

綜合損益表

CONSOLIDATED PROFIT AND LOSS ACCOUNT

(根據香港普遍採納之會計原則編製)
(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)
(截止二零零三年十二月三十一日止年度)
(FOR THE YEAR ENDED 31ST DECEMBER 2003)

			二零零三年 2003 人民幣千元 RMB'000	(經重列) (Restated) (附註1(j)) (Note 1(j)) 二零零二年 2002 人民幣千元 RMB'000
		附註 Note		
營業額	Turnover	2	1,341,788	1,173,550
產品銷售成本	Cost of goods sold		(1,027,855)	(863,134)
營業淨利潤	Gross profit		313,933	310,416
其他收入	Other revenues	2	8,807	16,571
銷售費用	Selling expenses		(135,813)	(117,542)
管理費用	Administrative expenses		(110,733)	(109,683)
其他經營費用	Other operating expenses		(269)	(3,894)
經營盈利	Operating profit	3	75,925	95,868
財務費用	Finance costs	4	(14,018)	(14,872)
除稅前盈利	Profit before taxation		61,907	80,996
稅項	Taxation	5	(10,200)	(13,382)
除稅後盈利	Profit after taxation		51,707	67,614
少數股東權益	Minority interests		87	(56)
股東應佔盈利	Profit attributable to shareholders	6	51,794	67,558
股息	Dividends	7	18,293	27,439
每股盈利	Earnings per share	8	人民幣元 RMB0.113	人民幣元 RMB0.148

綜合資產負債表

CONSOLIDATED BALANCE SHEET

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

(二零零三年十二月三十一日)

(AS AT 31ST DECEMBER 2003)

		附註 Note	二零零三年 2003 人民幣千元 RMB'000	(經重列) (Restated) 二零零二年 2002 人民幣千元 RMB'000
非流動資產	Non-current assets			
技術	Technical know-how	11	4,220	—
固定資產	Fixed assets	12	769,253	573,270
在建工程	Construction-in-progress	13	130,803	163,299
聯營公司權益	Interest in an associated company	15	24,831	—
投資	Investment securities	16	55,277	55,277
			984,384	791,846
流動資產	Current assets			
存貨	Inventories	17	250,538	218,634
應收賬款及票據	Trade and bills receivables	18	300,217	261,358
其他應收款項、 按金及預付款項	Other receivables, deposits and prepayments		53,250	65,103
可退回出口增值稅款	Export value-added-tax recoverable		30,946	41,429
應收直接控股 公司款項	Amount due from immediate holding company	19	34,341	27,569
短期投資	Short-term investment		76	76
買賣投資	Trading securities	20	34,751	—
可退回所得稅款	Income tax recoverable		3,576	5,762
現金及銀行存款結餘	Cash and bank balances		413,986	503,467
			1,121,681	1,123,398
流動負債	Current liabilities			
應付賬款及票據	Trade and bills payables	21	237,547	108,988
其他應付款項及 應計費用	Other payables and accrued charges		47,235	47,339
短期銀行貸款， 無抵押	Short-term bank loans - unsecured	25	174,156	190,000
長期銀行貸款之 一年內應償還額， 無抵押	Current portion of long-term bank loans - unsecured	25	—	150,000
			458,938	496,327
流動資產淨值	Net current assets		662,743	627,071
總資產減流動負債	Total assets less current liabilities		1,647,127	1,418,917
資本來源：	Financed by:			
股本	Share capital	22	457,313	457,313
儲備	Reserves	23	963,170	928,925
擬派股息	Proposed final dividend	23	18,293	27,439
股東權益	Shareholders' funds		1,438,776	1,413,677
少數股東權益	Minority interests		3,968	2,675
非流動負債	Non-current liabilities			
遞延稅項	Deferred taxation	24	4,383	2,565
長期銀行貸款， 無抵押	Long term bank loans - unsecured	25	200,000	—
			1,647,127	1,418,917

董事會代表

On behalf of the Board

賀端湜
董事

郭琴
董事

He Duanshi
Director

Guo Qin
Director

資產負債表

BALANCE SHEET

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

(二零零三年十二月三十一日)

(AS AT 31ST DECEMBER 2003)

		附註	二零零三年 2003 人民幣千元 RMB'000	(經重列) (Restated) 二零零二年 2002 人民幣千元 RMB'000
非流動資產	Non-current assets			
技術	Technical know-how	11	4,220	—
固定資產	Fixed assets	12	767,405	572,530
在建工程	Construction-in-progress	13	130,803	163,299
附屬公司投資	Investments in subsidiaries	14	11,054	6,457
聯營公司權益	Interest in an associated company	15	24,831	—
投資	Investment securities	16	55,277	55,277
			993,590	797,563
流動資產	Current assets			
存貨	Inventories	17	244,114	213,031
應收賬款及票據	Trade and bills receivables	18	300,167	261,358
其他應收款項、 按金及預付款項	Other receivables, deposits and prepayments		54,011	63,424
可退回出口增值稅稅款	Export value-added-tax recoverable		30,946	41,429
應收直接控股公司 款項	Amount due from immediate holding company	19	34,341	27,569
短期投資	Short-term investment		76	76
買賣投資	Trading securities	20	34,751	—
可退回所得稅款	Income tax recoverable		3,576	5,065
現金及銀行存款結餘	Cash and bank balances		399,368	495,429
			1,101,350	1,107,381
流動負債	Current liabilities			
應付賬款及票據	Trade and bills payables	21	232,568	103,592
其他應付款項及應計費用	Other payables and accrued charges		46,651	46,586
短期銀行貸款，無抵押	Short-term bank loans - unsecured	25	174,156	190,000
長期銀行貸款之 一年內應償還額 ，無抵押	Current portion of long-term bank loans-unsecured	25	—	150,000
			453,375	490,178
流動資產淨值	Net current assets		647,975	617,203
總資產減流動負債	Total assets less current liabilities		1,641,565	1,414,766
資本來源：	Financed by:			
股本	Share capital	22	457,313	457,313
儲備	Reserves	23	961,576	927,449
擬派股息	Proposed final dividend	23	18,293	27,439
股東權益	Shareholders' fund		1,437,182	1,412,201
非流動負債	Non-current liabilities			
遞延稅項	Deferred taxation	24	4,383	2,565
長期銀行貸款，無抵押	Long-term bank loans - unsecured	25	200,000	—
			1,641,565	1,414,766

董事會代表

On behalf of the Board

賀端湜
董事

郭琴
董事

He Duanshi
Director

Guo Qin
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

(截止二零零三年十二月三十一日止年度)

(FOR THE YEAR ENDED 31ST DECEMBER 2003)

			二零零三年 2003 人民幣千元 RMB'000	(經重列) (Restated) 二零零二年 2002 人民幣千元 RMB'000
	附註 Note			
於一月一日之總權益， 如前呈報	Total equity as at 1st January, as previously reported		1,414,433	1,384,816
按會計準則第12號 (經修訂)重列	Effect on adoption of SSAP12 (revised)	1(j)	(756)	67
於一月一日，經重列	As at 1st January, as restated		1,413,677	1,384,883
本年度盈利	Profit for the year	23	51,794	67,558
匯兌差額	Exchange difference	23	744	—
股息	Dividends	23	(27,439)	(36,585)
減少法定公益金 — 員工集體福利設施 之資本性支出	Decrease in statutory public welfare reserve fund - capital expenditure for common facilities of staff	23	—	(2,179)
於十二月三十一日之總權益	Total equity as at 31st December		1,438,776	1,413,677

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

(根據香港普遍採納之會計原則編製)
(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)
(截止二零零三年十二月三十一日止年度)
(FOR THE YEAR ENDED 31ST DECEMBER 2003)

		附註	二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
		Note		
經營業務之現金淨額	Net cash generated from operations	26(a)	218,660	142,317
支付所得稅款	PRC income tax paid		(6,196)	(13,885)
經營活動之現金流入淨額	Net cash inflow from operating activities		212,464	128,432
投資活動	Investing activities			
購置技術	Purchase of technical know-how		(5,000)	—
購置固定資產	Purchase of fixed assets		(30,326)	(38,985)
出售固定資產	Proceeds on disposal of fixed assets		2,810	2,186
支付在建工程款項	Payment for construction-in-progress		(214,401)	(178,404)
收購聯營公司	Investment in an associated company		(24,831)	—
支付短期投資	Payment for trading securities		(31,178)	—
收取利息	Interest received		5,950	13,215
收取投資股息	Dividend income received from investments		781	931
贖回短期投資	Redemption of short-term investments		—	88
投資活動之現金流出淨額	Net cash outflow from investing activities		(296,195)	(200,969)
理財前之現金流出淨額	Net cash outflow before financing		(83,731)	(72,537)
理財活動	Financing activities	26(b)		
新借銀行貸款	New bank loans		404,156	329,100
償還銀行貸款	Repayment of bank loans		(370,000)	(321,200)
少數股東投資款	Investments from minority shareholders		1,551	2,120
派發股息	Dividends paid		(27,439)	(36,585)
已付利息	Interest paid		(14,018)	(14,662)
理財之現金流出淨額	Net cash outflow from financing		(5,750)	(41,227)
現金及現金等價物減少	Decrease in cash and cash equivalents		(89,481)	(113,764)
一月一日之現金及現金等價物	Cash and cash equivalents at 1st January		503,467	617,231
十二月三十一日之現金及現金等價物	Cash and cash equivalents at 31st December		413,986	503,467
現金及現金等價物結餘分析：	Analysis of the balances of cash and cash equivalents			
現金及銀行存款結餘	Cash and bank balances		413,986	503,467

賬目附註

NOTES TO THE ACCOUNTS

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策

編制此等賬目所採納之主要會計政策列載如下：

(a) 編制基準

本賬目乃按照香港公認會計原則及香港會計師公會頒佈之標準編制。賬目並依據歷史成本常規法編制，惟若干物業及廠房設備乃按公平值列賬（見下文會計政策）。

於本年度，本集團採納由香港會計師公會頒佈之會計準則第12號（經修訂）「所得稅」，該會計準則於二零零三年一月一日或以後開始之會計期間生效。

本集團會計政策之變更及採納此新政策之影響載列如下。

1 Principal accounting policies

The principal accounting policies adopted in the preparation of these accounts are set out below:

(a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants (“HKSA”). They have been prepared under the historical cost convention except that property, plant and equipment are stated at valuation.

