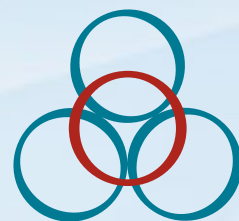




2021

Annual Report
年度報告



四环医药
SihuanPharm

Sihuan Pharmaceutical Holdings Group Ltd.
四環醫藥控股集團有限公司

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：0460



公司簡介 CORPORATE PROFILE

四環醫藥控股集團有限公司(「四環醫藥」或「本公司」，連同其附屬公司為「本集團」)(股份代號：00460.HK)創立於二零零一年，二零一零年於香港聯合交易所有限公司主板上市，是一家以創新為引領，堅持創新驅動，擁有獨立領先的自主生產、研究與開發(「研發」)技術平台，具備豐富的全球化產品管線和成熟卓越銷售體系的國際化醫美及生物製藥企業。四環醫藥聚焦醫美、腫瘤、代謝、糖尿病、心腦血管、現代中藥及工業大麻等高增長治療領域，一直秉承「堅持全速推進四環醫美及生物製藥雙輪驅動戰略」的整體戰略目標來打造中國領先的醫美及生物製藥企業。

Founded in 2001 and listed on the Main Board of The Stock Exchange of Hong Kong Limited in 2010, Sihuan Pharmaceutical Holdings Group Ltd. ("Sihuan Pharmaceutical" or the "Company", together with its subsidiaries, the "Group") (Stock Code: 00460.HK) is an international medical aesthetic and biopharmaceutical company led and driven by innovation, with a leading independent production, and research and development ("R&D") technology platform, a rich global product pipeline and a mature and excellent sales system. Focusing on high-growth therapeutic areas such as medical aesthetics, oncology, metabolism, diabetes, cardiovascular and cerebrovascular, modern Chinese medicine and industrial hemp, it adheres to its overall strategic objective of "Adhering to the full-speed promotion of a two-wheeled strategy of Sihuan medical aesthetics and biopharmaceuticals" to build a leading medical aesthetics and biopharmaceutical enterprise in China.



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公司資料

CORPORATE INFORMATION

董事會(「董事會」)

執行董事

車馮升醫生(主席)
郭維城醫生(副主席兼行政總裁)
張炯龍醫生
蔡耀忠先生(首席財務官)
陳燕玲女士

非執行董事

金鎮夏先生(於二零二一年八月六日辭任)

獨立非執行董事

辛定華先生
曾華光先生
朱迅博士

聯席公司秘書

蔡耀忠先生
莫明慧女士

授權代表

蔡耀忠先生
莫明慧女士

審核委員會

辛定華先生(主席)
曾華光先生
朱迅博士
金鎮夏先生(於二零二一年八月六日辭任)

BOARD OF DIRECTORS (THE "BOARD")

Executive Directors

Dr. Che Fengsheng (Chairman)
Dr. Guo Weicheng (Deputy Chairman and Chief Executive Officer ("CEO"))
Dr. Zhang Jionglong
Mr. Choi Yiau Chong (Chief Financial Officer ("CFO"))
Ms. Chen Yanling

Non-executive Director

Mr. Kim Jin Ha (resigned on 6 August 2021)

Independent Non-executive Directors

Mr. Patrick Sun
Mr. Tsang Wah Kwong
Dr. Zhu Xun

JOINT COMPANY SECRETARIES

Mr. Choi Yiau Chong
Ms. Mok Ming Wai

AUTHORISED REPRESENTATIVES

Mr. Choi Yiau Chong
Ms. Mok Ming Wai

AUDIT COMMITTEE

Mr. Patrick Sun (Chairman)
Mr. Tsang Wah Kwong
Dr. Zhu Xun
Mr. Kim Jin Ha (resigned on 6 August 2021)

薪酬委員會

朱迅博士(主席)
車馮升醫生
辛定華先生
曾華光先生

提名委員會

曾華光先生(主席)
郭維城醫生
辛定華先生
朱迅博士

風險管理委員會

蔡耀忠先生(主席)
郭維城醫生
辛定華先生
曾華光先生

獨立核數師

安永會計師事務所
執業會計師及註冊公眾利益實體核數師
香港鰗魚涌
英皇道979號
太古坊一座27樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

REMUNERATION COMMITTEE

Dr. Zhu Xun (Chairman)
Dr. Che Fengsheng
Mr. Patrick Sun
Mr. Tsang Wah Kwong

NOMINATION COMMITTEE

Mr. Tsang Wah Kwong (Chairman)
Dr. Guo Weicheng
Mr. Patrick Sun
Dr. Zhu Xun

RISK MANAGEMENT COMMITTEE

Mr. Choi Yiau Chong (Chairman)
Dr. Guo Weicheng
Mr. Patrick Sun
Mr. Tsang Wah Kwong

INDEPENDENT AUDITOR

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

公司資料

CORPORATE INFORMATION

香港主要營業地點

香港灣仔
港灣道1號
會展廣場辦公大樓4309室

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心54樓

網址

www.sihuanpharm.com

股份代號

0460

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4309, Office Tower, Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong

WEBSITE

www.sihuanpharm.com

STOCK CODE

0460

二零二一年

- 本集團正式上市銷售其獨家代理的韓國肉毒毒素產品樂提葆®(Letybo® 100U)。樂提葆®是韓國市場銷量排名第一的肉毒毒素品牌，且馳名全球市場。樂提葆®進入公司的醫療美容平台，不僅豐富和擴大了平台的產品組合，還體現了公司的產品佈局策略面向多元化與國際化。公司有望通過市場推廣項目的實施，同時透過超高性價比的定價，擴大產品和品牌的市場認知度。
- 本集團自主研發生產的童顏水凝(商品名：嘉樂妍)(2毫升／支)正式獲得國家藥品監督管理局(「**國家藥監局**」)批准的醫療器械生產許可。隨著本集團第一款自主研發的醫療美容產品的獲批及上市，將進一步補充本集團在醫美領域的產品管線，完善本集團醫美產品矩陣的打造。這將有助於本集團加快拓展醫美自研產品管線，提高本集團綜合實力，大幅增強本集團在醫美領域的核心競爭力。
- 收購美國Genesis Biosystems, Inc. (「**Genesis**」)的全部股權。進一步夯實本集團在非手術和手術類醫美領域的全面佈局，及進一步加快推動本集團醫美業務從產品代理向一體化平台型企業發展的進程。Genesis的脂肪採集系統LipiVage®是一種對脂肪細胞溫和的創新產品，可在幾分鐘內為外科醫生提供精緻的脂肪組織，目前已在美國上市應用。預計有助本公司進一步擴充其醫美產品管線，提高本公司在手術類醫美領域的綜合實力，大幅增強本公司的核心競爭力。
- 本集團簽訂獨家代理協議於中華人民共和國(「**中國**」)地區獨家代理引進韓國東方醫療株式會社(「**東方醫療**」)旗下的可吸收縫線和無張力尿道懸吊帶兩類產品。該兩類產品目前均已於國內獲批，可快速上市銷售。這一引進不僅豐富和擴大了平台的產品組合，還體現了公司的產品佈局策略面向多元化與國際化。

2021

- The Group has officially launched and sold its exclusive Korean botulinum toxin product Letybo® 100U. Letybo® is the No. 1 botulinum toxin brand in the Korean market and is well-known in the global market. The introduction of Letybo® into the Company's medical aesthetic platform not only enriches and expands the product portfolio of the platform, but also reflects the Company's product layout strategy towards diversification and internationalization. The Company expects to expand the market awareness of its products and brands through the implementation of marketing projects and reasonable pricing.
- PLLA gel (product name: Karlian) (2ml/unit), which is independently R&D and manufactured by the Group, has formally obtained the medical device manufacturing license approval from the National Medical Products Administration ("NMPA"). The approval and launch of the first independently R&D medical aesthetic product by the Group will further supplement the Group's product pipelines in the field of medical aesthetic, and further forging the Group's medical aesthetic product matrix. This would help the Group accelerate the expansion of the independently R&D pipelines of medical aesthetic products, improve the comprehensive strengths of the Group and significantly enhance the core competitiveness of the Group in the field of medical aesthetic.
- Acquisition of all equity interests in Genesis Biosystems, Inc. ("Genesis"). It further consolidates the Group's comprehensive layout in the non-surgical and surgical medical aesthetics field, and further accelerates the development of the Group's medical aesthetics business from a product distributor to an integrated platform-based company. Genesis's fat harvesting system LipiVage® is an innovative product which has mild effects on fat cells, and delivers refined fat tissue to surgeons in minutes and has been available in the United States. It is expected to help the Company to further expand its medical aesthetics product pipeline, improve the Company's comprehensive strength in the field of surgical medical aesthetics, and greatly enhance the Company's core competitiveness.
- The Group entered into an exclusive distribution agreement with Dongbang Medical Co., Ltd. of South Korea ("Dongbang Medical") to exclusively distribute its two types of products, namely absorbable suture and incontinence sling kit, in the People's Republic of China ("China"). These two types of products have been approved in China and are ready for sale. The introduction not only enriches and expands the product portfolio of the platform, but also reflects the Group's product layout strategy towards diversification and internationalization.

發展里程碑 MILESTONES

- 本集團旗下控股子公司軒竹生物科技股份有限公司(「軒竹生物」)完成超過人民幣600百萬元B輪融資，本輪融資由陽光人壽領投，倚鋒資本、中冀投資、太金資本、國投泰康、海創母基金、中銀資本、晉江軒弘、陝西金控、灣信資本、德諾資本、華醫資本等知名投資機構跟投。此次融資是繼二零二零年八月獲得國投招商領投的人民幣963百萬元A輪戰略投資後的新一輪融資，兩輪重磅戰略投資者的引進充分顯示了軒竹生物的持續創新能力和本集團集團的前瞻性佈局獲得資本市場認可，並將加速軒竹生物成為根植中國全球視野的創新型製藥企業。
- 安納拉唑鈉腸溶片的新藥上市申請(NDA)獲國家藥監局受理。此次新藥上市申請是軒竹生物第一個遞交的新藥上市申請，並獲得受理，標誌著軒竹生物踏入從研發步入商業化發展的新里程。
- 治療乳腺癌的1類創新藥吡羅西尼的兩個適應症獲國家藥監局批准開展三期臨床試驗。由於CDK4/6新穎的靶點作用機制，吡羅西尼可以和多個靶點藥物聯用，具有重要的臨床意義和廣闊的市場前景。將進一步豐富本公司旗下創新藥研發管線，利於該藥品未來的市場銷售和市場競爭，對本公司的經營業績產生積極影響。
- 軒竹生物在非小細胞肺癌領域首個產品：在研創新藥XZP-3621獲國家藥監局批准開展臨床試驗，將進一步豐富本公司旗下創新藥研發管線，利於該藥品未來的市場銷售和市場競爭，對本公司的經營業績產生積極影響。
- 軒竹生物與美國HB Therapeutics, Inc. (「HB公司」)同意合作，引進HB公司的藥物發現及篩選技術平台，共同開發三個創新的分子膠蛋白降解藥物並獲得產品未來在大中華地區的開發及商業化權益，從而進一步加強軒竹生物在新藥研發領域的科技水平，提升行業競爭力。
- Xuanzhu Biopharmaceutical Co., Ltd. (「Xuanzhu Biopharm」), a holding subsidiary of the Group, completed a Series B financing of over RMB600 million, led by Sunshine Life and followed by Efung Capital, China Zhongji Investment, TJ Capital, SDIC Taikang, Hai Chuang Fund of Funds, BOC Capital, Jinjiang Xuanhong, Shaanxi Financial Holding, Hainan Wanxin Private Equity Fund Management, DNV Capital, HY Capital and other renowned investment institutions. This financing round was a new financing round following RMB963 million of Series A strategic investment led by CMG-SDIC in August 2020. The introduction of two rounds of heavyweight investors fully demonstrates that Xuanzhu Biopharm's continuous innovation capability and the Group's forward-looking layout have been recognized by the capital market, and accelerates Xuanzhu Biopharm to become an innovative pharmaceutical company rooted in China's global vision.
- The New Drug Application (「NDA」) for Anaprazole Sodium Enteric Dissolve Tablets has been accepted by the NMPA. It is the first NDA submitted by Xuanzhu Biopharm, and its acceptance by the NMPA marks a new milestone for Xuanzhu Biopharm to move from R&D to commercialization.
- Two indications of Birociclib, a Class 1 innovative drug for the treatment of breast cancer, were approved by the NMPA for starting phase III clinical trials. Due to the novel targeting mechanism of CDK4/6 inhibitor, Birociclib is able to demonstrate clinical benefits and market influence through multiple novel Birociclib-based combination therapies. It will further enrich the Company's innovative drug R&D pipeline, facilitate the future market sales and market competition of the drug, and have a positive impact on the Company's operating performance.
- Xuanzhu Biopharm's first product in the field of non-small cell lung cancer (NSCLC), XZP-3621, an innovative drug under development, has obtained approval for clinical trials from the NMPA, which will further enrich the Company's innovative drug R&D pipeline, facilitate the drug's future market sales and market competition, and have a positive impact on the Company's operating performance.
- Xuanzhu Biopharm and HB Therapeutics, Inc. (the United States) (「HB」) agreed to cooperate to introduce the drug discovery and screening technology platform from HB, work together to develop three novel molecular glue protein degraders and obtain the future development and commercialization rights of the product in the Greater China region, thereby further strengthening the scientific and technological level of Xuanzhu Biopharm in the field of new drug R&D and enhancing its competitiveness in the industry.

- 軒竹生物與藥明生物技術有限公司旗下藥明合聯聯合宣佈，大分子生物藥平台北京軒竹康明生物科技有限公司(「軒竹康明」)與藥明合聯針對一款創新腫瘤治療藥物KM501雙抗ADC達成研發和生產服務合作。此次與藥明合聯建立戰略合作，預計將加速賦能KM501雙抗藥物偶聯物(「ADC」)這一款創新雙抗偶聯藥物的開發。作為軒竹生物大分子生物藥創新產品線的重要項目之一，憑藉藥明合聯在生物偶聯藥物領域的端到端服務及豐富的項目服務經驗，預計將為KM501雙抗ADC未來順利提交IND申請提供有力支撐，助力該創新藥物加速進入臨床試驗，早日驗證臨床治療潛力，解決未滿足的臨床需求。
- 軒竹生物與SignalChem Lifesciences公司(「SignalChem」)就一款高活性和高選擇性的AXL靶向抑制劑SLC-391在大中華區的開發和商業化權益簽訂了合作和許可協議。集團獲得在大中華區(中國內地、中國香港、中國澳門和中國台灣)獨家的SLC-391腫瘤治療領域各項適應症的研究、開發、生產及商業化權利。和SignalChem的合作將進一步開拓和完善本集團在實體瘤和血液瘤的管線佈局。雙方將利用各自資源優勢，加快推進SLC-391在中國獲批。本集團將持續致力於在腫瘤領域中創新藥的開發和商業化。
- 軒竹生物自主研發的XZP-6019藥品獲藥監局批准進行非酒精性脂肪性肝病(Non-alcoholic Fatty Liver Disease)(「NAFLD」)的臨床試驗。XZP-6019是軒竹生物成功獲批臨床研究的第16個1類創新藥，也是首個同類靶點在中國進行臨床試驗的藥物。
- 軒竹生物自主研發的全新PDE-5抑制劑複達那非獲得肺動脈高壓(「PAH」)適應症的臨床試驗批件，用於治療成人動脈性肺動脈高壓，以改善運動能力和推遲臨床惡化。複達那非作為軒竹生物自主研發的全新PDE-5抑制劑，對於動脈性肺動脈高壓疾病的治療機制明確，在前期的臨床前藥效學研究中顯示了優異的療效。
- Xuanzhu Biopharm, and WuXi XDC, a subsidiary of WuXi Biologics (Cayman) Inc., jointly announced that Beijing Xuanzhu Kangming Biological Pharmaceutical Co., Ltd. (“Xuanzhu Kangming”), a large molecule biological drug platform, and WuXi XDC, have reached a collaboration on the development and manufacturing of an innovative oncology drug KM501, a bispecific antibody drug conjugate (“ADC”). It is expected that the establishment of this strategic collaboration with WuXi XDC will accelerate and empower the development of KM501 bispecific ADC, an innovative bispecific antibody drug conjugate. As one of the important projects of Xuanzhu Biopharm’s innovative product line of a large molecule biological drug, relying on dedicating to end-to-end bioconjugates services of WuXi XDC and rich project service experience, it is expected to provide strong support for KM501 bispecific ADC to successfully submit an IND application in the future, help the innovative drug to accelerate its entry into clinical trials and verify the potential of clinical treatment as soon as possible, and solve unmet clinical needs.
- Xuanzhu Biopharm and SignalChem Lifesciences Corporation (“SignalChem”) have entered into a cooperation and licensing agreement for the development and commercialization interests of SLC-391, a highly potent and highly selective AXL targeting inhibitor, in the Greater China region. The Group obtained the exclusive research, development, manufacture and commercialization rights for each indication of SLC-391 in the field of oncology in the Greater China region (mainland China, Hong Kong, Macau and Taiwan). The cooperation with SignalChem will further expand and advance the Group’s pipeline layout in solid tumour and hematoma space. Both parties will use their respective resources to accelerate the approval of SLC-391 in China. The Group is committed to develop and commercialize innovative drugs in oncology field.
- Xuanzhu Biopharm’s independently R&D drug XZP-6019 was approved by the NMPA to conduct clinical trials for indication of Non-alcoholic Fatty Liver Disease (“NAFLD”). XZP-6019 is the 16th Class I innovative drugs of Xuanzhu Biopharm successfully approved for clinical trials and the first among drugs with the same target to conduct clinical trials in China.
- Fadanafil, a new independently R&D PDE-5 inhibitor by Xuanzhu Biopharm, has obtained Investigational New Drug (“IND”) approval in relation to indications for Pulmonary Arterial Hypertension (“PAH”) for the treatment of adult arterial pulmonary hypertension, so as to improve exercise ability and delay clinical deterioration. As a new self-developed PDE-5 inhibitor by Xuanzhu Biopharm, fadanafil features a clear therapeutic mechanism for arterial pulmonary hypertension, and has shown excellent efficacy in pre-clinical pharmacodynamic research in the early stage.

發展里程碑 MILESTONES

- 軒竹生物自主研發的1類新藥XZP-5955片獲得藥物臨床試驗批准通知書。該產品進入臨床開發階段將進一步豐富軒竹生物的創新藥研發管線，其治療領域覆蓋肺癌、胃癌、肉瘤等多種實體瘤，在成人和兒童中均有機會發揮潛在的臨床價值，有望成為中國國內擁有自主知識產權的第二代NTRK和ROS1的雙靶點酪氨酸激酶抑制劑的核心產品。
- 二零二一年一月二十六日，本集團在創新佈局上整合加速，旗下軒竹生物收購國內創新驅動型生物公司北京康明百奧新藥研發有限公司(「康明百奧」)。康明百奧在研項目有12個，主要佈局創新雙抗、雙抗ADC等多功能抗體藥物的研發。此次康明百奧收購軒竹生物目前整體價值應在人民幣50億元以上。軒竹生物在新的國際首創雙特異抗體技術平台加持下，創新驅動力得到進一步提升。
- 吉林惠升生物製藥有限公司(「惠升生物」)開發的治療糖尿病藥物德穀門冬雙胰島素注射液已成功獲得國家藥監局頒發的藥物臨床試驗批件，研發進展在生物類似物中處於國內首位，除已上市的諾和諾德公司原研產品諾和佳外，尚無其他公司產品獲得國內註冊臨床試驗批准。這有助於本集團加快開闢糖尿病產品線，提高本集團綜合實力，大幅增強本集團的核心競爭力。
- 惠升生物與重慶博騰製藥科技股份有限公司(「博騰股份」)簽訂了戰略合作協議。兩者將在糖尿病及其併發症治療領域就原料藥開發和供應以及製劑合作開發上市等領域攜手開展戰略合作。本次戰略合作，將提升惠升生物及博騰股份在醫藥市場的競爭力，實現優勢互補、互惠互利以及共同發展。
- 本集團的利拉魯肽項目完成治療2型糖尿病和肥胖的I期臨床研究，並初步獲得了藥代動力學和藥效學的生物等效性結果。利拉魯肽(liraglutide)是一種胰高血糖素樣肽-1(GLP-1)激動劑，被美國食品藥品管理局批准用於治療成人及十歲以上的2型糖尿病患者，以及用於降低2型糖尿病患者心臟病發作、卒中及心血管死亡風險，此外，臨床實驗中，利拉魯肽還顯示出減肥、改善肥胖相關合併症的潛力。
- XZP-5955, an independently R&D Class 1 new drug of Xuanzhu Biopharm has received the notice for drug clinical trial approvals. XZP-5955 entering into clinical development will further enrich Xuanzhu Biopharm's innovative drug R&D pipeline. Its therapeutic areas cover a wide range of solid tumors such as lung cancer, gastric cancer and sarcoma, with potential clinical value in both adults and children. XZP-5955 is expected to be the core product of dual targeted tyrosine kinase inhibitor for the second generation of NTRK and ROS1 with independent intellectual property rights in China.
- On 26 January 2021, the Group accelerated its integration in innovation layout, and its subsidiary Xuanzhu Biopharm completed the acquisition of Beijing Combio Pharmaceutical Inc. ("Combio Pharmaceutical"), an innovation-driven biological company. Combio Pharmaceutical has 12 projects under research, mainly focusing on the research and development of innovative bispecific antibodies, bispecific ADC and other multifunctional antibody drugs. The overall value of Xuanzhu Biopharm's acquisition of Combio Pharmaceutical should be more than RMB5 billion. With the support of the new international first bispecific antibody technology platform, Xuanzhu Biopharm's innovation drive has been further improved.
- The diabetes drugs developed by Jilin Huisheng Biopharm Co., Ltd. ("Huisheng Biopharm"), insulin degludec and insulin aspart injection, has successfully obtained the approval for the conduction of clinical trials from the NMPA, with its research and development progress being the first with respect to biosimilar in China. Apart from Novo Nordisk's already marketed original product Ryzodeg, no other product from other companies has been approved for clinical trials in China. It will help the Group to accelerate the opening up of its diabetes product pipeline, enhance the Group's comprehensive strength and significantly strengthen the Group's core competitiveness.
- Huisheng Biopharm entered into a strategic cooperation agreement with Porton Pharma Solutions Ltd. ("Porton Pharma"). Huisheng Biopharm and Porton Pharma will strategically cooperate in the therapeutic areas of diabetes and related complications in relation to the development and supply of APIs and the co-development and launch of related preparations. This strategic cooperation will enhance the competitiveness in the pharmaceutical market of both Huisheng Biopharm and Porton Pharma, and to achieve advantage complement, mutual benefit and joint development.
- The Group's liraglutide project has completed its phase I clinical trials for the treatment of type 2 diabetes and obesity, and obtained preliminary bioequivalence results on pharmacokinetics and pharmacodynamics. Liraglutide, a glucagon-like peptide-1 (GLP-1) activator, is approved by the U.S. Food and Drug Administration for the treatment of adults and patients over 10 years old with type 2 diabetes, as well as for reducing the risk of heart attack, stroke, and cardiovascular death in patients with type 2 diabetes. In addition, liraglutide has shown potential for losing weight and improving obesity-related complications in clinical trials.

二零二零年

- 自主研發創新專利藥「安納拉唑鈉」啟動中國III期臨床試驗及上市產品「回能®」進入國家醫保目錄。以上產品的進展相信將會進一步豐富及多元化本集團在消化肝病治療領域的產品管線。
- 收購新一代氨基糖苷類抗生素 plazomicin 的大中華區所有權益及知識產權。隨著該產品在大中華區上市後，本集團預期plazomicin將帶來可觀的經濟收益。
- 聯營公司北京銳業製藥有限公司獲得新增投資方增資以加速產能擴張。未來，北京銳業的產品將全權由本集團進行全國銷售，同時投資方將充分發揮其在市場準入方面的優勢，助力產品快速打開市場。本集團相信北京銳業會成為中國治療性粉液雙室袋輸液行業的領導型企業，滿足廣大患者的用藥需求，並為本集團創造可觀的回報。
- 馬來酸桂哌齊特注射液上市後大型臨床研究結果正式發表，將憑藉其確證性療效重塑腦卒中治療領域新格局。
- 須予披露交易 – 國投招商投資管理有限公司屬下基金認購軒竹(石家莊)生物科技有限公司股權。認購事項完成後，雙方未來能夠在在創新藥物的研發及引進方面進行全面合作，認購事項的所得款項用於進一步開發本集團的中後期臨床產品管線及引進更多後期產品項目，以期本集團能夠為中國患者提供更新更優的治療方案。
- 投資濟時資本生命科技I期基金。本集團期待藉此加碼在創新藥領域的佈局和加快海外創新藥的引進，加強本公司國際化產品管線的佈局和發展，協助本公司盡快實現向產品創新以及國際化轉型。

2020

- Commencement of Phase III Clinical Trial in the PRC for Self-Developed Innovative Patented Drug “Anaprazole Sodium” and Inclusion of “Huineng®” into the National Reimbursement Drug List. The progress made by the above products is believed to further extend and diversify the Group’s product pipelines in the therapeutic areas of digestive system and liver related diseases.
- Acquisition of all interests and intellectual property rights of plazomicin, a new generation of aminoglycoside antibiotics in the Greater China Region. The Group expects that plazomicin will generate significant economic benefits after its launch in the Greater China Region.
- Capital injection by new investors into Beijing Ruiye Drugs Manufacture Co., Ltd. (an associate of Sihuan Pharmaceutical) to accelerate capacity expansion. In the future, the national sales of Beijing Ruiye’s products will be fully entrusted to the Group. At the same time, the investor will give full play to its advantages in market access and facilitate quick market launch of the products. The Group believes that Beijing Ruiye will gradually become a leading enterprise in the therapeutic solid-liquid double chamber infusion industry in China to meet the medication needs of the patients in general and create considerable returns for the Group.
- Official release of the result of large scale clinical trials after the launch of cinepazide maleate injection which takes stroke treatment into a new era with its verified efficacy.
- Discloseable transaction – subscription by investment funds under CMG-SDIC Capital Co., Ltd. in Xuanzhu (Shijiazhuang) Biopharmaceutical Co., Ltd.. After the subscription, the two parties will be able to fully cooperate with each other in the R&D and introduction of innovative drugs in the future. The Group intends to apply the proceeds from the subscription to further develop the Group’s mid to late stage clinical trial product line and to introduce more late stage product projects, as such, the Group will be able to provide newer and better treatment solutions to patients across the PRC.
- Investment in Ascendum Capital Life Technology Fund Phase I. The Group looks forward to expanding its resources in the development of innovative drugs and accelerate the introduction of overseas innovative drugs, strengthen its resources and the development of its international product pipeline and accelerate its product innovation and internationalization.

發展里程碑 MILESTONES

- 本集團獨家代理的韓國肉毒毒素產品「樂提葆®」獲批於中國市場推出。樂提葆®進入本集團的醫療美容平台，不僅豐富和擴大了平台的產品組合，還體現了本集團的產品佈局策略面向多元化與國際化。本集團有望通過市場推廣項目的實施，同時透過合理的定價，擴大產品和品牌的市場認知度。本集團將深化與醫療機構和醫師群體的溝通交流，進一步提高服務水平，擴大市場份額。本集團亦將培育具有與同業展開競爭的實力，甚至超越競爭對手，成為領先及一流的醫療美容平台。
- Approval to launch the group's exclusive Korean botulinum toxin product "Letybo®" in the PRC market. The introduction of Letybo® into the Group's medical aesthetics platform will not only enrich and expand the platform's product portfolio, but also reflect the Group's product layout strategy towards diversification and internationalization. The Group expects to expand the market awareness of its products and brands through the implementation of marketing projects and reasonable pricing. The Group will deepen communication with medical institutions and doctor groups to further improve service standards and expand market share. The Group will also develop its ability to compete against its peers so as to outrun its competitors and to become the leading and first-class medical aesthetics platform.

二零一九年

- 首個自主研发治療糖尿病創新專利藥加格列淨啟動中國III期臨床試驗。
- 為中國第一家獲得非PVC粉液雙室袋藥品「非PVC粉液雙室袋頭孢他啶/氯化鈉注射液」、「非PVC粉液雙室袋注射用頭孢地嗪鈉/5%葡萄糖注射液」及「非PVC粉液雙室袋注射用頭孢地嗪鈉/氯化鈉注射液」、「非PVC粉液雙室袋注射用頭孢呋辛鈉/氯化鈉注射液」藥品註冊批件的公司。
- 第三代EGFR抑制劑XZP-5809獲得I期至III期臨床批件。
- 馬來酸桂哌齊特注射液率先完成上市後大型臨床確證性研究。

2019

- The first self-developed anti-diabetic innovative patented new drug janagliflozin commenced Phase III clinical trials in China.
- The first company in China that has been granted drug registration approval for "Non-PVC solid-liquid double chamber bag for ceftazidime/sodium chloride injection", "Non-PVC solid-liquid double chamber bag for cefodizime sodium/5% glucose injection", "Non-PVC solid-liquid double chamber bag for cefodizime sodium/sodium chloride injection", and "Non-PVC solid-liquid double chamber bag for cefuroxime sodium/sodium chloride injection".
- Acquired Phase I to III clinical trial approval for the third generation of EGFR inhibitor XZP-5809.
- Post-launch large-scale clinical trials of cinepazide maleate injection were completed with efficacy verified.

二零一八年

- 三個自主研发創新藥進入中國I期臨床試驗，包括抗腫瘤新藥選擇性CDK4/6抑制劑吡羅西尼、第三代雙靶點酪氨酸激酶抑制劑XZP-3621和PDE-5抑制劑複達那非。

二零一七年

- 收購弘和製藥(中國)有限公司(「弘和製藥(中國)」)100%股權，該公司目前持有的藥品生產批文包括甘草酸單銨半胱氨酸氯化鈉注射液(商標名「回能」)和杏芍氯化鈉注射液(商標名「邁諾康」)。
- 與以奧地利為基地的製藥公司CROMA-Pharma GmbH(「Croma-Pharma」)成立合營企業(「合營企業」)，拓展中國醫療美容市場。
- 本集團代理的奧地利公主玻尿酸上市銷售。
- 自主研发1類新藥「吡羅西尼」獲國家藥監局頒發I-III期臨床試驗批件。

二零一六年

- 自主研发治療糖尿病創新藥加格列淨成功獲得國家藥監局臨床批件。
- 自主研发專利新藥複達那非獲國家藥監局頒發I/II/III期臨床試驗批件。

二零一五年

- 收購北京銳業製藥有限公司(「北京銳業」)的39%股權以豐富及拓寬本集團的產品。
- 首個自主研发的抗腫瘤創新專利藥吡羅西尼在美國進入I期臨床試驗；並成功獲得國家藥監局I/II/III期全部臨床試驗批件。

2018

- Three self-developed innovative drugs commenced Phase I clinical trials in China, including selective CDK4/6 inhibitor birociolib, third-generation irreversible tyrosine kinase inhibitor XZP-3621, and PDE-5 inhibitor fadanafil.

2017

- Acquired 100% equity interest in Ambest Pharmaceutical (China) Company Limited (“**Ambest Pharmaceutical (China)**”) which currently holds the drug production approvals for monoammonium glycyrrhizinate and cysteine and sodium chloride injection and floium ginkgo extract with the brand name “Huineng” and tertram ethypyrazine sodium chloride injection with the brand name “Mainokang”.
- Established joint venture company (“**JV**”) with Austria-based pharmaceutical company CROMA-Pharma GmbH (“**Croma-Pharma**”), expanding into the aesthetic medicine market in China.
- The Croma hyaluronic acid the Group distribute was launched on the market.
- The NMPA granted approval of Phase I-III clinical trials for “birociolib”, a self-developed innovative patented new drug.

2016

- The NMPA granted approval for clinical trials of self-developed new drug janagliflozin for diabetes treatment.
- The NMPA granted approval for Phase I/II/III clinical trials of self-developed innovative patent new drugs, fadanafil.

2015

- Acquired 39% equity interest in Beijing Ruiye Drugs Manufacture Co., Ltd. (“**Beijing Ruiye**”) to enrich and expand the Group’s product resources.
- Phase I clinical trial of Birociolib, the first self-developed innovative patented oncology drug commenced in the U.S. The NMPA granted approval of Phase I/II/III clinical trials of pirotinib.

發展里程碑

MILESTONES

二零一四年

- 與韓國Hugel Inc.簽署肉毒毒素與玻尿酸的獨家代理協議。
- 向美國FDA順利提交吡羅西尼的新藥臨床試驗(「**新藥臨床**」)註冊申請，並獲准進入臨床試驗。
- 自主研發治療糖尿病創新藥加格列淨臨床試驗申請獲國家藥監局受理。
- 與重慶派金生物科技有限公司就胰島素專案開發建立合作。

二零一三年

- 專利創新藥安納拉唑鈉獲得臨床試驗批件。

二零一二年

- 收購山東軒竹餘下40%股權，山東軒竹繼而成為本集團的全資附屬公司。

二零一一年

- 收購吉林四環製藥有限公司(「**吉林四環**」)，該公司擁有三個獨家藥品及多個獨家配方藥，主要治療心腦血管疾病。
- 收購長春翔通藥業有限公司(「**長春翔通**」)80%股權，該公司均擁有原料藥生產設施及批件。

二零一零年

- 於二零一零年十月二十八日在香港聯合交易所有限公司(「**聯交所**」)主板上市。
- 位列二零一零年福布斯中國潛力企業榜第四位及醫藥公司第一位。

2014

- Signed exclusive distribution agreement with South Korean Hugel Inc. on botulinum toxin and hyaluronic acid products.
- The investigational new drug (“**IND**”) application of Birociclib was successfully submitted to the U.S. FDA and the clinical trial approval was granted.
- The application for clinical trial approval of janagliflozin (the self-developed innovative anti-diabetic drug) was accepted by the NMPA.
- Established cooperation with Chongqing Peg-Bio Biotechnology Co., Ltd for development of insulin products.

2013

- Obtained clinical trial approval for innovative patent drugs anaprazole sodium.

2012

- Acquired the remaining 40% equity interest in Shandong Xuanzhu which then became a wholly-owned subsidiary of the Group.

2011

- Acquired Jilin Sihuan Pharmaceutical Co., Ltd. (“**Jilin Sihuan**”) which owns three exclusive drug products and various exclusive drug formulations mainly focused on CCV diseases.
- Acquired 80% equity interest in Changchun Xiangtong Pharmaceutical Co., Ltd. (“**Changchun Xiangtong**”) which owns both the manufacturing facility and production license of active pharmaceutical ingredient (“**API**”).

2010

- Listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 28 October 2010.
- Ranked No. 4 in the Forbes 2010 list of the most promising enterprises in the PRC and No. 1 among pharmaceutical companies.



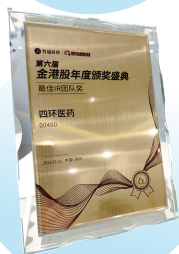
「最具價值醫藥及醫療公司」「最佳IR團隊獎」

二零二二年一月十一日，在深圳舉辦的「2022年全球投資趨勢論壇暨第六屆金港股頒獎典禮」上，四環醫藥榮獲「最具價值醫藥及醫療公司」及「最佳IR團隊獎」（圖片2）獎項。旨在表彰公司治理結構健康、行業地位顯著、主營業務良好，能為投資者提供持續、穩定價值回報的醫藥及醫療類港股上市公司。此次四環醫藥獲得「最具價值醫藥及醫療公司」獎項，凸顯行業和投資人的關注與認可，對四環醫藥是極大的鼓勵，更是一種鞭策。

The “Most Valuable Pharmaceutical and Medical Company (「最具價值醫藥及醫療公司」)” and The “Best IR Team Award (「最佳IR團隊獎」)”

On 11 January 2022, Sihuan Pharmaceutical was granted the “Most Valuable Pharmaceutical and Medical Company” (「最具價值醫藥及醫療公司」) and the “Best IR Team Award” (「最佳IR團隊獎」) (Picture 2) at the “2022 Global Investment Trend Forum and Sixth Golden Hong Kong Stock” Awards Ceremony held in Shenzhen. Such Award aims to praise the Hong Kong-listed pharmaceutical and medical companies with healthy corporate governance structure, supreme industry position, excellent core businesses and continuous and stable value return for investors.

This award of the “Most Valuable Pharmaceutical and Medical Company” won by Sihuan Pharmaceutical demonstrated the attention and recognition of the industry and investors, which is not only a great encouragement but a spur to Sihuan pharmaceutical.



「最具社會責任上市公司」

二零二一年十二月十六日，四環醫藥在由新浪財經舉辦的金麒麟最佳港美股上市公司評選，榮獲「2021新浪財經金麒麟最具社會責任上市公司」，此獎項旨在表彰上市公司努力踐行社會責任，同時對積極履行對消費者、小區和環境的責任，在精準扶貧、生態保護、公益捐贈等方面作出積極貢獻的上市公司。

The “Most Socially Responsible Listed Company (「最具社會責任上市公司」)”

On 16 December 2021, Sihuan Pharmaceutical was granted the “2021 Sina Finance Golden Kylin Most Socially Responsible Listed Company” (「2021新浪財經金麒麟最具社會責任上市公司」) in the selection of the best Hong Kong and U.S. stock listed company of Golden Kylin Award held by Sina Finance. Such award aims to praise listed company for their efforts to practice social responsibility, actively fulfill their responsibilities to consumers, communities and the environment, and make positive contributions to targeted poverty alleviation, ecological protection, public welfare donations and other aspects.



「最佳資本市場溝通獎」

二零二一年十二月二十九日，上市公司投資者關係創新峰會暨第五屆中國卓越IR頒獎典禮在深圳召開，四環醫藥在本屆評選中榮獲獲「最佳資本市場溝通獎」。旨在為資本市場樹立良好投關工作典範，推動資本市場投資者關係質量提升。該獎項業已成為國內IR領域最專業的獎項之一。

The “Best Communication with the Capital Market Award (「最佳資本市場溝通獎」)”

On 29 December 2021, the Investor Relations Innovation Summit of Listed Companies and the Fifth China Excellent IR Awards Ceremony was held in Shenzhen. Sihuan Pharmaceutical was granted the “Best Communication with the Capital Market Award” (「最佳資本市場溝通獎」) in this selection. Such award aims to set a good example for investor relations and promote the high quality of investor relations in the capital market. The award has become one of the most professional awards in the domestic IR field.



「2021年度社會責任先鋒獎」

二零二二年一月十三日，第十一屆公益節暨企業社會責任嘉年華在上海舉行。經提名推薦評委會審議，四環醫藥控股集團榮獲「2021年度社會責任先鋒獎」，是社會各界對四環醫藥在社會責任方面付出努力的認可。未來，四環醫藥將一如既往地堅持公益，回報社會，積極履行醫藥企業的責任與擔當。

The “2021 Social Responsibility Pioneer Award (「2021年度社會責任先鋒獎」)”

On 13 January 2022, the Eleventh Public Welfare Festival and Corporate Social Responsibility Carnival was held in Shanghai. After the consideration by the Nomination and Recommendation Committee, Sihuan Pharmaceutical Holdings Group was granted the “2021 Social Responsibility Pioneer Award” (「2021年度社會責任先鋒獎」), which is the recognition for efforts made by all wakes of life in respect of social responsibility of Sihuan Pharmaceutical. In the future, Sihuan Pharmaceutical will continue to adhere to public welfare, return to the society, and actively fulfill the responsibilities and duties of pharmaceutical enterprises.



獎項 AWARDS



「2021年度最佳IR團隊獎」

二零二一年十二月十日，四環醫藥在由格隆匯主辦的「第六屆•格隆匯全球投資者嘉年華•2021」頒獎典禮上榮獲「年度最佳IR團隊」獎項。

「最佳IR團隊」是根據機構調研資料、投資者關係維護、收集資本市場回饋、獎懲情況、信息披露等多項指針進行分析，通過「網絡投票、定量數據分析和專家評審團」的方式，進行綜合評選得出的最終結果，旨在表彰公司的專業能力。

“2021 Best IR Team Award (2021年度最佳IR團隊獎)”

On 10 December 2021, Sihuan Pharmaceutical was granted the “The Best IR Team of the Year” at the “6th Gelonghui Global Investors Carnival 2021” (「第六屆•格隆匯全球投資者嘉年華•2021」) award ceremony organized by Gelonghui.

The “Best IR Team” is the final result of a comprehensive selection based on the analysis of institutional research data, investor relations maintenance, capital market feedback collection, rewards and punishments, information disclosure and other indicators, and conducted by way of “online voting, quantitative data analysis and expert jury”, in recognition of the company’s professional capabilities.



「2021年中國醫藥新銳創新力量」企業稱號

二零二一年八月一日，「2021年全國醫藥工業信息年會暨2020年度中國醫藥工業百強榜單發佈會」於泉城濟南盛大召開。本次年會，由主辦方中國醫藥工業信息中心聯合中國醫藥工業研究總院、上海醫藥工業研究院組成專家評選小組，對中國醫藥領域的新銳創新企業進行基於客觀資料的研究與分析，首次推出中國醫藥新銳創新力量榜單，軒竹生物憑藉其強大的創新能力獲此殊榮。

“2021 Innovative Pharmaceutical Enterprise of China (「2021年中國醫藥新銳創新力量」企業稱號)”

On 1 August 2021, the “China Pharmaceutical Industry Information Annual Conference 2021 and 2020 China Pharmaceutical Industry Top 100 List Presentation” (「2021年全國醫藥工業信息年會暨2020年度中國醫藥工業百強榜單發佈會」) was held in Jinan City (Nickname: City of Springs). In this annual conference, the organizer of the conference, the China National Pharmaceutical Industry Information Center (中國醫藥工業信息中心), together with China National Institute of Pharmaceutical Industry (中國醫藥工業研究總院) and Shanghai Institute of Pharmaceutical Industry (上海醫藥工業研究院), formed a panel of experts to analyze and research the new innovative enterprises in China’s pharmaceutical industry based on objective data, and **launched the list of new innovative power of Chinese pharmaceuticals for the first time**, and **Xuanzhu Biopharm** was honored for its strong innovation ability.



2020年度新氧「星耀新品提升獎」

二零二零年十二月十九日，上市藥企四環醫藥控股集團旗下北京漢顏空間科技有限公司受邀參加第六屆新氧亞太醫美行業頒獎盛典。在2020年度人氣口碑品牌頒獎環節，漢顏空間產品榮獲「星耀新品提升獎」。

2020 SOYONG “Star Shine New Product Promotion Award” (2020年度新氧「星耀新品提升獎」)

On 19 December 2020, Beijing Meiyang Kongjian Technology Co., Ltd., a subsidiary of listed pharmaceutical company Sihuan Pharmaceutical Holding Group, was invited to participate in the 6th SOYONG Asia Pacific Aesthetic Medical Awards Ceremony (第六屆新氧亞太醫美行業頒獎盛典). In the 2020 Annual Popularity and Word-of-Mouth Brand Awarding Session, Meiyang Kongjian’s product was granted the “Star Shine New Product Promotion Award (星耀新品提升獎)”.



2020年度藝星「樂提葆戰略合作」

二零二一年五月二十日，樂提葆與Yestar藝星集團戰略簽約儀式暨北京藝星樂提葆全國首發儀式圓滿舉辦！雙方戰略級簽約，正式宣告Yestar藝星集團在全國19城23院全面引進韓國進口肉毒樂提葆產品。全星時代，樂提葆新生。雙方強強聯合，構建正品聯盟，將共同助力中國肉毒毒素邁入2.0新時代。

2020 Yestar “Letybo Program Strategic Partnership” (2020年度藝星「樂提葆戰略合作」)

On 20 May 2021, the strategic signing ceremony between Letybo and Yestar Group (Yestar藝星集團) and the nationwide debut of Letybo at Yestar Beijing was successfully held! The strategic signing of both parties formally announced that Yestar Group had introduced Korean botulinum toxin product, Letybo in 23 hospitals in 19 cities across China. Shining like stars is Letybo do (全星時代，樂提葆新生). The two parties joined hands to build an alliance of genuine products, which will jointly help Chinese botulinum toxin product enter a New Era 2.0 (2.0新時代).

財務摘要

FINANCIAL SUMMARY

		二零一七年 2017 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000	二零一九年 2019 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000	二零二一年 2021 人民幣千元 RMB'000
經營業績	Operating results					
收益	Revenue	2,745,809	2,917,405	2,878,318**	2,464,226 [‡]	3,291,270
毛利	Gross profit	1,986,853	2,379,088	2,289,331**	1,914,449 [‡]	2,448,516
研究及開發開支	Research and development expenses	303,926	480,325	598,952**	729,157	868,069
經營溢利/(虧損)	Operating profit/(loss)	1,688,256	2,025,943	(2,406,225)**	787,125 [‡]	763,941
除所得稅前溢利/(虧損)	Profit/(loss) before income tax	1,729,075	2,012,165	(2,422,955)**	765,844 [‡]	486,049
本公司擁有人應佔 溢利/(虧損)	Profit/(loss) attributable to owners of the Company	1,448,935	1,619,956	(2,717,515)**	502,569 [‡]	416,509
利潤率	Profitability					
毛利率	Gross profit margin	72.4%	81.5%	79.5%**	77.7% [‡]	74.4%
純利/(虧損)率	Net profit/(loss) margin	53.9%	57.6%	(94.3%**)	22.2% [‡]	7.1%
每股盈利/(虧損)	Earnings/(loss) per share					
基本(人民幣分)	Basic (RMB cents)	15.28	17.10	(28.70)**	5.31 [‡]	4.42
攤薄(人民幣分)	Diluted (RMB cents)	15.28	17.10	(28.70)**	5.31 [‡]	4.39
資產狀況	Asset status					
總資產	Total assets	13,591,863	15,443,475	12,571,436	13,043,926	14,495,623
本公司權益擁有人 應佔權益	Equity attributable to equity owners of the Company	11,056,992	12,510,413	9,606,684	9,190,342	8,284,148
總負債	Total liabilities	2,255,793	2,669,112	2,629,242	3,095,201	5,345,557
現金及現金等價物	Cash and cash equivalents	831,859	3,314,845	5,117,143	4,604,041	5,682,425
速動比率(倍)	Quick ratio (times)	2	2	3	2	3
流動比率(倍)	Current ratio (times)	3	3	3	3	3
存貨週轉期(日)	Inventory turnover ratio (days)	102	177	217**	296 [‡]	259
貿易應收賬款週轉(日)	Trade receivables turnover ratio (days)	69	58	48**	50 [‡]	64
貿易應付賬款週轉(日)	Trade payables turnover ratio (days)	43	24	31**	56 [‡]	48

* 於二零二零年五月三日，本集團宣佈出售本集團若干非主營業務子公司，其分類為已終止經營業務。截至二零一九年十二月三十一日止年度的比較數字已重列。

僅與持續經營業務有關

* On 3 May 2020, the Group announced the disposal of certain subsidiaries which operated non-core businesses of the Group is classified as discontinued operations. Comparative figures for the year ended 31 December 2019 have been re-presented.

Related to continuing operations only

主席報告 CHAIRMAN'S STATEMENT

奮鬥創造歷史，實幹成就未來

全速推進四環醫藥2.0版本向領先醫美及創新藥企進行產業升級與發展

Striving to create history and working hard to achieve the future

Full speed ahead to upgrade and develop Sihuan Pharmaceutical Version 2.0 into a leading medical aesthetic and innovative pharmaceutical company



四環醫藥主席兼執行董事
Chairman and Executive Director of Sihuan Pharmaceutical

車馮升醫生
Dr. Che Fengsheng

二零二一年，儘管新冠疫情給眾多中國企業帶來了經營上的多方位挑戰，但由於國家的管控得當，目前在中國已進入疫情常態化管控的階段，兼之在「顏值經濟」的驅動下，中國居民在醫美方面的消費意識及需求進一步提升，醫美行業迎來新風口。

同時，在醫藥行業，集中帶量採購進入常態化、制度化並提速擴面，從而倒逼傳統仿製藥企業加快向創新研發進行轉型，國內創新藥賽道加速洗牌，自主創新研發嶄露頭角，備受市場關注。對於創新藥，政策面也給予導向，加強供給端品質抓手，鼓勵自主研發創新、保障臨床急需的產品供應。同時，通過醫療保障法、醫保目錄調整、DRG/DIP政策等一系列組合拳，騰籠換鳥，為創新藥的發展鋪墊道路。

In 2021, although the COVID-19 epidemic has brought operational challenges in many aspects to many Chinese enterprises, due to the country's proper control, China has now entered the stage of normalized control of the epidemic, and driven by the "appearance economy", Chinese residents' consumer awareness and demand for medical aesthetics has further increased, ushering in a new windfall for the medical aesthetics industry.

At the same time, in the pharmaceutical industry, China's centralized procurement has become normalized, institutionalized, and expanded at a faster pace, thus forcing traditional generic drug companies to accelerate their transformation to innovative R&D. The domestic innovative drug industry accelerates its reshuffle, independent innovation and research and development emerged and more market attention was attracted. For innovative drugs, the policy side also gives guidance to strengthen the quality control of the supply side, encourages independent R&D and innovation, and ensures the supply of products that are urgently needed in clinical practice. At the same time, through a series of combined efforts such as the Medical Security Law, the adjustment of the National Reimbursement Drug List (NRDL), and the DRG/DIP policy, a series of cages are vacated to pave the way for the development of innovative drugs.

二零二一年，我們依據年初制定的四環醫美及生物製藥雙輪驅動戰略全速推進各業務板塊的發展，並成功實現從心腦血管仿製藥龍頭企業向聚焦於生物創新藥及醫美的中國領先企業的華麗轉身與轉型發展，大步邁向本集團的下一個輝煌十年的新征程。

用製藥人的嚴謹和創新打造中國領先醫美及生物製藥企業

我國的醫美市場相較於國外起步較晚，但隨著共同富裕的國策推進帶來人民收入水準的持續提高，以及觀念的轉變，醫療美容服務需求增長明顯，從而帶動我國醫美行業迅速崛起，目前已步入快速成長通道。國家政策的逐步完善、產業資本的持續入局，也為醫美產業的蓬勃發展營造了良好的產業環境。「顏值經濟」崛起帶來的醫美需求釋放，以及醫美技術進步帶來的大量新產品落地，從需求和供給兩個維度共同推動醫美行業步入高景氣期。而相比於發達國家，我國醫美滲透率顯著偏低，有巨大提升空間。醫美行業藥械環節兼具醫藥、消費品雙重屬性，是一個兼具醫療高門檻和消費高天花板的優質賽道，既有一定的技術、牌照門檻，又需要有力的行銷、管道投放。縱觀醫美行業發展歷程，國際國內的醫美龍頭企業均為在產品、行銷兩方面優勢突出的企業。

四環醫藥集團作為一家有著超過20年歷史的中國領先製藥企業，我們既擁有強大的生物藥自主研發和技術轉化實力，且擁有豐富的藥械註冊經驗與卓越的行銷能力、覆蓋全國的行銷網路，我們充分具備成為中國領先醫美企業的能力因數與成功基因。自二零一四年我們簽訂肉毒毒素樂提葆®的獨家代理協議以來，經過數年的厚積薄發，二零二一年，我們旗下「一站式」醫美平台北京漢顏空間生物醫藥有限公司（「漢顏空間」或「北京漢顏」），通過全球化佈局、全面專業的產品矩陣、強大的研發及註冊能力，成本可控的本地化生產設施以及多元化行銷能力和全面的管道覆蓋，已經告別樂提葆®單產品代理銷售的模式，成長為一個集研發、生產、銷售為一體的擁有覆蓋愛美人士生命週期的全產品矩陣的國際化醫美平台。

In 2021, according to the two-wheel drive strategy of Sihuan medical aesthetics and biopharmaceuticals formulated at the beginning of the year, we promoted the development of various business sectors at full speed, and successfully realized the magnificent transformation and development from a leading company in cardiovascular and cerebrovascular generic drugs to a Chinese leading company focusing on innovative biological drugs and medical aesthetics. We have made great strides towards the new journey of the next glorious decade of the Group.

Building China's leading medical aesthetic and biopharmaceutical company with the rigor and innovation of a pharmaceutical company

China's medical aesthetics market started late compared to foreign countries, but with the promotion of the national policy of common prosperity bringing a continuous increase in people's income level and a change in concept, the demand for medical aesthetics services has grown up significantly, thus driving the rapid rise of China's medical aesthetics industry, which has now entered a rapid growth channel. The gradual improvement of national policies and the continued entry of industrial capital have also created a good industrial environment for the booming development of the medical aesthetics industry. The rise of the "appearance economy" has brought about the release of demand for medical aesthetics, and the advancement of medical aesthetics technology has brought about the landing of a large number of new products, which have jointly pushed the medical aesthetics industry into a high boom period from both demand and supply. Compared to developed countries, China's medical aesthetics penetration rate is significantly lower, and there is huge room for improvement. Pharmacy segment of the medical aesthetics industry has the dual attributes of medicine and consumer goods. It is a high-quality track with both high medical threshold and high consumption ceiling. It has both technology and license thresholds, and also requires strong marketing and channel delivery. Throughout the development of the medical aesthetics industry, the leading international and domestic medical aesthetic enterprises are those with outstanding advantages in both products and marketing.

As a leading pharmaceutical company in China with a history of over 20 years, Sihuan Pharmaceutical Group has strong R&D and technology transformation capabilities in biopharmaceuticals, as well as rich experience in pharmaceutical registration and excellent marketing capabilities and a nationwide marketing network. We have the ability factors and success genes to become a leading medical aesthetic company in China. Since we signed the exclusive distribution agreement for botulinum toxin Letybo® in 2014, we have been building on our strengths over the past few years, and in 2021, our "one-stop" medical aesthetic platform, Beijing MeiYan KongJian Biomedical Co., Ltd ("MeiYan KongJian" or "Beijing Meiyan"), through its global layout, comprehensive and professional product matrix, strong R&D and registration capabilities, cost-controlled local production facilities and diversified marketing capabilities and comprehensive channel coverage, has left the single-product distribution model of Letybo® and grown into an international medical aesthetics platform with a full product matrix covering the life cycle of beauty seekers, including R&D, production, sales and marketing.

主席報告

CHAIRMAN'S STATEMENT

二零二二年，**漢顏空間**的國內研究院將持續推進醫美產品研發，我們自研產品管線中共有數十款 II 類證醫美產品以及 III 類包括童顏針、少女針、膠原蛋白等醫美產品，連同我們所獨家代理的韓國玻尿酸、黃金微針等進口醫美產品，將分別在今年及未來 2-3 年內陸續上市。漢顏空間聚焦在醫美產品和技術的創新，堅持創新驅動，通過高性價比的產品定位精心打造產品的差異化。通過在美國設立的漢顏實驗室作為我們海外醫美產品研發和引進中心，持續引進海外前沿醫美技術和產品，並帶回到國內進行技術轉化和產品落地生產銷售，持續推動四環醫美業務的高速增長。我們積極相應國家的「雙碳」戰略，年初，我們與合成生物材料領域中國獨角獸企業藍晶微生物成立合資公司，共同開發作為輕醫美最佳選擇的下一代再生材料 PHA 微球及基於生物製造的再生醫學材料，積極探索「新技術」與「新市場」完美結合的新業務模式，在合成生物學與醫美這兩個巨大的藍海賽道打造和鞏固我們的先發優勢。我們也將借鑒國際醫美巨頭艾爾建的發展歷程，通過「自研+BD」雙引擎驅動及海外高質量的收購與兼併快速打造全面的優質醫美產品矩陣，以製藥企業的嚴謹和創新實現打造國際化醫美領先企業的戰略目標。我們承諾只做高安全性、高品質、高效果的醫美產品，堅決對水貨與假貨說不，致力於為中國求美者帶來更多更好的國內外優質安全的醫美產品，為美麗中國貢獻綿薄之力。

實現向創新研發驅動的中國領先生物製藥企業發展的華麗轉身

創新是一家醫藥企業的社會責任和擔當，也是長遠發展的不竭動力。自 2012 年完成對軒竹生物的全資收購開始，本集團就全力攻關具有高技術壁壘的腫瘤創新藥研發及糖尿病新藥研發。至今，我們主要依賴自有資金總計投入超過人民幣 25 億元，精選孵化並成功打造出兩個集臨床研究、臨床開發、註冊、生產和銷售於一體的中國領先自主研發生物醫藥研發平台：**軒竹生物**及**惠升生物**。

In 2022, **MeiYan KongJian's** domestic research institute will continue to promote the research and development of medical aesthetic products. We have dozens of Class II licensed medical aesthetic products and Class III medical aesthetic products including PLLA filler, PCL filler and collagen, etc, in our self-developed product pipeline, together with imported medical aesthetic products such as Korean hyaluronic acid and golden micro-needle that we are the exclusive distributor, which will be launched this year and in the next 2-3 years, respectively. MeiYan KongJian focuses on innovation in medical aesthetic products and technology, adheres to innovation-driven and carefully creates product differentiation through cost-effective product positioning. Through the Meiyen Laboratory Inc set up in the United States as our overseas medical aesthetic product R&D and introduction centre, we continue to introduce overseas cutting-edge medical aesthetic technologies and products, and bring them back to China for technology transformation and product production and sales, and continue to promote the rapid growth of Sihuan Pharmaceutical's medical aesthetic business. In line with the country's "Carbon Peak and Neutrality" strategy, at the beginning of the year, we formed a joint venture with Bluepha Co., Ltd, a Chinese unicorn company in the field of synthetic biomaterials, to jointly develop PHA microspheres, the next-generation regenerative material that is the best choice for non- or minimally invasive medical aesthetics, and bio-manufacturing-based regenerative medical materials. We are actively exploring new business models that perfectly combine "new technologies" and "new markets" to build and consolidate our first-mover advantage in the two huge blue ocean tracks of synthetic biology and medical aesthetics. We will also learn from the development experience of the international medical aesthetic giant Allergan and build a comprehensive and high-quality medical aesthetic product matrix through the dual engine of "independent R&D + BD" and high-quality overseas mergers and acquisitions, to achieve our strategic goal of becoming a leading international medical aesthetic company with the rigour and innovation product matrix of a pharmaceutical company. We are committed to making only high-safety, high-quality and high-effect medical aesthetic products, saying no to parallel and counterfeit products, and striving to bring more and better domestic and foreign high-quality and safe medical aesthetic products to Chinese beauty seekers, contributing to a beautiful China.

A spectacular turnaround to become a leading biopharmaceutical company in China driven by innovation and research

Innovation is the social responsibility and commitment of a pharmaceutical enterprise, as well as the inexhaustible impetus for long-term development. Since the completion of the acquisition of Xuanzhu Biopharm in 2012, the Group has been focusing on the R&D of innovative oncology drugs and diabetes drugs with high technological barriers. To date, we have invested a total of over RMB2.5 billion with our own capital, and have successfully incubated and built two of China's leading independent biopharmaceutical R&D platforms that integrate clinical research, clinical development, registration, production and sales: **Xuanzhu Biopharm** and **Huisheng Biopharm**.

**軒竹生物：聚焦於抗腫瘤領域
打造在小分子和大分子領域同
時具備全面創新藥自主研發能
力的中國生物醫藥領先企業**

經過近10年的發展，軒竹生物已成功成長為國內領先的創新藥研發公司，彙聚了由資深海歸科學家帶領的400餘人的專業研發團隊，並形成了完整的新藥自主研究開發體系，具有從新藥結構設計、評價、確立候選化合物，到臨床研究，再到新藥上市申請的專業新藥研發平台。憑藉高質量豐富的研發管線、以及國際一流的以海歸科學家為主的研發和管理層團隊，軒竹生物獲得醫藥資本的高度認可，從2020年8月至2021年年底短短16個月時間，成功完成A、B兩輪融資，獲得資金與資本的支持超過人民幣15億元，投後估值達到人民幣70億元。

軒竹生物具備自主研發的持續創新能力，當前擁有的產品均為自主研發，可以不依賴於License in 和 CRO，具有持續創新、持續產出的能力。軒竹生物已建成小分子和大分子兩大研發平台，覆蓋小分子、單抗、雙抗、雙抗-ADC、融合蛋白、蛋白質降解等領域，具備持續研發產出的能力。軒竹生物聚焦腫瘤、代謝、抗感染、消化等較前沿的新藥研發領域，致力於1.1類創新藥的開發，以CDK4/6抑制劑吡羅西尼為主，擁有20餘款產品管線，目前是國內乳腺癌賽道佈局最全面的公司之一。在已成功獲得的資金和資本的強力支持和助推下，軒竹生物的多個產品將成功完成臨床研發，進入產品註冊和上市階段。我們相信軒竹生物在不久的將來即可實現從一個生物科技公司向生物醫藥公司的快速升級發展。

**Xuanzhu Biopharm: Focusing on anti-oncology
field to build a leading Chinese biopharmaceutical
company with comprehensive innovative drug
development capabilities in both small molecule
drug and macromolecule fields**

Undergoing nearly ten years of development, Xuanzhu Biopharm has successfully grown into a leading innovative drug development company in China. It has gathered a professional R&D team with nearly 400 senior returnee scientists, formed a complete new drug R&D system, and created a professional platform from new drug structure design, evaluation, establishment of candidate compounds to clinical research, and then to new drug marketing application. With high quality and rich R&D pipeline, as well as a world-class R&D and management team led by returnee scientists, Xuanzhu Biopharm has been highly recognized by capitals with pharmaceutical focus, and has successfully completed two rounds of A and B financing in just 16 months from August 2020 to the end of 2021, receiving over RMB1.5 billion in funding and capital support, and reaching a valuation of RMB7 billion after the investment.

Xuanzhu Biopharm has the capability of continuous innovation through independent R&D. All of its products are self-developed and are not dependent on License in and CRO, and possess the capability of continuous innovation and continuous output. Xuanzhu Biopharm has established two major R&D platforms for small molecules and macromolecules, covering small molecules, monoclonal antibodies, bispecific antibodies, bispecific antibodies-ADC, fusion proteins, protein degradation and other areas, and has continuous R&D output capability. Xuanzhu Biopharm focuses on the development of new drugs in the areas of oncology, metabolism, anti-infection and digestion, and is committed to the development of Class 1.1 innovative drugs, including the CDK4/6 inhibitor Birciclib, with a pipeline of over 20 products. At present, Xuanzhu Biopharm is one of the companies with the most comprehensive layout in the breast cancer track in China. With the strong financial and capital support that the company has successfully obtained, several of its products will successfully complete clinical development and enter the product registration and marketing stage. We are confident that Xuanzhu Biopharm will be able to rapidly upgrade from a biotech company to a biopharmaceutical company in the near future.

主席報告

CHAIRMAN'S STATEMENT

惠升生物：聚焦於糖尿病及併發症領域並實現全產品覆蓋的生物醫藥領導者

為了全面拓展糖尿病這個千億賽道，我們於二零一四年創建了集團旗下專注於糖尿病及併發症領域的生物醫藥公司惠升生物。經過7年的精心培育，投資超過人民幣15億元，今天，惠升生物已經擁有逾200人的、在糖尿病藥物研發經驗豐富的、國際一流的專業研發團隊。憑藉公司成功打造的體系高表達平台、長效降糖藥、新機制口服多肽藥、雙激動劑四大創新技術平台，惠升生物已成功研發出近40款不同階段的豐富且全面的產品管線，對糖尿病領域的靶點實現了全覆蓋，產品線涵蓋了全系列二代、三代、四代胰島素及類似物產品管線（覆蓋基礎、預混及速效產品）、最新機制的創新藥SGLT-2、GLP-1、DPP-4等產品以及其他各機制降糖藥物和併發症藥物。惠升生物正在成為國內目前唯一實現糖尿病及併發症領域全產品覆蓋的、集研發、生產、銷售於一體的全產業鏈生物製藥公司。有別於其他由科學家創業的生物科技公司，惠升自二零一七年起自建了先進且產能充足的現代化生物醫藥生產基地，同時借助本集團的銷售體系和商業化能力，目前已構築完整的藥物開發和產業化能力。伴隨其即將獲批的第一個自研1類新藥SGLT-2加格列淨的上市，惠升生物將實現從研發企業向商業價值轉化的飛躍發展。

四環CDMO：大力推進「原料藥+CDMO」一體化戰略築造製藥業務新增長曲線

依託我們在醫藥中間體和原料藥的研發及產業化優勢，二零二一年內我們堅定執行「原料藥+CDMO」一體化戰略，成功孵化出一個高質量的「原料藥+CDMO」平台，該平台除了有效保障我們生產的產品擁有充足並具成本優勢的原料藥供應，同時也已經與40餘個境內及境外的知名醫藥企業客戶建立了多項業務合作。在二零二一年我們獲得與國內領先的CDMO企業合作開展專案的機會，這也為該板塊在新一年的發展和增長帶來了強有力的保證，未來有望成為我們製藥業務的新增長曲線。四環CDMO板塊目標成為在醫藥中間體及原料藥領域的一體化CDMO領先企業，並助力國內國際的領先醫藥企業生產出更多更好的優質新藥，造福患者。

Huisheng Biopharm: A leading biopharmaceutical company with full product coverage focused on diabetes and complications

In order to fully expand into the RMB100 billion diabetes arena, we established Huisheng Biopharm in 2014, which focuses on diabetes and complications fields. After seven years of careful cultivation and an investment of over RMB1.5 billion, today, Huisheng Biopharm has a world-class professional R&D team of over 200 people with extensive experience in diabetes drug research and development. With the company's four innovative technology platforms, namely the High Expression Platform, Long-Acting Hypoglycemic Drugs, New Mechanism Oral Peptide Drugs and Dual-Activators, Huisheng Biopharm has successfully researched and developed a rich and comprehensive product pipeline of nearly 40 products at different stages, achieving full coverage of the targets in the field of diabetes, covering a full range of second-, third- and fourth-generation insulin and analogues (covering basic, premixed and fast-acting products), innovative drugs with the latest mechanism, such as SGLT-2, GLP-1 and DPP-4, as well as other mechanisms of glucose-lowering drugs and complication drugs. Huisheng Biopharm is now the only biopharmaceutical company in China that has achieved full product coverage in the field of diabetes and complications, with integrated R&D, production and sales capabilities. Unlike other biotech companies founded by scientists, Huisheng Biopharm has built its own modern advanced biopharmaceutical production base with sufficient capacity since 2017. While leveraging on the sales and commercialisation capabilities of the Group, it now has a comprehensive drug development and industrialisation capability. With the upcoming launch of SGLT-2 Janagliflozin, the first class 1 self-developed new drug, Huisheng Biopharm will realize the leap of transformation from an R&D driven company to a biopharmaceutical company with commercialization and revenue.

