	–	–	–	–	–	–	634,425	190,575	825,000
Recognition of redemption liabilities *(note 29(iii))*	–	–	(825,000)	–	–	–	–	–	–	–	(825,000)	–	(825,000)
Acquisition of non-controlling interests	–	–	160	–	–	–	–	–	–	–	160	(160)	–
Dividend paid to a non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	–	(5,500)	(5,500)
At 31 December 2022	456,953	(279,558)	3,076,828	–	29,860	1,156,126	212,866	5,511,142	(1,002)	12,739	10,175,954	865,768	11,041,722

Note: On 30 December 2022, the Group's subsidiary, Shandong Boan Biotechnology Co., Ltd. ("Boan Biotech"), was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). 10,694,800 ordinary shares of par value RMB1.00 each were issued at a price of HK$19.8 per share, the proceeds of HK$211,757,040 (equivalent to RMB189,156,000) after deducting issuing expenses of RMB10,899,000 were credited to the share premium account and the non-controlling interests account.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

Year ended 31 December 2022

	Attributable to owners of the parent												
	Issued capital RMB'000 *(note 33)*	Treasury shares RMB'000 *(note 33)*	Share premium account RMB'000	Equity component of convertible bonds RMB'000 *(note 27)*	Safety production reserve* RMB'000 *(note 34)*	Statutory surplus reserve* RMB'000 *(note 34)*	Share award scheme reserve* RMB'000	Retained earnings* RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income* RMB'000	Foreign currency translation reserve* RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2021	417,991	(279,558)	1,042,005	292,398	11,518	1,025,835	149,443	5,183,442	(3,771)	51,928	7,891,231	207,784	8,099,015
Loss for the year	–	–	–	–	–	–	–	(134,392)	–	–	(134,392)	(10,391)	(144,783)
Other comprehensive income for the year:													
Change in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	–	–	5,687	–	5,687	–	5,687
Exchange differences related to foreign operations	–	–	–	–	–	–	–	–	–	(30,534)	(30,534)	–	(30,534)
Remeasurement on defined benefit plan, net of tax	–	–	–	–	–	–	–	720	–	–	720	–	720
Total comprehensive income for the year	–	–	–	–	–	–	–	(133,672)	5,687	(30,534)	(158,519)	(10,391)	(168,910)
Equity-settled share award expense *(note 35)*	–	–	–	–	–	–	43,591	–	–	–	43,591	6,385	49,976
Issue of shares	37,844	–	1,006,633	–	–	–	–	–	–	–	1,044,477	–	1,044,477
Capital contribution from non-controlling shareholders *(note)*	–	–	814,933	–	–	–	–	–	–	–	814,933	415,280	1,230,213
Redemption rights on non-controlling interests *(note 38)*	–	–	(1,135,368)	–	–	–	–	–	–	–	(1,135,368)	–	(1,135,368)
Appropriation to safety production reserve	–	–	–	–	23,781	–	–	(23,781)	–	–	–	–	–
Transfer to statutory reserves	–	–	–	–	–	56,192	–	(56,192)	–	–	–	–	–
Safety production reserve used	–	–	–	–	(10,005)	–	–	10,005	–	–	–	–	–
Exemption of payables	–	–	(12,222)	–	–	–	–	–	–	–	(12,222)	12,222	–
Dividend paid to a non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	–	(5,500)	(5,500)
At 31 December 2021	455,835	(279,558)	1,715,981	292,398	25,294	1,082,027	193,034	4,979,802	1,916	21,394	8,488,123	625,780	9,113,903

Note: During the year ended 31 December 2021, non-controlling shareholders contributed an amount of RMB1,230,213,000 in Boan Biotech.

* *These reserve accounts comprise the consolidated reserves of RMB6,921,731,000 (2021: RMB6,303,467,000) in the consolidated statement of financial position.*

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before tax		**669,762**	(74,557)
Adjustments for:			
Share of profit of an associate	*17*	**(831)**	(701)
Depreciation of property, plant and equipment	*13*	**340,226**	309,211
Depreciation of right-of-use assets	*14(a)*	**26,988**	33,516
Amortisation of other intangible assets	*16*	**304,099**	239,255
Bank interest income		**(88,673)**	(101,996)
Investment income from financial assets at fair value through profit or loss		**(87,430)**	(78,117)
Dividend income from equity investments at fair value through other comprehensive income		**—**	(9,573)
Changes in fair value of financial assets at fair value through profit or loss		**(1,548)**	14,808
Loss/(gain) on disposal of items of property, plant and equipment		**212**	(11,357)
Gain on termination of leases		**(211)**	—
Finance costs	*7*	**471,755**	399,458
Remeasurement of contingent considerations	*28*	**27,305**	57,505
Changes in fair value of redemption liabilities on non-controlling interests	*38*	**37,301**	67,450
Change in fair value of convertible bonds — embedded derivative component	*27*	**45,625**	—
Equity-settled share award expense	*35*	**25,445**	49,976
Write-off of other intangible assets	*16*	**11,468**	—
Defined benefit plan		**407**	(41)
Provision for legal claims	*31*	**14,071**	273,482
		1,795,971	1,168,319
Increase in trade and notes receivables		**(18,767)**	(211,760)
Decrease/(increase) in prepayments, other receivables and other assets		**27,847**	(556,809)
Increase in inventories		**(26,595)**	(134,041)
(Increase)/decrease in restricted cash		**2,827**	5,491
Increase in long-term receivables		**(220)**	(380)
(Increase)/decrease in pledged time deposits		**(311,314)**	106,147
(Decrease)/increase in trade and notes payables		**(10,946)**	43,643
Increase in other payables and accruals		**485,737**	287,926
Decrease in government grants		**(42,466)**	(6,430)
Increase in other non-current liabilities		**213,689**	48,131
Cash generated from operations		**2,115,763**	750,237
Interest paid		**(369,199)**	(297,123)
Income tax paid		**(92,768)**	(270,743)
Net cash flows from operating activities		**1,653,796**	182,371

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		**(655,684)**	(556,199)
Prepayments for right-of-use assets		**(297)**	—
Increase in other intangible assets		**(507,678)**	(985,396)
Purchases of financial assets at fair value through profit or loss		**(2,627,099)**	(3,696,805)
Proceeds from sale of financial assets at fair value through profit or loss		**2,810,010**	1,919,002
Receipts of investment income from financial assets at fair value through profit or loss		**89,481**	68,467
Proceeds from disposal of items of property, plant and equipment		**5,660**	13,770
Receipts of government grants for property, plant and equipment		**3,140**	16,320
Increase in time deposits with original maturity of over three months		**(858,841)**	(278,859)
Increase in pledged time deposits		**—**	(30,977)
Dividend received from an associate		**1,493**	—
Interest received		**81,507**	94,645
Net cash flows used in investing activities		**(1,658,308)**	(3,436,032)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from loans		**6,156,204**	7,155,047
Repayment of loans		**(6,200,669)**	(7,536,692)
Redemption of convertible bonds		**(2,101,228)**	—
Issue of convertible bonds		**1,500,000**	—
Transaction costs for issue of convertible bonds		**(25,366)**	—
Principal portion of lease payments	*42(b)*	**(20,636)**	(24,676)
Decrease/(increase) in pledged time deposits		**104,881**	372,211
Proceeds from initial public offering of a subsidiary		**189,156**	—
Payment for listing expenses of a subsidiary		**(10,610)**	—
Dividend paid to a non-controlling shareholder	*42(b)*	**(11,000)**	—
Advances from a related party	*42(b)*	**10,099**	—
Issue of shares		**—**	1,044,477
Payments for a business combination involving entities under common control	*42(b)*	**(361,683)**	(361,683)
Capital contribution from non-controlling interests		**825,000**	1,230,213
Net cash flows from financing activities		**54,148**	1,878,897
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**49,636**	(1,374,764)
Effect of foreign exchange rate changes, net		**(164,148)**	(52,369)
Cash and cash equivalents at beginning of year	*23*	**2,438,252**	3,865,385
CASH AND CASH EQUIVALENTS AT END OF YEAR	*23*	**2,323,740**	2,438,252

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	*23*	**1,266,472**	2,249,252
Time deposits	*23*	**4,253,796**	2,320,254
		5,520,268	4,569,506
Less:			
Pledged time deposits for bank loans	*23*	**(604,661)**	(727,784)
Current pledged time deposits for notes payable	*23*	**(663,167)**	(527,853)
Current pledged time deposits for letters of credit	*23*	**(66,000)**	(47,758)
Current pledged time deposits for a letter of guarantee	*23*	**(286,000)**	—
Non-current pledged time deposits for notes payable	*23*	**(230,000)**	(200,000)
Non-current pledged time deposits for letters of credit	*23*	**(100,000)**	—
Non-current pledged time deposits to issue a letter of guarantee	*23*	**—**	(240,000)
Non-pledged time deposits with original maturity of over three months when acquired	*23*	**(1,246,700)**	(387,859)
Cash and cash equivalents as stated in the consolidated statements of financial position and the consolidated statements of cash flows	*23*	**2,323,740**	2,438,252

1. Corporate and group information

The Company was incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act on 2 July 2003. It was listed on the Singapore Exchange Securities Trading Limited on 5 May 2004 and has been delisted since 29 November 2012. On 9 July 2014, the Company succeeded in listing on the Stock Exchange.

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company in Hong Kong is located at Suite 3207, Champion Tower, 3 Garden Road, Central, Hong Kong.

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the development, production, marketing and sale of pharmaceutical products.

In the opinion of the directors, the ultimate holding company of the Company is Luye Life Sciences Group Ltd., which is incorporated in Bermuda.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Company	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Luye Pharma Venture Capital	Cayman Islands	US$50,000	100	—	Investment holding
Luye Pharma (USA) Ltd.	United States of America ("USA")	US$1	100	—	Research and development and manufacture and sale of pharmaceutical products
Luye Pharma Hong Kong Limited ("Luye Hong Kong")	Hong Kong	HK$2,328,930,660	—	100	Distribution and sale of pharmaceutical products and investment holding
Luye Pharma Switzerland AG	Switzerland	CHF100,000	—	100	Manufacture and sale of pharmaceutical products
Luye Pharma AG	Germany	EUR209,865	—	100	Distribution and sale of pharmaceutical products
Luye Pharma Ltd.	United Kingdom	GBP1	—	100	Distribution and sale of pharmaceutical products and investment holding
Luye Pharma (Malaysia) Sdn. Bhd.	Malaysia	MYR100,000	—	100	Distribution and sale of pharmaceutical products
Boan Boston LLC	USA	US$1	—	100	Research and development in new antibody drugs at early stage

1. Corporate and group information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

Company	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Yantai Luye Pharma Holdings Co., Ltd.*	People's Republic of China ("PRC")/ Mainland China	US$585,929,100	—	100	Investment holding
Shandong Luye Pharmaceutical Co., Ltd. ("Shandong Luye")**	PRC/Mainland China	RMB2,031,800,000	—	100	Manufacture and sale of pharmaceutical products
Yantai Luye Drugs Trading Co., Ltd. ("Luye Trading")**	PRC/Mainland China	RMB900,000,000	—	100	Distribution and sale of pharmaceutical products
Nanjing Luye Pharmaceutical Co., Ltd. ("Nanjing Luye")**	PRC/Mainland China	RMB1,167,170,000	—	100	Manufacture and sale of pharmaceutical products
Beijing WBL Peking University Biotech Co., Ltd. ("WPU")**	PRC/Mainland China	RMB80,000,000	—	69.55	Manufacture and sale of pharmaceutical products
Sichuan Luye Pharmaceutical Co., Ltd. ("Sichuan Luye")**	PRC/Mainland China	RMB36,100,000	—	100	Manufacture and sale of pharmaceutical products
Chengdu Luye WBL Biopharmaceutical Co., Ltd.**	PRC/Mainland China	RMB100,000,000	—	100	Manufacture and sale of biopharmaceutical products
Boan Biotech**	PRC/Mainland China	RMB509,278,094	—	70.81	Development, manufacture and commercialisation of biologics
Nanjing Boan Biotechnology Co., Ltd.**	PRC/Mainland China	RMB2,000,000	—	70.81	Early stage research and development in new antibody drugs
Nanjing Jimai Biological Technology Co., Ltd.**#	PRC/Mainland China	RMB50,000,000	—	100	Research and development and manufacture and sale of pharmaceutical products
Jiaao Pharmaceutical (Shijiazhuang) Co., Ltd. ("Jiaao Pharma")**	PRC/Mainland China	RMB127,843,401	—	78.22	Research and development and manufacture and sale of pharmaceutical products

* *The entity is a wholly-foreign-owned enterprise established under PRC law.*

** *These entities are limited liability enterprises established under PRC law.*

\# *In June 2022, the Group newly incorporated a 100% owned subsidiary, Jiaao Pharma, with registered share capital of RMB100,000,000. In December 2022, a non-controlling shareholder injected share capital of RMB27,843,401 resulted in the Group's equity interest in this subsidiary decreased from 100% to 78.22%.*

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income, financial assets at fair value through profit or loss, notes receivable, convertible bonds — embedded derivative instrument, redemption liabilities on non-controlling interests and contingent consideration payables, which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in accounting policies and disclosures

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 3	*Reference to the Conceptual Framework*
Amendments to IAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*
Amendments to IAS 37	*Onerous Contracts — Cost of Fulfilling a Contract*
Annual Improvements to IFRS Standards 2018–2020	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41

The nature and the impact of the revised IFRSs that are applicable to the Group are described below:

(a) Amendments to IFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the "Conceptual Framework") issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

(b) Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by IAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

(c) Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

2.2 Changes in accounting policies and disclosures (Continued)

(d) *Annual Improvements to IFRS Standards 2018–2020* sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendment that is applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.3 Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to IFRS 16	*Lease Liability in a Sale and Leaseback*[2]
IFRS 17	*Insurance Contracts*[1]
Amendments to IFRS 17	*Insurance Contracts*[1, 5]
Amendment to IFRS 17	*Initial Application of IFRS 17 and IFRS 9 — Comparative Information*[6]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current* (the "2020 Amendments")[2, 4]
Amendments to IAS 1	*Non-current Liabilities with Covenants* (the "2022 Amendments")[2]
Amendments to IAS 1 and IFRS Practice Statement 2	*Disclosure of Accounting Policies*[1]
Amendments to IAS 8	*Definition of Accounting Estimates*[1]
Amendments to IAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[1]

1 Effective for annual periods beginning on or after 1 January 2023

2 Effective for annual periods beginning on or after 1 January 2024

3 No mandatory effective date yet determined but available for adoption

4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024

5 As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of IFRS 17

Further information about those IFRSs that are expected to be applicable to the Group is described below.

2.3 Issued but not yet effective International Financial Reporting Standards (Continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the IASB issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to IFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 Issued but not yet effective International Financial Reporting Standards (Continued)

Amendments to IAS 12 narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise deferred tax for all temporary differences related to leases at the beginning of the earliest comparative period presented. During the year, the Group has performed a detailed assessment on the impact of amendments to IAS 12. The Group has estimated that it will recognise a deferred tax asset of RMB242,000 for deductible temporary differences associated with lease liabilities and a deferred tax liability of RMB7,408,000 for taxable temporary differences associated with right-of-use assets, and recognise the cumulative effect of initially applying the amendments as an adjustment to retained profits at 1 January 2022.