In the current year, the Group adopted the revised Statements of Standard Accounting Practice 12 “Income Taxes” (“SSAP 12”) issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2003.

The changes to the Group’s accounting policy and the effect of adopting the revised SSAP 12 is set out in the accounting policies below.

1 主要會計政策 (續)

(b) 集團賬目

(i) 綜合賬目

本綜合賬目包括山東新華製藥股份有限公司(「本公司」)及其附屬公司(「本集團」)結算截至十二月三十一日止之的賬目。

附屬公司指本公司直接或間接控制過半數投票權；有權控制財政及營運決策；委任或撤換董事會大多數成員；或在董事會會議上有大多數投票權之公司。所有集團內公司間之重大交易及結餘已在綜合賬目中對銷。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中擁有之權益。

在本公司之資產負債報表內，附屬公司的投資以成本值扣除減值虧損準備入賬。本公司將附屬公司之業績按已收及應收股息入賬。

1 Principal accounting policies (continued)

(b) Group accounting

(i) Consolidation

The consolidated accounts include the accounts of Shandong Xinhua Pharmaceutical Company Limited (the "Company") and its subsidiaries (the "Group") made up to 31st December.

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors; or to cast majority of votes at the meetings of the board of directors. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interest of shareholders outside the Group in the operating results and net assets of the subsidiaries.

In the Company's balance sheet the investment in the subsidiaries are stated at cost less provision for impairment losses. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(b) 集團賬目 (續)

(ii) 聯營公司

聯營公司為附屬公司或合營企業以外，集團持有其股權作長期投資，並對其管理具有重大影響力之公司。

綜合損益賬包括集團應佔聯營公司之本年度業績，而綜合資產負債表則包括集團應佔聯營公司之資產淨值及收購產生之商譽/負商譽(扣除累計攤銷)。

在本公司之資產負債表內，聯營公司之投資以成本值減去減值虧損準備列賬。本公司聯營公司之業績按已收及應收股息入賬。

當聯營公司之投資賬面值已全數撤銷，便不再採用權益會計法，除非集團就該聯營公司已產生承擔或有擔保之承擔。

1 Principal accounting policies (continued)

(b) Group accounting (continued)

(ii) Associated companies

An associated company is a company, not being a subsidiary or a joint venture, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies and goodwill / negative goodwill (net of accumulated amortisation) on acquisition.

In the company's balance sheet the investments in associated companies are stated at cost less provision for impairment losses. The results of associated companies are accounted for by the company on the basis of dividends received and receivable.

Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations of guaranteed obligations in respect of the associated company.

1 主要會計政策 (續)

(c) 無形資產

(i) 技術

購入技術之開支將予資本化，並以直線法按不超過20年之可使用年期攤銷。由於技術並無活躍市場，故其價值不會進行重估。

(ii) 研究及開發成本

研究成本在發生時作為費用支銷。除非能夠證明開發中產品技術之可行性及有意完成該產品，而亦有資源協助、成本可予識別，及有能力出售或使用該資產而能賺取盈利，開發成本在發生時一律作為費用支銷。已入賬為支出之開發成本不會在往後期間確認為資產。

(d) 物業、機器及設備

土地使用權按重估值減累計攤銷及累計減值虧損列賬，而攤銷方法乃按土地使用權年限以直線基準計算。如有跡象顯示出現減值，其賬面值均需評估及即時撇減至可收回價值。

其他固定資產按重估值減累計折舊及累計減值虧損列賬。

1 Principal accounting policies (continued)

(c) Intangible assets

(i) Technical know-how

Expenditure on technical know-how acquired is capitalised and amortised using straight-line method over their useful lives, but not exceeding 20 years. Technical know-how is not revaluated as there is no active market for these assets.

(ii) Research and development costs

Research costs are expensed as incurred. Costs incurred in development projects relating to the design and testing of new or improved products are expensed unless the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

(d) Property, plant and equipment

Land use rights are stated at revalued amount less subsequent accumulated amortisation and accumulated impairment losses and are amortised over the land use rights period on a straight-line basis. Where an indication of impairment exists, the carrying amount is assessed and written off immediately to its recoverable amount.

Fixed assets are stated at revalued amount less accumulated depreciation and accumulated impairment losses.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(d) 物業、機器及設備

其他固定資產折舊以直線法於其估計可使用年限內將其成本值減累積減值虧損撇銷。固定資產之估計可使用年期如下：

建築物	20年
廠房、機器及設備	5-10年
汽車	5年

資產改良成本支出均資本化，並按其對本集團之預計可用年期折舊。

在每年結算日，均須研究集團內部及外界所獲得的信息以評估資產是否出現耗蝕。如有跡象顯示資產出現耗蝕，則估計資產之可收回價值，及在合適情況下將減值虧損入賬以將資產減至其可收回價值。此等減值虧損在損益表入賬，但假若資產乃按估值列賬，而減值虧損不超過該資產之重估盈餘，此等虧損則當作重估減值。

出售固定資產之收益或虧損指出售所得收入淨額與資產賬面值之差額，並於損益表入賬。任何屬於有關資產之重估儲備結餘均轉撥至保留盈利，並列作儲備變動。

1 Principal accounting policies (continued)

(d) Property, plant and equipment

Other fixed assets are depreciated at rates sufficient to write off their revalued amount less accumulated impairment losses over their estimated useful lives on a straight-line basis. The estimated useful lives of the fixed assets are as follows:

Buildings	20 years
Plant, machinery and equipment	5-10 years
Motor vehicles	5 years

Improvements are capitalised and depreciated over their expected useful lives to the Group.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset is the difference between the net sale proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained earnings and is shown as a movement in reserves.

1 主要會計政策 (續)**(e) 在建工程**

在建工程是以成本減累計減值虧損列賬。成本包括所有購買或建造之建築物、廠房及機器的一切直接及間接成本，以及投產日期前之興建、安裝及測試期間發生之有關借款的利息支出。廠房如能持續生產具商業數量的可銷售質量產品，則視為已經投產。

(f) 經營租賃

經營租賃是指擁有資產之風險及回報實質上由出租公司保留之租賃。租賃款額在扣除自出租公司收取之任何獎勵金後，於租賃期內以直線法在損益賬中支銷。

1 Principal accounting policies (continued)**(e) Construction-in-progress**

Construction-in-progress is stated at cost less accumulated impairment losses. Cost comprises all direct and indirect costs of acquisition or construction of buildings and plant and machinery as well as interest expenses on the related funds borrowed during the construction, installation and testing periods prior to the commissioning date. A plant is considered to be commissioned when it is capable of producing saleable quality output in commercial quantities on an ongoing basis.

(f) Operating lease

Leases where substantially all the risk and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(g) 證券投資

(i) 投資證券

投資證券乃按成本值減任何減值虧損準備入賬。

個別投資之賬面值在每年結算日均作檢討，以評估其公平值是否已下跌至低於其賬面值。假如下跌並非短期性，則有關投資之賬面值須削減至其公平值。減值虧損在損益賬中列作開支。當引致撇減或撇銷之情況及事件不再存在，而有可信證據顯示新的情況和事件會於可預見將來持續，則將此項減值虧損撥回損益賬。

(ii) 買賣投資

買賣投資按公平值列帳。每年結算日，買賣投資之公平值變動而引致之未變盈虧淨額均在損益表記賬。出售買賣投資之盈利或虧損指出售所得款淨額賬面值之差額，並在產生時於損益表記賬。

1 Principal accounting policies (continued)

(g) Investments in securities

(i) Investment securities

Investment securities are stated at cost less any provision for impairment losses.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such investments will be reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to the profit and loss account when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

(ii) Trading investments

Trading investments are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in fair value of trading investments are recognised in the profit and loss account. Profits or losses on disposal of trading investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

1 主要會計政策 (續)

(h) 存貨

存貨包括製成品及在製品，除耗用品外，存貨按成本值與可變現淨值二者之較低者入賬。成本值以加權平均基準計算，並包括原材料、直接人工及所有生產經常開支之應佔部份。可變現淨值乃按預計銷售所得款項扣除估計營銷費用計算。耗用品按成本減陳舊存貨的準備後列賬。

(i) 應收賬款

凡被視為呆賬之應收賬款，均提撥準備。在資產負債表內列賬之應收賬款已扣除有關之準備金。

(j) 遞延稅項

為課稅而計算之盈利與賬目所示之盈利二者間之時差，若預期於可預見將來支付或收回負債或資產，即按現行稅率計算遞延稅項。

遞延稅項採用負債法就資產負債之稅基與它們在賬目之賬面值兩者之短暫時差作全數撥備。遞延稅項採用在結算日前已頒佈或實質頒佈之稅率釐定。

1 Principal accounting policies (continued)

(h) Inventories

Inventories comprise stocks and work-in-progress and, other than consumables, inventories are stated at the lower of cost and net realisable value. Cost, calculated on the weighted average basis, comprises materials, direct labour and an appropriate proportion of production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses. Consumables are stated at cost less provision for obsolescence.

(i) Trade receivables

Provision is made against trade receivables to the extent that they are considered to be doubtful. Trade receivables in the balance sheet are stated net of such provision.

(j) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(i) 遞延稅項 (續)

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。遞延稅項乃就附屬公司、聯營公司及合營企業之短暫時差而撥備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

往年度，遞延稅項乃因應就課稅而計算之盈利與賬目所示之盈利二者間之時差，根據預期於可預見將來支付或可收回之負債及資產而按現行稅率計算。採納新訂之會計準則第12號構成會計政策之變動並已追溯應用，故比較數字已重列以符合經修訂之政策。

如賬目附註二十三所詳述，二零零二年及二零零三年一月一日之期初保留盈利已分別增加人民幣3,262,000元及人民幣2,439,000元，為以前未提之遞延稅項資產淨額。二零零二年及二零零三年一月一日之期初資產重估儲備減少人民幣3,195,000元，為未撥備遞延稅項負債淨額。是項調整導致二零零二及二零零一年十二月三十一日之遞延稅項負債增加人民幣756,000元及減少人民幣67,000元。截至二零零二年十二月三十一日止年度之盈利減少人民幣823,000元。

1 Principal accounting policies (continued)

(i) Deferred taxation (continued)

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

In prior year, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively so that the comparatives presented have been restated to conform to the changed policy.