Sihuan CDMO: Vigorously promote the "API + CDMO" integrated strategy to build a new growth curve of pharmaceutical business

Leveraging on our strengths in R&D and industrialization of pharmaceutical intermediates and APIs, we have successfully developed a high quality "API + CDMO" platform in 2021 by firmly implementing our "API + CDMO" integrated strategy. The platform has not only effectively ensured sufficient and cost-competitive supply of APIs for our products, but also established a number of business cooperations with more than 40 well-known domestic and overseas pharmaceutical companies. In 2021, we have been given the opportunity to start collaboration projects with a leading CDMO company in China, which is a strong guarantee for the development and growth of this segment in the coming year, and is expected to become a new growth curve of our pharmaceutical business in the future. Our goal is to become a leading integrated CDMO company in the field of pharmaceutical intermediates and APIs, and to help leading domestic and international pharmaceutical companies produce more and better quality new drugs for the benefit of patients.

結語：始終保持創新和創業的初心，全力推動和實現集團的創新轉型2.0版本

我非常高興的看到，經過了20餘年全體四環人的不懈努力，本集團今天已經成功發展成為擁有獨立領先的自主研發技術平台、豐富的研發產品管線、完善先進而強大的生產設施與智造能力、以及成熟卓越的銷售體系的中國領先產銷研一體化醫美及生物製藥集團。在二零二二年裏，我們全體四環人將以「奮鬥創造歷史，實幹成就未來」的企業精神，堅持創新與創業的初心，用工匠精神精心「雕琢」我們的產品管線，全力推動和實現本集團的創新轉型企業發展2.0版本。用製藥人的嚴謹和創新打造中國領先醫美及生物製藥企業，為信任和支持我們的投資者積極創造好的投資回報。

四環醫藥(股份代號：00460.HK)創立於二零零一年，二零一零年於聯交所主板上市，是一家以創新為引領，堅持創新驅動、擁有獨立領先的自主生產、研發技術平台，具備豐富的全球化產品管線和成熟卓越銷售體系的國際化醫美及生物製藥企業。四環醫藥聚焦醫美、腫瘤、代謝、糖尿病、心腦血管、現代中藥及工業大麻等高增長治療領域，一直秉承「堅持全速推進四環醫美及生物製藥雙輪驅動戰略」的整體戰略目標來打造中國領先醫美及生物製藥企業。

車馮升醫生
四環醫藥主席

二零二二年三月二十九日

Conclusion: Maintaining the original spirit of innovation and entrepreneurship, we are fully committed to promoting and realising the Group's Innovation and Transformation Version 2.0

I am very pleased to see that after more than 20 years of unremitting efforts by all Sihuan people, the Group has successfully developed into a leading medical aesthetic and biopharmaceutical group in China with an independent and leading R&D technology platform, a rich R&D product pipeline, a comprehensive, advanced and powerful production facilities and manufacturing capabilities, as well as a mature and excellent sales system. In 2022, all of us at Sihuan Pharmaceutical will follow the spirit of enterprise "Striving to Create History and Working Hard to Achieve the Future" and adhere to our original spirit of innovation and entrepreneurship, carefully "carve" our product pipeline with the spirit of craftsmanship, and make every effort to promote and realize the Group's innovation and transformation enterprise development version 2.0. We are committed to building China's leading medical aesthetic and biopharmaceutical enterprise with the rigour and innovation of a pharmaceutical company, and to creating good investment returns for investors who trust and support us.

Founded in 2001 and listed on the Main Board of the Stock Exchange in 2010, Sihuan Pharmaceutical (Stock code: 00460.HK) is an international medical aesthetic and biopharmaceutical company led and driven by innovation, with an independent and leading R&D technology platform, a rich global product pipeline and a mature and excellent sales system. Focusing on high-growth therapeutic areas such as medical aesthetics, oncology, metabolism, diabetes, cardiovascular and cerebrovascular, modern Chinese medicine and industrial hemp. Adhering to the overall strategic goal for the "full promotion of a two-wheel drive strategy of its medical aesthetic and biopharmaceutical businesses", Sihuan Pharmaceutical endeavors to "build itself into a leading medical aesthetic and biopharmaceutical company in China".

Dr. Che Fengsheng
Chairman of Sihuan Pharmaceutical

29 March 2022

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

行業概況

二零二一年，隨著新冠疫情的持續爆發，全球整體經濟行情仍面臨發展瓶頸。但隨著經濟結構的不斷優化及新冠疫情常態化管控，仍然可見經濟復蘇跡象，二零二一年全球經濟增長反彈至5.5%，整體呈現平穩，恢復向好的發展態勢。

在中國，隨著疫情進入常態化管控，在居民消費意識覺醒和消費需求的驅動下，醫美消費逐漸復蘇，醫美行業迎來新風口。根據新氧數據顏究院發佈的《2021醫美行業白皮書》（「白皮書」）顯示，二零二一年中國醫美市場規模預計達人民幣1,846億元，重回20%以上增長通道，肉毒毒素、光電技術、醫美電商、透明質酸成為推動醫美市場快速發展的四大關鍵因素，全面推動著行業生態的變革。伴隨著醫美行業的繁榮，二零二一年，政策層面也進入強監管階段，白皮書內提到，醫美行業已進入由粗放式向精細化發展轉型升級的臨界點。隨著年內八部委打擊非法醫美行動、市場監管總局發佈《醫療美容廣告執法指南》等政策，政策監管趨嚴成為常態大趨勢，進一步推動醫美行業重整洗牌，淘汰水貨假貨及出清非法違規黑機構，並長期利好正規機構發展。

在醫藥行業，二零二一年可見行業政策影響持續。集中帶量採購進入常態化、制度化並提速擴面，應採盡採一錘定音。同時，國內創新藥賽道加速洗牌，自主創新研發嶄露頭角，備受市場關注。對於創新藥，政策面也給予導向，加強供給端質量抓手，鼓勵自主研發創新、保障臨床急需的產品供應。同時，通過醫療保障法、醫保目錄調整、按疾病診斷相關分組付費(DRG)／按病種分值付費(DIP)政策等一系列組合拳，騰籠換鳥，為創新藥鋪墊發展道路。

集團業務

二零二一年，對於本集團也是特別的一年，是四環醫藥的拐點之年。在這一年內，本集團全速推進醫美及生物製藥雙輪驅動戰略，成功實現從傳統仿製藥公司向創新藥及醫美領先公司的轉型。

Industry Overview

In 2021, with the continuous outbreak of COVID-19, the overall economic situation of the world is still facing the bottleneck of development. But with the continuous improvement of the economic structure and the normalization of COVID-19 control, signs of economic recovery are still visible. In 2021, the global economic growth rebounded to 5.5%, and showed a steady recovery and good development trend in overall.

In China, driven by the normalization of the epidemic control, the awakening of residents' consumption awareness and consumer demand, medical aesthetic consumption has gradually recovered, and the medical aesthetic industry has ushered in a new period of important opportunities. According to the "2021 Medical Aesthetic Industry White Paper" (《2021醫美行業白皮書》) (the "White Paper") released by So-Yong Aesthetic Data Research Institute (新氧數據顏究院), the scale of China's medical aesthetic market is expected to reach RMB184.6 billion in 2021, returning to the growth channel of more than 20%. Botulinum toxin, photoelectric technology, medical aesthetic e-commerce and hyaluronic acid have become the four key factors to promote the rapid development of medical aesthetic market and comprehensively promote the transformation of industry ecology. With the prosperity of the medical aesthetic industry, the medical aesthetic industry also entered the stage of strong supervision at the policy level in 2021. The White Paper mentioned that the medical aesthetic industry has reached the critical point of transformation and upgrading from extensive development to refined development. With the policies such as the action for cracking down on illegal medical aesthetic services jointly adopted by eight ministries and departments and the "Enforcement Guidance for the Medical Cosmetology Advertising" (《醫療美容廣告執法指南》) promulgated by the State Administration of Market Regulation during the Year, stricter policy supervision is becoming normal practices and major trends, further promoting the reorganization and reshuffle of the medical aesthetic industry, eliminating pirated and counterfeit products and clearing out illegally-operated institutions, and bringing long-term benefits to the development of formal institutions.

In the pharmaceutical industry, 2021 witnessed the continuous impact of industrial policies. Centralized procurement has been normalized and institutionalized with a faster and broader development, and the full coverage for all purchases in need should be finalized. At the same time, the domestic innovative medicine track has accelerated the reshuffle, and independent innovation R&D has emerged, which has attracted much attention in the market. For innovative drugs, the guidance also has been given by the policy to strengthen the quality control of the supply side, encourage independent R&D and innovation and ensure the supply of products in urgently clinic needs. Meanwhile, a series of combination such as the medical security law, the adjustment of NRDL and diagnosis-related groups (DRG)/diagnosis-intervention packet (DIP) payment policy, and the "keep the cage, but change the birds" measures paved the way for the development of innovative drugs.

The Group's Business

2021 was also a special year for the Group, which also was the turning point of Sihuan Pharmaceutical. During the past year, the Group fully promoted the two-wheeled strategy of medical aesthetic and biopharmaceuticals, and successfully realized the transformation from traditional generics company to leading innovative drugs and medical aesthetic company.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

製藥業務

本集團製藥業務板塊成功孵化兩大創新藥平台。其中軒竹生物在二零一二年開始孵化創新藥板塊，行業排名領先，聚焦腫瘤藥自主研發，是國內乳腺癌賽道佈局最全面的公司之一，以CDK4/6抑制劑吡羅西尼為主，擁有20餘款產品管線，致力於打造國內在小分子、大分子領域同時具備全面創新藥開發能力的聚焦於腫瘤藥的生物醫藥領軍企業。年內，軒竹生物研發的安納拉唑鈉NDA已獲得受理，吡羅西尼等產品獲批進入臨床III期；研發進展快速推進。

Pharmaceutical Business

The pharmaceutical business segment of the Group successfully incubated two innovative drug platforms. Among them, **Xuanzhu Biopharm** began to hatch innovative drug sector in 2012, which is leading in the industry and focusing on the independent R&D of oncology drugs. It is one of the companies in China with the most comprehensive coverage in breast cancer. It has more than 20 products in the pipeline, with CDK4/6 inhibitor Birociclib as the core. It serves as a leading biopharmaceutical company in China focusing on oncology with comprehensive innovative drug self-development capabilities in both small and large molecule areas. During the Year, the NDA of Anaprazole Sodium developed by Xuanzhu Biopharm has been accepted, and Birociclib as well as other products have been approved to enter clinical phase III. R&D has made rapid progress.

軒竹生物重點管線：擁有完全自主知識產權

專注於腫瘤、代謝、消化等具有重大臨床需求的治療領域，全球IP保護，具有out-licensing機會

The Key Pipeline of Xuanzhu Biopharm:

Fully Independent Intellectual Property Rights

Focusing on the oncology, metabolic diseases, digestive system and other therapeutic areas in great clinical needs with the protection of global IP and out-licensing opportunities

治療領域 Therapeutic Area	靶點 Target	新藥項目名稱 Drug Name	適應症 Indications	臨床前階段 Pre-Clinical		臨床階段 Clinical			
				先導化合物確認和優化 LI/LO*	新藥臨床研究 IND*	臨床I期 Phase I	臨床II期 Phase II	臨床III期 Phase III	
腫瘤 Tumor	CDK4/6 抑制劑 CDK4/6 Inhibitor	吡羅西尼 Birociclib	乳腺癌 (HR+/HER2- / 末線治療) Breast cancer (HR+/HER2- / End-line)						
			乳腺癌 (HR+/HER2- / 聯合氟維司群二線治療) Breast cancer (HR+/HER2- / Second-line treatment with fulvestrant)						
			乳腺癌 (HR+/HER2- / 聯合AI一線治療) Breast cancer (HR+/HER2- / First-line treatment with AI)						
	HER2 雙特異抗體 HER2 Bispecific antibody	KM-257	HER2高表達腫瘤 (乳腺癌，其他實體瘤如膽管癌、赫賽汀抗性) HER2 high expression tumors (Breast cancer, other solid tumors such as cholangioma and herceptin)						
			HER2中低表達 (乳腺癌，其他實體瘤如胃癌、肺癌) HER2 low to medium expression (Breast cancer, other solid tumors such as gastric cancer and lung cancer)						
	非小細胞 肺癌 NSCLC	ALK/ROS1 抑制劑 ALK/ROS1 Inhibitor	XZP-3621	HR+和或ER+乳腺癌 HR+ and/or ER+ breast cancer					
				NSCLC (末線) NSCLC (End-line)					
				NSCLC (1線) NSCLC (First-line)					
	抗腫瘤 Tumor	AXL	XZB-0004	NSCLC					
				NTRK/ROS1 抑制劑 NTRK/ROS1 Inhibitor	XZP-5955	NTRK/ROS1融合和突變的局部晚期/轉移性實體瘤 Locally advanced/metastatic solid tumors with NTRK/ROS1 fusion and mutation			
內分泌 代謝 Endocrine metabolism	非酒精性 脂肪 性肝炎 NASH	FXR 受體激動劑 FXR receptor agonist	XZP-5610	實體瘤 Solid tumor					
				NASH (非酒精性脂肪性肝炎) NASH (Non-alcoholic Steatohepatitis)					
				PBC (原發性膽汁性膽管炎) PBC (Primary biliary cholangitis)					
消化 Digestion	未披露 Undisclosed	XZP-6019	NAFLD/NASH						
			PPIs (質子泵抑制劑) PPI (Proton Pump Inhibitor)	安納拉唑鈉 Anaprazole sodium (KBP-3571)	DU (十二指腸潰瘍) DU (Duodenal ulcer)				

* LI/LO: Lead Identification/Lead Optimisation

IND: Investigational New Drug

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

惠升生物則是在二零一四年孵化，聚焦糖尿病及併發症領域，有近40款產品管線，成為國內為數不多的在糖尿病及併發症領域實現全產品覆蓋的研產銷一體化平台。年內及二零二二年初，惠升生物旗下多款產品取得積極進展，創新藥SGLT-2抑制劑加格列淨NDA，門冬胰島素注射液，門冬胰島素30注射液、門冬胰島素50注射液NDA已獲受理；第四代德谷胰島素已完成臨床III期試驗；德谷門冬雙胰島素獲批開展臨床試驗，研發進展處於國內首位。

Huisheng Biopharm was incubated in 2014, focusing on the field of diabetes and complications, with nearly 40 products in the pipeline and became one of the few domestic integrated R&D, production and marketing platforms to achieve full product coverage in the fields of diabetes and complications. During the Year and early 2022, multiple products of Huisheng Biopharm have made positive progress, the NDA of innovative drug SGLT-2 inhibitor Janagliflozin, and the NDA for insulin aspart injection, insulin aspart 30 injection and insulin aspart 50 injection have been accepted. The fourth-generation insulin degludec injection finished phase III clinical trials. Insulin degludec and insulin aspart injection has obtained the approval for the conduction of clinical trials, and its R&D progress ranks the top in China.

惠升生物重點管線

多款產品進入臨床I期至III期階段，重磅產品在未來三年內陸續上市

The Key Pipeline of Huisheng Biopharm

A number of products have entered into phase I to III clinical trials, and blockbuster product will be successively launched in the next three years.

		產品 Drug Name	開發階段 Development stage					
			臨床前 Pre-Clinical	新藥臨床研究 IND	臨床I期 Phase I	臨床II期 Phase II	臨床III期 Phase III	報產 NDA/BLA
口服 Oral	1.1類新藥 Class 1.1 new drug	加格列淨 Janagliflozin	[Progress bar]					
		加格列淨片+二甲雙胍片 Janagliflozin and Metformin tablets	[Progress bar]					
胰島素及 合劑 Insulin & Mixture	新型胰島素 New Insulin	德谷胰島素注射液 Insulin Degludec Injections	[Progress bar]					
		德谷門冬雙胰島素注射液 Insulin Degludec/Aspart Injections	[Progress bar]					
		德谷胰島素/利拉魯肽注射液 Insulin Degludec/Liraglutide Injections	[Progress bar]					
		超速效門冬胰島素注射液 Faster-Acting Insulin Aspart Injections	[Progress bar]					
		門冬胰島素注射液 Insulin Aspart Injections	[Progress bar]					
		門冬胰島素30注射液 Insulin Aspart 30 Injections	[Progress bar]					
	三代胰島素 Third Generation Insulin	門冬胰島素50注射液 Insulin Aspart 50 Injections	[Progress bar]					
		甘精胰島素注射液 Insulin Glargine Injections	[Progress bar]					
		精蛋白精胰島素注射液 Insulin Lispro Injections	[Progress bar]					
		精蛋白精胰島素混合注射液 (25R) Mixture of protamine and Insulin Lispro Injections (25R)	[Progress bar]					
		精蛋白精胰島素混合注射液 (50R) Mixture of protamine and Insulin Lispro Injections (50R)	[Progress bar]					
		精蛋白精胰島素混合注射液 (50R) Mixture of protamine and Insulin Lispro Injections (50R)	[Progress bar]					
二代胰島素 Second Generation Insulin	重組人胰島素注射液 Recombinant Human Insulin Injection	[Progress bar]						
	精蛋白重組人胰島素注射液 Protamine Recombinant Human Insulin Injections	[Progress bar]						
	精蛋白重組人胰島素注射液 (30R) Protamine Recombinant Human Insulin Injections (30R)	[Progress bar]						
	精蛋白重組人胰島素注射液 (50R) Protamine Recombinant Human Insulin Injections (50R)	[Progress bar]						
	精蛋白重組人胰島素注射液 (50R) Protamine Recombinant Human Insulin Injections (50R)	[Progress bar]						
GLP-1類似物 GLP-1 Analogue	自主研發 Independent R&D	利拉魯肽注射液 Liraglutide Injections	[Progress bar]					
		索馬魯肽注射液 Semaglutide Injections	[Progress bar]					
		索馬魯肽片 Semaglutide Tablets	[Progress bar]					
	HSP-004 (口服)(GLP-1) HSP-004 (Oral GLP-1)	[Progress bar]						
		[Progress bar]						
		[Progress bar]						
		[Progress bar]						
HSP-001 (新一代長效GLP-1) HSP-001 (A new generation of long-acting GLP-1)		[Progress bar]						
HSP-005/HSP-006 (雙靶點激動劑) HSP-005/HSP-006 (dual target agonist)		[Progress bar]						

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

本集團在二零一二年開始佈局自主研發，過去幾年在軒竹生物和惠升生物兩個板塊各花了超過人民幣10億元的投資，資金來源是本集團仿製藥業務的收入。

仿製藥板塊是本集團很重要的現金牛業務，為本集團打造兩個創新藥平台提供了充分的資金和人才方面的支持。本集團的高端仿製藥研發平台上有數十項在研產品，將陸續走向市場，持續創造新的營收。同時，本集團也擁有很強的原料藥（「API」）生產資源，在二零二零年整合出「原料藥+合同研發生產組織（「CDMO」）」一體化平台，在二零二一年也取得了該領域突破性的業務進展，已有約160個項目在列，實際簽約客戶約40個，在客戶的質量和數量上都取得了突破性進展。

The Group began its independent R&D layout in 2012. In the past few years, the Group has invested more than RMB1 billion in Xuanzhu Biopharm and Huisheng Biopharm respectively. The funds are derived from the income of the Group's generic drugs business.

Generic drugs sector is an important cash cow business of the Group, which provides sufficient finance and talent support for the Group to build two innovative drug platforms. The Group's high-end generic drug R&D platform has dozens of products under R&D, which will gradually enter into the market and continue to create new revenue. Meanwhile, the Group also has strong active pharmaceutical ingredient ("API") production resources. In 2020, it consolidated the "API + Contract development and manufacturing organization ("CDMO")" integrated platform, and made breakthrough for business progress in this field in 2021. There were approximately 160 projects in list, and approximately 40 customers actually signed the agreements, which made breakthroughs in the quality and quantity of customers.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

醫美業務

本集團自二零一四年開始孵化醫美板塊，與韓國領先的生物醫藥公司Hugel, Inc. (「Hugel」) 簽署了肉毒毒素和玻尿酸兩個產品的獨家代理權，肉毒毒素樂提葆®在二零二一年二月成功上市。取得了較好的銷售進展及渠道覆蓋，已覆蓋約2,500家醫美終端機構，其中頭部500家機構的覆蓋超過430家。漢顏空間實現了數量質量雙增長，並通過自研、收購兼併、合資合作、獨家代理等方式快速切入醫美核心領域、擴大醫美產品組合、實現對愛美人士全生命週期需求的覆蓋。自研管線擁有10餘款III類產品及近20款II類產品。收購業務層面，本集團完成對美國高品質美學和生物醫學產品製造商Genesis的全資收購，囊括旗下脂肪採集系統LipiVage®，還與北京藍晶微生物成立合資公司，共同開發PHA微球及基於生物製造的再生醫學材料等。並在年內及二零二二年初落實對埋線產品、黃金微針產品等的獨家代理。本集團已經在二零二一年成功完成了醫美板塊2.0版本的升級，從單產品獨家代理企業轉變為在醫美領域實現研產銷一體化的平台型公司。

Medical Aesthetic Business

The Group has begun to incubate medical aesthetics segment since 2014 and entered into exclusive distribution rights in respect of botulinum toxin and hyaluronic acid with Hugel, Inc. ("Hugel"), a leading biopharmaceutical company in Korea. Botulinum toxin Letybo® was successfully launched in February 2021 and achieved great sales progress and channel coverage of approximately 2,500 medical aesthetics institutions, of which more than 430 institutions account for the 500 leading institutions. MeiYan KongJian realized the growth both in quality and quantity and penetrated into the core area of medical aesthetics by means of self-development, acquisitions and mergers, joint venture cooperation, exclusive distribution and other ways, expanded the medical aesthetics product portfolio to cover the whole life cycle needs of beauty lovers. The self-developed pipelines own more than 10 Class III products and almost 20 Class II products. In respect of the acquisition of business, the Group has completed the wholly-owned acquisition of Genesis, which is an American manufacturer of high-quality aesthetics and biomedical products, covering the fat harvesting system LipiVage®, and also established a joint venture with Bluepha to jointly develop PHA microspheres and bio-manufacturing-based regenerative medicine materials. The Group exclusively distributed the embedding thread products and golden microneedle products during the Year and in early 2022. The Group has successfully achieved version 2.0 upgrade in the medical aesthetics segment in 2021, transforming itself from an exclusive distribution enterprise with single product into a platform-type company achieving the integration of R&D, production and sales in the field of medical aesthetics.

漢顏空間重點管線：覆蓋愛美人士全生命週期需求

The Key Pipeline of MeiYan KongJian: To cover the entire life cycle's need of beauty lovers

業務 Business	類別 Category	產品名稱 Product Name	臨床前 pre-clinical stage	臨床 clinical stage	註冊 registration	上市 marketing
自研管線 Independent R&D pipeline	填充類 Filler	複合膠原蛋白(生物發酵來源)填充劑(III類) Complex Collagen (Bio-fermentation Source) Filler (Type III)	█			
		一代「童顏針」填充劑(III類) The first generation PLLA filler (Type III)	█			
		二代「少女針」填充劑(III類) The second generation PCL filler (Type III)	█			
收購兼併及 合資合作 M&A/JV	補充類、支撐類等 Volumization/Support	10+款自研III類產品* 10+ independent R&D Type III products*	█			
		童顏水凝(II類) PLLA gel (Type II)	█			
		~20款自研II類產品* ~20 independent R&D Type II products*	█			
獨家代理 Exclusive Distribution	護理類 Skin care	脂肪採集系統LipiVage®(美國Genesis) Fat harvesting system LipiVage®(USGenesis)	█			
		PHA微球再生醫學材料(北京藍晶微生物) PHA microsphere regenerative medicine materials (Bluepha)	█			
		二合一超聲技術·冷熱溶脂系統(深圳易美) Two-in-one ultrasound technology, cold and heat lipolysis system (Shenzhen Yimei)	█			
獨家代理 Exclusive Distribution	填充類 Filler	肉毒毒素/樂提葆(韓國Hugel) Botulinum toxin / Letybo (South Korea Hugel)	█			
		玻尿酸(韓國Hugel) HA filler (South Korea Hugel)	█			
		SYLFIRM X™黃金微針(韓國VIOL) SYLFIRM X™ Golden Microneedle (South Korea VIOL)	█			
		可吸收縫線和無張力尿道懸吊帶產品(韓國東方) Absorbable suture and incontinence sling kit (South Korea Dongbang Medicine)	█			
獨家代理 Exclusive Distribution	光電設備類 Optoelectronic	CELLBOOSTER(瑞士Suisse) CELLBOOSTER (Switzerland Suisse)	█			

*按品類內臨床進展最快標示 only shown the fastest R&D development in the category

三大核心能力

此外，支撐起以上業務發展，並產生良好協同效應的是本集團三大核心能力。本集團擁有非常強大的註冊能力，是第一個將韓國肉毒毒素帶進中國市場的企業，也能夠在很短的時間內完成自研品種的註冊。強大的註冊能力能為產品帶來上市的先發優勢。其次，本集團擁有高效率、低成本的生產平台，對生產能力和原料的掌握使得本集團能夠擁有很強的成本優勢，能夠快速實現產業化發展。此外，本集團還擁有市場公認的醫藥學術營銷能力，在覆蓋全國的專業而高效的學術營銷平台上，本集團專業的營銷團隊和商務銷售網絡既能推動現有產品持續的快速滲透，也為新上市產品賦予極強的「變現」能力。

Three Core Capabilities

In addition, the three core capabilities of the Group support the above business development and produce favorable synergies. The Group has very strong registration capabilities and is the first enterprise to bring Korean botulinum toxin into the Chinese market and can also complete the registration of self-developed varieties in a very short-term. Strong registration capability brings first-mover advantage for the launch of products. Secondly, the Group has a high-efficiency and low-cost production platform, and its mastery of production capacity and raw materials enables the Group to have a strong cost advantage to achieve rapid industrialization development. In addition, the Group also has the market-recognized medical academic marketing ability. On the professional and efficient academic marketing platform covering the whole China, the professional marketing team and business sales network of the Group not only can promote the continuously rapid penetration of existing products, but also endow the new launched products with strong “monetization” ability.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

年度業績

截至二零二一年十二月三十一日止(「年內」)，本集團錄得總收益人民幣3,291.3百萬元，較二零二零年同期的總收益人民幣2,464.2百萬元，同比增長33.6%。該增加主要由於本集團的新業務板塊，醫美業務板塊錄得收益人民幣399.0百萬元，同比增長1,383.3%，主要是因為肉毒毒素樂提葆®實現上市銷售，對本集團業績產生積極貢獻。

仿製藥業務板塊實現收入人民幣2,598.1百萬元，同比增長18.2%，顯示了重點監控目錄產品對本集團的仿製藥業務的影響已進入尾聲，本集團仿製藥板塊的業績已經正式進入上升通道。

年內，本集團實現毛利人民幣2,448.5百萬元，較二零二零年同期的毛利人民幣1,914.4百萬元增加27.9%，主要是因為收入端的大幅增長。

年內，本集團的研發投入持續加碼，推動本集團製藥板塊的價值快速放大。年內研發開支(包括軒竹生物和惠升生物)為人民幣868.1百萬元，較二零二零年同期的研發開支人民幣729.2百萬元相比上升19.0%，佔總收入的26.4%。高額的持續研發投入顯示了本集團在持續研發和創新上的信心和決心，同時也確實為本集團帶來研發板塊價值的巨大提升。軒竹生物在二零二零至二零二一年兩年間共吸引來自國內頂尖私募基金的合計人民幣15.7億元的股權投資。截至二零二一年底，軒竹生物投後估值從二零二零年八月的人民幣46億元上升超過50%達到近人民幣70億元。

截至二零二一年十二月三十一日，本集團的現金及現金等價物加理財產品約人民幣5,791.7百萬元，扣除計息銀行借款及其他借款的現金及現金等價物加理財產品共計約人民幣4,747.0百萬元。本集團的負債與資本比率(即借款除以本公司擁有人應佔權益之百分比)為12.6%，持續維持低位。本集團財務狀況十分穩健。董事會建議派發每股末期現金股息人民幣1.3分及每股特別現金股息人民幣9.5分。

Annual Results

For the year ended 31 December 2021 (“during the Year”), the Group recorded a total revenue of RMB3,291.3 million, representing a year-on-year increase of 33.6% over the total revenue of RMB2,464.2 million for the same period in 2020. This increase was mainly due to the Group’s new business segment, the medical aesthetics segment, recorded a revenue of RMB399.0 million, representing a year-on-year increase of 1,383.3%, which was mainly due to the launch and marketing of the botulinum toxin Letybo®, actively contributing to the performance of the Group.

The generic medicine segment achieved a revenue of RMB2,598.1 million, representing a year-on-year increase of 18.2%, which showed that the impacts of Key Monitoring List products on the generic medicine business of the Group have come to an end and the performance of the Group’s generic medicine segment has entered the upward channel.

During the Year, the Group achieved a gross profit of RMB2,448.5 million, representing an increase of 27.9% over the gross profit of RMB1,914.4 million for the corresponding period in 2020, mainly due to the significant growth in the revenue side.

During the Year, the Group continued to ramp up the investment in the R&D to promote the rapid amplification in value of the Group’s pharmaceuticals segment. During the Year, the R&D expenses (including Xuanzhu Biopharm and Huisheng Biopharm) were RMB868.1 million, representing an increase of 19.0% over the R&D expenses of RMB729.2 million for the same period 2020, accounting for 26.4% of total revenue. The high and continuous R&D investment mirrors the confidence and determination of the Group in continuous R&D and innovation, and at the same time exactly enhanced the value of R&D segment significantly for the Group. Xuanzhu Biopharm attracted the equity investment with a total of RMB1.57 billion from the top private equity fund in China in the two years from 2020 to 2021. As of the end of 2021, the post-investment valuation of Xuanzhu Biopharm was increased by more than 50% from RMB4.6 billion in August 2020 to nearly RMB7.0 billion.

As of 31 December 2021, the Group’s cash and cash equivalents plus wealth management products amounted to approximately RMB5,791.7 million, and the total amount of cash and cash equivalents plus wealth management products, net of interest-bearing bank borrowings and other borrowings, was approximately RMB4,747.0 million. The Group’s debt to capital ratio (i.e., a percentage of borrowings divided by equity attributable to owners of the Company) was 12.6%, which remained low. The Group’s financial position is very solid. The Board proposed the final cash dividend per share of RMB1.3 cents and special cash dividend per share of RMB9.5 cents.

業務回顧

1. 醫美業務板塊：以醫藥企業的嚴謹創新打造中國領先醫美平台

本集團旗下醫美平台漢顏空間立足於高增長、低滲透率的中國醫美市場，致力於以製藥企業的嚴謹創新打造醫美全產品矩陣龍頭醫美企業。自二零一四年簽訂肉毒毒素樂提葆®的獨家代理協議以來，經過數年的厚積薄發，二零二一年，聚焦中國的「一站式」新型醫美平台，漢顏空間通過全球化佈局、全面專業的產品矩陣、強大的研發及註冊能力，低成本的本地化生產以及多元化營銷能力和全面的渠道覆蓋，已經由一個單產品代理的平台成長為具備多項自研或代理產品、強銷售能力的、擁有全產品矩陣的研產銷一體化醫美平台。

二零二一年，憑藉強大的自研和商務拓展（「BD」）能力，漢顏空間打造完整醫美產品矩陣，以覆蓋愛美人士全生命週期需求為出發點，產品佈局涵蓋數十款填充類、塑性類、支撐類、補充類、光電設備類、體雕類、皮膚管理類等優質醫美產品，提供輕醫美綜合解決方案。

年內，醫美業務板塊漢顏空間收益達人民幣399.0百萬元，同比增長1,383.3%，佔本集團整體收入的12.1%。實現稅前利潤人民幣248.5百萬元，同比大幅增長971.1%。

Business Review

1. Medical Aesthetic Business Segment: Building a Leading Medical Aesthetic Platform in China based on the Rigor and Innovation of a Pharmaceutical Company

The medical aesthetic platform MeiYan KongJian under the Group takes a foothold in Chinese medical aesthetic market characterized by high growth and low penetration rate and is dedicated to building a leading medical aesthetic company with full product matrix by leveraging the rigor and innovation of a pharmaceutical company. Since the exclusive distribution agreement entered into in 2014 regarding the botulinum toxin Letybo®, focusing on the “one-stop” new medical aesthetic platform, MeiYan KongJian had grown from a platform of single product distribution into an integrated medical aesthetic platform on R&D, production and marketing with various self-developed products or distribution products, strong marketing abilities and full product matrix by means of globalized layout, comprehensive and professional product matrix, strong R&D and registration capabilities, low-cost localized production and diversified marketing abilities and comprehensive channel coverage in 2021 after years of great efforts.

In 2021, MeiYan KongJian built a whole medical aesthetics product matrix by virtue of strong self-development and business development (“BD”) abilities with an aim of covering the whole life cycle needs of beauty lovers and with its product layout covering dozens of high-quality medical aesthetic products, including the filling, shaping, supporting, supplementing, optoelectronic device, body sculpturing, skin care and others to provide non- or minimally invasive medical aesthetic comprehensive solutions.

During the Year, the revenue of MeiYan KongJian, the medical aesthetic business segment, reached RMB399.0 million, representing a year-on-year increase of 1,383.3%, accounting for 12.1% of the Group's overall revenue. It realized profit before tax of RMB248.5 million, representing a significant increase of 971.1% year-on-year.

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該收入的放量增長主要來自於漢顏空間獨家代理的由韓國領先生物製藥公司Hugel生產的注射用A型肉毒毒素Letybo® 100U(商品名:樂提葆®)於二零二一年二月正式上市銷售。漢顏空間獨家代理的樂提葆®作為Hugel的龍頭產品,自二零一六年至二零二零年連續5年高居韓國肉毒毒素市場銷售額第一,市佔率約50%。而作為第四個獲准在中國上市的A型肉毒毒素,也是韓國同類產品中的首個,憑藉樂提葆®高質量、高效果、高安全的特性優勢獲得行業、醫生及消費者的高度認可及關注,上市後銷售快速上量。樂提葆®全年銷售收入達人民幣399.0百萬元。截至1月底,全國共覆蓋近2,500家醫療美容機構,頭部500機構共覆蓋超過430家。此外注射用A型肉毒毒素樂提葆®50U也在二零二一年二月正式獲國家藥監局批准於市場推出。隨著新品規的獲批,樂提葆®50U在已率先上市的樂提葆®100U的基礎上,豐富了產品規格類型,將有利於樂提葆®正規產品的擴張及市場普及。

除了獨家代理Hugel的產品,漢顏空間始終不斷豐富和擴大產品組合,通過「自研+獨家代理」佈局優質醫美產品管線,在產品佈局策略下更加面向多元化與國際化。

年內,本集團的醫美產品自研管線也取得積極進展。目前自研產品管線中共有十餘款III類醫療器械產品,包括一代「童顏針」、二代「少女針」等,還有數十款II類醫療器械產品。其中本集團自主研發生產的童顏水凝(商品名:嘉樂妍®)

The significant growth of revenue mainly resulted from the official launch and sales of type A botulinum toxin for injection Letybo® 100U (trade name: Letybo®), a product exclusively distributed by MeiYan KongJian and produced by a leading South Korean biopharmaceutical company Hugel, in February 2021. Letybo®, as the leading product of Hugel and exclusively distributed by MeiYan KongJian, ranked first in terms of sales in the botulinum toxin market of South Korea for five consecutive years from 2016 to 2020, representing a market share of approximately 50%. Letybo® is the fourth type A botulinum toxin product approved for launch in the market of China and the first of its kind from South Korea. With its unique advantages of high quality, high efficacy and high safety, Letybo® has been highly recognized and concerned by the industry, doctors and consumers, and its sales volume has increased rapidly after launch. The annual sales revenue of Letybo® reached RMB399.0 million. As of the end of January, it has been marketed to nearly 2,500 medical aesthetics institutions nationwide, and more than 430 institutions out of the top 500 institutions. In addition, type A botulinum toxin for injection Letybo® 50U has also officially received the marketing approval from the NMPA in February 2021. With the approval of the new product specification, Letybo® 50U has enriched product specifications and types on the basis of the previously launched Letybo® 100U, which will be conducive to the expansion and market popularization of Letybo® standard products.

In addition to the exclusive distribution of Hugel's products, MeiYan KongJian has been constantly enriching and expanding its product portfolio. Through "self-development + exclusive distribution", it has deployed a pipeline of high-quality medical aesthetics products, and has become more diversified and internationalized under the product layout strategy.

During the Year, the Group also made positive progress in the self-developed pipeline of medical aesthetics products. Currently there are more than ten types of class III medical device products in the self-developed product pipeline, including the first-generation "PLLA filler" and the second-generation "PCL filler", as well as dozens of class II medical device products, among which, the Group's self-developed and produced three types of products, namely PLLA

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(2毫升/支)、醫用皮膚護理凝膠和醫用皮膚修復凝膠三類產品已獲得國家藥監局批准的醫療器械註冊證。而本集團所研發的利拉魯肽針對肥胖的適應症也進入了臨床III期試驗的開發計劃溝通階段，不久將進入臨床III期階段。隨著越來越多的自研產品獲批及重磅產品進入臨床中後期，本集團的自研產品將進一步助力打造完整產品矩陣，進一步增強本集團醫美業務的綜合實力。

支撐以上自研管線進展快速推進的則是漢顏空間強大的自主研發和技術轉化實力。年內，漢顏空間在美國洛杉磯成立漢顏實驗室，進行創新技術引進及自主研發新一代醫美產品及生物材料，並在國內進行技術轉化及生產。而設立於國內的研發中心則負責對現有醫美產品進行改進及其新應用進行探索，並將美國研發中心研發的前沿技術進行產業化落地。同時，聯合國內多家著名科研院所及院校深度合作，打造強大研發實力。

更快兌現的，是BD層面的產品。本集團依托自身強大的註冊與營銷能力，與海內外多家全球領先企業簽署獨家BD合作，進一步擴充自身醫美產品組合，實現銷售規模的快速提升。

年內，本集團佈局埋植線產品市場，與東方醫療簽訂獨家代理協議，引進其旗下的可吸收縫線和無張力尿道懸吊帶兩類產品。據市場數據統計，中國埋植線潛在市場空間約人民幣10億元，未來5年複合增速達26%。本集團代理的產品均已獲得美國FDA、歐盟CE認證，可實現快速上市銷售。

gel (product name: Karlian®) (2ml/unit), medical skin care gel and medical skin repair gel, have obtained the medical device registration certificate approved by the NMPA. The indications of liraglutide developed by the Group for obesity have also entered into the development plan communication of the clinical phase III trial, and will soon enter the clinical phase III stage. As more and more self-developed products are approved and blockbuster products enter the mid-to-late clinical stage, the Group's self-developed products will further help build a complete product matrix and further enhance the comprehensive strength of the Group's medical aesthetics business.

What supports the rapid progress of the above self-developed pipelines is MeiYan KongJian's strong in-house R&D and technology transformation capabilities. During the Year, MeiYan KongJian has established the Meiyen Laboratory in Los Angeles, the United States, to conduct innovative technology introduction, independent research and development of new generation medical aesthetics products and biomaterial, and the technology transformation and manufacture in China. The R&D center established in China is responsible for the improvement in existing medical aesthetics products and the exploration of new applications, and the industrial implementation of the cutting-edge technologies developed by the US R&D center. Meanwhile, it has in-depth cooperation with a number of well-known domestic research institutes and colleges to build strong R&D capabilities.

Faster realization has been seen in BD products. Relying on its strong registration and marketing capabilities, the Group has signed exclusive BD cooperation with a number of global leading enterprises at home and abroad to further expand its product portfolio of medical aesthetics products and realize rapid increase in sales scale.

During the Year, the Group started its layout in the market of embedding thread products and entered into an exclusive distribution agreement with Dongbang Medical to introduce its two types of products, namely absorbable suture and incontinence sling kit. According to market statistics, the potential market of embedding thread in China is approximately RMB1 billion, with a compound growth rate of 26% in the next five years. The products distributed by the Group have obtained FDA certification in the US and CE certification in EU, and are ready for sale.

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二零二二年一月，本集團在光電類設備市場的首個佈局落地，與韓國VIOL Co., Ltd (「VIOL」) 就SYLFIRM X™ (黃金微針) 產品達成獨家代理協議，獲得該產品在中國大陸、香港及澳門的獨家代理權。目前國內黃金微針項目中，3款進口產品(以色列及韓國為主)佔據了約70%的市場。本集團所代理的SYLFIRM X™是新一代黃金微針，較目前上市的其他射頻微針類產品有較大優勢，也是世界上第一台連續波加脈衝波雙波作用的射頻微針儀器，可以治療從淺層到深層各個層級的皮膚問題。隨著中國射頻醫美設備市場的快速增長，相信SYLFIRM X™所帶來的新技術迭代，將會對中國醫美機構和求美者帶來較大吸引力。

此外，本集團還通過收購兼併和合資合作的方式進一步拓展產品矩陣。二零二一年十二月，本集團全資收購美國高品質美學和生物醫學產品製造商Genesis的全部股權。Genesis專注於微通道系統和脂肪採集系統，其脂肪採集系統LipiVage®是一種創新產品，具有獨立性、即用型的兩步式脂肪收集、清洗和轉移系統，操作簡單，效果溫和。其獨特的技術能將移植脂肪的成活率提高到80%至90%以上。二零二一年六月，本集團的美國附屬公司Meiyen Laboratory Inc已就該產品與Genesis達成戰略合作，取得該產品在大中華區及韓國的獨家代理權。

In January 2022, the first layout of the Group in the optoelectronic equipment market was implemented. The Group entered into an exclusive distribution agreement with South Korea VIOL Co., Ltd (“VIOL”) in respect of the SYLFIRM X™ (golden microneedle) (黃金微針) product and obtained the exclusive distribution right of the product in Mainland China, Hong Kong and Macau. At present, among the domestic golden microneedle projects, three imported products (mainly from Israel and South Korea) occupy approximately 70% of the market. The SYLFIRM X™ distributed by the Group is a new generation of golden microneedle, which has great advantages over other radiofrequency microneedle products currently on the market. It is also the first radiofrequency microneedle instrument with continuous wave plus impulse wave dual-wave action in the world, which can treat skin problems at all levels from superficial to deep. With the rapid growth of China’s radiofrequency medical aesthetics equipment market, it is believed that the new technology iterations brought by SYLFIRM X™ will bring greater attraction to Chinese medical aesthetics institutions and beauty seekers.

In addition, the Group further expanded its product matrix through acquisitions, mergers and joint ventures. In December 2021, the Group wholly acquired the entire equity of Genesis, a manufacturer of high-quality aesthetic and biomedical products in the United States. Genesis specializes in microchannel system and fat collection system. Its LipiVage® fat collection system is an innovative product with independent and ready-to-use two-step fat collecting, cleaning and transferal system, which is easy to operate and has mild effects. Its unique technology can increase the survival rate of fat transplantation to 80% to over 90%. In June 2021, Meiyen Laboratory Inc, an American subsidiary of the Group, has entered into a strategic cooperation with Genesis on this product and obtained the exclusive distribution right for this product in Greater China and South Korea.

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二零二二年一月，本集團進一步拓展產品組合，切入核心領域，與藍晶微生物簽署協議，雙方將成立合資公司，共同開發包括PHA微球及基於生物製造的再生醫學材料，雙方將共同完成產品的研發、合規化申報和後續商業化推廣。目前國內僅三款合規再生型注射產品，現有產品中PLA和PCL均需要通過化學交聯實現分子聚合，具有化學交聯劑殘留的風險，而PHA是由微生物合成的一種細胞內聚酯，是一種天然高分子聚合物，無論是作為新材料進入稀缺性強的輕醫美市場還是在材料本身安全性方面，PHA都將是輕醫美的良好選擇。合成生物學領域潛藏巨大的發展前景，市場預計，在商業應用領域，合成生物學市場預計到二零二五年將以30%的複合年增長率高速增長。而此次本集團與藍晶微生物的戰略合作，共同成立合資公司，使得本集團有機會提前入局合成生物學這個巨大的產業藍海，成功邁出從醫美產業端向上游原料端縱向延伸的第一步，將幫助本集團進一步完善在醫美領域的佈局，增強本集團的核心競爭力。

為實現研發產品的產業化落地，美顏空間在國內設立了兩個高效率、低成本的生產基地，總面積達14,000平方米，目前設立9條生產線，產品覆蓋預灌充類、凍乾粉針類、有源設備、和敷料等。生產過程實現自動化，生產狀態實時可控，保證細節管理能力及生產過程的可溯源性。生產車間均符合無菌淨化車間要求，具有完善的質量管理體系，並對產品的全生命週期實施風險管理，確保產品的安全性、有效性、質量可控性。

In January 2022, the Group further expanded its product portfolio and entered into core areas. It signed an agreement with Bluepha, whereby the two parties will establish a joint venture to jointly develop PHA microspheres and bio-manufacturing-based regenerative medical materials, and the two parties will jointly complete the R&D, compliance declaration and subsequent commercial promotion of the products. Currently, there are only three compliant regenerative injection products in China. Both PLA and PCL in the existing products require chemical interaction to achieve molecular aggregation and are subject to the risk of chemical interaction agent residue. However, PHA is an intracellular polyester synthesized by microorganisms and a natural high-molecular polymer. Whether for entering the scarce non- or minimally-invasive medical aesthetics market as a new material or in terms of the safety of the material itself, PHA will be a good choice for non- or minimally-invasive medical aesthetics. There is great development potential in the field of synthetic biology. The market predicts that in the field of commercial applications, the synthetic biology market is expected to grow rapidly at a CAGR of 30% by 2025. The strategic cooperation between the Group and Bluepha to jointly establish a joint venture gives the Group an opportunity to enter the huge industrial blue ocean of synthetic biology in advance and successfully take the first step in the vertical extension from the medical aesthetics industry end to the upstream raw material end, which will help the Group to further improve its layout in the field of medical aesthetics and enhance the core competitiveness of the Group.

In order to realize the industrialization of R&D products, Meiyang Kongjian has set up two high-efficiency and low-cost production bases in China, with a total area of 14,000 square meters. Currently, nine production lines have been set up, covering pre-filled products, lyophilized powder injection products, active equipment and dressings, etc. The production process is automated, and the production status is controllable in real time to ensure the ability to manage details and the traceability of the production process. All production workshops meet aseptic purification workshop requirements and have a perfect quality management system, and risk management is implemented for the whole life cycle of products to ensure safety, effectiveness and quality controllability of the products.

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產品產業化落地後，憑藉醫美平台多元化銷售能力和全面的渠道覆蓋，新產品上市可實現快速上量。美顏空間60餘人的銷售團隊成員主要來自知名跨國醫藥及醫美公司，擁有超過10年的豐富銷售經驗。此外，本集團還與約40家代理商合作，共同推廣產品上市，共覆蓋國內超過200個城市，覆蓋醫療美容機構數量近2,500家，覆蓋頭部500家機構逾430家。

二零二一年，本集團的醫美業務板塊已在產品、研發、註冊、生產、銷售等環節逐步完善並取得可觀的成果。隨著「自研+代理」等產品的逐步落地，並步入上市銷售環節，本集團的醫美業務將持續維持強勁增長動能，進一步成為國內實現愛美人士全生命週期需求全產品覆蓋的領先醫美企業。

2. 製藥業務板塊：創新驅動推動製藥業務從傳統仿製藥向創新藥轉型，進一步打造中國領先生物醫藥公司

年內，製藥業務板塊成功孵化兩個創新藥平台，打造國內在小分子、大分子領域同時具備全面創新藥開發能力的，聚焦於腫瘤藥的生物醫藥領軍企業軒竹生物，以及國內為數不多的在糖尿病及併發症領域實現全產品覆蓋的研產銷一體化平台惠升生物，創新驅動持續加碼，不斷推進本集團製藥業務板塊在創新領域的長遠發展。吉林康通在「原料藥+CDMO」一體化戰略下持續發展原料藥業務，並促進CDMO/合同製造組織（「CMO」）業務逐步落地。仿製藥業務平台下高端仿製藥陸續獲批上市，持續提供營收，成為強勁「現金牛」，確保集團製藥業務板塊成為「不燒錢」的創新藥企業。

After the implementation of product industrialization, with the diversified sales capabilities and comprehensive channel coverage of the medical aesthetics platform, the new products can be launched and achieve sales expansion quickly. The sales team of more than 60 members of Meiyang Kongjian are mainly from well-known multinational pharmaceutical and medical aesthetics companies, with more than 10 years of rich sales experience. In addition, the Group also cooperates with approximately 40 agents to jointly promote the launch of the products. It has achieved a coverage of more than 200 cities in China, covering nearly 2,500 medical aesthetics institutions, of which more than 430 institutions are among the top 500 institutions.

In 2021, the Group's medical aesthetics business segment has gradually improved and achieved considerable results in product, R&D, registration, production and sales. With the "independent R&D + distribution" products being gradually implemented and launched into the market, the Group's medical aesthetics business will continue to maintain strong growth momentum and further become a leading medical aesthetics company in China that achieves full product coverage for the whole life cycle needs of beauty-loving people.

2. Pharmaceutical Business Segment: Innovation-driven Transformation of Pharmaceutical Business from a Traditional Generics to an Innovative Drugs to further Build a Leading Biopharmaceutical Company in China

During the Year, the pharmaceutical business segment had successfully incubated two innovative drug platforms, namely Xuanzhu Biopharm, a leading domestic biomedical company focusing on oncology drugs with comprehensive innovative drug development capabilities in the fields of small molecules and macromolecules, and Huisheng Biopharm, one of the few integrated research, production and marketing platforms in China with full product coverage in the field of diabetes and complications, and its innovation drive continuing to increase to continuously promote the long-term development of the Group's pharmaceutical business segment in the field of innovation. Jilin Kangtong continued to develop its API business under the integrated strategy of "API + CDMO" and promoted the gradual implementation of CDMO/contract manufacturing organization ("CMO") business. The high-end generics under the generics business platform have been successively approved and marketed, which continues to provide revenue and becomes a strong "cash cow", ensuring that the Group's pharmaceutical business segment becomes an innovative drug enterprise without a money-burning model.

2.1 軒竹生物：在小分子和大分子領域同時具備全面創新藥自主研發能力的中國生物醫藥領先企業

軒竹生物是本集團旗下的創新藥子公司，成立於二零一二年，經過近十年的發展，軒竹生物匯聚了一支由海歸科學家領銜的近400人的優秀團隊，具備了創新藥自主研發的能力，形成了完整的研發體系，具備完整新藥研究開發體系，具有從新藥結構設計、評價、確立候選化合物、到臨床研究，再到新藥上市申請的專業平台。二零二一年初，軒竹生物通過併購整合致力於創新雙抗、雙抗ADC等多功能抗體藥物研發的大分子生物醫藥公司北京康明百奧後，目前軒竹生物是國內少數能同時在小分子、大分子領域具備全面創新藥自主研發能力的平台型創新藥公司。

軒竹生物自主研發的產品管線進展迅速，目前擁有超過25個在研創新藥，聚焦於腫瘤、代謝和消化等領域。聚焦大病種、大市場，同病種、多靶點佈局，對重點賽道乳腺癌的主要靶點進行了全面佈局，是國內乳腺癌賽道佈局最全面的公司之一。

2.1 Xuanzhu Biopharm: A Leading Biomedical Company in China with Comprehensive Innovative Drug Development Capabilities in the Fields of Small Molecules and Macromolecules

Established in 2012, Xuanzhu Biopharm is an innovative drug subsidiary of the Group. Undergoing nearly ten years of development, Xuanzhu Biopharm has gathered an excellent team with nearly 400 people leading by returnee scientists, which are equipped with the ability of independent research and development of innovative drugs, forming a complete research and development and a new drug research and development system, and creating a professional platform from new drug structure design, evaluation, establishment of candidate compounds to clinical research, and then to new drug marketing application. In early 2021, Xuanzhu Biopharm integrated Beijing Combio, a macromolecule biopharmaceutical company dedicated to the research and development of multifunctional antibody drugs such as innovative bispecific antibodies, bispecific ADC through mergers and acquisitions. Hence, Xuanzhu Biopharm is now one of the few platform-type innovative drug companies with comprehensive innovative drug development capabilities in the fields of small molecules and macromolecules in China.

Rapid progress has been seen in Xuanzhu Biopharm's self-developed product pipeline, with over 25 innovative drugs under development, targeting areas such as oncology, metabolism and digestion. Focusing on major diseases, big markets and multi-target layout of same diseases, Xuanzhu Biopharm has made a comprehensive layout for the main targets of breast cancer in the key track, and is one of the companies with the most comprehensive layout in the breast cancer track in China.

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年內，軒竹生物在研1類創新藥吡羅西尼獲國家藥監局審評中心同意開展III期臨床試驗，具體為：吡羅西尼與芳香化酶抑制劑聯合用於激素受體陽性(HR+)、人表皮生長因子受體2陰性(HER2-)的局部晚期或轉移性乳腺癌，以及吡羅西尼與氟維司群聯合用於既往曾接受內分泌治療後出現疾病進展的HR+/HER2-局部晚期、復發或轉移性乳腺癌。乳腺癌為全球最高發的惡性腫瘤之一，激素受體(HR)陽性乳腺癌約佔所有乳腺癌的70%，是乳腺癌佔比最高的人群，目前該領域最受關注的藥物是CDK4/6抑制劑。而軒竹生物的拳頭產品吡羅西尼作為一個全新結構的CDK4/6抑制劑，吡羅西尼有望克服激素受體陽性(HR+)乳腺癌患者內分泌治療的耐藥問題；同時亦觀察到吡羅西尼單藥針對多線治療失敗的晚期乳腺癌患者有明顯療效。臨床前研究結果表明，吡羅西尼具有獨特的藥代動力學特徵，能夠有效通過血腦屏障，對乳腺癌腦轉移的患者和腦癌患者預期會產生良好療效。此外，由於CDK4/6新穎的靶點作用機制，吡羅西尼可以和多個靶點藥物聯用，具有重要的臨床意義和廣闊的市場前景。

During the Year, Birociclib, the class I new drug candidate of Xuanzhu Biopharm, has obtained the approval for the conduction of phase III clinical trials from the Center for Drug Evaluation of NMPA, specifically: Birociclib is used in combination with aromatase inhibitor in locally advanced or metastatic breast cancer that is hormone receptor positive (HR+) and human epidermal growth factor receptor 2 negative (HER2-), and Birociclib is used in combination with fulvestrant in locally advanced, recurrent or metastatic HR+/HER2- breast cancer that showed disease progression after previously endocrine therapy. Breast cancer is one of the most prevalent malignant tumors in the world. Hormone receptor (HR) positive breast cancer accounts for approximately 70% of all breast cancers and covers the majority of patients with breast cancers. Currently, the most popular drug in this field is CDK4/6 inhibitor. The blockbuster product of Xuanzhu Biopharm, Birociclib, as a novel selective CDK4/6 inhibitor, has the potential to overcome endocrine therapy resistance in hormone receptor positive (HR+) breast cancer patients. Birociclib also exhibited significant efficacy in patients with advanced breast cancer who have failed multiple lines of treatment. Pre-clinical data showed that Birociclib has a unique pharmacokinetic profile, which penetrates the blood-brain barrier, predicting its potential efficacy in breast cancer patients with brain metastases and patients with brain tumors. Moreover, due to the novel targeting mechanism of CDK4/6 inhibitor, Birociclib is able to demonstrate clinical benefits and market influence through multiple novel Birociclib-based combination therapies.

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在非小細胞肺癌(「**NSCLC**」)領域，軒竹生物在研創新藥XZP-3621獲國家藥監局審評中心同意開展III期臨床試驗，具體適應症為ALK陽性晚期非小細胞肺癌，標誌著軒竹生物在非小細胞肺癌領域首個產品進入關鍵開發階段。XZP-3621為新一代ALK/ROS1雙靶點抑制劑，用於治療非小細胞肺癌。臨床研究結果表明，XZP-3621對ALK抑制劑初治和經治的ALK重排的晚期NSCLC患者均顯示有確切療效；具有更好的安全性，安全窗口高於一代及二代ALK抑制劑。XZP-3621在新一代ALK抑制劑中有望成為同類最佳(Best-in-class)。

在實體瘤領域，軒竹生物自主研發的1類新藥XZP-5955片於年內獲得藥物臨床試驗批准通知書。XZP-5955對包括TRKA G595R、TRKA G667C、TRKC G623R和ROS1 G2032R在內的多種TRK和ROS1耐藥突變顯示出高效能。XZP-5955進入臨床開發階段將進一步豐富軒竹生物的創新藥研發管線，其治療領域覆蓋肺癌、胃癌、肉瘤等多種實體瘤，在成人和兒童中均有機會發揮潛在的臨床價值，有望成為中國國內擁有自主知識產權的第二代NTRK和ROS1的雙靶點酪氨酸激酶抑制劑的核心產品。

在消化領域，軒竹生物自主研發的安納拉唑鈉腸溶片的NDA獲國家藥監局受理。安納拉唑鈉，為新一代中國國內唯一一個自主研發的PPI抑制劑，用於治療十二指腸潰瘍。臨床數據顯示，本集團研發的安納拉唑鈉的安全性及症狀緩解均為同類產品最佳Best-in-class。本次安納拉唑鈉的NDA是軒

In the field of non-small cell lung cancer (“**NSCLC**”), XZP-3621, Xuanzhu Biopharm’s new drug, has obtained approval for the commencement of phase III clinical trials from the Center for Drug Evaluation of NMPA, the specific indication of which is ALK-positive advanced non-small cell lung cancer, marking the first product of Xuanzhu Biopharm in the field of NSCLC entering key development stage. XZP-3621 is a next generation dual inhibitor of ALK/ROS1 for the treatment of NSCLC. Clinical study results have shown that XZP-3621 has curative effects on both the initial treatment of ALK inhibitors and the treated ALK-rearranged advanced NSCLC patients; that XZP-3621 has better safety and a higher safety window compared to that of first and second generation ALK inhibitors. XZP-3621 is expected to be the Best-in-class among the next generation ALK inhibitors.

In the field of solid tumors, XZP-5955 tablet, a self-developed Category 1 new drug of Xuanzhu Biopharm, has received the notice for drug clinical trial approvals during the Year. XZP-5955 shows high activity against a variety of TRK and ROS1 resistant mutations including TRKA G595R, TRKA G667C, TRKC G623R and ROS1 G2032R. XZP-5955 entered into clinical development, which will further enrich Xuanzhu Biopharm’s innovative drug R&D pipeline. Its therapeutic areas covered a wide range of solid tumors such as lung cancer, gastric cancer and sarcoma, with potential clinical value in both adults and children. XZP-5955 is expected to be the core product of dual targeted tyrosine kinase inhibitor for the second generation of NTRK and ROS1 with independent intellectual property rights in China.

In the field of digestion, the NDA for Xuanzhu Biopharm’s self-developed Anaprazole Sodium Enteric Dissolve Tablets has been accepted by the NMPA. Anaprazole sodium, the only Chinese domestically self-developed PPI inhibitor of the new generation, is used to treat duodenal ulcers. Clinical data shows that the safety and symptom relief abilities of anaprazole sodium developed by the Group are the best-in-class among similar products. This NDA for anaprazole sodium was the

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軒竹生物第一個遞交的新藥上市申請，並獲得受理，標誌著軒竹生物踏入從研發步入商業化發展的新里程。

此外，軒竹生物自主研發的用以治療非酒精性脂肪肝炎（「**NASH**」）的XZP-5610及XZP-6019均獲國家藥監局批准進行臨床試驗。自主研發的全新PDE-5抑制劑複達那非獲得肺動脈高壓（「**PAH**」）適應症的臨床試驗批件。多款產品研發進展得以推進，產品管線進展迅速。

年內，軒竹生物亦不斷加強業務拓展，年內與多個生物技術公司合作，引入重磅品種，豐富其自身產品管線。九月，軒竹生物與SignalChem就一款高活性和高選擇性的AXL靶向抑制劑SLC-391（現名：XZB-0004）在大中華區的開發和商業化權益簽訂了合作和許可協議，將獲得在大中華區（中國內地、香港、澳門和台灣地區）獨家的XZB-0004腫瘤治療領域各項適應症的研究、開發、生產及商業化權利。XZB-0004是一種有效的、高選擇性的、可口服的小分子AXL抑制劑，目前臨床前研究數據提示其為「Best-in-Class」，潛在可成為「First-in-Class」（「**FIC**」）。

first NDA submitted by Xuanzhu Biopharm, and its acceptance marks a new milestone for Xuanzhu Biopharm to move from research and development to commercialization.

In addition, Xuanzhu Biopharm's self-developed XZP-5610 and XZP-6019 for the treatment of non-alcoholic steatohepatitis ("NASH") have both been approved by the NMPA to conduct clinical trials. Fadanafil, a new self-developed PDE-5 inhibitor, has obtained IND approval in relation to indications for Pulmonary Arterial Hypertension ("PAH"). The R&D progress of various products has been accelerated and the product pipeline has made rapid progress.

During the Year, Xuanzhu Biopharm also continuously strengthened the business development. It cooperated with a number of biotechnology companies to introduce blockbuster products and enrich its own product pipeline during the Year. In September, Xuanzhu Biopharm and SignalChem entered into a collaboration and licensing agreement for the development and commercialization interests of SLC-391 (currently known as XZB-0004), a highly potent and highly selective AXL inhibitor, in the Greater China region, pursuant to which the Group will obtain the exclusive research, development, manufacture and commercialization rights for each indication of XZB-0004 in the field of oncology treatment in the Greater China region (Mainland China, Hong Kong, Macau and Taiwan). XZB-0004 is a potent, highly selective and orally bioavailable small molecule AXL inhibitor. Current preclinical investigational data shows that it is a "Best-in-Class" inhibitor and has the potential to become a "First-in-Class" ("FIC") inhibitor.