2.4 Summary of significant accounting policies

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 Summary of significant accounting policies (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date through fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4 Summary of significant accounting policies (Continued)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures equity investments and wealth management products investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 Summary of significant accounting policies (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 Summary of significant accounting policies (Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 Summary of significant accounting policies (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	10 to 40 years
Machinery and equipment	5 to 15 years
Motor vehicles	5 to 10 years
Computer and office equipment	3 to 15 years
Leasehold improvements	2 to 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings under construction, and machinery and equipment under installation, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 Summary of significant accounting policies (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets not yet available for use are tested for impairment annually either individually or at the cash-generating unit level, irrespective of whether there is any indication that they may be impaired. Such intangible assets are not amortised.

Intangible assets are amortised on the straight-line basis over the following useful economic lives:

Licences and trademarks	8 to 10 years
Patents and technology know-how	5 to 30 years
Software	2 to 10 years
Distribution right	30 years

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production. During the period of development, the deferred development costs are tested for impairment annually.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	20 to 60 years
Buildings	1.5 to 5 years
Motor vehicles	2 to 3 years
Plant and machinery	1.5 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing loans and borrowings.

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) *Short-term leases*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment and buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 Summary of significant accounting policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4 Summary of significant accounting policies (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 Summary of significant accounting policies (Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 180 days past due. The Group has rebutted the 90 days past due presumption of default based on reasonable and supportable information, including the Group's credit risk control practices and the historical recovery rate of financial assets over 90 days past due. However, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk of debt investments since origination, the allowance will be based on the lifetime ECL.

2.4 Summary of significant accounting policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, accruals, derivative financial instruments and interest-bearing loans and borrowings.

2.4 Summary of significant accounting policies (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long-term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

2.4 Summary of significant accounting policies (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Convertible bonds (Continued)

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 Summary of significant accounting policies (Continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 Summary of significant accounting policies (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4 Summary of significant accounting policies (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) *Sale of products*

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on acceptance of the goods.

(b) *Sale of product know-how*

Revenue from the sale of product know-how is recognised at the point in time when the control of the product know-how is transferred to the customer, generally on acceptance of the product know-how.

(c) *Provision of research and development services*

Certain of the revenues from the provision of research and development services are recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group. Certain of the revenues from the provision of research and development services are recognised at a point in time when the Group transfers the control for services/deliverables at a point in time generally upon finalisation, delivery and acceptance of the services/deliverables.

2.4 Summary of significant accounting policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(d) *Out-licensing agreements*

The Group grant commercialisation licenses or intellectual property licenses of certain products. Revenue is recognised at the point in time when the control of the license is transferred to the customer. The consideration for license comprises fixed element and variable elements. The variable elements are included in the transaction price when the Group can conclude that it is highly probable there will not be a significant reversal of revenue.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Share-based payments

The Group operates share award schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 35 to the financial statements.

2.4 Summary of significant accounting policies (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding shares is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

Contributions made to the government retirement benefit fund under defined contribution retirement plans are charged to the statement of profit or loss as incurred.

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations.

The Group makes contributions to the Central Provident Fund (the "CPF") Scheme in Singapore, a defined contribution pension scheme, for its employees in Singapore.

2.4 Summary of significant accounting policies (Continued)

Other employee benefits (Continued)

Pension schemes (Continued)

The subsidiaries established and operated in Mainland China are required to provide certain staff pension benefits to their employees under existing regulations of the PRC (the "PRC Pension Scheme"). Pension scheme contributions are provided at rates stipulated by PRC regulations and are made to a pension fund managed by government agencies, which are responsible for administering the contributions for the subsidiaries' employees. The Group's employer contributions to the CPF and the PRC Pension Scheme vest fully with the employees upon the contributions are made and hence no forfeited contributions arise when the employees leave the respective scheme.

Defined benefit plan

The Group operates a defined benefit pension plan in Switzerland, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under "cost of sales", "selling and distribution expenses" and "administrative expenses" in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- net interest expense or income

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 Summary of significant accounting policies (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in RMB, which the Company adopted as the presentation currency of the Group because the Group's principal operations are carried out in Mainland China. The functional currency of the Company is the United States dollar ("US$") and certain subsidiaries incorporated outside Mainland China use Singapore dollar ("SG$"), Hong Kong dollar ("HK$"), Malaysian Ringgit ("MYR"), Australian dollar ("AU$"), Great Britain Pound ("GBP") and Euro ("EUR") as their functional currencies. The functional currency of the subsidiaries established in Mainland China is RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the non-Mainland China established subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

2.4 Summary of significant accounting policies (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated as a separate component of equity until the disposal of the respective foreign operation entities. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of the non- Mainland China established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the non- Mainland China established companies which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. Significant accounting judgements and estimates

The preparation of the Group's financial statements requires management to make significant judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Research and development costs

All research costs are charged to profit or loss as incurred. Expenditure incurred on projects to develop new products is capitalised and deferred in accordance with the accounting policy for research and development costs in note 2.4 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions and judgements regarding to technical feasibility of completing the intangible asset, future economic benefits and so forth.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

3. Significant accounting judgements and estimates (Continued)

Judgements (Continued)

Significant judgement in determining the lease term of contracts with renewal options (Continued)

The Group includes the renewal period as part of the lease term for leases of laboratory and machinery and equipment due to the significance of these assets to its operations. These leases have a short non-cancellable period (i.e., one and a half to five years) and there will be a significant negative effect on production if a replacement is not readily available.

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2022 was RMB1,003,371,000 (2021: RMB985,413,000). Further details are given in note 15 to the financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on ageing for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. Significant accounting judgements and estimates (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the financial statements.

Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made for those identified obsolete and slow-moving inventories and inventories with a carrying amount higher than net realisable value. The assessment of the provision required involves management's judgement and estimates on which are influenced by assumptions concerning future sales and usage and judgements in determining the appropriate level of inventory provisions against identified surplus or obsolete items. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying amounts of inventories and the write-down/write-back of inventories in the period in which such estimate has been changed.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2022 was RMB3,055,779,000 (2021: RMB2,378,503,000). Further details are contained in note 32 to the consolidated financial statements.

Income tax

The Group is subject to income taxes in various regions. As a result, certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies are required in determining the provision for corporate income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the corporate income tax and tax provisions over the period in which the differences are realised.

Valuation of the embedded derivative component of convertible bonds

The fair value for the embedded derivative component in convertible bonds is established by using valuation techniques. The valuation model is sensitive to changes in certain key inputs including volatility of share prices and risk-free rate that require significant management estimates. Any changes in the estimates and assumptions will affect the fair values of the embedded derivatives in convertible bonds. The carrying amount of embedded derivative component is disclosed in note 27 to the financial statements.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. Operating segment information

The Group manages its businesses by type of products. The Group's chief operating decision maker is the Chief Executive Officer, who reviews the revenue from and results of the major type of products sold for the purpose of resource allocation and assessment of segment performance. Segment results are evaluated based on gross profit less selling expenses allocated. No analysis of the Group's assets and liabilities by operating segment is disclosed as it is not regularly provided to the chief operating decision maker for review.

Year ended 31 December 2022

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Segment revenue *(note 5)*						
Sale of products	1,518,174	1,522,370	632,356	1,213,880	172,518	5,059,298
Sale of product know-how	400,000	–	–	–	–	400,000
Provision of research and development services	48,423	13,348	–	12,419	12,499	86,689
Out-licensing agreements	339,244	–	–	96,425	–	435,669
Total revenue	2,305,841	1,535,718	632,356	1,322,724	185,017	5,981,656
Segment results	1,254,227	472,061	139,652	393,644	61,241	2,320,825
Other income and gains						393,136
Administrative expenses						(582,870)
Other expenses						(990,405)
Finance costs						(471,755)
Share of profit of an associate						831
Profit before tax						669,762

4. Operating segment information (Continued)

Year ended 31 December 2021

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Segment revenue *(note 5)*						
Sale of products	1,057,492	1,361,310	898,455	1,172,808	136,605	4,626,670
Sale of product know-how	339,938	65,970	—	74,092	—	480,000
Provision of research and development services	16,691	—	—	851	—	17,542
Out-licensing agreements	—	—	—	76,014	—	76,014
Total revenue	1,414,121	1,427,280	898,455	1,323,765	136,605	5,200,226
Segment results	690,627	408,935	93,307	469,668	29,423	1,691,960
Other income and gains						330,690
Administrative expenses						(570,844)
Other expenses						(1,127,606)
Finance costs						(399,458)
Share of profit of an associate						701
Loss before tax						(74,557)

4. Operating segment information (Continued)

Geographical information

(a) Revenue from external customers

	2022 RMB'000	2021 RMB'000
Mainland China	**5,031,164**	4,237,528
Asia (other than Mainland China)	**342,473**	443,848
European Union	**309,171**	244,075
Other countries	**298,848**	274,775
Total	**5,981,656**	5,200,226

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	2022 RMB'000	2021 RMB'000
Mainland China	**8,094,590**	7,249,923
Hong Kong	**2,434,740**	2,316,255
European Union	**1,321,291**	1,328,489
Other countries	**54,341**	135,708
Total	**11,904,962**	11,030,375

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about a major customer
No revenue from the Group's sales to a single customer accounted for 10% or more of the Group's revenue during the years ended 31 December 2022 and 2021.

5. Revenue, other income and gains

An analysis of revenue is as follows:

	2022 RMB'000	2021 RMB'000
Revenue from contracts with customers	**5,981,656**	5,200,226

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2022

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Types of goods or services						
Sale of products	1,518,174	1,522,370	632,356	1,213,880	172,518	5,059,298
Sale of product know-how	400,000	–	–	–	–	400,000
Provision of research and development services	48,423	13,348	–	12,419	12,499	86,689
Out-licensing agreements	339,244	–	–	96,425	–	435,669
Total revenue from contracts with customers	2,305,841	1,535,718	632,356	1,322,724	185,017	5,981,656
Geographical markets						
Mainland China	2,305,841	1,523,922	627,240	396,662	177,499	5,031,164
Asia (other than Mainland China)	–	11,796	2,427	327,514	736	342,473
European Union	–	–	2,689	306,482	–	309,171
Other countries	–	–	–	292,066	6,782	298,848
Total revenue from contracts with customers	2,305,841	1,535,718	632,356	1,322,724	185,017	5,981,656
Timing of revenue recognition						
Transferred at a point in time	2,257,418	1,522,370	632,356	1,310,305	172,518	5,894,967
Transferred over time	48,423	13,348	–	12,419	12,499	86,689
Total revenue from contracts with customers	2,305,841	1,535,718	632,356	1,322,724	185,017	5,981,656

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 31 December 2021

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Types of goods or services						
Sale of products	1,057,492	1,361,310	898,455	1,172,808	136,605	4,626,670
Sale of product know-how	339,938	65,970	—	74,092	—	480,000
Provision of research and development services	16,691	—	—	851	—	17,542
Out-licensing agreements	—	—	—	76,014	—	76,014
Total revenue from contracts with customers	1,414,121	1,427,280	898,455	1,323,765	136,605	5,200,226
Geographical markets						
Mainland China	1,414,121	1,411,110	894,424	399,366	118,507	4,237,528
Asia (other than Mainland China)	—	16,170	2,887	423,999	792	443,848
European Union	—	—	986	243,089	—	244,075
Other countries	—	—	158	257,311	17,306	274,775
Total revenue from contracts with customers	1,414,121	1,427,280	898,455	1,323,765	136,605	5,200,226
Timing of revenue recognition						
Transferred at a point in time	1,397,430	1,427,280	898,455	1,322,914	136,605	5,182,684
Transferred over time	16,691	—	—	851	—	17,542
Total revenue from contracts with customers	1,414,121	1,427,280	898,455	1,323,765	136,605	5,200,226

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2022 RMB'000	2021 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of products	**39,640**	67,021

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of products

The performance obligation is satisfied upon acceptance of the goods and payment is generally due within one month to three months, extending up to six months for major customers.

Sale of product know-how

The performance obligation is satisfied upon acceptance of the product know-how and payment is generally within one year.

Provision of research and development services

Certain performance obligation is satisfied over time as services are rendered and payment is generally due within six months from the date of billing. Certain performance obligation is satisfied upon finalisation, delivery and acceptance of the services/deliverables and payment of the goods and payment is generally due within 30 days from the date of billing.

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)

Out-licensing agreements

The performance obligation is satisfied upon granting the license and payment is generally due within 30 days from the date of billing.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2022 RMB'000	2021 RMB'000
Amounts expected to be recognised as revenue:		
Within one year	**46,376**	39,640
After one year	**209,475**	—
	255,851	39,640

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to a supply arrangement. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

	2022 RMB'000	2021 RMB'000
Other income and gains		
Bank interest income	**88,673**	101,996
Government grants	**87,331**	118,328
Investment income from financial assets at fair value through profit or loss	**87,430**	78,117
Changes in fair value of financial assets at fair value through profit or loss	**1,548**	—
Dividend income from equity investments at fair value through other comprehensive income	**—**	9,573
Foreign exchange gain, net	**106,198**	—
Lease and property management service income	**12,259**	1,592
Gain on termination of leases	**211**	—
Gain on disposal of items of property, plant and equipment	**—**	11,357
Others	**9,486**	9,727
	393,136	330,690

6. Profit/(loss) before tax

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

	Notes	2022 RMB'000	2021 RMB'000
Cost of inventories sold		**1,762,326**	1,785,944
Cost of services provided		**78,814**	17,542
Depreciation of items of property, plant and equipment	*13*	**340,226**	309,211
Depreciation of right-of-use assets	*14(a)*	**26,988**	33,516
Amortisation of other intangible assets*	*16*	**304,099**	239,255
Write-off of other intangible assets	*16*	**11,468**	—
Write-down of inventories to net realizable value**		**15,249**	18,421
Impairment of trade receivables, net	*20*	**839**	(519)
Lease payments not included in the measurement of lease liabilities	*14(c)*	**20,019**	14,931
Auditor's remuneration		**12,246**	10,648
Listing expenses of a subsidiary		**43,138**	2,371
Bank interest income		**(88,673)**	(101,996)
Government grants		**(87,331)**	(118,328)
Investment income from financial assets at fair value through profit or loss		**(87,430)**	(78,117)
Foreign exchange gain, net		**(106,198)**	—

