For the year ended December 31, 2001

#### 1. GENERAL

The Company is a listed public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company's ultimate holding company is Shijiazhuang Pharmaceutical Group Company Limited ("SPG"), a state-owned enterprise established under the laws of The People's Republic of China (the "PRC"). SPG, together with the companies under its control other than members of the Group, will hereinafter be referred to as the "SPG Group".

The Company's subsidiaries are principally engaged in the manufacture and sale of pharmaceutical products.

#### 2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted for the first time a number of new and revised Statements of Standard Accounting Practice ("SSAPs") issued by the Hong Kong Society of Accountants. Adoption of these Standards has led to a number of changes in the Group's accounting policies. The revised accounting policies are set out in note 3. In addition, the new and revised Standards have introduced additional and revised disclosure requirements which have been adopted in these financial statements. Comparative amounts for the prior year have been restated in order to achieve a consistent presentation.

The adoption of the new and revised Standards has resulted in the following change to the Group's accounting policies that have affected the amounts reported for the current or prior periods.

## Dividends proposed or declared after the balance sheet date

In accordance with SSAP 9 (Revised) *Events after the Balance Sheet Date*, dividends proposed or declared after the balance sheet date are not recognised as a liability at the balance sheet date, but are disclosed in the notes to the financial statements. This change in accounting policy has been applied retrospectively, resulting in a prior year adjustment. The effect of this change has been to increase the Group's net assets at January 1, 2000 by \$40,933,000.

#### Goodwill

In the current period, the Group has adopted SSAP 30 *Business Combinations* and has elected not to restate goodwill previously eliminated against reserves. However, impairment losses in respect of goodwill that arose between the date of acquisition of the relevant subsidiary, associate or jointly controlled entity and the date of adoption of SSAP 30 have been recognised retrospectively. Goodwill arising on acquisitions prior to January 1, 2001 continues to be held in reserves and will be charged to the income statement at the time of disposal of the relevant subsidiary, associate or jointly controlled entity, or at such time as further impairment losses are identified.

Goodwill arising on acquisitions on or after January 1, 2001 is capitalised and amortised over its estimated useful life. Negative goodwill arising on acquisitions on or after January 1, 2001 is presented as a deduction from assets and will be released to income based on an analysis of the circumstances from which the balance resulted.

(cont'd)

For the year ended December 31, 2001

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with the historical cost convention and accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to December 31 each year.

The results of subsidiaries, associates and jointly controlled entities acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant inter-company transactions and balances within the Group have been eliminated on consolidation.

#### Turnover

Turnover represents the net amounts received and receivable for goods sold by the Group to outside customers, and is stated net of value-added tax and sales returns during the year.

## Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Service income is recognised when services are rendered.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost, as reduced by any identified impairment losses.

#### Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates less any identified impairment loss.

When the Group transacts with its associates, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associates, except where unrealised losses provide evidence of an impairment of the asset transferred.

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investments in associates are stated at cost less any identified impairment losses.

(cont'd)

For the year ended December 31, 2001

#### 3. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and over which none of the participating parties has unilateral control.

Jointly controlled entities

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

The Group's interests in jointly controlled entities are included in the consolidated balance sheet at the Group's share of the net assets of the relevant jointly controlled entities less any identified impairment loss. The Group's share of post-acquisition results of jointly controlled entities is included in the consolidated income statement.

When the Group transacts with its jointly controlled entities, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred.

## Property, plant and equipment

Construction in progress is stated at cost which includes all construction costs and other direct costs, including borrowing costs capitalised, attributable to such projects. Construction in progress is not depreciated until completion of construction. Costs on completed construction works are transferred to the relevant category of property, plant and equipment.

Property, plant and equipment other than construction in progress is stated at cost less depreciation, amortisation and accumulated impairment losses.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Depreciation and amortisation are provided to write off the cost of items of property, plant and equipment other than construction in progress over their estimated useful lives, and after taking into account their estimated residual value, using the straight line method, at the following rates per annum:

Buildings in the PRC	3.3% - 5%
Plant and machinery	5% - 10%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

The cost of land use rights is amortised on a straight line basis over the period of the rights.