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此外，二零二一年八月，軒竹生物與美國HB公司同意合作，雙方將針對新型靶向蛋白降解技術展開合作開發，包括三個潛在可成為FIC的不可成药靶點，開拓了分子膠管線的創新藥。軒竹生物將擁有合作項目在大中華區的開發、生產及商業化權益。靶向蛋白降解(TPD)是一種新興的治療手段，它代表了一個革命性的藥物發現機會，並預計將為現代醫學的發展帶來革命性轉變。

年內，軒竹生物大分子生物藥平台軒竹康明與藥明生物技術有限公司(股份代號：2269)旗下專注於生物偶聯藥物端到端服務的全球CDMO公司藥明合聯(WuXi XDC)(「藥明合聯」)針對一款創新腫瘤治療藥物KM501雙抗ADC達成研發和生產服務合作。KM501雙抗ADC是一款軒竹康明自主開發的針對HER2中低表達的雙特異性抗體偶聯藥物，目前正處於IND前開發階段。根據雙方合作協議，軒竹康明將通過藥明合聯的一體化CMC服務推進KM501雙抗ADC的研發進程。藥明合聯將在集中化區域內提供抗體、連接子、有效載荷、分析方法及工藝開發，偶聯原液和製劑開發及生產等端到端服務，支持KM501雙抗ADC的臨床試驗申請。此次與藥明合聯建立戰略合作，預計將加速賦能KM501雙抗ADC這一款創新雙抗偶聯藥物的開發。

In addition, in August 2021, Xuanzhu Biopharm and the U.S. company HB have agreed to collaborate and will jointly develop a novel targeted protein degradation technology, including three potential non-druggable targets for FICs, pioneering the molecular glue degrader pipeline of innovative drugs. Xuanzhu Biopharm will acquire the right to develop, manufacture and commercialize the co-developed programs in the Greater China region. Targeted protein degradation (TPD) is a novel therapeutic method and it represents a revolutionary drug discovery opportunity and is anticipated to bring about a paradigm shift in modern healthcare.

During the Year, Xuanzhu Kangming, a large molecule biological drug platform of Xuanzhu Biopharm, and WuXi XDC (“WuXi XDC”), a global CDMO company dedicated to end-to-end bioconjugates services under WuXi Biologics (Cayman) Inc. (stock code: 2269), have reached a collaboration on the development and manufacturing of an innovative oncology drug KM501, a bispecific antibody drug conjugate (ADC). KM501 bispecific ADC is a bispecific antibody drug conjugate for the treatment of low and medium expression of HER2 and is independently developed by Xuanzhu Kangming. It is currently in the IND enabling stage of development. According to the collaboration agreement, Xuanzhu Kangming will promote the R&D process of KM501 bispecific ADC through the integrated CMC service of WuXi XDC. WuXi XDC will provide end-to-end services such as antibody, linker, payload, analytical method and process development, development and manufacturing of conjugate drug substances and drug products to support the IND application of KM501 bispecific ADC. It is expected that the establishment of this strategic collaboration with WuXi XDC will accelerate and empower the development of KM501 bispecific ADC, an innovative bispecific antibody drug conjugate.

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年內，軒竹生物還成功引入極具潛力的兩大自主研發抗體技術平台，充分拓展了公司創新藥產品管線覆蓋的深度及廣度，創新驅動力得到進一步提升。二零二一年初，軒竹生物完成收購康明百奧。康明百奧是一家致力於創新雙抗、雙抗ADC等多功能抗體藥物研發的創新驅動型生物公司。其擁有「Mab Edit」(抗體編輯)和「Mabs-Ig」(抗體編輯的雙特異抗體)兩大抗體技術平台，專注於重大惡性腫瘤、免疫系統疾病及傳染性疾病等創新型抗體藥物的研發，可以同時開展雙抗和ADC等多功能抗體藥物研究與開發。

此外，軒竹生物的發展也獲得了資本市場的認可。二零二一年十二月，軒竹生物完成了超人民幣6億元的B輪融資，由陽光人壽領投，倚峰資本、中冀投資、太金資本、國投泰康、海創母基金、中銀資本、晉江軒弘、陝西金控、灣信資本、德諾資本、華醫資本等知名投資機構跟投。投後估值近人民幣70億元。此次融資是繼二零二零年八月獲得國投招商領投的人民幣9.63億元A輪戰略投資後的新一輪融資。兩輪重磅戰略投資者的引進充分顯示了軒竹生物的持續創新能力和本集團的前瞻性佈局獲得資本市場認可。

During the Year, Xuanzhu Biopharm also successfully introduced two promising self-developed antibody technology platforms, fully expanding the depth and breadth of the Company's innovative drug product pipeline and further enhancing its innovation drive. In early 2021, Xuanzhu Biopharm completed the acquisition of Combio Pharmaceutical. Combio Pharmaceutical is an innovation-driven biological company dedicated to the R&D of multifunctional antibody drugs such as innovative bispecific antibodies and bispecific ADC. It has two antibody technology platforms, "Mab Edit" (antibody editing) and "Mabs-Ig" (antibody editing bispecific antibodies), focusing on the R&D of innovative antibody drugs for diseases such as major malignant tumors, immune system diseases, and infectious diseases, which can carry out the R&D of bispecific antibodies, ADC and other multifunctional antibody drugs simultaneously.

Furthermore, the development of Xuanzhu Biopharm also has been recognized by the capital market. In December 2021, Xuanzhu Biopharm completed a Series B financing of over RMB600 million, led by Sunshine Life and followed by Efung Capital, China Zhongji Investment, Taijin Capital, SDIC Taikang, Hai Chuang Fund of Funds, BOC Capital, Jinjiang Xuanhong, Shaanxi Financial Holding, Wanxin Investment Holding, DNV Capital, HY Capital and other renowned investment institutions. The estimated value after the investment is nearly RMB7 billion. This financing round was a new financing round following RMB963 million of Series A strategic investment led by CMG-SDIC in August 2020. The introduction of two rounds of heavyweight investors fully demonstrates that Xuanzhu Biopharm's continuous innovation capability and the Group's forward-looking layout have been recognized by the capital market.

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軒竹生物是本集團實現創新驅動、轉型升級的核心。從研發平台能力上看，軒竹生物已建成小分子和大分子兩大研發平台，覆蓋小分子、單抗、雙抗、融合蛋白、雙抗-ADC、蛋白質降解等領域，具備持續研發產出的能力。從產品管線的佈局上看，軒竹生物聚焦腫瘤、代謝、抗感染、消化等較前沿的新藥研發領域，致力於1.1類創新藥的開發。此外，依托於母公司四環醫藥的商業化能力，軒竹生物現正從生物科技向生物醫藥轉型，並逐步成為同時具備優秀的研發及產業化能力的公司。未來，隨著軒竹生物進一步豐富其產品管線，推進產品研發進展，將成為中國領先的、在小分子和大分子領域同時具備全面創新藥自主研發能力的生物醫藥領軍企業。

2.2 惠升生物：在糖尿病及併發症領域實現全產品覆蓋的生物醫藥領導者

惠升生物是本集團旗下專注糖尿病及併發症領域的生物醫藥公司，經過七年的建設和發展，公司目前擁有國際一流的逾200人的研發團隊，以豐富的糖尿病藥物研發經驗、利用四大創新技術平台來打造共擁有40餘款產品的產品管線，涵蓋了二代、三代、四代胰島素（覆蓋基礎、預混及速效產品）、各類口服降糖藥、DPP-4、GLP-1及SGLT-2等新靶點及併發症用藥等，是目前國內唯一實現糖尿病及併發症領域全產品覆蓋的公司。其中，門冬胰島素注射液、門冬胰島素30注射液及門冬胰島素50注射液NDA已獲

Xuanzhu Biopharm is the core for the Group to achieve innovation driving, transformation and upgrading. In terms of R&D platform capability, Xuanzhu Biopharm has built two R&D platforms for small molecule and macro molecule, covering small molecule, monoclonal antibodies, bispecific antibodies, fusion protein, bispecific antibodies-ADC, protein degradation and other fields, with the ability to sustain R&D output. In terms of the layout of its product pipeline, Xuanzhu Biopharm focuses on the more cutting-edge new drug development fields of oncology, metabolism, anti-infection and digestion, and is committed to the development of Class 1.1 innovative drugs. In addition, leveraging the commercialization capacity of its parent company, Sihuan Pharmaceutical, Xuanzhu Biopharm is now transforming from biotechnology to biopharmaceuticals and is gradually becoming a company with excellent R&D and industrialization capabilities at the same time. In the future, as Xuanzhu Biopharm further enriches its product pipeline and advances its product development, it will become a leading biopharmaceutical company in China with comprehensive and innovative drug self-development capabilities in both small and macro molecule fields.

2.2 *Huisheng Biopharm: the biopharmaceutical leader with full product coverage in the field of diabetes and complications*

Huisheng Biopharm is a biopharmaceutical company of the Group focusing on the field of diabetes and complications. After seven years of construction and development, the company now has a world-class R&D team of more than 200 people. With extensive experience in R&D of diabetes drugs, it has built product pipelines of more than 40 products by using four innovative technology platforms, covering second-, third- and fourth-generation insulins (covering basic, premixed and fast-acting products), various oral hypoglycemic drugs, new targets such as DPP-4, GLP-1 and SGLT-2, and drugs for complications, etc. It is currently the only company in China that has achieved full product coverage in the field of diabetes and complications. Among others, the NDA for insulin aspart injection, insulin aspart 30 injection and insulin aspart 50 injection have been accepted by NMPA, and the innovative drug Janagliflozin is ready to submit NDA. The fourth-generation insulin degludec injection, insulin deglude and insulin aspart injection and other blockbuster pipelines,

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國家藥監局受理，創新藥加格列淨準備遞交NDA；第四代德谷胰島素注射液、德谷門冬雙胰島素注射液等重磅管線，臨床進展領跑行業，均有望成為國產第一家上市，創新產品持續湧現。產品之下，惠升生物擁有強大的生產優勢，產能過億支，規模位居國內前列，可支撐百億元產值，並以其大產能、高質量的特點帶來生產成本優勢。依托母公司四環醫藥強大的銷售資源，惠升生物也具備銷售快速放量能力。憑藉著全覆蓋、多層次的產品佈局、領先而重磅的研發管線、強大而全面的戰略資源，惠升生物正在逐步成為糖尿病及併發症全面解決方案的生物醫藥領導者。

年內，惠升生物多項產品研發進展收穫階段性成果。其中，惠升生物研發的門冬胰島素注射液、門冬胰島素30注射液以及門冬胰島素50注射液的NDA已獲得國家藥監局受理。惠升生物是目前國內唯一一家全品類門冬胰島素同步進行上市申請並被受理的公司，充分體現了公司研發策略的全面性和完整性，滿足糖尿病患者不同胰島素治療方案的臨床需求。

此外，惠升生物研發的德谷門冬雙胰島素注射液已成功獲得國家藥監局頒發的藥物臨床試驗批件，研發進展在生物類似物中處於國內首位，除已上市的諾和諾德公司原研產品諾和佳外，尚無其他公司產品獲得國內註冊臨床試驗批准。

with their clinical progress leading the industry, are expected to become the first domestic marketable drugs. Its innovative products continue to emerge. Under such products, Huisheng Biopharm has a strong production capacity of over 100 million sticks yearly, ranking among the top in China, which can support an annual output value of 10 billion, and brings cost-effective production advantages by virtue of its large production capacity and high quality characteristics. Riding on the strong sales resources of its parent company Sihuan Pharmaceutical, Huisheng Biopharm also has the capacity for rapidly increasing sales volume. With full-coverage and multi-level product layout, leading and blockbuster R&D pipelines, and strong and comprehensive strategic resources, Huisheng Biopharm is gradually becoming a biopharmaceutical leader in comprehensive solutions for diabetes and complications.

During the Year, progress in the development of a number of Huisheng Biopharm's products reaped milestones. Among them, the NDA of Insulin Aspart Injection, Insulin Aspart 30 Injection and Insulin Aspart 50 Injection developed by Huisheng Biopharm has been accepted by NMPA. Huisheng Biopharm is currently the only company in China that has simultaneously applied for the biologics license of all types of insulin aspart and with all applications having been accepted, fully demonstrating the comprehensiveness and integrity of the Company's R&D strategy to meet the clinical needs of different insulin treatment options for diabetic patients.

In addition, the insulin degludec and insulin aspart injection developed by Huisheng Biopharm has successfully obtained the approval for the conduction of clinical trials from the NMPA, with its research and development progress being the first with respect to biosimilar in China. Apart from Novo Nordisk's already marketed original product Ryzodeg, no other product from other companies has been approved for clinical trials in China.

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並且，惠升生物研發的利拉魯肽項目，開發適應症為2型糖尿病和肥胖的治療，目前已經完成了I期臨床研究，並初步獲得了藥代動力學和藥效學的生物等效性結果。

中國是糖尿病大國，根據流調資料顯示，二零二零年中國糖尿病患病人數達到1.298億，患病率高達12.8%。糖尿病作為一種慢性疾病需終生使用降糖藥物，胰島素及其類似物產品在糖尿病治療中具有重要地位，整體市場具有巨大的需求量，目前佔有超過50%的市場份額。隨著惠升生物產品逐步走向上市，也將有助於本集團加快開關糖尿病產品管線，快速搶佔市場份額，提高本集團綜合實力，大幅增強本集團的核心競爭力。

年內，惠升生物與博騰股份於二零二一年四月二十七日簽訂了戰略合作協議。根據該戰略合作協議，惠升生物與博騰股份將在糖尿病及其併發症治療領域就原料藥開發和供應以及製劑合作開發上市等領域攜手開展戰略合作。本次戰略合作，博騰股份將為惠升生物提供相關原料藥及製劑產品的開發的全方位服務，未來也將積極探討包括原料藥戰略供應、製劑工藝開發等合作模式，相信將充分發揮雙方在藥品生產、銷售、研發及服務等方面的優勢，提升惠升生物及博騰股份在醫藥市場的競爭力，實現優勢互補、互惠互利以及共同發展。

Furthermore, the liraglutide project developed by Huisheng Biopharm for the treatment of type 2 diabetes and obesity, has completed its phase I clinical study and obtained preliminary bioequivalence results on pharmacokinetics and pharmacodynamics.

China is the world's largest country with diabetes, and according to data from flow surveys, the number of diabetes patients in China reached 129.8 million in 2020, with a prevalence rate of 12.8%. Diabetes is a chronic disease requiring lifelong use of hypoglycemic drugs. Insulin and its analogues play an important role in the treatment of diabetes and there is a massive demand in the whole market, with a current market share of over 50%. With the gradual move towards the listing of Huisheng Biopharm's products, it will also help the Group to accelerate the opening up of its diabetes product pipeline, quickly capture the market share, enhance the Group's comprehensive strength and significantly strengthen the Group's core competitiveness.

During the Year, Huisheng Biopharm entered into a strategic cooperation agreement with Porton Pharma on 27 April 2021. Pursuant to the strategic cooperation agreement, Huisheng Biopharm and Porton Pharma will strategically cooperate in the therapeutic areas of diabetes and related complications in relation to the development and supply APIs and the co-development and launch of related preparations. In this strategic cooperation, Porton Pharma will provide APIs and comprehensive services for the development of preparations for Huisheng Biopharm, and will also actively explore cooperation models in the strategic supply of APIs as well as in the development of preparation techniques and process in the future. It is believed that both parties will give full play to their advantages in pharmaceutical production, sales, R&D and services, to enhance the competitiveness in the pharmaceutical market of both Huisheng Biopharm and Porton Pharma, and to achieve advantage complement, mutual benefit and joint development.

惠升生物是本集團精心孵化的兩大創新藥平台之一。瞄準中國潛力巨大的糖尿病及併發症市場，未來，隨著惠升生物產品管線的逐步落地，創新產品持續湧現，將成為中國領先的實現糖尿病及併發症領域全產品覆蓋的生物醫藥領導者，實現價值的持續放大。

2.3 CDMO/CMO：「原料藥+CDMO」一體化戰略獲取新增長動能

目前，國內藥企之間的競爭已經趨於白熱化，中國醫藥企業的產能優化、行業整合及結構升級將越來越重要。受益於全球產能轉移和國內政策紅利，市場預計中國CDMO市場規模在二零二四年達到526億美元，未來更是預計有望達到千億美元級別。

本集團於二零二零年盤活冗餘的原料藥生產資源及附屬的產能，依托本集團在醫藥中間體和原料藥的研發及產業化優勢及執行「原料藥+CDMO」一體化戰略，打造了原料藥+CDMO平台，借此獲取新增長動能，目標成為醫藥中間體及原料藥領域的一體化CDMO領先企業。經過一年的發展，本集團已成功打造CDMO/CMO平台，目前項目序列已有約180個，並有約40個客戶。且與國內領先CDMO企業開展合作項目。

Huisheng Biopharm is one of the two innovative drug platforms meticulously incubated by the Group. Targeting the diabetes and complications market with huge potential in China, in the future, with the gradual implementation of Huisheng Biopharm's product pipelines and the continued emergence of innovative products, Huisheng Biopharm will become the leading biopharmaceutical company in China to achieve full product coverage in the field of diabetes and complications, reaching continuous value amplification.

2.3 CDMO/CMO: "API + CDMO" integrated strategy to gain new growth momentum

At present, the competition among domestic pharmaceutical enterprises is fierce, so the capacity optimization, industry integration and structural upgrading of Chinese pharmaceutical enterprises will become increasingly important. Benefiting from global capacity transfer and domestic policy dividends, China's CDMO market is expected to reach US\$52.6 billion in 2024, and is expected to reach the level of US\$100 billion in the future.

In 2020, the Group revitalized its redundant API production resources and production capacity from its subsidiaries. Relying on the Group's strengths in R&D and industrialization of pharmaceutical intermediates and APIs, and implementing the integrated strategy of "API + CDMO", the Group has established an API + CDMO platform to gain new growth momentum and aims to become a leading integrated CDMO company in the field of pharmaceutical intermediates and APIs. After a year of development, the Group has successfully built a CDMO/CMO platform with approximately 180 projects and approximately 40 customers. The Group has also cooperated with domestic leading CDMO companies.

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在原料藥中間體領域，目前本集團擁有豐厚的客戶資源，包括逾百家海外客戶，其中日韓客戶佔50%，歐洲客戶佔20%，印度客戶佔20%，包括日本仿製藥公司Kaneka，韓國仿製藥公司Hanmi, Dong-A等，及印度前二十工廠中的半數以上的公司等，都與本集團保持著長期友好的合作關係；並有中國客戶近50家，包括恒瑞醫藥、正大天晴藥業、揚子江藥業，和科倫藥業，等。

此外，本集團自二零二零年起通過本公司附屬公司吉林升通開始對吉林遨通化工有限公司和吉林佳輝化工有限公司的股權進行收購。於二零二一年十二月三十一日，本集團分別持有吉林遨通100%股權和吉林佳輝75%股權，進一步完整全產業鏈佈局。

2.4 仿製藥：集團穩健「現金牛」，保障集團長期穩健發展

作為本集團強大的「現金牛」業務，仿製藥業務持續穩定的增長，進一步支撐起集團收入和利潤的持續增長，也為創新藥平台的發展提供強而有力的支持。年內，仿製藥業務板塊收入達人民幣2,598.1百萬元，同比增長18.2%。

本集團旗下的仿製藥平台擁有近百款在研產品，其中有數十款為具有高技術壁壘的高端仿製藥。通過加速產品培育速度和豐富現有產品管線，仿製藥業務已經成為本集團重要的「現金牛」業務。

In the field of API intermediates, the Group has a rich customer base, including over 100 overseas customers, of which 50% are from Japan and South Korea, 20% from Europe, and 20% from India, including Kaneka, the generic drug company in Japan, Hanmi and Dong-A, the generic drug companies in South Korea, and more than half of the top 20 factories of companies in India, which all maintained long-term and friendly partnership with the Group; it also has nearly 50 customers in China, including Hengrui Pharmaceutical, Chia Tai Tianqing Pharmaceutical, Yangtze River Pharmaceutical, and Kelun Pharmaceutical, etc.

In addition, the Group has started the equity acquisition of Jilin Aotong Chemical Co., Ltd. and Jilin Jiahui Chemical Co., Ltd. through Jilin Shengtong, a subsidiary of the Company since 2020. As at 31 December 2021, the Group held 100% equity interest in Jilin Aotong and 75% equity interest in Jilin Jiahui, respectively. The acquisition will be taken as the key link in Group's entire industry chain layout.

2.4 Generic drugs: stable "cash cow" of the Group to guarantee long-term and steady development of the Group

As a strong "cash cow" business of the Group, the sustained and steady growth of generic drug business further supports the continuous growth of the Group's revenue and profit, and also provides strong support for the development of innovative drug platform. During the Year, the income from generic drug business segment reached RMB2,598.1 million, representing a year-on-year increase of 18.2%.

Generic drug platform of the Group has nearly 100 products under development, dozens of which are high-end generic drugs with high technical barriers. By accelerating the pace of product cultivation and enriching existing product pipeline, the generic drug business has become an important "cash cow" business for the Group.

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年內，本集團研發的注射用泮托拉唑鈉(40毫克／支)、醋酸奧曲肽注射液(1毫升：0.05毫克，1毫升：0.1毫克，1毫升：0.3毫克)、已獲得國家藥監局頒發的通過一致性評價藥品補充申請通知。此外，本集團研發的利伐沙班片(10毫克及15毫克)、鹽酸氨溴索注射液(2毫升：15毫克)、拉考沙胺片(50毫克及100毫克)、鹽酸莫西沙星氯化鈉注射液、注射用醋酸卡泊芬淨(50毫克)、硫酸氫氯吡格雷片(75毫克)、磺達肝癸鈉注射液(0.5毫升：2.5毫克)及替格瑞洛片(60毫克及90毫克)等共8款藥品獲得國家藥監局頒發的《藥品註冊證書》，批准該藥品生產。

年內，本集團附屬公司海南四環醫藥有限公司與佛山德芮可製藥有限公司於二零二一年三月三十日簽訂了有關琥珀酸美托洛爾緩釋片23.75毫克/47.5毫克/95毫克/190毫克的產品總營銷服務協議，本集團擁有在中國大陸地區之產品獨家市場推廣權。隨後，琥珀酸美托洛爾緩釋片(47.5毫克、95毫克)於二零二一年九月取得國家藥監局藥品註冊證書。

During the Year, the Pantoprazole Sodium Injection (40mg/unit) and Octreotide Acetate Injection (1ml: 0.05mg, 1ml: 0.1mg, 1ml: 0.3mg) developed by the Group have obtained the notice of approval of supplemental applications on the products that passed the consistency evaluation issued by the NMPA. In addition, eight drugs developed by the Group such as Rivaroxaban Tablet (10mg and 15mg), Ambroxol Hydrochloride Injection (2ml: 15mg), Lacosamide Tablets (50mg and 100mg), Moxifloxacin Hydrochloride and Sodium Chloride Injection, Caspofungin Acetate for Injection (50mg), Clopidogrel Bisulfate Tablets (75mg), Fondaparinux Sodium Injection (0.5ml: 2.5mg) and Ticagrelor Tablet (60mg and 90mg) have obtained the Drug Registration Certificate issued by the NMPA, approving the manufacture of the drugs.

During the Year, Hainan Sihuan Pharmaceutical Co., Ltd., a subsidiary of the Group, entered into a general marketing services agreement with Pharmadax (Foshan) Co., Ltd. for the products relating to the Metoprolol Succinate Sustained-release Tablets (23.75mg/47.5mg/95mg/190mg) on 30 March 2021, and the Group owned the exclusive marketing rights for the Product in the mainland of the PRC. Subsequently, Metoprolol Succinate Sustained-release Tablets (47.5mg, 95mg) were granted the Drug Registration Certificate from NMPA in September 2021.

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重點核心品種克林澳(馬來酸桂嗚齊特注射液)通過1,301例的大型確證性臨床研究獲批用於新適應症，證明了其作為腦血管病治療用藥的臨床價值，也是目前國內開展藥品上市後臨床研究以來唯一獲批的腦卒中治療領域的藥品。本集團有望繼續通過循證醫學助力克林澳重回國家醫保藥品目錄，實現銷售重新回升。高技術壁壘產品非PVC粉液雙室袋(「非PVC粉液雙室袋」)，包括注射用頭孢呋辛鈉/氯化鈉注射液、注射用頭孢他啶/氯化鈉注射液、注射用頭孢地嗪鈉/氯化鈉注射液和注射用頭孢地嗪鈉/5%葡萄糖注射液四個品規已獲批。該產品研發技術壁壘高、開發週期長，預期正式上市銷售後將實現快速增長。

在現代中藥及工業大麻領域，本集團旗下的吉林四環澳康藥業有限公司抓住發展機遇，優先做了全面佈局。在製藥領域，澳康藥業擁有164個批准文號的中藥及化藥生產品種，其中128個品種是國家醫保品種，4個全國獨家品種，分別為「海天益腎膠囊」、「牛黃清腦開竅丸」、「草仙乙肝膠囊」及「肝膽雙清顆粒」。在工業大麻領域，定位在高含量CBD藥用和醫用材料的研發和產業化發展，旗下吉林澳康藥業從上游種植、提取及加工至下游應用進行全產業鏈的發展探索，致力於打造北方工業大麻研產銷中心。

隨著這些產品逐步在生產及銷售上的佈局落地，憑藉本集團固有的高效率低成本的生產平台、以及覆蓋全國的專業而高效的學術營銷平台上，該等新上市產品將快速滲透入市場，實現高速「變現」，進一步保障仿製藥業務板塊收入及利潤的持續增長。

The key core product, Kelinao (Cinepazide Maleate Injection), was approved for a new indication through a large-scale evidence-based clinical study with 1,301 cases, demonstrating its clinical value in treatment for cerebrovascular disease and is the only approved drug in the field of stroke treatment since post-marketing clinical studies were conducted in China. The Group is expected to continue to get Kelinao back to NRDL through evidence-based medicine and achieve a resurgence in sales. The high technology barrier product Non-PVC Solid-liquid Double Chamber Infusion Soft Bag (the “**Non-PVC Solid-liquid Double Chamber Bag**”), which includes “non-PVC solid-liquid double chamber bag for cefuroxime sodium/sodium chloride injection”, “non-PVC solid-liquid double chamber bag for ceftazidime/sodium chloride injection” and “non-PVC solid-liquid double chamber bag for cefodizime sodium/sodium chloride injection”, as well as “non-PVC solid-liquid double chamber bag for cefodizime sodium/5% glucose injection”, has obtained drug registration approval. This product has a high R&D technology barrier with a long development period and is expected to achieve rapid growth after its official launch.

In the fields of modern Chinese medicine and industrial hemp, Jilin Sihuan Aokang Pharmaceutical Co., Ltd., a subsidiary of the Group, has seized the development opportunity and prioritized a comprehensive layout. In the field of pharmaceutical manufacturing, Aokang Yaoye has 164 production varieties of Chinese medicines and chemical medicines with approval numbers, of which 128 varieties are national medical insurance varieties, and 4 national exclusive varieties are “Haitianyishen Capsule”, “Niu Huang Qingnao Kaiqiao Pills”, “Caoxian Hepatitis B Capsule” and “Gandan Shuangqing Granules”. In the field of industrial hemp, aiming at the R&D and industrialization of high-content CBD medicinal and medical materials, the Group’s subsidiary Jilin Aokang Yaoye explores the entire industrial chain from upstream cultivation, extraction and processing to downstream application, and is committed to building an R&D, production and marketing center of industrial hemp in northern China.

With the gradual implementation of production and sales layout of these products and relying on the Group’s inherent high-efficiency and low-cost production platform, as well as its nationwide professional and efficient academic marketing platform, these newly launched products will quickly penetrate into the market and achieve high-speed “monetization”, further ensuring the continuous growth of revenue and profit of the generic drug business segment.

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前景與未來成長戰略

醫美業務帶來強勁收入和利潤增長、製藥業務成為「不燒錢」的創新藥研產銷一體化平台

步入二零二二年，在二零二一年的高增長基礎上，本集團的業務和企業價值將進一步實現升級化發展。

本集團的醫美業務告別單產品代理銷售的模式，成長為一個集研發、生產、銷售為一體的擁有覆蓋愛美人士生命週期的全產品矩陣的國際化醫美平台。本集團的國內研究院將持續推進醫美產品研發，自研產品管線中數十款II類產品以及III類童顏針、少女針將在未來幾年內陸續上市。此外本集團正在通過在美國設立的漢顏實驗室作為本集團海外產品研發和引進中心，將持續引進海外前沿醫美技術和產品，並帶回到國內進行技術轉化和產品落地生產銷售。本集團將沿襲四環過往的優質、領先的生產能力，通過國內的三個生產基地實現公司多款新醫美產品的規模化生產，並通過公司經驗豐富的銷售團隊及覆蓋全國的專業營銷網絡實現新產品在市場的快速放量增長。展望本集團醫美業務未來發展方向，我們將借鑒國際巨頭艾爾建的發展歷程，通過全面的產品矩陣、「自研+BD」雙引擎驅動及海外高質量的收購兼併來實現打造國內醫美產業領先平台的目標。

本集團的製藥業務將進一步聚焦並加快向自主研發創新藥企業進行轉型發展的進程。創新藥平台即將實現從產品研發向商業化發展的飛躍，分別開展首個NDA。

軒竹生物將持續推進產品研發進展，始終堅持自主研發、持續創新，目標將研發投入轉化為盈利，由生物科技向生物醫藥轉型發展，實現成為國內聚焦腫瘤藥領域，在小分子、大分子領域同時具備全面創新藥開發能力的領先創新藥公司。

Prospects and Future Growth Strategies

The medical aesthetic business has brought vigorous revenue and profit growth, and the pharmaceutical business has become an innovative but not “money burning” drug R&D, production and sales integration platform

The business and corporate value of the Group will further realize upgrade in 2022 based on the high growth of 2021.

The Group's medical aesthetic business bid farewell to the single product distribution sales model and grew into an international medical aesthetic platform integrating R&D, production and sales with a full product matrix covering the life cycle of beauty lovers. The domestic research institutions of the Group will continue to promote the R&D of medical aesthetic products. Dozens of class II products, class III PLLA filler (童顏針) and PCL filler (少女針) in the self-developed product pipeline are expected to take place successively in the next few years. In addition, the Group is using the Meiyen Laboratory Inc (漢顏實驗室) established in the United States as the Group's overseas product R&D and introduction center. It will continue to introduce overseas cutting-edge medical aesthetic technologies and products, and bring them back to China for technology transformation and product production and sales. The Group will inherit the high-quality and leading production capacity of Sihuan in the past, realize the large-scale production of various new medical aesthetic products through three domestic production bases, and rapidly increase its volume of new products in the market through the Company's experienced sales team and professional marketing network covering the whole country. Looking forward to the future development direction of the Group's medical aesthetic business, we will learn the development experience from international giant Allergan, and achieve the goal of building a leading platform for the domestic medical aesthetic industry through comprehensive product matrix, “self-developed + BD” dual engine-driven and overseas high-quality mergers and acquisitions.

The Group's pharmaceutical business will further focus on and accelerate the process of transformation and development to independent R&D and innovative drug enterprises. The innovative drug platform is on the threshold of realizing a leap from product R&D to commercial development, and launching the first NDA respectively.

Xuanzhu Biopharm will continue to promote the product R&D and insistently adhere to independent R&D and continuous innovation. It aims at transforming the R&D investment into profit and from Biotech to Biopharma, so as to become a leading innovative drug company focusing on the field of tumor drugs as well as small molecules and large molecules with the capabilities to develop comprehensive innovative new drugs in China.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

惠升生物專注於糖尿病及併發症藥物的研發、生產及銷售。通過完整佈局多機制、多品種的糖尿病管線，提供全程、全方位治療方案。憑藉其具有的本地化生產及成本優勢，惠升生物將打造覆蓋全國的線上+線下立體銷售網絡，以進一步實現打造糖尿病及併發症領域全產品覆蓋的生物醫藥領導者的戰略目標。

本集團的CDMO/CMO業務也將逐步落地在序列項目，並憑藉其優質的客戶資源，堅持「原料藥+CDMO」的一體化戰略來實現持續的業務高增長。本集團的仿製藥業務將持續推動優質高端仿製藥的註冊上市及銷售的放量增長，持續保持作為集團穩健的「現金牛」，保障集團長期穩健發展。通過所擁有的強大的註冊能力、全劑型、高效率、低成本的生產能力、覆蓋全面專業的學術營銷能力確保現有產品和新產品的成功上市和銷量的持續增長，為公司提供穩健、持續現金流。同時保障創新藥板塊有能力不依賴外部「輸血」，持續進行研發投入，推動企業價值釋放。

通過醫美及製藥板塊優質的產品管線的陸續落地和實現商業化發展，結合公司高端仿製藥業務具備的強大的現金產生能力，同時依托本集團強大的註冊能力、高效率、低成本的全劑型生產平台以及覆蓋全面、專業而高效的學術營銷平台，將助力多款即將上市的新產品快速實現商業化發展，推動集團整體業務實現持續的高增長和價值放大。

結語

四環醫藥始終堅持做時間的朋友，高質量地匠心打造本集團的產品管線，二零二二年，無論是醫美還是製藥業務，都將迎來產品收穫期，自研產品管線將逐步落地上市或取得階段性臨床試驗成果，產品引進、收購兼併等方面將有更多項目逐漸落地，進一步擴充產品管線、打造完整產品矩陣，並穩健增長。本集團將持續地、高效率地推行「醫美加製藥」的雙輪驅動戰略，進一步實現打造中國領先醫美和生物製藥領軍企業的戰略目標，也為一直以來堅定相信本集團和支持本集團的各位尊敬的股東及投資者帶來更多更好的投資回報。

Huisheng Biopharm focuses on R&D, production and sales of drugs for diabetes and complications. Through a complete layout of multi mechanisms, multiple varieties of diabetes pipelines, we provide full coverage and comprehensive treatment solutions. With its localized production and cost advantages, Huisheng Biopharm will build a nationwide online and offline dimensional sales network to further achieve the strategic goal of building a biopharmaceutical leader in the field of diabetes and complications with a full product matrix coverage.

The implementation of the Group's CDMO/CMO business will also be gradually included into sequence projects, relying on its high-quality customer resources and adhering to the integration strategy of "API + CDMO" to achieve sustained high business growth. The Group's generic drug business will continue to promote the large-scale growth of the registration, listing and sales of high-quality and high-end generic drugs, continuously being the Group's steady "cash cow" to ensure the long-term and steady development of the Group. Through its strong registration ability, production capabilities of high efficiency, low cost and full coverage of various dosage forms and a comprehensive and professional academic marketing platform, it ensures the successful listing of existing products and new products and the continuous growth of sales volume, so as to provide the Company with stable and sustainable cash flow. At the same time, it ensures that the innovative drug sector can be continuously invested in R&D so as to promote the release of enterprises value without relying on external emergency aid.

Through the continuous implementation and commercialization of high-quality product pipelines in the medical aesthetic and pharmaceutical sectors, combined with the strong cash generating capacity of the Company's high-end generic drug business, and relying on the Group's strong registration capacity, high efficiency, low cost and full coverage of various dosage forms and a comprehensive, professional and efficient academic marketing platform, it will help the rapid commercialization of a number of new products to be launched, and promote the continuous high growth and value amplification of the Group's overall business.

Conclusion

Sihuan Pharmaceutical always insists on being a friend of time and builds the Group's product pipeline with high-quality ingenuity. In 2022, both medical aesthetic and pharmaceutical business will step in the product harvesting period. The self-developed product pipeline will be gradually launched on the market or achieve phased clinical trial results, and more projects in product introduction, acquisition and merger will be gradually implemented, in order to further expand the product pipeline, build a complete product matrix and grow steadily. The Group will continue to implement the two-wheel drive strategy of "medical aesthetic plus pharmaceutical" with high efficiency, further achieve the strategic goal of building China's leading medical aesthetic and biopharmaceutical enterprise, and bring more and better investment returns to the respected shareholders and investors who have always firmly believed in and supported the Group.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

收益

年內本集團收益增加33.6%至約為人民幣3,291.3百萬元(二零二零年：人民幣2,464.2百萬元)。其中，來自醫美產品的收益約為人民幣399.0百萬元(二零二零年：人民幣26.9百萬元)，大幅增加1,383.3%；另外來自創新藥及其他藥品的收益約為人民幣294.2百萬元(二零二零年：人民幣239.1百萬元)，增加了23.0%；餘下來自仿製藥的銷售收益上升18.2%(約人民幣399.9百萬元)至約人民幣2,598.1百萬元(二零二零年：人民幣2,198.2百萬元)，佔收益總額的78.9%。

銷售成本

年內本集團銷售成本約為人民幣842.8百萬元(二零二零年：人民幣549.8百萬元)，約佔收益總額的25.6%。

毛利

年內毛利約為人民幣2,448.5百萬元(二零二零年：人民幣1,914.4百萬元)，增加了約人民幣534.1百萬元，主要是因為收益的大幅增長。整體毛利率由去年的77.7%下降至年內的74.4%。毛利率下降是由於集中帶量採購導致售價略有下降。

其他收益 – 淨額

年內其他收益 – 淨額增加約人民幣5.3百萬元至約人民幣254.9百萬元(二零二零年：人民幣249.6百萬元)。此主要乃由政府補助的增加所致。

視作出售附屬公司的收益

年內視作出售附屬公司的收益約為人民幣59.2百萬元(二零二零年：零)。收益被視作與出售吉林澤盛有關。詳情請參閱下文「重大收購及處置」。

分銷開支

年內分銷開支約為人民幣547.5百萬元(二零二零年：人民幣368.8百萬元)，較去年增加約為人民幣178.7百萬元，主要由於繼續擴大及發展市場佔有率。

Financial Review

Revenue

Revenue of the Group for the Year increased by 33.6% to approximately RMB3,291.3 million (2020: RMB2,464.2 million). Among it, the revenue from medical aesthetic products increased significantly by 1,383.3% to approximately RMB399.0 million (2020: RMB26.9 million). In addition, revenue from innovative medicine and other medicine increased by 23.0% to approximately RMB294.2 million (2020: RMB239.1 million), whereas the remaining revenue from sales of generic medicine, which contributed to 78.9% of total revenue, increased by 18.2% (approximately RMB399.9 million) to approximately RMB2,598.1 million (2020: RMB2,198.2 million).

Cost of sales

Cost of sales of the Group for the Year amounted to approximately RMB842.8 million (2020: RMB549.8 million), accounting for approximately 25.6% of the total revenue.

Gross profit

Gross profit for the Year amounted to approximately RMB2,448.5 million (2020: RMB1,914.4 million) with an increase of approximately RMB534.1 million, mainly due to the significant growth in the revenue. Overall gross profit margin declined from 77.7% for the last year to 74.4% for the Year. The lower gross profit margin was resulted from centralised procurement which caused a slight decrease in selling prices.

Other gains – net

Other gains – net for the Year increased by approximately RMB5.3 million to approximately RMB254.9 million (2020: RMB249.6 million). It was mainly due to an increase in government grants.

Gain on deemed disposal of a subsidiary

Gain on deemed disposal of a subsidiary for the Year amounted to approximately RMB59.2 million (2020: Nil). The gain was related to a deemed disposal of Jilin Zesheng. For further details, please refer to section headed “Material acquisitions and disposals” below.

Distribution expenses

Distribution expenses for the Year amounted to approximately RMB547.5 million (2020: RMB368.8 million). The increase of approximately RMB178.7 million compared with last year was mainly due to continuing efforts in expanding and developing the market share.

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行政開支

年內行政開支增加24.0%至約人民幣607.5百萬元(二零二零年：人民幣489.8百萬元)，主要由於本集團的間接費用及活動增加。

研發開支

年內研發開支約為人民幣868.1百萬元(二零二零年：人民幣729.2百萬元)，增加19.0%。該增幅主要由於創新研發轉型導致投入更多研發活動。

其他開支

年內其他開支約為人民幣36.6百萬元(二零二零年：人民幣34.1百萬元)。

來自持續經營業務之除稅前溢利

年內本集團來自持續經營業務之除稅前溢利約人民幣486.0百萬元(二零二零年：人民幣765.8百萬元)。

所得稅開支

年內本集團所得稅開支增加15.7%至約為人民幣253.3百萬元(二零二零年：人民幣219.0百萬元)。上升主要由於產生的應課稅溢利較上年度高。

本公司擁有人應佔溢利

年內本公司擁有人應佔溢利約為人民幣416.5百萬元(二零二零年：人民幣473.4百萬元)。

非控股權益應佔虧損

年內非控股權益應佔虧損約為人民幣183.7百萬元(二零二零年：溢利人民幣38.5百萬元)，轉盈為虧主要是由於若干附屬公司的股權架構發生變動。

Administrative expenses

Administrative expenses for the Year increased by 24.0% to approximately RMB607.5 million (2020: RMB489.8 million) as a result of an increase in overheads and activities of the Group.

R&D expenses

R&D expenses for the Year amounted to approximately RMB868.1 million (2020: RMB729.2 million) which represented an increase of 19.0%. It was mainly attributable to more efforts in R&D activities as a result of transformation of innovative R&D.

Other expenses

Other expenses for the Year amounted to approximately RMB36.6 million (2020: RMB34.1 million).

Profit before tax from continuing operations

Profit before tax from continuing operations of the Group for the Year amounted to approximately RMB486.0 million (2020: RMB765.8 million).

Income tax expense

Income tax expense of the Group for the Year increased by 15.7% to approximately RMB253.3 million (2020: RMB219.0 million). The increase was mainly attributable to higher taxable profits generated compared with last year.

Profit attributable to owners of the Company

Profit attributable to owners of the Company for the Year amounted to approximately RMB416.5 million (2020: RMB473.4 million).

Loss attributable to non-controlling interests

Loss attributable to non-controlling interests for the Year amounted to approximately RMB183.7 million (2020: RMB38.5 million of profit). The turnaround was mainly due to changes in shareholding structure of certain subsidiaries.

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流動資金及財務資源

本集團維持穩健的財務狀況。於二零二一年十二月三十一日，本集團現金及現金等價物約為人民幣5,682.4百萬元(二零二零年十二月三十一日：人民幣4,604.0百萬元)。於同日，本集團之銀行借款為約人民幣1,013.2百萬元(二零二零年十二月三十一日：人民幣719.1百萬元)，同時向一家附屬公司非控股股東借款約為人民幣31.5百萬元(二零二零年十二月三十一日：人民幣32.0百萬元)。因此，本集團仍持有現金淨額約人民幣4,637.7百萬元(二零二零年十二月三十一日：人民幣3,852.9百萬元)。本集團的負債與權益比率(即借款佔本公司擁有人應佔權益之百分比)為12.6%。

本集團一般將多餘現金存入計息銀行賬戶。本集團可能將額外的現金用作短期投資，以獲取較豐厚的回報。因此，本集團與若干銀行機構訂立協定，將額外的現金進行投資。根據已簽訂協定的條款，年內本集團投資總額約為人民幣20,042.0百萬元。本集團進行的投資為短期投資，且主要為向若干國有銀行購買的財務計劃產品。對於上述財務計劃產品，發行該等財務計劃產品的銀行可酌情決定將資金投資於國債、貼現的銀行承兌匯票及商業承兌匯票以及銀行存款等財務工具。由於分別於各銀行與投資有關的最高適用百分比率(根據聯交所證券上市規則(「上市規則」)第14.22及14.23條經合併計算後)低於根據上市規則第14.07條進行投資時的5%，故該等投資並不構成上市規則第十四章項下的須予公佈之交易。

於二零二一年十二月三十一日，本集團於綜合財務狀況表確認按公平值計入損益的金融資產合共約人民幣109.3百萬元，其中包括投資本金約人民幣108.0百萬元及利息收入約人民幣1.3百萬元。於本年報日期，已出售/贖回投資本金總額約為人民幣0.6百萬元。

本集團於二零二一年十二月三十一日有足夠現金。董事認為，本集團並無任何重大資金風險。

Liquidity and financial resources

The Group maintained strong financial position. As at 31 December 2021, the Group's cash and cash equivalents amounted to approximately RMB5,682.4 million (31 December 2020: RMB4,604.0 million). As at the same date, bank borrowings of the Group amounted to approximately RMB1,013.2 million (31 December 2020: RMB719.1 million) and borrowings from non-controlling shareholders of a subsidiary of the Group amounted to approximately RMB31.5 million (31 December 2020: RMB32.0 million). Accordingly, the Group maintained net cash of approximately RMB4,637.7 million (31 December 2020: RMB3,852.9 million). The Group's debt-to-equity ratio, expressed as a percentage of borrowings over equity attributable to owners of the Company, was 12.6%.

In general, the Group places its excess cash into interest-bearing bank accounts. The Group may use extra cash for short-term investments for higher returns. Thus, the Group has entered into agreements with certain banks for surplus cash investment. According to the terms of the agreements signed, the total amount of investment conducted by the Group for the Year was approximately RMB20,042.0 million. The investments made by the Group were short-term in nature and mainly consisted of financial planning products purchased from certain state-owned banks. At their discretion, issuing banks for the above-mentioned financial planning products may invest in financial instruments such as government bonds, discounted bank acceptance bills and commercial acceptance bills and bank deposits. As the highest applicable percentage ratio in respect of the investments in each bank (after aggregation according to rules 14.22 and 14.23 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange) separately is less than 5% as at the time of the investments according to Rule 14.07 of the Listing Rules, such investments do not constitute notifiable transactions under Chapter 14 of the Listing Rules.

As at 31 December 2021, the Group recognised total financial assets at fair value through profit or loss of approximately RMB109.3 million, comprising principal of investment of approximately RMB108.0 million and approximately RMB1.3 million of interest income, in the consolidated statement of financial position. As at the date of this annual report, total amount of sold/redeemed investment principal amounted to approximately RMB0.6 million.

The Group had sufficient cash as at 31 December 2021. The Directors are of the opinion that the Group does not have any significant capital risk.

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
現金及現金等價物	Cash and cash equivalents	5,682,425	4,604,041

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

存貨

於二零二一年十二月三十一日，存貨金額約為人民幣715.3百萬元(二零二零年十二月三十一日：人民幣495.9百萬元)。年內存貨週轉期為259日(二零二零年十二月三十一日：296日)。存貨增加是由於用作銷售的新產品及保留更多藥品成分以供內部生產需求所致。

貿易及其他應收賬款

本集團的貿易應收賬款及應收票據包括其分銷商支付產品的信貸銷售款。其他應收賬款主要包括預付供應商款項及應收關聯方款項。於二零二一年十二月三十一日，本集團的貿易及其他應收賬款約為人民幣1,234.4百萬元(二零二零年十二月三十一日：人民幣971.5百萬元)。該增加主要是由於應收第三方款項。

物業、廠房及設備

本集團的物業、廠房及設備包括樓宇、生產及電子設備、汽車及在建工程。於二零二一年十二月三十一日，物業、廠房及設備的賬面淨值為約人民幣3,304.9百萬元(二零二零年十二月三十一日：人民幣3,053.3百萬元)。年內增加主要由於廠房興建及購置新設備。

商譽

本集團的商譽來自收購附屬公司及業務合併。於二零二一年十二月三十一日，商譽的賬面淨值約為人民幣28.4百萬元(二零二零年十二月三十一日：人民幣12.3百萬元)。

無形資產

本集團的無形資產主要包括客戶關係、遞延開發成本、進行中產品開發以及商標及軟件。遞延開發成本及進行中產品開發主要指收購若干藥品研發項目與其自主開發的研發項目。

於二零二一年十二月三十一日，無形資產淨值為約人民幣595.9百萬元(二零二零年十二月三十一日：人民幣505.6百萬元)。

Inventories

As at 31 December 2021, inventories amounted to approximately RMB715.3 million (31 December 2020: RMB495.9 million). The inventory turnover period for the year was 259 days (31 December 2020: 296 days). The increase in inventories was attributable to new products for sales and more pharmaceutical ingredients kept for internal production demand.

Trade and other receivables

The Group's trade receivables and notes receivable include credit sales of its products to be paid by its distributors. Other receivables of the Group mainly consist of prepayments to suppliers and amounts due from related parties. As at 31 December 2021, the Group's trade and other receivables were approximately RMB1,234.4 million (31 December 2020: RMB971.5 million). Such increase was mainly attributable to amounts due from third parties.

Property, plant and equipment

The Group's property, plant and equipment include buildings, production and electronic equipment, vehicles and construction in progress. As at 31 December 2021, the net book value of the property, plant and equipment was approximately RMB3,304.9 million (31 December 2020: RMB3,053.3 million). The increase during the Year was mainly attributable to factory construction and purchase of new equipment.

Goodwill

The Group's goodwill arose from the acquisition of subsidiaries and business combinations. As at 31 December 2021, the net carrying amount of goodwill was approximately RMB28.4 million (31 December 2020: RMB12.3 million).

Intangible assets

The Group's intangible assets mainly comprise customer relationships, deferred development costs, product development in progress and trademark and software. The deferred development costs and product development in progress mainly referred to the acquisition of several drug R&D projects and its R&D projects featuring independent development.

As at 31 December 2021, net intangible assets amounted to approximately RMB595.9 million (31 December 2020: RMB505.6 million).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

貿易及其他應付賬款

本集團的貿易及其他應付賬款主要包括貿易應付賬款、應付按金、應計開支及其他。於二零二一年十二月三十一日，貿易及其他應付賬款約為人民幣1,971.3百萬元（二零二零年十二月三十一日：人民幣1,830.2百萬元）。增加約人民幣141.1百萬元乃主要歸因於應付分銷商的應計補償及其他應付賬款增加。

或然負債

於二零二一年十二月三十一日，本集團概無任何重大或然負債（二零二零年十二月三十一日：無）。

資產負債表外承擔及安排

於二零二一年十二月三十一日，本集團並無訂立任何資產負債表外安排或承擔為任何第三方的任何付款責任提供擔保。本集團並無在任何非綜合實體（為本集團提供融資或流動資金、或引致市場風險或提供信貸支援、或從事提供租賃或對沖或研發服務）擁有任何可變權益。

資本承擔

於二零二一年十二月三十一日，本集團的資本承擔總額約為人民幣468.5百萬元，主要預留作購買物業、廠房及設備以及無形資產。

信貸風險

信貸風險來自現金及現金等價物、貿易應收賬款、應收票據、理財產品及其他應收賬款。

所有現金等價物及銀行存款均存放於中國若干信譽良好的金融機構及中國內地以外的優質國際金融機構。所有該等不可撤回銀行票據（分類為應收票據）均由中國具備高信貸評級的銀行發出。近期並無有關該等金融機構的現金等價物及銀行存款欠款記錄。

Trade and other payables

The Group's trade and other payables mainly comprise trade payables, deposit payables, accrued expenses and others. As at 31 December 2021, trade and other payables amounted to approximately RMB1,971.3 million (31 December 2020: RMB1,830.2 million). The increase of approximately RMB141.1 million was mainly attributable to the increase in accrued reimbursement to distributors and other payables.

Contingent liabilities

As at 31 December 2021, the Group had no material contingent liabilities (31 December 2020: Nil).

Off-balance sheet commitments and arrangements

As at 31 December 2021, the Group had neither entered into any off-balance sheet arrangements nor commitments to provide guarantees for any payment obligations with any third party. The Group did not have any variable interests in any unconsolidated entities which provide financing or liquidity funding, or incur market risk or provide credit support, or engage in the provision of leasing or hedging or R&D services to the Group.

Capital commitment

As at 31 December 2021, the Group's total capital commitment was approximately RMB468.5 million. It was mainly set aside for purchase of property, plant and equipment and intangible asset.

Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, notes receivable, wealth management products and other receivables.

All the cash equivalents and bank deposits are placed in certain PRC reputable financial institutions and high-quality international financial institutions outside Mainland China. All those irrevocable bank bills, classified as notes receivable, are issued by banks in the PRC with high credit rating. There was no recent history of default of cash equivalents and bank deposits in relation to these financial institutions.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本集團並無有關貿易應收賬款信貸風險高度集中的情況，並設有政策確保於與客戶協定相關銷售訂單後收取若干現金墊款。對於獲授信貸期的客戶而言，本集團會考慮有關對方的財務狀況、信貸記錄及其他因素評估其信貸質素。並會採取若干監控程序，確保採取適當跟進行動以收回逾期債務。本集團根據具有近似信貸風險的貿易應收賬款群組的過往數據及現金收回記錄的可收回性定期對彼等進行賬齡分析、評估信貸風險及估計應收款項情況。

理財產品是由中國若干信譽良好的銀行機構發行的銀行金融產品。近期並無欠款記錄，故本公司董事會執行董事認為，與投資有關的信貸風險屬於低。

就其他應收賬款而言，本集團會考慮債務人的財務狀況、與本集團的關係、信貸記錄及其他因素評估其信貸質素。管理層亦會定期檢討該等其他應收賬款的收回情況，並跟進有關糾紛或逾期金額（如有）。執行董事認為對方的拖欠情況屬於低。

概無其他金融資產承擔重大信貸風險。

外匯風險

本集團的功能貨幣為人民幣及金融工具主要以人民幣計值。本集團有部分主要以美元（「美元」）及港元（「港元」）計值的現金結餘。預計該等貨幣匯率之任何波動對本集團之營運均不會有重大影響。此外，以由人民幣兌換的外幣派付股息須遵守中國政府頒佈的外匯規則及條例。本集團將不時密切留意有關之匯兌風險。

年內，本集團概無購買任何外匯、利率衍生產品或相關對沖工具。

庫務政策

本集團主要以自有內部資源為其日常營業務提供所需資金。本集團資本管理的主要目標為保持按持續基準經營之能力。本集團定期審閱其資本架構，以確保本集團的財務資源足以支撐其業務營運。

In relation to trade receivables, the Group has no significant concentrations of credit risk and has policies in place to ensure that certain cash advance has been received upon the agreement of the related sales orders with customers. For those with credit periods granted, the credit quality of the counterparties is assessed by taking into account their financial position, credit history and other factors. It also undertakes certain monitoring procedures to ensure that proper follow-up action is taken to recover overdue debts. The Group regularly performs aging analysis, assesses credit risks and estimates the recoverability regarding such receivables based on historical data and cash collection history of groups of trade receivables bearing similar credit risk.

Wealth management products are the bank financial products issued by certain PRC reputable banking institutions. There was no recent history of default and the executive directors of the board of the Company are of the opinion that the credit risk related to the investments is low.

In relation to other receivables, the credit quality of the debtors is assessed by taking into account their financial position, relationship with the Group, credit history and other factors. Management will also regularly review the recoverability of these other receivables and follow up on the disputes or amounts overdue, if any. The executive Directors are of the opinion that the default by counterparties is low.

No other financial assets bear a significant exposure to credit risk.

Foreign exchange risk

The Group's functional currency is RMB and financial instruments are mainly denominated in RMB. The Group has some cash balances mainly denominated in United States Dollar ("USD") and Hong Kong dollar ("HK\$"). It is expected that any fluctuation of these foreign currencies' exchange rates would not have material effect on the operation of the Group. In addition, dividend payment in foreign currencies converted from RMB is subject to foreign exchange rules and regulations promulgated by the PRC government. The Group would closely monitor such exchange risk from time to time.

During the Year, the Group did not purchase any foreign exchange, interest rate derivative products or relevant hedging tools.

Treasury policy

The Group finances its ordinary operations mainly with internally generated resources. The principal objective of the Group's capital management is to maintain its ability to operate on a continuous basis. The Group regularly reviews its capital structure to ensure that the Group has sufficient financial resources to support its business operations.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資本開支

本集團的資本開支主要包括購買物業、廠房及設備、預付土地租賃付款及無形資產。於年內，本集團的資本開支約為人民幣725.6百萬元，其中購買物業、廠房及設備及購買或自研無形資產的開支分別約為人民幣601.0百萬元及人民幣124.6百萬元。於年內，本集團研發投入的資本開支約為人民幣184.7百萬元，其中物業、廠房及設備的開支約為人民幣119.1百萬元。餘額約人民幣65.6百萬元與購買及自研無形資產有關。

重大收購及處置

年內，本集團以代價人民幣131.0百萬元收購康明百奧之資產、負債、員工資源及合約權利。進一步詳情請參閱財務報表附註36。

於二零二一年十二月三十一日，本集團以代價3.0百萬美元(相當於約人民幣19.1百萬元)收購Genesis 100%的股權。詳情請參閱財務報表附註36。

吉林澤盛的權益於截至二零二一年十二月三十一日止年度因第三方投資者注資而被攤薄。詳情請參閱財務報表附註20及37。

重大投資或資本資產的未來計劃

除本年報所披露者外，於年內及直至本年報日期，本集團並無其他重大投資及資本資產的計劃。

資產抵押

於二零二一年十二月三十一日，本集團已將若干資產作為抵押，以便附屬公司取得銀行借款融資。進一步詳情請參閱財務報表附註33。

Capital expenditure

The Group's capital expenditure mainly includes purchase of property, plant and equipment, prepaid land lease payments and intangible assets. For the Year, the Group's capital expenditure amounted to approximately RMB725.6 million, of which approximately RMB601.0 million and RMB124.6 million were spent on purchase of property, plant and equipment and purchase of or self-development of intangible assets, respectively. For the Year, the Group's investment in capital expenditure for R&D amounted to approximately RMB184.7 million, of which approximately RMB119.1 million was spent on property, plant and equipment. The remaining approximately RMB65.6 million related to, the purchase of, and self-development of intangible assets.

Material acquisitions and disposals

During the Year, the Group acquired assets, liabilities, employee resource and contract rights from Combio Pharmaceutical at a consideration of RMB131.0 million. For further details, please refer to note 36 to the financial statements.

On 31 December 2021, the Group acquired 100% equity interest in Genesis at a consideration of USD3.0 million (equivalent to approximately RMB19.1 million). For further details, please refer to note 36 to the financial statements.

The interest in Jilin Zesheng was diluted during the year ended 31 December 2021 as a result of the capital injection from a third-party investor. For further details, please refer to notes 20 and 37 to the financial statements.

Future plans for material investments or capital assets

Save as disclosed in this annual report, the Group did not have other plans for material investments and capital assets during the Year and up to the date of this annual report.

Pledge of assets

As at 31 December 2021, the Group had pledged certain assets to secure banking facilities granted to subsidiaries. For further details, please refer to note 33 to the financial statements.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

人力資源及僱員薪金

人力資源是本集團在充滿挑戰的環境中得以成功的不可或缺資產。本集團致力為全體僱員提供具競爭力的薪酬待遇，定期檢討人力資源政策，以鼓勵僱員努力提升本公司價值及促進本公司的可持續增長。本集團亦已採納購股權計劃及股份獎勵計劃，以表揚及獎勵員工對本集團之營運及未來發展作出的貢獻。

本集團持續推動人才培養與發展體系建設，圍繞不同層級崗位任職能力標準展開線上與線下的培訓工作，促進本集團人才的培育與發展，保障各類人才的持續供給。

於二零二一年十二月三十一日，本集團僱用員工4,282人，本集團年內的薪金總額及相關成本約為人民幣716.5百萬元（二零二零年：人民幣591.5百萬元）。根據員工的工作性質、個人表現及市場趨勢釐定其工資。本集團依據中國法律規定為公司員工提供基本社會保險及住房公積金。

Human resources and remuneration of employees

Human resources are indispensable assets to the Group's success in a competitive environment. The Group is committed to providing competitive remuneration packages to all the employees and regularly reviewing human resources policies, to encourage employees to work towards enhancing the value of the Company and promoting the sustainable growth of the Company. The Group has also adopted share option scheme and share award scheme to recognise and reward the contribution of the employees for the benefit of the Group's operations and future development.

The Group continues to promote the building of talent training and development system, and conducts online and offline training based on the competency standards for positions at different levels to promote the cultivation and development of talents in the Group and ensure continuous supply of various types of talents.

As at 31 December 2021, the Group had 4,282 employees. For the Year, the Group's total salary and related costs were approximately RMB716.5 million (2020: RMB591.5 million). Salary for employees was determined based on their job nature, personal performance and the market trends. The Group provides basic social insurance and housing accumulation fund for company employees as required by the PRC law.

董事履歷

BIOGRAPHICAL DETAILS OF DIRECTORS

執行董事

車馮升醫生，60歲，為執行董事及本公司主席（「主席」），於二零零六年五月十八日獲委任為董事會成員。彼為本集團的共同創辦人，車醫生負責本集團的整體管理、策略規劃及業務發展，自其於二零零一年成立起負責本集團發展及拓展業務。在本集團成立之前，車醫生擁有逾八年醫生/神經科醫生執業經驗，並在藥品的銷售及行銷以及醫藥公司管理方面擁有逾二十年經驗。一九九七年至二零零一年，車醫生為海南康通醫藥有限公司總經理，負責該公司的整體管理。一九九五年至一九九七年，車醫生為深圳市新藥特藥有限公司的副總經理及營銷副經理，負責該公司業務的營銷及整體管理。一九九三年至一九九五年，車醫生為深圳市健安醫藥公司的產品推廣經理及華東地區經理，負責銷售及營銷。一九九一年至一九九三年，車醫生擔任廣州市第一軍醫大學珠江醫院的神經科醫生主任及講師。車醫生由一九八四年至一九九一年分別於中國西安市第四軍醫大學及中國西安市西京醫院第四軍醫大學任神經科醫生及助理講師。車醫生曾擔任若干委員會及協會的副主席，包括中國政策科學培訓中心、中國藥物經濟學雜誌社及海南省企業家協會。車醫生亦為海南省企業家協會食品藥業工作委員會的副主任及中國企業改革發展研究院指定研究員。於二零零六年，彼獲海南省商業聯合會、海南省工業經濟聯合會及海南省工商業十大領軍人物十大新銳人物評委會授予「首屆海南省工商業十大新銳人物」稱號。二零一零年至二零一一年擔任全國工商聯醫藥業商會副會長。二零一二年獲中國生命科學業安永企業家獎。二零一四年為全國五一勞動獎章獲得者。二零一四年擔任北京生物工程學會第四屆理事。二零一五年獲全國勞動模範。於一九八四年及一九九零年，車醫生分別於中國西安第四軍醫大學獲得航空醫學學士學位及神經醫學碩士學位。於一九九九年，彼亦獲中歐國際工商管理學院工商管理碩士學位。

EXECUTIVE DIRECTORS

Dr. Che Fengsheng, aged 60, is our executive Director and chairman of the Company (the “Chairman”) and was appointed to the Board on 18 May 2006. He is a co-founder of the Group and is responsible for the overall management, strategic planning and business development of the Group and is instrumental to the Group’s growth and business expansion since its establishment in 2001. Prior to the Group’s establishment, Dr. Che had more than 8 years of experience as a medical doctor/neurologist and more than 20 years of experience in the sales and marketing of pharmaceutical products and the management of pharmaceutical companies. From 1997 to 2001, Dr. Che was a general manager of Hainan Kang Tong Pharmaceutical Co., Ltd. where he was in charge of the company’s overall management. From 1995 to 1997, Dr. Che was the assistant general manager and vice manager (marketing) of Shenzhen City New Special Pharmaceutical Products Co., Ltd. where he was responsible for the marketing and overall management of the company’s business. Between 1993 and 1995, Dr. Che was the product promotion manager and East China Regional manager of Shenzhen City Healthcare Pharmaceutical Company, in charge of sales and marketing. From 1991 to 1993, Dr. Che held the position of chief neurologist and lecturer in First Military Medical University, Zhu Jiang Hospital, Guangzhou City, PRC. Dr. Che was a neurologist and an assistant lecturer at the Fourth Military Medical University in Xi’an City, PRC and at the Fourth Military Medical University, Xi Jing Hospital in Xi’an City, PRC from 1984 to 1991 respectively. Dr. Che was the vice-chairman of several committees and associations including China Political Science Training Centre, China Medical Economics Magazine Board and the Hainan Entrepreneurs Association. Dr. Che is also a deputy supervisor of the Hainan Food and Drug Working Committee in the Hainan Entrepreneurs Association as well as a specially appointed research member of the China Enterprise Reform and Development Research Institute. In 2006, he was awarded the title of one of the Top 10 New and Enterprising Businessmen in Hainan Province by the Hainan Province Commerce Association, the Hainan Industry & Economics Association and the Evaluation Committee of Top 10 Leading Businessmen and Top 10 New and Enterprising Businessmen in Industry and Commerce in Hainan. He was vice chairman of the Medical Pharmaceutical Chamber of the All-China Federation of Industry and Commerce from 2010 to 2011. He won the Ernst & Young Entrepreneur Award for Life Science Industry of China in 2012. He was awarded the National Labour Day Medal in 2014. He was appointed as the director for the Fourth Session of the board of the Beijing Society of Biomedical Engineering in 2014. He was recognised as the National Labour Model in 2015. Dr. Che received his Bachelor of Medicine (Aviation) and Master of Medicine (Neurology) from the Fourth Military Medical University, Xi’an City, PRC, in 1984 and 1990 respectively. He also received an Executive Master of Business Administration from China Europe International Business School in 1999.