6. Profit/(loss) before tax (Continued)

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

	Notes	2022 RMB'000	2021 RMB'000
Employee benefit expenses (excluding directors' and chief executive's remuneration *(note 8)*):			
Wages and salaries		**691,394**	719,797
Pension scheme contributions***		**148,794**	148,599
Pension plan costs (defined benefit plan)		**2,247**	1,552
Central Provident Fund in Singapore***		**2,884**	2,408
Staff welfare expenses		**51,545**	49,770
Equity-settled share award expense		**25,445**	49,976
		922,309	972,102
Other expenses:			
Research and development costs		**857,337**	683,156
Foreign exchange loss, net		**—**	24,091
Donation		**2,082**	1,130
Remeasurement of contingent considerations	*28*	**27,305**	57,505
Fair value adjustment of redemption liabilities on non-controlling interests	*38*	**37,301**	67,450
Changes in fair value of financial assets at fair value through profit or loss		**—**	14,808
Change in fair value of convertible bonds — embedded derivative component	*27*	**45,625**	—
Provision for legal claims	*31*	**14,071**	273,482
Loss on disposal of items of property, plant and equipment		**212**	—
Others		**6,472**	5,984
		990,405	1,127,606

* *The amortisation of licences and trademarks, the amortisation of distribution right and the amortisation of patents and technology know-how are included in "Cost of sales" and "Other expenses" in the consolidated statement of profit or loss. The amortisation of software is included in "Administrative expenses" and "Other expenses" in the consolidated statement of profit or loss.*

** *The write-down of inventories to net realisable value is included in "Cost of sales" in the consolidated statement of profit or loss.*

*** *There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.*

7. Finance costs

An analysis of finance costs is as follows:

	2022 RMB'000	2021 RMB'000
Interest on bank and other loans (including convertible bonds)	**396,278**	355,300
Interest on discounted notes receivable	**37,284**	33,046
Interest on discounted letters of credit	**6,450**	9,434
Interest on lease liabilities	**1,491**	1,678
Interest on redemption liabilities	**30,252**	—
	471,755	399,458

8. Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Group	
	2022 RMB'000	2021 RMB'000
Fees	**1,341**	1,295
Other emoluments:		
Salaries, allowances and benefits in kind	**7,379**	6,998
Performance related bonuses	**1,206**	2,050
Equity-settled share award expense	**—**	103
Pension scheme contributions	**292**	248
	8,877	9,399
	10,218	10,694

In prior years, certain directors were granted shares, in respect of their services to the Group, under the share award scheme of the Company, further details of which are set out in note 35 to the financial statements. The fair value of the shares granted, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

8. Directors' and chief executive's remuneration (Continued)

Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2022 RMB'000	2021 RMB'000
Leung Man Kit	309	299
Choy Sze Chung Jojo	258	249
Lo Yuk Lam	258	249
Zhang Hua Qiao	258	249
	1,083	1,046

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

Executive directors, non-executive directors and the chief executive

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Pension scheme contributions RMB'000	Equity-settled share award expense RMB'000	Total remuneration RMB'000
2022						
Executive directors:						
Liu Dian Bo	–	3,087	–	75	–	3,162
Yang Rong Bing	–	2,260	529	78	–	2,867
Yuan Hui Xian	–	978	487	–	–	1,465
Zhu Yuan Yuan	–	1,054	190	139	–	1,383
	–	7,379	1,206	292	–	8,877
Non-executive director:						
Sun Xin	–	–	–	–	–	–
Song Rui Lin	258	–	–	–	–	258
	258	–	–	–	–	258
	258	7,379	1,206	292	–	9,135

8. Directors' and chief executive's remuneration (Continued)

Executive directors, non-executive directors and the chief executive (Continued)

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Pension scheme contributions RMB'000	Equity-settled share award expense RMB'000	Total remuneration RMB'000
2021						
Executive directors:						
Liu Dian Bo	—	3,004	960	68	—	4,032
Yang Rong Bing	—	2,260	610	58	—	2,928
Yuan Hui Xian	—	978	300	—	—	1,278
Zhu Yuan Yuan	—	756	180	122	—	1,058
	—	6,998	2,050	248	—	9,296
Non-executive director:						
Sun Xin	—	—	—	—	—	—
Song Rui Lin	249	—	—	—	103	352
	249	—	—	—	103	352
	249	6,998	2,050	248	103	9,648

Liu Dian Bo is also the chief executive of the Group.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

The directors did not receive any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2021: Nil).

9. Five highest paid employees

The five highest paid employees of the Group during the year included two directors (2021: one director), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2021: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2022 **RMB'000**	2021 RMB'000
Salaries, allowances and benefits in kind	**7,691**	11,760
Performance related bonuses	**1,589**	1,064
Equity-settled share award expense	**7,268**	11,654
Pension scheme contributions	**303**	290
	16,851	24,768

The number of the non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees **2022**	2021
HK$3,500,001 to HK$4,000,000	**1**	—
HK$4,000,001 to HK$4,500,000	**—**	1
HK$6,000,001 to HK$6,500,000	**—**	1
HK$7,500,001 to HK$8,000,000	**1**	—
HK$8,000,001 to HK$8,500,000	**1**	—
HK$9,000,001 to HK$9,500,000	**—**	1
HK$9,500,001 to HK$10,000,000	**—**	1
	3	4

In prior years, shares were granted to non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 35 to the financial statements. The fair value of such shares, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

10. Income tax

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

Pursuant to the rules and regulations of Bermuda, the British Virgin Islands and the Cayman Islands, the Group is not subject to any income tax in these jurisdictions.

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for a subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK$2,000,000 (2021: HK$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (2021: 16.5%).

Pursuant to the rules and regulations of Singapore, Malaysia, Switzerland, Germany, United Kingdom and Australia, the Group is subject to 17%, 24%, 13%, 29.125%, 19% and 30% of their taxable income, respectively.

Pursuant to the rules and regulations of the USA, the Group is subject to federal statutory tax at the rate of 21% (2021: 21%) of taxable income. No provision for income tax has been made as the Group did not generate any taxable income in the USA (2021: Nil) during the year.

The provision for Mainland China current income tax is based on the statutory rate of 25% of the assessable profits of certain PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008, except for certain subsidiaries of the Group in Mainland China which are granted tax concession and are taxed at preferential tax rates.

Shandong Luye, Nanjing Luye, WPU and Sichuan Luye are qualified as High and New Technology Enterprises and were entitled to a preferential income tax rate of 15% (2021: 15%) during the year. Boan Biotech is qualified as a High and New Technology Enterprise during the year and was entitled to a preferential income tax rate of 15% in 2022 (2021: 25%).

	2022 **RMB'000**	2021 RMB'000
Current tax:		
Charge for the year	**102,776**	105,066
Overprovision in prior years	**(32,597)**	(897)
Deferred tax *(note 32)*	**16,287**	(33,943)
Total tax charge for the year	**86,466**	70,226

10. Income tax (Continued)

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rate in Mainland China to the tax expense at the effective tax rate is as follows:

	2022 RMB'000	2021 RMB'000
Profit/(loss) before tax	**669,762**	(74,557)
At the PRC's statutory income tax rate of 25%	**167,441**	(18,639)
Effect of tax rate differences in other jurisdictions	**46,318**	66,133
Effect of preferential income tax rates applicable to subsidiaries	**(80,186)**	(45,328)
Additional deductible allowance for research and development expenses	**(124,907)**	(123,624)
Adjustments in respect of current tax of previous years	**(32,597)**	(897)
Effect of non-deductible expenses	**32,075**	92,787
Deemed income subject to tax	**1,132**	13,369
Income not subject to tax	**(41,180)**	(46,165)
Tax losses utilised from previous years	**(24,956)**	(4,074)
Tax losses not recognised	**142,658**	136,509
Effect of withholding tax at 10% on the interest expense of the Group's PRC subsidiaries to be paid	**668**	155
Tax charge at the Group's effective rate	**86,466**	70,226

The effective tax rate of the Group for the year was 12.9% (2021: –94.2%).

11. Dividends

No interim or final dividends were declared by the Company during the year ended 31 December 2022 (2021: Nil).

12. Earnings/(loss) per share attributable to ordinary equity holders of the parent

The calculation of the basic earnings/(loss) per share amount is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 3,480,852,775 (2021: 3,445,431,364) in issue during the year. The number of shares for the current period has been arrived at after eliminating the shares of the Company held under the share award scheme and shares issued.

No adjustment has been made to the basic earnings/(loss) per share amounts presented for the years ended 31 December 2022 and 2021 in respect of a dilution as the impact of the convertible bonds outstanding and share award scheme had an anti-dilutive effect on the basic earnings/(loss) per share amounts presented.

13. Property, plant and equipment

	Buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Computer and office equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2022							
At 1 January 2022:							
Cost	1,601,924	2,841,179	21,619	167,957	40,260	832,929	5,505,868
Accumulated depreciation and impairment	(353,640)	(1,155,999)	(15,049)	(106,580)	(16,109)	–	(1,647,377)
Net carrying amount	1,248,284	1,685,180	6,570	61,377	24,151	832,929	3,858,491
At 1 January 2022, net of accumulated depreciation and impairment	1,248,284	1,685,180	6,570	61,377	24,151	832,929	3,858,491
Additions	1,909	131,754	1,741	5,607	–	596,949	737,960
Depreciation provided during the year	(51,821)	(265,105)	(1,611)	(15,901)	(5,788)	–	(340,226)
Transfers	99,394	245,474	–	181	3,586	(348,635)	–
Disposals	–	(5,735)	(56)	(62)	(19)	–	(5,872)
Exchange realignment	2,511	2,859	11	254	2	–	5,637
At 31 December 2022, net of accumulated depreciation and impairment	1,300,277	1,794,427	6,655	51,456	21,932	1,081,243	4,255,990
At 31 December 2022:							
Cost	1,707,252	3,214,933	21,598	171,447	43,933	1,081,243	6,240,406
Accumulated depreciation and impairment	(406,975)	(1,420,506)	(14,943)	(119,991)	(22,001)	–	(1,984,416)
Net carrying amount	1,300,277	1,794,427	6,655	51,456	21,932	1,081,243	4,255,990

13. Property, plant and equipment (Continued)

	Buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Computer and office equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2021							
At 1 January 2021:							
Cost	1,455,418	2,539,854	21,266	156,604	25,399	864,861	5,063,402
Accumulated depreciation and impairment	(306,379)	(961,747)	(13,673)	(92,450)	(11,455)	—	(1,385,704)
Net carrying amount	1,149,039	1,578,107	7,593	64,154	13,944	864,861	3,677,698
At 1 January 2021, net of accumulated depreciation and impairment	1,149,039	1,578,107	7,593	64,154	13,944	864,861	3,677,698
Additions	54,249	122,128	911	11,806	2,816	327,000	518,910
Depreciation provided during the year	(53,406)	(231,975)	(1,877)	(16,955)	(4,998)	—	(309,211)
Transfers	108,102	234,892	—	3,689	12,249	(358,932)	—
Disposals	(541)	(6,848)	(14)	(375)	(135)	—	(7,913)
Exchange realignment	(9,159)	(11,124)	(43)	(942)	275	—	(20,993)
At 31 December 2021, net of accumulated depreciation and impairment	1,248,284	1,685,180	6,570	61,377	24,151	832,929	3,858,491
At 31 December 2021:							
Cost	1,601,924	2,841,179	21,619	167,957	40,260	832,929	5,505,868
Accumulated depreciation and impairment	(353,640)	(1,155,999)	(15,049)	(106,580)	(16,109)	—	(1,647,377)
Net carrying amount	1,248,284	1,685,180	6,570	61,377	24,151	832,929	3,858,491

13. Property, plant and equipment (Continued)

As at 31 December 2022, the Group was applying for the certificates of ownership for certain properties with a net book value of RMB106,018,000 (2021: RMB107,386,000). The directors of the Company are of the opinion that the use of the properties and the conduct of operating activities at those properties referred to above are not affected by the fact the Group had not yet obtained the relevant property title certificates. The Group is not able to assign, transfer or mortgage these assets until these certificates are obtained.

At 31 December 2022, certain of the Group's property, plant and equipment with a net carrying amount of approximately RMB390,749,000 (2021: RMB557,809,000) were pledged to secure bank loans (note 26).

14. Leases

The Group has lease contracts for various items of buildings, plant and machinery and motor vehicles used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 20 to 60 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings, plant and machinery generally have lease terms between 1.5 and 5 years, while motor vehicles generally have lease terms between 2 and 3 years. Other equipment generally has lease terms of 12 months or less. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Leasehold land RMB'000	Buildings RMB'000	Motor vehicles RMB'000	Plant and machinery RMB'000	Total RMB'000
As at 1 January 2021	315,998	20,231	321	1410	337,960
Additions	—	30,695	—	8,466	39,161
Depreciation charge	(10,252)	(18,850)	(117)	(4,297)	(33,516)
Exchange realignment	—	1,426	(26)	(15)	1,385
As at 31 December 2021 and 1 January 2022	305,746	33,502	178	5,564	344,990
Additions	297	33,580	—	2,271	36,148
Depreciation charge	(9,332)	(13,566)	(114)	(3,976)	(26,988)
Reduction as a result of termination of leases	—	(21,690)	—	—	(21,690)
Exchange realignment	—	775	5	67	847
As at 31 December 2022	296,711	32,601	69	3,926	333,307

As at 31 December 2022, the Group's right-of-use assets with a carrying value of RMB4,313,000 (2021: RMB5,386,000) were pledged to secure the bank loans (note 26).

14. Leases (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the year are as follows:

	2022 RMB'000	2021 RMB'000
Carrying amount at 1 January	41,950	24,742
New leases	35,851	39,161
Accretion of interest recognised during the year	1,491	1,678
Payments	(22,127)	(26,354)
Reduction as a result of termination of leases	(21,901)	—
Exchange realignment	3,227	2,723
Carrying amount at 31 December	38,491	41,950
Analysed into:		
Current portion	15,254	22,745
Non-current portion	23,237	19,205

The maturity analysis of lease liabilities is disclosed in note 44 to the financial statements.

The Group has applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain buildings during the year.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2022 RMB'000	2021 RMB'000
Interest on lease liabilities	1,491	1,678
Depreciation charge of right-of-use assets	26,988	33,516
Expense relating to short-term leases (included in cost of sales, selling and distribution expenses administrative expenses and other expenses)	20,019	14,931
Gain on termination of leases	(211)	—
Total amount recognised in profit or loss	48,287	50,125

(d) The total cash outflow for leases is disclosed in note 41(c) to the financial statements.

15. Goodwill

	2022 RMB'000	2021 RMB'000
Carrying amount at 1 January	**985,413**	1,056,583
Exchange realignment	**17,958**	(71,170)
Carrying amount at 31 December	**1,003,371**	985,413

There was no impairment charge made against goodwill for the year (2021: Nil).

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to seven individual cash-generating units for impairment testing:

(a) CMNa cash-generating unit ("CMNa unit"), which relates to CMNa, one of the Group's key products;

(b) Pharmaceutical products other than the CMNa cash-generating unit ("Other products unit"), which relates to Maitongna and Lutingnuo, of which Maitongna is one of the Group's key products;

(c) Solid Success Group cash-generating unit ("SSL unit"), which relates to Lipusu and Tiandixin, of which Lipusu is one of the Group's key products;

(d) Luye Pharma (Singapore) Pte. Ltd. ("LPPL") cash-generating unit ("LPPL unit"), which relates to HypoCol;

(e) WPU cash-generating unit ("WPU unit"), which relates to Xuezhikang, one of the Group's key products;

(f) Sichuan Luye cash-generating unit ("SL unit"), which relates to Bei Xi, one of the Group's key products; and

(g) Europe cash-generating unit ("EU unit"), which relates to products of advanced transdermal drug delivery systems, one of the key products of the Group.