As detailed in note 23 to the accounts, opening retained earnings at 1st January 2002 and 2003 have increased by RMB3,262,000 and RMB2,439,000, respectively, which represent the previously unrecognised deferred tax assets. The opening asset revaluation reserves at 1st January 2002 and 2003 have decreased by RMB3,195,000 representing the under provision of deferred tax liabilities. This change has resulted in a net increase in deferred tax liabilities as at 31st December 2002 by RMB756,000 and a net decrease in deferred tax liabilities by RMB67,000 as at 31st December 2001, the profit for the year ended 31st December 2002 has decreased by RMB823,000.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)
(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(k) 外幣換算

以外幣為本位之交易，均按交易當日之匯率折算。於結算日以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之匯兌盈虧均計入損益賬。

有關為購置及建造固定資產所借入之外幣借款的外匯換算差額，當被視作利息成本之調整時作資本化處理。其他換算差額均於損益賬內處理。

附屬公司及聯營公司以外幣顯示之資產負債表均按結算日之匯率折算，而損益賬則按平均匯率折算。由此產生之匯兌盈虧作為儲備變動入賬。

(l) 收益確認

- (i) 銷貨收益在擁有權之風險及回報轉移時確認，通常亦即為貨品付運予客戶及所有權轉讓時。
- (ii) 利息收入依據未償還本金額及適用利率按時間比例確認。
- (iii) 股息收入在收取股息之權利確定時確認。
- (iv) 經營租賃之租金收入按直線法確認。

1 Principal accounting policies (continued)

(k) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

Foreign currency translation differences relating to fund borrowed for the acquisition and construction of fixed assets are capitalised to the extent that they are regarded as an adjustment to interest cost. All other exchange differences are dealt with in the profit and loss account.

The balance sheet of subsidiaries, and associated companies expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

(l) Revenue recognition

- (i) Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to the customers and the title has passed.
- (ii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.
- (iii) Dividend income is recognised when the right to receive payment is established.
- (iv) Operating lease rental income is recognised on a straight-line basis.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(m) 政府補貼

當本集團能夠合理地保證會符合附帶條件以及補貼將可收取時，政府補貼初步確認為遞延收入。與收入有關之補貼在損益賬中按擬補償之成本以系統方式記賬。與資產有關之補貼在損益賬中按資產可用年期以系統方式記賬。

(n) 退休福利

本集團參與地方政府設立的退休計劃，每年之供款額為本集團在過去一年付予僱員之薪金、花紅及津貼總額的23% (二零零二年：23%)。地方政府將會就這退休計劃負責承擔所有本集團之現已退休和將來退休的僱員的福利。支付指定退休計劃的費用於產生時自損益賬中扣除。

(o) 現金及現金等價物

現金及現金等價物按成本在資產負債表內列賬。在綜合現金流量表中，現金及現金等價物包括現金及銀行存款結餘、銀行通知存款，少於三個月到期的現金投資及銀行透支。

1 Principal accounting policies (continued)

(m) Government grants

A government grant is initially recognised as deferred income, when there is reasonable assurance that the Group will comply with the conditions attaching with it and that the grant will be received. Grants relating to income are recognised in the profit and loss account on a systematic basis to match with the related costs which they are intended to compensate.

(n) Retirement benefits

The Group participates in a local municipal government retirement scheme whereby it is required to pay annual contributions at the rate of 23% (2002: 23%) of the total salaries, bonuses and allowances paid to the Group's staff paid in the previous year. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired staff of the Group. Contributions to this retirement scheme are charged to the profit and loss account as and when incurred.

(o) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the consolidated cash flow statement, cash and cash equivalents comprise cash and bank balances, deposits held at call with banks, cash investments with maturity of three months or less from date of investment and bank overdrafts.

1 主要會計政策 (續)

(p) 撥備

當本集團因已發生的事件須承擔現有之法律性或推定性責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立撥備。當本集團預計撥備款可獲償付，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

(q) 或然負債及或然資產

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

或然資產指因已發生的事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。

1 Principal accounting policies (continued)

(p) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(q) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

1 主要會計政策 (續)

(q) 或然負債及或然資產 (續)

或然資產不會被確認，但會於可能收到經濟效益時在賬目附註中披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

(r) 分部報告

按照本集團之內部財務報告，本集團已決定將業務分部資料作為主要報告形式，而地區分佈資料則以次要報告形式呈列。

未分配成本指集團整體性開支。分部資產主要包括固定資產、在建工程、存貨、應收款項、可退回出口增值稅款及經營現金而不包括可退回所得稅款。分部負債指經營負債而不包括稅項。資本性支出包括購入固定資產及支付在建工程的款項。

至於地區分部報告，銷售額乃按照客戶所在國家計算。

1 Principal accounting policies (continued)

(q) Contingent liabilities and contingent assets (continued)

Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(r) Segment reporting

In accordance with the Group's internal financial reporting the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

Unallocated costs represent corporate expenses. Segment assets consist primarily of fixed assets, construction-in-progress, inventories, receivables, export value added tax recoverable, operating cash and exclude items such as income tax recoverable. Segment liabilities comprise operating liabilities and exclude items such as taxation payable. Capital expenditure comprises additions to fixed assets and construction-in-progress.

In respect of geographical segment reporting, sales are based on the country in which the customers are located.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

2 營業額、收益及分部資料

本集團主要從事開發、製造及銷售藥品，包括化學原料藥、製劑(如片劑及針劑)、化工及其它產品。本年已確認收入列載如下：

2 Turnover, revenue and segmental information

The Group is principally engaged in the development, production and sales of pharmaceutical products including bulk pharmaceuticals, preparations (e.g. tablets and injections), chemicals and other products. Revenues recognised during the year are as follows:

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
營業額 — 產品銷售收入	Turnover — sales of goods	1,341,788	1,173,550
其他收入	Other revenues		
利息收入	Interest income	5,950	12,527
租金收入	Rental income	2,026	2,052
廢料銷售收入	Sales of scrap materials	28	772
股息收入	Dividend income from investments	781	931
技術轉讓費收入	Technical service income	22	289
		8,807	16,571
總收入	Total revenues	1,350,595	1,190,121

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

2 營業額、收益及分部資料 (續)

本集團按業務分部及顧客所在地區
分部資料呈列如下：

(i) 業務分部資料

		二零零三年			二零零二年(經重列)		
		2003			2002 (Restated)		
		藥品業務	其他	集團	藥品業務	其他	集團
		Pharm- aceutical business	Other operations	Group	Pharm- aceutical business	Other operations	Group
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
分部收入	Segment revenues	<u>1,349,814</u>	<u>781</u>	<u>1,350,595</u>	<u>1,189,190</u>	<u>931</u>	<u>1,190,121</u>
分部業績	Segment results	<u>71,571</u>	<u>4,354</u>	<u>75,925</u>	<u>94,937</u>	<u>931</u>	<u>95,868</u>
分部資產	Segment assets	<u>1,996,191</u>	<u>81,467</u>	<u>2,077,658</u>	<u>1,854,129</u>	<u>55,353</u>	<u>1,909,482</u>
聯營公司權益	Associated Company	—	—	<u>24,831</u>	—	—	—
未分配資產	Unallocated assets	—	—	<u>3,576</u>	—	—	<u>5,762</u>
總資產	Total assets			<u>2,106,065</u>			<u>1,915,244</u>
分部負債	Segment liabilities	<u>(658,938)</u>	—	<u>(658,938)</u>	<u>(496,327)</u>	—	<u>(496,327)</u>
未分配負債	Unallocated liabilities	—	—	<u>(4,383)</u>	—	—	<u>(2,565)</u>
總負債	Total liabilities			<u>(663,321)</u>			<u>(498,892)</u>
資本開支	Capital expenditure	<u>249,727</u>	—	<u>249,727</u>	<u>217,389</u>	—	<u>217,389</u>
折舊	Depreciation	<u>79,733</u>	—	<u>79,733</u>	<u>74,024</u>	—	<u>74,024</u>

2 Turnover, revenue and segmental information (continued)

Analysis of the Group's segment information for the year by
business segment and geographical location of customers are
set out as follows:

(i) By business segment

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

2 營業額、收益及分部資料 (續)

(ii) 顧客所在地區分部資料

		分部收入		分部業績	
		Segment revenues		Segment results	
		二零零三年	二零零二年	二零零三年	二零零二年
		2003	2002	2003	2002
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
中國	PRC				
(包括香港)	(including Hong Kong)	920,673	772,756	242,910	223,058
歐洲	Europe	185,065	169,844	37,208	43,798
美洲	Americas	160,921	170,369	25,785	36,249
其他國家	Others	83,936	77,152	20,664	23,882
		<u>1,350,595</u>	<u>1,190,121</u>	<u>326,567</u>	<u>326,987</u>
未分配成本	Unallocated costs			(250,642)	(231,119)
營業利潤	Operating profit			<u>75,925</u>	<u>95,868</u>

本集團超過99%之資產均位於中國。

Over 99% of the Group's assets are located in the People's Republic of China.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

3 經營盈利

經營盈利已計入及扣除下列項目：

3 Operating profit

Operating profit is stated after crediting and charging the following:

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
計入	Crediting		
出售固定資產收益	Gain on disposal of fixed assets	1,303	1,753
政府補貼出口	Government subsidies on export		
收滙貼息收入	sales proceeds received	—	1,462
撥回滯銷及	Write back of provision for slow-		
陳舊存貨撇賬	moving and obsolete inventories	80	46
買賣投資未變現盈利	Unrealised gain on trading investments	3,573	—
扣除	Charging		
廣告及宣傳費用	Advertising and promotion expenses	84,895	76,999
核數師酬金	Auditors' remuneration	1,238	1,000
員工成本(不包括董事及	Staff costs (excluding directors' and		
監事酬金)(附註9)	supervisors' emoluments) (note 9)	127,926	131,604
固定資產折舊	Depreciation	79,733	74,024
技術攤銷	Amortisation of technical know-how	780	—
匯兌淨損失	Net exchange loss	1,191	641
土地及樓宇	Operating lease rentals on land		
經營租賃	and buildings	1,319	1,406
呆壞賬準備	Provision for bad and doubtful debts	2,937	10,557
維修及保養費用	Repairs and maintenance expenses	25,541	34,952
研究及開發成本	Research and development costs	12,307	18,611

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

4 財務費用

4 Finance costs

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
銀行貸款利息	Interest on bank loans	14,824	14,651
貼現票據利息	Interest on discounted bills	—	498
減：政府補貼	Less: government subsidies	(806)	(277)
		<u>14,018</u>	<u>14,872</u>

5 稅項

5 Taxation

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
於綜合損益表內支銷 之稅項如下：	The amount of taxation charged to the consolidated profit and loss account represents:		
中國企業所得稅	PRC enterprise income tax		
— 本期(註(a))	- current (note (a))	8,382	12,559
遞延稅項	Deferred taxation	1,818	823
		<u>10,200</u>	<u>13,382</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

5 稅項 (續)

- (a) 根據山東省淄博市稅務部門頒佈的文件，本公司被確認為高新技術企業，並於截至二零零三年十二月三十一日止年度內，按15%的稅率繳納企業所得稅(二零零二年：15%)。此優惠於二零零三年後，須每年向淄博市稅務部門申請審批。

除本公司外，本集團之其他子公司就二零零二年度及二零零三年應課稅收入的33%繳納中國企業所得稅。

- (b) 本集團截至二零零二及二零零三年十二月三十一日止兩個個別年度並無應課稅收入須繳付香港利得稅，故賬目內並無香港利得稅撥備。

5 Taxation (continued)

- (a) Pursuant to the approval documents from the tax bureau of Zibo City, the Company is qualified as a high-technology enterprise and subject to PRC enterprise income tax rate of 15% for the year ended 31st December 2003 (2002: 15%). This treatment will be subjected to annual reviews by the tax bureau of Zibo City in future years after 2003.

Other than the Company, the companies within the Group are subject to PRC enterprise tax at the rate of 33% on its taxable income for the years ended 31st December 2002 and 2003.

- (b) No provision for Hong Kong profits tax has been made in the accounts as the Group has no income assessable to Hong Kong profits tax for the years ended 31st December 2002 and 2003.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

5 稅項 (續)

- (c) 本集團有關除稅前溢利之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
除稅前溢利	Profit before taxation	61,907	80,996
按稅率33%(二零零二年： 33%)計算之稅項	Calculated at a tax rate of 33% (2002: 33%)	20,429	26,729
中國不同稅率之影響	Effect of preferential tax rate in the PRC	(11,143)	(14,579)
不可扣稅之支出	Expenses not deductible for tax purposes	914	1,232
稅項支出	Tax charges	10,200	13,382

6 股東應佔盈利

計入本公司賬目之股東應佔盈利為人民幣52,420,000元(二零零二年：人民幣 67,191,000元)。

6 Profit attributable to shareholders

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of RMB52,420,000 (2002: RMB67,191,000).

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

7 股息

7 Dividends

	二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
擬派末期股息 一 每股人民幣0.04元 (二零零二年：人民幣0.06元) 按307,312,830股 (二零零二年：307,312,830股) A股及150,000,000股 (二零零二年：150,000,000股) H股計算	Final, proposed of RMB0.04 (2002: RMB0.06) per share on 307,312,830 (2002: 307,312,830) A shares and 150,000,000 (2002: 150,000,000) H shares	
	18,293	27,439

於二零零四年三月二十六日舉行之會議上，董事宣佈按307,312,830股A股及150,000,000股H股，派發末期股息每股人民幣0.04元(折合港幣0.0374元，A股含稅)。此項擬派股息並無於本賬目中列作應付股息，惟將於截至二零零四年十二月三十一日止年度列作留存盈利分派。

At a meeting held on 26th March 2004, the directors declared a final dividend of RMB0.04 per share (approximately HK\$0.0374 per share including income tax for A shares) on 307,312,830 A shares and 150,000,000 H shares. This proposed dividend is not reflected as a dividend payable in these accounts, but will be reflected as an appropriation of retained earnings for the year ending 31st December 2004.

8 每股盈利

8 Earnings per share

每股基本盈利是根據本集團之股東應佔盈利人民幣51,794,000元(二零零二年(經重列)：人民幣67,558,000元)及按年內已發行股份之加權平均數457,312,830股(二零零二年：457,312,830股)計算。

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of RMB51,794,000 (2002 (Restated): RMB67,558,000) and based on the weighted average of 457,312,830 (2002: 457,312,830) shares in issue during the year.

截至二零零二年和二零零三年十二月三十一日止兩個年度，均沒有可能造成攤薄影響的普通股，故此並沒有對每股盈利造成攤薄影響。

There was no dilution effect on the basic earnings per share for the year ended 31st December 2003 and 2002 as there were no dilutive shares outstanding during the years ended 31st December 2003 and 2002.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

9 員工成本(不包括董事及監事酬金)

9 Staff costs (excluding directors' and supervisors' remuneration)

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
薪酬工資	Salaries and wages	87,453	91,439
員工福利及其它津貼	Staff welfare and other benefits	21,096	21,748
退休成本 —	Retirement costs -		
界定供款計劃(附註)	defined contribution plans (note)	19,377	18,417
		127,926	131,604

附註：

本集團參與地方政府設立的退休計劃，每年之供款額為過去一年本集團付予僱員之薪金、花紅及津貼(「有關收入」)總額的23%(二零零二年：23%)。每月個人有關收入的上限為人民幣2,730元(二零零二年：人民幣2,100元)。支付指定退休計劃的費用於產生時自損益賬中扣除。

所有員工將會在退休之後得到相當於其退休時工資總額的固定比例的退休福利。而地方政府將會就這退休計劃負責承擔所有本集團之現已退休和將來退休的僱員的福利。因此，除上文所述的供款外，本集團並無責任為僱員支付退休款項及其它退休後福利。

Note:

As stipulated by the regulations of the PRC, the Group participates in basic defined contribution pension scheme organised by the local municipal governments, whereby it is required to pay contributions at the rate of 23% (2002: 23%) on the total salaries, bonuses and allowances (the "relevant income") paid to the Group's staff in the previous year. The monthly relevant income per head of a staff is subject to a cap of RMB2,730 (2002: RMB2,100). Contributions to this retirement scheme are charged to the profit and loss account as and when incurred.

All employees are entitled to retirement benefits equal to a fixed proportion of their salary at their normal retirement age. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired staff of the Group. Accordingly, the Group has no other material obligation for payment of retirement and other post-retirement benefits of employees other than the contribution described above.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

10 董事及監事酬金

- (a) 年內本集團向董事及監事支付之酬金總額如下：

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
袍金	Fees	—	—
其他酬金	Other emoluments		
— 基本薪金及津貼	— Basic salaries and allowances	747	753
— 花紅	— Bonuses	2,223	1,926
— 退休福利	— Retirement benefits	163	157
		<u>3,133</u>	<u>2,836</u>

本年度之基本薪金及津貼包括支付給獨立非執行董事的人民幣160,000元的年度津貼(二零零二年：人民幣90,000元)。

Basic salaries and allowances disclosed above include allowances of RMB160,000 (2002: RMB:90,000) paid to independent non-executive directors.

- (b) 列入以下酬金級別之董事和監事人數如下：

	執行董事 Executive directors	非執行董事 Non- executive directors	監事 Supervisors
	二零零三年 2003	二零零二年 2002	二零零三年 2003
零至人民幣 1,060,000元 (等於港幣 1,000,000) Dollar 1,000,000)	6	6	5

截至二零零二年及二零零三年十二月三十一日止年度，沒有董事或監事放棄酬金。

- (b) The number of directors and supervisors whose emoluments fell within the following bands:

No directors or supervisors waived their emoluments in respect of the years ended 31st December 2002 and 2003.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

10 董事及監事酬金 (續)

- (c) 截至二零零二年及二零零三年十二月三十一日止年度內酬金最高的五位人士均為本公司執行董事，彼等之酬金已載於上文分析。

11 技術

10 Directors' and Supervisors' emoluments (continued)

- (c) The five individuals whose emoluments were the highest in the Group for the years ended 31st December 2002 and 2003 are executive directors of the Company whose emoluments are reflected in the analysis presented above.

11 Technical know-how

		本集團及本公司 Group and Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日	At 1st January	—	—
增加	Addition	5,000	—
攤銷	Amortisation	(780)	—
於十二月三十一日	At 31st December	4,220	—

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

12 固定資產

12 Fixed assets

		本集團 Group 廠房、機器 及設備 Plant, machinery, and equipment				汽車 Motor vehicles	總計 Total
		土地使用權 Land use rights 人民幣千元 RMB'000	建築物 Buildings 人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
重估值	Valuation						
於二零零三年 一月一日	At 1st January 2003	77,201	229,641	611,240	17,699		935,781
由在建工程轉入 (註13)	Transferred from construction-in- progress (note 13)	—	83,239	162,441	1,217		246,897
添置	Additions	226	464	29,436	200		30,326
出售	Disposals	(515)	(136)	(9,474)	(677)		(10,802)
於二零零三年 十二月三十一日	At 31st December 2003	76,912	313,208	793,643	18,439		1,202,202
累積折舊	Accumulated depreciation						
於二零零三年 一月一日	At 1st January 2003	9,231	99,058	248,173	6,049		362,511
本年度折舊	Charge for the year	1,664	11,710	61,324	5,035		79,733
出售	Disposals	—	(136)	(8,671)	(488)		(9,295)
於二零零三年 十二月三十一日	At 31st December 2003	10,895	110,632	300,826	10,596		432,949
賬面淨值	Net book value						
於二零零三年 十二月三十一日 (附註12(e))	At 31st December 2003 (note 12(e))	66,017	202,576	492,817	7,843		769,253
於二零零二年 十二月三十一日	At 31st December 2002	67,970	130,583	363,067	11,650		573,270