## Intangible assets

The cost of technical know-how is amortised on a straight line basis over its expected useful life of ten years.

The cost of rights to use utilities is amortised on a straight line basis over their estimated useful lives of ten years.

(cont'd)

For the year ended December 31, 2001

#### 3. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its estimated useful life.

#### Goodwill

Goodwill represents the excess of the purchase consideration over the fair value ascribed to the Group's share of the separable net assets at the date of acquisition of a subsidiary and is written off to reserves immediately on acquisition.

Goodwill arising on acquisitions prior to January 1, 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions after January 1, 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of an associate or a jointly controlled entity is included within the carrying amount of the associate or jointly controlled entity. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

### **Impairment**

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

### Foreign currencies

Transactions in foreign currencies are translated at the rates ruling on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates ruling on the balance sheet date. Profits and losses arising on exchange are dealt with in the income statement.

(cont'd)

For the year ended December 31, 2001

#### 3. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Foreign currencies - continued

On consolidation, the financial statements of the PRC subsidiaries and jointly controlled entity are translated into Hong Kong dollars at the applicable rates of exchange ruling on the balance sheet date as quoted by the People's Bank of China, the PRC. All exchange differences arising on consolidation are dealt with in reserves.

#### **Taxation**

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

## **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are 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. 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 recognised as an expense in the period in which they are incurred.

#### Retirement benefits scheme contributions

The subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government and the retirement benefits scheme contributions charged to the income statement represent the amount of contributions payable by the subsidiaries in the PRC to their retirement benefits schemes.

## **Operating leases**

Rentals payable under operating leases are charged to the income statement on a straight line basis over the period of the relevant leases.

## 4. SEGMENT INFORMATION

In accordance with the Group's internal financial reporting, the Group has determined business segments are its primary reporting format and geographical segments are its secondary reporting format.

# **Business segments**

The Group reports its primary segment information by products which are penicillin series, 7-ACA series, vitamin C series and others. Segment information about these products is presented below:

## 2001

	Penicillin series HK\$'000	7-ACA series HK\$'000	Vitamin C series HK\$'000	Others HK\$'000	Consolidated HK\$'000
	πκφ 000	11K\$ 000	11K\$ 000	11K\$ 000	ПК\$ 000
TURNOVER					
Sales of goods	510,405	353,080	286,734	18,025	1,168,244
SEGMENT RESULT	108,855	103,276	822	(6,848)	206,105
Unallocated corporate expenses					(15,305)
Profit from operations					190,800
Finance costs					(27,102)
Impairment of goodwill of an associate					(2,032)
Gain on disposal of subsidiaries					4,051
Share of profit of a jointly controlled entity					5,183
Profit before taxation					170,900
Taxation					(29,315)
Profit before minority interests					141,585
Minority interests					(1,579)
Profit attributable to shareholders					140,006

The following is an analysis of the carrying amount of segment assets and segment liabilities, analysed by products:

	Penicillin series HK\$'000	7-ACA series HK\$'000	Vitamin C series HK\$'000	Others HK\$'000	Consolidated HK\$'000
ASSETS					
Segment assets	816,398	665,271	686,127	12,446	2,180,242
Interest in a jointly controlled entity					19,110
Unallocated corporate assets					10,580
Consolidated total assets					2,209,932
LIABILITIES					
Segment liabilities	136,345	102,456	110,564	377	349,742
Unallocated corporate liabilities					528,956
Consolidated total liabilities					878,698