15. Goodwill (Continued)

Impairment testing of goodwill (Continued)

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	2022 RMB'000	2021 RMB'000
CMNa unit	**38,444**	38,444
Other products unit	**5,954**	5,954
SSL unit	**114,185**	114,185
LPPL unit	**7,353**	7,353
WPU unit	**22,276**	22,276
SL unit	**159,144**	159,144
EU unit	**656,015**	638,057
	1,003,371	985,413

The recoverable amounts of the cash-generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period for the EU unit and other units. The pre-tax discount rates applied to cash flow projections were 12.2% (2021: 13.3%) for the EU unit and 14% (2021: 15%) for other units. The growth rates used to extrapolate the cash flows of the EU unit and other units beyond the five-year period were 2% (2021: 2%) and 3% (2021: 3%), respectively.

Key assumptions used in the value-in-use calculation

The calculation of value in use is based on assumptions of the following:

- Gross margins and operating expenses
- Discount rates
- Growth rates

Gross margins and operating expenses — Gross margins are based on the average gross margins achieved in the year immediately before the budget year and are increased over the budget period for anticipated efficiency improvements. Estimates on operating expenses reflect past experience and management's commitment to maintain them at an acceptable level.

Discount rates — the rates reflect management's estimate of the risks specific to each of the units.

Growth rates — the rates are based on published industry research.

The values assigned to the key assumptions on gross margins and operating expenses, discount rates and growth rates are consistent with management's past experience and external information sources.

16. Other intangible assets

	Licences and trademarks RMB'000	Patents and technology know-how RMB'000	Software RMB'000	Deferred development costs RMB'000	Distribution right RMB'000	Total RMB'000
31 December 2022						
At 1 January 2022:						
Cost	41,974	2,511,248	61,604	1,361,999	2,600,130	6,576,955
Accumulated amortisation	(41,971)	(790,748)	(18,527)	–	(283,876)	(1,135,122)
Net carrying amount	3	1,720,500	43,077	1,361,999	2,316,254	5,441,833
Cost at 1 January 2022, net of accumulated amortisation	3	1,720,500	43,077	1,361,999	2,316,254	5,441,833
Additions	14,295	32	1,385	542,124	–	557,836
Amortisation provided during the year	–	(204,032)	(7,857)	–	(92,210)	(304,099)
Transfers	–	371,983	–	(371,983)	–	–
Write-off	–	(11,468)	–	–	–	(11,468)
Exchange realignment	–	85,711	72	4,124	210,675	300,582
At 31 December 2022	14,298	1,962,726	36,677	1,536,264	2,434,719	5,984,684
At 31 December 2022:						
Cost	14,298	2,893,367	61,570	1,536,264	2,864,375	7,369,874
Accumulated amortisation	–	(930,641)	(24,893)	–	(429,656)	(1,385,190)
Net carrying amount	14,298	1,962,726	36,677	1,536,264	2,434,719	5,984,684

16. Other intangible assets (Continued)

	Licences and trademarks RMB'000	Patents and technology know-how RMB'000	Software RMB'000	Deferred development costs RMB'000	Distribution right RMB'000	Total RMB'000
31 December 2021						
At 1 January 2021:						
Cost	41,971	1,993,060	51,980	1,005,396	2,683,722	5,776,129
Accumulated amortisation	(38,066)	(712,039)	(32,207)	—	(223,813)	(1,006,125)
Net carrying amount	3,905	1,281,021	19,773	1,005,396	2,459,909	4,770,004
Cost at 1 January 2021, net of accumulated amortisation	3,905	1,281,021	19,773	1,005,396	2,459,909	4,770,004
Additions	3	205,665	28,463	793,250	—	1,027,381
Amortisation provided during the year	(3,905)	(141,919)	(4,986)	—	(88,445)	(239,255)
Transfers	—	416,383	—	(416,383)	—	—
Exchange realignment	—	(40,650)	(173)	(20,264)	(55,210)	(116,297)
At 31 December 2021	3	1,720,500	43,077	1,361,999	2,316,254	5,441,833
At 31 December 2021:						
Cost	41,974	2,511,248	61,604	1,361,999	2,600,130	6,576,955
Accumulated amortisation	(41,971)	(790,748)	(18,527)	—	(283,876)	(1,135,122)
Net carrying amount	3	1,720,500	43,077	1,361,999	2,316,254	5,441,833

16. Other intangible assets (Continued)

Impairment testing of deferred development costs

The intangible assets of the Group include the deferred development costs which are the expenditure incurred in the development phase of each project. The management of the Company tests the deferred development costs which are not yet available for use for impairment at least annually, and whenever there is an indication that the unit may be impaired, by comparing their carrying amounts with their recoverable amounts.

The recoverable amounts of deferred development costs have been determined based on a value in use calculation using cash flow projections which are based on financial forecast approved by the management of the Company. The discount rate applied to the cash flow projections is 14.0% (2021: 15.0%), which is determined by reference to the average rates for research and development projects in progress with similar business risk and after taking into account the risk premium in connection with the related research and development efforts. The growth rates used to extrapolate the cash flows beyond the forecast period are from –3% to 2% (2021: –3% to 2%), which are also estimates of the rate of inflation and characteristic of pharmaceutical industry.

Assumptions were used in the value in use calculation of deferred development costs as at 31 December 2022 and 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of deferred development costs:

Discount rates — The discount rates used is before tax and reflects specific risks in respect of the related research and development efforts.

Profit margin — The basis used to determine the value assigned to the profit margin is the expected commercialising markets.

Growth rates — The growth rates used to extrapolate the cash flows beyond the forecast period is based on the estimated growth rate of the Group taking into account the industry growth rate, past experience and the medium-term or long-term growth target of the Group.

The values assigned to the key assumptions are consistent with historical experience of the Group and external information sources.

17. Investment in an associate

	2022 RMB'000	2021 RMB'000
At 1 January	**8,659**	8,640
Share of profits	**429**	614
Dividend received	**(1,493)**	(518)
Foreign currency translation differences	**186**	(77)
At 31 December	**7,781**	8,659

Particulars of the associate are as follows:

Company	Place of incorporation and business	Nominal value of issued/registered share capital	Percentage of ownership interest attributable to the Group	Principal activities
Steward Cross Pte. Ltd. ("Steward Cross")	Singapore	SG$620,002	36	Distribution and sale of pharmaceutical drugs

The Group's shareholdings in this associate comprise equity shares held through a wholly-owned subsidiary of the Company.

The following table illustrates the financial information of the Group's associate that is not material:

	2022 RMB'000	2021 RMB'000
Share of the associate's profit for the year	**831**	701
Share of the associate's total comprehensive income	**831**	701
Carrying amount of the Group's investment in the associate	**7,781**	8,659

As at 31 December 2022, the unrealised profits from the related party transactions between Steward Cross and LPPL was RMB1,483,000 (2021: RMB366,000).

18. Equity investments designated at fair value through other comprehensive income

	2022 RMB'000	2021 RMB'000
Listed equity investments, at fair value	**3,965**	5,870
Unlisted equity investments, at fair value	**96,987**	89,403
	100,952	95,273

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

The fair value of the listed equity investments is derived from quoted price in an active market.

The fair value of the unlisted equity investments which are not quoted in an active market is valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves.

19. Inventories

	2022 RMB'000	2021 RMB'000
Raw materials	**316,166**	268,127
Work in progress	**213,563**	219,172
Finished goods	**243,093**	259,045
Contract costs — Costs to fulfill contracts	**117**	—
	772,939	746,344

20. Trade and notes receivables

	2022 RMB'000	2021 RMB'000
Trade receivables	**1,435,170**	1,518,185
Notes receivable	**351,843**	250,315
	1,787,013	1,768,500
Less: Impairment of trade receivables	**(3,327)**	(3,404)
	1,783,686	1,765,096

The Group's trading terms with its customers are mainly on credit. The credit period is generally one month to three months, extending up to six months for major customers. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

As at 31 December 2022, notes receivable of RMB351,843,000 (2021: RMB250,315,000) were classified as financial assets at fair value through other comprehensive income under IFRS 9. The fair value changes of these notes receivable at fair value through other comprehensive income were insignificant in 2022.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 RMB'000	2021 RMB'000
Within 3 months	**1,373,241**	1,008,416
3 to 6 months	**35,259**	57,993
6 to 12 months	**25,280**	449,895
1 to 2 years	**438**	697
Over 2 years	**952**	1,184
	1,435,170	1,518,185

20. Trade and notes receivables (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022 **RMB'000**	2021 RMB'000
At beginning of year	**3,404**	4,170
Impairment losses, net *(note 6)*	**839**	(519)
Amount written off as uncollectible	**(1,093)**	—
Exchange realignment	**177**	(247)
At end of year	**3,327**	3,404

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2022

	Less than 6 months	**6 months to 1 year**	**1 year to 2 years**	**Over 2 years**	**Total**
Expected credit loss rate	**0.15%**	**0.00%**	**50.00%**	**100.00%**	**0.23%**
Gross carrying amount (RMB'000)	**1,408,500**	**25,280**	**438**	**952**	**1,435,170**
Expected credit losses (RMB'000)	**2,156**	**—**	**219**	**952**	**3,327**

As at 31 December 2021

	Less than 6 months	6 months to 1 year	1 year to 2 years	Over 2 years	Total
Expected credit loss rate	0.18%	0.00%	50.00%	100.00%	0.15%
Gross carrying amount (RMB'000)	1,066,409	449,895	697	1,184	1,518,185
Expected credit losses (RMB'000)	1,871	—	349	1,184	3,404

As at 31 December 2022, the Group has pledged notes receivable of RMB68,584,000 (2021: Nil) to secure bank loans (note 26).

20. Trade and notes receivables (Continued)

The notes receivable are due within twelve months. As at 31 December 2022, notes receivable and intra-group notes receivable of RMB79,997,000 (2021: RMB6,170,000) and RMB959,190,000 (2021: RMB750,000,000) were discounted.

At 31 December 2022, the Group endorsed certain notes receivable accepted by banks in the PRC (the "Endorsed Notes") to its suppliers in order to settle the trade and other payables due to such suppliers with a carrying amount in aggregate of RMB402,301,000 (2021: RMB463,670,000) (the "Endorsement"). In addition, the Group discounted certain notes receivable accepted by banks in the PRC (the "Discounted Notes") to banks to finance its operating cash flows with carrying amounts in aggregate of RMB1,713,387,000 (2021: RMB1,142,309,000) (the "Discount"). The Endorsed Notes and the Discounted Notes had a maturity from one to twelve months as at 31 December 2022. In accordance with the Law of Negotiable Instruments and relevant discounting arrangements with certain banks in the PRC, the holders of the Endorsed Notes and the Discounted Notes have a right of recourse against the Group if certain banks default (the "Continuing Involvement").

In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to a part of Endorsed Notes with an amount of RMB355,380,000 (2021: RMB362,386,000) and a part of Discounted Notes with an amount of RMB674,200,000 (2021: RMB384,190,000) accepted by large and reputable banks (the "Derecognised Notes"). Accordingly, it has derecognised the full carrying amounts of the Derecognised Notes. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase these Derecognised Notes is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Notes are not significant.

For the rest of the Endorsed Notes and the Discounted Notes, the directors believe that the Group has retained the substantial risks and rewards, which include default risks relating to such Endorsed Notes and Discounted Notes, and accordingly, it continued to recognise the full carrying amounts of the Endorsed Notes and the Discounted Notes. Subsequent to the Endorsement or the Discount, the Group did not retain any rights on the use of the Endorsed Notes or the Discounted Notes, including the sale, transfer or pledge of the Endorsed Notes or the Discounted Notes to any other third parties. As at 31 December 2022, the aggregate carrying amount of the trade and other payables settled by the Endorsed Notes to which the suppliers have recourse was RMB46,921,000 (2021: RMB101,284,000), and the aggregate carrying amount financed by such Discounted Notes to which the banks have recourse was RMB1,039,187,000 (2021: RMB758,119,000).

During the year, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Notes. No gains or losses were recognised from the Continuing Involvement, both during the period and cumulatively. The Endorsement has been made evenly throughout the year.

21. Prepayments, other receivables and other assets

	2022 RMB'000	2021 RMB'000
Other receivables	**481,973**	622,610
Prepaid income tax	**15,789**	1,143
Value-added tax recoverable	**68,789**	45,796
Prepayments	**466,542**	369,989
	1,033,093	1,039,538

Included in the Group's prepayments, other receivables and other assets were other receivables of RMB27,471,000 (2021: RMB5,522,000) due from related parties (note 39(b)).

The financial assets included in the above balances are non-interest-bearing, unsecured and repayable on demand.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2022 and 2021, the loss allowance was assessed to be minimal.

22. Financial assets at fair value through profit or loss

	2022 RMB'000	2021 RMB'000
Current		
Listed equity investments, at fair value	**441**	2,148
Unlisted equity investments, at fair value	**—**	930,000
Other unlisted investments, at fair value	**1,973,383**	1,752,050
	1,973,824	2,684,198
Non-current		
Unlisted equity investment, at fair value	**1,005,351**	478,263

The above equity investments were classified as financial assets at fair value through profit or loss as they were held for trading.

The above unlisted equity investments were partnerships established in accordance with Partnership Enterprise Law of PRC. The above other unlisted investments were wealth management products issued by licensed financial institutions in Mainland China with a maturity period within one year. The fair values of the financial assets approximate to their costs plus expected interest. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

The fair value of the listed equity investments is derived from quoted price in an active market.

22. Financial assets at fair value through profit or loss (Continued)

The fair value of the unlisted equity investments which are not quoted in an active market is valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves.

23. Cash and cash equivalents, pledged time deposits and restricted cash

	2022 **RMB'000**	2021 RMB'000
Cash and bank balances	**1,266,472**	2,249,252
Time deposits	**4,253,796**	2,320,254
	5,520,268	4,569,506
Less:		
Pledged time deposits for bank loans	**(604,661)**	(727,784)
Current pledged time deposits for notes payable	**(663,167)**	(527,853)
Current pledged time deposits for letters of credit	**(66,000)**	(47,758)
Current pledged time deposits for a letter of guarantee	**(286,000)**	—
Non-current pledged time deposits for notes payable	**(230,000)**	(200,000)
Non-current pledged time deposits for letters of credit	**(100,000)**	—
Non-current pledged time deposits to issue a letter of guarantee	**—**	(240,000)
Non-pledged time deposits with original maturity of over three months when acquired	**(1,246,700)**	(387,859)
Cash and cash equivalents	**2,323,740**	2,438,252
Denominated in RMB	**2,070,588**	1,979,986
Denominated in HK$	**163,978**	1,592
Denominated in US$	**61,005**	341,735
Denominated in EUR	**12,864**	83,944
Denominated in other currencies	**15,305**	30,995
Cash and cash equivalents	**2,323,740**	2,438,252

The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business. The remittance of funds out of Mainland China is subject to exchange restrictions imposed by the PRC government.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between seven days and thirty six months depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and pledged time deposits are deposited with creditworthy banks with no recent history of default.