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

12 固定資產 (續)

12 Fixed assets (continued)

		本公司 Company 廠房、機器 及設備 Plant, machinery, and equipment				汽車 Motor vehicles	總計 Total
		土地使用權 Land use rights 人民幣千元 RMB'000	建築物 Buildings 人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
重估值	Valuation						
於二零零三年 一月一日	At 1st January 2003	76,975	229,641	610,525	17,699		934,840
由在建工程轉入 (註13)	Transferred from construction-in- progress (note 13)	—	83,239	162,441	1,217		246,897
添置	Additions	266	464	27,925	200		28,855
出售	Disposals	(329)	(136)	(9,474)	(677)		(10,616)
於二零零三年 十二月三十一日	At 31st December 2003	76,912	313,208	791,417	18,439		1,199,976
累積折舊	Accumulated depreciation						
於二零零三年 一月一日	At 1st January 2003	9,231	99,058	247,972	6,049		362,310
本年度折舊	Charge for the year	1,664	11,710	61,147	5,035		79,556
出售	Disposals	—	(136)	(8,671)	(488)		(9,295)
於二零零三年 十二月三十一日	At 31st December 2003	10,895	110,632	300,448	10,596		432,571
賬面淨值	Net book value						
於二零零三年 十二月三十一日 (附註12(e))	At 31st December 2003 (note 12(e))	66,017	202,576	490,969	7,843		767,405
於二零零二年 十二月三十一日	At 31st December 2002	67,744	130,583	362,553	11,650		572,530

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

12 固定資產 (續)

- (a) 本集團及本公司之所有建築物均位於中國。本集團及本公司之賬面淨值為人民幣48,163,000元的土地使用權由淄博市國家土地管理局所授予，為期50年，由一九九六年三月八日起計算。

本集團及本公司的賬面淨值為人民幣6,207,000元的土地使用權，乃由淄博市國家土地管理局所授予，為期27年，直至二零三零年十二月廿七日。

本集團之賬面淨值為人民幣222,000元的土地使用權亦由淄博市國家土地管理局所授予，為期50年，由二零零二年十一月二十二日起計算。

- (b) 為準備本公司的股票於香港聯合交易所有限公司上市，本公司的固定資產首先於一九九五年十二月三十一日由中國註冊估值師山東會計師事務所按折舊重置成本的基準作估值。重估增值為人民幣6,420,000元。其後本公司的固定資產於一九九六年九月三十日由一獨立估值師 - 卓德測計師行有限公司按公開市值重新估值。是次重估增值為人民幣22,625,000元。兩個重估增值列賬後對截至二零零三年十二月三十一日止年度增加的折舊費用為人民幣242,000元(二零零二年：人民幣1,341,000元)。

12 Fixed assets (continued)

- (a) All buildings of the Group and the Company are located in the PRC. Land use right of the Group and the Company with net book value of RMB48,163,000 were granted by the State Land Administration Bureau of Zibo City for a period of 50 years from 8th March 1996.

Land use right of the Group and the Company with net book value of RMB6,207,000 was granted by the State Land Administration Bureau of Zibo City for a period of 27 years to 27th December 2030.

Land use right of the group with net book value of RMB222,000 were granted by the State Land Administration bureau of Zibo City for a period of 50 years from 22nd November 2002.

- (b) In the preparation of the listing of the Company's shares on The Stock Exchange of Hong Kong Limited, the Company's fixed assets were firstly revalued as at 31st December 1995 by Shandong Certified Public Accountants, a firm of valuers registered in the PRC on a depreciated replacement cost basis as part of its restructuring. The revaluation surplus was RMB6,420,000. Another separate revaluation was carried out on the Company's fixed assets as at 30th September 1996, by Chesterton Petty Limited, an independent valuer, on an open market value basis. This has resulted in a further revaluation surplus of RMB22,625,000 to the Company. The adoption of the above two revaluations in the accounts has resulted in an additional depreciation charge of RMB242,000 (2002: RMB1,341,000) in respect of the year ended 31st December 2003.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

12 固定資產 (續)

- (c) 倘本集團及本公司之固定資產以成本值減累計折舊入賬，該等資產之賬面值將分別約為：

		本集團 Group		本公司 Company	
		二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
土地使用權	Land use rights	65,676	67,629	65,676	67,629
建築物	Buildings	198,626	125,555	198,626	125,555
廠房、機器及設備	Plant, machinery and equipment	483,487	362,327	481,639	361,813
汽車	Motor vehicles	7,357	11,164	7,357	11,164
		755,146	566,675	753,298	566,161

- (d) 於二零零三年十二月三十一日，本公司及本集團之所有固定資產均由本公司董事按折舊重置成本基準作估值。由於重估值與於二零零三年十二月三十一日之賬面淨值並無重大差異，董事認為固定資產於二零零三年十二月三十一日之賬面淨值已經公平地反映其於當日之可收回價值。

- (d) At 31st December 2003, all fixed assets of the Company and the Group were revalued by the directors on a depreciated replacement cost basis. Since there are no material differences between the revaluated amount and the net book value at 31st December 2003, the directors are of the opinion that the net book value of fixed assets at 31st December 2003 fairly reflected their recoverable amount at that time.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

13 在建工程

13 Construction-in-progress

		本集團及本公司 Group and Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日	At 1st January	163,299	91,163
增加	Additions	214,401	178,404
轉往固定資產(註12)	Transferred to fixed assets (note 12)	(246,897)	(104,089)
由法定公益金支銷員工 集體福利設施之 資本性支出(註23)	Capital expenditure for common facilities of staff charged against statutory public welfare reserve fund (note 23)	—	(2,179)
於十二月三十一日	At 31st December	130,803	163,299

在建工程指於二零零三年十二月三十一日正在建造但尚未投產的建築物、廠房及機器設備所發生的開支。

Construction-in-progress comprises expenditures incurred on buildings, plants and machinery not yet commissioned at 31st December 2003.

在本年度及二零零二年度內均沒有關於在建工程的貸款。

For the years ended 31st December 2003 and 2002, no loans were borrowed for financing construction-in-progress.

在建工程包括購買兩幅位於中國山東省淄博市的土地使用權之訂金人民幣30,000,000元(二零零二年:人民幣24,000,000元)。

Included in construction-in-progress, RMB30,000,000 (2002: RMB24,000,000) represents prepayment for purchase of land use rights of two pieces of land in Zibo, Shandong, the PRC.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

14 附屬公司投資

14 Investments in subsidiaries

		本公司 Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
非上市公司股份，按成本值	Unlisted investments, at cost	11,054	6,457

於二零零三年十二月三十一日之附屬公司如下：

The details of the subsidiaries at 31st December 2003 are as follows:

公司名稱 Name	註冊 成立國家 及法定地位 Country of incorporation and kind of legal entity	主要業務及 經營地點 Principal activities and place of operation	註冊 資本詳情 Particulars of registered capital	實際 擁有權益 Effective interest held
德州新華泰康大藥店 有限公司	中國， 有限責任公司	於中國經營藥物及 醫藥用品零售	人民幣600,000元	*52.8%
Dezhou Xinhua Tai Kang Drug Store Company Limited	People's Republic of China (the "PRC"), limited company	Retail sales of medicine and medical products in the PRC	RMB600,000	*52.8%
東營新華大藥店 有限公司	中國， 有限責任公司	於中國經營藥物及 醫藥用品零售	人民幣900,000元	*46.6%
Dong Ying Xinhua Drug Store Company Limited	PRC, limited company	Retail sales of medicine and medical products in the PRC	RMB900,000	*46.6%
濰坊新華大藥店 有限公司	中國， 有限責任公司	於中國經營藥物及 醫藥用品零售	人民幣300,000元	*48.4%
Wei Fang Xinhua Drug Store Company Limited	PRC, limited company	Retail sales of medicine and medical products in the PRC	RMB300,000	*48.4%

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

14 附屬公司投資 (續)

14 Investments in subsidiaries (continued)

公司名稱 Name	註冊 成立國家 及法定地位 Country of incorporation and kind of legal entity	主要業務及 經營地點 Principal activities and place of operation	註冊 資本詳情 Particulars of registered capital	實際 擁有權益 Effective interest held
淄博新華大藥店 (連鎖)有限公司	中國， 有限責任公司	於中國經營藥物及 醫藥用品零售	人民幣2,000,000元	88%
Zibo Xinhua Pharmacy (Chain) Company Limited	PRC, limited company	Retail sales of medicine and medical products in the PRC	RMB2,000,000	88%
淄博新華醫藥設計院 有限公司	中國， 有限責任公司	於中國經營醫藥 工程的設計	人民幣2,000,000元	90%
Zibo Xinhua Pharmaceutical Design Institute Company Limited	PRC, limited company	Design of medical production projects in the PRC	RMB2,000,000	90%
淄博新華三和化工 有限公司	中國， 有限責任公司	於中國生產醫藥中間體	美元500,000元	70%
Zibo Xinhua Sanhe Chemical Company Limited	PRC, limited company	Production of medical intermediates in the PRC	US\$500,000	70%
山東新華製藥 (歐洲)有限公司	德國， 有限責任公司	於歐洲經營藥物及 醫藥用品零售	歐元1,000,000元	70%
Shandong Xinhua Pharmaceutical (Europe) GmbH	Germany, limited company	Trading of medicine and medical products in Europe	EUR1,000,000	70%

* 由本公司間接持有之股份

* Shares held indirectly by the Company

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

15 聯營公司權益

15 Interest in an associated company

		本集團 Group	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
應佔淨資產	Share of net assets	<u>24,831</u>	<u>—</u>

		本公司 Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
非上市公司股份，按成本值	Unlisted investment, at cost	<u>24,831</u>	<u>—</u>

於二零零三年十二月三十一日之聯營公司如下：

The details of the associated company at 31st December 2003 are as follows:

公司名稱 Name	註冊 成立國家 及法定地位 Country of incorporation and kind of legal entity	主要業務及 經營地點 Principal activities and place of operation	註冊 資本詳情 Particulars of registered capital	實際 擁有權益 Effective interest held
淄博新華 - 百利高製藥 有限責任公司	中國， 有限責任公司	於中國生產藥物及 醫藥用品	美元6,000,000元	50%
SINO-USA Zibo Xinhua-Perrigo Pharmaceutical Company Limited	PRC, limited company	Production of medicine and medical products in the PRC	USD6,000,000	50%

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

15 聯營公司權益 (續)

淄博新華 - 百利高製藥有限責任公司是本公司與美國百利高國際公司共同組成之合營公司，其主要業務為於中國生產藥物及醫藥用品。於二零零三年十二月三十一日，該合營公司之廠房仍在興建及未開展正式業務。該合營公司之註冊及繳足資本為6,000,000美元，其中本集團注資額為3,000,000美元，佔五成股權。因本公司只能對該合營公司之管理行使重大之影響力，董事認為該合營公司乃聯營公司。

15 Interest in an associated company (continued)

SINO-USA Zibo Xinhua-Perrigo Pharmaceutical Company Limited is a joint venture between the Company and Perrigo International, Inc for the production of medicine and medical products in the PRC. As at 31st December 2003, the joint venture's production plant was under construction and did not have commercial operations. The registered capital and paid-up capital of the joint venture is USD6,000,000, of which the Company contributed USD3,000,000 for its 50% share. The directors regard the joint venture as an associated company as the company only exercises significant influence in its management.