## 4. SEGMENT INFORMATION – continued

# $Business\ segments-continued$

# 2001 - continued

	Penicillin series HK\$'000	7-ACA series HK\$'000	Vitamin C series HK\$'000	Others HK\$'000	Corporate HK\$'000	Consolidated HK\$'000
OTHER INFORMATION						
Capital expenditure	30,080	232,849	28,928	10,611	110	302,578
Depreciation and amortisation	48,783	22,040	30,980	1,825	342	103,970
Impairment loss recognised	_	_	3,543	_	_	3,543
Allowance for doubtful debts	3,133	2,167	4,300	-	-	9,600

# 2000

	Penicillin series HK\$'000	7-ACA series HK\$'000	Vitamin C series HK\$'000	Others HK\$'000	Consolidated HK\$'000
TURNOVER					
Sales of goods	428,798	230,793	317,677	17,828	995,096
SEGMENT RESULT	73,373	41,891	36,903	(14,301)	137,866
Unallocated corporate income					3,051
Unallocated corporate expenses					(11,197)
Profit from operations					129,720
Finance costs					(29,843)
Loss on dissolution of a subsidiary					(1,081)
Share of loss of an associate					(290)
Share of profit of a jointly controlled entity					3,779
Profit before taxation					102,285
Taxation					(21,364)
Profit before minority interests					80,921
Minority interests					(448)
Profit attributable to shareholders					80,473

## 4. SEGMENT INFORMATION – continued

# $Business\ segments-continued$

## 2000 - continued

The following is an analysis of the carrying amount of segment assets and segment liabilities, analysed by products:

		nicillin series K\$'000	7-ACA series HK\$'000	Vitamin C series HK\$'000	Others HK\$'000	Consolidated HK\$'000
ASSETS Segment assets	-	739,709	375,541	701,549	115,924	1,932,723
Interest in a jointly controlled entity	,	39,109	373,341	701,549	113,924	14,713
Unallocated corporate assets						2,767
Consolidated total assets						1,950,203
LIABILITIES						
Segment liabilities		88,771	53,411	99,998	47,344	289,524
Unallocated corporate liabilities						473,219
Consolidated total liabilities						762,743
	Penicillin series	7-ACA series	Vitamin C series	Others	Composite	Complianted
	HK\$'000	HK\$'000	HK\$'000		Corporate HK\$'000	Consolidated HK\$'000
OTHER INFORMATION						
Capital expenditure	50,076	50,635	2,231	40,175	1,184	144,301
Depreciation and amortisation	45,599	19,147	29,841	864	147	95,598
Impairment loss recognised	-	-	9,320	7,930	-	17,250
Allowance for doubtful debts	2,200	-	9,830	-	-	12,030

# Geographical segments

The Group's operations are located in the PRC, Asia other than the PRC and others. Segment information about the Group's operations is presented below:

	Turnover		
	2001	2000	
	HK\$'000	HK\$'000	
The PRC	868,203	755,159	
Asia other than the PRC	157,375	122,892	
Others	142,666	117,045	
	1,168,244	995,096	

(cont'd)

For the year ended December 31, 2001

## 4. SEGMENT INFORMATION – continued

# Geographical segments - continued

Contribution to profit by geographical market has not been presented as the contributions to profit from each market is substantially in the line with the overall Group ratio of profit to turnover.

Analysis of carrying amounts of segment assets and capital expenditure are not presented as over 90% of amounts involved are in the PRC.

## 5. PROFIT FROM OPERATIONS

	2001	2000
	HK\$'000	HK\$'000
Profit from operations has been arrived at after charging:		
Amortisation of intangible assets included		
in administrative expenses	15,255	13,250
Auditors' remuneration		
<ul><li>current year</li></ul>	1,100	1,100
<ul> <li>underprovision in prior year</li> </ul>	-	80
Depreciation and amortisation	88,715	82,348
Loss on disposal of property, plant and equipment	3,596	25
Research and development expenses	267	1,284
Staff costs including directors' remuneration	87,109	74,688
and after crediting:		
Bank interest income	1,238	5,210
Interest income from loan receivables	900	1,425
FINANCE COSTS		
	2001	2000
	HK\$'000	HK\$'000
Borrowing cost	2,475	_
Interest paid on bank loans wholly repayable within five years	24,627	29,783
Interest paid to connected parties (note 40 (I))	1,288	60
Total recognised finance costs	28,390	29,843
Less: interest capitalised in construction in progress	(1,288)	_
	27,102	29,843