23. Cash and cash equivalents, pledged time deposits and restricted cash (Continued)

As at 31 December 2022, restricted cash of RMB32,003,000 (2021: RMB29,266,000) represented an account balance held at Bank of Communications Trustee Limited. The account was opened for the share award scheme of the Company, of which the balance cannot be withdrawn during the valid and effective term of the share award scheme.

The restricted cash balance is not available to finance the Group's day-to-day operations and, therefore, has been excluded from cash and cash equivalents for the purposes of the statement of cash flows.

As at 31 December 2022, time deposits of RMB604,661,000 (2021: RMB727,784,000) have been pledged to secure bank loans (note 26).

As at 31 December 2022, time deposits of RMB770,880,000 (2021: RMB492,340,000) and RMB122,287,000 (2021: RMB235,513,000) have been pledged to secure intra-group notes payable and notes payable (note 24), respectively.

24. Trade and notes payables

	2022 RMB'000	2021 RMB'000
Trade payables	**417,814**	323,445
Notes payable	**142,130**	247,445
	559,944	570,890

An ageing analysis of the trade and notes payables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 RMB'000	2021 RMB'000
Within 3 months	**496,382**	538,576
3 to 6 months	**42,465**	18,815
6 to 12 months	**13,903**	6,906
1 to 2 years	**2,860**	4,894
Over 2 years	**4,334**	1,699
	559,944	570,890

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

The maturity of the notes payable is within twelve months.

As at 31 December 2022, the Group's notes payable were secured by certain of the Group's time deposits amounting to RMB122,287,000 (2021: RMB235,513,000) (note 23).

25. Other payables and accruals

	Notes	2022 RMB'000	2021 RMB'000
Other payables	(a)	**581,469**	348,950
Accrued liabilities		**341,757**	164,421
Accrued payroll		**221,301**	202,060
Contract liabilities	(b)	**46,376**	39,640
Taxes payable other than corporate income tax		**123,124**	63,930
Payables for purchases of property, plant and equipment and other intangible assets		**239,938**	228,822
Provision for legal claims		**286,153**	270,269
		1,840,118	1,318,092

Included in the Group's other payables and accruals were other payables of RMB12,597,000 (2021: RMB253,000) due to related parties (note 39(b)).

Notes:

(a) Other payables are non-interest-bearing.

(b) Details of contract liabilities are as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000	1 January 2021 RMB'000
Advances received from customers			
Sale of products	***45,433***	*39,640*	*67,021*
Provision of research and development services	***943***	*—*	*—*
Out-licensing agreements	***—***	*—*	*18,978*
Total contract liabilities	***46,376***	*39,640*	*85,999*

Contract liabilities mainly include advances received to deliver products. The increase in contract liabilities in 2022 was mainly due to the increase in advances received from customers in relation to the sale of products and provision of research and development services at the end of the year. The decrease in contract liabilities in 2021 was mainly due to the decrease in advances received from customers in relation to the sale of products at the end of the year.

26. Interest-bearing loans and borrowings

31 December 2022

	Effective interest rate (%)	Maturity	RMB'000
Current			
Bank overdrafts — secured	—	On demand	155
Bank loans — secured	2.80–4.95	2023	2,973,910
Bank loan — secured US$10,234,739	4.50	2023	71,281
Bank loans — secured EUR39,097,003	0.6–3-month EURIBOR+0.80	2023	290,213
Current portion of long-term bank loans — secured	3.55–4.90	2023	418,591
Current portion of long-term bank loans — secured US$31,784,558	3-month LIBOR+2.85	2023	221,367
Discounted notes receivable	1.10–5.50	2023	1,025,061
Discounted letters of credit	1.89–5.24	2023	362,150
Lease liabilities *(note 14(b))*	3.76	2023	15,254
			5,377,982
Non-current			
Bank loans — secured	3.55–4.90	2024–2029	984,610
Bank loans — secured US$180,467,473	3-month LIBOR+2.85	2025	1,256,884
Lease liabilities *(note 14(b))*	3.76	2029	23,237
			2,264,731
Total interest-bearing loans and borrowings			7,642,713
Convertible bonds — debt component *(note 27)*	6.50	2023	1,461,806
			9,104,519

26. Interest-bearing loans and borrowings (Continued)

31 December 2021

	Effective interest rate (%)	Maturity	RMB'000
Current			
Bank loans — secured	3.80–4.80	2022	2,981,722
Bank loan — secured US$15,012,042	1.70	2022	95,712
Bank loans — secured EUR92,078,921	3-month EURIBOR+0.60–1.35	2022	664,782
Current portion of long-term bank loans — secured	4.13–4.90	2022	148,628
Current portion of long-term bank loans — secured US$39,249,509	3-month LIBOR+2.85	2022	250,245
Current portion of long-term bank loan — secured EUR14,092,522	3-month EURIBOR+1.70	2022	101,744
Discounted notes receivable	0.80–4.80	2022	738,452
Discounted letters of credit	3.65–4.15	2022	259,186
Lease liabilities *(note 14(b))*	3.98	2022	22,745
			5,263,216
Non-current			
Bank loans — secured	4.35–4.90	2023–2026	836,583
Bank loans — secured US$221,320,765	3-month LIBOR+2.85	2025	1,411,075
Bank loan — secured EUR12,474,157	3-month EURIBOR+1.70	2023	90,060
Lease liabilities *(note 14(b))*	3.98	2029	19,205
			2,356,923
Total interest-bearing loans and borrowings			7,620,139
Convertible bonds *(note 27)*	7.29	2022–2024	1,870,654
			9,490,793

26. Interest-bearing loans and borrowings (Continued)

	2022 RMB'000	2021 RMB'000
Analysed into:		
Bank loans and other borrowings repayable:		
Within one year or on demand	**6,839,788**	5,263,216
In the second year	**304,222**	674,947
In the third to fifth years, inclusive	**1,959,826**	3,551,951
After five years	**683**	679
	9,104,519	9,490,793

Notes:

Certain of the Group's bank loans are secured by:

(i) the pledge of certain of the Group's time deposits of RMB604,661,000 (2021: RMB727,784,000) (note 23);

(ii) the pledge of certain of the Group's notes receivable of RMB68,584,000 (2021: Nil) (note 20);

(iii) the pledge of certain of the Group's property, plant and equipment, which had a net carrying value at the end of the reporting period of approximately RMB390,749,000 (2021: RMB557,809,000) (note 13);

(iv) the pledge of certain of the Group's right-of-use assets, which had a net carrying value at the end of the reporting period of approximately RMB4,313,000 (2021: RMB5,386,000) (note 14); and

(v) the pledge of certain of the Group's subsidiaries' shares.

27. Convertible bonds

2019 convertible bonds

On 9 July 2019, the Company issued 1.50 per cent convertible bonds with an aggregate principal amount of US$300,000,000. The bonds are convertible at the option of the bondholders into ordinary shares with the initial conversion price of HK$8.15 per share any time on or after 19 August 2019 and up to the close of business on the date falling ten days prior to 9 July 2024. The bonds are redeemable at the option of the bondholders at a 3.75 per cent gross yield upon early redemption. Any convertible bonds not converted will be redeemed on 9 July 2024 at 112.25 per cent of its principal amount together with accrued but unpaid interest thereon. The bonds carry interest at a rate of 1.50 per cent per annum, which is payable semi-annually in arrears on 9 January and 9 July.

On 27 May 2022, convertible bonds with an aggregate principal amount of US$8,389,000 were converted into 8,298,419 ordinary shares at a conversion price of HK$7.90 per share. On 9 July 2022, convertible bonds with an aggregate principal amount of US$291,611,000 were redeemed at 107.07 per cent of their principal amount. Following the completion of the redemption, no such convertible bonds were outstanding and the delisting of such bonds has taken place in July 2022.

27. Convertible bonds (Continued)

2019 convertible bonds (Continued)

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

The movements in liability component of convertible bonds during the year are as follows:

	RMB'000
Liability component at 1 January 2021	1,810,930
Interest expense	131,367
Interest paid	(29,032)
Exchange realignment	(42,611)
Liability component at 31 December 2021 and 1 January 2022	**1,870,654**
Conversion	**(56,311)**
Redemption	**(1,957,494)**
Interest expense	**74,992**
Interest paid	**(29,844)**
Exchange realignment	**98,003**
Liability component at 31 December 2022	**–**

2022 convertible bonds

On 16 August 2022 and 13 September 2022, the Company issued the convertible bonds in the principal amount of Hong Kong dollars equivalent of RMB1,200 million and Hong Kong dollars equivalent of RMB300 million at the initial conversion price of HK$3.50 per share to an independent third party subscriber, New Leaf Biotech Holding Limited, with an interest rate of 6.50 per cent. The maturity date of the convertible bonds is 360 days after the first payment date and 24 July 2023, respectively.

The convertible bonds comprise two components:

(a) Debt component was initially measured at fair value. It is subsequently measured at amortised cost using the effective interest method after considering the effect of the transaction costs.

(b) Derivative component contains conversion options (not closely related to the debt component), which was measured at fair value with changes in fair value recognised in the statement of profit or loss.

27. Convertible bonds (Continued)

2022 convertible bonds (Continued)

The fair value of the debt component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option.

The total transaction costs that are related to the issue of the convertible bonds were allocated to the debt and derivative component in proportion to their respective fair values.

The convertible bonds issued during the year have been split into the debt and embedded derivative components as follows:

	Debt component RMB'000	Embedded derivative component RMB'000	Total RMB'000
Issue of convertible bonds	1,459,745	40,255	1,500,000
Transaction costs	(24,685)	(681)	(25,366)
Transaction costs charged to the statement of profit or loss immediately	—	681	681
Interest expense	62,053	—	62,053
Interest paid	(37,949)	—	(37,949)
Exchange adjustments	2,642	1,825	4,467
Loss arising on changes of fair value	—	45,625	45,625
As at 31 December 2022	1,461,806	87,705	1,549,511

28. Contingent consideration payables

As part of the sale and purchase agreement in relation to the acquisition of Boan Biotech, portions of the consideration were determined to be contingent, based on the grant by the competent authority in China of the marketing authorisation for LY01008 and LY06006, respectively. LY01008 and LY06006 are two biosimilar products under research and development by Boan Biotech. The movement of the fair value of contingent consideration payables is as follows:

	2022 **RMB'000**	2021 RMB'000
At beginning of year	**334,378**	638,556
Payment	**(361,683)**	(361,683)
Fair value changes	**27,305**	57,505
At end of year	**–**	334,378

The fair values of the contingent consideration payables were determined using the discounted cash flow method and are within Level 3 fair value measurement. Significant unobservable valuation inputs for the fair value measurement of the contingent considerations are as follows:

	2022	2021
Discount rate	**N/A**	4.9%
Discount for own non-performance risk	**N/A**	5%

29. Other non-current liabilities

	Notes	2022 RMB'000	2021 RMB'000
Payables for an asset purchase and license agreement	(i)	**55,717**	51,007
Consideration received for a collaboration arrangement	(ii)	**102,511**	48,131
Redemption liabilities	(iii)	**855,252**	—
Contract liabilities	(iv)	**209,475**	—
		1,222,955	99,138

Notes:

(i) The balance represents the remaining long-term instalments for an asset purchase and license agreement.

(ii) Boan Biotech entered into collaboration agreements with OcuMension Therapeutics (Zhejiang) Co., Ltd. ("OcuMension"), pursuant to which Boan Biotech is responsible for conducting certain initial stages of the Phase 3 clinical trial, commercial production and registration permit of BA9101 and OcuMension is responsible for completing the rest of Phase 3 clinical trial and promoting and commercialising BA9101 in China. The balance represents the consideration received for the collaboration arrangement.

(iii) In July 2022, the Group and Jiaao Pharma entered into a capital increase agreement with a third party investor, pursuant to which the investor agreed to invest in Jiaao Pharma by subscription of the increased registered capital of Jiaao Pharma of an aggregate of RMB27,843,401 at a subscription price of RMB825,000,000. Pursuant to the subscription agreement, Shandong Luye or Jiaao Pharma shall have the right to redeem the equity interests at a redemption price of subscription price plus a return rate of eight percent before 31 December 2023. If Shandong Luye and Jiaao Pharma do not exercise the redemption right, the investor shall have the right to require Shandong Luye or Jiaao Pharma to redeem the equity interests at the same redemption price after 31 December 2023. The redemption right granted to the investor gives rise to financial liabilities. The balance represents the principal and accrued interests for the redemption liabilities.

(iv) Contract liabilities include long-term advances received to deliver drug products.

30. Government grants

	2022 RMB'000	2021 RMB'000
At 1 January	**240,740**	230,850
Grants received during the year	**16,699**	51,839
Amount released	**(56,025)**	(41,949)
At 31 December	**201,414**	240,740
Current	**26,449**	31,353
Non-current	**174,965**	209,387
	201,414	240,740

The grants are related to the subsidies received from the government for the purpose of compensation for expenses arising from research and improvement of manufacturing facilities on certain special projects. Upon completion of the related projects and having passed the final assessment from the relevant government authorities, the grants related to the expense items would be recognised as other income directly in the statement of profit or loss and the grants related to an asset would be released to the statement of profit or loss over the expected useful life of the relevant asset.

31. Provision

Luye Hong Kong was involved in an arbitration brought by the former distributor of Seroquel in Mainland China disputing the subsidiary's basis of terminating the distribution agreement with such distributor. During the year ended 2021, Luye Hong Kong received the arbitral award from the Hong Kong International Arbitration Centre in relation to the arbitration, and the tribunal made final verdict on the amount of claim as approximately RMB273,482,000, which also included such distributor's arbitration fees and interests related. Accordingly, a provision for the claimed amount was made in the financial statements.

On 14 December 2021, Luye Hong Kong submitted the application for revoking the arbitral award to the Hong Kong High Court. During the year, the decision was handed down that Luye Hong Kong's application for setting aside the award was dismissed ("Setting Aside Decision"). Thereafter Luye Hong Kong applied for and was granted leave to appeal against the Setting Aside Decision. The hearing of the appeal will be in 2023. As at 31 December 2022, an additional provision of RMB15,884,000 was provided for the interest charged on the claim amount.