BIOGRAPHICAL DETAILS OF DIRECTORS

郭維城醫生，58歲，為執行董事、副主席兼本公司行政總裁。他於二零零六年五月十八日獲委任為董事會成員及為本集團的共同創辦人。郭醫生負責本集團的整體營運、營銷及我們的研發活動，專注於策略規劃，特別是合併與收購及產品合作方面。於二零零七年我們收購深圳四環醫藥有限公司後，彼亦負責其整體營運。自我們於二零零一年成立以來，郭醫生幫助本集團發展及擴展業務。在我們成立之前，郭醫生擔任外科醫生擁有逾四年經驗，並在藥品銷售及行銷方面擁有逾二十年經驗。一九九二年至一九九三年，郭醫生在廣州軍區177醫院擔任外科主任。一九八六年至一九八九年，郭醫生在中國西安市第四軍醫大學唐都醫院任外科醫生及助理講師。於一九八六年及一九九二年，郭醫生分別於中國西安市第四軍醫大學獲醫學學士學位及外科醫學碩士學位。

張炯龍醫生，60歲，為執行董事，於二零一八年四月二十日獲委任加入董事會。他負責處理集團各投資、收購兼併專案。他於二零零五年加入本集團，並於二零零六年五月十八日首次獲委任加入董事會為非執行董事，直至二零一七年十二月八日。張醫生擁有逾十年擔任醫生經驗。一九八三年至一九九二年，張醫生在中國深圳市最大醫院之一深圳市人民醫院擔任醫生。張醫生於一九八三年獲汕頭醫學專科學院（現稱為汕頭大學醫學院）醫療本科生證書。於一九九二年，張醫生獲深圳市職稱改革領導小組授予主治醫師專業職銜。

Dr. Guo Weicheng, aged 58, is our executive Director, deputy chairman and chief executive officer of the Company. He was appointed to our Board on 18 May 2006 and is a co-founder of the Group. Dr. Guo is responsible for the overall operations of the Group, sales and marketing and our R&D activities, with a focus on strategic planning, particularly in relation to mergers and acquisitions and product collaborations. He has also become responsible for the overall operations of Shenzhen Sihuan Pharmaceutical Co., Ltd. after it was acquired in 2007. Dr. Guo has been instrumental to the Group's growth and business expansion since our establishment in 2001. Prior to our establishment, Dr. Guo had more than 4 years of experience as a general surgeon and more than 20 years of experience in the sales and marketing of pharmaceutical products. From 1992 to 1993, Dr. Guo held the position of chief surgeon in Guangzhou Military 177 Hospital. Dr. Guo was a surgeon and an assistant lecturer at the Fourth Military Medical University, Tang Du Hospital, Xi'an City, PRC from 1986 to 1989. Dr. Guo received his Bachelor of Medicine and Master of Medicine (General Surgery) from the Fourth Military Medical University, PRC in 1986 and 1992, respectively.

Dr. Zhang Jionglong, aged 60, is our executive Director and was appointed to the Board on 20 April 2018. He is in charge of the Group's investment and mergers and acquisitions. He joined the Group in 2005 and was first appointed to the Board as a non-executive Director on 18 May 2006 until 8 December 2017. Dr. Zhang has more than 10 years of experience as a medical doctor. From 1983 to 1992, Dr. Zhang worked as a medical doctor in Shenzhen People's Hospital, one of the largest hospitals in Shenzhen City, PRC. Dr. Zhang obtained an Undergraduate Certificate in Medical Treatment from Shantou Medical College (汕頭醫學專科學院) (now known as Shantou University Medical College (汕頭大學醫學院)) in 1983. In 1992, Dr. Zhang was conferred the professional title of Attending Physician by the Shenzhen City Title Conferment Reform Leadership Group (深圳市職稱改革領導小組).

董事履歷

BIOGRAPHICAL DETAILS OF DIRECTORS

蔡耀忠先生，48歲，為執行董事、首席財務官兼其中一位聯席公司秘書，於二零一七年十二月八日獲委任為董事會成員。蔡先生於二零零六年加入本集團，負責監察及管理本集團的會計及財務部。在加入本集團之前，蔡先生在上市公司以及德勤累計多年財務會計經驗。蔡先生於一九九七年取得新西蘭Nelson Polytechnic(現稱Nelson Marlborough Institute of Technology)的工商(會計)學士學位。彼為英國特許管理會計師公會成員，亦為新加坡會計師協會成員。在過去三年中，蔡先生並無在任何上市公司擔任任何董事職務。

陳燕玲女士，44歲，為執行董事及集團董事會秘書處負責人，於二零一八年四月二十日獲委任加入董事會，主要職責為管理所有董事會事務，公司上市日常上市事務相關事宜，集團在港澳地區以及海外公司的管理事務。於二零零六年三月加入本集團，至今已服務本集團十六年。自二零零六年起加入本集團，擔任本集團董事長助理及董事會秘書。加入本集團之前，二零零一年就職廣州市旅遊局問詢中心，任職英文翻譯。二零零二年就職於葉氏油墨(中山)有限公司，任職總經理助理，負責總經理辦公室之日常管理以及企業宣傳工作。二零零四年就職於廣州文化傳信有限公司，總裁助理，負責總裁辦公室之日常管理、企業策劃費用預算制訂和執行，媒介資源的整合開發及維護等工作。

Mr. Choi Yiau Chong, aged 48, is our executive Director, chief financial officer and one of the joint company secretaries and was appointed to the Board on 8 December 2017. Mr. Choi joined the Group in 2006 and is responsible for overseeing and managing the accounting and finance functions of the Group. Prior to joining the Group, Mr. Choi gained his finance and accounting experience at listed companies and Deloitte. Mr. Choi received a Bachelor of Commerce (Accounting) from Nelson Polytechnic (now known as Nelson Marlborough Institute of Technology), New Zealand in 1997. He is a member of the Chartered Institute of Management Accountants (UK) and also a member of the Institute of Certified Public Accountants of Singapore. Mr. Choi did not hold any directorship in any listed companies during the past three years.

Ms. Chen Yanling, aged 44, is our executive Director and the person in charge of the secretariat of the Group's Board of Directors and was appointed to the Board on 20 April 2018. Her main responsibilities are to manage all matters on the Board, the daily matters relating to the listing of the Company and matters on the management of the Group in Hong Kong, Macau and overseas companies. She joined the Group in March 2006 and has served in the Group for 16 years. Since joining the Group in 2006, she has been working as an assistant to the Chairman of the Group and the secretariat of the Board. Prior to joining the Group, she worked as an English translation officer at the information centre of Guangzhou Tourism Bureau in 2001. In 2002, she worked as an assistant to general manager at Yip's Ink & Chemicals (Zhongshan) Company Ltd. (葉氏油墨(中山)有限公司) and was in charge of the daily management of the general manager's office as well as planning and promotion. In 2004, she worked as an assistant to the president of Guangzhou Culturecom Company Ltd. (廣州文化傳信有限公司) and was in charge of the daily management of the president's office, planning and budgeting, media resources integration and development, and maintenance, etc.

獨立非執行董事

辛定華先生，63歲，為獨立非執行董事，於二零一零年十月七日獲委任加入董事會。辛先生現任昆侖能源有限公司(股份代號：135)及法拉帝股份有限公司(股份代號：9638)的獨立非執行董事(該等公司均於聯交所上市)。辛先生曾任中國中車股份有限公司(股份代號：SH601766及HK1766)及中國鐵建股份有限公司(股份代號：SH601186及HK1186)的獨立非執行董事(該等公司於上海證券交易所及聯交所上市)。彼亦曾擔任中國泰凌醫藥集團有限公司(股份代號：1011)及利邦控股有限公司(股份代號：891)的獨立非執行董事(該等公司均於聯交所上市)。彼曾於二零一三年至二零一五年任香港上市公司商會有限公司主席。彼曾擔任證券及期貨交易所轄下收購及合併委員會及收購上訴委員會委員、上市委員會副召集人/主席和聯交所理事會理事。彼曾任摩根大通香港地區高級主管兼投資銀行部主管及怡富控股有限公司的集團執行董事兼中華區投資銀行業務主管。辛先生於一九八一年畢業於美國賓夕法尼亞大學沃頓商學院，獲頒經濟理學學士學位。辛先生為英國特許會計師公會及香港會計師公會資深會員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Patrick Sun, aged 63, is our independent non-executive Director and was appointed to the Board on 7 October 2010. Mr. Sun is currently an independent non-executive director of Kunlun Energy Company Limited (stock code: 135) and Ferretti S.p.A. (stock code: 9638), both of which are listed on the Stock Exchange. Mr. Sun was an independent non-executive director of CRRC Corporation Limited (stock code: SH601766 and HK1766) and China Railway Construction Corporation Limited (Stock code: SH601186 and HK1186), both of which are listed on the Shanghai Stock Exchange and the Stock Exchange. He also previously served as an independent non-executive director of China NT Pharma Group Company Limited (stock code: 1011) and Trinity Limited (stock code: 891) (both of which are listed on the Stock Exchange). He was formerly the chairman of the Chamber of Hong Kong Listed Companies from 2013 to 2015. He was a member of the Takeovers & Mergers Panel and the Takeovers Appeal Committee of the Securities and Futures Exchange, Deputy Convenor/Chairman of the Listing Committee and a member of the Council of the Stock Exchange. He was previously the Senior Country Officer and Head of Investment Banking for Hong Kong of JPMorgan Chase, group executive director and Head of Investment Banking for Greater China at Jardine Fleming Holdings Limited. Mr. Sun graduated from the Wharton School of the University of Pennsylvania, United States with a Bachelor of Science degree in Economics in 1981. Mr. Sun is a fellow of the Chartered Association of Certified Accountants in the United Kingdom, and a fellow of the Hong Kong Institute of Certified Public Accountants.

董事履歷

BIOGRAPHICAL DETAILS OF DIRECTORS

曾華光先生，70歲，為獨立非執行董事，於二零一三年九月四日獲委任為董事會成員。加入本集團前，曾先生為香港及中國羅兵咸永道會計師事務所前合夥人。彼於審核及在首次公開發售和收購交易提供支援方面積逾三十年經驗。曾先生現為多間公司的獨立非執行董事，包括招商局中國基金有限公司(股份代號：133)、東江集團(控股)有限公司(股份代號：2283)、華夏文化科技集團有限公司(股份代號：1566)及歲寶百貨控股(中國)有限公司(股份代號：312)(該等公司均於聯交所上市)。曾先生現為HUYA Inc.(該公司於紐約證券交易所上市，紐交所股票代碼：HUYA)的獨立董事。曾先生於二零一一年八月至二零一七年十月曾擔任Agria Corporation(曾於紐約證券交易所上市)的獨立董事。於二零一四年十二月至二零一七年十月曾擔任新西蘭證券交易所上市公司PGG Wrightson Limited的董事及於二零一六年二月至二零二零年三月曾擔任平安證券集團(控股)有限公司(股份代號：231)(該公司於聯交所上市)的獨立非執行董事。曾先生獲香港中文大學工商管理學士學位。彼為香港會計師公會資深會員、中國註冊會計師協會會員及英國特許公認會計師公會資深會員。

朱迅博士，64歲，為獨立非執行董事，於二零一四年二月二十日獲委任為董事會成員。朱博士為長春市人，一九九五年至二零零零年曾任白求恩醫科大學副校長、二零零零年至二零零三年任長春市政府副秘書長、二零零四年至二零零六年任長春市政府市長特別助理等。加入本集團前，朱博士於醫藥行業擁有逾二十多年經驗。現任同寫意新藥英才俱樂部理事長、藥渡戰略總師、貝殼大學名譽校長等。現兼任尚城資本特聘醫藥專家、深圳微芯生物獨立董事、長春金賽藥業、深圳奧薩醫藥高級顧問等。

Mr. Tsang Wah Kwong, aged 70, is our independent non-executive Director and was appointed to the Board on 4 September 2013. Prior to joining the Group, Mr. Tsang was a former partner of PricewaterhouseCoopers in Hong Kong and China. He has over 30 years of experience in auditing and providing support for initial public offerings and acquisition transactions. Mr. Tsang is currently an independent non-executive director of a number of companies, including China Merchants China Direct Investments Limited (stock code: 133), TK Group (Holdings) Limited (stock code: 2283), CA Cultural Technology Group Limited (stock code: 1566) and Shirble Department Store Holdings (China) Limited (stock code: 312) (all of which are listed on the Stock Exchange). Mr. Tsang is currently an independent director of HUYA Inc. (which is listed on the New York Stock Exchange, NYSE: HUYA). Mr. Tsang was an independent director of Agria Corporation (formerly listed on the New York Stock Exchange) from August 2011 to October 2017, a director of PGG Wrightson Limited (a company listed on the New Zealand Stock Exchange) from December 2014 to October 2017 and an independent non-executive director of Ping An Securities Group (Holdings) Limited (stock code: 231) from February 2016 to March 2020 (a company listed on the Stock Exchange). Mr. Tsang received a bachelor degree in business administration from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Chinese Institute of Certified Public Accountants and a fellow member of the Chartered Association of Certified Accountants in the United Kingdom.

Dr. Zhu Xun, aged 64, is our independent non-executive Director and was appointed to the Board on 20 February 2014. Dr. Zhu is a native of Changchun City. From 1995 to 2000, he served as the vice principal of Norman Bethune University of Medical Science. From 2000 to 2003, he served as a deputy secretary general of the Changchun Municipal Government and from 2004 to 2006, he served as a special assistant to the mayor of Changchun Municipal Government. Prior to joining the Group, Dr. Zhu has over 20 years of experience in the pharmaceutical industry. He is currently the chairman of the board of directors of the Tongxieyi New Drugs Talent Club* (同寫意新藥英才俱樂部), the Chief of Medicine and Strategy* (藥渡戰略), and the Honorary Principal of Shell University* (貝殼大學). He is also a special medical expert of Advantech Capital Investment* (尚城資本), an independent director of Shenzhen ChipScreen BioS (深圳微芯生物), a senior consultant of Changchun Jinsai Pharmaceutical* (長春金賽藥業), and Shenzhen Osa Pharmaceutical* (深圳奧薩醫藥).

* For identification purposes only

* 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS

朱博士於二零零一年創建長春醫藥生物技術中心並擔任中心主任，同年創業建立長春博迅生物技術公司，並任董事長；二零零三年獲得英國上市公司國泰國際控股8百萬美元的創業資金支持，創建了長春博泰並擔任首席執行官，直至二零一零年止。

朱博士先後擔任國家新藥諮詢委員會成員、國家自然科學基金委員會生命科學部專家評審組成員、國家發改委生物技術專家諮詢組成員、國家科技部中小企業技術創新基金評審委員、中華醫學科學獎評審委員會委員、中國實驗診斷雜誌創始主編、藥學進展雜誌副主編、中國腫瘤生物治療雜誌編委、中國免疫學雜誌編委等。

聯席公司秘書

蔡耀忠先生，為我們的執行董事、首席財務官兼聯席公司秘書。蔡先生的履歷請參閱本節「執行董事」。

莫明慧女士，為我們的聯席公司秘書。莫女士於二零一三年十二月獲委任。莫女士為卓佳專業商務有限公司企業服務執行董事。莫女士擁有逾二十五年公司秘書方面的專業及內部經驗。她為香港公司治理公會（前稱香港特許秘書公會）和英國特許公司治理公會（前稱英國特許秘書及管理人員公會）的資深會員。

Dr. Zhu founded Changchun Medical Biotechnology Center* (長春醫藥生物技術中心) in 2001 as the supervisor of the center. In the same year, he founded Changchun Boxun Biotechnology Co., Ltd.* (長春博迅生物技術公司) and served as the chairman of the board. Funded with 8 million US dollars from the British listed company Cathay International Pharmaceutical Limited in 2003. Dr. Zhu founded Changchunbotai* (長春博泰) as chief executive officer until 2010.

Dr. Zhu has served as a member of the National New Drug Advisory Committee* (國家新藥諮詢委員會), a member of the expert review group of the Life Science Division of the National Natural Science Foundation of China (國家自然科學基金委員會生命科學部專家評審組成員), a member of the expert advisory group in Biotechnology of the National Development and Reform Commission (國家發改委生物技術專家諮詢組成員), a member of the review group of the Innovation Fund for SMEs of the Ministry of Science and Technology of the PRC (國家科技部中小企業技術創新基金評審委員) and a member of the China Medical Science Awards Committee* (中華醫學科學獎評審委員會委員), the founding editor of the Chinese Journal of Experimental Diagnostics* (中國實驗診斷雜誌創始主編), the deputy editor of the Journal of Pharmaceutical Progress* (藥學進展雜誌副主編), the editorial board of the Chinese Journal of Cancer Biotherapy* (中國腫瘤生物治療雜誌編委), and the editorial board of the Chinese Journal of Immunology* (中國免疫學雜誌編委).

JOINT COMPANY SECRETARIES

Mr. Choi Yiau Chong, is our executive Director, chief financial officer and joint company secretary. Please refer to this section headed "Executive Director" for his biography.

Ms. Mok Ming Wai, is our joint company secretary. Ms. Mok was appointed in December 2013. Ms. Mok is an executive director of corporate services of Tricor Services Limited. Ms. Mok has over 25 years of professional and in-house experience in company secretarial field. She is a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

* For identification purposes only
* 僅供識別

企業管治報告

CORPORATE GOVERNANCE REPORT

關於本報告

報告期間

二零二一年一月一日至二零二一年十二月三十一日(「本年度」)。

良好的企業管治有利於提高本公司的整體表現、透明度及問責性，對於現代化企業管治尤為重要。董事會以本公司股東(「股東」)利益為依歸，致力維持及確保高水平之企業管治。

企業管治守則

本公司認識到公司的透明度及問責之重要性。本公司致力於實現高標準的企業管治及憑藉行之有效的企業管治流程，帶領本集團取得良好業績及提高企業形象。

於報告期內本公司已遵守上市規則附錄十四內企業管治守則(「守則」)所載的所有適用守則條文。

董事會

董事會由五名執行董事及三名獨立非執行董事組成。金鎮夏先生已於二零二一年八月六日辭任非執行董事，因其希望可投放更多時間與精力專注於其他發展及事務。除於本年報披露外，董事會成員之間並無任何財務、業務、家族或其他重要關係。董事會成員之履歷載於第58至63頁之「董事履歷」。年內，主席與行政總裁的職責已區分，且該等職責由車馮升醫生(作為主席)及郭維城醫生(作為行政總裁)行使。

董事會負責監管本集團的戰略發展，決定本集團的目標、商務策略及政策，並監察及掌控營運及財務表現，以達到本集團的戰略性目標。本集團的管理團隊具備廣泛的營運經驗及行業知識，並已獲董事會授予權力及責任以處理本集團的日常管理事務。此外，董事會亦已授出若干特定責任予多個董事會委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會。該等董事會委員會的進一步詳情載列如下。

ABOUT THIS REPORT

Reporting Period

From 1 January 2021 to 31 December 2021 (the “Year”).

Good corporate governance is favorable for the improvement of the overall performance, transparency and accountability of the Company and is crucial to the modern corporate administration. The Board, in the interests of the shareholders of the Company (the “Shareholders”), devotes considerable efforts to maintaining and ensuring a high standard of corporate governance.

CORPORATE GOVERNANCE CODE

The Company recognises the importance of corporate transparency and accountability. The Company is committed in achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

The Company has complied with all the applicable code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Listing Rules during the reporting period.

BOARD OF DIRECTORS

The Board comprises five executive Directors and three independent non-executive Directors. Mr. Kim Jin Ha resigned as the non-executive Director on 6 August 2021 due to his desire to devote more time and dedication to focus on other business commitments and engagements. Save as disclosed in this annual report, there is no financial, business, family or other material relationship among the members of the Board. The biographical information of the members of the Board are set out on pages 58 to 63 in the section headed “Biographical Details of Directors”. During the Year, the roles of the chairman and the chief executive officer are segregated and such roles are exercised by Dr. Che Fengsheng as the Chairman and Dr. Guo Weicheng as the CEO.

The Board is responsible for the governance of the Group’s strategic development, determination of the Group’s objectives, business strategies and policies, and the supervision and control of the operation and financial performance in pursuit of the Group’s strategic objectives. Our management team, which possesses extensive operating experience and industry knowledge, has been delegated by the Board with the authority and responsibility for the day-to-day management of the Group. In addition, the Board has also delegated certain specific responsibilities to the various Board committees, namely, the audit committee, remuneration committee, nomination committee and risk management committee. Further details of these Board committees are set out below.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會於本年度召開八次董事會會議。例行會議前至少14日，向全體董事寄發載有董事會會議議程的會議通知。本公司於董事會會議積極尋求獨立非執行董事的意見。董事會及董事會委員會的會議記錄由各會議經正式委任的秘書保存，全體董事將會及時獲提供董事會文件及相關數據，使董事會可就提呈會議的事項作出知情決定。此外，董事會全體成員已定時審閱有關本集團的業務文件及資料。

全體董事均可獲聯席公司秘書提供意見及服務。本公司聯席公司秘書為蔡耀忠先生（為本公司的執行董事及首席財務官）及莫明慧女士。莫女士在本公司的主要聯絡人為蔡先生。

蔡先生及莫女士已各自遵照上市規則第3.29條於本年度內進行不少於15小時的相關專業培訓。

於報告期間，各董事出席董事會會議的出席記錄如下：

The Board convened eight Board meetings during the Year. All Directors were sent meeting notices, at least 14 days prior to the regular meetings, with the Board meeting agendas. The views of independent non-executive Directors were actively solicited by the Company during Board meetings. Minutes of Board meetings and Board committees meetings are kept by duly appointed secretaries of the respective meetings. All Directors are provided with Board papers and related statistics in a timely manner, which enabled the Board to make informed decisions on matters proposed. In addition, all Board members have regularly reviewed the business documents and information related to the Group.

All Directors are entitled to access to the advice and services of the joint company secretaries. The joint company secretaries of the Company are Mr. Choi Yiau Chong, who is an executive Director and the CFO of the Company, and Ms. Mok Ming Wai. The primary contact person of Ms. Mok at the Company is Mr. Choi.

In compliance with Rule 3.29 of the Listing Rules, each of Mr. Choi and Ms. Mok, has undertaken no less than 15 hours of relevant professional training during the Year.

The attendance record of each Director at the Board meetings, during the reporting period, is stated below:

		出席次數/ 合資格出席之 董事會會議次數 Attendance/ No. of Board meetings eligible to attend
執行董事	Executive Directors	
車馮升醫生(主席)	Dr. Che Fengsheng (Chairman)	8/8
郭維城醫生(副主席兼行政總裁)	Dr. Guo Weicheng (Deputy Chairman and CEO)	8/8
張炯龍醫生	Dr. Zhang Jionglong	8/8
蔡耀忠先生(首席財務官)	Mr. Choi Yiau Chong (CFO)	8/8
陳燕玲女士	Ms. Chen Yanling	8/8
非執行董事	Non-executive Director	
金鎮夏先生(於二零二一年八月六日辭任)	Mr. Kim Jin Ha (resigned on 6 August 2021)	2/4
獨立非執行董事	Independent Non-executive Directors	
辛定華先生	Mr. Patrick Sun	7/8
曾華光先生	Mr. Tsang Wah Kwong	8/8
朱迅博士	Dr. Zhu Xun	8/8

企業管治報告

CORPORATE GOVERNANCE REPORT

本公司已安排合適的責任保險，以就董事因公司業務而產生的責任向彼等提供彌償。保險覆蓋範圍將每年進行檢討。

至於守則條文規定董事應向發行人披露彼等於公眾公司或組織擔任職務的數目及性質及其他重大承擔，亦應披露該等承擔所涉及的公眾公司或組織的名稱以及彼等擔任有關職務所涉及的時間，董事們已同意及時向本公司披露彼等的職務承擔。

獨立非執行董事

董事會現已委任三名獨立非執行董事。三名獨立非執行董事中，最少其中一名具備上市規則第3.10條規定的適當專業資格，或會計或相關的財務管理專長。三分之一董事會成員為獨立非執行董事。獨立非執行董事辛定華先生已與本公司續訂自二零二一年十月二十八日起為期一年的委任函。獨立非執行董事曾華光先生及朱迅博士已分別與本公司續訂彼等的委任函，年期分別自二零二一年九月四日及二零二二年二月二十日起為期一年。獨立非執行董事須根據本公司細則輪值告退或重選連任。各獨立非執行董事已根據上市規則第3.13條規定向本公司提交年度獨立性確認書。本公司認為，所有獨立非執行董事均屬獨立人士，並符合上市規則第3.13條所載的獨立性指引。

The Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

With regards to the code provision requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved in such commitments, the Directors have agreed to disclose their commitments to the Company in a timely manner.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has currently appointed three independent non-executive Directors. At least one of the three independent non-executive Directors holds appropriate professional qualifications, or accounting or related financial management expertise as required by Rule 3.10 of the Listing Rules. One-third of the members of the Board are independent non-executive Directors. Mr. Patrick Sun, being an independent non-executive Director has renewed his letter of appointment with the Company for a term of one year commencing from 28 October 2021. Mr. Tsang Wah Kwong and Dr. Zhu Xun, being the independent non-executive Directors, have renewed their letters of appointment with the Company for a term of one year commencing from 4 September 2021 and 20 February 2022, respectively. The independent non-executive Directors are subject to retirement by rotation or re-election in accordance with the Company's bye-laws. Each independent non-executive Director has submitted to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors are independent and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

委任、重選及撤換董事

本公司細則規定，所有董事須至少每三年輪值退任一次，而於每次股東週年大會上，當時三分之一董事（或倘人數並非三的倍數，則為最接近但不少於三分之一）須輪值退任，及如符合資格則可膺選連任。此外，任何獲董事會委任以填補臨時空缺的董事將任職至其獲委任後的首次股東大會為止，並須於該大會上接受重選。

任何獲董事會委任以增添現有董事會的董事將僅任職至下屆股東週年大會為止，屆時符合資格膺選連任。退任董事符合資格於各自股東大會上接受股東重選。

根據本公司細則，車馮升醫生、郭維城醫生及朱迅博士將於二零二二年舉行之本公司股東週年大會（「二零二二年股東週年大會」）上輪值退任及有資格膺選連任為董事。

由於在二零二二年曾華光先生擔任獨立非執行董事達九年，其進一步委任須待根據守則第A.4.3條守則條文於二零二二年股東週年大會以獨立決議案形式由股東審議通過。曾先生願意於二零二二年股東週年大會上膺選連任。

本公司可透過普通決議案於董事任期屆滿前罷免有關董事（但不得損害有關董事可能就因違反其與本公司訂立的任何合約引致的損失而提出的任何索償），惟任何就罷免董事而召開有關大會的通告應載有擬提呈該決議案的意向聲明，並於大會舉行14日前送交有關董事，而該董事有權於該會議上聆聽有關其罷免的動議。

因此，董事會認為已有足夠措施以確保本公司在此方面的企業管治常規為股東權益提供足夠保障，而保障水平與守則條文相若。

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The bye-laws of the Company provide that all the Directors are subject to retirement by rotation at least once every three years and at each annual general meeting, one-third of the Directors for the time being (or, if the number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation and being eligible, can offer themselves for re-election. In addition, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting.

Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting and shall then be eligible for re-election. The retiring Directors are eligible for re-election by the Shareholders at the respective general meetings.

Pursuant to the bye-laws of the Company, Dr. Che Fengsheng, Dr. Guo Weicheng and Dr. Zhu Xun will retire by rotation and be eligible for re-election as Directors at the annual general meeting to be held in 2022 (the "2022 AGM").

Since Mr. Tsang Wah Kwong has been an independent non-executive Director for nine years in 2022, his further appointment will be subject to a separate resolution to be approved by Shareholders at the 2022 AGM pursuant to code provision A.4.3 of the Code. Mr. Tsang has offered himself for re-election at the 2022 AGM.

A Director may be removed by an ordinary resolution of the Company before the expiration of his period of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director 14 days before the meeting and, at such meeting, such Director shall be entitled to be heard on the motion for his removal.

As such, the Board considers that sufficient measures have been put in place to ensure our Company's corporate governance practice in this respect provides sufficient protection for the interests of Shareholders to a standard commensurate with the provision of the Code.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事培訓

本公司鼓勵董事參與持續的專業發展，以發展及更新彼等的知識及技能，以確保其在具備全面資訊及切合所需的前提下為董事會作出貢獻。於本年度，董事嚴格遵守守則條文第A.6.5條進行董事培訓。全體董事均已參與持續的專業發展，並已提供彼等接受培訓的記錄。

DIRECTORS' TRAINING

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the Year, the Directors are committed to complying with the code provision A.6.5 of the Code on Directors' training. All Directors have participated in continuous professional development and provided a record of training they received.

董事姓名	Name of Directors	出席與董事職責相關的研討會、會議及工作坊 Attending seminar, conference and workshop related to director's duties	閱讀資料，例如報紙、雜誌及企業管治相關更新資料 Reading materials like newspapers, journals and updates relevant to corporate governance
執行董事	Executive Directors		
車馮升醫生	Dr. Che Fengsheng	✓	✓
郭維城醫生	Dr. Guo Weicheng	✓	✓
張炯龍醫生	Dr. Zhang Jionglong	✓	✓
蔡耀忠先生	Mr. Choi Yiau Chong	✓	✓
陳燕玲女士	Ms. Chen Yanling	✓	✓
非執行董事	Non-executive Director		
金鎮夏先生 (於二零二一年八月六日辭任)	Mr. Kim Jin Ha (resigned on 6 August 2021)	✓	✓
獨立非執行董事	Independent Non-executive Directors		
辛定華先生	Mr. Patrick Sun	✓	✓
曾華光先生	Mr. Tsang Wah Kwong	✓	✓
朱迅博士	Dr. Zhu Xun	✓	✓

審核委員會

本公司已根據上市規則第3.21條的規定設立審核委員會(「審核委員會」)，並遵從守則訂明其書面職權範圍。審核委員會的主要職責是協助董事會就本集團財務申報程序、內部監控及風險管理系統的效率提供獨立意見，監察審計過程及履行董事會規定的其他職務及職責。審核委員會目前包括三名獨立非執行董事(辛定華先生、曾華光先生及朱迅博士)，並由持有會計專業資格的辛定華先生擔任主席。

於本年度，審核委員會已舉行三次會議。審核委員會審閱了本集團的財務申報事項，以及檢討了財務和會計方面的內部監控制度，並已提交改善建議給董事會。審核委員會的職權範圍與守則有關部分所載條文一致。

此外，審核委員會已審閱、討論及批准截至二零二一年十二月三十一日止年度的年度業績及截至二零二一年六月三十日止期間的中期業績。於本年度報告日期，審核委員會亦審閱二零二二年的核數師酬金及向董事會推薦續聘安永為二零二二年之本公司核數師，惟須待股東於二零二二年股東週年大會上批准。

審核委員會成員於本年度的會議出席記錄如下：

AUDIT COMMITTEE

The Company has established the audit committee (the “**Audit Committee**”) in accordance with the requirements of Rule 3.21 of the Listing Rules and with its written terms of reference in compliance with the Code. The primary duties of the Audit Committee are to assist the Board to provide an independent view on the effectiveness of the financial reporting procedures, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as required by the Board. The Audit Committee currently comprises three independent non-executive Directors (Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun), and is chaired by Mr. Patrick Sun who has a professional qualification in accountancy.

During the Year, three meetings were held by the Audit Committee. The Audit Committee had reviewed the Group’s financial reporting matters, reviewed the internal control system in relation to finance and accounting and submitted improvement proposals to the Board. The terms of reference of the Audit Committee are consistent with the provisions set out in the relevant sections of the Code.

In addition, the Audit Committee had reviewed, discussed and approved the annual results for the year ended 31 December 2021 and the interim results for the period ended 30 June 2021. As at the date of this annual report, the Audit Committee also reviewed the auditor’s remuneration for 2022 and recommended the Board to re-appoint Ernst & Young as the Company’s auditor for the year of 2022, which is subject to approval by the Shareholders at the 2022 AGM.

The attendance record of the Audit Committee members at the meetings held during the Year was as follows:

董事姓名	Name of Directors	出席次數/ 合資格出席之 會議次數 Attendance/ No. of meetings eligible to attend
辛定華先生(主席)	Mr. Patrick Sun (Chairman)	3/3
曾華光先生	Mr. Tsang Wah Kwong	3/3
朱迅博士	Dr. Zhu Xun	3/3
金鎮夏先生(於二零二一年八月六日辭任)	Mr. Kim Jin Ha (resigned on 6 August 2021)	1/1

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CORPORATE GOVERNANCE REPORT

提名委員會

本公司根據守則規定成立提名委員會（「**提名委員會**」），並訂明其書面職權範圍。提名委員會的主要職責為（其中包括）：審閱董事會架構、規模及組成方式；評估獨立非執行董事的獨立性；以及就委任董事有關事宜向董事會作出推薦建議。提名委員會目前包括一名執行董事（郭維城醫生）及三名獨立非執行董事（辛定華先生、曾華光先生及朱迅博士），並由曾華光先生擔任主席。提名委員會的職權範圍與守則有關部分條文一致。於本年度，提名委員會已根據守則規定審閱董事會的組成，並認為董事會由具備多元化背景及技能的成員組成，並確保充分制衡以及保障股東及公眾人士利益。

董事會採納董事會成員多元化政策（「**董事會多元化政策**」）及提名政策（「**提名政策**」），制定達致董事會成員多元化而採取之方針。本公司相信可透過實施董事會多元化政策達致多元化。採納以下可計量目標：甄選人選將按一系列多元化範疇為基準，包括但不限於年齡、性別、技能、知識、經驗、專長、專業資格、學歷、背景及其他個人素質。充分顧及董事會成員多元化的裨益，最終將按客觀條件、人選的長處及可為董事會提供的貢獻而作決定。

於本年度，提名委員會舉行兩次會議。提名委員會檢討董事會的架構、人數及組成；考慮退任董事的重新委任；及評估獨立非執行董事的獨立性。在向董事會提呈建議最終委任作最終批准前，提名委員會經考慮他們的技能、經驗及知識、本公司相關要求以及董事會結構及組成，盡職謹慎地識別、檢討及提名適合成為本公司董員會成員的候選人。

NOMINATION COMMITTEE

The Company established a nomination committee (the “**Nomination Committee**”) with its written terms of reference in compliance with the Code. The primary duties of the Nomination Committee are, among others, to review the structure, size and composition of the Board, to assess the independence of the independent non-executive Directors and to make recommendations to the Board on matters relating to the appointment of Directors. The Nomination Committee currently comprises one executive Director (Dr. Guo Weicheng) and three independent non-executive Directors (Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun) and is chaired by Mr. Tsang Wah Kwong. The terms of reference of the Nomination Committee are consistent with the provisions set out in the relevant sections of the Code. During the Year, the Nomination Committee reviewed the composition of the Board in accordance with the requirements as stipulated in the Code and concluded that the Board comprised members with diversified backgrounds and skills which ensured check and balance and safeguarded the interests of Shareholders as well as the public.

The Board adopted a board diversity policy (the “**Board Diversity Policy**”) and nomination policy (the “**Nomination Policy**”) setting out the approach to diversify members of the Board. The Company believes that a diversified perspective can be achieved through implementation of the Board Diversity Policy. The following measurable objectives were adopted: selection of candidates will be based on a range of diversity perspectives, including but not limited to age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities. The ultimate decision will be based on objective criteria, merit and contribution that the selected candidates will bring to the Board having due regard for the benefits of diversity on the Board.

During the Year, two meetings were held by the Nomination Committee. The Nomination Committee had reviewed the structure, size and composition of the Board, considered the re-appointment of the retiring Directors and assessed the independence of the independent non-executive Directors. The Nomination Committee, had also, taking into consideration the skills, experience and knowledge, the relevant requirements of the Company and the structure and composition of the Board, identified, reviewed and nominated, with diligence and care, candidates who are suitable as Board members of the Company before making final recommendations to the Board for their final appointment.

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於本年度，提名委員會成員出席會議記錄如下：

The attendance record of the Nomination Committee members at the meetings held during the Year was as follows:

董事姓名	Name of Directors	出席次數/ 合資格出席之 會議次數 Attendance/ No. of meetings eligible to attend
曾華光先生(主席)	Mr. Tsang Wah Kwong (Chairman)	2/2
郭維城醫生	Dr. Guo Weicheng	2/2
辛定華先生	Mr. Patrick Sun	2/2
朱迅博士	Dr. Zhu Xun	2/2

提名委員會將定期檢討董事會成員多元化政策及提名政策以確保其持續有效。

The Nomination Committee will review the Board Diversity Policy and Nomination Policy on a regular basis to ensure its continued effectiveness.

提名政策

根據守則要求，董事會於二零一九年三月十八日批准並採納提名政策，載列考慮董事候選人的委任及重新委任董事時將採納之準則及程序。

NOMINATION POLICY

The Board has approved and adopted a nomination policy on 18 March 2019 according to the requirements of the Code. It sets out the criteria and procedures to be adopted when considering candidates to be appointed or re-appointed as directors of the Company.

提名準則

1. 在考慮提名董事候選人或重新委任董事時，提名委員會應注意以下準則：
 - 1.1 候選人的年齡、性別、技能、知識、經驗、專長、專業資格、學歷、背景及其他個人素質；
 - 1.2 對董事會的組成及成員多元化之影響；
 - 1.3 候選人投入充足的時間且有效地履行其職責的承諾。就此而言，應考慮候選人於公眾公司或組織所任職位的數量及性質及其他行政委任或其他重要的工作承擔；
 - 1.4 候選人因獲選而引發潛在／實際的利益衝突；
 - 1.5 候選人的獨立性；

NOMINATION CRITERIA

1. When considering a candidate nominated for directorship or a director's proposed re-appointment, the Nomination Committee will have regard to the following factors:
 - 1.1 age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate;
 - 1.2 effect on the Board's composition and diversity;
 - 1.3 commitment of the candidate to devote sufficient time to effectively carry out his/her duties. In this regard, the number and nature of offices held by the candidate in public companies or organizations, and other executive appointments or significant commitments will be considered;
 - 1.4 potential/actual conflicts of interest that may arise if the candidate is selected;
 - 1.5 independence of the candidate;

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1.6 就建議續任獨立非執行董事而言，彼已在任之服務年期；及

1.7 提名委員會按照個別情況而認為有關係的其他因素。

1.6 in the case of a proposed re-appointment of an independent non-executive director, the number of years he/she has already served; and

1.7 other factors considered to be relevant by the Nomination Committee on a case by case basis.

提名程序及流程

2. 在本公司細則條文的規限下，如董事會認為有必要委任額外董事，則應採納以下程序：

2.1 提名委員會依據以上所列之準則，不論是在借助或沒有借助外部機構或本公司之援助的情況下，物色及挑選候選人；

2.2 提名委員會可使用任何認為適當評估候選人的流程，其中可能包括個人訪談，背景調查，陳述或由候選人及第三方提供之書面參考；

2.3 提名委員會應透過舉行會議審議事項，除非舉行會議並不實際，否則應避免以書面決議之方式作出決定；

2.4 提名委員會向董事會提供所有關於候選人所需資料，包括上市規則第13.51(2)條內載列之所需資料；

2.5 董事會委任人選前，評估董事會當時所具備的技能、知識及經驗，並根據該評估編製特定委任所需的職責及能力說明再向董事會提出建議(包括任期及委任條件)；

2.6 董事會依據提名委員會的建議而審議及決定有關委任；

2.7 董事的所有委任應透過委任書予以確定，而委任書應經過提名委員會批准，列明董事委任的主要條款及條件；及

NOMINATION PROCEDURES AND PROCESS

2. Subject to the provisions in the Company's bye-laws, if the Board recognises the need to appoint an additional director, the following procedures should be adopted:

2.1 the Nomination Committee identifies or selects candidates recommended to the Committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out above;

2.2 the Nomination Committee adopts any process appropriate to evaluate the candidates, which may include personal interviews, background checks, presentations or written submissions by the candidates and third party references;

2.3 the Nomination Committee will hold a physical meeting to consider the matter and avoid the making of decisions by written resolutions unless it is impractical that a physical meeting be held;

2.4 the Nomination Committee provides to the Board with all the information required including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidates;

2.5 before recommendation to the Board, evaluate the balance of skills, knowledge and experience on the Board to prepare a description of the role and capabilities required for a particular appointment, then the Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;

2.6 the Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;

2.7 all appointments of director should be confirmed by letter of appointment setting out the key terms and conditions of the appointment of the directors, which should be approved by the Nomination Committee; and

2.8 根據上市規則第13.74條，凡股東須就選舉或重新選舉董事進行表決，附有相關股東大會通知的通函應載有上市規則第13.51(2)條規定之候選人的所有資料。

在重新委任現任董事之情況下，須根據載於上文準則，透過舉行會議考慮有關續任的事宜。

股東提名

股東亦可提名參選董事的人選，有關詳情載列於本公司網站上的《股東建議指定人士參選董事的程序》。

薪酬委員會

本公司根據上市規則第3.25條的規定成立薪酬委員會（「薪酬委員會」），並遵從守則訂明其書面職權範圍。薪酬委員會的主要職責為（其中包括）就本集團董事及高級管理層所有薪酬政策與架構向董事會提供建議及檢討及審批管理層的薪酬建議。董事薪酬參考彼等職責及經驗與當前市況釐定。薪酬委員會目前包括一名執行董事（車馮升醫生）及三名獨立非執行董事（辛定華先生、曾華光先生及朱迅博士），並由朱迅博士擔任主席。薪酬委員會的職權範圍與守則有關部分所載條文一致。

於本年度，薪酬委員會舉行四次會議，會上薪酬委員會已評估執行董事表現；檢討薪酬政策；審議及批准二零二一年執行董事的薪酬建議以及向董事會建議獨立非執行董事的董事袍金；向董事會建議授予購股權。

2.8 pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on electing or re-electing a director, the circular accompanying the notice of the relevant general meeting should contain all the information of the candidates required under Rule 13.51(2) of the Listing Rules.

In cases of re-appointments of existing directors, a physical meeting will be held to consider the re-appointment based on the same criteria set out in above.

NOMINATION BY SHAREHOLDERS

The Shareholders may also propose a person for election as a director, details of which are set out in the “Procedures for a Shareholder to Propose a Person for Election as a Director” on the Company’s website.

REMUNERATION COMMITTEE

The Company established a remuneration committee (the “**Remuneration Committee**”) in accordance with the requirements of Rule 3.25 of the Listing Rules and with its written terms of reference in compliance with the Code. The primary duties of the Remuneration Committee are, amongst other things, to make recommendations to the Board on the Group’s policy and structure for all remuneration of the Directors and senior management and to review and approve the management’s remuneration proposals. The remuneration of the Directors is determined with reference to their duties, responsibilities and experience, and to prevailing market conditions. The Remuneration Committee currently comprises one executive Director (Dr. Che Fengsheng) and three independent non-executive Directors (Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun) and is chaired by Dr. Zhu Xun. The terms of reference of the Remuneration Committee are consistent with the provisions set out in the relevant sections of the Code.

During the Year, four meetings were held by the Remuneration Committee, during which the Remuneration Committee assessed the performance of executive Directors; reviewed the remuneration policy; reviewed and approved the proposed remuneration for executive Directors in 2021 and made recommendation to the Board on the directors’ fees for independent non-executive Directors; made recommendation to the Board on the grant of share options.

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於本年度，薪酬委員會成員出席會議記錄如下：

The attendance record of the Remuneration Committee members at the meetings held during the Year was as follows:

董事姓名	Name of Directors	出席次數/ 合資格出席之 會議次數 Attendance/ No. of meetings eligible to attend
朱迅博士(主席)	Dr. Zhu Xun (Chairman)	4/4
車馮升醫生	Dr. Che Fengsheng	4/4
辛定華先生	Mr. Patrick Sun	4/4
曾華光先生	Mr. Tsang Wah Kwong	4/4

董事酬金詳情載列於財務報表附註8。由於本公司並沒有高級管理人員，因此有關高級管理人員薪酬按等級的披露並不適用。

Details of the Directors' remuneration are set out in note 8 to the financial statements for the Year. As the Company does not have senior management, disclosure about senior management's remuneration by band is not applicable.

風險管理委員會

於二零一五年十二月十三日，董事會批准和成立本公司的風險管理委員會（「**風險管理委員會**」），並制訂其具體書面職權範圍。風險管理委員會的主要職責為（其中包括）：審核本公司的風險管理、內部監控系統、環境、社會及管治（「**ESG**」）策略、政策、指引及程序以及檢討風險管理、內部監控系統及ESG工作的有效性。風險管理委員會包括兩名執行董事（郭維城醫生及蔡耀忠先生）及兩名獨立非執行董事（辛定華先生及曾華光先生），並由蔡耀忠先生擔任主席。

於本年度，風險管理委員會共舉行兩次會議。風險管理委員會審核及就本公司的風險管理和內部監控系統作出檢討並提供建議予董事會。風險管理委員會亦就ESG策略、政策、指引及程序作審核和檢討並向董事會提供意見。

RISK MANAGEMENT COMMITTEE

On 13 December 2015, the Board approved and established the risk management committee of the Company (the "**Risk Management Committee**") with written terms of reference. The primary duties of the Risk Management Committee are, among others, to review the Company's risk management, internal control system and environmental, social and governance ("**ESG**") strategies, policies, guidelines and procedures and to review the effectiveness of the work on risk management, internal control systems and ESG. The Risk Management Committee consists of two executive Directors (Dr. Guo Weicheng and Mr. Choi Yiau Chong) and two independent non-executive Directors (Mr. Patrick Sun and Mr. Tsang Wah Kwong), and is chaired by Mr. Choi Yiau Chong.

During the Year, two meetings were held by the Risk Management Committee. The Risk Management Committee reviewed and assessed the risk management and internal control systems of the Company, and made suggestions to the Board. The Risk Management Committee had also reviewed and assessed the ESG strategies, policies, guidelines and procedures, and expressed their opinions to the Board.

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於本年度，風險管理委員會成員出席會議記錄如下：

The attendance record of the Risk Management Committee members at the meetings held during the Year was as follows:

董事姓名	Name of Directors	出席次數/ 合資格出席之 會議次數 Attendance/ No. of meetings eligible to attend
蔡耀忠先生(主席)	Mr. Choi Yiau Chong (Chairman)	2/2
郭維城醫生	Dr. Guo Weicheng	2/2
辛定華先生	Mr. Patrick Sun	2/2
曾華光先生	Mr. Tsang Wah Kwong	2/2

董事及有關僱員的證券交易標準守則

本公司已採納上市規則附錄十所載的上市公司董事進行證券交易的標準守則(「標準守則」)為董事進行證券交易的操守守則。經向所有董事作特別查詢，所有董事確認，彼等於本年度一直遵守標準守則之標準。為遵守守則之守則條文第A.6.4條，本集團亦已設定及採納標準守則為有關僱員進行證券交易的操守守則，以規管本集團若干被認為可能會擁有本公司內幕資料的僱員買賣本集團之證券。

董事就綜合財務報表承擔的責任

董事確認彼等的責任為編製真實公平反映本集團於截至二零二一年十二月三十一日止財政年度財務狀況的財務報表。有關本公司外聘核數師的申報責任聲明載於本年報第119至125頁。

風險管理及內部監控

董事會負責確保本集團維持健全有效的風險管理及內部監控系統。本集團已採納內部監控程序及政策，以保障資產，確保妥善保存會計記錄及作出可靠的財務報告，並確保遵守有關法例及規定。該等系統旨在管理(但非消除)無法實現業務目標之風險，且僅合理(但非絕對)保證不會出現重大錯誤陳述或損失。

MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “Model Code”) as its own code of conduct for securities transactions by the Directors. Having made specific enquiry to all Directors, all Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Year. To comply with code provision A.6.4 of the Code, the Group has also established and adopted the Model Code as the code of conduct for securities transactions by relevant employees to regulate the dealings in the securities of the Group by certain employees of the Group who are deemed to be likely in possession of the inside information of the Company.

DIRECTORS’ RESPONSIBILITY ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors confirmed that it is their responsibility to prepare the financial statements which give a true and fair view of the state of affairs of the Group for the financial year ended 31 December 2021. A statement on reporting responsibility with respect to the external auditor of the Company is set out on pages 119 to 125 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for ensuring that a sound and effective risk management and internal control system is maintained within the Group. The Group has adopted internal control procedures and policies to safeguard the assets, to ensure proper maintenance of accounting records, to carry out reliable financial reporting and to ensure compliance with the relevant laws and regulations. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

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審核委員會協助董事會每年檢討本集團風險管理及內部監控系統是否有效，審閱範圍涵蓋所有重大方面的監控，包括本公司財務監控、運營監控及合規監控；也包括在會計、內部審計及財務報告職能方面的資源充足性、員工資質及經驗，以及員工所接受的培訓課程及有關補貼的程度。於本年度，董事會對集團風險管理及內部監控審閱結果滿意並認為有效及足夠。

本集團設立內部審核團隊。在審核委員會指導下獨立開展審計工作，定期檢討本集團風險管理及內部監控系統的有效性並向風險管理委員會及審核委員會匯報。審核委員會審批內部審核團隊年度工作計劃，內部審核團隊向審核委員會匯報審計工作結果，並根據審核委員會建議執行跟進行動，以協助審核委員會及董事會推動本集團風險管理及內部監控的持續改善。內部審核團隊由具有一定專業能力、審計經驗及恰當溝通能力的人員擔任。

於二零二一年，董事會聘請專業第三方公司為本集團就風險管理及內部監控系統提供專業意見及服務。本集團並在二零二一年開展了公司層面和關鍵業務流程內控審閱，管理層已採取措施控制相關風險，並制定了內部監控管理機制與整改計劃，將持續落實執行。

本集團建立了全面風險管理體系，並與現有的內部監督體系實現了有機融合。通過系統的風險管理程序，識別並建立符合本公司經營情況的風險清單，評估風險發生的可能性與影響力，對本集團業務影響的嚴重性進行排序，結合定性和定量分析挖掘風險成因，從經營策略、制度流程、架構職能、技術工具、人員技能、資源配置及績效考核七個方面

The Audit Committee assists the Board to review the effectiveness of the Group's risk management and internal control systems every year. Review scope covers the control of all major aspects, including the Company's financial control, operation control and compliance control. It also reviews the adequacy of resources in the accounting, internal audit and financial reporting functions, staff qualifications and experience, and the level of training attended and related subsidies that employees have received. During the Year, the Board is satisfied with the review results of the Group's risk management and internal control and considers them effective and sufficient.

The Group has established an internal audit team who conducts independent auditing work under the guidance of the Audit Committee. The annual work plan of the internal audit team was to review periodically in relation to the effectiveness of risk management and internal control systems and reports to the Risk Management Committee and Audit Committee. The internal audit team reported the audit results to the Audit Committee, carried out follow-up actions agreed based on recommendations of the Audit Committee and to assist the Audit Committee and the Board to promote continuous improvement of the Group's risk management and internal controls. The internal audit team is staffed by persons with certain professional ethics, professional competence, audit experience and appropriate communication skills.

In 2021, the Board has appointed a professional third party to provide professional advice and services on risk management and internal control system to the Group. The Group also implemented internal control review at the Company level and key business processes in 2021. The management has taken measures to control related risks and developed internal monitoring management mechanism and rectification plan which will continue to be implemented.

The Group has established a comprehensive risk management system and realized organic integration with the internal control system. Through a systematical risk management process, a list of risks is compiled by identification with respect to the operating conditions of the Company. Judgment on the possibility of occurrence and the effects of various types of risks is attained through assessment of risks. Ranking the severity of the Group's business impact by combining qualitative and quantitative analysis to find out the causes of risks, recommendations of multi-dimensional and effective responsive strategies are made from seven aspects, including operation

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出發，提出多維度、行之有效的應對策略，形成書面報告並匯報管理層和董事會。本集團進一步制定風險管理措施以維持風險在可接受的程度內，最終通過內部監督制度實現有效落實，體現風險管理的工作效果。本集團目前已形成常態化的風險日常監控與定期評估機制，實現對日常經營管理活動中的重要風險因素進行持續監督。

本集團除了在內部實施風險管理及內部監控並定期回顧外，每年外聘核數師在開展法定審核工作的同時，檢查若干主要的風險管理及內部監控是否充足及有效。於適當情況下，本集團採納外聘核數師的有關建議，加強風險管理及內部監控。

此外，為規範集團運營，保證本集團各項業務符合相關法規，於二零一五年將原集團監察部改組為合規部，負責本集團所有與合規相關工作的建立、檢查和報告，自此在本集團內部建立了合規風險管理組織架構，定期回顧本集團內部員工、客戶、供應商及合作方行為合規性，開展遵紀守法及合規廉潔的培訓教育，每年與員工簽訂合規承諾書。

關於處理及發佈內幕消息，本集團制定了《信息披露管理辦法》，並遵守適用法律、法規和上市規則，按信息處理及發佈程式，真實、及時、準確、合法、完整地披露資訊，履行披露義務，並確保適當批准披露該等消息前維持保密，保護股東、債權人及其他利益相關人員的合法權益。本公司已採取必要的內部控制措施，以限制董事、高級管理層及相關僱員在未經本公司授權之前獲取或使用內幕消息。

strategy, system process, structural functions, technical tools, skills of staff, allocation of resources and performance appraisal, and a written report is prepared for submission to the management and the Board. The Group further developed risk management measures to maintain risk within an acceptable level. Finally, fruitful results of risk management will be realized through effective implementation of the internal control system. The Group has formed a regular mechanism for daily monitoring and regular assessment of risks to realize continuing supervision on essential risk factors in the daily operational management activities.

In addition to internal implementation of risk management and conducting regular review on internal control, the Group will engage external auditors annually to perform statutory audits as well as to review the adequacy and effectiveness of certain key risk management and internal control aspects. Under appropriate circumstances, the Group will adopt the relevant recommendations of the external auditors to enhance risk management and internal control.

Moreover, to regulate operations of the Group and to ensure that all businesses of the Group comply with relevant laws and regulations, the Group's former surveillance department has been restructured into the compliance department in 2015 and is responsible for the establishment, inspection and reporting of all compliance-related work of the Group. A compliance risk management organizational structure has been established within the Group since then to conduct regular reviews on the compliance of conducts of the Group's internal staff, customers, suppliers and cooperative partners, provide training and education on observing discipline and laws and complying with anti-corruption rules, and sign letters of undertakings on compliance with employees annually.

Regarding the handling and release of inside information, the Group has formulated the "Information Disclosure Management Measures", and has complied with applicable laws, regulations and the Listing Rules, to disclose information truthfully, timely, accurately, legally and completely in accordance with the information processing and release procedures to perform the obligations of disclosure, and to ensure that such information has been kept confidential prior to the proper approval of its disclosure to protect the legitimate interests of the Shareholders, creditors and other stakeholders. The Company has implemented necessary internal control measures to restrict Directors, senior management and related employees to obtain or use the inside information without prior authorisation by the Company.

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與股東及投資者之溝通

於二零二一年，本集團多次參與機構投資者會議，並通過多元化渠道定期與眾多投資者溝通。本集團亦於本公司及聯交所網站刊登年度及中期報告、業績公告、其他公告及通函，藉以達致最高標準及財務透明。

於本年度，本公司於二零二一年六月三十日舉行了股東週年大會。

於本年度，董事出席股東大會的記錄載列如下：

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

In 2021, the Group has participated in a number of institutional investor conferences and regularly communicated with many investors through various means. The Group has also set to provide the highest standard and financial transparency through publication of annual and interim reports, results announcements, other announcements and circulars through the websites of the Company and the Stock Exchange.

During the Year, the Company held the annual general meeting on 30 June 2021.

The attendance records of the Directors at the general meetings held during the Year are set out below:

		出席次數/舉行之會議次數 Attendance/ No. of meetings held
執行董事	Executive Directors	
車馮升醫生	Dr. Che Fengsheng	1/1
郭維城醫生	Dr. Guo Weicheng	1/1
張炯龍醫生	Dr. Zhang Jionglong	1/1
蔡耀忠先生	Mr. Choi Yiau Chong	1/1
陳燕玲女士	Ms. Chen Yanling	1/1
非執行董事	Non-executive Director	
金鎮夏先生(於二零二一年八月六日辭任)	Mr. Kim Jin Ha (resigned on 6 August 2021)	0/1
獨立非執行董事	Independent Non-executive Directors	
辛定華先生	Mr. Patrick Sun	1/1
曾華光先生	Mr. Tsang Wah Kwong	1/1
朱迅博士	Dr. Zhu Xun	1/1

股東溝通政策

根據守則要求，董事會已採納股東溝通政策（「政策」）。

1. 目的

- 1.1 本政策所載條文旨在確保四環集團股東，包括個人及機構股東（統稱「股東」），及在適當情況下包括一般投資人士，均可適時取得全面、相同及容易理解的本公司資料（包括其財務表現、戰略目標及計劃、重大發展、管治及風險概況），一方面使股東可在知情情況下行使權力，另一方面也讓股東及投資人士與本公司加強溝通。
- 1.2 就本政策而言，包括本公司的準投資者，以及就本公司表現進行報告及分析的分析員。

2. 總體政策

- 2.1 董事會持續與股東及投資人士保持對話，並會定期檢討本政策以確保成效。
- 2.2 本公司向股東及投資人士傳達資訊的主要渠道為：本公司的財務報告（中期及年度報告）；股東週年大會及其他可能召開的股東大會；以及公司通訊及其他登載在四環集團網站上的公司刊物。
- 2.3 本公司時刻確保有效及適時向股東及投資人士傳達資訊。如對本政策有任何疑問，應向公司秘書或企業傳訊部主管提出。

Shareholder Communication Policy

The Board adopted a shareholder communication policy (“Policy”) according to the Code.

1. Purpose

- 1.1 This Policy aims to set out the provisions with the objective of ensuring that Sihuan Group’s shareholders, both individual and institutional (collectively, “Shareholders”), and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.
- 1.2 For the purpose of this Policy, references to the investment community is intended to include the Company’s potential investors as well as analysts reporting and analysing the Company’s performance.

2. General Policy

- 2.1 The Board shall maintain an on-going dialogue with Shareholders and the investment community, and will regularly review this Policy to ensure its effectiveness.
- 2.2 Information shall be communicated to Shareholders and the investment community mainly through the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened and its corporate communications and other corporate publications on the Sihuan Group website.
- 2.3 Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding this Policy shall be directed to the Company Secretary or Head of Corporate Communications.

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3. 傳訊途徑

股東查詢

- 3.1 股東如對名下持股有任何問題，應向本公司的香港股份過戶登記分處提出。
- 3.2 股東及投資人士可隨時要求索取本公司的公開資料。
- 3.3 本公司須向股東及投資人士提供指定的聯絡人及電郵地址，以便他們提出任何有關本公司的查詢。

公司通訊*

- 3.4 向股東發放的公司通訊以淺白中、英雙語編寫，以利便股東了解通訊內容。股東有權選擇收取公司通訊的語言(英文或中文)或收取方法(印副本或電子形式)。
- 3.5 股東宜向本公司提供(其中尤其包括)電郵地址，以助提供適時有效的通訊。

公司網站

- 3.6 四環集團網站(www.sihuanpharm.com)專設「投資者關係」欄目。四環集團網站上登載的資料定期更新。
- 3.7 本公司發送予聯交所的資料亦會隨即登載在四環集團網站。有關資料包括財務報表、業績公告、通函及股東大會通告及相關的說明文件等。
- 3.8 本公司每年的股東週年大會及業績公告所連帶提供的簡報會資料均會在發佈後盡快登載在四環集團網站。
- 3.9 本公司或其附屬公司刊發的所有新聞稿全部均會登載在四環集團網站。

3. Communication Strategies

Shareholders' enquiries

- 3.1 Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Branch Share Registrar.
- 3.2 Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.
- 3.3 Shareholders and the investment community shall be provided with designated contacts and email addresses in order to enable them to make any query in respect of the Company.

Corporate Communication*

- 3.4 Corporate communication will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding. Shareholders have the right to choose the language (either English or Chinese) or means of receipt of the corporate communications (in hard copy or through electronic means).
- 3.5 Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communications.

Corporate Website

- 3.6 A dedicated "Investor Relations" section is available on the Sihuan Group website (www.sihuanpharm.com). Information on the Sihuan Group website is updated on a regular basis.
- 3.7 Information released by the Company to the Stock Exchange is also posted on the Sihuan Group website immediately thereafter. Such Information on website includes financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents etc.
- 3.8 All presentation materials provided in conjunction with the Company's annual general meeting and results announcement each year will be made available on the Sihuan Group website as soon as practicable after their release.
- 3.9 All press releases issued by the Company or its subsidiaries will be made available on the Sihuan Group website.

股東大會

- 3.10 股東宜參與股東大會，如未可出席，可委派代表代其出席並於會上投票。
- 3.11 股東週年大會應有適當安排，以鼓勵股東參與。
- 3.12 本公司會監察及定期檢討股東大會程序，如有需要會作出改動，以確保其切合股東需要。
- 3.13 董事會成員(尤其是董事會轄下各委員會的主席或副主席或其代表)、適當的行政管理人員及外聘核數師均會出席股東週年大會回答股東提問。
- 3.14 股東宜出席本公司舉辦的股東活動，從而得悉本公司的情況，包括最新的戰略規劃、產品及服務等。

與投資市場的溝通

- 3.15 本公司會定期舉辦各種活動，包括為投資者/分析員舉行簡介會及與其單獨會面、在本地及國際路演推介、傳媒訪問、投資者推廣活動，以及舉辦/參與業界專題論壇等，以促進本公司與股東及投資人士之間的溝通。
- 3.16 四環集團董事及僱員但凡與投資者、分析員、傳媒或其他外界相關人士聯絡接觸或溝通對話必須遵守披露義務和要求。

Shareholders' Meetings

- 3.10 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.
- 3.11 Appropriate arrangements for the annual general meetings shall be in place to encourage Shareholders' participation.
- 3.12 The process of the Company's general meetings will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that Shareholders' needs are best served.
- 3.13 Board members, in particular, either the chairmen or deputy chairmen of Board committees or their delegates, appropriate management executives and external auditors will attend annual general meetings to answer Shareholders' questions.
- 3.14 Shareholders are encouraged to attend Shareholders' activities organised by the Company, where information about the Company, including its latest strategic plan, products and services etc will be communicated.

Investment Market Communications

- 3.15 Investor/analyst briefings and one-on-one meetings, roadshows (both domestic and international), media interviews, marketing activities for investors and specialist industry forums etc will be available on a regular basis in order to facilitate communication between the Company, Shareholders and the investment community.
- 3.16 Sihuan Group's Directors and employees who have contacts or dialogues with investors, analysts, media or other interested outside parties are required to comply with the disclosure obligations and requirements.

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4. 股東私隱

4.1 本公司明白保障股東私隱的重要性，除法例規定者外，不會在獲得股東同意前擅自披露股東資料。

* 「**公司通訊**」指四環已經或將向任何持有其證券的人士發出以供其參閱或採取行動的任何文件，包括(但不限於)董事會報告及年度賬目連同核數師報告、中期報告、會議通告、通函及代表委任表格等。

4. *Shareholder Privacy*

4.1 The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.

* "**Corporate Communication**" refers to any document issued or to be issued by Sihuan for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, a notice of meeting, a circular and a proxy form.

憲法文件

自二零二一年一月一日至本年報日期，本公司的組織章程大綱及細則並無變更。

股東權利

下列程序受本公司細則(「細則」)、百慕達一九八一年公司法(「公司法」)及適用之法例與法規所規限。股東若對下列程序有疑問，或欲向董事會詢問，可向本公司聯席公司秘書(「公司秘書」)提出書面請求，地址為香港灣仔港灣道1號會展廣場辦公大樓4309室。

A. 股東於股東大會提呈建議(建議指定人士參選董事除外)的程序

- (1) 根據細則第56及57條，本公司股東週年大會(「股東週年大會」)須每年舉行一次，並可於必要時舉行股東特別大會。
- (2) 根據公司法第79條，(i)持有有權於股東大會上投票之全體股東總投票權不少於二十分之一的股東；或(ii)不少於一百名股東，可向有權收取股東週年大會或股東大會通知的股東提呈書面要求以通知於股東週年大會上動議的任何決議案，或就於特定股東大會提呈之任何決議案所述事項或處理的事務作出不超過1,000字的書面陳述。
- (3) 書面請求/陳述須由相關股東簽署，並於股東週年大會舉行前六(6)週(倘要求獲提供決議案通知)或股東大會舉行前一(1)週(倘為任何其他要求)呈遞至本公司註冊辦事處(地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda)及連同副本呈交至本公司香港主要辦事處(地址為香港灣仔港灣道1號會展廣場辦公大樓4309室)，致公司秘書。

CONSTITUTIONAL DOCUMENTS

During the period from 1 January 2021 to the date of this annual report, there has not been any change in the Company's memorandum of association and bye-laws.