(cont'd)

For the year ended December 31, 2001

#### 7. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

	2001	2000
	HK\$'000	HK\$'000
DIRECTORS		
Directors' fees:		
Executive	160	100
Independent non-executive	120	120
	280	220
Other emoluments of executive directors:		
Salaries and other benefits	3,255	3,176
	3,535	3,396

The emoluments of each of the directors were below HK\$1,000,000 for each of the two years ended December 31, 2001.

## **EMPLOYEES**

Of the five highest paid individuals in the Group, two (2000: two) were directors of the Company whose emoluments are set out above. The aggregate emoluments of the remaining three highest paid individuals are as follows:

	2001	2000
	HK\$'000	HK\$'000
Salaries and other benefits	2,038	1,999

The emoluments of each of these employees were below HK\$1,000,000 for each of the two years ended December 31, 2001.

During the year, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

(cont'd)

For the year ended December 31, 2001

#### 8. TAXATION

	2001 HK\$'000	2000 HK\$'000
The charge comprises:		
PRC income tax		
<ul> <li>current year</li> </ul>	28,529	16,439
<ul> <li>underprovision in prior year</li> </ul>	_	2,251
Share of taxation of a jointly controlled entity	786	2,674
	29,315	21,364

No Hong Kong Profits Tax is payable by the Company or its Hong Kong subsidiaries since they had no assessable profit for the year.

Pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiaries are entitled to an exemption from PRC income tax for the two years starting form their first profit-making year, followed by a 50% reduction for the next three years. The taxation charge has taken into account of these tax incentives.

The jointly controlled entity, which was established in the PRC, is also entitled to similar PRC tax relief as the above subsidiaries.

Details of unrecognised deferred tax assets are set out in note 30.

### 9. DIVIDEND

A final dividend of HK3.6 cents (2000: Nil) per share has been proposed by the directors and is subject to approval by the shareholders in general meeting.

During 2000, a final dividend of HK3.3 cents per share was paid in respect of the year ended December 31, 1999.

# 10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

	2001	2000
Profit attributable to shareholders	HK\$140,006,000	HK\$80,473,000
Weighted average number of ordinary shares for the purposes of basic earnings per share	1,240,447,279	1,240,429,301
Effect of dilutive potential ordinary shares in respect of share options	20,934,321	16,000,000
Weighted average number of ordinary shares for the purposes of diluted earnings per share	1,261,381,600	1,256,429,301

The computation of diluted earnings per share does not assume the exercise of the Company's then outstanding warrants as the exercise price of those warrants was higher than the fair value of the shares throughout the year ended December 31, 2000 and until the date of expiration of the warrants in October 2001.

## 11. PROPERTY, PLANT AND EQUIPMENT

	Land use rights in the PRC HK\$'000	Buildings in the PRC HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
THE GROUP							
COST							
At January 1, 2001	23,725	156,457	1,118,432	1,414	14,256	24,314	1,338,598
Additions	1,871	323	6,407	163	2,041	266,882	277,687
Transfers	-	59,336	(4,218)	-	480	(55,598)	-
Disposals	-	(4,522)	(17,344)	(24)	(2,342)	_	(24,232)
Disposal of subsidiaries		(23,179)	(63,057)			<u> </u>	(86,236)
At December 31, 2001	25,596	188,415	1,040,220	1,553	14,435	235,598	1,505,817
DEPRECIATION AND AMORTISATION							
At January 1, 2001	1,344	17,621	246,347	465	6,523	_	272,300
Provided for the year	1,233	6,857	77,800	294	2,531	_	88,715
Eliminated on disposals	_	(3,027)	(11,275)	_	(862)	_	(15,164)
Eliminated on disposal		(-))	( ,,		()		( - , - )
of subsidiaries	_	(2,034)	(13,867)	_	_	_	(15,901)
Impairment loss	-	548	2,995	-	-	-	3,543
At December 31, 2001	2,577	19,965	302,000	759	8,192	-	333,493
NET BOOK VALUE							
At December 31, 2001	23,019	168,450	738,220	794	6,243	235,598	1,172,324
At December 31, 2000	22,381	138,836	872,085	949	7,733	24,314	1,066,298