32. Deferred tax

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	Employee defined benefit obligation RMB'000	Accrued expenses RMB'000	Decelerated depreciation for tax purposes RMB'000	Impairment of inventories RMB'000	Impairment of trade receivables RMB'000	Government grants RMB'000	Unrealised profit from inter-company transactions RMB'000	Others RMB'000	Total deferred tax assets RMB'000
2022									
At 1 January 2022	445	54,164	5,333	4,350	754	35,138	29,702	3,220	133,106
Deferred tax credited/(charged) to the statement of profit or loss during the year *(note 10)*	–	(18)	1,857	1,647	(28)	(5,397)	(13,771)	(3,220)	(18,930)
Deferred tax charged to other comprehensive income during the year	(336)	–	–	–	–	–	–	–	(336)
Exchange realignment	(109)	–	216	–	–	–	–	–	107
At 31 December 2022	–	54,146	7,406	5,997	726	29,741	15,931	–	113,947

	Employee defined benefit obligation RMB'000	Accrued expenses RMB'000	Decelerated depreciation for tax purposes RMB'000	Impairment of inventories RMB'000	Impairment of trade receivables RMB'000	Government grants RMB'000	Unrealised profit from inter-company transactions RMB'000	Others RMB'000	Total deferred tax assets RMB'000
2021									
At 1 January 2021	605	26,962	6,255	1,092	777	34,125	44,927	–	114,743
Deferred tax credited/(charged) to the statement of profit or loss during the year *(note 10)*	–	27,202	(300)	3,258	(23)	1,013	(15,225)	3,220	19,145
Deferred tax charged to other comprehensive income during the year	(160)	–	–	–	–	–	–	–	(160)
Exchange realignment	–	–	(622)	–	–	–	–	–	(622)
At 31 December 2021	445	54,164	5,333	4,350	754	35,138	29,702	3,220	133,106

32. Deferred tax (Continued)

Deferred tax liabilities

	2022				
	Employee defined benefit obligation RMB'000	**Fair value adjustment on acquisition RMB'000**	**Accelerated depreciation and amortisation for tax purposes RMB'000**	**Fair value adjustments arising from financial assets at fair value through profit or loss RMB'000**	**Total deferred tax liabilities RMB'000**
At 1 January 2022	**—**	**43,632**	**11,140**	**3,102**	**57,874**
Deferred tax charged/(credited) to the statement of profit or loss during the year *(note 10)*	**—**	**(3,716)**	**(1,822)**	**2,895**	**(2,643)**
Deferred tax charged to other comprehensive income during the year	**221**	**—**	**—**	**—**	**221**
Exchange realignment	**71**	**—**	**511**	**—**	**582**
At 31 December 2022	**292**	**39,916**	**9,829**	**5,997**	**56,034**

	2021			
	Fair value adjustment on acquisition RMB'000	Accelerated depreciation and amortisation for tax purposes RMB'000	Fair value adjustments arising from financial assets at fair value through profit or loss RMB'000	Total deferred tax liabilities RMB'000
At 1 January 2021	55,189	13,464	5,667	74,320
Deferred tax credited to the statement of profit or loss during the year *(note 10)*	(11,557)	(676)	(2,565)	(14,798)
Exchange realignment	—	(1,648)	—	(1,648)
At 31 December 2021	43,632	11,140	3,102	57,874

32. Deferred tax (Continued)

The Group has tax losses arising in Singapore, Hong Kong and Germany of RMB60,531,000 (2021: RMB59,732,000) that are available indefinitely for offsetting against future taxable profits.

The Group has tax losses arising in Switzerland of RMB124,813,000 (2021: RMB132,038,000) that are available for offsetting against future taxable profits in seven years.

The Group has tax losses arising in the USA of RMB265,823,000 (2021: RMB229,135,000) that are available for offsetting against future taxable profits in twenty years.

The Group has tax losses arising in Mainland China of RMB2,604,612,000 (2021: RMB1,957,598,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. At 31 December 2022 no deferred tax has been recognised for withholding taxes that would be payable on unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China (2021: Nil). In the opinion of the directors, these subsidiaries' fund will be retained in Mainland China for the expansion of these subsidiaries' operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB5,390,808,000 as at 31 December 2022 (2021: RMB4,773,372,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

33. Issued capital and treasury shares

	2022	2021
Authorised:		
10,000,000,000 (2021: 10,000,000,000) ordinary shares of US$0.02 each		
US$'000	**200,000**	200,000
Issued and fully paid:		
3,549,670,643 (2021: 3,541,372,224) ordinary shares of US$0.02 each		
US$'000	**70,993**	70,827
Equivalent to RMB'000	**456,953**	455,835

A summary of movements in the Company's issued capital and treasury shares is as follows:

	Number of shares in issue	Issued capital RMB'000	Treasury shares RMB'000
At 1 December 2021	3,248,965,343	417,991	(279,558)
Shares issued *(note a)*	292,406,881	37,844	—
At 31 December 2021 and 1 January 2022	3,541,372,224	455,835	(279,558)
Conversion of convertible bonds *(note b)*	8,298,419	1,118	—
At 31 December 2022	3,549,670,643	456,953	(279,558)

Notes:

(a) On 2 February 2021, the Company issued 292,406,881 shares to Hillhouse NEV Holdings Limited at the subscription price of HK$4.28 per share. The proceeds of HK$45,345,000 (equivalent to RMB37,844,000), representing the par value, were credited to the Company's share capital. The remaining proceeds of HK$1,206,156,000 (equivalent to RMB1,006,633,000) were credited to the share premium account.

(b) On 27 May 2022, convertible bonds with an aggregate principal amount of US$8,389,000 were converted into 8,298,419 ordinary shares at a conversion price of HK$7.90 per share.

34. Reserves

Statutory surplus reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserves may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

Safety production reserve

The Group has appropriated a certain amount of accumulated losses to the safety production reserve fund for the purposes of safety production expense as required by directives issued by the relevant PRC government authorities. The Group charged the safety production expense to profit or loss when such expense was incurred, and at the same time an equal amount of special reserve fund was utilised and transferred back to accumulated losses.

35. Share award schemes

Share award scheme

The Company adopted a share award scheme on 10 January 2017 (the “Scheme”). The purpose of the Scheme is to recognise contributions by certain employees, including any executive director of any member of the Group except for the current executive directors and, to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group. Subject to any early termination, which may be determined by the board of directors in accordance with the rules of the Scheme, the Scheme shall be valid and effective for a term of ten years commencing on the 10 January 2017 (the “Adoption Date”).

The Scheme shall be administered by the board of directors and Bank of Communications Trustee Limited (the “Trustee”) in accordance with the rules of the Scheme and the trust deed in respect of the Scheme to be entered into between the Company and the Trustee (the “Trust Deed”). The decision of the board of directors with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding. The Trustee will hold the Company’s shares in accordance with the terms of the Trust Deed. The Trustee may not exercise the voting rights in respect of any shares held under the Trust.

The board of directors may from time to time cause to be paid an amount to the Trustee by way of settlement or otherwise contributed by the Company or other member of the Group as directed by the board of directors. The committee appointed and authorised by the board of directors to administer the Scheme, which shall consist of three members of the senior management of the Company to be appointed by the board of directors, may from time to time instruct the Trustee in writing to purchase shares on the Stock Exchange specifying the timing of purchase, the maximum amount of funds to be used and the range of prices within which such shares are to be purchased.

35. Share award schemes (Continued)

Share award scheme (Continued)

The board of directors may from time to time select any employee (excluding any employee who is resident in a place where the award of, in respect of a selected employee, such number of shares awarded by the Board (the "Awarded Shares") and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme are/is not permitted under the laws or regulations of such place or where in the view of the board of directors or the Trustee of the Scheme, compliance with applicable laws or regulations in such place making it necessary or expedient to exclude such employee) for participation in the Scheme as a selected employee and grant such selected employee Awarded Shares in such number at a stated price at which an Awarded Share is granted to a selected employee (the "Grant Price") and on and subject to such terms and conditions determined at the discretion of the board of directors.

The board of directors is entitled to impose any conditions as it deems appropriate in its discretion with respect to the vesting of the Awarded Shares on the selected employee. Upon the vesting of the Awarded Shares, the selected employee may elect to have the Awarded Shares transferred to him or effect the sale of the Awarded Shares and receive the net proceeds from such sale. In either case, the selected employee shall pay the Company the Grant Price for the Awarded Shares.

A selected employee will not have any interest or rights (including the right to vote at general meetings of the Company or the right to receive dividends) in the Awarded Shares prior to, in respect of a selected employee, the date on which his entitlement to the Awarded Shares is vested pursuant to the terms of the Scheme (the "Vesting Date"). Prior to the Vesting Date, any award of Awarded Shares is personal to the selected employee to whom it is made and is not assignable and no selected employee may in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such award. In the event that a selected employee has ceased to be an employee, the relevant award made to such selected employee will automatically lapse and the relevant Awarded Shares will remain part of the funds under the Trust.

The Scheme will terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the board of directors, provided that such termination shall not materially and adversely affect any subsisting rights of any selected employee.

The fair value of services received in return for shares granted is measured by reference to the fair value of shares granted. The fair value of the shares granted is measured based on the general accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties.

Pursuant to share award notices issued on 15 May 2017 to those selected employees, an aggregate of 17,724,000 shares (the "2017 Awarded Shares") of the Company of US$0.02 each were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2017 Awarded Shares is 15 May 2020. There is no other performance target required except that the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

Pursuant to share award notices issued on 15 May 2018 to those selected employees, an aggregate of 20,098,000 shares (the "2018 Awarded Shares") of the Company of US$0.02 each were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2018 Awarded Shares is 15 May 2021. There is no other performance target required except that the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

35. Share award schemes (Continued)

Share award scheme (Continued)

Pursuant to share award notices issued on 15 May 2019 to those selected employees, an aggregate of 25,206,000 shares (the "2019 Awarded Shares") of the Company of US$0.02 each were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2019 Awarded Shares is 15 May 2022. There is no other performance target required except that the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

The following awarded shares were outstanding under the Scheme during the year:

	Number of shares held for the Scheme	**Number of awarded shares**
At 1 January 2022	**8,960,500**	**56,538,000**
Forfeited	**1,183,000**	**(1,183,000)**
At 31 December 2022	**10,143,500**	**55,355,000**
Exercisable as at 31 December 2022	**—**	**55,355,000**

	Number of shares held for the Scheme	Number of awarded shares
At 1 January 2021	7,019,500	58,479,000
Forfeited	1,941,000	(1,941,000)
At 31 December 2021	8,960,500	56,538,000
Exercisable as at 31 December 2021	—	34,555,000

The Group recognised a share award expense of RMB6,966,000 during the year ended 31 December 2022 (2021: RMB28,701,000).

Share award scheme of Boan Biotech

In December 2020, the board of directors of Boan Biotech passed a resolution to grant equity interests of Boan Biotech to the eligible employees (including directors) in order to provide incentives and rewards to participants for the business development of Boan Boitech. Subsequently, Yantai Bolian Investment Centre Limited Partnership ("Yantai Bolian"), Yantai Bosheng Investment Centre Limited Partnership ("Yantai Bosheng") and Yantai Bofa Investment Centre Limited Partnership ("Yantai Bofa"), three employee incentive platforms established in the PRC, subscribed paid-in capital of RMB21,380,000, RMB14,930,000 and RMB11,250,000 of Boan Biotech for total considerations of RMB64,140,000, RMB44,790,000 and RMB33,750,000, respectively.

35. Share award schemes (Continued)

Share award scheme of Boan Biotech (Continued)

On 27 January 2021, 4.4247% of the then equity interest in Boan Biotech was granted to 36 selected directors and employees of Boan Biotech for a consideration of RMB64,140,000 through Yantai Bolian. 3.0898% of the then equity interest in Boan Biotech was granted to 45 selected directors and employees of Boan Biotech for a consideration of RMB44,790,000 through Yantai Bosheng. 2.3282% of the then equity interest in Boan Biotech was granted to 47 selected directors and employees of Boan Biotech for a consideration of RMB33,750,000 through Yantai Bofa.

Pursuant to the partnership agreements of Yantai Bolian, Yantai Bosheng and Yantai Bofa (collectively referred to as the "ESOP Entity"), (i) the ESOP Entity shall not dispose of any of the shares it held within 36 months immediately following the date of the Company's listing (the "ESOP Lock-up Period"); (ii) a partner is entitled to direct the ESOP Entity to dispose of his/her share of the shares held by the ESOP Entity (based on his/her shareholding percentage in the ESOP Entity) (the "ESOP Shares") in the proportion and on the respective dates as (a) 25% of his/her ESOP Shares upon the expiry of 12 months following the day after the ESOP Lock-up Period; (b) 50% of his/her ESOP Shares upon the expiry of 24 months following the day after the ESOP Lock-up Period; (c) 75% of his/her ESOP Shares upon the expiry of 36 months following the day after the ESOP Lock-up Period; and (d) 100% of his/her ESOP Shares upon the expiry of 48 months following the day after the ESOP Lock-up Period. If the partner ceases to be qualified as a partner during the vesting period, the general partner shall have the right to purchase or appoint other eligible employees to purchase his/her share at cost or cost plus market interest. In August 2021, the lock-up period was updated as 12 months immediately following the date of the Boan Biotech's qualified listing pursuant to the updated partnership agreements.

The fair value of services received in return for equity interests granted is measured by reference to the fair value of the equity interests granted less the consideration received by Boan Biotech.

The fair value of the equity interests granted is determined by the back-solve method and equity value allocation based on the option pricing model at the grant date. The following table lists the inputs to the model used:

	2021
Risk-free interest rate (%)	2.9%
Volatility (%)	42.0%

The Group recognised a share-based payment expense of RMB18,479,000 during the year ended 31 December 2022 (2021: RMB21,275,000).

36. Pension plan

The Group has a defined benefit pension plan in Switzerland. The pension plan grants disability and death benefits which are defined as projected savings capital without interest but including future savings contribution. This projected savings capital is converted in disability or death benefits. In the event that an employee leaves his employment with the Group prior to reaching a pensionable age, the cumulative balance of the savings account is withdrawn from the pension plan and invested into the pension plan of the employee's new employer. The assets of the funded plan are held independently of those of the Group, being managed through a central trust fund.

The most recent actuarial valuations of the plan assets and the present value of the defined benefit obligations were carried out on 31 December 2022 by Prevanto AG, an accredited pension actuary in Switzerland, using the projected unit credit actuarial valuation method.

The movements in the defined benefit obligation and fair value of plan assets during the year are as follows:

	Defined benefit obligation RMB'000	Fair value of plan assets RMB'000	Benefit liability RMB'000
At 1 January 2022	(20,964)	14,171	(6,793)
Pension cost charged to profit or loss			
Service cost	(2,149)	—	(2,149)
Net interest expense	(83)	(15)	(98)
	(2,232)	(15)	(2,247)
Remeasurement gains/(losses) in other comprehensive income			
Return on plan assets (excluding amounts included in net interest expense)	—	75	75
Actuarial changes arising from plan experience	422	—	422
Actuarial changes arising from financial assumptions	5,258	—	5,258
	5,680	75	5,755
Contributions by employer	—	1,840	1,840
Contributions by employee	(1,290)	1,290	—
Benefits paid	196	(196)	—
Exchange differences	(1,773)	1,203	(570)
At 31 December 2022	(20,383)	18,368	(2,015)

36. Pension plan (Continued)

The movements in the defined benefit obligation and fair value of plan assets during the year are as follows: (Continued)

	Defined benefit obligation RMB'000	Fair value of plan assets RMB'000	Benefit liability RMB'000
At 1 January 2021	(20,477)	12,397	(8,080)
Pension cost charged to profit or loss			
Service cost	(1,489)	—	(1,489)
Net interest expense	(28)	(35)	(63)
	(1,517)	(35)	(1,552)
Remeasurement gains/(losses) in other comprehensive income			
Return on plan assets (excluding amounts included in net interest expense)	—	77	77
Actuarial changes arising from plan experience	(1,410)	—	(1,410)
Actuarial changes arising from demographic assumptions	1,402	—	1,402
Actuarial changes arising from financial assumptions	719	—	719
	711	77	788
Contributions by employer	—	1,593	1,593
Contributions by employee	(1,005)	1,005	—
Benefits paid	63	(63)	—
Exchange differences	1,261	(803)	458
At 31 December 2021	(20,964)	14,171	(6,793)

The fair value of plan assets is as follows:

	2022 RMB'000	2021 RMB'000
Savings capital	**18,368**	14,171

36. Pension plan (Continued)

The principal assumptions used in determining benefit obligations for the Group's plan are shown below:

	2022	2021
Discount rate	2.30%	0.35%
Salary increase	2.25%	1.50%
Pension increase	0.00%	0.00%

A quantitative sensitivity analysis for significant assumptions as at 31 December is shown below:

	Impact on defined benefit obligation	
	2022 RMB'000	2021 RMB'000
Discount rate:		
0.25% increase	(603)	(844)
0.25% decrease	641	907
Salary increase:		
0.25% increase	91	133
0.25% decrease	(91)	(133)
Pension increase:		
0.25% increase	324	474
0.25% decrease	—	—

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been used for calculating the defined benefit obligations recognised in the consolidated statement of financial position.