16 投資

16 Investment securities

		本集團及本公司 Group and Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
非上市公司股份，按成本值	Unlisted investments, at cost	55,277	55,277

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

17 存貨

17 Inventories

		本集團 Group		本公司 Company	
		二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
原材料	Raw materials	25,763	23,991	25,763	23,991
在製品	Work-in-progress	84,278	76,872	84,278	76,872
產成品	Finished goods	130,306	109,728	123,882	104,125
耗用品	Consumables	10,191	8,043	10,191	8,043
		250,538	218,634	244,114	213,031

於二零零三年十二月三十一日，以可變現淨值列賬之本集團及本公司存貨的賬面值合共人民幣9,097,000元(二零零二年：人民幣11,837,000元)。

At 31st December 2003, the amount of inventories of the Group and the Company that are carried at net realisable value amounted to RMB9,097,000 (2002: RMB11,837,000).

18 應收賬款及票據

18 Trade and bills receivables

於二零零三年十二月三十一日，應收賬款及票據的賬齡分析如下：

At 31st December 2003, the ageing analysis of the trade and bills receivables were as follows:

		本集團 Group		本公司 Company	
		二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
一年以內	Within one year	282,790	245,366	282,740	245,366
一年至二年	One to two years	12,300	13,268	12,300	13,268
二年至三年	Two to three years	5,127	2,724	5,127	2,724
		300,217	261,358	300,167	261,358

本集團及本公司之出口銷售之營業額均以信用證或付款交單方式進行銷售。營業額之其他結餘則按記賬交易形式進行，其中部分以客戶之備用信用證或銀行擔保作保證。

The Group's and the Company's turnover from export sales is on letter of credit or documents against payment. The remaining balances of turnover are on open account terms which are partially covered by customers' stand-by letter of credit or bank guarantees.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

19 應收直接控股公司款項

應收直接控股公司款項是無抵押、無利息及無指定還款日期的款項。於二零零三年十二月三十一日，此等款項包括貿易款項約人民幣27,050,000元(二零零二年：人民幣20,695,000元)。直接控股公司承諾償還及代收回應收及應付同集團附屬公司款項。於二零零三年十二月三十一日，應收直接控股公司款項乃應收及應付直接控股公司及同集團附屬公司之淨額。

19 Amount due from immediate holding company

The amount due from immediate holding company is unsecured, interest-free and has no fixed terms of repayment. Out of the total balance at 31st December 2003, approximately RMB27,050,000 (2002: RMB20,695,000) was trading in nature. The immediate holding company has undertaken to settle and receive all amounts due to and due from the fellow subsidiaries. As at 31st December 2003, the amount due from immediate holding company represents the net balance due to/from the immediate holding company and the fellow subsidiaries.

20 買賣投資

20 Trading investments

本集團及本公司 Group and Company	
二零零三年 2003	二零零二年 2002
人民幣千元 RMB'000	人民幣千元 RMB'000
香港外上市投資，按市值	Listed investments outside Hong Kong, at market value
34,751	—

21 應付賬款及票據

21 Trade and bills payables

於二零零三年十二月三十一日，應付賬款及票據的賬齡分析如下：

At 31st December 2003, the ageing analysis of the trade and bills payables were as follows:

本集團 Group		本公司 Company	
二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
一年以內	Within one year	233,507	103,537
一年至二年	One to two years	580	1,705
二年至三年	Two to three years	523	304
超過三年	Over three years	2,937	3,442
237,547	108,988	232,568	103,592

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

22 股本

22 Share capital

		本集團及本公司 Group and Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
法定股本	Registered		
307,312,830股	307,312,830		
(二零零二年：307,312,830股)	(2002: 307,312,830)		
A股每股面值人民幣1.00元	A Shares of RMB1.00 each	307,313	307,313
150,000,000股	150,000,000		
(二零零二年：150,000,000股)	(2002: 150,000,000)		
H股每股面值人民幣1.00元	H Shares of RMB1.00 each	150,000	150,000
		457,313	457,313
已發行及繳足股本	Issued and fully paid		
307,312,830股	307,312,830		
(二零零二年：307,312,830股)	(2002: 307,312,830)		
A股每股面值人民幣1.00元	A Shares of RMB1.00 each		
分為：	divided into:		
國家股	State shares	214,440	214,440
法人股	Legal person shares	16,720	16,720
個人股	Individual shares	76,153	76,153
		307,313	307,313
150,000,000股	150,000,000		
(二零零二年：150,000,000股)	(2002: 150,000,000)		
H股每股面值人民幣1.00元	H Shares of RMB1.00 each	150,000	150,000
		457,313	457,313

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備

23 Reserves

	本集團 Group						
	股份溢價賬 (註(b)) Share premium account (note (b)) 人民幣千元 RMB'000	資本公積金 (註(b)) Capital reserve (note (b)) 人民幣千元 RMB'000	儲備基金 (註(c)) Reserve funds (note (c)) 人民幣千元 RMB'000	資產 重估儲備 Asset revaluation reserve 人民幣千元 RMB'000	匯兌差額 Exchange reserve 人民幣千元 RMB'000	保留盈利 (註(d)) Retained earnings (note (d)) 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於二零零三年一月一日，如前呈報							
At 1st January 2003, as previously reported	466,618	78,642	148,906	29,045	—	233,909	957,120
會計準則第12號(經修訂)的影響							
Effect on adoption of SSAP12 (revised)	—	—	—	(3,195)	—	2,439	(756)
於二零零三年一月一日，經重列							
As at 1st January 2003, as restated	466,618	78,642	148,906	25,850	—	236,348	956,364
本年度盈利							
Profit for the year	—	—	—	—	—	51,794	51,794
二零零二年已派末期股息							
2002 Final dividend paid	—	—	—	—	—	(27,439)	(27,439)
匯兌差額							
Exchange differences	—	—	—	—	744	—	744
轉入儲備基金(註c)							
Transfer to reserve funds (note c)	—	—	10,519	—	—	(10,519)	—
於二零零三年十二月三十一日							
At 31st December 2003	<u>466,618</u>	<u>78,642</u>	<u>159,425</u>	<u>25,850</u>	<u>744</u>	<u>250,184</u>	<u>981,463</u>
相當於：							
Representing:							
公司及子公司							
Company and subsidiaries							
於二零零三年十二月三十一日之儲備							
Reserves at 31st December 2003	466,618	78,642	159,425	25,850	744	231,891	963,170
二零零三年擬派末期股息							
2003 Final dividend proposed	—	—	—	—	—	18,293	18,293
於二零零三年十二月三十一日							
At 31st December 2003	<u>466,618</u>	<u>78,642</u>	<u>159,425</u>	<u>25,850</u>	<u>744</u>	<u>250,184</u>	<u>981,463</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

23 Reserves (continued)

	本集團 Group						
股份溢價賬	資本公積金	儲備基金	資產		保留盈利		
(註(b))	(註(b))	(註(c))	重估儲備	匯兌差額	(註(d))	總額	
Share premium account	Capital reserve	Reserve funds	Asset revaluation reserve	Exchange reserve	Retained earnings	Total	
(note (b))	(note (b))	(note (c))	reserve	reserve	(note (d))		
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
於二零零二年一月一日，如前呈報							
At 1st January 2002, as previously reported	466,618	78,642	133,852	29,045	—	219,346	927,503
會計準則第12號(經修訂)的影響							
Effect on adoption of SSAP12 (revised)	—	—	—	(3,195)	—	3,262	67
於二零零二年一月一日，經重列							
As at 1st January 2002, as restated	466,618	78,642	133,852	25,850	—	222,608	927,570
本年度盈利							
Profit for the year	—	—	—	—	—	67,558	67,558
二零零一年已派末期股息							
2001 Final dividend paid	—	—	—	—	—	(36,585)	(36,585)
轉入儲備基金(註c)							
Transfer to reserve funds (note c)	—	—	17,233	—	—	(17,233)	—
員工集體福利設施之資本性支出(註13)							
Capital expenditure for common facilities of staff (Note 13)	—	—	(2,179)	—	—	—	(2,179)
於二零零二年十二月三十一日							
At 31st December 2002	466,618	78,642	148,906	25,850	—	236,348	956,364
相當於：							
Representing:							
公司及子公司							
Company and subsidiaries							
於二零零二年十二月三十一日之儲備							
Reserves at 31st December 2002	466,618	78,642	148,906	25,850	—	208,909	928,925
二零零二年擬派末期股息							
2002 Final dividend proposed	—	—	—	—	—	27,439	27,439
於二零零二年十二月三十一日							
At 31st December 2002	466,618	78,642	148,906	25,850	—	236,348	956,364