The directors have reviewed the carrying value of property, plant and equipment of the Group at December 31, 2001. An impairment loss of HK\$2,995,000 on plant and machinery has been recognised in the consolidated income statement, representing the difference between the valuation under discounted cash flow method, using a discount rate of 4.24%, and the carrying amount of the plant and machinery. The Group has also recognised impairment loss of HK\$548,000 on buildings with reference to the valuation made by Chesterton Petty Limited, an independent firm of professional property valuers, on an estimated selling price.

Included in construction in progress was interest cost capitalised amounting to HK\$1,288,000 (2000: Nil).

The land use rights and buildings in the PRC held by the Group at the balance sheet date are held under medium-term leases.

## 11. PROPERTY, PLANT AND EQUIPMENT - continued

	Furniture,		
	fixtures		
	and office	Motor	
	equipment	vehicles	Total
	HK\$'000	HK\$'000	HK\$'000
THE COMPANY			
COST			
At January 1, 2001	596	1,005	1,601
Additions	109		109
At December 31, 2001	705	1,005	1,710
DEPRECIATION AND AMORTISATION			
At January 1, 2001	124	50	174
Provided for the year	141	201	342
At December 31, 2001	265	251	516
NET BOOK VALUE			
At December 31, 2001	440	754	1,194
At December 31, 2000	472	955	1,427

# 12. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The deposits for the year ended December 31, 2000 were paid in connection with the expansion of the Group's production facilities in the PRC which were fully written off during the year.

## 13. INVESTMENTS IN SUBSIDIARIES

	2001	2000
	HK\$'000	HK\$'000
Unlisted investment, at cost	484,225	394,421
Chilisted in vestment, at cost		=======================================

Particulars of the Company's subsidiaries as at December 31, 2001 are set out in note 41.

# 14. AMOUNTS DUE FROM SUBSIDIARIES

The amounts due from subsidiaries are not expected to be repayable within one year.

#### 15. INTANGIBLE ASSETS

	Technical know-how <i>HK\$'000</i>	Development costs HK\$'000	Utility rights HK\$'000	Total HK\$'000
COST				
At January 1, 2001	47,097	20,367	51,795	119,259
Additions	3,170	21,721	, _	24,891
At December 31, 2001	50,267	42,088	51,795	144,150
AMORTISATION				
At January 1, 2001	25,173	8,020	7,178	40,371
Provided for the year	5,292	4,783	5,180	15,255
At December 31, 2001	30,465	12,803	12,358	55,626
NET BOOK VALUE				
At December 31, 2001	19,802	29,285	39,437	88,524
At December 31, 2000	21,924	12,347	44,617	78,888

The cost of technical know-how is amortised on a straight line basis over its expected useful life of ten years.

The cost of rights to use utilities is amortised on a straight line basis over their estimated useful lives of ten years.

Development costs are deferred and written off, using the straight line method, over a period of three years from date of commencement of commercial operation.

## 16. INVESTMENT IN AN ASSOCIATE

	THE COMPANY	
	2001	2000
	HK\$'000	HK\$'000
Unlisted shares, at cost less impairment losses recognised	-	2,322
Share of net assets of an associate	-	-
	<del></del>	2 222
		2,322

Details of the associate which was held directly by the Company at December 31, 2001 are as follows:

		Proportion of nominal value of	
Name of associate	Place of incorporation	issued capital held by the Company	Principal activity
Rigg Far East Limited	Hong Kong	30%	Trading of pharmaceutical products