The following payments are expected contributions to the defined benefit plan in future years:

	2022 RMB'000	2021 RMB'000
Less than 1 year	—	—
Between 1 and 5 years	—	—
Over 5 years	2,015	6,793
	2,015	6,793

37. Partly-owned subsidiaries with material non-controlling interests

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2022	2021
Percentage of equity interest held by non-controlling interests:		
WPU	**30.45%**	30.45%
Boan Biotech	**29.19%**	27.68%
Jiaao Pharma	**21.78%**	N/A

	2022 RMB'000	2021 RMB'000
Profit/(loss) for the year allocated to non-controlling interests:		
WPU	**80,975**	44,905
Boan Biotech	**(95,114)**	(55,231)
Jiaao Pharma	**(7,365)**	N/A
Dividends declared to non-controlling interests:		
WPU	**5,500**	5,500
Accumulated balances of non-controlling interests at the reporting date:		
WPU	**269,968**	194,275
Boan Biotech	**413,405**	432,153
Jiaao Pharma	**183,210**	N/A
Share award scheme reserve attributable to non-controlling interests:		
WPU	**219**	815
Boan Biotech	**5,394**	5,570

37. Partly-owned subsidiaries with material non-controlling interests (Continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

2022	WPU RMB'000	Boan Biotech RMB'000	Jiaao Pharma RMB'000
Revenue	**1,045,501**	**515,960**	**–**
Total expenses	**(791,882)**	**(847,709)**	**(33,813)**
Profit/(loss) for the year	**253,619**	**(331,749)**	**(33,813)**
Total comprehensive income for the year	**253,619**	**(331,749)**	**(33,813)**
Current assets	**1,176,287**	**846,675**	**908,245**
Non-current assets	**294,268**	**1,353,759**	**98,599**
Current liabilities	**(549,289)**	**(471,671)**	**(135,405)**
Non-current liabilities	**(18,381)**	**(312,511)**	**(30,252)**
Net cash flows used in operating activities	**(15,413)**	**(201,841)**	**(49,270)**
Net cash flows used in investing activities	**(14,935)**	**(100,684)**	**(825,101)**
Net cash flows from/(used in) financing activities	**29,897**	**(127)**	**875,000**
Net foreign exchange differences	**188**	**4,447**	**–**
Net (decrease)/increase in cash and cash equivalents	**(263)**	**(298,205)**	**629**

2021	WPU RMB'000	Boan Biotech RMB'000
Revenue	849,425	158,704
Total expenses	(713,890)	(384,121)
Profit/(loss) for the year	135,535	(225,417)
Total comprehensive income for the year	135,535	(225,417)
Current assets	753,566	939,850
Non-current assets	316,388	1,166,754
Current liabilities	(380,548)	(260,482)
Non-current liabilities	(22,641)	(294,435)
Net cash flows from/(used in) operating activities	43,095	(246,278)
Net cash flows used in investing activities	(20,478)	(432,296)
Net cash flows (used in)/from financing activities	(26,709)	1,211,729
Net foreign exchange differences	(235)	(5,081)
Net (decrease)/increase in cash and cash equivalents	(4,327)	528,074

As at 31 December 2022, the unrealised profit from the inter-company transaction between WPU and Luye Trading was RMB16,445,000 (2021: RMB28,753,000).

38. Redemption liabilities on non-controlling interests

In January 2021, Boan Biotech, a subsidiary of Shandong Luye, completed financing from eighteen third-party investors ("Round A Investors") at a total consideration of RMB876,618,000. In August 2021, Boan Biotech completed financing from five third-party investors ("Round B Investors") at a total consideration of RMB210,915,000. Significant terms of the subscription agreements that will impact the accounting treatment of the Group are outlined below:

Redemption rights held by non-controlling shareholders:

Pursuant to the subscription agreements signed by and among Investors, the Company, and Shandong Luye, shares of the Investors shall be redeemable by Shandong Luye upon the occurrence of certain contingent events which cannot be controlled by Boan Biotech, Shandong Luye and the Company, including: (i) a qualified public offering of Boan Biotech cannot be completed by 31 December 2024; (ii) a qualified public offering of Boan Biotech cannot be achieved due to material integrity issue of existing shareholders, directors or senior management, or due to material internal control weaknesses resulted from existing shareholders or management; (iii) a qualified public offering of Boan Biotech cannot be achieved due to the auditor does not give an unqualified opinion; or (iv) the Group does not receive approval in connection with the application of proposed spin-off listing of Boan Biotech from the Stock Exchange. The redemption price shall be determined by investors based on 1) the amount that would give investors a ten percent for Round A Investors and an eight percent for Round B Investors as internal return rate for their investments in Boan Biotech plus all accrued but unpaid dividends; or 2) the then fair value of shares held by the investors, and in any case the redemption price shall be not greater than three times for Round A Investors and two times for Round B Investors of the respective investor's total contribution amount. The put option granted to non-controlling shareholders give rise to financial liabilities.

	Redemption liabilities RMB'000
At 1 January 2021	—
Recognition	1,135,368
Changes in fair value	67,450
At 31 December 2021 and 1 January 2022	1,202,818
Changes in fair value	37,301
Termination of redemption rights *(note)*	(1,240,119)
At 31 December 2022	—

Note: In July 2022, a redemption right termination agreement was signed by and among Boan Biotech, the Company and each of the direct shareholders of Boan Biotech, pursuant to which the Round A Investors and Round B Investors had ceased to be entitled to the redemption rights. Accordingly, the carrying amount of redemption liabilities was derecognised upon the termination of the term.

At 31 December 2021, the fair values of the redemption liabilities were determined using discounted cash flow method and are within Level 3 fair value measurement. The discount rate applied to the cash flow projection was 7.37%.

39. Related party transactions

Details of the Group's principal related parties are as follows:

Company	Relationship
Steward Cross Pte. Ltd. ("Steward Cross")	Associate
Luye Life Sciences Group Ltd. ("Luye Life Sciences")	Controlled by the controlling shareholder
Yantai Painuo Biotech Co., Ltd. ("Yantai Painuo")	Controlled by the controlling shareholder
Shandong International Biotechnology Development Co., Ltd. ("Biotech Park Development")	Controlled by the controlling shareholder
Luye Investment Group Co., Ltd. ("LIG")	Controlled by the controlling shareholder
Yantai Yunyue Winery Management Co., Ltd. ("Yunyue Winery")	Controlled by the controlling shareholder
Yantai Cellzone Medical Diagnostics Center Co., Ltd. ("Yantai Cellzone")	Controlled by the controlling shareholder
Qingdao Luye Shanghe Pharmaceutical Technology Co., Ltd. ("Qingdao Luye")	Controlled by the controlling shareholder
Geneleap Biotech LLC (formerly known as Luye Boston Research & Development LLC) ("Luye Boston")*	Controlled by the controlling shareholder

* *During the year, Luye Boston has ceased to be a related party of the Group. The outstanding balances with the entity are not disclosed as balances with related parties in note (b) below and the periods of the transaction amounts with Luye Boston disclosed in note (a) only covered the periods when it was a related party.*

39. Related party transactions (Continued)

(a) The Group had the following transactions with related parties during the year:

	Notes	2022 RMB'000	2021 RMB'000
Sales of products to:			
Steward Cross	*(i)*	**7,150**	6,110
Qingdao Luye	*(i)*	**3,469**	—
Provision of manufacturing service to:			
Yantai Painuo	*(ii)*	**1,908**	5,511
Lease buildings to:			
Yantai Painuo	*(ii)*	**5,148**	1,592
Lease buildings from:			
Biotech Park Development	*(ii)*	**1,263**	—
Provision of research and development services to:			
Yantai Painuo	*(ii)*	**2,902**	—
Research and development services from:			
Yantai Cellzone	*(ii)*	**2,328**	—
Biotech Park Development	*(ii)*	**2,830**	—
Provision of property management services to:			
Yantai Painuo	*(ii)*	**722**	—
Property management services from:			
Biotech Park Development	*(ii)*	**2,689**	—
Lease equipment to:			
Yantai Painuo	*(ii)*	**5,014**	—
Sales of materials to:			
Yantai Painuo	*(ii)*	**180**	294
Accommodation services from:			
Yunyue Winery	*(ii)*	**107**	370
Purchase of welfare goods from:			
LIG	*(ii)*	**196**	—
Payment on behalf by:			
Biotech Park Development		**7,822**	1,908
Luye Boston		**111**	2,431
Repayment to:			
Biotech Park Development		**5,806**	2,358
Luye Boston		**104**	2,400
Advances from:			
Luye Life Sciences	*(iii)*	**10,099**	—

Notes:

(i) The sales to related parties were made according to the published prices and conditions offered to the major customers of the Group.

(ii) The transaction prices were determined on terms mutually agreed between the parties with reference to the actual cost and fees for similar transactions in the market.

(iii) The advances were unsecured, interest-free and repayable on demand.

39. Related party transactions (Continued)

(b) Outstanding balances with related parties:

	2022 RMB'000	2021 RMB'000
Other receivables		
Yantai Painuo	24,307	5,522
Qingdao Luye	3,164	—
	27,471	5,522
Other payables		
Biotech Park Development*	1,334	222
Luye Life Sciences*	10,099	—
Yantai Cellzone	1,164	—
Luye Boston*	—	31
	12,597	253
Lease liabilities		
Biotech Park Development	5,196	5,620
Luye Boston	—	3,536
	5,196	9,156

* *The balances were non-trade in nature.*

Other outstanding balances with related parties were all trade in nature. The balances with related parties except for lease liabilities are unsecured, interest-free and have no fixed terms of repayment.

39. Related party transactions (Continued)

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

	2022 RMB'000	2021 RMB'000
Short-term employee benefits	**29,239**	32,546
Pension scheme contributions	**1,083**	875
Equity-settled share award expense	**10,716**	15,281
Total compensation paid to key management personnel	**41,038**	48,702

Further details of directors' and the chief executive's remuneration are included in note 8 to the financial statements.

40. Contingent liabilities

The Company is currently a defendant in a lawsuit brought by a party seeking restitution of unjust enrichment against the Company. The directors, based on the advice from the Group's legal counsel, believe that the Company has a valid defence against the allegation and, accordingly, the Group has not provided for any claim arising from the litigation, other than the related legal and other costs.

41. Commitments

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

	2022 RMB'000	2021 RMB'000
Contracted, but not provided for:		
Buildings	**401,186**	335,382
Plant and machinery	**509,947**	590,832
Other intangible assets	**55,753**	51,007
	966,886	977,221

42. Notes to the consolidated statement of cash flows

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB35,851,000 (2021: RMB39,161,000) and RMB35,851,000 (2021: RMB39,161,000), respectively, in respect of lease arrangements for buildings, plant and machinery and motor vehicles.

During the year, the Group had non-cash additions to other non-current liabilities of RMB50,158,000 (2021: RMB6,420,000) in respect of a collaboration arrangement.

(b) Changes in liabilities arising from financing activities

2022

	Bank and other loans RMB'000	Lease liabilities RMB'000	Convertible bonds RMB'000	Due to related parties RMB'000	Dividend payable RMB'000	Contingent consideration payables RMB'000	Redemption liabilities RMB'000
At 1 January 2022	7,578,189	41,950	1,870,654	253	5,500	334,378	–
Changes from financing cash flows	(44,465)	(20,636)	(626,594)	10,099	(11,000)	(361,683)	825,000
New leases	–	35,851	–	–	–	–	–
Foreign exchange movement	67,446	3,227	102,470	–	–	–	–
Termination of leases	–	(21,901)	–	–	–	–	–
Interest expense	3,052	1,491	137,045	–	–	–	30,252
Transaction costs	–	–	681	–	–	–	–
Interest and transaction fee paid classified as operating cash flows	–	(1,491)	(67,793)	–	–	–	–
Changes from non-financing activities	–	–	–	2,245	–	–	–
Equity component of convertible bonds	–	–	87,423	–	–	–	–
Changes in fair value	–	–	45,625	–	–	27,305	–
Dividend declared	–	–	–	–	5,500	–	–
At 31 December 2022	7,604,222	38,491	1,549,511	12,597	–	–	855,252

42. Notes to the consolidated statement of cash flows (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

2021

	Bank and other loans RMB'000	Lease liabilities RMB'000	Convertible bonds RMB'000	Contingent consideration payables RMB'000	Redemption liabilities on non-controlling interests RMB'000
At 1 January 2021	8,145,828	24,742	1,810,930	638,556	—
Changes from financing cash flows	(381,645)	(24,676)	—	(361,683)	1,230,213
New leases	—	39,161	—	—	—
Foreign exchange movement	(185,994)	2,723	(42,611)	—	—
Interest expense	—	1,678	131,367	—	—
Interest paid classified as operating cash flows	—	(1,678)	(29,032)	—	—
Changes in fair value	—	—	—	57,505	67,450
Recognition of redemption liabilities	—	—	—	—	(94,845)
At 31 December 2021	7,578,189	41,950	1,870,654	334,378	1,202,818

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2022 RMB'000	2021 RMB'000
Within operating activities	**21,510**	16,609
Within investing activities	**297**	—
Within financing activities	**20,636**	24,676
	42,443	41,285

43. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income		
	Designated as such upon initial recognition RMB'000	Mandatorily designated as such RMB'000	Equity investments RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	–	–	100,952	–	100,952
Notes receivable	–	–	351,843	–	351,843
Trade receivables	–	–	–	1,431,843	1,431,843
Financial assets included in prepayments, other receivables and other assets	–	–	–	481,973	481,973
Financial assets at fair value through profit or loss	1,263	2,977,912	–	–	2,979,175
Cash and cash equivalents	–	–	–	2,323,740	2,323,740
Time deposits with original maturity of over three months	–	–	–	1,246,700	1,246,700
Pledged time deposits	–	–	–	1,949,828	1,949,828
Restricted cash	–	–	–	32,003	32,003
Long-term receivables	–	–	–	8,600	8,600
	1,263	2,977,912	452,795	7,474,687	10,906,657