SHAREHOLDERS' RIGHTS

The following procedures are subject to the bye-laws of the Company (the "Bye-laws"), the Bermuda Companies Act 1981 (the "Act") and applicable legislation and regulation. Shareholders who have enquires about the following procedures or have enquires to put to the Board may write to the joint company secretaries of the Company (the "Company Secretary") at Room 4309, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

A. Procedures for Shareholders to make proposals at general meeting (other than a proposal of a person for election as a Director)

- (1) Pursuant to Bye-laws 56 and 57, the Company holds an annual general meeting ("AGM") every year, and may hold a general meeting known as a special general meeting whenever necessary.
- (2) Pursuant to section 79 of the Act, Shareholder(s) holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting; or (ii) not less than 100 Shareholders, can submit a written request for notice of any resolution intended to be moved at an AGM or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting to be given to the Shareholders entitled to receive notice of the AGM or general meeting.
- (3) The written request/statements must be signed by the Shareholder(s) concerned and deposited at the Company's registered office at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda with a copy to its principal office in Hong Kong at Room 4309, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, for the attention of the Company Secretary, not less than six (6) weeks before the AGM in the case of a requisition for notice of a resolution and not less than one (1) week before the general meeting in the case of any other requisition.

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(4) 根據公司法第80條，倘書面要求適當，公司秘書可要求董事會(i)將決議案加載股東週年大會議程及提供決議案通知；或(ii)傳閱股東大會陳述，惟相關股東須支付董事會釐定的合理金額的費用，以便本公司根據法定要求向全體登記股東寄發決議案通知及/或向彼等傳閱相關股東提呈的陳述。相反，倘要求無效，或相關股東未有支付足夠費用供本公司作出上述行動，則向相關股東告知此結果，因此建議決議案不會加載股東週年大會議程，股東大會陳述亦不會傳閱。

B. 股東建議指定人士參選董事的程序

- (1) 倘正式合資格出席因處理委任/選舉董事而召開的股東大會並於會上投票的股東欲建議指定人士(股東本身除外)於該大會上參選董事，則須將書面通知呈遞至本公司註冊辦事處(地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda)及本公司香港主要辦事處(地址為香港灣仔港灣道1號會展廣場辦公大樓4309室)，致公司秘書。
- (2) 為使本公司告知全體股東有關建議，書面通知須列明獲建議參選董事人士的全名及上市規則第13.51(2)條規定的該名人士履歷詳情，並須由相關股東簽署及連同該名人士簽署的通知，表明其有意參選。

(4) Pursuant to section 80 of the Act, if the written request is in order, the Company Secretary will request the Board (i) to include the resolution in the agenda for the AGM and give notice of the resolution; or (ii) to circulate the statement for the general meeting, provided that the Shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Shareholder(s) concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid or the Shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the statement will not be circulated for the general meeting.

B. Procedures for a Shareholder to propose a person for election as a Director

- (1) If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of Director(s), wishes to propose a person (other than the Shareholder himself/herself) for election as a Director at that meeting, he/she must deposit a written notice at the Company's registered office at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda and its principal office in Hong Kong at Room 4309, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, for the attention of the Company Secretary.
- (2) In order for the Company to inform all Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the Shareholder concerned and accompanied by a notice signed by that person indicating his/her willingness to be elected.

- (3) 發出有關書面通知的最短期限至少須為七(7)日，倘該等通知於寄發指定舉行有關選舉之股東大會通知後遞交，則遞交有關通知的期限將於寄發指定舉行有關選舉之股東大會通告翌日開始，並於不遲於有關股東大會日期前七(7)日結束。
- (4) 倘於該股東大會日期前不足十五(15)個營業日收到該通知，則本公司須考慮押後股東大會，以(i)評估建議候選人是否合適；及(ii)於相關股東大會前最少十四(14)個整日及不少於十(10)個營業日就該建議向股東刊發公佈或寄發補充通函。
- (3) The minimum length of the period, during which such written notice(s) may be given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
- (4) If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the Shareholders at least fourteen (14) clear days and not less than ten (10) business days prior to the general meeting.

C. 股東召開股東特別大會(「股東特別大會」)的程序

- (1) 於遞呈要求當日持有不少於附有本公司股東大會投票權之本公司繳足股本十分之一的股東，可隨時向本公司註冊辦事處發出書面要求(地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda)及連同其副本呈遞至香港主要辦事處(地址為香港灣仔港灣道1號會展廣場辦公大樓4309室)，致董事會或公司秘書，要求董事會召開股東特別大會，處理有關要求所指明任何事項的相關議程，而有關大會須於遞呈上述要求後兩(2)個月內舉行。
- (2) 書面要求須列明股東大會的目的，經相關要求人士簽署，並可由多份相同格式的文件組成，惟每份文件須經一名或多名該等要求人士簽署。

C. Procedures for Shareholders to convene special general meeting ("SGM")

- (1) Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda and with a copy to its principal office in Hong Kong at Room 4309, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, for the attention of the Board or the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.
- (2) The written requisition must state the purposes of the general meeting, be signed by the requisitionists and may consist of several documents in like form, each signed by one or more of those requisitionists.

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- (3) 倘要求適當，公司秘書將要求董事會根據法定要求向全體註冊股東發出充分通知後召開股東特別大會。相反，倘要求無效，則向相關要求人士告知此結果，亦不會應要求召開股東特別大會。
- (4) 向全體註冊股東發出通知以供考慮相關要求人士於股東特別大會上所提呈建議的期限因建議性質而異，詳情如下：
- i. 倘建議屬本公司特別決議案(除更正明顯錯誤的純粹文書修訂外，不得予以修訂)，須最少發出二十一(21)個整日及不少於十(10)個完整營業日的書面通知；及
 - ii. 倘建議屬本公司普通決議案，須最少發出十四(14)個整日及不少於十(10)個完整營業日的書面通知。
- (5) 倘遞呈後二十一(21)日內董事會未有召開有關大會，則遞呈要求人士可根據公司法第74(3)條的規定自行以同樣方式召開大會。
- (6) 根據公司法第74(3)條的規定，倘董事會於遞呈要求日期起計二十一(21)日內未有召開有關大會，則遞呈要求人士或擁有彼等全體總表決權半數以上的任何該等人士可自行以同樣方式召開大會，惟所召開大會不得於上述日期起三(3)個月屆滿後舉行。
- (3) If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the requisitionists will be advised of this outcome and accordingly, a SGM will not be convened as requested.
- (4) The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the requisitionists at a SGM varies according to the nature of the proposal, as follows:
- i. at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than a mere clerical amendment to correct a patent error; and
 - ii. at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.
- (5) If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Act.
- (6) In accordance with the provision of section 74(3) of the Act, if the Board does not within twenty-one (21) days from the date of deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the said date.

(7) 遞呈要求人士因董事會未有正式召開大會而產生的所有合理開支須由本公司向遞呈要求人士償付，而本公司將從基於有關失責董事的服務而到期應付或即將應付的任何袍金或其他薪酬款項中扣留所償付款項。

D. 股東向董事會作出查詢的程序

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交董事會。公司秘書的聯絡詳情如下：

四環醫藥控股集團有限公司
香港灣仔
港灣道1號
會展廣場辦公大樓4309室
電話：(852) 3628 3911
傳真：(852) 3101 0362
電郵：ir@sihuanpharm.com

股東亦可在本公司股東大會上向董事會作出查詢。

股息政策

根據守則要求，董事會已於二零一九年三月十八日批准並採納股息政策。

1. 本公司可透過股東大會以任何貨幣宣派股息，惟所宣派的股息不得超過董事會建議的金額。董事會亦可不時宣派股息或其他分派。
2. 本公司宣派任何股息，均應當根據百慕達公司法、本公司組織章程細則以及其他適用法律法規進行，且以不影響本公司及其附屬公司的正常營運為原則。

(7) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such directors as were in default.

D. Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Sihuan Pharmaceutical Holdings Group Ltd.
Room 4309, Office Tower,
Convention Plaza, 1 Harbour Road,
Wanchai, Hong Kong
Telephone: (852) 3628 3911
Fax: (852) 3101 0362
Email: ir@sihuanpharm.com

Shareholders may also make enquiries to the Board at the general meetings of the Company.

DIVIDEND POLICY

The Board has approved and adopted a dividend policy on 18 March 2019 according to the requirement of the Code.

1. The Company may declare dividends in any currency through the Shareholders' meeting, but the dividends declared shall not exceed the amount recommended by the Board. The Board may also declare dividends or other distributions from time to time.
2. Any dividend declared by the Company shall be conducted in accordance with the Bermuda Companies Act, the bye-laws of the Company and other applicable laws and regulations, and shall not affect the normal operation of the Company and its subsidiaries as the principle.

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3. 在符合上文第二段的前提下，本公司是否宣派股息以及宣派金額，將取決於本公司的業績、現金流量與財務狀態及狀況、營運及資金需求、營商情況和策略、未來的運營和收益、資本要求和開支計劃、適用會計準則下可分派溢利金額以及董事會認為與本集團有關的其他因素。

董事會持續審閱本股息政策，並保留隨時更新、修正、修改及／(或)取消本股息政策的絕對自主權利。本公司不保證在任何既定期間，派發任何特定金額的股息，並且公司沒有任何預先確定的派息率。

企業管治職能

董事會負責確保公司建立健全的企業管治常規及程序。董事會授權審核委員會履行以下企業管治職務：

- (a) 發展及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察本公司董事的培訓及持續專業發展；
- (c) 檢討及監察本公司的政策及常規在法律及監管規定方面的合規情況；
- (d) 發展、檢討及監察適用於本公司董事及僱員的行為守則及企業管治事宜合規指引(如有)；及
- (e) 檢討本公司對守則及企業管治報告中的其他相關規則及披露規定的合規情況。

3. Subject to the second paragraph above, whether the Company declares dividends and the declared amounts will depend on the Company's financial results, cash flow and financial status and conditions, operating and funding needs, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, the amount of profit that can be distributed under the applicable accounting standards and other factors that the Board considers relevant to the Group.

The Board will continuously review this dividend policy and reserves the absolute autonomy to update, amend, modify and/or cancel this dividend policy at any time. The Company does not guarantee the payment of any specific amount of dividends for any given period of time and does not have any pre-determined dividend payout ratio.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for ensuring that the Company establishes good corporate governance practices and procedures. The Audit Committee is authorised by the Board to perform the corporate governance duties as below:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual to corporate governance matters (if any) applicable to Directors and employees of the Company; and
- (e) to review the Company's compliance with the Code and other related rules and disclosure in the Corporate Governance Report.

核數師酬金

本年度，本集團核數師向本集團提供核數服務。二零二一年度核數及非核數服務費用分別為人民幣五百萬元及無。

遵守不競爭承諾

車馮升醫生、郭維城醫生、孟憲慧先生及張炯龍醫生(統稱及各自為「契諾人」)各自已就其遵守不競爭承諾契據的條款(於本公司日期為二零一零年十月十五日的招股章程披露)提供年度聲明書。根據不競爭契據，各契諾人已(其中包括)不可撤銷及無條件地向本公司承諾，於有關期間內任何時間，各契諾人須各自及須促使其聯繫人(本集團成員公司除外)：

- (i) 不會直接或間接從事、投資、參與或試圖參與或提供任何服務或提供任何財務支持或以其他方式參與(不論以其個人名義或互相或聯同或代表任何人士或公司)與本集團的業務相同、類似或產生競爭的任何業務；及
- (ii) 不會採取任何行動干涉或中斷或可能干涉或中斷本集團的業務。

獨立非執行董事亦已審閱契諾人遵守不競爭承諾契據的情況。

AUDITOR'S REMUNERATION

For the Year, the auditor of the Group provided audit services for the Group. The service fees for audit and non-audit services in 2021 amounted to RMB5 million and nil, respectively.

COMPLIANCE OF THE NON-COMPETITION UNDERTAKING

Each of Dr. Che Fengsheng, Dr. Guo Weicheng, Mr. Meng Xianhui and Dr. Zhang Jionglong (collectively, the “Covenantors” and each a “Covenantor”) had provided an annual declaration in respect of their compliance with the terms of the deed of non-competition undertaking (as disclosed in the Company’s prospectus dated 15 October 2010). Pursuant to the deed of non-competition, each of the Covenantors has, among other things, irrevocably and unconditionally undertaken with the Company that at any time during the relevant period, each of the Covenantors shall, and shall procure that its associates (other than members of the Group):

- (i) not, directly or indirectly, engage in, invest in, participate in, or attempt to participate in or render any services to or provide any financial support to or otherwise be involved in, whether on its own account or with each other or in conjunction with or on behalf of any person or company, any business which is the same as, similar to or in competition with the business of the Group; and
- (ii) not take any action which interferes with or disrupts or may interfere with or disrupt the business of the Group.

The independent non-executive Directors have also reviewed the compliance by the Covenantors with the deed of non-competition undertaking.

董事會報告

REPORT OF DIRECTORS

董事會欣然提呈本年度董事會報告及經審核綜合財務報表(「財務報表」)。

主要業務

本公司為一家投資控股公司，本公司附屬公司之主要業務載列於財務報表附註19。

業務審視

主要關係

(i) 僱員

僱員為本集團最大資產之一，本集團高度重視僱員之個人發展。本集團定期檢討僱員的薪酬待遇並作出必要調整以符合市場標準，亦已採納購股權計劃及股份獎勵計劃，以表揚及獎勵員工對本集團之營運及未來發展作出的貢獻。

(ii) 供應商

本集團與多個供應商發展長期良好關係，並確保雙方對品質及道德之目標一致。本集團謹慎選擇供應商，要求供應商達到一定的水平。

(iii) 分銷商

我們主要透過分銷商銷售產品至最終客戶。我們與分銷商緊密合作，以確保我們於提升品牌價值及客戶服務方面之觀點一致。

(iv) 醫院

本集團致力為醫院提供優質產品。我們亦透過不同渠道如探訪、推廣資料及會面等持續溝通與醫院保持緊密聯繫及關係。

The Board is pleased to present the Report of Directors together with the audited consolidated financial statements for the Year (the “**Financial Statements**”).

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 19 to the Financial Statements.

BUSINESS REVIEW

Key Relationships

(i) Employees

Employees are one of the greatest assets of the Group and the Group regards the personal development of its employees highly important. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard. The Group has also adopted share option scheme and share award scheme to recognise and reward the contribution of the employees for the benefit of the Group’s operations and future development.

(ii) Suppliers

We have developed long-term relationships with a number of suppliers and to ensure that they share our commitment to quality and ethics. We carefully select our suppliers and require them to satisfy certain benchmarks.

(iii) Distributors

We sell our products to the end-user customers through distributors. We work closely with the distributors to ensure that we share the view for enhance our brand value and customer services.

(iv) Hospitals

We are committed to offer quality products to hospitals. We also stay connected and maintain a close relationship with the hospitals through various channels such as visits, marketing materials and meetings.

有關本集團本年度業務的審視與對未來業務發展的論述均載於本年報第16頁至第21頁的主席報告，而有關本集團可能面對的風險及不明朗因素的描述，亦載於第22頁的管理層討論及分析，財務報表附註43還刊載了本集團的財務風險管理分析。本年報第15頁則刊載本集團財務摘要，以財務關鍵表現指標分析本集團的本年度表現。此外，關於風險管理、內部監控系統、ESG、與持份者關係及對本集團有重大影響的相關法律及規例之遵守情況，分別刊於第16頁至第21頁的主席報告、第64頁至第89頁的企業管治報告及第90頁至第118頁之本董事會報告書中，並於本集團企業網頁內可供查閱。

環境保護

本公司在生產與運營過程中始終遵守綠色環保的可持續發展承諾，嚴格遵守業務所在地的環保法律法規，建立健全環境管理制度及監督體系，推動高效環保的生產運作模式，致力於構建資源節約型、環境友好型企業。本年度，本集團重點推動下屬生產開展多項精益生產改造項目，推動節能增效的生產方式；積極回應國家政策，強化危廢品管理；同時，進一步規範環境資料管理，為制定企業節能減排目標奠定資料基礎。

本集團致力於營造綠色舒適的辦公環境，推行多種綠色宣傳與能耗管理手段，鼓勵全員參與自檢自查，不斷強化員工的環保節能意識；同時，進一步規範垃圾分類管理，美化環境。

本集團將不時檢討其環保工作，並在業務營運中持續探索環境管理的提升優化方向，以履行企業經濟與環境可持續發展之承諾。

A review of the business of the Group during the Year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 16 to 21 of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the Management Discussion and Analysis on page 22. Also, the financial risk management analysis of the Group can be found in Note 43 to the Financial Statements. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Group Financial Summary on page 15 of this annual report. In addition, discussions on the Group's risk management, internal control, ESG, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Chairman's Statement, the Corporate Governance Report and this Report of Directors on pages 16 to 21, pages 64 to 89 and pages 90 to 118, respectively, and in the Group's corporate website.

ENVIRONMENTAL PROTECTION

The Company has always abided by the environmental-friendly sustainable development commitment in the process of production and operation, strictly complied with the environmental protection laws and regulations in the places where it operates, established and improved the environmental management system and monitoring system, promoted an efficient and green pattern for production and operation, committed to building a resource-saving and environment-friendly enterprise. For the Year, the Group focused on promoting its subordinated production units to conduct various lean production transformation projects, so as to promote an energy-saving and profit-increasing production pattern; proactively responded to national policies to strengthen the management of hazardous wastes; at the same time, further standardized the environmental information management, laying an information foundation for setting the corporate goals of energy conservation and emission reduction.

The Group is committed to creating a green and comfortable office environment, carries out a variety of green publicity and energy consumption management methods, encourages all employees to participate in self-inspection to constantly strengthen employees' awareness of environmental protection and energy saving. Meanwhile, the Group further regulates garbage classification management to make a beautiful environment.

The Group will review its environmental protection work from time to time and continue to explore the direction of improvement and optimization of environmental management in its business operations in order to fulfill its commitments to realize corporate economic and environmental sustainability.

董事會報告

REPORT OF DIRECTORS

為進一步提升環境、社會及管治的資訊披露水平，回應利益相關方關注，本集團將繼續披露獨立的《環境、社會及管治報告》。有關本集團環保工作具體事宜與績效詳情，請參考本集團適時出版截至二零二一年十二月三十一日止年度的《環境、社會及管治報告》。

分部資料

本年度，本集團之營業額、收益及分部資料之分析載列於財務報表附註4。

業績及分派

本集團本年度之業績載列於本年報第126至第127頁之綜合損益及其他全面收益表。

董事會建議宣派及派發截至二零二一年十二月三十一日止年度的末期現金股息每股人民幣1.3分（相等於每股港幣1.6分）及特別現金股息每股人民幣9.5分（相等於每股港幣11.7分）以感謝股東的支持，惟須經股東於本公司應屆股東週年大會上批准。

財務摘要

本集團過往五個財政年度之業績以及資產與負債之摘要載列於本年報第15頁。

物業、廠房及設備

於本年度，本集團之物業、廠房及設備之變動詳情載列於財務報表附註14。

附屬公司、聯營公司及合營企業

有關本公司於二零二一年十二月三十一日之主要附屬公司、聯營公司及合營企業之詳情分別載列於財務報表附註19、20及40。

In order to further improve our information disclosure level in environment, society and governance and respond to our stakeholders' concerns, the Group will continuously disclose the independent Environmental, Social and Governance Report. For details of the Group's environmental protection work and performance, please refer to the Group's Environmental, Social and Governance Report for the year ended 31 December 2021 to be published in due course.

SEGMENT INFORMATION

An analysis of the Group's turnover, income and segment information for the Year is set out in note 4 to the Financial Statements.

RESULTS AND DISTRIBUTIONS

The Group's results for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 126 to 127 of this annual report.

The Board recommended the declaration and payment of a final cash dividend of RMB1.3 cents per share (equivalent to HK\$1.6 cents per share) and a special cash dividend of RMB9.5 cents per share (equivalent to HK\$11.7 cents per share) for the year ended 31 December 2021 in thanking Shareholders' support, subject to the approval by the Shareholders at the forthcoming annual general meeting of the Company.

FINANCIAL HIGHLIGHTS

A summary of the Group's results and assets and liabilities for the last five financial years is set out on page 15 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the Financial Statements.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Details of the Company's principal subsidiaries, associates and joint venture as at 31 December 2021 are set out in notes 19, 20 and 40 to the Financial Statements, respectively.

股本

於本年度，本公司之股本變動詳情連同其原因載列於財務報表附註26。

股份及儲備

有關本集團及本公司於本年度的股份及儲備變動詳情載列於綜合權益變動表以及財務報表附註26及28。於報告期間完結時，可供分派予股東的儲備為人民幣4,546,223,000元(二零二零年：人民幣4,302,088,000元)。本公司於本年度內以人民幣2,737,000元為對價發行了3,380,000股普通股股份，有關詳情連同其原因載於本年報「購股權計劃及剩餘期限」一節。

購股權計劃及剩餘期限

股東於二零一七年十月二十四日(「**購股權計劃採納日期**」)舉行的股東特別大會上批准及採納購股權計劃(「**購股權計劃**」)，自購股權計劃採納日期起計十(10)年內有效。而截至本報告日期，有效期大約還剩約5年7個月。

購股權計劃的目的

購股權計劃旨在鼓勵合資格人士(載於下文(b)段)(i)於日後對本集團作出最大貢獻；(ii)獎勵彼等過往作出的貢獻；及(iii)吸納及挽留對本集團而言屬重要及／或其貢獻有利或將有利於本集團表現、增長及所得成果的合資格人士，或以其他方式與彼等維持持續關係。

(a) 合資格人士

董事會可全權酌情邀請本集團任何成員公司的任何董事或候任董事(包括獨立非執行董事)、任何執行董事、經理或在本集團任何成員公司擔任行政、管理、監督或類似職位的其他僱員、任何候任僱員、任何全職或兼職僱員、或當時調入本集團任何成員公司作全職或兼職工作的人士、本集團任何成員公司的顧問、業務或合營企業夥伴、特許經營商、承包商、代理或代表、向本集團任何成員公司提供研究、開發或其他技術支持或任何諮詢、顧問、專業或其他服務的個人或實體，或上述任何人士的聯繫人(定義見上市規則)(統稱及各自為「合資格人士」)。

SHARE CAPITAL

Details of movements in the share capital of the Company during the Year together with the reasons for such movements are set out in note 26 to the Financial Statements.

SHARES AND RESERVES

Details of movements in the shares and reserves of the Group and the Company during the Year are set out in the Consolidated Statement of Changes in Equity and also in notes 26 and 28 to the Financial Statements. As at the end of the reporting period, the reserves available for distribution to Shareholders amounted to RMB4,546,223,000 (2020: RMB4,302,088,000). The Company had issued 3,380,000 ordinary shares at a consideration of RMB2,737,000 during the Year, details of which together with the reasons for such issue are set out in the "Share Option Scheme and Remaining Life" section of this annual report.

SHARE OPTION SCHEME AND REMAINING LIFE

The Share Option Scheme was approved and adopted by the Shareholders at the special general meeting ("**Share Option Scheme**") held on 24 October 2017 ("**Share Option Scheme Adoption Date**"), which will be valid for ten (10) years from the Share Option Scheme Adoption Date. As of the date of this Report, it has a remaining life of approximately 5 years 7 months.

Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to motivate Eligible Persons (as set out in paragraph (b) below) (i) to optimise their future contributions to the Group; (ii) to reward them for their past contributions; and (iii) to attract, retain or otherwise maintain on-going relationships with Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth and success of the Group.

(a) Eligible persons

Our Board may, at its sole discretion, invite any director or proposed director (including an independent non-executive director) of any member of the Group, any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in, any member of the Group, any proposed Employee, any full-time or part-time Employee, or a person for the time being seconded to work full-time or part-time for any member of the Group, a consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group, a person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group, or an associate (as defined under the Listing Rules) of any of the foregoing persons (together, "**Eligible Persons**" and each an "**Eligible Person**").

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(b) 釐定資格

- (i) 董事會可全權酌情決定根據購股權計劃向任何合資格人士(「承授人」)提出要約授出可認購本公司股份(「股份」)的購股權。
- (ii) 董事將不時依據任何合資格人士對本集團發展、增長及所得成果作出的貢獻，釐定該等人士獲授任何購股權的資格基準。
- (iii) 為免生疑問，除非董事另有決定，否則本公司向任何被界定為合資格人士的人士授出可認購股份的任何購股權，不應因此被詮釋為根據購股權計劃授出購股權。
- (iv) 合資格人士或承授人須向董事會提供董事會不時(包括於提出有關授出購股權的要約前、於接納所授出的購股權時及於行使購股權時)全權酌情要求的有關資料及支持證據，以評估及／或釐定其作為合資格人士及／或承授人或其緊密聯繫人的資格或是否持續符合資格，或用作與購股權(及其行使)條款或購股權計劃及其管理有關的用途。

因根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權獲行使而將予發行的股份數目，最多合共不得超過於購股權計劃採納日期的已發行股份的10%(「計劃授權上限」)，惟本公司可於董事會認為合適的情況下隨時尋求股東批准更新計劃授權上限，惟因行使根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權而將予發行的股份數目，最多不得超過股東於股東大會上批准更新該上限之日的已發行股份的10%。

(b) Determination of eligibility

- (i) The Board may, at its absolute discretion, offer to grant to any Eligible Person (a “Grantee”) an option to subscribe for the Company's shares (the “Shares”) under the Share Option Scheme.
- (ii) The basis of eligibility of any Eligible Person to the grant of any option shall be determined by our Directors from time to time on the basis of their contributions to the development, growth and success of the Group.
- (iii) For the avoidance of doubt, the grant of any option by our Company for the subscription of Shares to any person who falls within the definition of Eligible Persons shall not, by itself, unless our Directors otherwise determine, be construed as a grant of options under the Share Option Scheme.
- (iv) An Eligible Person or a Grantee shall provide the Board such information and supporting evidence as the Board may in its absolute discretion request from time to time (including before the offer of a grant of option, at the time of acceptance of a grant of option and at the time of exercise of an option) for the purpose of assessing and/or determining his eligibility or continuing eligibility as an Eligible Person and/or a Grantee or that of his close associates or for purposes in connection with the terms of an option (and the exercise thereof) or the Share Option Scheme and the administration thereof.

The maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not in aggregate exceed 10% of the Shares in issue as at the Share Option Scheme Adoption Date (“**Scheme Mandate Limit**”), provided that the Company may at any time as the Board may think fit seek approval from the Shareholders to refresh the Scheme Mandate Limit, except that the maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders in general meeting where such limit is refreshed.

儘管有前段所述者，惟因行使根據購股權計劃（及根據本公司任何其他首次公開發售後購股權計劃）授出而尚未行使及有待行使的所有購股權而將予發行的股份數目，最多不得超過不時已發行股份的30%。

於二零一七年十月二十四日的股東特別大會上通過有關採納購股權計劃之決議案後，根據購股權計劃可能配發及發行之股份總數將為947,108,220股股份，相當於購股權計劃採納日期已發行之股份總數約10%。

在任何12個月期間內因授予任何一名合資格人士的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將予發行的股份數目，最多不得超過不時已發行股份的1%。倘向上述合資格人士增授購股權會導致截至增授購股權之日（包括該日）止12個月期間因行使已授予及可能授予該合資格人士的所有購股權（包括已行使、已註銷及尚未行使的購股權）而已發行及將予發行的股份，合共超過當時已發行股份的1%，則增授購股權須在股東大會上取得股東另行批准，而該合資格人士及其聯繫人或緊密聯繫人（視情況而定）均須放棄投票。

授出購股權

根據購股權計劃的條款及條件並在其規限下，董事會有權於由購股權計劃採納日期起計的十(10)年期內隨時向董事會全權酌情選定的任何合資格人士提出要約授出任何購股權，並於要約獲接納時向合資格人士授出獲接納的該部分購股權。

Despite the above-mentioned, the maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 30% of the Shares in issue from time to time.

The total number of Shares that may fall to be allotted and issued under the Share Option Scheme after the resolution regarding the adoption of the Share Option Scheme was passed at the special general meeting on 24 October 2017 would be 947,108,220 Shares, representing approximately 10% of the total number of Shares in issue as at the Share Option Scheme Adoption Date.

The maximum number of Shares issued and to be issued upon exercise of the options granted to any one Eligible Person (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time. Where any further grant of options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all options granted and which may be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant would exceed 1% of the Shares in issue at such time, such further grant shall be separately approved by the Shareholders in general meeting with such Eligible Person and his associates or close associates (as the case may be) abstaining from voting.

Grant of options

On and subject to the terms and conditions of the Share Option Scheme, the Board shall be entitled at any time within a period of ten (10) years commencing on the Share Option Scheme Adoption Date to offer the grant of any option to any Eligible Person as the Board may in its absolute discretion select, and on acceptance of the offer, grant such part of the option as accepted to the Eligible Person.

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在購股權計劃條文的規限下，董事會在提出要約授出購股權時，可全權酌情決定在購股權計劃所載條文以外施加任何董事會認為適當的有關條件、限制或局限（將於載有授出購股權要約的函件內列明），包括（在不影響前述者的一般性原則下）持續符合資格標準、關於本公司及／或承授人須達致表現、營運或財務目標的條件、限制或局限、承授人完滿履行或達成若干條件或義務，或就購股權所涉全部或部分股份行使有關購股權的權利的歸屬時間或期限，惟購股權所涉股份的歸屬期不得超過授出購股權當日起計滿十(10)年。

購股權計劃的規則規定，董事會可指定獲授購股權的合資格人士、每份購股權所涉及的股份數目及獲授購股權的日期。購股權可於購股權期限內隨時行使，惟受限於根據購股權計劃規則施加的若干條件、限制或局限。釐定認購價的基準亦於購股權計劃規則中訂明。購股權計劃並無明確表現目標。董事認為，讓董事會擁有酌情權可在授出購股權時設定（其中包括）購股權可予行使前須符合的最短持有期限、表現目標及認購價，將可更有效地達成購股權計劃的目的，原因是這可讓董事會因應承授人的具體情況，經考慮承授人的資歷、經驗、過往工作表現、專業領域等因素後授出購股權，因而可給予承授人適當的鼓勵及激勵。

當本公司於載有授出購股權要約的函件所列明的期限內收到經承授人妥為簽署有關接納購股權的函件複本，連同以本公司為收款人作出的1.00港元（作為獲授購股權的代價）匯款，則授出購股權要約將被視為已獲接納。一旦作出有關接納，購股權將被視為經已授出，並於要約日期起生效。

承授人可按本公司不時設立有關行使購股權的程序行使全部或部分購股權。每次行使購股權均須附上行使該購股權所涉將予發行股份的全數認購價款。

Subject to the provisions of the Share Option Scheme, the Board may in its absolute discretion when offering the grant of an option impose any condition, restriction or limitation in relation thereto in addition to those set forth in the Share Option Scheme as the Board may think fit (to be stated in the letter containing the offer of the grant of the option), including but without prejudice to the generality of the foregoing continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by our Company and/or the Grantee, the satisfactory performance or maintenance by the Grantee of certain conditions or obligations or the time or period when the right to exercise the option in respect of all or some of the Shares to which the option relates shall vest, provided that the period within which the Shares that the option relates shall vest on a date not more than ten (10) years from the date of the grant of the option.

The rules of the Share Option Scheme provide that the Board may specify the Eligible Persons to whom options shall be granted, the number of Shares subject to each option and the date on which the options shall be granted. The options may be exercised at any time during the option period subject to certain conditions, restrictions or limitations imposed pursuant to the rules of the Share Option Scheme. The basis for determining the subscription price is also specified precisely in the rules of the Share Option Scheme. There is no performance target specified in the Share Option Scheme. The Directors consider that allowing the Board discretion to fix, among other things, the minimum period for which an option must be held before it can be exercised, performance targets and the subscription price, upon the grant of options will better serve the purpose of the Share Option Scheme as this will allow the Board to grant options that cater to the specific circumstances of the Grantee, taking into consideration the Grantee's seniority, experience, past work performance, field of expertise, etc., and thereby providing appropriate motivation and incentive to the Grantee.

An offer of the grant of an option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the option duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within the period specified in the letter containing the offer of the grant of the option. Once such acceptance is made, the option shall be deemed to have been granted and to have taken effect from the offer date.

An option shall be exercised in whole or in part by the Grantee according to the procedures for the exercise of options established by the Company from time to time. Every exercise of an option must be accompanied by a remittance for the full amount of the subscription price for the Shares to be issued upon exercise of such option.

任何特定購股權所涉及的認購價應由董事會於授出相關購股權時全權酌情釐定(並須於載有授出購股權要約的函件內列明)，惟認購價不得低於下列各項的最高者：

- (i) 股份面值；
- (ii) 於要約日期聯交所每日報價表所報的股份收市價；及
- (iii) 緊接要約日期前五個營業日聯交所每日報價表所報的股份平均收市價。

認購價亦可根據資本結構重組予以調整。

The subscription price in respect of any particular option shall be such price as our Board may in its absolute discretion determine at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the subscription price shall not be less than whichever is the highest of:

- (i) the nominal value of a Share;
- (ii) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and
- (iii) the average of the closing prices of Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date.

The subscription price shall also be subject to adjustment in accordance with reorganization of capital restructure.

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購股權計劃項下已授出且於二零二一年十二月三十一日尚未行使的購股權概要如下：

The summary of the options granted under the Share Option Scheme that were still outstanding as at 31 December 2021 are as follows:

承授人姓名或類別		行使價 (港元)	行使期	於二零二一年 一月一日	本年度 已授出	本年度 已行使	本年度 已註銷	本年度 已失效	於 二零二一年 十二月 三十一日
Name or Category of Grantees	授出日期 Date of Grant	Exercise Price (HK\$)	Exercise Period	As at 1 January 2021	Granted during the Year	Exercised during the Year	Cancelled during the Year	Lapsed during the Year	As at 31 December 2021
(a) 董事									
(a) Directors									
蔡耀忠先生	二零二零年 八月二十六日	0.972	二零二零年 八月二十六日至 二零三零年 八月二十五日	6,000,000	-	-	-	-	6,000,000
Mr. Choi Yiau Chong	26 August 2020		26 August 2020 to 25 August 2030						
陳燕玲女士	二零二零年 八月二十六日	0.972	二零二零年 八月二十六日 至二零三零年 八月二十五日	4,000,000	-	-	-	-	4,000,000
Ms. Chen Yanling	26 August 2020		26 August 2020 to 25 August 2030						
辛定華先生	二零二零年 八月二十六日	0.972	二零二零年 八月二十六日至 二零三零年 八月二十五日	3,000,000	-	1,000,000	-	-	2,000,000
Mr. Patrick Sun	26 August 2020		26 August 2020 to 25 August 2030						
曾華光先生	二零二零年 八月二十六日	0.972	二零二零年 八月二十六日至 二零三零年 八月二十五日	3,000,000	-	-	-	-	3,000,000
Mr. Tsang Wah Kwong	26 August 2020		26 August 2020 to 25 August 2030						
朱迅博士	二零二零年 八月二十六日	0.972	二零二零年 八月二十六日至 二零三零年 八月二十五日	3,000,000	-	-	-	-	3,000,000
Dr. Zhu Xun	26 August 2020		26 August 2020 to 25 August 2030						

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承授人姓名或類別 Name or Category of Grantees	授出日期 Date of Grant	行使價 (港元) Exercise Price (HK\$)	行使期 Exercise Period	於二零二一年	本年度	本年度	本年度	本年度	於
				一月一日 As at 1 January 2021	已授出 Granted during the Year	已行使 Exercised during the Year	已註銷 Cancelled during the Year	已失效 Lapsed during the Year	二零二一年 十二月 三十一日 As at 31 December 2021
(b) 僱員 (b) Employees	二零二零年 八月二十六日 26 August 2020	0.972	二零二零年 八月二十六日至 二零三零年 八月二十五日 26 August 2020 to 25 August 2030	75,656,000	-	2,380,000	-	-	73,276,000
	二零二一年 九月一日 1 September 2021	2.220	二零二一年 九月一日至 二零三一年 八月三十一日 1 September 2021 to 31 August 2031	-	7,500,000	-	-	-	7,500,000
總計： Total:				94,656,000	7,500,000	3,380,000	-	-	98,776,000

附註：

(1) 緊接二零二零年八月二十六日及二零二一年九月一日(購股權授出日期)前的每股收市價分別為1.050港元及2.310港元。

(2) 緊接二零二一年十月五日(為購股權行使日期)前的每股收市價為1.650港元。

Notes:

(1) The closing prices per Share immediately before 26 August 2020 and 1 September 2021 (the dates on which the options were granted) were HK\$1.050 and HK\$2.310 respectively.

(2) The closing price per Share immediately before 5 October 2021 (the date on which the options were exercised) was HK\$1.650.

董事會報告

REPORT OF DIRECTORS

僱員股份獎勵計劃

為向本集團管理層提供獎勵，若干股東（即 Plenty Gold Enterprises Limited、車馮升醫生及郭維城醫生）已於二零一零年十月二十五日（「採納日期」）採納一項獎勵計劃（「僱員股份獎勵計劃」）。Plenty Gold Enterprises Limited、車馮升醫生及郭維城醫生（作為信託的財產授予人（「財產授予人」））已為僱員股份獎勵計劃預留及撥出合共33,750,000股股份（「Plenty Gold股份」）。於二零一三年一月二十五日，MSPEA Pharma Holdings B.V. 向僱員股份獎勵計劃貢獻額外3,750,000股股份（連同Plenty Gold股份，統稱「預留股份」）。受託人公司（於英屬處女群島成立的私人信託公司，由Plenty Gold Enterprises Limited全資擁有）已獲委任為受託人（「計劃受託人」），根據僱員股份獎勵計劃持有預留股份，計劃受託人將於接獲薪酬委員會的指示後，向經甄選的本集團管理人員及僱員（不包括董事）（「承授人」）授出可按薪酬委員會將釐定的價格購入預留股份的權利（「獎勵」）。

僱員股份獎勵計劃涉及授出現有股份，故本公司不會根據此安排發行新股份。由於獎勵的承授人將為經甄選的本集團管理人員（不包括董事）且財產授予人為關連人士，故預留股份不會計入公眾持股量。所有相關獎勵計劃（包括此僱員股份獎勵計劃）合共將不會超過本公司已發行股本的30%。薪酬委員會應釐定將獲授獎勵的僱員，而獎勵可自採納日期起計三年期間內隨時授出。待達成行使獎勵的若干條款及條件（包括若干歸屬條件及績效目標（如有））後，承授人可於計劃受託人向該名僱員發出的要約函件所述行使獎勵的限期前，隨時行使其接納的任何部分獎勵。

於二零一三年九月二十七日，本集團234名僱員獲授獎勵，有權按每股3.19港元的行使價向受託人公司購買合共19,750,000股股份。本集團6名僱員於二零一三年十月二十一日獲授獎勵，可按行使價每股0.70港元向受託人公司購買合共2,050,000股股份。待達成若干歸屬條件及達到若干業績目標（如有）後，該獎勵可於授予獎勵之日起五年期間行使。

EMPLOYEE SHARE AWARD SCHEME

An award scheme for the purpose of incentivising the management of the Group (the “**Employee Share Award Scheme**”) has been adopted by certain Shareholders (namely, Plenty Gold Enterprises Limited, Dr. Che Fengsheng and Dr. Guo Weicheng) on 25 October 2010 (the “**Adoption Date**”). Plenty Gold Enterprises Limited, Dr. Che Fengsheng and Dr. Guo Weicheng, as settlors (the “**Settlors**”) of a trust, has reserved and set aside a total of 33,750,000 Shares (the “**Plenty Gold Shares**”) for the Employee Share Award Scheme. On 25 January 2013, MSPEA Pharma Holdings B.V. contributed an additional 3,750,000 Shares (together with the Plenty Gold Shares, the “**Reserve Shares**”) to the Employee Share Award Scheme. Trustee Co (a private trust company established in the British Virgin Islands and wholly-owned by Plenty Gold Enterprises Limited) has been appointed as the trustee (the “**Scheme Trustee**”) to hold the Reserve Shares under the Employee Share Award Scheme, and the Scheme Trustee will, upon receiving instructions from the Remuneration Committee, award to selected management personnel and employees of the Group (excluding Directors) (a “**Grantee**”) the rights to acquire the Reserve Shares (“**Awards**”) at a price to be determined by the Remuneration Committee.

The Employee Share Award Scheme involves granting of the existing Shares and no new Shares will be issued by the Company pursuant to this arrangement. The Reserve Shares will not be counted towards the public float as Grantees of Awards will be selected management personnel of the Group (excluding Directors) and the Settlors are connected persons. All related award schemes (including this Employee Share Award Scheme) will not in aggregate exceed 30% of the issued share capital of the Company. The Remuneration Committee shall determine which employee will be granted the Awards, and Awards may be granted at any time during a period of three years commencing from the Adoption Date. Subject to satisfying certain terms and conditions for exercise of the Awards, including certain vesting conditions and performance targets (if any), a Grantee may exercise any portion of his/her Award accepted by him/her at any time before the deadline for exercising the Award as stated in the offer letter from the Scheme Trustee to such employee.

On 27 September 2013, 234 employees of the Group were granted Awards entitling them to acquire an aggregate of 19,750,000 Shares from the Trustee Co at an exercise price of HK\$3.19 per Share. On 21 October 2013, 6 employees of the Group were granted Awards entitling them to acquire an aggregate of 2,050,000 Shares from the Trustee Co at an exercise price of HK\$0.70 per share. Subject to certain vesting conditions and the satisfaction of certain performance targets (if any), such Awards shall be exercisable over a period of five years commencing from the date on which the Awards were granted.

於二零一六年六月二十八日，本集團234名僱員（「選定參與者」）獲授新獎勵（「新獎勵」），可藉此按行使價每股1.57港元購買合共31,448,172股股份，條件是選定參與者將交回現有獎勵。待達成若干歸屬條件及若干績效指標（如有）後，新獎勵可於授出日當日起計五年內行使。

年內僱員股份獎勵計劃項下的股份獎勵概要載於財務報表附註27。

優先購股權

本公司的章程細則或百慕達（即本公司註冊成立的司法權區）法律並無任何規定本公司須向現有股東提供按比例發售新股份的優先購買權規定。

買賣或贖回本公司上市股份

於本年度，本公司透過聯交所購回139,063,000股股份。有關購回的詳情如下：

On 28 June 2016, 234 employees of the Group (the “Selected Participants”) were granted new Awards (“New Awards”) entitling them to acquire an aggregate of 31,448,172 Shares at an exercise price of HK\$1.57 per Share on the condition that the Selected Participants will surrender the existing Awards. Subject to certain vesting conditions and the satisfaction of certain performance targets (if any), the New Awards shall be exercisable over a period of five years commencing from the date on which the New Awards are granted.

The summary of the share awards under the Employee Share Award Scheme for the Year is set out in note 27 to the Financial Statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s bye-laws or the laws of Bermuda, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

During the Year, the Company repurchased 139,063,000 Shares through the Stock Exchange. Details of repurchase are as follows:

購回月份 Month of repurchase	已購回 股份數目 Number of Shares repurchased	每股份購回的價格 Repurchasing price for each Share		已付總代價 Aggregate consideration paid	
		最高港元 Highest HK\$	最低港元 Lowest HK\$	百萬元 HK\$ million	相當於 人民幣百萬元 Equivalent to RMB million
二零二一年四月 April 2021	3,900,000	2.09	2.06	8.1	6.9
二零二一年五月 May 2021	10,000,000	2.70	2.63	26.7	22.2
二零二一年七月 July 2021	3,000,000	2.73	2.68	8.1	6.8
二零二一年九月 September 2021	15,920,000	2.14	1.46	29.3	24.2
二零二一年十月 October 2021	82,952,000	1.79	1.56	140.1	116.6
二零二一年十一月 November 2021	23,291,000	1.52	1.45	34.9	28.6
總計： Total:	139,063,000			247.2	205.3

董事會報告

REPORT OF DIRECTORS

於本年度，全部購回股份已被註銷，本公司已發行股本因應該等股份之面值予以減少。回購乃為股東利益作出，以提高每股資產淨值及／或其每股盈利。

除上文所披露者外，截至二零二一年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券（無論於聯交所或其他證券交易所）。

主要客戶及供貨商

於二零二一年，本集團最大單一客戶及五個最大客戶所佔集團本年度的總銷售額比例分別為2.28%及7.31%。

於二零二一年，本集團最大單一供貨商及五個最大供貨商所佔集團本年度的總採購額比例分別為13.07%及35.24%。

各董事、主要行政人員、彼等之緊密聯繫人士或任何就董事所知擁有本公司已發行股本5%以上之股東，於本年度內概無於本集團五大客戶及供貨商中擁有任何實益權益。

全球發售所得款項用途

於二零一零年十月，本公司透過國際配售及公開發售以價格4.60港元配發1,437,500,000股普通股。除下文所披露者外，上述國際配售及公開發售所得款項淨額約6,365.7百萬港元（相當於約人民幣5,407.6百萬元）已根據本公司於二零一零年十月十五日的招股章程所披露用途動用。

於二零二一年十二月三十一日，本公司國際配售及公開發售所籌集資金已全部動用完畢。

稅務減免

董事並不知悉因股東持有本公司證券而享有任何稅務減免。

During the Year, all repurchased shares were cancelled and the issued share capital of the Company was reduced by the nominal value thereof. The purchases were made for the benefit of the Shareholders with an enhancement of the net asset value per Share and/or its earnings per Share.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the year ended 31 December 2021.

MAJOR CUSTOMERS AND SUPPLIERS

In 2021, the aggregate sales attributable to the Group's largest customer and five largest customers were 2.28% and 7.31% respectively of the Group's sales for the Year.

In 2021, the aggregate purchases attributable to the Group's largest supplier and five largest suppliers were 13.07% and 35.24% respectively of the Group's purchases for the Year.

Neither the Directors or chief executive or any of their close associates or any Shareholder (which, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in any of the Group's five largest customers and suppliers during the Year.

USE OF PROCEEDS FROM THE GLOBAL OFFERING

In October 2010, the Company allotted 1,437,500,000 ordinary shares at a price of HK\$4.60 through international placing and public offer. Save as disclosed below, the net proceeds raised from such international placing and public offer, being approximately HK\$6,365.7 million (equivalent to approximately RMB5,407.6 million), are used in accordance with the purposes disclosed in the prospectus of the Company dated 15 October 2010.

As at 31 December 2021, proceeds from the international placing and public offer of the Company have been fully utilized.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

董事

於截至二零二一年十二月三十一日止年度及直至本年報日期，本公司之董事（「董事」）如下：

執行董事

車馮升醫生（主席）
郭維城醫生（副主席兼行政總裁）
張炯龍醫生
蔡耀忠先生（首席財務官）
陳燕玲女士

非執行董事

金鎮夏先生（於二零二一年八月六日辭任）

獨立非執行董事

辛定華先生
曾華光先生
朱迅博士

董事的履歷載於本年報「董事履歷」一節。

根據細則第84(1)條，車馮升醫生、郭維城醫生及朱迅博士須輪值退任，且均符合資格在二零二二年股東週年大會上膺選連任為董事。

由於在二零二二年曾華光先生擔任獨立非執行董事達九年，根據守則條文第A.4.3條的規定，其進一步委任將由股東於二零二二年股東週年大會上以獨立決議案形式批准。曾先生願意於二零二二年股東週年大會上膺選連任。

董事之服務合約

執行董事車馮升醫生及郭維城醫生已各自與本公司續訂服務合約，由二零一九年十月二十八日起計為期三年，可於屆滿前由一方向另一方發出至少三個月書面通知予以終止。車醫生及郭醫生現各自分別收取作為管理人員之年薪人民幣10,000,000元及人民幣6,000,000元（年薪須由董事會及薪酬委員會每年檢討）及董事會及薪酬委員會計及相關執行董事的表現後可能酌情釐定的酌情花紅。

張炯龍醫生已與本公司簽訂服務合約，由二零二一年四月二十日起計為期三年，可於屆滿前由一方向另一方發出至少三個月書面通知予以終止。張醫生現收取作為管理人員之年薪1,000,000港元。

DIRECTORS

The directors of the Company (the “**Directors**”) during the year ended 31 December 2021 and up to the date of this annual report were as follows:

Executive Directors

Dr. Che Fengsheng (Chairman)
Dr. Guo Weicheng (Deputy Chairman and CEO)
Dr. Zhang Jionglong
Mr. Choi Yiau Chong (CFO)
Ms. Chen Yanling

Non-executive Director

Mr. Kim Jin Ha (resigned on 6 August 2021)

Independent non-executive Directors

Mr. Patrick Sun
Mr. Tsang Wah Kwong
Dr. Zhu Xun

The biographical details of the Directors are set out under the Section “Biographical Details of Directors” of this annual report.

Pursuant to bye-law 84(1) of the Bye-Laws, Dr. Che Fengsheng, Dr. Guo Weicheng and Dr. Zhu Xun shall retire by rotation, and being eligible, have offered themselves for re-election as Directors at the 2022 AGM.

Since Mr. Tsang Wah Kwong has been an independent non-executive Director for nine years in 2022, his further appointment will be subject to a separate resolution to be approved by Shareholders at the 2022 AGM pursuant to code provision A.4.3 of the Code. Mr. Tsang has offered himself for re-election at the 2022 AGM.

DIRECTORS' SERVICE CONTRACTS

Each of Dr. Che Fengsheng and Dr. Guo Weicheng being the executive Directors, renewed their service contracts with the Company for a term of three years commencing from 28 October 2019, subject to termination before expiry by either party giving not less than three months' notice in writing to the other. Each of Dr. Che and Dr. Guo currently receive an annual salary of RMB10,000,000 and RMB6,000,000 respectively as an executive (such annual salary is subject to annual review by the Board and the Remuneration Committee) and a discretionary bonus as may be decided by the Board and the Remuneration Committee at their discretion, having regard to the performance of the relevant executive Director.

Dr. Zhang Jionglong has entered into service contracts with the Company for a term of three years commencing from 20 April 2021, subject to termination before expiry by either party giving not less than three months' notice in writing to the other. Dr. Zhang currently receives an annual salary of HK\$1,000,000 as an executive.

董事會報告

REPORT OF DIRECTORS

蔡耀忠先生已與本公司簽訂服務合約，由二零二一年三月二十六日起計為期三年，可於屆滿前由一方向另一方發出至少三個月書面通知予以終止。蔡先生現收取作為管理人員之年薪3,600,000港元。

陳燕玲女士已與本公司簽訂服務合約，由二零二一年四月二十日起計為期三年，可於屆滿前由一方向另一方發出至少三個月書面通知予以終止。陳女士現收取作為管理人員之年薪1,300,000港元。

各執行董事須就董事會批准釐定應向其支付的薪金、花紅及其他福利的任何決議案放棄投票，亦不會計入法定人數內。

獨立非執行董事辛定華先生、曾華光先生及朱迅博士分別與本公司續訂彼等的委任函，分別自二零二一年十月二十八日、二零二一年九月四日及二零二二年二月二十日起為期一年。辛定華先生、曾華光先生及朱迅博士截至二零二一年十二月三十一日止年度的董事袍金分別為412,000港元、412,000港元及人民幣280,000元。

除本年報所披露者外，在二零二二年股東週年大會參加重選的董事與本公司並無訂立任何本公司不可於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

管理合約

於本年度，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

Mr. Choi Yiau Chong has entered into service contracts with the Company for a term of three years commencing from 26 March 2021, subject to termination before expiry by either party giving not less than three months' notice in writing to the other. Mr. Choi currently receives an annual salary of HK\$3,600,000 as an executive.

Ms. Chen Yanling has entered into service contracts with the Company for a term of three years commencing from 20 April 2021, subject to termination before expiry by either party giving not less than three months' notice in writing to the other. Ms. Chen currently receives an annual salary of HK\$1,300,000 as an executive.

Each of the executive Directors shall abstain from voting, and not be counted in the quorum, in respect of any resolution of the Board approving the determination of the salary, bonus and other benefits payable to him/her.

Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun, being the independent non-executive Directors, renewed their respective letter of appointment with the Company for a term of one year, commencing from 28 October 2021, 4 September 2021 and 20 February 2022 respectively. The director's fee for the year end 31 December 2021 for Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun are HK\$412,000, HK\$412,000 and RMB280,000 respectively.

Save as disclosed in this annual report, none of the Directors standing for re-election at the 2022 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than the statutory compensation.

MANAGEMENT CONTRACTS

No contracts concerning the management or administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

董事於競爭業務、交易、安排及合約中的權益

於本年度，概無董事或彼等各自之聯繫人（定義見上市規則）被視為於與本集團構成競爭的業務或極可能競爭（直接或間接）之業務中擁有權益。再者，在年終或本年度內任何時間，本公司並無訂立任何對本集團業務重大且董事於其中直接或間接擁有重大權益的交易、安排或合約。

關連交易

本集團截至二零二一年十二月三十一日止年度的關聯方交易詳情載於財務報表附註40。該等交易概無構成上市規則第十四A章項下的關連交易。

除下文所披露者外，截至二零二一年十二月三十一日止年度，本集團並無進行任何其他須遵守上市規則項下有關申報及年度審核規定的關連交易或持續關連交易（定義見上市規則）。

於二零二一年一月二十一日，Euromax Holdings Limited（「**Euromax**」）、海南四環醫藥有限公司及北京漢顏空間生物醫藥有限公司（「**北京漢顏生物**」）訂立認購協議，根據認購協議的條款及條件，Euromax據此有條件同意認購北京漢顏生物9.0%的股權（按全面攤薄基準計算），代價為人民幣13.5百萬元（相當於約16.2百萬港元）（「**認購事項**」）。

DIRECTORS' INTERESTS IN COMPETING BUSINESS, TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

During the Year, no Directors or their respective associates (as defined in the Listing Rules) are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group. Furthermore, no transactions, arrangements or contracts of significance in relation to the Group's business in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

CONNECTED TRANSACTIONS

Details of the related party transactions of the Group during the year ended 31 December 2021 are set out in Note 40 to the Financial Statements. None of these transactions constituted connected transactions under Chapter 14A of the Listing Rules.

Save as disclosed below, the Group has not conducted any other connected transaction or continuing connected transaction (as defined under the Listing Rules) which is subject to reporting and annual review requirements under the Listing Rules during the year ended 31 December 2021.

On 21 January 2021, Euromax Holdings Limited (“**Euromax**”), Hainan Sihuan Pharmaceutical Co., Ltd.* (海南四環醫藥有限公司) and Beijing Meiyuan Space Biomedical Co., Ltd. (“**Beijing Meiyuan Bio**”) entered into the subscription agreement, pursuant to which Euromax has conditionally agreed to subscribe 9.0% equity interest (on a fully diluted basis) in Beijing Meiyuan Bio at the consideration of RMB13.5 million (equivalent to approximately HK\$16.2 million) in accordance with the terms and conditions of the subscription agreement (the “**Subscription**”).

* For identification purposes only
* 僅供識別

董事會報告

REPORT OF DIRECTORS

車馮升醫生(「車醫生」)為本公司執行董事兼主席。於二零二一年一月二十一日，車醫生被視為在本公司63.5%的已發行股本中擁有間接權益，因此其為本公司的控股股東。由於Euromax由車醫生間接全資擁有，因此，Euromax為上市規則項下的本公司關連人士，故根據上市規則第14A章，認購事項構成本公司的關連交易。由於本公司於北京漢顏生物的股權將會因認購事項而被攤薄，認購事項根據上市規則第14.29條將構成本公司的視作出售。由於有關認購事項的最高適用百分比率超過0.1%但低於5%，故認購事項須遵守上市規則第14A章的申報及公告規定，惟獲豁免遵守獨立股東批准規定。由於認購事項以及(1)根據耀忠國際(香港)有限公司訂立的日期為二零二零年五月三日的買賣協議條款及條件，以人民幣289.2百萬元的總代價出售重輝投資有限公司的全部已發行股本及轉讓股東貸款；及(2)根據北京四環製藥有限公司與天津惠爾津生物醫藥科技合夥企業訂立的日期為二零二零年十一月十三日的買賣協議條款及條件，出售吉林惠升生物製藥有限公司8.0%的已發行股本(「過往出售事項」)乃於12個月期內與車醫生及／或其聯繫人訂立的交易，故認購事項及過往出售事項須根據上市規則第14.22條合併為本公司的一連串交易。認購事項與過往出售事項合併對本公司並無觸發上市規則第十四章項下較須予披露交易更高級別的交易分類。有關過往出售事項的進一步資料，請參閱本公司日期為二零二零年五月三日及二零二零年十一月十三日的公告及本公司日期為二零二零年五月二十九日的通函。

董事會認為，認購事項所得代價帶來的現金流入可加強北京漢顏生物的研究、投資、合併與收購能力及擴大市場份額。

有關交易的詳情，請參閱本公司日期為二零二一年一月二十一日的公告。

重大合約

除本年報披露外，於本年度，本公司或其任何附屬公司概無與本公司或其任何附屬公司或本公司的控股股東或其任何附屬公司訂立重大合約。

Dr. Che Fengsheng (“**Dr. Che**”) is an executive Director and the chairman of the Company. As at 21 January 2021, Dr. Che is deemed to be indirectly interested in 63.5% of the issued share capital of the Company and is therefore a controlling shareholder of the Company. As Euromax is indirectly wholly-owned by Dr. Che, Euromax is a connected person of the Company under the Listing Rules and therefore the Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the Company’s equity interest in Beijing Meiyuan Bio will be diluted as a result of the Subscription, the Subscription will constitute deemed disposal of the Company under Rule 14.29 of the Listing Rules. As the highest applicable percentage ratio in respect of the Subscription exceeds 0.1% but is less than 5%, the Subscription is subject to the reporting and announcement requirements but is exempted from the independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules. As the Subscription and the disposals of (1) the entire issued share capital of Chonghui Investment Limited* (重輝投資有限公司) and the assignment of the shareholder’s loan in accordance with the terms and conditions of the sale and purchase agreement dated 3 May 2020 entered into by Sun Moral International (HK) Limited (耀忠國際(香港)有限公司) for an aggregate consideration of RMB289.2 million; and (2) the 8.0% of the issued share capital of Jilin Huisheng Biological Pharmaceutical Co., Ltd.* (吉林惠升生物製藥有限公司) in accordance with the terms and conditions of the sale and purchase agreement dated 13 November 2020 between Beijing Sihuan Pharmaceutical Co., Ltd.* (北京四環製藥有限公司) and Tianjin Huierjin Biopharmaceutical Technology Partnership* (天津惠爾津生物醫藥科技合夥企業) (the “**Previous Disposals**”) were transactions entered into with Dr. Che and/or his associates within a 12-month period, the Subscription and the Previous Disposals shall be aggregated as a series of transactions of the Company pursuant to Rule 14.22 of the Listing Rules. The Subscription and the Previous Disposals (in aggregate) did not trigger a higher classification than a discloseable transaction for the Company under Chapter 14 of the Listing Rules. For further information on the Previous Disposals, please refer to the announcements of the Company dated 3 May 2020 and 13 November 2020 and the circular of the Company dated 29 May 2020.

The Board considers that the cash inflow of the Consideration arising from the Subscription can strengthen the research, investment, mergers and acquisitions capacity as well as expansion of market share of Beijing Meiyuan Bio.

For the details of the transaction, please refer to announcement of the Company dated 21 January 2021.

SIGNIFICANT CONTRACTS

Save as disclosed in this annual report, during the Year, no contract of significance to which the Company, or any of its subsidiaries has been entered into between the Company, or any of its subsidiaries nor the Company’s controlling shareholders or any of its subsidiaries during the Year.

* For identification purposes only
* 僅供識別

董事及主要行政人員於股份、 相關股份及債券中之權益及淡倉

於二零二一年十二月三十一日，各董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有本公司須記錄在根據證券及期貨條例第352條規定須存置之登記冊，及根據標準守則知會本公司及聯交所之權益及淡倉如下：

董事於股份或相關股份的權益

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the Directors and chief executive of the Company had the following interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

Directors' interests in Shares or underlying Shares

董事姓名 Name of Director	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
車馮升醫生 Dr. Che Fengsheng	配偶的權益	6,007,936,704股(好倉)	64.39%(好倉)
	800,000股(好倉)	5,023,666股(淡倉)	0.05%(淡倉)
	Interest of spouse	6,007,936,704 Shares (L)	64.39% (L)
	800,000 Shares (L)	5,023,666 Shares (S)	0.05% (S)
	受託人		
	3,379,917,225股(好倉)		
	Trustee		
	3,379,917,225 Shares (L)		
	一致行動人士(附註1)		
	2,619,095,813股(好倉)		
A concert party to an agreement (Note 1)			
2,619,095,813 Shares (L)			
其他權益(附註2)			
8,123,666股(好倉)			
5,023,666股(淡倉)			
Other interest (Note 2)			
8,123,666 Shares (L)			
5,023,666 Shares (S)			

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董事姓名 Name of Director	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
郭維城醫生 Dr. Guo Weicheng	實益擁有人 11,350,000股(好倉) Beneficial owner 11,350,000 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	可影響受託人如何行使其酌情權的酌情信託 成立人 1,580,884,399股(好倉) Founder of a discretionary trust who can influence how the trustee exercises his discretion 1,580,884,399 Shares (L)		
	一致行動人士(附註3) 4,415,702,305股(好倉) A concert party to an agreement (Note 3) 4,415,702,305 Shares (L)		
張炯龍醫生 Dr. Zhang Jionglong	配偶的權益 59,000股(好倉) Interest of spouse 59,000 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	可影響受託人如何行使其酌情權的酌情信託 成立人 255,582,886股(好倉) Founder of a discretionary trust who can influence how the trustee exercises his discretion 255,582,886 Shares (L)		
	一致行動人士(附註4) 5,553,354,818股(好倉) A concert party to an agreement (Note 4) 5,553,354,818 Shares (L)		
	受控法團權益(附註5) 198,940,000股(好倉) Interest in a controlled corporation (Note 5) 198,940,000 Shares (L)		

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REPORT OF DIRECTORS

董事姓名 Name of Director	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
蔡耀忠先生 Mr. Choi Yiau Chong	實益擁有人(附註6) 6,000,000股(好倉) Beneficial owner (Note 6) 6,000,000 Shares (L)	6,000,000股(好倉) 6,000,000 Shares (L)	0.06%(好倉) 0.06% (L)
陳燕玲女士 Ms. Chen Yanling	實益擁有人(附註6) 4,000,000股(好倉) Beneficial owner (Note 6) 4,000,000 Shares (L)	4,000,000股(好倉) 4,000,000 Shares (L)	0.04%(好倉) 0.04% (L)
辛定華先生 Mr. Patrick Sun	實益擁有人(附註6) 3,000,000股(好倉) Beneficial owner (Note 6) 3,000,000 Shares (L)	3,000,000股(好倉) 3,000,000 Shares (L)	0.03%(好倉) 0.03% (L)
曾華光先生 Mr. Tsang Wah Kwong	實益擁有人(附註6) 3,000,000股(好倉) Beneficial owner (Note 6) 3,000,000 Shares (L)	3,000,000股(好倉) 3,000,000 Shares (L)	0.03%(好倉) 0.03% (L)
朱迅博士 Dr. Zhu Xun	實益擁有人(附註6) 3,000,000股(好倉) Beneficial owner (Note 6) 3,000,000 Shares (L)	3,000,000股(好倉) 3,000,000 Shares (L)	0.03%(好倉) 0.03% (L)

董事會報告

REPORT OF DIRECTORS

附註：

- (1) 根據證券及期貨條例第317及318條，車馮升醫生被視為分別由郭維城醫生、Successmax Global Holdings Limited、Smart Top Overseas Limited、Victory Faith International Limited、張炯龍醫生、Keen Mate Limited、Mingyao Capital Limited及孟憲慧先生持有的329,736,000股、1,262,498,399股、175,012,000股、377,267,528股、59,000股、198,940,000股、255,582,886股及20,000,000股股份中擁有權益。
- (2) 由於車馮升醫生為Sihuan Management (PTC) Limited為受託人的信託的財產授予人之一，故被視為Sihuan Management (PTC) Limited持有的8,123,666股股份(好倉)中及5,023,666股股份(淡倉)中擁有權益。
- (3) 根據證券及期貨條例第317及318條，郭維城醫生被視為分別由車馮升醫生、Network Victory Limited、Proper Process International Limited、Smart Top Overseas Limited、Victory Faith International Limited、Keen Mate Limited、Mingyao Capital Limited、張炯龍醫生及孟憲慧先生持有的8,923,666股、497,448,000股、2,882,469,225股、175,012,000股、377,267,528股、198,940,000股、255,582,886股及59,000股及20,000,000股股份中擁有權益。
- (4) 根據證券及期貨條例第317及318條，張炯龍醫生被視為分別由車馮升醫生、郭維城醫生、Network Victory Limited、Proper Process International Limited、Smart Top Overseas Limited、Victory Faith International Limited、Successmax Global Holdings Limited及孟憲慧先生持有的8,923,666股、329,736,000股、497,448,000股、2,882,469,225股、175,012,000股、377,267,528股、1,262,498,399股及20,000,000股股份中擁有權益。
- (5) 張炯龍醫生為Keen Mate Limited全部已發行股本的實益擁有人。因此，張炯龍醫生被視為Keen Mate Limited持有的198,940,000股股份中擁有權益。
- (6) 於二零二零年八月二十六日，根據於二零一七年十月二十四日採納的本公司購股權計劃，蔡耀忠先生獲授購股權購買6,000,000股股份；陳燕玲女士獲授購股權購買4,000,000股股份；辛定華先生獲授購股權購買3,000,000股股份；曾華光先生獲授購股權購買3,000,000股股份；及朱迅博士獲授購股權購買3,000,000股股份。
- (7) 字母「L」代表董事於該等股份的好倉，而字母「S」則代表董事於該等股份的淡倉。

Notes:

- (1) Under sections 317 and 318 of the SFO, Dr. Che Fengsheng is deemed to be interested in the 329,736,000 Shares, 1,262,498,399 Shares, 175,012,000 Shares, 377,267,528 Shares, 59,000 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Guo Weicheng, Successmax Global Holdings Limited, Smart Top Overseas Limited, Victory Faith International Limited, Dr. Zhang Jionglong, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (2) Since Dr. Che Fengsheng is one of the settlors of the trust for which Sihuan Management (PTC) Limited is a trustee, Dr. Che Fengsheng is deemed to be interested in the long position of 8,123,666 Shares and the short position of 5,023,666 Shares held by Sihuan Management (PTC) Limited.
- (3) Under sections 317 and 318 of the SFO, Dr. Guo Weicheng is deemed to be interested in the 8,923,666 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 175,012,000 Shares, 377,267,528 Shares, 198,940,000 Shares, 255,582,886 Shares, 59,000 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Network Victory Limited, Proper Process International Limited, Smart Top Overseas Limited, Victory Faith International Limited, Keen Mate Limited, Mingyao Capital Limited, Dr. Zhang Jionglong and Mr. Meng Xianhui, respectively.
- (4) Under sections 317 and 318 of the SFO, Dr. Zhang Jionglong is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 175,012,000 Shares, 377,267,528 Shares, 1,262,498,399 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Network Victory Limited, Proper Process International Limited, Smart Top Overseas Limited, Victory Faith International Limited, Successmax Global Holdings Limited and Mr. Meng Xianhui, respectively.
- (5) Dr. Zhang Jionglong is the beneficial owner of 100% of the issued share capital of Keen Mate Limited. As such, Dr. Zhang Jionglong is deemed to be interested in the 198,940,000 Shares held by Keen Mate Limited.
- (6) On 26 August 2020, Mr. Choi Yiau Chong was granted options to purchase 6,000,000 Shares; Ms. Chen Yanling was granted to purchase 4,000,000 Shares; Mr. Patrick Sun was granted to purchase 3,000,000 Shares; Mr. Tsang Wah Kwong was granted to purchase 3,000,000 Shares and Dr. Zhu Xun was granted to purchase 3,000,000 Shares pursuant to the Company's Share Option Scheme adopted on 24 October 2017.
- (7) The letter "L" denotes the Director's long position in such Shares and the letter "S" denotes the Director's short position in such Shares.