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

23 Reserves (continued)

	本公司 Company					
	股份溢價賬 (註(b)) Share premium account (note (b)) 人民幣千元 RMB'000	資本公積金 (註(b)) Capital reserve (note (b)) 人民幣千元 RMB'000	儲備基金 (註(c)) Reserve funds (note (c)) 人民幣千元 RMB'000	資產 重估儲備 Asset revaluation reserve 人民幣千元 RMB'000	保留盈利 (註(d)) Retained earnings (note (d)) 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於二零零三年一月一日，如前呈報						
At 1st January 2003, as previously reported	466,618	78,642	148,698	29,045	232,641	955,644
已按會計準則第12號(經修訂)的影響						
Effect on adoption of SSAP12 (revised)	—	—	—	(3,195)	2,439	(756)
於二零零三年一月一日，經重列						
As at 1st January 2003, as restated	466,618	78,642	148,698	25,850	235,080	954,888
本年度盈利						
Profit for the year	—	—	—	—	52,420	52,420
二零零二年已派末期股息						
2002 Final dividend paid	—	—	—	—	(27,439)	(27,439)
轉入儲備基金(註c)						
Transfer to reserve funds (note c)	—	—	10,519	—	(10,519)	—
於二零零三年十二月三十一日						
At 31st December 2003	<u>466,618</u>	<u>78,642</u>	<u>159,217</u>	<u>25,850</u>	<u>249,542</u>	<u>979,869</u>
相當於：						
Representing:						
公司及子公司						
Company and subsidiaries						
於二零零三年十二月三十一日之儲備						
Reserves at 31st December 2003	466,618	78,642	159,217	25,850	231,249	961,576
二零零三年擬派末期股息						
2003 Final dividend proposed	—	—	—	—	18,293	18,293
於二零零三年十二月三十一日						
At 31st December 2003	<u>466,618</u>	<u>78,642</u>	<u>159,217</u>	<u>25,850</u>	<u>249,542</u>	<u>979,869</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)
(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

23 Reserves (continued)

	本公司 Company					
股份溢價賬 (註(b)) Share premium account (note (b)) 人民幣千元 RMB'000	資本公積金 (註(b)) Capital reserve (note (b)) 人民幣千元 RMB'000	儲備基金 (註(c)) Reserve funds (note (c)) 人民幣千元 RMB'000	資產 重估儲備 Asset revaluation reserve 人民幣千元 RMB'000	保留盈利 (註(d)) Retained earnings (note (d)) 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000	
於二零零二年一月一日，如前呈報						
At 1st January 2002, as previously reported	466,618	78,642	133,686	29,045	218,403	926,394
已按會計準則第12號(經修訂)的影響						
Effect on adoption of SSAP12 (revised)	—	—	—	(3,195)	3,262	67
於二零零二年一月一日，經重列						
As at 1st January 2002, as restated	466,618	78,642	133,686	25,850	221,665	926,461
本年度盈利						
Profit for the year	—	—	—	—	67,191	67,191
二零零一年已派末期股息						
2001 Final dividend paid	—	—	—	—	(36,585)	(36,585)
轉入儲備基金(註c)						
Transfer to reserve funds (note c)	—	—	17,191	—	(17,191)	—
員工集體福利設施之資本性支出(註13)						
Capital expenditure for common facilities of staff (Note 13)	—	—	(2,179)	—	—	(2,179)
於二零零二年十二月三十一日						
At 31st December 2002	466,618	78,642	148,698	25,850	235,080	954,888
相當於：						
Representing:						
公司及子公司						
Company and subsidiaries						
於二零零二年十二月三十一日之儲備						
Reserves at 31st December 2002	466,618	78,642	148,698	25,850	207,641	927,449
二零零二年擬派末期股息						
2002 Final dividend proposed	—	—	—	—	27,439	27,439
於二零零二年十二月三十一日						
At 31st December 2002	466,618	78,642	148,698	25,850	235,080	954,888

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

(a) 根據中國有關法規及本公司的公司章程(「公司章程」)，除稅後盈利應按以下之次序分派：

- (1) 彌補累積虧損；
- (2) 提取除稅後盈利10%往法定盈餘公積金。當法定盈餘公積金金額達註冊資本的50%，可以不再提取；
- (3) 提取稅後盈利5%至10%往法定公益金；
- (4) 提取由股東於股東大會通過之任意盈餘公積金；及
- (5) 派發股息予股東。

提取往法定盈餘公積金及法定公益金之金額應按照中國會計準則編制之中國法定賬目之除稅後盈利計算。

(b) 資本公積金及股份溢價賬

資本公積金主要包括本公司由國營企業改組為股份有限公司時資產評估確認值與折股的股本差額。股份溢價賬為發行股票時所產生，並已扣除發行股票費用。根據中國有關法規，資本公積金及股份溢價賬只能用於增加股本。

23 Reserves (continued)

(a) Pursuant to the relevant PRC regulations and the Company's Articles of Association (the "Articles"), profit after taxation shall be appropriated in the following order:

- (1) make up accumulated losses;
- (2) transfer 10% of the profit after tax to the statutory surplus reserve. When the balance of the statutory surplus reserve reaches 50% of the registered capital, such transfers need not be made;
- (3) transfer 5% to 10% of the profit after tax to the statutory public welfare reserve;
- (4) transfer to the discretionary surplus reserve an amount approved by the shareholders in general meetings; and
- (5) distribute dividends to shareholders.

The amount transferred to the statutory surplus reserve and statutory public welfare reserve shall be based on the profit after taxation in the statutory accounts prepared in accordance with the PRC accounting standards.

(b) Capital reserve and share premium account

Capital reserve comprises mainly surplus between the appraised value of assets and value of shares issued when the Company was converted from a state-owned enterprise to a joint stock limited company. Share premium account arose from issues of shares net of issuing expenses. According to relevant PRC regulations, capital reserve and share premium account can only be used to increase share capital.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

23 Reserves (continued)

(c) 儲備基金

(c) Reserve funds

		本集團 Group			
		法定盈餘 公積金 (註(i)) Statutory surplus reserve (note (i)) 人民幣千元 RMB'000	法定公益金 (註(ii)) Statutory public welfare reserve (note (ii)) 人民幣千元 RMB'000	任意盈餘 公積金 (註(iii)) Discretionary surplus reserve (note (iii)) 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於二零零三年一月一日	At 1st January 2003	64,128	27,440	57,338	148,906
轉自損益表中	Transfer from profit and loss account	4,208	2,103	4,208	10,519
於二零零三年十二月三十一日	At 31st December 2003	<u>68,336</u>	<u>29,543</u>	<u>61,546</u>	<u>159,425</u>
於二零零二年一月一日	At 1st January 2002	57,224	26,167	50,461	133,852
轉自損益表中	Transfer from profit and loss account	6,904	3,452	6,877	17,233
員工集體福利設施 之資本性支出	Capital expenditure for common facilities of staff	—	(2,179)	—	(2,179)
於二零零二年十二月三十一日	At 31st December 2002	<u>64,128</u>	<u>27,440</u>	<u>57,338</u>	<u>148,906</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

(c) 儲備基金 (續)

23 Reserves (continued)

(c) Reserve funds (continued)

		本公司 Company			
		法定盈餘 公積金 (註(i)) Statutory surplus reserve (note (i)) 人民幣千元 RMB'000	法定公益金 (註(ii)) Statutory public welfare reserve (note (ii)) 人民幣千元 RMB'000	任意盈餘 公積金 (註(iii)) Discretionary surplus reserve (note (iii)) 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於二零零三年一月一日	At 1st January 2003	63,990	27,370	57,338	148,698
轉自損益表中	Transfer from profit and loss account	4,208	2,103	4,208	10,519
於二零零三年十二月三十一日	At 31st December 2003	<u>68,198</u>	<u>29,473</u>	<u>61,546</u>	<u>159,217</u>
於二零零二年一月一日	At 1st January 2002	57,114	26,111	50,461	133,686
轉自損益表中	Transfer from profit and loss account	6,876	3,438	6,877	17,191
員工集體福利設施 之資本性支出	Capital expenditure for common facilities of staff	—	(2,179)	—	(2,179)
於二零零二年十二月三十一日	At 31st December 2002	<u>63,990</u>	<u>27,370</u>	<u>57,338</u>	<u>148,698</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)
(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

23 儲備 (續)

(c) 儲備基金 (續)

附註：

(i) 法定盈餘公積金

本集團需提取中國法定賬目之除稅後利潤的10%往法定盈餘公積金。當法定盈餘公積金已達註冊資本的50%時，可以不再提取。該公積金可用於彌補虧損或增加股本。除了為彌補虧損外，在使用法定公積金後，餘額不應低於註冊資本的25%。

(ii) 法定公益金

本集團需提取中國法定賬目之除稅後利潤的5%至10%往法定公益金。此法定公益金只限於使用在本公司職工集體福利設施的資本性支出，而該等設施之所有權乃本公司所有。除公司清算外，法定公益金不可用以派發給股東。

(iii) 任意盈餘公積金

任意盈餘公積金從留存盈利中提取或從法定公益金中轉入，可用作彌補虧損及增加股本，但提取與使用時須經股東大會決議通過。任何轉撥至公積金亦須經股東大會決議通過。

23 Reserves (continued)

(c) Reserve funds (continued)

Notes:

(i) Statutory surplus reserve

The Group is required in each year to transfer 10% of the profit after taxation as reported under the PRC statutory accounts to the statutory surplus reserve until the balance reaches 50% of the registered share capital. This reserve can be used to make up any losses incurred or to increase share capital. Except for the reduction of losses incurred, any other usage should not result in this reserve balance falling below 25% of the registered capital.

(ii) Statutory public welfare reserve

The Group is required in each year to transfer 5% to 10% of the profit after taxation as reported under the PRC statutory accounts to the statutory public welfare reserve. This reserve is restricted to capital expenditure for employees' collective welfare facilities which are owned by the Company. Except in liquidation, the statutory public welfare reserve is not available for distribution to shareholders.

(iii) Discretionary surplus reserve

The discretionary surplus reserve can be set up by means of appropriation from the retained earnings or transfer from statutory public welfare reserve. Subject to approval by shareholders in general meetings, the reserve can be used to reduce any losses incurred and to increase share capital. Any transfers to the reserve also require the approval of shareholders in general meetings.