43. Financial instruments by category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2022 (Continued)

Financial liabilities

	Financial liabilities at fair value through profit or loss		
	Designated as such upon initial recognition RMB'000	Financial liabilities at amortised cost RMB'000	Total RMB'000
Trade and notes payables	—	559,944	559,944
Financial liabilities included in other payables and accruals	—	1,163,164	1,163,164
Convertible bonds- debt component	—	1,461,806	1,461,806
Convertible bonds — embedded derivative instrument	87,705	—	87,705
Other non-current liabilities	—	1,222,955	1,222,955
Interest-bearing loans and borrowings	—	7,642,713	7,642,713
	87,705	12,050,582	12,138,287

43. Financial instruments by category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2021

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at fair value through other comprehensive income		
	Designated as such upon initial recognition RMB'000	Mandatorily designated as such RMB'000	Equity investments RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	—	—	95,273	—	95,273
Notes receivable	—	—	250,315	—	250,315
Trade receivables	—	—	—	1,514,781	1,514,781
Financial assets included in prepayments, other receivables and other assets	—	—	—	622,610	622,610
Financial assets at fair value through profit or loss	1,263	3,161,198	—	—	3,162,461
Cash and cash equivalents	—	—	—	2,438,252	2,438,252
Time deposits with original maturity of over three months	—	—	—	387,859	387,859
Pledged time deposits	—	—	—	1,743,395	1,743,395
Restricted cash	—	—	—	31,982	31,982
Long-term receivables	—	—	—	8,380	8,380
	1,263	3,161,198	345,588	6,747,259	10,255,308

43. Financial instruments by category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2021 (Continued)

Financial liabilities

	Financial liabilities at fair value through profit or loss		
	Designated as such upon initial recognition RMB'000	Financial liabilities at amortised cost RMB'000	Total RMB'000
Trade and notes payables	—	570,890	570,890
Financial liabilities included in other payables and accruals	—	742,193	742,193
Convertible bonds	—	1,870,654	1,870,654
Other non-current liabilities	—	99,138	99,138
Interest-bearing loans and borrowings	—	7,620,139	7,620,139
Dividend payable	—	5,500	5,500
Redemption liabilities on non-controlling interest	1,202,818	—	1,202,818
Contingent consideration payables	334,378	—	334,378
	1,537,196	10,908,514	12,445,710

44. Fair value and fair value hierarchy of financial instruments

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	3,965	96,987	—	100,952
Notes receivable	—	351,843	—	351,843
Financial assets at fair value through profit or loss	441	2,977,471	1,263	2,979,175
	4,406	3,426,301	1,263	3,431,970

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	5,870	89,403	—	95,273
Notes receivable	—	250,315	—	250,315
Financial assets at fair value through profit or loss	2,148	3,159,050	1,263	3,162,461
	8,018	3,498,768	1,263	3,508,049

44. Fair value and fair value hierarchy of financial instruments (Continued)

Fair value hierarchy (Continued)

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

Liabilities measured at fair value:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Convertible bonds — embedded derivative component	—	—	87,705	87,705

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Contingent consideration payables	—	—	334,378	334,378
Redemption liabilities on non-controlling interests	—	—	1,202,818	1,202,818
	—	—	1,537,196	1,537,196

During the year, 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 (2021: Nil).

44. Fair value and fair value hierarchy of financial instruments (Continued)

Fair value hierarchy (Continued)

Financial instruments whose carrying amounts approximate to their fair values

Management has determined that the carrying amounts of cash and cash equivalents, pledged time deposits, restricted cash, trade receivables, other receivables and other assets, trade and notes payables, other payables and short-term interest-bearing loans and borrowings, based on their notional amounts, reasonably approximate to their fair values because these financial instruments are mostly short-term in nature.

The fair values of the non-current portion of pledged time deposits, interest-bearing loans and borrowings, long-term receivables and payables 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 changes in fair value as a result of the Group's own non-performance risk for interest-bearing loans and borrowings as at 31 December 2022 were assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income are based on recently executed transaction prices in securities of the issuer. The fair value of the unlisted equity investments at fair value through profit or loss has been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires management to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, which is price to book value ("P/B") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by a book value measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to measure the fair value of the unlisted equity investments. Management believes that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, and the related change in fair values, which is recorded in consolidated statement of profit or loss, are reasonable, and that it was the most appropriate value at the end of the reporting period.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of the notes receivable classified as debt investments at fair value through other comprehensive income as at 31 December 2022 have been calculated by discounting the expected future cash flows, which are the par values of the notes receivable. In addition, the notes receivable will mature within twelve months, and thus, their fair values approximate to their carrying values.

The fair values of the convertible bonds — embedded derivative component was determined using discounted cash flow method and are within Level 3 fair value measurement.

44. Fair value and fair value hierarchy of financial instruments (Continued)

Fair value hierarchy (Continued)

Financial instruments whose carrying amounts approximate to their fair values (Continued)

Set out below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2022 and 2021:

	Valuation technique	Significant unobservable inputs	Weighted average rate	Sensitivity of fair value to the input
Financial assets at fair value through profit or loss	Market approach	Discount for lack of marketability	20% (2021: 20%)	1% (2021: 1%) increase/decrease in discount would result in decrease/ increase in fair value by RMB14,000/RMB14,000 (2021: RMB16,000/RMB16,000)
Convertible bonds — embedded derivative component	Discounted cash flow method	Risk-free rate	3.9%	1% increase/decrease in risk-free rate would result in increase/decrease in fair value by RMB2,126,000
		Volatility	42.6%	1% increase/decrease in volatility would result in increase/decrease in fair value by RMB2,126,000

45. Financial risk management objectives and policies

The Group's principal financial instruments comprise interest-bearing loans and borrowings, convertible bonds and cash and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

45. Financial risk management objectives and policies (Continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing loans and borrowings with floating interest rates.

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts. The following table demonstrates the sensitivity to a reasonably possible change in the RMB and US$ interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity RMB'000
2022			
RMB	**50**	**(296)**	**(296)**
RMB	**(50)**	**296**	**296**
US$	**50**	**(1,401)**	**(1,401)**
US$	**(50)**	**1,401**	**1,401**
2021			
RMB	50	(342)	(342)
RMB	(50)	342	342
US$	50	(778)	(778)
US$	(50)	778	778

45. Financial risk management objectives and policies (Continued)

Foreign currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between RMB and other currencies in which the Group conducts business may affect the Group's financial condition and results of operations. The Group seeks to limit its exposure to foreign currency risk by minimising its net foreign currency position.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (arising from foreign currency denominated financial instruments) and the Group's equity.

	Increase/ (decrease) in rate of foreign currency %	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity RMB'000
2022			
If the RMB weakens against the US$	**5**	**(3,280)**	**(2,791)**
If the RMB strengthens against the US$	**(5)**	**3,280**	**2,791**
If the RMB weakens against the HK$	**5**	**8,095**	**6,880**
If the RMB strengthens against the HK$	**(5)**	**(8,095)**	**(6,880)**
If the US$ weakens against the GBP	**5**	**(578)**	**(469)**
If the US$ strengthens against the GBP	**(5)**	**578**	**469**
If the US$ weakens against the EUR	**5**	**(14,448)**	**(13,593)**
If the US$ strengthens against the EUR	**(5)**	**14,448**	**13,593**
2021			
If the RMB weakens against the US$	5	12,510	9,423
If the RMB strengthens against the US$	(5)	(12,510)	(9,423)
If the RMB weakens against the EUR	5	(11,334)	(9,150)
If the RMB strengthens against the EUR	(5)	11,334	9,150
If the US$ weakens against the AU$	5	260	217
If the US$ strengthens against the AU$	(5)	(260)	(217)
If the US$ weakens against the EUR	5	(21,695)	(21,694)
If the US$ strengthens against the EUR	(5)	21,695	21,694

45. Financial risk management objectives and policies (Continued)

Credit risk

The Group trades mainly with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of senior management.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	—	—	—	1,435,170	1,435,170
Notes receivable	351,843	—	—	—	351,843
Financial assets included in prepayments, other receivables and other assets					
— Normal**	481,973	—	—	—	481,973
Restricted cash					
— Not yet past due	32,003	—	—	—	32,003
Pledged time deposits					
— Not yet past due	1,949,828	—	—	—	1,949,828
Time deposits with original maturity of over three months					
— Not yet past due	1,246,700	—	—	—	1,246,700
Cash and cash equivalents					
— Not yet past due	2,323,740	—	—	—	2,323,740
Long-term receivables	8,600	—	—	—	8,600
	6,394,687	—	—	1,435,170	7,829,857

45. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	—	—	—	1,518,185	1,518,185
Notes receivable	250,315	—	—	—	250,315
Financial assets included in prepayments, other receivables and other assets					
— Normal**	622,610	—	—	—	622,610
Restricted cash					
— Not yet past due	31,982	—	—	—	31,982
Pledged time deposits					
— Not yet past due	1,743,395	—	—	—	1,743,395
Time deposits with original maturity of over three months					
— Not yet past due	387,859	—	—	—	387,859
Cash and cash equivalents					
— Not yet past due	2,438,252	—	—	—	2,438,252
Long-term receivables	8,380	—	—	—	8,380
	5,482,793	—	—	1,518,185	7,000,978

* *For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.*

** *The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".*

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 20 to the financial statements.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty and by geographical region. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different regions.

45. Financial risk management objectives and policies (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g., trade receivables and other financial assets) and projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through the use of interest-bearing loans and borrowings, convertible bonds and lease liabilities.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows:

31 December 2022

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Convertible bonds	—	24,375	1,573,125	—	—	1,597,500
Lease liabilities	—	3,156	14,321	24,236	1,757	43,470
Interest-bearing loans and borrowings (excluding lease liabilities)	—	2,111,471	3,424,231	2,226,298	161,121	7,923,121
Trade and notes payables	63,562	264,252	232,130	—	—	559,944
Financial liabilities included in other payables and accruals	610,175	540,392	—	—	—	1,150,567
Other non-current liabilities	—	—	—	1,222,955	—	1,222,955
	673,737	2,943,646	5,243,807	3,473,489	162,878	12,497,557

45. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

31 December 2021

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Convertible bonds	—	14,030	14,030	2,157,253	—	2,185,313
Lease liabilities	—	6,988	20,046	43,967	8,337	79,338
Interest-bearing loans and borrowings (excluding lease liabilities)	—	1,658,157	3,252,249	2,279,561	—	7,189,967
Trade and notes payables	32,314	394,433	144,143	—	—	570,890
Financial liabilities included in other payables and accruals	351,904	390,289	—	—	—	742,193
Dividend payable	5,500	—	—	—	—	5,500
Other non-current liabilities	—	—	—	99,138	—	99,138
Contingent consideration payable	—	—	—	361,683	—	361,683
Redemption liabilities on non-controlling interests	—	—	—	1,488,672	—	1,488,672
	389,718	2,463,897	3,430,468	6,430,274	8,337	12,722,694

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 31 December 2021.

45. Financial risk management objectives and policies (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is total borrowings divided by total equity. The gearing ratios as at the end of the reporting periods were as follows:

	2022 RMB'000	2021 RMB'000
Interest-bearing loans and borrowings *(note 26)*	**7,642,713**	7,620,139
Total equity	**11,041,722**	9,113,903
Gearing ratio	**69%**	84%

46. Events after the reporting period

On 22 February 2023, a total of 212,000,000 new shares, representing approximately 5.64% of the total issued shares (as enlarged by the allotment and issue of the placing shares), have been placed at the placing price of HK$3.78 per placing share to no less than six placees who are third parties independent of and not connected with the Company, any director, chief executive or substantial shareholder of the Company, or any of its subsidiaries, or any of their respective associates, and none of the placees has become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the placing of new shares in the Company. For details of the information, please refer to the Company's announcements dated 15 February 2023 and 22 February 2023.

47. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**183,370**	176,770
Right-of-use assets	**4,613**	1,559
Other intangible assets	**34,823**	31,879
Financial assets at fair value through profit or loss	**2,089**	—
Total non-current assets	**224,895**	210,208
CURRENT ASSETS		
Due from subsidiaries	**8,601,134**	7,541,627
Financial assets at fair value through profit or loss	**441**	2,148
Prepayments, other receivables and other assets	**7,490**	8,236
Restricted cash	**32,003**	29,266
Cash and cash equivalents	**6,395**	20,015
Total current assets	**8,647,463**	7,601,292
CURRENT LIABILITIES		
Interest-bearing loans and borrowings	**187,857**	532,862
Convertible bonds — debt component	**1,461,806**	—
Convertible bonds — embedded derivative instrument	**87,705**	—
Due to subsidiaries	**3,752,983**	1,996,834
Other payables and accruals	**4,226**	1,407
Total current liabilities	**5,494,577**	2,531,103
NET CURRENT ASSETS	**3,152,886**	5,070,189
TOTAL ASSETS LESS CURRENT LIABILITIES	**3,377,781**	5,280,397
NON-CURRENT LIABILITIES		
Interest-bearing loans and borrowings	**3,139**	—
Convertible bonds	**—**	1,870,654
Total non-current liabilities	**3,139**	1,870,654
Net assets	**3,374,642**	3,409,743
EQUITY		
Issued capital	**456,953**	455,835
Treasury shares	**(279,558)**	(279,558)
Share premium *(note)*	**3,870,087**	3,666,230
Equity component of convertible bonds *(note)*	**—**	292,398
Reserves *(note)*	**(672,840)**	(725,162)
Total equity	**3,374,642**	3,409,743

47. Statement of financial position of the Company (Continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium account RMB'000	Share award scheme reserve RMB'000	Accumulated losses RMB'000	Foreign currency translation reserve RMB'000	Equity component of convertible bonds RMB'000	Total RMB'000 RMB'000
At 1 January 2021	2,659,597	153,171	(724,898)	131,244	292,398	2,511,512
Loss for the year	—	—	(244,629)	—	—	(244,629)
Other comprehensive income for the year:						
Currency realignment	—	—	—	(68,752)	—	(68,752)
Total comprehensive income for the year	—	—	(244,629)	(68,752)	—	(313,381)
Equity-settled share award scheme	—	28,702	—	—	—	28,702
Issue of shares	1,006,633	—	—	—	—	1,006,633
At 31 December 2021 and 1 January 2022	3,666,230	181,873	(969,527)	62,492	292,398	3,233,466
Loss for the year	—	—	(248,562)	—	—	(248,562)
Other comprehensive income for the year:						
Currency realignment	—	—	—	293,918	—	293,918
Total comprehensive income for the year	—	—	(248,562)	293,918	—	45,356
Equity-settled share award scheme	—	6,966	—	—	—	6,966
Conversion of convertible bonds	63,369	—	—	—	(8,176)	55,193
Redemption of convertible bonds	140,488	—	—	—	(284,222)	(143,734)
At 31 December 2022	3,870,087	188,839	(1,218,089)	356,410	—	3,197,247

48. Approval of the consolidated financial statements

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2023.

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