除上文所披露者外，各董事、主要行政人員或彼等之聯繫人於二零二一年十二月三十一日概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之有關條文被視為或被當作擁有之權益或淡倉），或須記錄在根據證券及期貨條例第352條須存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

本年度內本公司並無授予任何董事、主要行政人員或其配偶或未成年子女任何透過購買本公司股份或債券而獲取實益之權利；以上人士於本年度內亦無行使所述權利。本公司、其控股公司、或其任何附屬公司亦無參與任何安排，致令各董事於任何其他法人團體獲得此等權利。

捐款

截至二零二一年十二月三十一日止年度，本集團慈善捐款合共人民幣22,127,000元（二零二零年：人民幣2,927,000元）。

股票掛鈎協議

除上文所披露僱員股份購股權計劃外，本公司於本年度內並無訂立任何股票掛鈎協議。

獲准許的彌償條文

根據本公司細則，每位董事或本公司其他人員均可從本公司的資產及溢利獲得彌償，董事執行其各自的職責或假定職責時在各自的職位或信託中因所作出、發生的作為或不作為而招致或蒙受或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟本彌償保證不延伸至任何上述人士與欺詐或不忠誠有關的事宜。

本公司已安排合適的責任保險，以就董事因公司業務而產生的責任向彼等提供彌償。

Save as disclosed above, none of the Directors, chief executive and their associates had any interests or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she/it was deemed or taken to have under such provisions of the SFO) or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as at 31 December 2021.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

During the Year, the Company did not grant any rights to any Directors, chief executive or their respective spouse or children under 18 to acquire beneficial interests by means of the acquisition of shares in, or debentures of, the Company, and none of the above persons have exercised the said rights during the Year. The Company, its holding company or any of its subsidiaries were not a party to any arrangements to enable the Directors to acquire such rights in any other body corporate.

DONATIONS

For the year ended 31 December 2021, the Group's charitable donations during the year amounted to RMB22,127,000 (2020: RMB2,927,000).

EQUITY-LINKED AGREEMENTS

Other than the Employee Share Option Scheme as disclosed above, the Company did not enter into any equity-linked agreement during the Year.

PERMITTED INDEMNITY PROVISION

Pursuant to Company's bye-laws, every Director or other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty, in their respective offices or trusts, provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons.

The Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising out of corporate activities.

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REPORT OF DIRECTORS

主要股東於股份、相關股份及債券中之權益及淡倉

於二零二一年十二月三十一日，本公司遵照證券及期貨條例第336條須存置之登記冊記錄，以下股東（不包括本公司之董事或主要行政人員）於本公司已發行股本、相關股份或債券中擁有5%或以上權益（包括淡倉）：

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the following Shareholders, other than the Directors or chief executive of the Company, which were recorded in the register required to be kept by the Company under Section 336 of the SFO, had interests of 5% or more (including short positions) in the issued share capital, underlying Shares or debentures of the Company:

股東姓名／名稱 Name of Shareholder	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
孟憲慧先生 Mr. Meng Xianhui	實益擁有人 20,000,000股（好倉） Beneficial owner 20,000,000 Shares (L)	6,007,936,704股（好倉） 6,007,936,704 Shares (L)	64.39%（好倉） 64.39% (L)
	受控法團權益（附註1） 175,012,000股（好倉） Interest in a controlled corporation (Note 1) 175,012,000 Shares (L)		
	可影響受託人如何行使其酌情權的酌情信託 成立人 377,267,528股（好倉） Founder of a discretionary trust who can influence how the trustee exercises his discretion 377,267,528 Shares (L)		
	一致行動人士（附註2） 5,435,657,176股（好倉） A concert party to an agreement (Note 2) 5,435,657,176 Shares (L)		
Proper Process International Limited	實益擁有人 2,882,469,225股（好倉） Beneficial owner 2,882,469,225 Shares (L)	6,007,936,704股（好倉） 6,007,936,704 Shares (L)	64.39%（好倉） 64.39% (L)
	一致行動人士（附註3） 3,125,467,479股（好倉） A concert party to an agreement (Note 3) 3,125,467,479 Shares (L)		

董事會報告

REPORT OF DIRECTORS

股東姓名／名稱 Name of Shareholder	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
Network Victory Limited	實益擁有人 497,448,000股(好倉) Beneficial owner 497,448,000 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註4) 5,510,488,704股(好倉) A concert party to an agreement (Note 4) 5,510,488,704 Shares (L)		
Successmax Global Holdings Limited	實益擁有人 1,262,498,399股(好倉) Beneficial owner 1,262,498,399 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註5) 4,745,438,305股(好倉) A concert party to an agreement (Note 5) 4,745,438,305 Shares (L)		
Victory Faith International Limited	實益擁有人 377,267,528股(好倉) Beneficial owner 377,267,528 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註6) 5,630,669,176股(好倉) A concert party to an agreement (Note 6) 5,630,669,176 Shares (L)		
Smart Top Overseas Limited	實益擁有人 175,012,000股(好倉) Beneficial owner 175,012,000 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註7) 5,832,924,704股(好倉) A concert party to an agreement (Note 7) 5,832,924,704 Shares (L)		

董事會報告

REPORT OF DIRECTORS

股東姓名／名稱 Name of Shareholder	權益性質／身份 Nature of Interest/Capacity	股份總數 Total Number of Shares	股權概約百分比 Approximate Percentage of Shareholding
Mingyao Capital Limited	實益擁有人 255,582,886股(好倉) Beneficial owner 255,582,886 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註8) 5,752,353,818股(好倉) A concert party to an agreement (Note 8) 5,752,353,818 Shares (L)		
Keen Mate Limited	實益擁有人 198,940,000股(好倉) Beneficial owner 198,940,000 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
	一致行動人士(附註9) 5,808,996,704股(好倉) A concert party to an agreement (Note 9) 5,808,996,704 Shares (L)		
UBS Trustee (Cayman) Ltd.	受託人 6,007,936,704股(好倉) Trustee 6,007,936,704 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)
UBS TC (Jersey) Ltd.	受託人 6,007,936,704股(好倉) Trustee 6,007,936,704 Shares (L)	6,007,936,704股(好倉) 6,007,936,704 Shares (L)	64.39%(好倉) 64.39% (L)

附註：

(1) 孟憲慧先生為Smart Top Overseas Limited 全部已發行股本的實益擁有人。因此，孟憲慧先生被視為於Smart Top Overseas Limited持有的175,012,000股股份中擁有權益。

(2) 根據證券及期貨條例第317及318條規定，孟憲慧先生被視為於車馮升醫生、郭維城醫生、張炯龍醫生、Proper Process International Limited、Network Victory Limited、Successmax Global Holdings Limited、Keen Mate Limited及Mingyao Capital Limited 分別持有8,923,666股、329,736,000股、59,000股、2,882,469,225股、497,448,000股、1,262,498,399股、198,940,000股及255,582,886股股份中擁有權益。

Notes:

(1) Mr. Meng Xianhui is the beneficial owner of 100% of the issued share capital of Smart Top Overseas Limited. As such, Mr. Meng Xianhui is deemed to be interested in the 175,012,000 Shares held by Smart Top Overseas Limited.

(2) Under sections 317 and 318 of the SFO, Mr. Meng Xianhui is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 2,882,469,225 Shares, 497,448,000 Shares, 1,262,498,399 Shares, 198,940,000 Shares and 255,582,886 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Proper Process International Limited, Network Victory Limited, Successmax Global Holdings Limited, Keen Mate Limited and Mingyao Capital Limited, respectively.

- (3) 根據證券及期貨條例第317及318條規定，Proper Process International Limited 被視為於車馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Successmax Global Holdings Limited、Smart Top Overseas Limited、Victory Faith International Limited、Keen Mate Limited、Mingyao Capital Limited 及孟憲慧先生分別持有 8,923,666 股、329,736,000 股、59,000 股、497,448,000 股、1,262,498,399 股、175,012,000 股、377,267,528 股、198,940,000 股、255,582,886 股及 20,000,000 股股份中擁有權益。
- (3) Under sections 317 and 318 of the SFO, Proper Process International Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 1,262,498,399 Shares, 175,012,000 Shares, 377,267,528 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Successmax Global Holdings Limited, Smart Top Overseas Limited, Victory Faith International Limited, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (4) 根據證券及期貨條例第317及318條規定，Network Victory Limited 被視為於車馮升醫生、郭維城醫生、張炯龍醫生、Proper Process International Limited、Successmax Global Holdings Limited、Smart Top Overseas Limited、Victory Faith International Limited、Keen Mate Limited、Mingyao Capital Limited 及孟憲慧先生分別持有 8,923,666 股、329,736,000 股、59,000 股、2,882,469,225 股、1,262,498,399 股、175,012,000 股、377,267,528 股、198,940,000 股、255,582,886 股及 20,000,000 股股份中擁有權益。
- (4) Under sections 317 and 318 of the SFO, Network Victory Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 2,882,469,225 Shares, 1,262,498,399 Shares, 175,012,000 Shares, 377,267,528 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Proper Process International Limited, Successmax Global Holdings Limited, Smart Top Overseas Limited, Victory Faith International Limited, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (5) 根據證券及期貨條例第317及318條規定，Successmax Global Holdings Limited 被視為於車馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Proper Process International Limited、Smart Top Overseas Limited、Victory Faith International Limited、Keen Mate Limited、Mingyao Capital Limited 及孟憲慧先生分別持有 8,923,666 股、329,736,000 股、59,000 股、497,448,000 股、2,882,469,225 股、175,012,000 股、377,267,528 股、198,940,000 股、255,582,886 股及 20,000,000 股股份中擁有權益。
- (5) Under sections 317 and 318 of the SFO, Successmax Global Holdings Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 175,012,000 Shares, 377,267,528 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Proper Process International Limited, Smart Top Overseas Limited, Victory Faith International Limited, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (6) 根據證券及期貨條例第317及318條規定，Victory Faith International Limited 被視為於車馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Proper Process International Limited、Successmax Global Holdings Limited、Smart Top Overseas Limited、Keen Mate Limited、Mingyao Capital Limited 及孟憲慧先生分別持有 8,923,666 股、329,736,000 股、59,000 股、497,448,000 股、2,882,469,225 股、1,262,498,399 股、175,012,000 股、198,940,000 股、255,582,886 股及 20,000,000 股股份中擁有權益。
- (6) Under sections 317 and 318 of the SFO, Victory Faith International Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 1,262,498,399 Shares, 175,012,000 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Proper Process International Limited, Successmax Global Holdings Limited, Smart Top Overseas Limited, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.

董事會報告

REPORT OF DIRECTORS

- (7) 根據證券及期貨條例第317及318條規定，Smart Top Overseas Limited 被視為於馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Proper Process International Limited、Successmax Global Holdings Limited、Victory Faith International Limited、Keen Mate Limited、Mingyao Capital Limited及孟憲慧先生分別持有8,923,666股、329,736,000股、59,000股、497,448,000股、2,882,469,225股、1,262,498,399股、377,267,528股、198,940,000股、255,582,886股及20,000,000股股份中擁有權益。
- (8) 根據證券及期貨條例第317及318條規定，Mingyao Capital Limited 被視為於馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Proper Process International Limited、Successmax Global Holdings Limited、Smart Top Overseas Limited、Keen Mate Limited、Victory Faith International Limited及孟憲慧先生分別持有8,923,666股、329,736,000股、59,000股、497,448,000股、2,882,469,225股、1,262,498,399股、175,012,000股、198,940,000股、377,267,528股及20,000,000股股份中擁有權益。
- (9) 根據證券及期貨條例第317及318條規定，Keen Mate Limited被視為於馮升醫生、郭維城醫生、張炯龍醫生、Network Victory Limited、Proper Process International Limited、Successmax Global Holdings Limited、Victory Faith International Limited、Smart Top Overseas Limited、Mingyao Capital Limited及孟憲慧先生分別持有8,923,666股、329,736,000股、59,000股、497,448,000股、2,882,469,225股、1,262,498,399股、377,267,528股、175,012,000股、255,582,886股及20,000,000股股份中擁有權益。
- (10) 字母「L」代表股東於該等股份的好倉，而字母「S」則代表股東於該等股份的淡倉。
- (7) Under sections 317 and 318 of the SFO, Smart Top Overseas Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 1,262,498,399 Shares, 377,267,528 Shares, 198,940,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Proper Process International Limited, Successmax Global Holdings Limited, Victory Faith International Limited, Keen Mate Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (8) Under sections 317 and 318 of the SFO, Mingyao Capital Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 1,262,498,399 Shares, 175,012,000 Shares, 198,940,000 Shares, 377,267,528 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Proper Process International Limited, Successmax Global Holdings Limited, Smart Top Overseas Limited, Keen Mate Limited, Victory Faith International Limited and Mr. Meng Xianhui, respectively.
- (9) Under sections 317 and 318 of the SFO, Keen Mate Limited is deemed to be interested in 8,923,666 Shares, 329,736,000 Shares, 59,000 Shares, 497,448,000 Shares, 2,882,469,225 Shares, 1,262,498,399 Shares, 377,267,528 Shares, 175,012,000 Shares, 255,582,886 Shares and 20,000,000 Shares held by Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong, Network Victory Limited, Proper Process International Limited, Successmax Global Holdings Limited, Victory Faith International Limited, Smart Top Overseas Limited, Mingyao Capital Limited and Mr. Meng Xianhui, respectively.
- (10) The letter "L" denotes the shareholder's long position in such Shares and the letter "S" denotes the shareholder's short position in such Shares.

除上文所披露者外，於二零二一年十二月三十一日，本公司遵照證券及期貨條例第336條須存置之登記冊記錄，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄之權益或淡倉。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規資料刊載於本年報第64至89頁之企業管治報告內。

公眾持股量

根據公開予本公司的資料及就董事所知，於本年報日期，本公司最少25%的已發行股本已按上市規則規定由公眾股東持有。

Save as disclosed above, according to the records in the register required to be kept by the Company under section 336 of the SFO, no other parties had an interest or a short position in the shares or underlying shares of the Company recorded under section 336 of the SFO as at 31 December 2021.

CORPORATE GOVERNANCE

The Company is dedicated to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 64 to 89 of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's issued share capital were held by members of the public as required under the Listing Rules as at the date of this annual report.

報告期後事件

本公司計劃分拆本公司附屬公司軒竹生物的股份並於上海證券交易所科創板上市（「**擬議分拆**」）。目前，本公司直接持有軒竹生物全部已發行股本的約62.39%。由於擬議分拆，本公司在軒竹生物中的權益將減少，並且於分拆及上市完成後，本公司仍將繼續為軒竹生物的控股股東。

本公司已取得聯交所關於本公司根據上市規則第15項應用指引進行擬議分拆軒竹生物的批准。於本年報日期，軒竹生物尚未向任何中國內地相關監管部門提交任何正式上市申請。

由於預計本公司於軒竹生物的股權於擬議分拆完成後將減少，故擬議分拆構成上市規則第十四章項下本公司的視作出售於軒竹生物的股權。由於目前預計有關擬議分拆的最高適用百分比率將超過25%但低於75%，擬議分拆可能構成本公司的主要交易，因此須遵守上市規則第十四章項下的公告、申報及股東批准的規定。本主要交易預期將由持有本公司股份超過50%以上的股東以書面同意的的方式批准。本公司將於必要時遵守上市規則的適用規定。

有關建議分拆之詳情，請參閱本公司日期為二零二二年三月二十七日之公告及本公司根據適用上市規則適時刊發的其他披露文件。

除於本年報另有所披露者外，直至本年報日期，本集團概無任何其他重大報告期後事件。

續聘外聘核數師

審核委員會對安永會計師事務所（「安永」）的工作、其獨立性及客觀性均表示滿意。因此，稽核委員會建議續聘安永出任本集團二零二二年度的外聘核數師（該會計師事務所表示願意續任），並予股東於二零二二年股東週年大會上批准通過。

本公司截至二零二一年十二月三十一日止年度的綜合財務報表乃由安永審核。

EVENTS AFTER THE REPORTING PERIOD

The Company intended to spin off the shares of Xuanzhu Biopharm, a subsidiary of the Company, for listing (the “**Proposed Spin-off**”) on the STAR Market of the Shanghai Stock Exchange. Currently, the Company directly holds approximately 62.39% of the total issued share capital of Xuanzhu Biopharm. As a result of the Proposed Spin-off, the Company's interests in Xuanzhu Biopharm will be reduced, and the Company will remain as the controlling shareholder of Xuanzhu Biopharm after the completion of the spin-off and listing.

The Company has obtained the approval from the Stock Exchange for the Company's Proposed Spin-off of Xuanzhu Biopharm pursuant to Practice Note 15 of the Listing Rules. As at the date of this annual report, Xuanzhu Biopharm has not submitted any formal listing application to any relevant regulatory authorities in mainland China.

As the Company's equity interest in Xuanzhu Biopharm is expected to decrease upon completion of the Proposed Spin-off, the Proposed Spin-off constitutes a deemed disposal of the Company's equity interest in Xuanzhu Biopharm under Chapter 14 of the Listing Rules. As the maximum applicable percentage ratio in relation to the Proposed Spin-off is currently expected to exceed 25% but less than 75%, the Proposed Spin-off may constitute a major transaction of the Company and is therefore subject to requirements of announcements, reports and shareholders' approval under Chapter 14 of the Listing Rules. This major transaction is expected to be approved in writing by shareholders holding more than 50% of the Company's shares. The Company will comply with the applicable requirements of the Listing Rules as and when necessary.

For further details of the Proposed Spin-off, please refer to the announcement of the Company dated 27 March 2022 and other disclosure documents to be published by the Company in due course according to applicable Listing Rules.

Save as otherwise disclosed in this annual report, the Group has no other significant events after the reporting period up to the date of this annual report.

RE-APPOINTMENT OF EXTERNAL AUDITOR

The audit committee was satisfied with Ernst & Young's work, its independence, and its objectivity, and therefore recommended the re-appointment of Ernst & Young (which has indicated its willingness to continue in office) as the Group's external auditor for 2022 for Shareholders' approval at the 2022 AGM.

The consolidated financial statements of the Company for the year ended 31 December 2021 were audited by Ernst & Young.

董事會報告

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安永將退任，並合資格膺選連任。本公司將於應屆股東週年大會上提呈一項決議案續聘安永為本公司之核數師。

除上文所披露者之外，在過去三年本公司之核數師並無其他變動。

董事資料之變更

根據上市規則第13.51B(1)條，於本公司二零二一年中期報告刊發日期後董事資料變更如下：

1. 獨立非執行董事辛定華先生分別於二零二一年十二月二十一日及二零二一年十二月二十二日不再擔任中國鐵建股份有限公司(股份代號：SH601186及HK1186)及中國中車股份有限公司(股份代號：SH601766及HK1766)的獨立非執行董事。於二零二一年十二月二十一日，辛先生獲委任為法拉帝股份有限公司(股份代號：9638)的獨立非執行董事(於聯交所上市)。
2. 獨立非執行董事朱迅博士的董事袍金自二零二二年一月一日起調整為412,000港元。

承董事會命
董事會主席
車馮升醫生

二零二二年三月二十九日

Ernst & Young will retire and being eligible, offer themselves for re-election. A resolution for the re-appointment of Ernst & Young as auditor of the Company will be proposed at the forthcoming annual general meeting.

Save as disclosed above, there has been no other change in the auditor of the Company in the preceding three years.

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors subsequent to the date of the Company's interim report 2021 are as follows:

1. Mr. Patrick Sun, an independent non-executive Director, ceased to be the independent non-executive director of China Railway Construction Corporation Limited (stock code: SH601186 and HK1186) and CRRC Corporation Limited (stock code: SH601766 and HK1766) with effect from 21 December 2021 and 22 December 2021, respectively. On 21 December 2021, Mr. Sun was appointed as an independent non-executive director of Ferretti S.p.A. (stock code: 9638), listed on the Stock Exchange.
2. The Director's fee of Dr. Zhu Xun, an independent non-executive Director, was adjusted to HK\$412,000 with effect from 1 January 2022.

By Order of the Board
Dr. Che Fengsheng
Chairman of the Board

29 March 2022



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

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

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

致四環醫藥控股集團有限公司股東

(於百慕達註冊成立的有限公司)

意見

我們已審計載於第126頁至第304頁的四環醫藥控股集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等財務報表包括於二零二一年十二月三十一日的綜合財務狀況報表和截至該日止年度的綜合損益表及其他全面收益表，綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，其中包括重要會計政策概要。

我們認為，綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反應 貴集團於二零二一年十二月三十一日的綜合財務表現和綜合現金流量，並已根據香港公司條例之披露要求妥為編製。

意見的基礎

我們已根據國際審計與鑒證準則理事會頒佈的國際審計準則(「國際審計準則」)進行審計。我們就該等準則承擔的責任在我們的報告核數師就審計綜合財務報表承擔的責任部分中進一步闡述。根據香港會計師公會的《專業會計師職業道德守則》(「守則」)，我們獨立於 貴集團，並已履行守則中的其他職業道德責任。我們認為，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

To the shareholders of

Sihuan Pharmaceutical Holdings Group Ltd.

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Sihuan Pharmaceutical Holdings Group Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 126 to 304, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對我們本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了我們的報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述事項所執行的程序，為對後附綜合財務報表發表審計意見提供了基礎。

Key audit matters

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

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

關鍵審計事項

Key audit matter

開發成本的資本化

Capitalisation of development costs

於二零二一年十二月三十一日，貴集團已將用於開發新醫藥產品的正在進行的開發成本資本化，金額約人民幣410百萬元。開發活動的支出在符合附註2.10(a)「研究與開發」中提到的所有標準時被資本化。在確定貴集團是否符合資本化標準時，需要進行重大的管理估計與判斷。

As at 31 December 2021, the Group had capitalised development costs in progress amounting to approximately RMB410 million for the development of new pharmaceutical products. The expenditure on development activities was capitalised when all the criteria mentioned in note 2.10(a) "Research and development" were satisfied. Significant management estimation and judgement were required in determining whether the Group met the capitalisation criteria.

相關披露被納入綜合財務報表附註2.10(a)「研究與開發」，附註3(f)「開發成本的資本化」及附註18「無形資產」。

Related disclosures are included in note 2.10(a) "Research and development", note 3(f) "Capitalisation of development costs" and note 18 "Intangible assets" to the consolidated financial statements.

我們的審計如何處理關鍵審計事項

How our audit addressed the key audit matter

我們評估了貴集團使用的會計政策及支出资本化方法是否符合國際會計準則第38號的規定，獲得並審查了試驗讀數和監管公告，並通過與行業慣例的比較評估了管理層對標準滿足情況的判斷。

We assessed the compliance of the accounting policy and methodology for capitalisation of expenditures used by the Group with International Accounting Standard 38, obtained and examined trial readouts and regulatory announcements, and evaluated the management judgement on the satisfaction of criteria through comparison to industry practice.

我們了解、評估和測試了貴集團開發成本資本化的內部治理和審批程序的相關內部控制，並審查了內部商業和技術可行性報告。

We obtained an understanding of, assessed and tested the relevant internal controls over the Group's internal governance and approval process on capitalisation of development costs and examined the internal commercial and technical feasibility reports.

我們評估了貴集團合併財務報表中發展成本資本化的披露是否充分。

We assessed the adequacy of the Group's disclosures of capitalisation of development costs in the consolidated financial statements.

關鍵審計事項 (續)

Key audit matters (continued)

<p>關鍵審計事項 Key audit matter</p>	<p>我們的審計如何處理關鍵審計事項 How our audit addressed the key audit matter</p>
<p>物業、廠房及設備的減值 <i>Impairment of property, plant and equipment</i></p> <p>於二零二一年十二月三十一日，貴集團擁有大量物業、廠房及設備，金額約為人民幣3,305百萬元。中華人民共和國政府實施的一系列與醫藥行業深入改革相關的主要政策使其主要產品的財務表現總體上存在不確定性。</p> <p>The Group had significant property, plant and equipment amounting to approximately RMB3,305 million as at 31 December 2021. A series of major policies related to the in-depth reform of the pharmaceutical industry imposed by the government of the People's Republic of China have created uncertainty in the financial performance of the Group's main products in general.</p> <p>因此，管理層確定了減值指標並通過於計算使用價值的基礎上利用貼現現金流預測估計可收回金額，對物業、廠房及設備相關的現金產生單位（「現金產生單位」）進行了減值評估。該事項於我們的審計工作非常重要，因為減值測試程序很複雜並涉及重要判斷及估計。Accordingly, the management identified impairment indicators and performed impairment assessment of the cash generating units ("CGUs") that the property, plant and equipment were related to by estimating the recoverable amount based on the value in use calculation using discounted cash flow projections. This matter was significant to our audit because the process of impairment assessment was complex and involved significant judgements and estimates.</p> <p>相關披露被納入綜合財務報表附註2.7「非金融資產減值」、附註2.8「物業、廠房及設備以及折舊」、附註3(d)「物業、廠房及設備減值」及附註14「物業、廠房及設備」。</p> <p>Related disclosures are included in note 2.7 "Impairment of non-financial assets", note 2.8 "Property, plant and equipment and depreciation", note 3(d) "Impairment of property, plant and equipment" and note 14 "Property, plant and equipment" to the consolidated financial statements.</p>	<p>我們讓內部估值專家協助我們評估減值分析中所用的方法。</p> <p>We involved our internal valuation specialists to assist us in the evaluation of the methodologies used in the impairment analysis.</p> <p>我們通過比較預測和各現金產生單位的歷史業績和業務發展計劃，評估了關鍵假設，包括產品的預計市場份額、預期售價及未來收入和經營業績使用的相關成本。</p> <p>We evaluated the key assumptions including the product's projected market share, expected selling price and associated costs applied in the future revenues and operating results forecasts by comparing the forecasts with the historical performance of the respective CGUs and the business development plan.</p> <p>我們評估 貴集團於綜合財務報表中對物業、廠房及設備的減值的披露是否充足。</p> <p>We assessed the adequacy of the Group's disclosures concerning impairment of property, plant and equipment in the consolidated financial statements.</p>

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項(續)

Key audit matters (continued)

關鍵審計事項 Key audit matter	我們的審計如何處理關鍵審計事項 How our audit addressed the key audit matter
<p>無形資產減值 <i>Impairment of intangible assets</i></p> <p>於二零二一年十二月三十一日，貴集團的遞延開發成本及進行中產品開發分別約為人民幣164百萬元及人民幣410百萬元，且截至二零二一年十二月三十一日止年度間，貴集團對正在進行的產品開發確認了人民幣131百萬元的減值準備。管理層基於貴集團所擁有的資本化開發成本及各醫藥專利或許可的估計未來現金流量以及醫藥行業所經歷的計劃產品生命週期作出減值評估。此事項涉及重大管理層判斷及估計，如預測收益增長、未來實際年期、利潤率及貼現率。該等假設變化可能導致減值結果出現變化。</p> <p>As at 31 December 2021, the Group had deferred development costs and product development in progress amounting to approximately RMB164 million and RMB410 million, respectively, and the Group recognised impairment provision for product development in progress of RMB131 million during the year ended 31 December 2021. The management made impairment assessment based on estimated future cash flows generated by all pharmaceutical patents or licenses in capitalisation of development costs that the Group possessed, and projected product lifecycles experienced in the pharmaceutical industry. This matter involved significant management judgements and estimates, such as forecasted revenue growth, future beneficial life, profit margin and discount rate. Changes in these assumptions might lead to a change in the impairment results.</p> <p>相關披露被納入綜合財務報表附註2.7「非金融資產減值」、附註2.10「無形資產」、附註3(a)「遞延開發成本及進行中產品開發減值」及附註18「無形資產」。</p> <p>Related disclosures are included in note 2.7 "Impairment of non-financial assets", note 2.10 "Intangible assets", note 3(a) "Impairment of deferred development costs and product development in progress" and note 18 "Intangible assets" to the consolidated financial statements.</p>	<p>我們讓內部估值專家協助我們評估減值分析中所用的方法及貼現率。</p> <p>We involved our internal valuation specialists to assist us in evaluation of the methodologies and discount rate used in the impairment analysis.</p> <p>我們檢查的預期現金流量的關鍵假設包括產品的預計市場份額、預期售價及就行業分析師評論將產生的相關成本、對若干治療領域的一致預測及可資比較公司的基準數據(倘可獲得)。我們通過比較實際結果與先前期間所作推測來評估管理層預測。</p> <p>We checked the key assumptions in the cash flow forecast, including the product's projected market share, expected selling price and associated costs to be incurred against industrial analyst commentaries, consensus forecasts of certain therapeutic area and benchmark data for comparable companies where available. We assessed the management's forecast by comparison of the actual results and the projections made in prior periods.</p> <p>我們評估貴集團於綜合財務報表中對無形資產減值的披露是否充足。</p> <p>We assessed the adequacy of the Group's disclosures of impairment of intangible assets in the consolidated financial statements.</p>

刊載於年報的其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報的資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其發表任何形式的鑒證結論。

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

刊載於年報的其他資料(續)

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們須報告該事實。在此方面我們沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露要求編製真實且公允的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。

核數師就審核綜合財務報表須承擔的責任

我們的目標是就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們根據一九八一年百慕達公司法第90條僅對全體股東作出報告，本報告概不作其他用途。我們不會就本報告的內容向任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照國際審計準則進行的審核在某重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，而倘合理預期彼等單獨或總體可能影響使用者依賴該等綜合財務報表所作出的經濟決定，則有關錯誤陳述被視為重大。

Other information included in the Annual Report

(continued)

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

Responsibilities of the directors for the consolidated financial statements

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

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

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

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

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

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

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

核數師就審核綜合財務報表 須承擔的責任(續)

作為我們根據國際審計準則進行審核的一部分，在審核過程中我們運用專業判斷及保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於截至核數師報告日期所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

核數師就審核綜合財務報表 須承擔的責任(續)

- 評價綜合財務報表的整體列報方式、結構及內容(包括披露)，以及綜合財務報表是否公允呈列相關交易及事項。
- 就 貴集團內實體或業務活動的財務諮詢獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及(倘適用)為消除威脅而採取的行動或應用的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何兆烽。

安永會計師事務所

執業會計師

香港

二零二二年三月二十九日

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

Ernst & Young

Certified Public Accountants

Hong Kong

29 March 2022

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

			二零二一年 2021	二零二零年 2020
		附註 Notes	人民幣千元 RMB'000	人民幣千元 RMB'000
持續經營業務	CONTINUING OPERATIONS			
收益	Revenue	5	3,291,270	2,464,226
銷售成本	Cost of sales		(842,754)	(549,777)
毛利	GROSS PROFIT		2,448,516	1,914,449
其他收入	Other income	5	192,263	172,560
其他收益 – 淨額	Other gains – net	5	254,878	249,619
終止確認附屬公司的收益	Gain on derecognition of subsidiaries	38	–	72,307
視作出售一家附屬公司的 收益	Gain on deemed disposal of a subsidiary	37	59,228	–
無形資產減值虧損	Impairment losses on intangible assets	18	(131,297)	–
分銷開支	Distribution expenses		(547,490)	(368,792)
行政開支	Administrative expenses		(607,488)	(489,784)
研究及開發開支	Research and development expenses		(868,069)	(729,157)
其他開支	Other expenses		(36,600)	(34,077)
經營溢利	OPERATING PROFIT		763,941	787,125
財務開支	Finance expenses	7	(119,311)	(8,217)
分佔使用權益法計算的 投資虧損	Share of losses of investments accounted for using the equity method	20	(158,581)	(13,064)
持續經營業務的 除稅前溢利	PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	6	486,049	765,844
所得稅開支	Income tax expense	10	(253,279)	(219,040)
持續經營業務的 年度溢利	PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		232,770	546,804
已終止經營業務	DISCONTINUED OPERATIONS			
已終止經營業務的 年度虧損	Loss for the year from discontinued operations	11	–	(34,917)
年度溢利	PROFIT FOR THE YEAR		232,770	511,887
以下人士應佔：	Attributable to:			
本公司擁有人	Owners of the Company		416,509	473,382
非控股權益	Non-controlling interests		(183,739)	38,505
			232,770	511,887

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二一年十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER 2021

		二零二一年 2021	二零二零年 2020
		附註 Notes	人民幣千元 RMB'000
年度溢利	PROFIT FOR THE YEAR	232,770	511,887
年度其他全面收益， 扣除稅項	OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	-	-
年度全面收益 總額	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	232,770	511,887
以下人士應佔：	Attributable to:		
本公司擁有人	Owners of the Company	416,509	473,382
非控股權益	Non-controlling interests	(183,739)	38,505
年度全面收益 總額	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	232,770	511,887
		人民幣元 RMB	人民幣元 RMB
本公司擁有人 應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	13	
每股基本盈利	Basic earnings per share		
年度溢利	For profit for the year	4.42 分cents	5.00 分cents
持續經營業務的溢利	For profit from continuing operations	4.42 分cents	5.31 分cents
每股攤薄盈利	Diluted earnings per share		
年度溢利	For profit for the year	4.39 分cents	5.00 分cents
持續經營業務的溢利	For profit from continuing operations	4.39 分cents	5.31 分cents

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二一年十二月三十一日

As at 31 December 2021

		於十二月三十一日		
		As at 31 December		
		二零二一年	二零二零年	
		2021	2020	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
	附註			
	Notes			
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	14	3,304,929	3,053,288
投資物業	Investment properties	15	224,269	232,173
使用權資產	Right-of-use assets	16	787,773	787,973
商譽	Goodwill	17	28,352	12,312
無形資產	Intangible assets	18	595,916	505,621
使用權益法計算的 投資	Investments accounted for using the equity method	20	705,533	1,070,387
按公平值計入損益的 金融資產	Financial assets at fair value through profit or loss	21	266,999	196,153
其他非流動資產	Other non-current assets	22	392,302	367,869
遞延稅項資產	Deferred tax assets	32	303,464	269,449
已抵押存款	Pledged deposits	25	144,631	144,548
非流動資產總額	Total non-current assets		6,754,168	6,639,773
流動資產	CURRENT ASSETS			
存貨	Inventories	23	715,298	495,889
貿易及其他應收賬款	Trade and other receivables	24	1,234,428	971,540
按公平值計入損益的 金融資產	Financial assets at fair value through profit or loss	21	109,304	332,683
現金及現金等價物	Cash and cash equivalents	25	5,682,425	4,604,041
流動資產總額	Total current assets		7,741,455	6,404,153
總資產	TOTAL ASSETS		14,495,623	13,043,926

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二一年十二月三十一日

As at 31 December 2021

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註		
	Notes		
權益	EQUITY		
本公司擁有人應佔權益	Equity attributable to owners of the Company		
股本	Share capital	26	77,058
78,186			
股份溢價	Share premium	26	3,882,304
4,084,846			
其他儲備	Other reserves	28	(221,437)
725,222			
保留盈利	Retained earnings	28	4,546,223
4,302,088			
			8,284,148
非控股權益	Non-controlling interests		
			865,918
			9,190,342
			758,383
總權益	Total equity		9,150,066
			9,948,725
非流動負債	NON-CURRENT LIABILITIES		
遞延稅項負債	Deferred tax liabilities	32	222,390
225,688			
計息銀行借款	Interest-bearing bank borrowings	33	813,216
331,173			
租賃負債	Lease liabilities	16	31,463
2,510			
合同負債	Contract liabilities	31	9,969
–			
其他非流動負債	Other non-current liabilities	29	1,766,684
92,744			
非流動負債總額	Total non-current liabilities		2,843,722
			652,115
流動負債	CURRENT LIABILITIES		
貿易及其他應付賬款	Trade and other payables	30	1,971,289
1,830,161			
計息銀行借款	Interest-bearing bank borrowings	33	200,000
387,930			
合約負債	Contract liabilities	31	206,425
186,629			
應付所得稅	Income tax payable		111,247
22,445			
租賃負債	Lease liabilities	16	5,193
1,441			
其他流動負債	Other current liabilities	29	7,681
14,480			
流動負債總額	Total current liabilities		2,501,835
			2,443,086
總負債	TOTAL LIABILITIES		5,345,557
			3,095,201
權益及負債總額	TOTAL EQUITY AND LIABILITIES		14,495,623
			13,043,926

車馮升
Che Fengsheng
董事
Director

郭維城
Guo Weicheng
董事
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

		本公司擁有人應佔						非控股權益 Non- controlling interests	總權益 Total equity
		Attributable to owners of the Company							
		股本	股份溢價	其他儲備	保留盈利	總計			
		Share capital	Share premium	Other reserves	Retained earnings	Total			
附註	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		
Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
於二零二零年一月一日	At 1 January 2020	78,186	4,084,846	192,674	5,250,978	9,606,684	335,510	9,942,194	
年內溢利	Profit for the year	-	-	-	473,382	473,382	38,505	511,887	
僱員股份獎勵計劃：	Employee share award scheme:								
- 員工服務價值	- Value of employee services	27	-	23,176	-	23,176	-	23,176	
二零一九年末期股息	Final 2019 dividend	12	-	-	(123,054)	(123,054)	-	(123,054)	
特別現金股息	Special cash dividends	12	-	-	(1,287,332)	(1,287,332)	-	(1,287,332)	
二零二零年中期股息	Interim 2020 dividend	12	-	-	(9,466)	(9,466)	-	(9,466)	
已付非控股股東 股息	Dividends paid to non-controlling shareholders	-	-	-	-	-	(24,500)	(24,500)	
轉撥至中國法定 儲備金	Transfer to PRC statutory reserve fund	28	-	2,420	(2,420)	-	-	-	
因業務合併而產生之 非控股權益	Non-controlling interests arising on business combination	-	-	-	-	-	6,993	6,993	
出售附屬公司	Disposals of subsidiaries	-	-	-	-	-	3,603	3,603	
不改變控制權之 附屬公司 權益變更	Changes in interests in subsidiaries without change of control	29(iii)	-	506,952	-	506,952	398,272	905,224	
於二零二零年 十二月三十一日	At 31 December 2020	78,186	4,084,846	725,222	4,302,088	9,190,342	758,383	9,948,725	

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二一年十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER 2021

		本公司擁有人應佔					非控股權益	總權益
		Attributable to owners of the Company						
		股本	股份溢價	其他儲備	保留盈利	總計		
		Share capital	Share premium	Other reserves	Retained earnings	Total	controlling interests	Total equity
附註		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
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於二零二一年一月一日	At 1 January 2021	78,186	4,084,846	725,222	4,302,088	9,190,342	758,383	9,948,725
年內溢利	Profit for the year	-	-	-	416,509	416,509	(183,739)	232,770
僱員股份獎勵計劃：	Employee share award scheme:							
- 員工服務價值	- Value of employee services	27	-	59,350	-	59,350	-	59,350
二零二零年末期股息	Final 2020 dividend	12	-	-	(123,054)	(123,054)	-	(123,054)
已付非控股股東股息	Dividends paid to non-controlling shareholders		-	-	-	-	(73,500)	(73,500)
轉撥至中國法定儲備金	Transfer to PRC statutory reserve fund	28	-	49,320	(49,320)	-	-	-
購回及註銷股份	Repurchase and cancellation of shares	26	(1,156)	(205,251)	-	(206,407)	-	(206,407)
已行使購股權	Share options exercised	26/27	28	2,709	-	2,737	-	2,737
一間附屬公司股份之贖回負債確認	Recognition of redemption liabilities on a subsidiary's shares	29(iii)	-	(1,573,500)	-	(1,573,500)	-	(1,573,500)
設立一間附屬公司產生的非控股權益	Non-controlling interests arising on establishing a subsidiary		-	-	-	-	1,000	1,000
不改變控制權之出售附屬公司部分股權	Partial disposal of equity interests in subsidiaries without change of control	28	-	51,067	-	51,067	53,163	104,230
收購非控股權益	Acquisition of non-controlling interests		-	(8,844)	-	(8,844)	(1,656)	(10,500)
附屬公司的非控股股東出資	Capital contribution by non-controlling shareholders of subsidiaries	29(iii)	-	475,948	-	475,948	312,267	788,215
於二零二一年十二月三十一日	At 31 December 2021	77,058	3,882,304	(221,437)	4,546,223	8,284,148	865,918	9,150,066

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

			二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
		附註 Notes		
經營活動	CASH FLOWS FROM			
現金流量	OPERATING ACTIVITIES			
營運產生的現金	Cash generated from operations	34	868,825	441,344
已付所得稅	Income tax paid		(203,532)	(214,213)
經營活動的現金流量淨額	Net cash flows from operating activities		665,293	227,131
投資活動	CASH FLOWS FROM			
現金流量	INVESTING ACTIVITIES			
增加聯營公司及合營企業／ 對聯營公司及合營企業出資	Additions of/capital contribution to associates and a joint venture	20	–	(105,291)
第三方貸款墊付	Advances of loans to third parties		(4,346)	(11,025)
聯營公司貸款墊付	Advances of loans to associates		(70,371)	(71,055)
第三方償付貸款款項	Repayment of loans from third parties		15,058	6,037
聯營公司償付貸款款項	Repayment of loans from associates		37,412	15,000
收購附屬公司，扣除現金	Acquisitions of subsidiaries, net of cash		(153,377)	1,508
出售附屬公司，扣除現金	Disposals of subsidiaries, net of cash	38	–	117,571
購買物業、廠房及 設備	Purchases of items of property, plant and equipment		(601,017)	(506,639)
購買無形資產	Purchases of intangible assets	18	(124,565)	(73,975)
預付土地租賃付款	Prepaid land lease payments	16	(41,847)	–
購買按公平值計入損益的 金融資產	Purchases of financial assets at fair value through profit or loss		(20,041,950)	(18,806,553)
出售按公平值計入損益的 金融資產所得款項	Proceeds from disposal of financial assets at fair value through profit or loss		20,193,103	18,593,926
出售物業、廠房及 設備所得款項	Proceeds from disposal of items of property, plant and equipment	34	3,133	5,512
已抵押存款增加	Increase in pledged deposits		(83)	(144,548)
已收股息	Dividend received	20	317,637	–
已收利息	Interest received		133,644	54,755
投資活動所用 現金流量淨額	Net cash flows used in investing activities		(337,569)	(924,777)

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER 2021

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
	附註 Notes		
融資活動			
現金流量			
償付銀行借款款項	35	(537,970)	(376,075)
銀行借款所得款項	35	832,083	1,103,178
償付其他借款款項	35	(4,470)	-
其他借款所得款項	35	4,000	-
購回及註銷股份	26	(206,407)	-
已行使購股權	26/27	2,737	-
主要部分租賃付款	16/35	(3,187)	(3,152)
收購非控股權益	30	(5,250)	(10,000)
一間新設立附屬公司產生的 非控股權益		1,000	-
不改變控制權 之出售附屬公司部分股權		104,230	-
附屬公司的非控股股東 出資		788,215	915,224
已向本公司股東及 非控股股東支付股息	35	(196,389)	(1,444,352)
已付利息	35	(27,932)	(279)
融資活動所產生 現金流量淨額		750,660	184,544
現金及現金等價物增加/ (減少)淨額		1,078,384	(513,102)
年初現金及 現金等價物		4,604,041	5,117,143
年末現金及 現金等價物	25	5,682,425	4,604,041
現金及現金等價物結餘 分析			
現金及銀行結餘		3,689,923	2,947,415
無質押之定期存款		1,992,502	1,656,626
綜合財務狀況表及 綜合現金流量表 所列之現金及 現金等價物		5,682,425	4,604,041

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

1. 公司及集團資料

四環醫藥控股集團有限公司(「本公司」)根據百慕達公司法於百慕達註冊成立為獲豁免公司。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)的主要業務為於中華人民共和國(「中國」)研究及開發(「研發」)、製造及銷售醫藥產品和醫美產品。

本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本集團於香港的主要營業地點為香港灣仔港灣道1號會展廣場辦公大樓4309室，及北京的主要營業地點為中國北京市朝陽區八里莊西里住邦2000四號樓22樓(郵編：100025)。

本公司於二零一零年十月二十八日的第一上市地為香港聯合交易所有限公司(「聯交所」)。

2. 主要會計政策概要

編製綜合財務報表採用的主要會計政策載於下文。除另有說明外，該等政策在呈報的所有年度內貫徹應用。

2.1 編製基準

該等財務報表乃按照由國際會計準則委員會(「國際會計準則委員會」)頒佈的所有國際財務報告準則(「國際財務報告準則」)(包括所有國際財務報告準則、國際會計準則(「國際會計準則」)及相關詮釋)、香港公認會計準則以及香港公司條例的披露規定編製。財務報表按歷史成本法編製，惟理財產品、應收票據及股權投資按公平值計量。該等財務報表以人民幣(「人民幣」)呈列，除另有指示外，所有價值均約整至最接近千位數。

1. CORPORATE AND GROUP INFORMATION

Sihuan Pharmaceutical Holdings Group Ltd. (the "Company") is incorporated in Bermuda under the Bermuda Companies Act as an exempted company.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (together, the "Group") are the research and development ("R&D"), and the manufacture and sale of pharmaceutical products and medical aesthetic products in the People's Republic of China (the "PRC").

The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of the principal place of business of the Group in Hong Kong is Room 4309, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, and the address of the principal place of business in Beijing is 22/F, Building 4, Zhubang 2000, West Balizhuang, Chaoyang District, Beijing 100025, the PRC.

The Company had its primary listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 October 2010.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which include all IFRSs, International Accounting Standards ("IASs") and interpretations, promulgated by the International Accounting Standards Board (the "IASB"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for wealth management products, notes receivable and equity investments which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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2. 主要會計政策概要

(續)

2.1 編製基準(續)

合併基準

本綜合財務報表包括本公司及其附屬公司截至二零二一年十二月三十一日止年度之財務報表。附屬公司指本公司直接或間接控制之實體(包括結構性實體)。當本集團能透過其參與承擔或享有投資對象可變回報之風險或權利，並能夠向投資對象使用其權力影響回報金額(即現有權利可使本集團能於當時指示投資對象之相關活動)，即代表本集團擁有控制權。

當本公司直接或間接擁有少於投資對象大多數投票或類似之權利，則本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人之合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表乃按與本公司一致之會計政策就相同年度編製。附屬公司之業績自本集團取得控制權之日起直至該控制權終止之日止綜合入賬。

損益及各個其他全面收益組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉導致非控股權益出現虧絀結餘。所有與本集團成員公司之間之交易有關之集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數對銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

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

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

財務報表附註

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FOR THE YEAR ENDED 31 DECEMBER 2021

2. 主要會計政策概要

(續)

2.1 編製基準(續)

合併基準(續)

倘有事實及情況顯示上文所述三項控制因素中之一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。附屬公司擁有權益之變動(並無失去控制權)於入賬時列作權益交易。

倘本集團失去對附屬公司之控制權，則終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計匯兌差額，並確認(i)已收代價之公平值；(ii)所保留任何投資之公平值及(iii)據此於損益入賬之盈餘或虧絀。本集團早前於其他全面收益內確認之應佔部分會視乎情況按本集團直接出售相關資產或負債所要求之相同基準重新分類至損益或保留盈利。

2.2 會計政策變動及披露事項

本集團已於本年度財務報表首次採納以下經修訂國際財務報告準則。

國際財務報告準則第9號、國際會計準則第39號、
國際財務報告準則第7號、國際財務報告準則第4號
及國際財務報告準則第16號的修訂

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

國際財務報告準則第16號的修訂

Amendment to IFRS 16

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

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

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

2.2 Changes in accounting policies and disclosures

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

利率基準改革 — 第2階段

Interest Rate Benchmark Reform — Phase 2

二零二一年六月三十日以後的與2019冠狀病毒病
相關的租金寬免(提前採納)

COVID-19 Related Rent Concessions beyond
30 June 2021 (early adopted)

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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2. 主要會計政策概要

(續)

2.2 會計政策變動及披露事項

(續)

下文列出經修訂國際財務報告準則的性質和影響：

- (a) 國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號的修訂解決先前修訂未解決的問題，該問題在其他無風險利率（「無風險利率」）取代現有利率基準時影響財務報告。該修訂提供可行權宜方法，於入賬釐定金融資產及負債合約現金流的基準變動時，倘變動因利率基準改革直接引致，且釐定合約現金流量的新基準經濟上相當於緊接變動前的先前基準，在不調整金融資產及負債賬面值的情況下更新實際利率。此外，該等修訂允許利率基準改革要求就對沖指定及對沖文件作出的變動，而不中斷對沖關係。過渡期間可能產生的任何收益或虧損均透過國際財務報告準則第9號的正常要求進行處理，以衡量及確認對沖無效性。當無風險利率被指定為風險組成部分時，該等修訂亦暫時寬免實體須符合可單獨識別的規定。寬免允許實體於指定對沖時假設符合可單獨識別的規定，前提是實體合理預期無風險利率風險成分於未來24個月內將可單獨識別。此外，該等修訂亦要求實體披露其他資料，以使財務報表的使用者能夠了解利率基準改革對實體金融工具及風險管理策略的影響。

該等修訂對本集團的財務狀況及表現並無任何影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.2 Changes in accounting policies and disclosures

(continued)

The nature and the impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate ("RFR"). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

The amendments did not have any impact on the financial position and performance of the Group.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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2. 主要會計政策概要

(續)

2.2 會計政策變動及披露事項

(續)

下文列出經修訂國際財務報告準則的性質和影響：(續)

- (b) 於二零二一年三月發佈的國際財務報告準則第16號的修訂將為承租人提供可行權宜方法以選擇就2019冠狀病毒病疫情的直接後果產生的租金寬免不應租賃修改會計處理的有效期限延長了12個月。因此，該可行權宜方法應用於租賃付款的任何減幅僅影響二零二二年六月三十日或之前初始到期的付款的租金寬免，惟須滿足應用可行權宜方法的其他條件。該修訂於二零二一年四月一日或之後開始的年度期間追溯有效，初步應用修訂的任何累積影響被確認為對當前會計期間開始時保留溢利期初結餘的調整。允許提早應用。

本集團已於二零二一年一月一日提早採納該修訂。然而，本集團並未收到與2019冠狀病毒病相關的租金寬免，並計劃於允許應用的期間內，在可行情況下應用該可行權宜方法。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.2 Changes in accounting policies and disclosures

(continued)

The nature and the impact of the revised IFRSs are described below: (continued)

- (b) Amendment to IFRS 16 issued in March 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021. However, the Group has not received covid-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並無於該等財務報表採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號的修訂
Amendments to IFRS 3

國際財務報告準則第10號及國際會計準則第28號的修訂

Amendments to IFRS 10 and IAS 28

國際財務報告準則第17號
IFRS 17

國際財務報告準則第17號的修訂
Amendments to IFRS 17

國際會計準則第1號的修訂
Amendments to IAS 1

國際會計準則第1號及國際財務報告準則實務公告第2號的修訂
Amendments to IAS 1 and IFRS Practice Statement 2

國際會計準則第8號的修訂
Amendments to IAS 8

國際會計準則第12號的修訂
Amendments to IAS 12

國際會計準則第16號的修訂
Amendments to IAS 16

國際會計準則第37號的修訂
Amendments to IAS 37

國際財務報告準則二零一八年至二零二零年的年度改進
Annual Improvements to IFRSs 2018–2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs

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

概念框架之提述¹

Reference to the Conceptual Framework¹

投資者與其聯營公司或合營企業之間的資產出售
或注資³

Sale or Contribution of Assets between an Investor
and its Associate or Joint venture³

保險合約²

Insurance Contracts²

保險合約^{2,4}

Insurance Contracts^{2,4}

將負債分類為流動或非流動²

Classification of Liabilities as Current or Non-current²

會計政策披露²

Disclosure of Accounting Policies²

會計估計的定義²

Definition of Accounting Estimates²

與單一交易產生的資產及負債有關的遞延稅項²

Deferred Tax related to Assets and Liabilities
arising from a Single Transaction²

物業、廠房及設備：擬定用途前的所得款項¹

Property, Plant and Equipment: Proceeds before
Intended Use¹

有償合約 — 履行合約的成本¹

Onerous Contracts — Cost of Fulfilling a Contract¹

國際財務報告準則第1號、國際財務報告準則第9號、

國際財務報告準則第16號隨附

範例及國際會計準則第41號的修訂¹

Amendments to IFRS 1, IFRS 9, Illustrative Examples
accompanying IFRS 16, and IAS 41¹

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

- 1 於二零二二年一月一日或之後開始之年度期間生效
- 2 於二零二三年一月一日或之後開始之年度期間生效
- 3 並未釐定強制性生效日期，但可供採納
- 4 由於二零二零年六月刊發國際財務報告準則第17號的修訂，國際財務報告準則第4號已修訂以延長臨時豁免，允許保險人於二零二三年一月一日前開始之年度期間採用國際會計準則第39號而非國際財務報告準則第9號

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

- 1 Effective for annual periods beginning on or after 1 January 2022
- 2 Effective for annual periods beginning on or after 1 January 2023
- 3 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

有關預期將適用於本集團的國際財務報告準則的進一步資料載述如下。

國際財務報告準則第3號的修訂旨在以二零一八年三月發佈財務報告概念框架的提述取代編製及呈列財務報表的框架的先前提述，而無需重大改變其要求。該等修訂亦為國際財務報告準則第3號增加確認原則的例外情況，實體可參考概念框架釐定資產或負債的構成要素。該例外情況規定，對於單獨而非於業務合併中承擔且屬於國際會計準則第37號或國際財務報告詮釋委員會第21號的負債及或然負債，採用國際財務報告準則第3號的實體應分別提述國際會計準則第37號或國際財務報告詮釋委員會第21號，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認資格。本集團預期自二零二二年一月一日起提前採用有關修訂。由於收購日期為首次採納日期或之後的業務合併可能提前採納該等修訂，本集團於過渡日期將不會受到該等修訂的影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

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

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零二一年十二月三十一日止年度

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則第10號及國際會計準則第28號的修訂針對國際財務報告準則第10號及國際會計準則第28號之間有關投資者與其聯營公司或合營企業之間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認下游資產交易產生的全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂採用未來適用法。國際會計準則理事會已於二零一五年十二月剔除國際財務報告準則第10號及國際會計準則第28號的修訂的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂可於現時應用。

國際會計準則第1號有關流動負債或非流動負債分類的修訂澄清劃分負債為流動或非流動的規定。該等修訂載明，倘實體遞延清償負債的權利受限於該實體須符合特定條件，則倘該實體於年末符合有關條件，其有權於該日遞延清償負債。負債的分類不受實體行使其權利遞延清償負債的可能性的影響。該等修訂亦澄清被認為清償負債的情況。該等修訂自二零二三年一月一日或之後開始的年度期間生效，並將追溯應用。允許提早採納。預期該等修訂不會對本集團的財務報表產生任何重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

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

Amendments to IAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the year if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第1號會計政策披露的修訂要求實體披露其重大會計政策資料，而非其重要會計政策。倘會計政策資料與實體財務報表中包含的其他資料一併考慮時，可合理預期會影響通用財務報表的主要使用者於有關財務報表的基礎上作出的決策，則該等會計政策資料屬重大。國際財務報告準則實務公告第2號的修訂就如何將重要性概念應用於會計政策披露提供非強制性指導。國際會計準則第1號的修訂自二零二三年一月一日或之後開始的年度期間生效，並允許提早應用。由於國際財務報告準則實務公告第2號的修訂提供的指導屬非強制性，因此該等修訂的生效日期為非必要。本集團現正評估該等修訂對本集團會計政策披露的影響。

國際會計準則第8號的修訂澄清了會計估計變更及會計政策變更之間的區別。會計估計是指存在計量不確定性的財務報表中的貨幣金額。該等修訂亦澄清了實體如何使用計量方法及輸入信息來制定會計估計。該等修訂自二零二三年一月一日或之後開始的年度報告期間生效，並適用於該期間開始或之後發生的會計政策變更及會計估計變更。允許提早應用。該等修訂預計不會對本集團的財務報表產生任何重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

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

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

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第12號的修訂縮小了初始確認例外情況的範圍，使其不再適用於產生相等應課稅及可扣減暫時差額的交易，如租賃及棄置義務。因此，實體需要為該等交易產生的暫時性差額確認遞延稅款資產及遞延稅款負債。該等修訂自二零二三年一月一日或之後開始的年度報告期間生效，並應於最早比較期間開始時應用於與租賃及棄置義務有關的交易，任何累積影響適當確認為該日對留存利潤或權益其他組成部分的期初結餘的調整。此外，該等修訂可提前應用於除租賃及棄置義務以外的交易。允許提早採納。

本集團已應用初始確認的例外情況，且並未確認與租賃相關交易的暫時性差額的遞延稅項資產及遞延稅項負債。初次應用該等修訂時，本集團將確認與使用權資產及租賃負債相關的可扣減及應課稅暫時差額的遞延稅項資產及遞延稅項負債，並確認初次應用該等修訂的累積影響，作為對於最早比較期間開始時留存利潤期初結餘的調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

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

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise a deferred tax asset and a deferred tax liability for deductible and taxable temporary differences associated with right-of-use assets and lease liabilities, and recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained profits at the beginning of the earliest comparative period presented.