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

24 遞延稅項

24 Deferred taxation

		本集團及本公司 Group and Company	
		二零零三年 2003	二零零二年 2002
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日	At 1st January	2,565	1,742
在損益賬扣除	Charge to profit and loss account	1,818	823
於十二月三十一日	At 31st December	4,383	2,565

本集團及本公司年內遞延稅項負債之變動如下：

The movement in deferred tax liabilities of the Group and the Company during the year is as follows:

	會計準備 Accounting provisions		其他 Others		總計 Total	
	二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002	二零零三年 2003	二零零二年 2002
	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日						
At 1st January	1,831	810	734	932	2,565	1,742
在損益賬扣除/(記賬)						
Charged / (credited)						
to profit and loss account	1,355	1,021	463	(198)	1,818	823
於十二月三十一日						
At 31st December	3,186	1,831	1,197	734	4,383	2,565

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

25 銀行貸款

於二零零三年十二月三十一日，本集團及本公司之銀行貸款乃無抵押貸款並須於以下年期償還：

25 Bank loans

At 31st December 2003, the Group's and the Company's bank loans were unsecured and repayable as follows:

		長期銀行貸款		短期銀行貸款	
		Long-term bank loans		Short-term bank loans	
		二零零三年	二零零二年	二零零三年	二零零二年
		2003	2002	2003	2002
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
一年內	Within one year	—	150,000	174,156	190,000
第二年	In the second year	200,000	—	—	—
		<u>200,000</u>	<u>150,000</u>	<u>174,156</u>	<u>190,000</u>

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

26 綜合現金流量表附註

26 Notes to the consolidated cash flow statement

(a) 經營盈利與經營活動之現金淨額對賬表

(a) Reconciliation of operating profit to net cash generated from operations

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
除稅前盈利	Profit before taxation	61,907	80,996
固定資產折舊	Depreciation	79,733	74,024
技術攤銷	Amortisation of technical know-how	780	—
出售固定資產收益	Gain on disposal of fixed assets	(1,303)	(1,753)
買賣投資未變現盈利	Unrealised gain on investments		
	in trading securities	(3,573)	—
利息收入	Interest income	(5,950)	(12,527)
利息支出	Interest expenses	14,018	14,872
投資股息收入	Dividend income from investments	(781)	(931)
營運資金變動前	Operating profit before		
之經營盈利	working capital changes	144,831	154,681
存貨增加	Increase in inventories	(31,904)	(23,085)
應收賬款及票據、	Increase in trade and bill receivables,		
其他應收款項、按金、	other receivables, deposits and		
預付款項及可退回	prepayments, export value added		
出口增值稅款增加	tax recoverable	(15,950)	(20,227)
應付賬款及票據、其他應付	Increase in trade and bills payables,		
款項及應計費用增加	other payables and accrued charges	128,455	38,093
應收控股公司款項增加	Increase in amount due from immediate		
	holding company	(6,772)	(7,145)
經營活動產生之現金淨額	Net cash generated from operations	218,660	142,317

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

26 綜合現金流量表附註 (續)

26 Notes to the consolidated cash flow statement (continued)

(b) 年內融資變動分析

(b) Analysis of changes in financing during the year

	應付股息		股本 (包括股份溢價賬)		少數股東權益		銀行貸款	
	Dividend payable		Share capital including premium		Minority interests		Bank loans	
	二零零三年	二零零二年	二零零三年	二零零二年	二零零三年	二零零二年	二零零三年	二零零二年
	2003	2002	2003	2002	2003	2002	2003	2002
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於一月一日								
At 1st January	—	—	923,931	923,931	2,675	499	340,000	332,100
少數股東應佔盈利								
Minority shareholders' share of (losses)/profits	—	—	—	—	(87)	56	—	—
少數股東投資款								
Investments from minority shareholders	—	—	—	—	1,551	2,120	—	—
新借銀行貸款								
New bank loans	—	—	—	—	—	—	404,156	329,100
償還銀行貸款								
Repayment of bank loans	—	—	—	—	—	—	(370,000)	(321,200)
宣派股息								
Dividends declared	27,439	36,585	—	—	—	—	—	—
已派股息								
Dividends paid	(27,439)	(36,585)	—	—	—	—	—	—
匯兌差額								
Exchange difference	—	—	—	—	(171)	—	—	—
於十二月三十一日								
At 31st December	—	—	923,931	923,931	3,968	2,675	374,156	340,000

27 銀行借貸

27 Banking facilities

於二零零三年十二月三十一日，本集團及本公司之銀行信貸，總額人民幣250,000,000元由直接控股公司擔保，其中本集團及本公司已取得人民幣200,000,000元之借款（二零零二年：人民幣210,000,000元）。

The Group's and the Company's banking facilities of RMB250,000,000 were guaranteed by immediate holding company. As at 31st December 2003, RMB200,000,000 of such banking facilities were utilised by the Company and the Group (2002: RMB210,000,000).

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

28 承擔

(a) 資本承擔

- (i) 在建工程及固定資產承擔

於二零零三年十二月三十一日，本集團主要就有關建築物及生產設備的在建工程及購置固定資產之未撥備資本性承擔如下：

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
已簽約但未撥備	Contracted but not provided for	12,920	62,220
已批准但未簽約	Authorised by the directors but not contracted	149,700	303,500
		162,620	365,720

- (ii) 其他承擔

本集團於二零零三年十二月三十一日，有關投資一聯營公司70%股權的資本性承擔之金額為人民幣2,081,000元（二零零二年：人民幣5,794,000元）。此聯營公司的主要業務為於歐洲經營藥物。

本集團於二零零三年十二月三十一日簽定購置技術為人民幣1,715,000元。

28 Commitments

(a) Capital commitments

- (i) Commitments for construction-in-progress and fixed assets

At 31st December 2003, the Group had the following capital commitments principally related to the construction-in-progress and purchase of fixed assets in respect of buildings and production facilities which were not provided for in the accounts:

	二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
Contracted but not provided for	12,920	62,220
Authorised by the directors but not contracted	149,700	303,500
	162,620	365,720

- (ii) Other commitments

The Group had capital commitment of RMB2,081,000 to invest in a joint venture with 70% equity interests as at 31st December 2003 (2002: RMB5,794,000). The joint venture will be engaged in production of medical intermediates in the PRC.

At 31st December 2003, the Group had capital commitment of RMB1,715,000 to acquire technical know-how in production of medical intermediates.

28 承擔 (續)

(b) 經營租賃承擔

- (i) 於二零零三年十二月三十一日，本集團根據不可撤銷之經營租賃而於未來支付之最低租賃付款總額如下：

		土地及樓宇	
		Land and buildings	
		二零零三年	二零零二年
		2003	2002
		人民幣千元	人民幣千元
		RMB'000	RMB'000
一年內	Not later than one year	973	1,324
第二至第五年內	Later than one year and not later than five years	1,522	2,521
超過五年後	Later than five years	172	265
		<u>2,667</u>	<u>4,110</u>

- (ii) 於二零零三年十二月三十一日，本集團根據不可撤銷之經營租賃而於未來收取之最低租賃款項總額如下：

		土地及樓宇	
		Land and buildings	
		二零零三年	二零零二年
		2003	2002
		人民幣千元	人民幣千元
		RMB'000	RMB'000
一年內	Not later than one year	311	1,764

28 Commitments (continued)

(b) Commitments under operating leases

- (i) At 31st December 2003, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

- (ii) At 31st December 2003, the future minimum rental payments receivable under non-cancellable leases are as follows:

賬目附註 (續)

NOTES TO THE ACCOUNTS (continued)

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

29 有關連人士交易

- (a) 本集團在正常業務範圍內進行之重大有關連人士交易摘要如下：

		二零零三年 2003 人民幣千元 RMB'000	二零零二年 2002 人民幣千元 RMB'000
與最終控股公司的附屬公司	Fellow subsidiaries:		
— 銷售製成品及原材料	— Sale of finished goods and raw materials	30,769	24,337
— 採購原材料	— Purchase of raw materials	62,807	75,726
— 租金收入	— Rental income	1,355	1,630
— 支付勞務及其它服務	— Payment of labour and other services	6,900	12,156
與聯營公司	Associated company		
— 銷售設備	— Sale of equipment	2,362	—

董事認為，上述交易乃於日常和一般業務過程中按有關行業的慣例所決定的價格和條款及根據制約該等交易的協議條款而進行。

The Directors are of the opinion that the above transactions were conducted in the ordinary and usual course of business of the Group at price and terms determined according to relevant industry practice and in accordance with the terms of the agreements governing such transactions.

- (b) 於本年度內，本公司之直接控股公司代墊費用約人民幣4,254,000元(二零零二年：人民幣5,806,000元)，而直接控股公司則按本公司的實際成本償付。截至二零零三年十二月三十一日，有關代墊費用的餘額為人民幣6,821,000元(二零零二年：人民幣6,874,000)。此等款項乃是無抵押、無利息及無指定還款日期。

- (b) During the year, the Company paid certain expenses on behalf of its immediate holding company totalling RMB4,254,000 (2002: RMB5,806,000), which were charged back to the immediate holding company on a cost reimbursement basis. As at 31st December 2003, the amount due from the immediate holding company in connection with such transactions amounted to RMB6,821,000 (2002: RMB6,874,000) which is unsecured, interest-free and has no fixed term of repayment.

賬目附註 (續)

NOTES TO THE ACCOUNTS *(continued)*

(根據香港普遍採納之會計原則編製)

(PREPARED UNDER HONG KONG GENERALLY ACCEPTED ACCOUNTING PRINCIPLES)

30 最終控股公司

董事認為本公司之最終控股公司為一家於中國註冊成立的國營有限責任公司——新華魯抗藥業集團有限責任公司。

30 Ultimate holding company

The directors of the Company regard Xinhua Lukang Pharmaceutical Group Corporation, a State-owned limited liability company established in the PRC, as being the ultimate holding company.

31 賬目通過

本年度賬目已於二零零四年三月二十六日由董事會通過。

31 Approval of accounts

The accounts were approved by the board of directors on 26 March 2004.