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第16號的修訂禁止實體從物業、廠房及設備成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售所得。相反,實體須將出售任何有關項目的所得款項及成本計入損益。該等修訂自二零二二年一月一日或之後開始的年度期間生效,並僅對實體首次應用有關修訂的財務報表呈列的最早期間開始時或之後可供使用的物業、廠房及設備項目追溯應用。允許提早採納。預期該等修訂不會對本集團的財務報表產生任何重大影響。

國際會計準則第37號的修訂澄清,就根據國際會計準則第37號評估合約是否屬虧損性而言,履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理與監督成本)。一般及行政費用與合約並無直接關係,除非合約明確向對手方收費,否則將其排除在外。該等修訂自二零二二年一月一日或之後開始的年度期間生效,並適用於實體首次應用有關修訂的年度報告期間開始時實體尚未履行其全部責任的合約。允許提早採納。初步應用修訂的任何累積影響應於初始應用日期確認為期初權益的調整,且毋須重列比較資料。預期該等修訂不會對本集團的財務報表產生任何重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

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2. 主要會計政策概要

(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則二零一八年至二零二零年的年度改進載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂。預計適用於本集團的該等修訂詳情如下：

- 國際財務報告準則第9號金融工具：澄清於實體評估是否新訂或經修改金融負債的條款與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將有關修訂應用於實體首次應用有關修訂的年度報告期開始或之後修改或交換的金融負債。該等修訂自二零二二年一月一日或之後開始的年度期間生效。允許提早採納。預期該等修訂不會對本集團的財務報表產生任何重大影響。
- 國際財務報告準則第16號租賃：刪除國際財務報告準則第16號隨附之範例13中有關租賃物業裝修的出租人付款說明。此舉消除於採用國際財務報告準則第16號有關租賃激勵措施處理方面的潛在困惑。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.3 Issued but not yet effective IFRSs (continued)

Annual Improvements to IFRSs 2018–2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

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2. 主要會計政策概要

(續)

2.4 投資至聯營公司及合營企業

聯營公司是集團擁有一般不少於20%股份投票權的長期權益，並可對其發揮重大影響力的實體。重大影響是參與被投資者的財務及經營決策的權力，但不控制或共同控制該等政策。

合營企業指一種合營安排，對安排擁有共同控制權的訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意的決定時存在。

按權益會計法，本集團於聯營公司及合營企業的投資，以本集團應佔淨資產減任何減值虧損，於綜合財務狀況表列賬。任何可能存在的相異會計政策已作出相應調整使之貫徹一致。本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益及其他全面收益。此外，倘直接於聯營公司或合營企業的權益確認有關變動，則本集團會於綜合權益變動表確認其應佔任何變動(如適用)。本集團與其聯營公司或合營企業間交易的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損為所轉讓資產減值的憑證。收購聯營公司或合營企業的商譽列為本集團於聯營公司或合營企業的投資的一部分。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.4 Investments in associates and joint ventures

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

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

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2. 主要會計政策概要

(續)

2.4 投資至聯營公司及合營企業(續)

倘於聯營公司之投資成為於合營企業之投資(反之亦然)，保留權益不會予以重新計量。相對地，投資繼續按權益法入賬。在所有其他情況下，本集團對聯營公司不再有重大影響或對合營企業不再有共同控制時，按公平值計量及確認任何保留投資。本集團於失去重大影響或共同控制時聯營公司或合營企業的賬面值與保留投資的公平值及出售所得款項之間的任何差額於損益內確認。

當於聯營公司或合營企業的投資被分類為持作出售，其根據國際財務報告準則第5號持作出售的非流動資產及已終止經營業務列賬。

2.5 業務合併及商譽

業務合併乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產、本集團對被收購方之前擁有人承擔之負債及本集團發行以換取被收購方控制權之股權於收購日期之公平值之總和。就各業務合併而言，本集團可選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方屬現時擁有權益且於清盤時賦予其持有人按比例分佔資產淨值之被收購方非控股權益。非控股權益之所有其他部分按公平值計量。收購相關成本於產生時支銷。

當所收購的一組活動及資產包括一項參數與一個重要過程，且兩者須共同對創造收益的能力作出重大貢獻時，本集團方可釐定其已收購一項業務。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.4 Investments in associates and joint ventures (continued)

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

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

2.5 Business combinations and goodwill

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

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

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2. 主要會計政策概要

(續)

2.5 業務合併及商譽(續)

當本集團收購一項業務時，會根據合約條款，於收購日期之經濟環境及相關條件評估所承擔之金融資產及負債，以作出適當之分類及指定用途，其中包括將被收購方主合約中之內含衍生工具進行分離。

倘業務合併分階段完成，先前持有之股權會按其於收購日期之公平值重新計量，而所產生之任何收益或虧損於損益內確認。

收購方擬轉讓之任何或然代價將按收購日期之公平值確認。分類為資產或負債之或然代價按公平值計量，公平值之變動於損益內確認。分類為權益之或然代價並無重新計量，而其後結算於權益中入賬。

商譽初步按成本值計算，即已轉讓代價，就非控股權益確認之數額及本集團先前持有之被收購方股權之任何公平值之總和，超逾所收購可識別資產及所承擔可識別負債之差額。如有關代價及其他項目之總和低於所收購資產淨值之公平值，則於重新評估後其差額將於損益內確認為議價收購收益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.5 Business combinations and goodwill (continued)

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

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

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

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

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2. 主要會計政策概要

(續)

2.5 業務合併及商譽(續)

於初步確認後，商譽按成本值減任何累計減值虧損計量。商譽須每年進行減值測試，倘出現任何事件或情況有變顯示賬面值可能減少，則會更頻密地進行測試。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而收購之商譽乃自收購日期起分配至預期可自合併之協同效益中獲益之本集團各現金產生單位或現金產生單位組別，而不論本集團其他資產或負債會否轉撥至該等單位或單位組別。

減值透過對與商譽有關之現金產生單位(現金產生單位組別)之可收回數額進行評估而釐定。倘現金產生單位(現金產生單位組別)之可收回數額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於隨後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)並出售該單位內之部分業務，則於釐定出售之盈虧時，與所出售業務有關之商譽乃計入該業務賬面值。於該等情況下出售之商譽，按所出售業務及所保留現金產生單位部分之相對價值計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.5 Business combinations and goodwill (continued)

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

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

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

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2. 主要會計政策概要

(續)

2.6 公平值計量

本集團於各報告期末按公平值計量若干金融工具。公平值為市場參與者於計量日在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易在資產或負債之主要市場或(在無主要市場之情況下)在資產或負債之最具優勢市場進行而作出。主要或最具優勢市場必須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非金融資產之公平值計量經計及市場參與者透過以最大限度利用資產以達致最佳用途或將資產出售予將以最大限度利用資產以達致最佳用途之另一名市場參與者而產生經濟效益之能力。

本集團使用在屬適當情況下且具備充足數據可供計量公平值之估值方法，以盡量增加使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.6 Fair value measurement

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

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

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

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2. 主要會計政策概要

(續)

2.6 公平值計量 (續)

所有其公平值會被計量或於財務報表披露之資產及負債乃按整體對公平值計量屬重要之最低級別輸入數據在下列公平值等級內分類：

第一級 — 基於相同資產或負債於活躍市場之報價(未經調整)

第二級 — 基於對公平值計量屬重要之最低級別輸入數據均可直接或間接被觀察之估值方法

第三級 — 基於對公平值計量屬重要之最低級別輸入數據為不可觀察之估值方法

就經常於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(基於整體對公平值計量屬重要之最低級別輸入數據)釐定等級內各級之間有否出現轉換。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.6 Fair value measurement (continued)

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

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

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

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

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

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2. 主要會計政策概要

(續)

2.7 非金融資產減值

倘有跡象顯示出現減值，或需要進行每年資產(不包括存貨、合約資產、遞延稅項資產、金融資產及非流動資產)減值測試，則會估計資產之可收回數額。獨立資產可收回數額之計算方法以資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回數額。在對現金產生單位進行減值測試時，倘公司資產(如總部大樓)的部分賬面值在合理一致的基礎上進行分配，則將分配予獨立現金產生單位，否則將分配予最小現金產生單位組別。

減值虧損僅可在資產賬面值超過其可收回數額時方獲確認。在評估使用價值時，會以可反映現時市場對金錢時間值及該資產特有風險評估之稅前折現率折現至現值。減值虧損於產生期間內在損益內與已減值資產功能一致之支出類別內扣除。

於各報告期末，將評估是否有跡象顯示早前確認之減值虧損或不再存在或可能減少。倘出現有關跡象，則會估計可收回數額。早前就商譽以外資產確認之減值虧損，僅在用以釐定該資產可收回數額之估計數字出現變動時方會撥回，然而，有關數額將不會高於倘過往年度並無就資產確認減值虧損而應釐定之賬面值(扣除任何折舊／攤銷)。撥回之減值虧損於產生期間計入損益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.7 Impairment of non-financial assets

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

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

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

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2. 主要會計政策概要

(續)

2.8 物業、廠房及設備以及折舊

物業、廠房及設備主要包括工廠及辦公室。物業、廠房及設備(除在建工程外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及將資產促成其擬作用途工作狀態及地點的任何應佔直接成本。

物業、廠房及設備項目投入運作後所產生之維修保養等支出，一般於產生期間自損益內扣除。在確認標準達成之情況下，主要檢測所產生之開支在該資產賬面值中資本化為重置。倘大部分物業、廠房及設備須不時重置，則本集團會將有關部分確認為具特定使用年期之個別資產，並相應計提折舊。

折舊乃以直線法按其估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其餘值計算。就此所使用的殘值率及估計可使用年期如下：

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.8 Property, plant and equipment and depreciation

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

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

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

		殘值率 Residual rate	估計可 使用年期 Estimated useful lives
樓宇	Buildings	5%	10至35年 10 to 35 years
生產及電子設備	Production and electronic equipment	5%	3至10年 3 to 10 years
辦公室設備	Office equipment	5%	3至10年 3 to 10 years
汽車	Motor vehicles	5%	4至10年 4 to 10 years

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2. 主要會計政策概要

(續)

2.8 物業、廠房及設備以及折舊(續)

殘值率、可使用年期及折舊方法於各財政年度末進行檢討，並在適當時作出調整。

物業、廠房及設備項目(包括已初步確認之任何重要部分)於出售時或預期日後使用或出售該項目不會產生經濟利益時終止確認。於資產終止確認之年度在損益內確認之任何出售或廢棄損益，按出售所得款項淨額與有關資產賬面值之差額計算。

在建工程主要指在建樓宇、生產及電子設備、辦公設備、汽車，按成本值減任何減值虧損列賬，且不作折舊。成本值包括建築工程於建築期間之直接成本。在建工程於落成及可供使用時重新分類至適當之物業、廠房及設備類別。

2.9 投資物業

投資物業指就賺取租金收入及／或資本增值持有之樓宇，而非就生產或供應貨品或服務或就行政目的而持有。有關物業初步按成本計量，包括交易成本。於初步確認後，投資物業按成本減折舊及減值虧損入賬。折舊乃按直線法於物業的估計可使用年期內將其成本分配至其剩餘價值計算。於各報告期末檢討及適當調整投資物業之剩餘價值及可使用年期。修訂之影響於變動時計入損益內。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.8 Property, plant and equipment and depreciation

(continued)

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

Construction in progress mainly represents buildings, production and electronic equipment, office equipment, motor vehicles under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.9 Investment properties

Investment properties are interests in buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purpose. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less depreciation and any impairment losses. Depreciation is calculated using a straight-line method to allocate their cost to their residual values over the estimated useful lives of the properties. The residual values and useful lives of investment properties are reviewed, and adjusted if appropriate, at the end of each reporting period. The effects of any revision are included in the profit or loss when the changes arise.

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2. 主要會計政策概要

(續)

2.10 無形資產(除商譽外)

(a) 研發

- (i) 為獲取新科技或技術知識及認識而進行研究活動的開支會於產生期間內確認為開支。倘產品或工序在技術及商業上為可行，而本集團擁有充足資源並有意完成有關開發且本集團擁有足夠能力使用或出售資產，而該資產將取得未來經濟利益，及倘成本能可靠計量，則開發活動(與設計及測試新產品或改良產品有關)的開支將於「進行中產品開發」分類項下撥充資本。於某一產品開始投入商業生產後，開發活動的開支會轉入「遞延開發成本」，並按直線法於其預期可獲利期間攤銷。研發成本包括研發活動直接產生的費用或可按合理基準分配至該等活動的成本。
- (ii) 本集團所獲遞延開發成本乃按成本減累計攤銷及任何減值虧損於綜合財務狀況表內列賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.10 Intangible assets (other than goodwill)

(a) R&D

- (i) Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised as an expense in the period in which it is incurred. Expenditure on development activities (relating to the design and testing of new or improved products) is capitalised under the category of “product development in progress” if the product or process is technically and commercially feasible, the Group has sufficient resources and the intention to complete the development, the Group has sufficient ability to use or sell the asset, the asset will generate future economic benefit, and the cost can be reliably measured. Upon the commencement of the commercial production of a product, the expenditure on development activities is transferred to “deferred development costs” and amortised on a straight-line basis over the period of its expected benefit. R&D costs comprise costs that are directly attributable to R&D activities or that can be allocated on a reasonable basis to such activities.
- (ii) Deferred development costs that are acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation and any impairment losses.

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2. 主要會計政策概要

(續)

2.10 無形資產(除商譽外)(續)

(a) 研發(續)

- (iii) 收購或完成開發活動後產生的其後開支乃於產生時確認為支出，除非此項開支可能將致使資產產生超出其原先評估表現水平的未來經濟利益，且此項開支能可靠地計算及計入資產，則作別論。倘符合該等條件，其後開支會計入無形資產的成本。
- (iv) 遞延開發成本乃按不超過5至15年的有關產品的商業年期以直線法於損益內支銷。

(b) 商標

分開收購的商標初步按歷史成本列賬。於業務合併收購的商標於收購日期按公平值確認。商標具有有限使用年期，按成本減累計攤銷及任何減值虧損入賬。攤銷乃按直線法於5至10年的估計可使用年內分攤商標成本計算。

(c) 電腦系統

所收購電腦軟件許可證基於收購及使用特定軟件產生的成本撥充資本。有關成本採用直線法於3至5年的估計可使用年內攤銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.10 Intangible assets (other than goodwill) (continued)

(a) R&D (continued)

- (iii) Subsequent expenditure on development activities after its acquisition or its completion is recognised as an expense when it is incurred unless it is probable that this expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and this expenditure can be measured and attributed to the asset reliably. If these conditions are met, the subsequent expenditure is added to the cost of the intangible asset.
- (iv) Amortisation of deferred development costs is charged to the profit or loss on a straight-line basis over the commercial lives of the underlying products which is not exceeding 5 to 15 years.

(b) Trademarks

Separately acquired trademarks are initially recorded at historical cost. Trademarks acquired in a business combination are recognised at fair value at the acquisition date. Trademarks have a finite useful life and are carried at cost less accumulated amortisation and any impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives of 5 to 10 years.

(c) Computer systems

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using the straight-line method over their estimated useful lives of 3 to 5 years.

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2. 主要會計政策概要

(續)

2.10 無形資產(除商譽外)(續)

(d) 客戶關係

客戶關係具有有限使用年期，乃按成本減累計攤銷及任何減值虧損列賬。攤銷採用直線法於5年預計年期內計算。

具有有限使用年期的無形資產的攤銷期間及攤銷方法至少於各財政年度末作出檢討。任何修訂的影響乃於產生變動時於損益確認。

2.11 租賃

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約為換取代價而授予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.10 Intangible assets (other than goodwill) (continued)

(d) Customer relationships

The customer relationships have a finite useful life and are carried at cost less accumulated amortisation and any impairment losses. Amortisation is calculated using the straight-line method over the expected life of 5 years.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. The effects of any revision are recognised in profit or loss when the changes arise.

2.11 Leases

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

Group as a lessee

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

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2. 主要會計政策概要

(續)

2.11 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、初步已產生直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。使用權資產於其租期及估計可使用年期(以較短者為準)按直線法折舊，如下：

租賃土地

Leasehold land

25至50年

25 to 50 years

樓宇

Buildings

2至5年

2 to 5 years

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.11 Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets

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

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

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2. 主要會計政策概要

(續)

2.11 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

於租賃開始日期按租賃期內將作出的租賃付款現值確認租賃負債。租賃付款包括定額付款(含實質定額款項)減任何租賃獎勵應收款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止租賃選擇權時，有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，因租賃內含利率無法確定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在租期的修改、由指數或利率變動引起的未來租賃付款變動以及租期變動、租賃付款變動(例如指數或比率的變動導致未來租賃付款出現變動)或購買相關資產的選擇權評估變動，則重新計量租賃負債的賬面值。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.11 Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

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2. 主要會計政策概要

(續)

2.11 租賃(續)

本集團作為承租人(續)

(c) 短期租賃

本集團對其樓宇的短期租賃(即自開始日期起計之租期不超過12個月且不包括購買選擇權的租賃)應用短期租賃確認豁免。

短期租賃之租賃付款乃於租賃期以直線法確認為開支。

本集團作為出租人

本集團在充當出租人時會於起租日(或倘有租約變更時)將其各項租賃分類為經營租賃或融資租賃。

本集團並未轉移資產所有權的絕大部分風險及回報的租賃則分類為經營租賃。當一項合約同時包含租賃及非租賃部分時，本集團會根據相對獨立的售價基準將合約中的代價分配至各部分。租金收入於租賃期以直線法入賬，且因其經營性質而計入損益之收入內。於磋商及安排經營租賃時所產生之初始直接成本被納入租賃資產之賬面值，並於租賃期以相同基準確認為租金收入。或然租金於賺取收入期間內確認為收入。

相關資產所有權的絕大部分風險及回報轉移至承租人的租賃則被入賬列作融資租賃。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.11 Leases (continued)

Group as a lessee (continued)

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

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

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

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

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2. 主要會計政策概要

(續)

2.12 投資及其他金融資產

(a) 初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本，按公平值計入其他全面收益及按公平值計入損益計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不就重大財務融資成分的影響作出調整的可行權宜方法的貿易應收款項外，本集團初步按公平值加上（倘金融資產並非按公平值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所列政策國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「純粹為支付本金及利息」）的現金流量。現金流量並非純粹為支付本金及利息之金融資產按公平值計入損益分類及計量，而不論業務模式。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.12 Investments and other financial assets

(a) Initial recognition and measurement

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

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

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

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2. 主要會計政策概要

(續)

2.12 投資及其他金融資產(續)

(a) 初步確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本計量及計量的金融資產乃於旨在持有金融資產以收取合約現金流量的業務模式內持有，而按公平值計入其他全面收益分類及計量的金融資產乃於旨在持有金融資產以收取合約現金流量及出售的業務模式內持有。並非於上述業務模式內持有的金融資產乃按公平值計入損益分類及計量。

所有以常規方式買賣的金融資產均於交易日(即本集團承諾買賣該資產當日)予以確認。常規方式買賣指規定須於一般市場規例或慣例確立之期間內交付資產的金融資產買賣。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.12 Investments and other financial assets (continued)

(a) Initial recognition and measurement (continued)

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

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

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2. 主要會計政策概要

(續)

2.12 投資及其他金融資產(續)

(b) 其後計量

金融資產的其後計量取決於其分類如下：

按攤銷成本計量之金融資產 (債務工具)

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於綜合損益內確認。

按公平值計入其他全面收益之金融資產(債務工具)

就按公平值計入其他全面收益的債務投資而言，利息收入、外匯重估及減值虧損或撥回於損益內確認並按與以攤銷成本計量的金融資產相同的方式計算。餘下公平值變動於其他全面收益確認。終止確認後，於其他全面收益內確認的累計公平值變動結轉至損益。

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於綜合損益內確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益進行分類的股本投資。分類為按公平值計入損益的金融資產的股本投資的股息亦在支付權確立時於損益內確認為其他收入，股息涉及的經濟利益有可能流入至本集團及股息的金額可靠地計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.12 Investments and other financial assets (continued)

(b) *Subsequent measurement*

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

Financial assets at amortised cost (debt instruments)

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

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

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

Financial assets at fair value through profit or loss

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

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

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2. 主要會計政策概要

(續)

2.13 終止確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類似金融資產的一部分)於下列情況下將終止確認(即於本集團的綜合財務狀況表中移除):

- 取自該項資產所得現金流量的權利已屆滿; 或
- 本集團已轉讓其收取自該項資產所得現金流量的權利, 或根據「轉手」安排在沒有嚴重延誤的情況下承擔向第三方悉數支付已收取現金流量的責任, 及(a)本集團已轉讓該項資產的絕大部分風險及回報; 或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報, 但已轉讓該項資產的控制權。

倘本集團已轉讓其收取自該項資產所得現金流量的權利或訂立轉手安排, 其會評估其是否已保留資產所有權的風險及回報以及保留至何種程度。倘本集團並無轉讓亦無保留該項資產的絕大部分風險及回報, 亦無轉讓該項資產的控制權, 則該項已轉讓資產將按本集團持續涉及該項資產的程度繼續確認入賬。在此情況下, 本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留的權利及責任的基準計量。

本集團就已轉讓資產作出一項擔保而導致持續涉及時, 已轉讓資產乃以該項資產的初步賬面值及本集團或須償還的對價數額上限中的較低者計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.13 Derecognition of financial assets

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

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

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

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

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2. 主要會計政策概要

(續)

2.14 金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信用損失(「預期信用損失」)的撥備。預期信用損失乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損為未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)計提撥備。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估財務工具的信貸風險自初始確認以來是否大幅增加。進行評估時，本集團會比較報告日期就財務工具產生的違約風險與於初始確認日期就財務工具產生的違約風險，並會考慮合理及有證據且毋須花費過度成本或精力即可獲得的資料，包括過往經驗及前瞻性資料。

就按公平值計入其他全面收益的債務投資而言，本集團應用低信貸風險簡化法。於各報告日期，本集團使用所有毋須花費不必要成本或努力即可獲得之合理及有證據資料評估債務投資是否有低信貸風險。於進行評估時，本集團重新評估債務投資之外部信貸評級。此外，本集團認為，當合約付款逾期30天以上時視為信貸風險出現顯著增加。

倘金融資產的合約付款已逾期90日，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料顯示，在沒有計及本集團所持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.14 Impairment of financial assets

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

General approach

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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2. 主要會計政策概要 (續)

2.14 金融資產減值(續) 一般方法(續)

按公平值計入其他全面收益的債務投資及按攤銷成本計量之金融資產根據一般方法可予減值，並按以下階段分類以計量預期信用損失，惟應用下文詳述的簡化方法的貿易應收款項及合約資產除外。

第1階段 — 金融工具的信貸風險自初始確認以後並無顯著增加，其虧損撥備按等同12個月預期信貸虧損的金額計量

第2階段 — 金融工具的信貸風險自初始確認以來顯著增加(惟並非信貸減值的金融資產)，其虧損撥備按等同全期預期信貸虧損的金額計量

第3階段 — 於報告日期為信貸減值的金融資產(惟並非購買或發起的信貸減值金融資產)，其虧損撥備按等同全期預期信貸虧損的金額計量

簡化方法

就貿易應收賬款項及不包含重大融資成分的合約資產而言，或當本集團採取可行權宜方法不調整重大融資成分的影響時，本集團於計算預期信用損失時應用簡化方法。根據簡化方法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信用損失確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

2.15 金融負債 (a) 初步確認及計量

金融負債於初步確認時被分類為貸款及借貸以及應付款項。

所有金融負債初步按公平值確認及倘為貸款及借貸以及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付賬款、租賃負債及計息銀行貸款及其他借貸。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Impairment of financial assets (continued) General approach (continued)

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

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

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

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

Simplified approach

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

2.15 Financial liabilities (a) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, and payables.

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

The Group's financial liabilities include trade and other payables, lease liabilities and interest-bearing bank and other borrowings.

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2. 主要會計政策概要

(續)

2.15 金融負債(續)

(b) 其後計量

金融負債之其後計量取決於彼等以下的分類情況：

按攤銷成本計算的金融負債 (貸款及借貸)

於初步確認後，計息貸款及借貸隨後以實際利率法按攤銷成本計量，除非貼現影響微不足道，則按成本列賬。終止確認負債及按實際利率法攤銷過程中產生的損益在綜合損益內確認。

計算攤銷成本時考慮收購所產生的任何折價或溢價以及作為實際利率一部分的費用或成本。實際利率攤銷於綜合損益內列為融資成本。

2.16 終止確認金融負債

金融負債於負債責任解除、撤銷或屆滿時終止確認。

倘現有金融負債由同一放債人提供但條款差異甚大的另一金融負債替代，或現有負債的條款已作重大修訂，則有關替代或修訂被視作終止確認原有負債並確認新負債，而各賬面值之差額則於綜合損益內確認。

2.17 存貨

存貨按成本值及可變現淨值兩者中的較低者入賬。成本按加權平均法釐定。製成品及在製品成本包括研發成本、原材料、直接人工費用、其他直接成本及相關的間接生產費用(按正常運營能力計)。其不包括借貸成本。可變現淨值為日常業務過程中的估計售價減適用可變銷售開支。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.15 Financial liabilities (continued)

(b) Subsequent measurement

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

Financial liabilities at amortised cost (loans and borrowings)

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

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

2.16 Derecognition of financial liabilities

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

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

2.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises R&D costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

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2. 主要會計政策概要

(續)

2.18 現金及現金等價物

就綜合現金流量表而言，現金及現金等值物包括手頭現金及活期存款以及可隨時轉換為已知數額現金之高度流通短期投資，有關投資所承受價值變動風險不大，到期日一般為購入後三個月內，另扣除須應要求償還及構成本集團現金管理其中部分之銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括用途不受限制的手頭及銀行現金(包括定期存款及與現金性質相似之資產)。

2.19 即期及遞延稅

年度稅項開支包括即期及遞延稅項。稅項於綜合損益內確認，惟與其他全面收益或直接於權益確認的項目有關者除外。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

(a) 即期所得稅

即期所得稅開支按本公司的附屬公司及聯營公司經營及產生應課稅收入所在國家於年度末已頒佈或實質頒佈的稅法計算。管理層就適用稅務規例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款作出撥備。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.18 Cash and cash equivalents

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

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

2.19 Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the year in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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2. 主要會計政策概要

(續)

2.19 即期及遞延稅(續)

(b) 遞延稅

內部基準差異

遞延稅採用負債法就資產及負債的稅基與其在綜合財務報表的賬面值產生的暫時差額確認。然而，倘遞延稅來自交易(不包括業務合併)資產或負債的初步確認，而在交易發生時不影響會計損益或應課稅損益，則不予入賬。遞延稅採用在年度末前已頒佈或實質頒佈，並在有關的遞延稅資產變現或遞延稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延稅資產乃僅就有可能將未來應課稅溢利與可使用的暫時差異抵銷而確認。

外部基準差異

遞延稅就於附屬公司及聯營公司的投資所產生的暫時差額作出撥備，惟就遞延稅負債而言，倘若本集團可以控制暫時差額的撥回時間，而暫時差額在可預見將來不大可能撥回者，則除外。一般而言，本集團無法控制給予聯營公司的暫時差額撥回。僅於可預見未來有協議賦予本集團能力控制撥回暫時差額時，則不會確認與聯營公司之未分配溢利產生之應課稅暫時差額有關之遞延稅項負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.19 Current and deferred tax (continued)

(b) Deferred tax

Inside basis differences

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the year and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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

Outside basis differences

Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not be reversed in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for the associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

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2. 主要會計政策概要

(續)

2.19 即期及遞延稅(續)

(b) 遞延稅(續)

外部基準差異(續)

因投資附屬公司及聯營公司而產生的可扣減暫時差額確認為遞延稅資產，惟倘暫時差額在將來可撥回，且有充足應課稅溢利抵銷可動用暫時差額則除外。

(c) 抵銷

倘有合法執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延稅資產和負債涉及由同一稅務機關就相同應課稅實體或有意以淨額基準結算結餘的不同應課稅實體徵收所得稅，則遞延稅資產與負債互相抵銷。

2.20 政府補助

於合理確定會收到政府補助且本集團滿足所有附屬條件時，政府補助以其公平值確認。

與成本相關的政府補助予以遞延，並於與其擬定補償的成本配對補助的所需期間內於綜合損益內確認。

與物業、廠房及設備有關的政府補助在非流動負債中計作遞延政府補助，並於相關資產的預計年期內按直線法貸記至綜合損益內。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.19 Current and deferred tax (continued)

(b) *Deferred tax* (continued)

Outside basis differences (continued)

Deferred tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and an associate only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) *Offsetting*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated profit or loss on a straight-line basis over the expected lives of the related assets.

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2. 主要會計政策概要

(續)

2.21 僱員福利

(a) 退休金責任

本集團已根據有關規定參與由當地社會保險局管理的退休保險及醫療保險計劃。本集團每月須就上述保險計劃按僱員每月工資向當地社會保險局作出供款。除上述界定供款外，本集團並無其他責任。本集團於該計劃項下的供款於綜合損益內支銷。

(b) 離職福利

離職福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利：(a)於本集團不能取消提供該等福利時；及(b)實體確認屬國際會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在年度末後超過十二個月到期支付的福利應貼現為現值。

(c) 分享溢利及花紅計劃

本集團根據一項公式就花紅及溢利分享確認負債及開支，該公式考慮了於作出若干調整後的本公司股東應佔溢利。本集團就合約責任或倘若因過往慣例曾產生推定責任而確認撥備。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.21 Employee benefits

(a) Pension obligations

The Group participates in the retirement insurance and medical insurance scheme organised by the local social security bureau pursuant to the relevant provisions. The Group is required to make monthly contributions in respect of the above insurance scheme to the local social security bureau based on the monthly salaries of its employees. The Group has no further liabilities other than the above defined contributions. The Group's contributions under the scheme are charged to the consolidated profit or loss.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the year are discounted to their present value.

(c) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

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2. 主要會計政策概要

(續)

2.21 僱員福利(續)

(d) 僱員假期

僱員於成為僱員時即享有年假。已就僱員直至年末提供的服務作出年假估計負債撥備。

僱員的病假及產假僅於僱員開始休假時確認。

2.22 以股份為基礎的付款

(a) 以股權結算的股份支付交易

本集團實行若干以股權結算以股份為基礎的補償計劃，根據計劃，作為本集團權益工具(獎勵)的代價，實體獲得僱員服務。透過授出獎勵而交換所得的僱員服務的公平值確認為支銷。將予支銷的總金額乃參考所授獎勵的公平值而釐定：

- 包括任何市場表現狀況(如實體的股價)；
- 不包括任何服務及非市場表現歸屬條件(如盈利能力、銷售增長目標及於特定期間留任實體僱員)的影響；及
- 包括任何非歸屬條件(如要求僱員儲蓄或於特定期間持有股份)的影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.21 Employee benefits (continued)

(d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the year.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.22 Share-based payments

(a) Equity-settled share-based payment transaction

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (awards) of the Group. The fair value of the employee services received in exchange for the grant of the awards is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the awards granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or hold shares for a specified period of time).

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2. 主要會計政策概要

(續)

2.21 以股份為基礎的付款(續)

(a) 以股權結算的股份支付交易(續)

於各年末，本集團會根據非市場表現及服務條件對預期將予歸屬的獎勵數目估計進行修訂。本集團會於綜合損益內確認修訂原來估計(如有)的影響，並相應調整權益。

此外，於若干情況下，僱員可於授予日期之前提供服務，因此，本集團會就確認服務開始期間與授予日期之間的支銷而估計授予日期公平值。

2.23 收益確認

(a) 客戶合約收益

客戶合約收益於貨品或服務控制權轉讓至客戶時確認，有關金額反映本集團預期就交換該等貨品或服務而可獲得之代價。

當合約的代價包括可變金額時，代價金額將估計為本集團將貨品或服務轉移至客戶所有權換取者。可變代價在合約開始時估計並受約束，直至隨後解決與可變代價相關的不確定性時，於所確認累計收益金額中的重大收益回撥很有可能不會發生為止。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.22 Share-based payments (continued)

(a) Equity-settled share-based payment transaction (continued)

At the end of each year, the Group revises its estimates of the number of awards that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated profit or loss, with a corresponding adjustment to equity.

In addition, in some circumstances, employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between the service commencement period and the grant date.

2.23 Revenue recognition

(a) Revenue from contracts with customers

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

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

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2. 主要會計政策概要

(續)

2.23 收益確認(續)

(a) 客戶合約收益(續)

倘合約中包含為客戶提供超過一年轉移貨品或服務的重大融資利益的融資成分，則收益按應收金額的現值計量，並使用訂立合約時本集團與客戶的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供超過一年重大融資利益的融資成分，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。對於客戶付款與承諾的貨品或服務轉移之間的期限為一年或少於一年的合約，交易價不會因重大融資成分的影響而調整，而是使用國際財務報告準則第15號的可行權宜方法。

銷售貨品

銷售醫藥產品及醫美產品的收益在資產控制權轉移給客戶的一刻確認，通常在交付醫藥產品及醫美產品時確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.23 Revenue recognition (continued)

(a) Revenue from contracts with customers (continued)

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

Sales of goods

Revenue from the sale of pharmaceutical products and medical aesthetic products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the pharmaceutical products and medical aesthetic products.

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2. 主要會計政策概要

(續)

2.23 收益確認(續)

(b) 其他收益來源

租金收入按租賃期的時間比例確認。

(c) 其他收入

利息收入按應計基準以實際利率法通過採用將金融工具的估計未來所收現金在預計可使用年期(或較短期間(如適合))內準確貼現至金融資產賬面值淨值的利率予以確認。

當股東收取股息之權利確立，且與股息相關之經濟利益有可能流入本集團，而股息金額能可靠地計量時，股息收入確認入賬。

提供研發服務的收入隨著時間的推移而得到確認，使用輸入法來衡量服務達致獲得完全滿意的進度，因為本集團的表現創造或提升客戶所控制的資產(隨著該資產獲創造或提升)。輸入法根據實際發生的成本與估計的服務使對方滿足總成本的比例確定收入。

出售分銷權於預定期間按直線法確認，乃由於客戶同時取得並耗用本集團所提供的利益。

2.24 合約負債

合約負債於本集團轉移相關貨品或服務之前收到客戶付款或有關款項到期(以較早者為準)時確認。合約負債於本集團履行合約(即轉讓相關貨品或服務的控制權予客戶)時確認為收益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.23 Revenue recognition (continued)

(b) Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

(c) Other income

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

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

Income from the provision of R&D services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises income based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the services.

Sale of distribution rights is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

2.24 Contract liabilities

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

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2. 主要會計政策概要

(續)

2.25 合約成本

除資本化為存貨、物業、廠房及設備及無形資產之成本外，為履行與客戶的合約所產生的成本如滿足以下所有條件，則資本化為資產：

- (a) 該成本與實體可具體識別的一項當前或預期取得的合約直接相關。
- (b) 該成本產生或增加了實體未來用於履行(或持續履行)履約義務的資源。
- (c) 該成本預期能夠收回。

資本化合約成本乃按符合向客戶轉讓資產相關貨品或服務的系統基準攤銷並自綜合損益及其他綜合收益內扣除。其他合約成本於產生時支銷。

2.26 股息

末期股息在股東於股東大會上批准時確認為負債。建議派付之末期股息及特別股息於財務報表附註12披露。

中期股息同時建議派付並宣派，原因為本公司之組織章程大綱及細則賦予董事權力宣派中期股息。因此，中期股息於建議派付並宣派時即時確認為負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.25 Contract costs

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

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

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

2.26 Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividend and special dividend are disclosed in the note 12 to the financial statements.

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

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2. 主要會計政策概要

(續)

2.27 外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所包括項目乃以該實體營運所在主要經濟環境的貨幣（「功能貨幣」）計算。綜合財務報表乃以本公司的功能貨幣及本集團的呈列貨幣人民幣呈列。

(b) 交易及結餘

外幣交易乃按交易日或重新計量項目的估值日期的適用匯率換算為功能貨幣。該等交易結算以及以外幣計值的貨幣資產及負債按年末匯率換算產生的匯兌損益，於損益內確認，惟於權益內遞延作為合資格現金流量對沖及合資格投資淨額對沖則除外。

所有匯兌損益乃於綜合損益的「其他收益 - 淨額」中呈列。

以外幣歷史成本計量的非貨幣項目採用初始交易日期的匯率進行換算。以外幣公平值計量的非貨幣項目採用公平值計量日期的匯率進行換算。於換算以公平值計量的非貨幣項目所產生的損益與確認該項目公平值變化的損益處置方法相同（即，於其他全面收益或損益中確認公平值損益的項目，其換算差額也分別於其他全面收益或損益中確認）。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.27 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

All the foreign exchange gains and losses are presented in the consolidated profit or loss within "other gains - net".

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

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2. 主要會計政策概要

(續)

2.27 外幣換算 (續)

(c) 集團公司

所有功能貨幣與呈列貨幣不同之集團實體(均無惡性通脹經濟之貨幣)之業績及財務狀況換算為以下呈列貨幣：

- (i) 該等實體的資產及負債按年末之收市價換算；
- (ii) 該等實體損益之收入及開支按平均匯率換算，除非有關平均並非交易日期一般比率之累計影響之合理近似值，而在此情況下，收入及開支按交易日期之比率換算；
- (iii) 得出的所有貨幣換算差額於其他全面收益確認。

收購境外實體產生之商譽及公平值調整視為境外實體之資產及負債，按收市價換算，所產生的貨幣換算差額於其他全面收益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.27 Foreign currency translation (continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities of these entities are translated at the closing rate at the end of year;
- (ii) income and expenses in the profit or loss of these entities are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates on the dates of the transactions);
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

財務報表附註

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2. 主要會計政策概要

(續)

2.28 關聯方

在下列情況下，有關方將被視為本集團的關聯方：

- (a) 有關方為一名人士或該人士的近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 有關方為實體，而符合以下條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 該實體為另一實體的聯營公司或合營企業（或該實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體及本集團均為同一第三方的合營企業；
 - (iv) 該實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.28 Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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2. 主要會計政策概要

(續)

2.28 關聯方 (續)

- (b) 有關方為實體，而符合以下條件：(續)
 - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
 - (vi) 該實體受(a)所識別人土控制或受共同控制；
 - (vii) 於(a)(i)所識別人土對該實體有重大影響或屬該實體(或該實體母公司)主要管理人員；及
 - (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

2.28 Related parties (continued)

- (b) the party is an entity where any of the following conditions applies: (continued)
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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3. 重要會計估計及判斷

本集團不斷評估估計、假設及判斷，並會考慮過往經驗以及其他因素，包括對在有關情況下視為對未來事件的合理預期。

本集團對未來作出估計及假設。所得的會計估計如其定義，很少與相關實際結果相同。很大機會導致下個財政年度的資產及負債的賬面值作出重大調整的估計及假設討論如下。

(a) 遞延開發成本及正在進行的產品開發減值

本集團管理層就本集團擁有的資本化開發成本釐定醫藥專利或許可以及正在進行的產品開發中產生的估計未來現金流量。該等估計乃基於醫藥業的預計產品生命週期作出。

其可能因針對行業週期出現的醫藥創新及競爭對手的行動而發生重大變動。於未來現金流量低於預期及少於相關開發成本金額時，管理層會就資本化開發成本確認減值虧損。

於二零二一年十二月三十一日，遞延開發成本的賬面值為人民幣164,299,000元(二零二零年十二月三十一日：人民幣194,701,000元)。於二零二一年十二月三十一日進行中產品開發的賬面值為人民幣410,405,000元(二零二零年十二月三十一日：人民幣302,092,000元)。

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of deferred development costs and product development in progress

The Group's management determines the estimated future cash flows generated by all pharmaceutical patents or licences in capitalisation of development costs and all product development in progress that the Group possessed. These estimates are based on projected product life cycles in the pharmaceutical industry.

It could change significantly as a result of medicine innovations and competitor actions in response to industry cycles. Management will recognise impairment loss on the capitalised development costs when future cash flows are less than expectation and fall below the amount of related development costs.

The carrying amount of deferred development costs as at 31 December 2021 was RMB164,299,000 (31 December 2020: RMB194,701,000). The carrying amount of product development in progress as at 31 December 2021 was RMB410,405,000 (31 December 2020: RMB302,092,000).

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3. 重要會計估計及判斷 (續)

(b) 商譽減值

商譽每年及當有跡象顯示商譽可能出現減值時根據財務報表附註2.5所述的會計政策進行減值測試。現金產生單位的可收回金額已根據使用價值計算方法釐定。

於二零二一年十二月三十一日，商譽的賬面值為人民幣28,352,000元(二零二零年十二月三十一日：人民幣12,312,000元)。用於計算可收回金額的估計詳情於財務報表附註17披露。

(c) 物業、廠房及設備的可使用年期及剩餘價值

物業、廠房及設備的可使用年期及剩餘價值由管理層參考既定行業慣例、有關資產耐用性的技術評估、本集團過往發生的維修及保養開支的幅度及走勢進行估計。該估計可能會由於技術發展及競爭對手因嚴峻的行業週期採取行動而發生重大變動。倘可使用年期及剩餘價值較之前的估計為短，則管理層會增加折舊開支，或將技術過時或已報廢的非策略資產撇銷或撇減。

(d) 物業、廠房及設備的減值

本集團管理層就分配的物業、廠房及設備釐定各現金產生單位的估計未來現金流量。該估計乃基於醫藥業的產品生命週期作出。

其可能因針對行業週期出現的醫藥創新及競爭對手的行動而發生重大變動。於未來現金流量低於預期及少於相關物業、廠房及設備金額時，管理層會就物業、廠房及設備確認減值虧損。

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Goodwill impairment

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired in accordance with the accounting policy stated in note 2.5 to the Financial Statements. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations.

The carrying amount of goodwill as at 31 December 2021 was RMB28,352,000 (31 December 2020: RMB12,312,000). Details of the estimates used to calculate the recoverable amounts are disclosed in note 17 to the financial statements.

(c) Useful lives and residual values of property, plant and equipment

The estimate of useful lives and residual values of property, plant and equipment was made by management with reference to the established industry practices, technical assessments made on the durability of the assets, as well as the historical magnitude and trend of repair and maintenance expenses incurred by the Group. It could change significantly as a result of technical innovations and competitor actions in responses to severe industry cycles. Management will increase the depreciation charge where useful lives and residual values are less than those previously estimated or it will write off or write down technically obsolete or non-strategic assets that have been abandoned.

(d) Impairment of property, plant and equipment

The Group's management determines the estimated future cash flows of each cash-generating unit that the property, plant and equipment are assigned to. These estimates are based on product life cycles in the pharmaceutical industry.

It could change significantly as a result of medicine innovations and competitor actions in response to industry cycles. Management will recognise impairment loss on the property, plant and equipment when future cash flows are less than expectation and fall below the amount of related property, plant and equipment.

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3. 重要會計估計及判斷 (續)

(e) 所得稅及遞延稅項

釐定所得稅及遞延稅項撥備時須作出重大判斷。在一般業務過程中，許多交易及計算的最終釐定結果並不確定。

有關若干可扣減暫時性差額及稅項虧損的遞延稅項資產，會於管理層認為將來可能有應課稅溢利以抵銷可扣減暫時性差額或可使用稅務虧損時予以確認。其實際應用結果可能不同。有關遞延稅項的詳情於財務報表附註32披露。

(f) 開發成本的資本化

開發成本根據財務報表附註2.10中的研發成本會計政策進行資本化。確定資本化的金額需要管理層對資產的預期未來現金生成、所適用的貼現率及預期收益期作出假設。於二零二一年十二月三十一日，管理層估計正在進行開發成本資本化的賬面值約為人民幣410,405,000元(二零二零年：人民幣302,092,000元)。詳情載於財務報表附註18。

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(e) Income taxes and deferred taxation

Significant judgement is required in determining the provision for income tax and deferred taxation. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business.

Deferred tax assets relating to certain deductible temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different. Details of the deferred taxation are disclosed in note 32 to the financial statements.

(f) Capitalisation of development costs

Development costs are capitalised in accordance with the accounting policy for R&D costs in note 2.10 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. At 31 December 2021, the management estimated the carrying amount of capitalised development costs in progress was approximately RMB410,405,000 (2020: RMB302,092,000). More details are given in note 18 to the financial statements.

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NOTES TO THE FINANCIAL STATEMENTS

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4. 分部資料

就管理而言，本集團基於其產品及服務劃分業務單位，三個呈報業務分部如下：

- (a) 醫美產品分部包括填充類、塑形類、支撐類、補充類、光電設備類、體雕類、皮膚管理類及其他以及提供輕醫美綜合解決方案；
- (b) 創新藥及其他藥品分部；及
- (c) 仿製藥分部。

主要經營決策者已被認定為本公司董事會執行董事，負責審閱本集團的內部報告，以評估績效及分配資源。管理層基於該等報告釐定業務分部。

本公司董事會執行董事從產品角度考慮業務。二零二一年一月一日以前，本集團經營一項業務分部。截至二零二一年十二月三十一日止年度，本集團已成功轉型為一家醫美及醫藥公司。來自醫美產品的收益大幅增至人民幣398,954,000元(二零二零年：人民幣26,867,000元)。本集團已變更內部組織架構，導致其可報告分部變更為三個業務分部，即醫美產品、創新藥、其他藥品及仿製藥。因此，已重述截至二零二零年十二月三十一日止年度的相應資料。

有關分部資產及負債之相關資料並無披露，乃由於該等資料並非定期向主要經營決策者報告，主要經營決策者根據分部的收入及經營利潤而非資產及負債來評估經營分部業績。

4. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the medical aesthetic products segment including the filling, shaping, supporting, supplementing, optoelectronic device, body sculpturing, skin care and others to provide non- or minimally invasive medical aesthetics comprehensive solutions;
- (b) the innovative medicine and other medicine segment; and
- (c) the generic medicine segment.

The chief operating decision-maker has been identified as the executive directors of the board of the Company who review the Group's internal reports in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The executive directors of the board of the Company consider the business from the product perspective. Prior to 1 January 2021, the Group was engaged in one business segment. During the year ended 31 December 2021, the Group has successfully transformed itself into a medical aesthetic and pharmaceutical company. The revenue from medical aesthetic products increased significantly to RMB398,954,000 (2020: RMB26,867,000). The Group has changed the structure of its internal organisation in a manner which resulted in the change in reportable segments into three business segments, being the medical aesthetic products, innovative medicine and other medicine and generic medicine. Accordingly, the corresponding information for the year ended 31 December 2020 has been restated.

Information relating to segment assets and liabilities is not disclosed as such information is not regularly reported to the chief operating decision-maker who assesses the performance of the operating segments based on their revenue and operating profit rather than their assets and liabilities.

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4. 分部資料 (續)

截至二零二一年十二月三十一日止年度

4. SEGMENT INFORMATION (continued)

Year ended 31 December 2021

		醫美產品 Medical aesthetic products 人民幣千元 RMB'000	創新藥及其他藥品 Innovative medicine and other medicine 人民幣千元 RMB'000	仿製藥 Generic medicine 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部收益(附註5)	Segment Revenue (note 5)				
外部客戶銷售	Sales to external customers	398,954	294,175	2,598,141	3,291,270
分部間銷售	Intersegment sales	-	63,814	-	63,814
		398,954	357,989	2,598,141	3,355,084
對賬：	Reconciliation:				
分部間銷售對銷	Elimination of intersegment sales				(63,814)
持續經營收益	Revenue from continuing operations				3,291,270
分部業績	Segment results	248,472	(889,574)	1,307,001	665,899
對賬：	Reconciliation:				
不可分攤的其他收入	Unallocated other income				22,778
不可分攤的其他收益	Unallocated other gains				59,235
- 淨額	- net				(101,930)
不可分攤的費用	Unallocated expenses				(1,352)
不可分攤的財務開支	Unallocated finance expenses				
分佔使用權益法	Share of losses of investments				
計算的投資	accounted for using the				
虧損	equity method				(158,581)
來自持續經營業務之	Profit before tax from				
除稅前溢利	continuing operations				486,049

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4. 分部資料(續)

截至二零二零年十二月三十一日止年度

4. SEGMENT INFORMATION (continued)

Year ended 31 December 2020

	醫美產品 Medical aesthetic products 人民幣千元 RMB'000	創新藥及其他藥品 Innovative medicine and other medicine 人民幣千元 RMB'000	仿製藥 Generic medicine 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000	
分部收益(附註5)	Segment Revenue (note 5)				
外部客戶銷售	Sales to external customers	26,867	239,165	2,198,194	2,464,226
分部間銷售	Intersegment sales	–	213,440	–	213,440
		26,867	452,605	2,198,194	2,677,666
對賬：	Reconciliation:				
分部間銷售對銷	Elimination of intersegment sales				(213,440)
持續經營收益	Revenue from continuing operations				2,464,226
分部業績	Segment results	23,191	(472,240)	1,374,647	925,598
對賬：	Reconciliation:				
不可分攤的其他收入	Unallocated other income				20,085
不可分攤的其他虧損 – 淨額	Unallocated other losses – net				(72,718)
不可分攤的費用	Unallocated expenses				(94,057)
分佔使用權益法 計算的投資 虧損	Share of losses of investments accounted for using the equity method				(13,064)
來自持續經營業務之 除稅前溢利	Profit before tax from continuing operations				765,844

由於本集團幾乎所有的非流動資產均位於中國大陸，且截至二零二一年及二零二零年十二月三十一日止年度，本集團幾乎所有的收入均來自中國大陸的業務。根據國際財務報告準則第8號經營分部的規定，並未呈現出地域分部信息。

截至二零二一年十二月三十一日止年度，所有銷售均來自分銷商且本集團概無收益佔本集團收益10%或以上(二零二零年：無)的分銷商。

Since nearly all of the Group's non-current assets were located in Mainland China and almost all of the revenue of the Group is derived from operations in the Mainland China for the year ended 31 December 2021 and 2020. No geographical segment information is presented in accordance with IFRS 8 Operating Segments.

During the year ended 31 December 2021, all sales were from distributors and there were no distributors of the Group from which the revenue amounted to 10% or more of the Group's revenue (2020: Nil).

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截至二零二一年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2021

5. 收益、其他收入及收益

收益的分析如下：

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
客戶合約收益	Revenue from contracts with customers	3,291,270	2,464,226

客戶合約收益 (a) 分類收益資料

Revenue from contracts with customers (a) Disaggregated revenue information

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
貨品類別	Type of goods		
銷售醫藥產品及 醫美產品	Sale of pharmaceutical products and medical aesthetic products	3,291,270	2,464,226
客戶合約收益總額	Total revenue from contracts with customers	3,291,270	2,464,226
地區市場	Geographical markets		
中國內地	Mainland China	3,291,270	2,464,226
客戶合約收益總額	Total revenue from contracts with customers	3,291,270	2,464,226
收益確認時間	Timing of revenue recognition		
在某一時間點轉移的貨品	Goods transferred at a point in time	3,291,270	2,464,226
客戶合約收益總額	Total revenue from contracts with customers	3,291,270	2,464,226

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5. 收益、其他收入及收益 (續)

客戶合約收益 (續)

(a) 分類收入資料 (續)

下表載列客戶合約收益與分部資料中披露的金額的對賬：

截至二零二一年十二月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(a) Disaggregated revenue information (continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

Year ended 31 December 2021

		醫美產品 Medical aesthetic products 人民幣千元 RMB'000	創新藥及 其他藥品 Innovative medicine and other medicine 人民幣千元 RMB'000	仿製藥 Generic medicine 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部收益	Segment Revenue				
外部客戶銷售	Sales to external customers	398,954	294,175	2,598,141	3,291,270
分部間銷售	Intersegment sales	-	63,814	-	63,814
		398,954	357,989	2,598,141	3,355,084
對賬：	Reconciliation:				
分部間銷售對銷	Elimination of intersegment sales				(63,814)
持續經營 收益	Revenue from continuing operations				3,291,270

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5. 收益、其他收入及收益 (續)

客戶合約收益 (續)

(a) 分類收入資料 (續)

下表載列客戶合約收益與分部資料中披露的金額的對賬：(續)

截至二零二零年十二月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(a) Disaggregated revenue information (continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information: (continued)

Year ended 31 December 2020

		醫美產品 Medical aesthetic products 人民幣千元 RMB'000	創新藥及 其他藥品 Innovative medicine and other medicine 人民幣千元 RMB'000	仿製藥 Generic medicine 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部收益	Segment Revenue				
外部客戶銷售	Sales to external customers	26,867	239,165	2,198,194	2,464,226
分部間銷售	Intersegment sales	–	213,440	–	213,440
		26,867	452,605	2,198,194	2,677,666
對賬：	Reconciliation:				
分部間銷售對銷	Elimination of intersegment sales				(213,440)
持續經營 收益	Revenue from continuing operations				2,464,226

下表呈列於本年度確認並於年初計入合約負債及於上一年度履行的履約責任中確認之收益金額：

The following table shows the amounts of revenue recognised for the year that were included in the contract liabilities at the beginning of the year and recognised from performance obligations satisfied in previous years:

		於十二月三十一日 As at 31 December	
		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
計入年初合約負債確認的 收益：	Revenue recognised that was included in contract liabilities at the beginning of the year:		
銷售醫藥產品及 醫美產品	Sale of pharmaceutical products and medical aesthetic products	186,354	316,995

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5. 收益、其他收入及收益 (續)

客戶合約收益 (續)

(b) 履行責任

銷售醫藥產品及醫美產品

履行責任於驗收醫藥產品及醫美產品時達成，而付款一般於交付後90天至180天內到期，惟新客戶通常須預先付款。

分配至餘下履約義務的交易價格預計將於一年內確認為收益。上述披露之金額不包括受限制的可變代價。

其他收入

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(b) Performance obligations

Sale of pharmaceutical products and medical aesthetic products

The performance obligation is satisfied upon acceptance of the pharmaceutical products and medical aesthetic products and payment is generally due within 90 to 180 days from delivery, except for new customers, where payment in advance is normally required.

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

Other income

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
利息收入	Interest income	163,948	135,728
出售分銷權(i)	Sale of distribution rights (i)	3,526	9,300
研發收入(ii)	R&D income (ii)	6,183	13,386
投資物業經營租賃之 租金收入總額(iii)	Gross rental income from investment property operating leases (iii)	7,116	7,433
其他	Others	11,490	6,713
		192,263	172,560

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5. 收益、其他收入及收益 (續)

其他收入 (續)

- (i) 由於銷售分銷權並非源自於本集團的主要業務，因此被計入其他收入。出售分銷權的地區市場均為中國內地。履約義務在提供服務時隨時間履行，並在正常情況下須於提供服務前預付款項。出售分銷權的合約期限為三至五年。於十二月三十一日，分配至餘下履約義務（未履行或部分未履行）的交易價格如下：

5. REVENUE, OTHER INCOME AND GAINS (continued)

Other income (continued)

- (i) Sale of distribution rights is included in other income as it is not derived from the Group's principal activities. The geographical market of all the sale of distribution rights is Mainland China. The performance obligation is satisfied over time as services are rendered and advances are normally required before rendering the services. Sale of distribution rights contracts is for periods of three to five years. The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
預期將確認為其他收入的金額：	Amounts expected to be recognised as other income:		
一年內	Within one year	5,383	275
一年後	After one year	9,969	-
		15,352	275

下表呈列於年內確認並於年初計入合約負債之收益金額：

The following table shows the amounts of revenue recognised for the year that were included in the contract liabilities at the beginning of the year:

		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
計入年初合約負債確認的收益：	Revenue recognised that was included in contract liabilities at the beginning of the year:		
出售分銷權	Sale of distribution rights	275	9,300

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5. 收益、其他收入及收益 (續)

其他收入 (續)

- (ii) 由於研發收入並非源自於本集團的主要業務，因此被計入其他收入。研發收入的地區市場均為中國內地。履約義務在提供服務時隨時間履行，一般須於開票日期起30日內付款。
- (iii) 由於投資物業經營租賃之租金收入總額並非源自於本集團的主要業務，因此被計入其他收入。租金收入的分析如下：

5. REVENUE, OTHER INCOME AND GAINS (continued)

Other income (continued)

- (ii) R&D income is included in other income as it is not derived from the Group's principal activities. The geographical market of all the R&D income is Mainland China. The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing.
- (iii) Gross rental income from investment property operating leases is included in other income as it is not derived from the Group's principal activities. An analysis of rental income is as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
地區市場	Geographical markets		
香港	Hong Kong	5,219	6,597
中國內地	Mainland China	1,897	836
		7,116	7,433

其他收益 – 淨額

Other gains – net

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
政府補助(i)	Government grants (i)	250,805	156,228
視作出售聯營公司之權益的 收益(附註20)	Gain on deemed disposal of interest in an associate (note 20)	7,136	80,488
匯兌(虧損)/收益淨額	Exchange (losses)/gains, net	(4,571)	7,272
按公平值計入損益的金融資產的 公平值收益	Fair value gain on financial assets at fair value through profit or loss	1,304	2,683
收購附屬公司的收益	Gain on acquisition of a subsidiary	-	2,830
其他	Others	204	118
		254,878	249,619

- (i) 政府補助指從地方政府收取且並無附帶特別條件的補貼。

- (i) The total government grants represented the subsidies received from the local government and no specific conditions were attached to them.

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6. 除稅前溢利

本集團來自持續經營業務之除稅前溢利
經扣除：

6. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after
charging:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
	附註 Notes		
僱員福利開支 (包括董事及最高 行政人員的薪酬(附註8))	Employee benefit expenses (including directors' and chief executive's remuneration (note 8))		
工資及薪金	Wages and salaries	540,373	501,370
退休金計劃供款(i)	Pension scheme contributions (i)	96,796	49,428
福利	Welfares	19,997	17,509
以股份為基礎的付款	Share-based payments	59,350	23,176
		716,516	591,483
研究費用	Research expenses	571,771	538,498
已售存貨成本(ii)	Cost of inventories sold (ii)	613,840	436,299
物業、廠房及 設備折舊(iii)	Depreciation of property, plant and equipment (iii)	246,095	215,580
使用權資產折舊(iii)	Depreciation of right-of-use assets (iii)	23,472	21,465
無形資產攤銷(iii)	Amortisation of intangible assets (iii)	31,896	28,180
出售物業、廠房及 設備虧損	Loss on disposal of property, plant and equipment	2,411	1,936
無形資產減值虧損	Impairment losses on intangible assets	131,297	-
撇減存貨至可變現 淨值	Write-down of inventories to net realisable value	9,047	10,014
未計入租賃負債計量的 租賃付款	Lease payments not included in the measurement of lease liabilities	8,113	5,336
核數師薪金	Auditor's remuneration	5,000	5,000
銀行手續費	Bank charges	2,109	1,267

(i) 作為僱主，本集團在未來年度概無可用於降低現有供款水平的二零二一年十二月三十一日的已沒收供款(二零二零年：無)。

(ii) 已售存貨成本指存貨所用之原材料成本，不包括直接人工成本及製造費用。

(i) There are no forfeited contributions at 31 December 2021 (2020: Nil) that may be used by the Group as the employer to reduce the existing level of contributions in the future years.

(ii) Cost of inventories sold represent the cost of raw materials used in the inventories, which did not include direct labours, manufacturing overheads.

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6. 除稅前溢利 (續)

- (iii) 持續經營業務的物業、廠房及設備、使用權資產和無形資產的折舊／攤銷：

6. PROFIT BEFORE TAX (continued)

- (iii) Depreciation/amortisation of property, plant and equipment, right-of-use assets, and intangible assets from continuing operations:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
計入：	Included in:		
銷售成本	Cost of sales	132,057	122,829
研究及開發開支	Research and development expenses	77,338	58,789
分銷開支	Distribution expenses	74	303
行政開支	Administrative expenses	91,994	83,304

7. 財務開支

持續經營業務的財務開支分析如下：

7. FINANCE EXPENSES

An analysis of finance expenses from continuing operations is as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
以下各項的利息開支：	Interest expenses on:		
計息銀行及其他借款(附註33)	Interest-bearing bank and other borrowings (note 33)	44,739	10,929
附屬公司股份的贖回負債 (附註29)	Redemption liabilities on a subsidiary's shares (note 29)	89,283	-
租賃負債(附註16)	Lease liabilities (note 16)	815	279
非按公平值計入損益金融負債利息 開支總額	Total interest expense on financial liabilities not at fair value through profit or loss	134,837	11,208
減：資本化的利息	Less: Interest capitalised	(15,526)	(2,991)
		119,311	8,217

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8. 董事及高級行政人員的薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部分披露董事及高級行政人員年內薪酬如下：

8. DIRECTORS' AND EXECUTIVE'S REMUNERATION

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

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
袍金	Fees	966	1,016
其他酬金：	Other emoluments:		
薪金	Salaries	21,220	21,265
退休金計劃供款	Pension scheme contributions	45	51
其他補貼及實物利益	Other allowances and benefits in kind	73	455
以股權結算的購股權開支	Equity-settled share option expense	4,591	1,366
		26,895	24,153

年內，我們根據本公司購股權計劃向若干董事授出購股權，以表彰其對本集團的服務，詳情載於財務報表附註27。該等購股權(已於歸屬期於損益內確認)的公平值已於授出日期釐定，本年度財務報表所載金額載列於上述董事及最高行政人員的薪酬披露中。

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such options, which has been recognised in the profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

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8. 董事及高級行政人員的薪酬 (續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

8. DIRECTORS' AND EXECUTIVE'S REMUNERATION

(continued)

(a) Independent non-executive directors

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

		袍金 Fees 人民幣千元 RMB'000	以股權結算的 購股權開支 Equity-settled share option expense 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
二零二一年	2021			
辛定華先生	Mr. Patrick Sun	343	725	1,068
曾華光先生	Mr. Tsang Wah Kwong	343	725	1,068
朱迅博士	Dr. Zhu Xun	280	725	1,005
		966	2,175	3,141

		袍金 Fees 人民幣千元 RMB'000	以股權結算的 購股權開支 Equity-settled share option expense 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
二零二零年	2020			
辛定華先生	Mr. Patrick Sun	368	216	584
曾華光先生	Mr. Tsang Wah Kwong	368	216	584
朱迅博士	Dr. Zhu Xun	280	216	496
		1,016	648	1,664

年內概無須向獨立非執行董事支付其他酬金(二零二零年：無)。

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

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8. 董事及高級行政人員的薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員

8. DIRECTORS' AND EXECUTIVE'S REMUNERATION

(continued)

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

		薪金 Salaries 人民幣千元 RMB'000	退休金 計劃供款 Pension scheme contributions 人民幣千元 RMB'000	其他補貼及 實物利益 Other allowances and benefits in kind 人民幣千元 RMB'000	以股權結算的 購股權開支 Equity-settled share option expense 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
二零二一年	2021					
執行董事：	Executive directors:					
車馮升醫生 (主席)	Dr. Che Fengsheng (chairman)	10,000	—	—	—	10,000
郭維城醫生	Dr. Guo Weicheng	6,000	—	—	—	6,000
張炯龍醫生	Dr. Zhang Jionglong	831	15	—	—	846
蔡耀忠先生	Mr. Choi Yiau Chong	2,987	15	—	1,450	4,452
陳燕玲女士	Ms. Chen Yanling	1,402	15	73	966	2,456
		21,220	45	73	2,416	23,754
非執行董事：	Non-executive director:					
金鎮夏先生*	Mr. Kim Jin Ha*	—	—	—	—	—
		21,220	45	73	2,416	23,754

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8. 董事及高級行政人員的薪酬 (續)

(b) 執行董事、非執行董事及最高行政人員 (續)

8. DIRECTORS' AND EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors, non-executive director and the chief executive officer (continued)

	薪金 Salaries	退休金 計劃供款 Pension scheme contributions	其他補貼及 實物利益 Other allowances and benefits in kind	以股權結算的 購股權開支 Equity-settled share option expense	總計 Total	
	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	
二零二零年	2020					
執行董事：	Executive directors:					
車馮升醫生 (主席)	Dr. Che Fengsheng (chairman)	10,000	—	—	10,000	
郭維城醫生	Dr. Guo Weicheng	6,000	—	—	6,000	
張炯龍醫生	Dr. Zhang Jionglong	893	16	—	909	
蔡耀忠先生	Mr. Choi Yiau Chong	3,211	16	431	3,658	
陳燕玲女士	Ms. Chen Yanling	1,161	19	455	1,922	
		21,265	51	455	718	22,489
非執行董事：	Non-executive director:					
金鎮夏先生*	Mr. Kim Jin Ha*	—	—	—	—	
		21,265	51	455	718	22,489

* 金鎮夏先生於二零二一年八月六日辭去本公司的非執行董事職務。

* Mr. Kim Jin Ha was resigned as a non-executive director of the Company on 6 August 2021.

年內概無董事或最高行政人員放棄或同意放棄任何薪酬之安排。

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

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9. 五名最高薪僱員

年內，五名最高薪僱員包括三名董事（二零二零年：四名董事），其薪酬詳情載於上文附註8。年內的餘下兩名（二零二零年：一名）並非本公司董事或最高行政人員的最高薪僱員的薪酬詳情列載如下：

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2020: four directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2020: one) highest paid employees who are not a director nor chief executive of the Company are as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
基本薪金、房屋補貼、其他補貼及 實物利益	Basic salaries, housing allowances, other allowances and benefits in kind	5,126	1,246
以股份為基礎的付款	Share-based payments	2,563	425
		7,689	1,671

薪酬介乎以下範圍的最高薪僱員（非董事及非最高行政人員）人數如下：

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

		二零二一年 2021	二零二零年 2020
薪酬範圍	Emolument bands		
1,500,001港元至2,000,000港元	HK\$1,500,001–HK\$2,000,000	–	1
3,000,001港元至3,500,000港元	HK\$3,000,001–HK\$3,500,000	1	–
5,500,001港元至6,000,000港元	HK\$5,500,001–HK\$6,000,000	1	–
		2	1

年內及於過往年度，購股權獲授予一名最高薪僱員（非董事及非最高行政人員），以表彰其對本集團的服務，詳情載於財務報表附註27的披露中。該等購股權（已於歸屬期於損益內確認）的公平值已於授出日期釐定，本年度財務報表所載金額載列於上述最高薪僱員（非董事及非最高行政人員）的薪酬披露中。

During the year and in prior years, share options were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 27 to the financial statements. The fair value of such options, which has been recognised in the profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

截至二零二一年及二零二零年十二月三十一日止年度，本集團並無向董事或最高薪酬人士就吸引其加入或補償其離職而支付款項，亦概無董事或最高薪酬人士放棄收取任何有關酬金。

For the years ended 31 December 2021 and 2020, no payments had been made by the Group to the directors or the highest paid individuals in respect of an inducement to join or compensation for loss of office, and no directors or the highest paid individuals waived any of the emoluments.

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10. 所得稅開支

本集團截至二零二一年及二零二零年十二月三十一日止年度的所得稅開支分析如下：

10. INCOME TAX EXPENSE

The income tax expense of the Group for the years ended 31 December 2021 and 2020 is analysed as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
即期稅項	Current tax	290,592	147,200
遞延稅項(附註32)	Deferred tax (note 32)	(37,313)	71,840
來自持續經營業務的年內稅項 開支總額	Total tax charge for the year from continuing operations	253,279	219,040
來自已終止經營業務的年內稅項 開支總額	Total tax charge for the year from discontinued operations	-	-
		253,279	219,040

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10. 所得稅開支 (續)

本集團除稅前溢利／(虧損)的稅項與採用適用於合併實體溢利的法定稅率計算的理論數額不同，載列如下：

10. INCOME TAX EXPENSE (continued)

The tax on the Group's profit/(loss) before tax differs from the theoretical amount that would arise from using the statutory tax rate applicable to profits of the consolidated entities as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
除稅前溢利／(虧損)	Profit/(loss) before tax	486,049	730,927
來自持續經營業務	From continuing operations	486,049	765,844
來自已終止經營業務	From discontinued operations	–	(34,917)
按中國法定稅率25% (二零二零年：25%)計算的稅項	Tax calculated at the PRC applicable statutory tax rate of 25% (2020: 25%)	121,512	182,732
下列項目的稅務影響：	Tax effects of:		
– 動用先前未確認的稅務虧損	– Utilisation of previously unrecognised tax losses	(59,119)	(24,858)
– 稅項優惠及豁免的影響	– Effect of tax concessions and exemption	(344,811)	(197,422)
– 不可扣稅開支	– Expenses not deductible for tax purposes	1,073	1,372
– 於期內確認的過往期間即期稅項 的調整	– Adjustments recognised in the period for current tax of prior periods	30,685	14,657
– 歸屬聯營公司和合營企業的溢利	– Profits attributable to associates and joint ventures	37,868	4,131
– 稅率提高對期初遞延稅項的影響	– Effect on opening deferred tax of increase in rates	3,666	–
– 無須納稅收入	– Income not subject to tax	(4,733)	(7,750)
– 未確認遞延稅項資產的稅項損失	– Tax losses for which no deferred tax asset was recognised	467,138	246,178
所得稅開支	Income tax expense	253,279	219,040

百慕達利得稅

本集團年內在該司法權區毋須繳納任何稅項(二零二零年：無)。

Bermuda profits tax

The Group was not subject to any taxation in this jurisdiction during the year (2020: Nil).

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10. 所得稅開支 (續)

香港利得稅

香港利得稅乃按年內在香港產生的估計應課稅溢利以稅率16.5% (二零二零年：16.5%) 計提撥備。其他地區的應課稅溢利稅項乃按本集團經營所在國家 (或司法權區) 的現行稅率計算。

中國企業所得稅 (「中國企業所得稅」)

中國企業所得稅按現時組成本集團的公司於中國產生的應課稅收入 (經調整毋須就中國企業所得稅課稅或可扣除中國企業所得稅的項目) 計提撥備。

本集團的中國附屬公司根據中國企業所得稅法按稅率25%釐定及繳納企業所得稅。

本集團若干附屬公司符合高新技術企業的資格。因此，該等附屬公司就二零二一年及二零二零年的企業所得稅按稅率15%計提撥備。

本集團的一家附屬公司有資格享受15%的國家西部開發稅優惠稅率，以及二零二一年地方稅務局給出的更高的優惠稅率12% (二零二零年：9%)。

10. INCOME TAX EXPENSE (continued)

Hong Kong profits tax

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries (or jurisdictions) in which the Group operates.

PRC corporate income tax ("PRC CIT")

PRC CIT is provided on the assessable income of the companies now comprising the Group derived from the PRC, adjusted for those items which are not assessable or deductible for the PRC CIT purposes.

The PRC subsidiaries of the Group have determined and paid the corporate income tax in accordance with the Corporate Income Tax Law of the PRC at the tax rate of 25%.

Certain subsidiaries of the Group were qualified as high-tech enterprises. Accordingly, those subsidiaries' corporate income tax for 2021 and 2020 was provided at the rate of 15%.

A subsidiary of the Group was qualified to enjoy a national western development tax preference at the rate of 15%, and the local tax bureau provided more tax preference at the rate of 12% in 2021 (2020: 9%).

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11. 已終止經營業務

於二零二零年六月十五日，本公司出售重輝投資有限公司（「重輝」）及騰為投資有限公司（「騰為」）的決議獲正式通過。二零二零年，重輝及騰為被出售，並從本集團年度財務報表中排除。

自二零二零年一月一日至出售日期期間已終止經營業務的業績呈列如下：

11. DISCONTINUED OPERATIONS

On 15 June 2020, the Company's resolution on disposals of Chonghui Investment Limited ("Chonghui") and Tengwei Investment Limited ("Tengwei") was duly passed. In 2020, Chonghui and Tengwei were disposed of, and excluded from the annual financial statements of the Group.

The results of the discontinued operations for the period from 1 January 2020 to the disposal date are presented below:

		一月一日至出售日期期間 For the period from 1 January to the disposal date 人民幣千元 RMB'000
收益	Revenue	8,868
銷售成本	Cost of sales	(3,354)
開支	Expenses	(36,971)
採用權益法列賬的 應佔投資虧損	Share of losses of investments accounted for using the equity method	(3,460)
除稅前虧損	Loss before tax	(34,917)
所得稅：	Income tax:	
有關除稅前溢利	Related to pre-tax profit	-
期內虧損	Loss for the period	(34,917)

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11. 已終止經營業務 (續)

已終止經營業務產生的現金流量淨額如下：

11. DISCONTINUED OPERATIONS (continued)

The net cash flows incurred by the discontinued operations are as follows:

		一月一日至出售日期期間 For the period from 1 January to the disposal date 人民幣千元 RMB'000
經營活動	Operating activities	9,390
投資活動	Investing activities	(22,639)
融資活動	Financing activities	145,800
現金流入淨額	Net cash inflow	132,551
來自已終止經營業務的基本及 攤薄每股虧損(每股人民幣分)	Basic and diluted loss per share from discontinued operations (RMB cents per share)	(0.31)

已終止經營業務的基本及攤薄每股虧損的計算基於：

The calculations of basic and diluted loss per share from discontinued operations are based on:

		一月一日至出售日期期間 For the period from 1 January to the disposal date
本公司擁有人應佔虧損 (人民幣千元)	Loss attributable to owners of the Company (RMB'000)	(29,187)
計算每股基本及攤薄虧損所用 期內已發行普通股 加權平均股數(千股)	Weighted average number of ordinary shares in issue during the period for basic and diluted loss per share calculation (Share'000)	9,465,682

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12. 股息

於二零二一年及二零二零年派付的股息分別為人民幣123,054,000元及人民幣1,419,852,000元。董事會建議，截至二零二一年十二月三十一日止年度末期現金股息及特別現金股息分別為人民幣121,290,000元及人民幣886,350,000元，惟須於本公司應屆股東週年大會上獲得批准。

於年度內派發予本公司擁有人的股息：

12. DIVIDENDS

The dividends paid in 2021 and 2020 were RMB123,054,000 and RMB1,419,852,000, respectively. A final cash dividend and special cash dividend for the year ended 31 December 2021 of RMB121,290,000 and RMB886,350,000, respectively were recommended by the Board and will be subject to approval at the forthcoming annual general meeting of the Company.

Dividends paid to owners of the Company during the year:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
二零二零年末期股息每股普通股 人民幣1.3分(二零二零年： 二零一九年末期股息人民幣1.3分)	Final 2020 dividend of RMB1.3 cents (2020: Final 2019 dividend of RMB 1.3 cents) per ordinary share	123,054	123,054
特別現金股息人民幣零分 (二零二零年：每股普通股 人民幣10.6分)	Special cash dividend of Nil (2020: RMB10.6 cents per ordinary share)	—	1,003,362
中期股息人民幣零分 (二零二零年：每股普通股 人民幣0.1分)	Interim dividend of Nil (2020: RMB0.1 cents per ordinary share)	—	9,466
中期特別現金股息人民幣零分 (二零二零年：每股普通股 人民幣3.0分)	Interim special cash dividend of Nil (2020: RMB3.0 cents per ordinary share)	—	283,970
		123,054	1,419,852

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12. 股息 (續)

年內建議之本公司股息：

12. DIVIDENDS (continued)

Dividends proposed by the Company for the year:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
建議末期現金股息每股普通股 人民幣1.3分(二零二零年： 人民幣1.3分)	Proposed final cash dividend of RMB1.3 cents (2020: RMB1.3 cents) per ordinary share	121,290	123,054
建議特別現金股息每股普通股 人民幣9.5分(二零二零年： 人民幣10.6分)(i)	Proposed special cash dividend of RMB9.5 cents (2020: RMB10.6 cents) per ordinary share (i)	886,350	1,003,362
		1,007,640	1,126,416

- (i) 二零二零年派付的特別現金股息人民幣1,003,362,000元(每股普通股人民幣10.6分)乃於二零二零年五月三日提出，並於本公司二零二零年六月十五日舉行的股東特別大會上獲批准。

- (i) The special cash dividend of RMB1,003,362,000 (RMB10.6 cents per ordinary share) paid in 2020 was proposed on 3 May 2020 and approved at the special general meeting of the Company held on 15 June 2020.

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13. 每股盈利

每股基本盈利金額乃根據年內本公司擁有人應佔溢利人民幣416,509,000元(二零二零年：人民幣473,382,000元)及年內已發行普通股加權平均數9,431,297,000股(二零二零年：9,465,682,000股)計算。

每股攤薄盈利金額乃按計算每股基本盈利的年內本公司擁有人應佔溢利計算。計算使用的普通股加權平均數為用以計算每股基本盈利的年內已發行普通股數目，並假設所有潛在攤薄普通股被視作行使或轉換為普通股時以無償方式發行普通股加權平均數。

每股基本及攤薄盈利乃按下列數據計算：

13. EARNINGS PER SHARE

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to owners of the Company of RMB416,509,000 (2020: RMB473,382,000), and the weighted average number of ordinary shares of 9,431,297,000 (2020: 9,465,682,000) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to owners of the Company, as used in the basic earnings per share calculation. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
盈利	Earnings		
用作計算每股基本盈利及攤薄盈利的本公司擁有人應佔溢利	Profit attributable to owners of the Company, used in the basic and diluted earnings per share calculation		
來自持續經營業務	From continuing operations	416,509	502,569
來自已終止經營業務	From discontinued operations	-	(29,187)
本公司擁有人應佔溢利	Profit attributable to owners of the Company	416,509	473,382

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13. 每股盈利(續)

13. EARNINGS PER SHARE (continued)

		二零二一年 2021 千股 Shares'000	二零二零年 2020 千股 Shares'000
股份	Shares		
就每股基本盈利而言的已發行 普通股加權平均數	Weighted average number of ordinary shares in issue for basic earnings per share	9,431,297	9,465,682
攤薄影響 – 普通股加權 平均數：	Effect of dilution – weighted average number of ordinary shares:		
購股權(i)	Share options (i)	52,086	–
		9,483,383	9,465,682

(i) 由於尚未行使的購股權對所呈列的每股基本盈利金額有反攤薄影響，故並無就攤薄對截至二零二零年十二月三十一日止年度所呈列的每股基本盈利金額作出任何調整。

(i) No adjustment has been made to the basic earnings per share amounts presented for the year ended 31 December 2020 in respect of a dilution as the impact of share options outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

		二零二一年 2021 人民幣元 RMB	二零二零年 2020 人民幣元 RMB
每股基本盈利	Basic earnings per share		
年內溢利	For profit for the year	4.42 分cents	5.00 分cents
來自持續經營業務之溢利	For profit for the continuing operations	4.42 分cents	5.31 分cents
每股攤薄盈利	Diluted earnings per share		
年內溢利	For profit for the year	4.39 分cents	5.00 分cents
來自持續經營業務之溢利	For profit from the continuing operations	4.39 分cents	5.31 分cents

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14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		樓宇	生產及 電子設備 Production and electronic equipment	辦公設備 Office equipment	汽車 Motor vehicles	在建工程 Construction in progress	總計 Total
		Buildings	equipment	equipment	vehicles	in progress	Total
		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
於二零二零年 十二月三十一日及 二零二一年 一月一日：	At 31 December 2020 and at 1 January 2021:						
成本	Cost	2,763,000	1,059,338	47,609	40,236	680,284	4,590,467
累計折舊及 減值	Accumulated depreciation and impairment	(894,377)	(571,169)	(41,940)	(29,693)	-	(1,537,179)
賬面淨值	Net carrying amount	1,868,623	488,169	5,669	10,543	680,284	3,053,288
於二零二一年 一月一日，扣除 累計折舊及減值	At 1 January 2021, net of accumulated depreciation and impairment	1,868,623	488,169	5,669	10,543	680,284	3,053,288
添置	Additions	7,695	49,600	2,346	2,165	548,229	610,035
因企業合併添置 (附註36)	Additions due to business combinations (note 36)	-	2,995	534	-	-	3,529
轉撥自在建工程	Transfer from construction in progress	186,418	111,892	217	7	(298,534)	-
出售	Disposals	(469)	(4,242)	(5)	(828)	-	(5,544)
視作出售一家附屬 公司(附註37)	Deemed disposal of a subsidiary (note 37)	(89)	(23)	(31)	(86)	(110,055)	(110,284)
折舊開支	Depreciation charge	(116,989)	(123,877)	(2,791)	(2,438)	-	(246,095)
於二零二一年十二月 三十一日，扣除 累計折舊及減值	At 31 December 2021, net of accumulated depreciation and impairment	1,945,189	524,514	5,939	9,363	819,924	3,304,929
於二零二一年十二月 三十一日：	At 31 December 2021:						
成本	Cost	2,956,393	1,199,930	49,773	38,428	819,924	5,064,448
累計折舊及 減值	Accumulated depreciation and impairment	(1,011,204)	(675,416)	(43,834)	(29,065)	-	(1,759,519)
賬面淨值	Net carrying amount	1,945,189	524,514	5,939	9,363	819,924	3,304,929

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14. 物業、廠房及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

		樓宇 Buildings 人民幣千元 RMB'000	生產及 電子設備 Production and electronic equipment 人民幣千元 RMB'000	辦公設備 Office equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	在建工程 Construction in progress 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一九年 十二月三十一日 及二零二零年 一月一日：	At 31 December 2019 and at 1 January 2020:						
成本	Cost	2,581,501	840,105	47,343	38,826	559,090	4,066,865
累計折舊及 減值	Accumulated depreciation and impairment	(786,831)	(482,964)	(39,641)	(26,419)	–	(1,335,855)
賬面淨值	Net carrying amount	1,794,670	357,141	7,702	12,407	559,090	2,731,010
於二零二零年 一月一日，扣除 累計折舊及 減值	At 1 January 2020, net of accumulated depreciation and impairment	1,794,670	357,141	7,702	12,407	559,090	2,731,010
添置	Additions	8,157	66,534	2,192	1,033	477,125	555,041
收購附屬公司	Acquisitions of subsidiaries	9,762	11,351	317	63	18,032	39,525
轉撥自在建工程	Transfer from construction in progress	180,841	167,129	491	–	(348,461)	–
轉撥至投資物業 (附註15)	Transfer to investment properties (note 15)	(6,752)	–	–	–	–	(6,752)
出售	Disposals	–	(6,826)	(506)	(116)	–	(7,448)
出售附屬公司	Disposals of subsidiaries	(1,730)	(12,198)	(584)	(46)	(25,502)	(40,060)
折舊開支	Depreciation charge	(116,325)	(94,962)	(3,943)	(2,798)	–	(218,028)
於二零二零年 十二月三十一日， 扣除累計折舊及 減值	At 31 December 2020, net of accumulated depreciation and impairment	1,868,623	488,169	5,669	10,543	680,284	3,053,288
於二零二零年 十二月三十一日：	At 31 December 2020:						
成本	Cost	2,763,000	1,059,338	47,609	40,236	680,284	4,590,467
累計折舊及 減值	Accumulated depreciation and impairment	(894,377)	(571,169)	(41,940)	(29,693)	–	(1,537,179)
賬面淨值	Net carrying amount	1,868,623	488,169	5,669	10,543	680,284	3,053,288

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14. 物業、廠房及設備(續)

於二零二一年十二月三十一日的在建工程主要包括正在中國內地施工的樓宇。

於二零二一年十二月三十一日，本集團尚未取得賬面值合共約人民幣209,011,000元(二零二零年十二月三十一日：人民幣425,809,000元)的若干樓宇的所有權證(「房屋所有權證」)。本公司董事認為，本集團申請及取得有關房屋所有權證並無法律限制，且不會對本集團的業務經營產生任何重大不利影響。

15. 投資物業

14. PROPERTY, PLANT AND EQUIPMENT (continued)

Construction in progress as at 31 December 2021 mainly comprised buildings being constructed in Mainland China.

As at 31 December 2021, the ownership certificates of certain buildings ("Building Ownership Certificates") of the Group with an aggregate carrying value of approximately RMB209,011,000 (31 December 2020: RMB425,809,000) had not been obtained by the Group. The directors of the Company consider that there is no legal restriction for the Group to apply for and obtain the Building Ownership Certificates and it should not lead to any significant adverse impact on the operations of the Group.

15. INVESTMENT PROPERTIES

		二零二一年 2021 人民幣千元 RMB'000 樓宇 Buildings	二零二零年 2020 人民幣千元 RMB'000 樓宇 Buildings
於一月一日的賬面值	Carrying amount at 1 January	232,173	232,802
轉撥自物業、廠房及設備(附註14)	Transfers from property, plant and equipment (note 14)	-	6,752
折舊開支	Depreciation charge	(7,904)	(7,381)
於十二月三十一日的賬面值	Carrying amount at 31 December	224,269	232,173

本集團的投資物業包括經營租賃安排下中國內地的五個商業物業及香港的兩個商業物業，按成本扣除折舊和減值虧損後列示。

投資物業根據經營租賃出租予第三方，其進一步詳情概述於財務報表附註16。

本集團於二零二一年十二月三十一日之投資物業約人民幣364,448,000元(二零二零年十二月三十一日：人民幣471,194,000元)之公平值乃由本公司董事經參考同類物業之估計市價釐定，屬於第2級公平值計量層級。

The Group's investment properties consist of five commercial properties in Mainland China and two commercial properties in Hong Kong under operating lease arrangements and are stated at cost less depreciation and any impairment losses.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 16 to the financial statements.

The fair value of the Group's investment properties of approximately RMB364,448,000 as at 31 December 2021 (31 December 2020: RMB471,194,000) has been determined by the directors of the Company with reference to the estimated market values of similar properties, which is in level 2 fair value measurement hierarchy.

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16. 租賃

本集團作為承租人

本集團有用於其業務營運的樓宇的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為25至50年，而根據該等土地租賃的條款，將不會繼續支付任何款項。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。進一步詳情如下：

(a) 使用權資產

年內本集團使用權資產的賬面值及變動如下：

16. LEASES

The Group as a lessee

The Group has lease contracts for buildings used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 25 to 50 years, and no ongoing payments will be made under the terms of these land leases. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. Further details are as follows:

(a) Right-of-use assets

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

		租賃土地 Leasehold land 人民幣千元 RMB'000	樓宇 Buildings 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二零年一月一日	As at 1 January 2020	884,216	9,339	893,555
添置	Additions	–	2,523	2,523
收購附屬公司	Acquisitions of subsidiaries	20,835	–	20,835
出售附屬公司	Disposals of subsidiaries	(99,643)	(5,167)	(104,810)
折舊開支	Depreciation charge	(21,325)	(2,805)	(24,130)
於二零二零年十二月三十一日及 二零二一年一月一日	As at 31 December 2020 and 1 January 2021	784,083	3,890	787,973
添置	Addition	41,847	35,077	76,924
視作出售附屬公司(附註37)	Deemed disposal of a subsidiary (note 37)	(53,652)	–	(53,652)
折舊開支	Depreciation charge	(19,275)	(4,197)	(23,472)
於二零二一年十二月三十一日	As at 31 December 2021	753,003	34,770	787,773

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16. 租賃 (續)

本集團作為承租人 (續) (b) 租賃負債

年內租賃負債的賬面值及變動如下：

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
於一月一日的賬面值	Carrying amount at 1 January	3,951	9,950
新租賃	New leases	35,077	2,523
年內已確認利息增幅	Accretion of interest recognised during the year	815	279
出售附屬公司	Disposals of subsidiaries	–	(5,370)
付款	Payments	(3,187)	(3,431)
於十二月三十一日的賬面值	Carrying amount at 31 December	36,656	3,951
分析為：	Analysed into:		
流動部分	Current portion	5,193	1,441
非流動部分	Non-current portion	31,463	2,510

		二零二一年 2021			二零二零年 2020		
		實際利率 (%) Effective interest rate (%)	到期 Maturity	人民幣千元 RMB'000	實際利率 (%) Effective interest rate (%)	到期 Maturity	人民幣千元 RMB'000
流動	Current						
租賃負債	Lease liabilities	4.75	2022	5,193	4.75–4.9	2021	1,441
非流動	Non-current						
租賃負債	Lease liabilities	4.75	2023–2027	31,463	4.75	2022–2026	2,510

租賃負債的到期日分析於財務報表附註43.1(c)披露。

The maturity analysis of lease liabilities is disclosed in note 43.1(c) to the financial statements.

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16. 租賃(續)

本集團作為承租人(續)

(c) 於損益中確認的租賃相關款項如下：

16. LEASES (continued)

The Group as a lessee (continued)

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

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
租賃負債利息	Interest on lease liabilities	815	279
使用權資產折舊開支	Depreciation charge of right-of-use assets	23,472	24,130
與短期租賃及餘下租期於 十二月三十一日或之前屆滿的 其他租賃有關的開支 (計入分銷及行政開支)	Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 December (included in distribution and administrative expenses)	8,113	2,434
損益中確認款項總額	Total amounts recognised in profit or loss	32,400	26,843

(d) 租賃的現金流出總額於財務報表附註35(c)披露。

(d) The total cash outflow for leases is disclosed in note 35(c) to the financial statements.

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16. 租賃(續)

本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註15)，包括中國內地的五個商業物業及香港的兩個商業物業。該等租賃的條款一般要求租戶支付擔保按金並根據當時現行市況進行定期租金調整。年內本集團的已確認租金收入為人民幣7,116,000元(二零二零年：人民幣7,433,000元)，詳情載於財務報表附註5。

於二零二一年十二月三十一日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃款項如下：

16. LEASES (continued)

The Group as a lessor

The Group leases its investment properties (note 15) consisting of five commercial properties in Mainland China and two commercial properties in Hong Kong under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB7,116,000 (2020: RMB7,433,000), details of which are included in note 5 to the financial statements.

At 31 December 2021, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
一年內	Within one year	5,141	5,476
一年以上但兩年以內	After one year but within two years	4,331	873
兩年以上但三年以內	After two years but within three years	518	518
三年以上但四年以內	After three years but within four years	486	510
四年以上但五年以內	After four years but within five years	470	470
五年以上	After five years	823	1,294
		11,769	9,141

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17. 商譽

17. GOODWILL

		商譽 Goodwill 人民幣千元 RMB'000
於二零二零年一月一日：	At 1 January 2020:	
成本	Cost	2,879,020
累計減值	Accumulated impairment	(2,879,020)
賬面淨值	Net carrying amount	-
於二零二零年一月一日的成本，扣除累計減值	Cost at 1 January 2020, net of accumulated impairment	-
收購附屬公司	Acquisitions of subsidiaries	12,312
於二零二零年十二月三十一日	At 31 December 2020	12,312
於二零二零年十二月三十一日：	At 31 December 2020:	
成本	Cost	2,891,332
累計減值	Accumulated impairment	(2,879,020)
賬面淨值	Net carrying amount	12,312
於二零二一年一月一日的成本，扣除累計減值	Cost at 1 January 2021, net of accumulated impairment	12,312
因業務合併添置(附註36)	Additions due to business combinations (note 36)	16,040
於二零二一年十二月三十一日	At 31 December 2021	28,352
於二零二一年十二月三十一日：	At 31 December 2021:	
成本	Cost	2,907,372
累計減值	Accumulated impairment	(2,879,020)
賬面淨值	Net carrying amount	28,352

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17. 商譽 (續)

商譽減值測試

通過業務合併獲得的商譽被分配至被收購的子公司，即現金產生單位（「CGU」），以進行減值測試。現金產生單位的可收回金額已根據使用價值計算釐定，該計算使用基於管理層批准的五年期財務預算的現金流量預測。超過五年期的現金流量使用下述估計增長率推斷。增長率不超過現金產生單位所在醫藥行業的長期平均增長率。

通過企業合併取得的商譽被分配至以下現金產生單位進行減值測試，分配至各現金產生單位的商譽賬面價值如下：

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
Genesis Biosystems Inc. (“Genesis”)	Genesis Biosystems Inc. (“Genesis”)	16,040	–
吉林遨通化工有限公司 (「吉林遨通」)	Jilin Aotong Chemical Co., Ltd. (“Jilin Aotong”)	8,761	8,761
吉林佳輝化工有限公司(「吉林佳輝」)	Jilin Jiahui Chemical Co., Ltd. (“Jilin Jiahui”)	3,551	3,551
		28,352	12,312

使用假設計算二零二一年十二月三十一日及二零二零年十二月三十一日現金產生單位的使用價值。以下說明了管理層基於其現金流量預測進行商譽減值測試的每項關鍵假設：

毛利率：管理層根據過往表現及其對市場發展的預期釐定預算毛利率。

增長率：所用平均增長率與行業報告中的預測一致。

貼現率：所用稅前貼現率並反映與相關單位有關的特定風險。在釐定估計貼現率時，本集團參考部分同行業上市公司後使用了關鍵參數。鑒於本集團業務性質，所採用的貼現率在合理範圍內。

17. GOODWILL (continued)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the acquired subsidiaries, which are cash-generating units (“CGUs”), for impairment testing. The recoverable amount of the CGU has been determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the pharmaceutical industry in which the CGU operates.

The goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing and the carrying amounts of goodwill allocated to each of the CGUs are as follows:

Assumptions were used in the value in use calculation of the CGUs for 31 December 2021 and 31 December 2020. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Gross profit margins: Management determined budgeted gross profit margins based on past performance and their expectations of market development.

Growth rates: The average growth rates used are consistent with the forecasts included in industry reports.

Discount rates: The discount rates used are before tax and reflect specific risks relating to the relevant units. When determining the estimated discount rate, the Group used the key parameters by reference to certain listed companies of the same industry. Given the nature of the Group’s business, the discount rate adopted falls within the reasonable range.

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17. 商譽(續)

商譽減值測試(續)

二零二一年和二零二零年使用價值計算中各現金產生單位的毛利率、淨利潤率、終端增長率和貼現率如下：

17. GOODWILL (continued)

Impairment testing of goodwill (continued)

For each of the CGUs, gross profit margin, net profit margin, terminal growth rate and discount rate used in the value-in-use calculations in 2021 and 2020 are as follows:

		吉林遨通 Jilin Aotong	吉林佳輝 Jilin Jiahui	Genesis
於二零二一年十二月三十一日	As at 31 December 2021			
毛利率	Gross profit margin	25%	26%	70%
終端增長率	Terminal growth rate	3%	3%	3%
貼現率	Discount rate	18%	19%	15%
於二零二零年十二月三十一日	As at 31 December 2020			
毛利率	Gross profit margin	25%	25%	–
終端增長率	Terminal growth rate	3%	3%	–
貼現率	Discount rate	18%	19%	–

在釐定估計貼現率時，本集團參考部分同行業上市公司後使用了關鍵參數。鑒於本集團業務性質，所採用的貼現率在合理範圍內。

When determining the estimated discounted rate, the Group used the key parameters by reference to certain listed companies of the same industry. Given the nature of the Group's business, the discount rate adopted falls within a reasonable range.

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18. 無形資產

18. INTANGIBLE ASSETS

		進行中 產品開發 Product development in progress 人民幣千元 RMB'000	遞延 開發成本 Deferred development costs 人民幣千元 RMB'000	商標及 軟件 Trademark and software 人民幣千元 RMB'000	客戶關係 Customer relationships 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二零年一月一日：	At 1 January 2020:					
成本	Cost	385,362	1,478,831	54,964	433,932	2,353,089
累計攤銷	Accumulated amortisation	–	(525,956)	(27,916)	(433,932)	(987,804)
減值	Impairment	(123,630)	(758,098)	(3,549)	–	(885,277)
賬面淨值	Net carrying amount	261,732	194,777	23,499	–	480,008
於二零二零年一月一日的 成本，扣除累計攤銷及 減值	Cost at 1 January 2020, net of accumulated amortisation and impairment	261,732	194,777	23,499	–	480,008
添置	Additions	40,360	25,740	7,834	–	73,934
收購附屬公司	Acquisitions of subsidiaries	–	90	–	–	90
攤銷開支	Amortisation charge	–	(25,906)	(2,836)	–	(28,742)
出售	Disposal	–	–	(13,141)	–	(13,141)
出售附屬公司	Disposals of subsidiaries	–	–	(6,528)	–	(6,528)
於二零二零年十二月 三十一日的賬面淨值	Net carrying amount at 31 December 2020	302,092	194,701	8,828	–	505,621
於二零二零年十二月 三十一日及二零二一年 一月一日：	At 31 December 2020 and at 1 January 2021:					
成本	Cost	425,722	1,504,661	40,523	433,932	2,404,838
累計攤銷	Accumulated amortisation	–	(551,862)	(28,146)	(433,932)	(1,013,940)
減值	Impairment	(123,630)	(758,098)	(3,549)	–	(885,277)
賬面淨值	Net carrying amount	302,092	194,701	8,828	–	505,621
於二零二一年一月一日的 成本，扣除累計攤銷及 減值	Cost at 1 January 2021, net of accumulated amortisation and impairment	302,092	194,701	8,828	–	505,621
添置	Additions	117,537	–	7,028	–	124,565
因業務合併添置 (附註36)	Additions due to business combinations (Note 36)	122,073	–	6,850	–	128,923
攤銷開支	Amortisation charge	–	(30,402)	(1,494)	–	(31,896)
減值(i)	Impairment (i)	(131,297)	–	–	–	(131,297)
於二零二一年十二月 三十一日的賬面淨值	Net carrying amount at 31 December 2021	410,405	164,299	21,212	–	595,916
於二零二一年十二月 三十一日：	At 31 December 2021:					
成本	Cost	665,332	1,504,661	54,401	433,932	2,658,326
累計攤銷	Accumulated amortisation	–	(582,264)	(29,640)	(433,932)	(1,045,836)
減值	Impairment	(254,927)	(758,098)	(3,549)	–	(1,016,574)
賬面淨值	Net carrying amount	410,405	164,299	21,212	–	595,916

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18. 無形資產(續)

- (i) 由於醫藥行業的激烈競爭和本集團資源的限制，本集團管理層考慮到若干項目的未來回報率較低，決定停止上述項目的進一步開發。因此，本集團確認了若干正在進行的產品開發的賬面價值之全部減值損失，以及截至二零二一年十二月三十一日止年度期間記錄的有關創新藥物和其他藥物分部的減值損失人民幣131,297,000元。該金額的減值損失乃基於個人資產水平進行評估，不包含在基於現金產生單位的減值測試中。

18. INTANGIBLE ASSETS (continued)

- (i) Due to the fierce competition within the pharmaceutical industry and the limitation of the Group's resource, the management of the Group considered the future return rate of certain projects was low and decided to discontinue further development of the aforementioned projects. Accordingly, the Group recognised full impairment loss for the carrying values of certain product development in progress and an impairment loss amounting to RMB131,297,000 in relation to the innovative medicine and other medicine segment was recorded during the year ended 31 December 2021. This amount of impairment loss was assessed based on the individual-asset level, and was not included in the impairment testing based on CGUs.

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19. 於附屬公司的投資

本公司於二零二一年十二月三十一日的附屬公司詳情載列如下，全部均為非上市公司。

19. INVESTMENTS IN SUBSIDIARIES

The following is a list of subsidiaries at 31 December 2021, all of which are unlisted companies.

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益比例 (%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
耀忠國際(香港)有限公司 Sun Moral International (HK) Limited	投資控股 Investment holding	香港 Hong Kong	10,000港元 HK\$10,000	100	-
耀津國際(香港)有限公司 Yaojin International (HK) Limited	醫療美容銷售與投資 Medical beauty sales and investment	香港 Hong Kong	1,000,000港元 HK\$1,000,000	100	-
海南四環醫藥有限公司* Hainan Sihuan Pharmaceutical Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣 200,000,000元 RMB200,000,000	-	100
北京四環製藥有限公司** Beijing Sihuan Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣 125,000,000元 RMB125,000,000	-	100
海南四環醫藥信息有限公司** Hainan Sihuan Pharmaceutical Information Co., Ltd.	於中國內地提供信息支持服務 Provision of information support services in Mainland China	中國內地 Mainland China	人民幣1,000,000元 RMB1,000,000	-	100
海南四環心腦血管藥物研究院** Hainan Sihuan Cardiocerebral Vascular Drugs Research Institute Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣6,000,000元 RMB6,000,000	-	100
深圳四環醫藥有限公司** Shenzhen Sihuan Pharmaceutical Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	100
山東軒竹醫藥科技有限公司** Xuanzhu Pharma Technology Co., Ltd.	於中國內地研發醫藥產品 R&D of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣 100,000,000元 RMB100,000,000	-	62.39
廊坊高博京邦製藥有限公司** Langfang Gaobo Jingband Pharmaceutical Co., Ltd.	於中國內地製造醫藥原材料 Manufacture of pharmaceutical materials in Mainland China	中國內地 Mainland China	人民幣 30,000,000元 RMB30,000,000	-	100
北京澳合藥物研究院有限公司** Beijing Ao He Research Institute Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣3,600,000元 RMB3,600,000	-	100
吉林四環製藥有限公司** Jilin Sihuan Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical in Mainland China	中國內地 Mainland China	人民幣62,500,000元 RMB62,500,000	-	100

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19. 於附屬公司的投資(續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例(%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
長春翔通藥業有限公司** Changchun Xiangtong Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣16,880,000元 RMB16,880,000	-	80
通化濟達醫藥有限公司** Tonghua Jida Pharmaceutical Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣7,620,000元 RMB7,620,000	-	88
西馬巴斯特投資有限公司 Smart Baskets Investment Limited	於中國內地投資控股 Investment holding in Mainland China	英屬處女群島 British Virgin Islands	1美元 USD1	-	100
海南李茲曼製藥有限公司* Hainan Litzman Pharmaceutical, Co., Ltd.	於中國內地進行製造醫藥產品的項目籌備 Project preparation for the manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣19,500,000元 RMB19,500,000	-	100
本溪恒康製藥有限公司** Benxi Hengkang Pharmaceutical, Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣26,875,000元 RMB26,875,000	-	79
醫路康健康管理(北京)有限公司** e-HMO (Beijing) Co., Ltd.	於中國內地推廣技術 Promotion of technology in Mainland China	中國內地 Mainland China	人民幣60,000,000元 RMB60,000,000	-	51
吉林四環澳康藥業有限公司** Jilin Sihuan Aokang Pharmaceutical Co., Ltd.	於中國內地建立醫療項目 Construction for medical project in Mainland China	中國內地 Mainland China	人民幣334,440,000元 RMB334,440,000	-	90
吉林四環科技有限公司** Jilin Sihuan Technology Co., Ltd.	於中國內地推廣技術 Promotion of technology in Mainland China	中國內地 Mainland China	人民幣10,300,000元 RMB10,300,000	-	51
吉林四環海斯凱爾科技有限公司** Jilin Sihuan Haisikaier Technology Co., Ltd.	於中國內地推廣技術 Promotion of technology in Mainland China	中國內地 Mainland China	人民幣18,870,000元 RMB18,870,000	-	53
吉林振澳製藥有限公司** Jilin Zhen'ao Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣58,500,000元 RMB58,500,000	-	100
吉林津升製藥有限公司** Jilin Jinsheng Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣19,500,000元 RMB19,500,000	-	100

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19. 於附屬公司的投資(續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例(%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
聖科醫美醫藥科技(吉林)有限公司** Shengke Aesthetic Medicine PharmaSciences (Jilin) Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	100
隆裕弘達投資管理有限公司** Longyu Hongda Investment Management Co., Ltd.	於中國內地投資控股 Investment holding in Mainland China	中國內地 Mainland China	人民幣 100,000,000元 RMB100,000,000	-	100
西藏康馨藥業有限公司** Xizang Kangxin Pharmaceutical Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	100
吉林匯康製藥有限公司** Jilin Huikang Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣30,000,000元 RMB30,000,000	-	100
吉林升通化工有限公司** Jilin Shengtong Chemical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣 100,000,000元 RMB100,000,000	-	100
通化創優檢測服務有限公司** Tonghua Chuangyou Testing Service Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣43,000,000元 RMB43,000,000	-	100
弘和製藥有限公司* Ambest Pharmaceutical (China) Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	100
重慶市西區醫院管理有限公司** Xiqu Hospital (Chongqing) Management Co., Ltd.	於中國內地提供一般醫院服務及 醫院管理服務 Provision of general hospital services and hospital management services in Mainland China	中國內地 Mainland China	人民幣 240,000,000元 RMB240,000,000	-	57
吉林四長製藥有限公司** Jilin Sichang Pharmaceutical Co., Ltd.	於中國內地製造及銷售醫藥產品 Manufacture and sale of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣28,300,000元 RMB28,300,000	-	51
重慶市西區醫院有限公司** Xiqu Hospital (Chongqing) Co., Ltd.	於中國內地提供一般醫院服務 Provision of general hospital services in Mainland China	中國內地 Mainland China	人民幣 240,000,000元 RMB240,000,000	-	57

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19. 於附屬公司的投資 (續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例 (%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
Radiant (Hong Kong) Investment Limited	物業投資 Property investment	英屬處女群島 BVI	50,000美元 USD50,000	-	100
吉林維創恒合資訊信息有限公司** Jilin Weichuang Henghe Information Technology Co., Ltd.	於中國內地提供信息支持服務 Provision of information support services in Mainland China	中國內地 Mainland China	人民幣1,000,000元 RMB1,000,000	-	100
吉林津升盈凱營銷管理有限公司** Jilin Jinsheng Yingkai Marketing Management Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣1,000,000元 RMB1,000,000	-	100
軒竹醫藥科技有限公司 Xuanzhu Biopharmaceutical Ltd.	於開曼群島提供研發服務 Provision of R&D services in the Cayman Islands	開曼群島 Cayman Islands	700,000,000美元 USD700,000,000	-	100
軒竹(香港)醫藥科技有限公司 Xuanzhu (HK) Biopharmaceutical Limited	於香港提供研發服務 Provision of R&D services in Hong Kong	香港 Hong Kong	10,000港元 HK\$10,000	-	100
軒竹生物科技股份有限公司 Xuanzhu Biopharmaceutical Technology Co., Ltd	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣 450,614,290元 RMB450,614,290	-	62.39
吉林惠升生物製藥有限公司** Jilin Huisheng Biological Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣 300,000,000元 RMB300,000,000	-	87.5
XBD COMPANY LIMITED	於美國提供研發服務 Provision of R&D services in the United States	美國 United States	1美元 USD1	-	100
北京漢顏空間生物醫藥有限公司** Beijing Meiyuan Space Biomedical Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣61,728,430元 RMB61,728,430	-	87.59
軒竹(北京)醫藥科技有限公司** XuanZhu (Beijing) Pharm Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣 560,000,000元 RMB560,000,000	-	62.39
長春惠升生物科技股份有限公司** Changchun Huisheng Biological Pharmaceutical Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	87.5

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19. 於附屬公司的投資 (續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例 (%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
北京惠之衡生物科技有限公司** Beijing Huizhiheng Biological Technology Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	87.5
北京惠升生物科技有限公司** Beijing Huisheng Biological Technology Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	87.5
油桃(北京)電子商務有限公司** Nectarine (Beijing) e-commerce Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	100
北京聯本科技發展有限公司** Beijing Lianben Technology Development Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣1,000,000元 RMB1,000,000	-	100
北京聯本醫藥化學技術有限公司** Beijing Lianben Pharmaceutical Chemical Technology Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣3,000,000元 RMB3,000,000	-	100
吉林遨通化工有限公司** Jilin Aotong Chemical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣28,000,000元 RMB28,000,000	-	100
吉林佳輝化工有限公司** Jilin Jiahui Chemical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	75
通化鴻濟健康科技管理有限公司** Tonghua Hongji Health Technology Management Co., Ltd.	於中國內地營銷醫藥產品 Marketing of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣4,380,000元 RMB4,380,000	-	100
吉林四環生物技術信息諮詢有限公司** Jilin Sihuan Biotechnology	於中國內地提供生物技術推廣服務 Provision of Biotechnology promotion service in Mainland China	中國內地 Mainland China	人民幣3,000,000元 RMB3,000,000	-	100
海南慧軒醫藥科技有限公司** HaiNan HuiXuan Pharma Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣8,000,000元 RMB8,000,000	-	62.39
北京美顏空間科技有限公司** Beijing MeiYan KongJian Technology Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣30,000,000元 RMB30,000,000	-	87.59

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19. 於附屬公司的投資 (續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例 (%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
漢顏空間生物科技 (吉林) 有限公司** Meiyan Kongjian Biological Technology (Jilin) Co., Ltd.	於中國內地製造醫療器具 Manufacture of medical instruments in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	100
耀忠國際 (澳門) 一人有限公司 Sun Moral International (Macau) Limited	於澳門製造醫療器具 Manufacture of medical instruments in Macau	澳門 Macau	澳門幣25,000元 Macau Pataca ("MOP") 25,000	-	100
本溪匠成醫藥科技有限公司** Benxi Jiangcheng Pharma Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	71.1
北京軒升製藥有限公司** Beijing Xuansheng Pharmaceutical Co., Ltd.	於中國內地製造醫藥產品 Manufacture of pharmaceutical products in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	100
漢顏空間集團有限公司 Beauty Space Group Limited	投資控股 Investment holding	開曼群島 Cayman Islands	50,000美元 USD50,000	-	100
北京軒竹康明生物科技有限公司** Beijing Xuanzhu Kangming Biological Pharmaceutical Co., Ltd.	於中國內地提供研發服務 Provision of R&D services in Mainland China	中國內地 Mainland China	人民幣30,000,000元 RMB30,000,000	-	62.39
Meiyan Laboratory Inc.	於美國提供研發服務 Provision of R&D services in the United States	美國 United States	1,000美元 USD1,000	-	74.45
精準美學生物醫藥 (香港) 有限公司 Precision Aesthetics Biomedicine (Hong Kong) Limited	於香港提供研發服務 Provision of R&D services in Hong Kong	香港 Hong Kong	5,000,000美元 USD5,000,000	-	87.59
軒竹 (香港) 生物科技有限公司 Xuanzhu (HK) Biotechnology Limited	於香港提供研發服務 Provision of R&D services in Hong Kong	香港 Hong Kong	人民幣 200,000,000元 RMB200,000,000	-	62.39
XZENITH BIOTECHNOLOGY INC	於美國提供研發服務 Provision of R&D services in the United States	美國 United States	100,000美元 USD100,000	-	62.39
Genesis Biosystems Inc.	於美國提供研發服務 Provision of R&D services in the United States	美國 United States	20,000美元 USD20,000	-	100

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19. 於附屬公司的投資(續)

19. INVESTMENTS IN SUBSIDIARIES (continued)

公司名稱 Name	主要活動及營業地點 Principal activities and place of operation	註冊成立/ 註冊地點 Place of incorporation/ registration	註冊資本 Registered capital	本公司所持權益 比例(%) Proportion of interest held by the Company (%)	
				直接 Direct	間接 Indirect
漢顏國際生物科技有限公司** Meiyan International Biological Technology Co., Ltd.	於中國內地提供醫美研發服務 Provision of medical aesthetic R&D services in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	87.59
漢顏空間(河北)生物科技有限公司** Meiyan Space (Hebei) Biological Technology Co., Ltd.	於中國內地提供醫美研發服務 Provision of medical aesthetic R&D services in Mainland China	中國內地 Mainland China	人民幣50,000,000元 RMB50,000,000	-	87.59
江蘇悅之顏科技有限公司** Jiangsu Yuezhiyan Technology Co., Ltd.	於中國內地提供醫美研發服務 Provision of medical aesthetic R&D services in Mainland China	中國內地 Mainland China	人民幣10,000,000元 RMB10,000,000	-	87.59

* 該等公司乃根據中國法律註冊為外商獨資企業。

** 該等公司乃根據中國法律註冊為有限責任公司。

*** 該公司乃根據中國法律註冊為外商投資企業。

* These subsidiaries were registered as wholly-foreign owned enterprises under PRC law.

** These subsidiaries were registered as limited liability companies under PRC law.

*** This subsidiary was registered as a foreign-invested enterprise under PRC law.

於二零二一年十二月三十一日，於非全資附屬公司的總非控股權益約人民幣865,918,000元(二零二零年：人民幣758,383,000元)，就個別而言並不重大。

The total non-controlling interests in non-wholly-owned subsidiaries at 31 December 2021 amounted to approximately RMB865,918,000 (2020: RMB758,383,000), which are individually not material.

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20. 使用權益法計算的投資

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
應佔資產淨值	Share of net assets	234,641	583,326
收購時的商譽	Goodwill on acquisition	470,892	487,061
		705,533	1,070,387
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日的年初結餘	Opening balance at 1 January	1,070,387	1,083,858
增加聯營公司	Addition of associates	–	98,426
聯營公司所宣派的股息	Dividends declared by associates	(317,637)	–
增加被動攤薄(i)	Addition resulting from deemed dilution (i)	104,228	–
向一家現有合營企業出資	Capital contribution to an existing joint venture	–	6,865
終止確認聯營公司	Derecognition of associates	–	(72,937)
終止確認合營企業	Derecognition of joint ventures	–	(109,789)
視作出售聯營公司之權益的收益	Gain on deemed disposal of interest in an associate	7,136	80,488
應佔聯營公司和合營企業稅後虧損	Share of post-tax losses of associates and joint ventures	(158,581)	(16,524)
於十二月三十一日的年末結餘	Closing balance at 31 December	705,533	1,070,387

本集團與聯營公司及合營企業有關的貿易應收賬款及非流動資產結餘分別於財務報表附註24及22披露。

The Group's trade receivable and non-current asset balances related to associates and joint ventures are respectively disclosed in notes 24 and 22 to the Financial Statements.

(i) 截至二零二一年十二月三十一日止年度，於第三方投資者注資後，本集團於吉林澤盛環保工程有限公司（「吉林澤盛」，一家本集團的前全資附屬公司）的權益被攤薄，因此，吉林澤盛成為本集團的聯營公司，並錄得增加聯營公司金額人民幣104,228,000元以及視作出售收益人民幣59,228,000元。

(i) The Group's equity interest in Jilin Zesheng Environmental Protection Engineering Co., Ltd. ("Jilin Zesheng"), a former wholly-owned subsidiary of the Group, was diluted during the year ended 31 December 2021 following the capital injection from a third party investor. As a result, Jilin Zesheng became an associate of the Group and an addition of associates amounting to RMB104,228,000 and a gain on deemed disposal amounting to RMB59,228,000 were recorded.

財務報表附註

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20. 使用權益法計算的投資 (續)

以下載列本集團於二零二一年十二月三十一日的一家聯營公司，而董事認為其對本集團而言乃屬重大。聯營公司的股本僅包括由本集團間接持有的普通股。

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

Listed below is an associate of the Group as at 31 December 2021, which, in the opinion of the directors, is material to the Group. The associate has share capital consisting solely of ordinary shares, which are held indirectly by the Group.

實體名稱 Name of entity	註冊成立地點 Place of incorporation	佔擁有權權益比例 Proportion of ownership interest	主要業務 Principal activities
仁方醫療控股有限公司（「仁方醫療」） Renfang Medical Holdings Ltd. ("Renfang Medical")	英屬處女群島 BVI	38.14%	提供一般醫療服務及 醫院管理服務 Provision of general hospital services and hospital management services

該等聯營公司及合營企業為私人公司且其股份並無市場報價。並無有關本集團於聯營公司及合營企業權益的或然負債。

The associates and joint ventures are private companies and there are no quoted market prices available for these shares. There are no contingent liabilities relating to the Group's interests in the associates and joint ventures.

財務報表附註

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FOR THE YEAR ENDED 31 DECEMBER 2021

20. 使用權益法計算的投資 (續)

下文載列聯營公司及合營企業的財務資料概要。

財務狀況表概要

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

Set out below are the summarised financial information for the associates and joint ventures.

Summarised statements of financial position

		仁方醫療		其他聯營公司及合營企業	
		Renfang Medical		Other associates and joint ventures	
		於十二月三十一日		於十二月三十一日	
		As at 31 December		As at 31 December	
		二零二一年	二零二零年	二零二一年	二零二零年
		2021	2020	2021	2020
		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
流動	Current				
資產	Assets	1,556,530	682,041	430,787	917,015
負債	Liabilities	(1,061,413)	(190,058)	(742,812)	(856,773)
總流動資產/(負債)	Total net current assets/(liabilities)	495,117	491,983	(312,025)	60,242
非流動	Non-current				
資產	Assets	413,994	645,736	1,082,976	572,368
負債	Liabilities	(909,111)	(28,896)	(348,739)	(273,446)
總非流動(負債)/資產淨值	Total net non-current (liabilities)/assets	(495,117)	616,840	734,237	298,922
資產淨值	Net assets	-	1,108,823	422,212	359,164

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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20. 使用權益法計算的投資 (續)

損益表概要

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

Summarised statements of profit or loss

		仁方醫療		其他聯營公司及合營企業	
		Renfang Medical		Other associates and joint ventures	
		二零二一年	二零二零年	二零二一年	二零二零年
		2021	2020	2021	2020
		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
收益	Revenue	197,691	493,477	313,376	402,043
除所得稅前(虧損)/溢利	(Loss)/profit before income tax	(276,002)	7,796	(129,581)	(50,687)
所得稅開支	Income tax expense	-	(4,650)	(15,213)	(13,869)
年度(虧損)/溢利	(Loss)/profit for the year	(276,002)	3,146	(144,794)	(64,556)
全面(虧損)/收益總額	Total comprehensive (loss)/income	(276,002)	3,146	(144,794)	(64,556)

以上資料反映聯營公司及合營企業的財務報表所呈列的就本集團與聯營公司及合營企業的會計政策差異而調整的金額。

The information above reflects the amounts presented in the financial statements of the associates and joint ventures adjusted for differences in accounting policies among the Group and the associates and joint ventures.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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FOR THE YEAR ENDED 31 DECEMBER 2021

20. 使用權益法計算的投資(續)

財務資料概要對賬

所呈列財務資料概要與於聯營公司及合營企業權益賬面值的對賬。

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interests in associates and joint ventures.

		仁方醫療		其他聯營公司及合營企業	
		Renfang Medical		Other associates and joint ventures	
		二零二一年	二零二零年	二零二一年	二零二零年
		2021	2020	2021	2020
		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
於一月一日的	Opening net assets at				
年初資產淨值	1 January	1,108,823	1,105,677	359,164	581,806
股東注資	Capital injection by shareholders	-	-	60,725	195,816
於聯營公司及合營企業的	Increase in net assets of associates				
資產淨值增加	and joint ventures	-	-	147,117	230,072
年度(虧損)/溢利	(Loss)/profit for the year	(276,002)	3,146	(144,794)	(64,556)
股息	Dividends	(832,821)	-	-	-
終止確認聯營公司	Derecognition of associates	-	-	-	(583,974)
於十二月三十一日的	Closing net assets at				
年末資產淨值	31 December	-	1,108,823	422,212	359,164
於聯營公司及合營企業的	Interests in associates and				
權益	joint ventures	-	422,905	234,641	160,421
商譽	Goodwill	-	-	470,892	487,061
賬面值	Carrying value	-	422,905	705,533	647,482

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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21. 按公平值計入損益的金融資產

下文所載為本集團於年末所持有的金融資產(現金及現金等價物及貿易及其他應收賬款除外)概要：

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Set out below is an overview of financial assets, other than cash and cash equivalents and trade and other receivables, held by the Group as at the end of the year:

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註 Notes		
非流動	Non-current		
按公平值計入損益的	Financial assets at fair value through		
金融資產：	profit or loss:		
按公平值計量的非上市股權投資	Unlisted equity investments, at fair value	266,999	196,153
非流動總額	Total non-current	(i) 266,999	196,153
流動	Current		
按公平值計入損益的	Financial assets at fair value through		
金融資產：	profit or loss:		
理財產品	Wealth management products	109,304	332,683
流動總額	Total current	(ii) 109,304	332,683
其他金融資產總值	Total other financial assets	376,303	528,836

21. 按公平值計入損益的金融資產 (續)

- (i) 上文於二零二一年十二月三十一日的股權投資分類為按公平值計入損益的金融資產，乃由於本集團並無選擇於其他全面收益確認為公平值損益。該款項指於KBP Biosciences Holdings Limited、Lindeman Asia No.12 Investment Fund、DJS Antibodies Limited、PsiOxus Therapeutics Limited、Ascendum Healthcare Fund、Shenzhen MileBot Robotics Co., Ltd.、Beijing Gretson Biomedical Technology Co., Ltd及Beijing Gerui Biomedical Technology Co., Ltd非上市權益股份的股權投資。本集團擬於可見未來持有該等權益股份，且並無不可撤回地選擇將其分類為按公平值計入其他全面收益。
- (ii) 該款項指由中國內地若干信譽良好的銀行發行無固定利率的理財產品。該等理財產品被強制分類為按公平值計入損益的金融資產，因為其合約現金流量並非僅是本金及利息付款。

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- (i) The above equity investments at 31 December 2021 were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income. The amount represents equity investments in the unquoted equity shares of KBP Biosciences Holdings Limited, Lindeman Asia No.12 Investment Fund, DJS Antibodies Limited, PsiOxus Therapeutics Limited, Ascendum Healthcare Fund, Shenzhen MileBot Robotics Co.,Ltd., Beijing Gretson Biomedical Technology Co., Ltd and Beijing Gerui Biomedical Technology Co.,Ltd. The Group intends to hold these equity shares for the foreseeable future and has not irrevocably elected to classify them at fair value through other comprehensive income.
- (ii) The amount represents wealth management products issued by certain reputable banks in Mainland China with no fixed interest rate. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

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NOTES TO THE FINANCIAL STATEMENTS

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22. 其他非流動資產

22. OTHER NON-CURRENT ASSETS

		於十二月三十一日		
		As at 31 December		
		二零二一年	二零二零年	
		2021	2020	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
	附註			
	Notes			
向聯營公司貸款	Loans to associates	(i)/(iii)/40	263,521	243,770
向第三方貸款	Loans to third parties	(ii)/(iii)	103,846	100,000
其他應收賬款	Other receivables	(iii)	10,033	10,000
購買長期資產的 預付款項	Prepayments for purchase of long-term assets		14,902	14,099
			392,302	367,869

- (i) 向一間聯營公司北京銳業製藥有限公司(「北京銳業」)貸款乃以北京銳業的母公司北京銳業經濟技術開發有限責任公司的15%權益作抵押並以其10%權益作質押，其中於四年內應付人民幣175,000,000元。利息按每年5%計算。

於本年度內，本集團在吉林澤盛的股份被攤薄，導致吉林澤盛成為本集團的聯營公司。應收吉林澤盛的無擔保款項應於二零二三年付清，即貸款本金人民幣83,521,000元。利息按每年6%計算。

向一間聯營公司佛山德芮可製藥有限公司(「佛山德芮可」)貸款人民幣5,000,000元，為不計息、無抵押及須於兩年內償還。

- (i) The loan to an associate, Beijing Ruiye Drugs Manufacture Co., Ltd. ("Beijing Ruiye"), was secured by the 15% equity interest in and pledged with the 10% equity interest in Beijing Ruiye's parent company, Beijing Ruiye Economic Technology Development Co., Ltd, among which RMB175,000,000 was payable in four years. Interest is charged at 5% annually.

The Group's share on Jilin Zesheng was passively diluted during this year, resulting in Jilin Zesheng becoming an associate of the Group. The receivable from Jilin Zesheng, representing a loan principal of RMB83,521,000, was unsecured and payable in 2023. Interest is charged at 6% annually.

The loan to an associate, Pharmadax (Foshan) Co., Ltd. ("Pharmadax (Foshan)"), amounting to RMB5,000,000 was non-interest-bearing, unsecured and payable in two years.

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22. 其他非流動資產 (續)

- (ii) 向若干第三方授予的貸款為無抵押，利息按每年3.00%至3.85%計算，及須於兩年內償還。
- (iii) 本集團力求維持對其未償還應收款項之嚴格控制，包括向聯營公司貸款、向第三方貸款及其他應收賬款，以盡量降低信貸風險。長期賬齡結餘會由高級管理層定期檢討。上述餘額中包括的其他應收賬款與近期無欠款記錄及逾期金額的應收賬款有關。於二零二一年及二零二零年十二月三十一日，虧損撥備評估為最低限度。

22. OTHER NON-CURRENT ASSETS (continued)

- (ii) The loans to certain third parties were unsecured with interest charged at 3.00% to 3.85% annually, and repayable in two years.
- (iii) The Group seeks to maintain strict control over its outstanding receivables including loans to associates, loans to third parties and other receivables to minimise credit risk. Long ageing balances are reviewed regularly by senior management. Other receivables included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2021 and 2020, the loss allowance was assessed to be minimal.

23. 存貨

23. INVENTORIES

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
原材料	Raw materials	311,751	197,995
在製品	Work in progress	153,721	155,820
製成品	Finished goods	269,325	152,526
		734,797	506,341
存貨撥備	Provision for inventories	(19,499)	(10,452)
		715,298	495,889

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24. 貿易及其他應收賬款

24. TRADE AND OTHER RECEIVABLES

		於十二月三十一日		
		As at 31 December		
		二零二一年	二零二零年	
		2021	2020	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
	附註			
	Notes			
貿易應收賬款 — 第三方	Trade receivables – third parties	(i)	651,490	272,514
應收票據	Notes receivable	(ii)	171,215	128,427
預付供應商款項	Prepayments to suppliers		140,091	150,618
向聯營公司貸款	Loans to associates	(iii)/40	208,111	113,445
應收一家合營企業之款項	Amount due from a joint venture	40	2,911	675
應收其他關聯方款項	Amounts due from other related parties	40	9,600	16,300
其他應收賬款	Other receivables	(iv)	114,481	316,523
			1,292,899	998,502
貿易應收賬款減值撥備	Provision for impairment of trade receivables	(i)	(43,640)	(11,123)
其他應收賬款減值撥備	Provision for impairment of other receivables	(iv)	(19,831)	(15,839)
			1,234,428	971,540

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24. 貿易及其他應收賬款 (續)

(i) 貿易應收賬款 – 第三方

24. TRADE AND OTHER RECEIVABLES (continued)

(i) Trade receivables – third parties

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
貿易應收賬款	Trade receivables	651,490	272,514
減值撥備	Provision for impairment	(43,640)	(11,123)
		607,850	261,391

本集團與其客戶之交易條款乃主要以信貸方式進行，惟新客戶一般須提前付款除外。信貸期一般為三至六個月，對於主要客戶則最多可延長至一年。各客戶擁有最大信貸上限。本集團力求維持對其未償還應收款項之嚴格控制，並設有信貸控制部門，以盡量降低信貸風險。逾期結餘會由高級管理層定期檢討及監察。鑒於上文所述及本集團的貿易應收賬款涉及大量各類客戶，並無重大信用風險集中。本集團並無就貿易應收賬款結餘持有任何抵押品或其他信用增級。貿易應收賬款為免息。

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally from three to six months, extending up to one year for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed and monitored regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

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FOR THE YEAR ENDED 31 DECEMBER 2021

24. 貿易及其他應收賬款 (續)

- (i) 貿易應收賬款 – 第三方 (續)
於年末，貿易應收賬款按發票日期作出的賬齡分析如下 (經扣除撥備)：

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
3個月內	Within 3 months	426,782	225,443
3至6個月	3 to 6 months	35,746	22,101
6個月至1年	6 months to 1 year	137,682	8,602
一年以上	More than 1 year	7,640	5,245
		607,850	261,391

貿易應收賬款減值的虧損撥備變動如下：

The movements in the loss allowance for impairment of trade receivables are as follows:

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
年初	At beginning of year	11,123	3,606
減值虧損淨額	Impairment losses, net	32,517	7,517
年末	At end of year	43,640	11,123

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於貿易應收賬款的賬齡釐定。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing of trade receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

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24. 貿易及其他應收賬款 (續)

- (i) 貿易應收賬款 – 第三方 (續)
下表載列就本集團貿易應收賬款使用撥備矩陣的信貸風險的資料：

於二零二一年十二月三十一日

24. TRADE AND OTHER RECEIVABLES (continued)

- (i) Trade receivables – third parties (continued)
Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2021

		貿易應收賬款的賬齡			
		Ageing of trade receivables			
		少於1年 Less than 1 year	1至2年 1 to 2 years	2至3年 2 to 3 years	超過3年 Over 3 years
預期信貸虧損率	Expected credit loss rate	2.97%	37.27%	83.48%	100.00%

		少於一年	1至2年	2至3年	超過3年	總計
		Less than	1 to 2 years	2 to 3 years	Over 3 years	Total
		1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
		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
總賬面值	Gross carrying amount	618,590	10,285	7,191	15,424	651,490
預期信貸虧損	Expected credit losses	18,380	3,833	6,003	15,424	43,640

於二零二零年十二月三十一日

As at 31 December 2020

		貿易應收賬款的賬齡			
		Ageing of trade receivables			
		少於1年 Less than 1 year	1至2年 1 to 2 years	2至3年 2 to 3 years	超過3年 Over 3 years
預期信貸虧損率	Expected credit loss rate	2.26%	17.47%	81.55%	100.00%

		少於一年	1至2年	2至3年	超過3年	總計
		Less than	1 to 2 years	2 to 3 years	Over 3 years	Total
		1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
		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
總賬面值	Gross carrying amount	262,073	5,805	2,463	2,173	272,514
預期信貸虧損	Expected credit losses	5,927	1,014	2,009	2,173	11,123

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24. 貿易及其他應收賬款 (續)

- (ii) 截至二零二一年十二月三十一日止年度，應收票據於旨在持有應收票據以收取合約現金流量及出售的業務模式內持有，由於本集團不時於其到期日期前向供應商應收票據背書。該等以按公平值計入其他全面收益的債務工具進行分類，並以應收票據呈列。截至二零二一年十二月三十一日止年度，該等按公平值計入其他全面收益的應收票據之公平值變動不大。

本集團力求維持對其未償還應收票據之嚴格控制。應收票據指由中國內地信用評級較高的銀行開出的不可撤銷銀行票據，本集團估計其他應收款項的預期信貸虧損率很小。

- (iii) 向聯營公司貸款的明細如下：

24. TRADE AND OTHER RECEIVABLES (continued)

- (ii) During the year ended 31 December 2021, notes receivable are held with a business model with the objective of both holding to collect contractual cash flows and selling as the Group sometimes endorses notes receivable to suppliers prior to their expiry date. These are classified as debt instruments at fair value through other comprehensive income and presented as notes receivable. The fair value changes of these notes receivable at fair value through other comprehensive income were insignificant during the year ended 31 December 2021.

The Group seeks to maintain strict control over its outstanding notes receivable. As the notes receivable represent the irrevocable bank bills issued by the banks in Mainland China with high credit rating, the Group estimated that the expected credit loss rate for other receivables was minimal.

- (iii) The breakdown of loans to associates is as follows:

		於十二月三十一日		
		As at 31 December		
		二零二一年	二零二零年	
		2021	2020	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
	附註			
	Notes			
佛山德芮可	Pharmadax (Foshan)	(a)	120,000	–
通化天實製藥有限公司	Tonghua Tianshi Pharmaceutical Co., Ltd.	(b)	75,970	78,033
吉林澤盛環保工程 有限公司	Jilin Zesheng Environmental Protection Engineering Co., Ltd.	(c)	5,224	–
北京銳業製藥有限公司	Beijing Ruiye Drugs Manufacture Co., Ltd.		6,917	33,000
仁方醫療控股有限公司	Renfang Medical Holdings Ltd		–	2,412
			208,111	113,445

- (a) 向一間聯營公司佛山德芮可貸款不計息、無抵押及須在一年內償還。

- (b) 向一間聯營公司通化天實製藥有限公司(「通化天實」)貸款(包括貸款本金人民幣60,000,000元及利息人民幣15,970,000元)乃無抵押及須按要求悉數償還。利息按每年4.75%計算。

- (a) The loan to an associate, Pharmadax (Foshan), was non-interest-bearing, unsecured, repayable in one year.

- (b) The loan to an associate, Tonghua Tianshi Pharmaceutical Co., Ltd. (“Tonghua Tianshi”), including a loan principal of RMB60,000,000 and interest amounting to RMB15,970,000, was unsecured and repayable in full on demand. Interest is charged at 4.75% annually.

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24. 貿易及其他應收賬款 (續)

(iii) 向聯營公司貸款的明細如下：
(續)

- (c) 本集團於吉林澤盛環保工程有限公司的股份於年內視作被動攤薄，令吉林澤盛成為本集團聯營公司。應收吉林澤盛之賬項(無抵押貸款本金人民幣83,520,880元及利息人民幣5,224,000元)，其中人民幣5,224,000元須在一年內償還。利息按每年6%計算。

本集團力求維持對其未償還貸款之嚴格控制，以降低信貸風險。重大結餘會由高級管理層定期檢討。計入以上結餘的聯營公司貸款涉及近期並無違約及逾期記錄的貸款。於二零二一年及二零二零年十二月三十一日，虧損撥備估計很少。

- (iv) 其他應收賬款指供應商按金。預期信貸虧損乃經參考本集團過往虧損記錄及透過使用虧損率法估計。虧損率將於適當時作出調整以反映現時情況及預測未來經濟情況。

於二零二一年十二月三十一日，本集團根據國際財務報告準則第9號評估並確認其他應收賬款減值撥備人民幣19,831,000元(二零二零年十二月三十一日：人民幣15,839,000元)。

其他應收賬款減值的虧損撥備變動如下：

24. TRADE AND OTHER RECEIVABLES (continued)

(iii) The breakdown of loans to associates is as follows: (continued)

- (c) The Group's share on Jilin Zesheng Environmental Protection Engineering Co., Ltd. was passively diluted during this year, resulting in Jilin Zesheng becoming an associate of the Group. The receivable from Jilin Zesheng, representing a unsecured loan principal of RMB83,520,880 and interest amounting to RMB5,224,000, among which RMB5,224,000 is repayable in one year. Interest is charged at 6% annually.

The Group seeks to maintain strict control over its outstanding loans to minimise credit risk. Material balances are reviewed regularly by senior management. Loans to an associates included in the above balances relate to loans for which there was no recent history of default and past due amounts. As at 31 December 2021 and 2020, the loss allowance was assessed to be minimal.

- (iv) Other receivables mainly represent deposits with suppliers. Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The Group assessed and recognised a provision for impairment of other receivables amounting to RMB19,831,000 (31 December 2020: RMB15,839,000) in accordance with IFRS 9 as at 31 December 2021.

The movements in the loss allowance for impairment of other receivables are as follows:

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
年初	At beginning of year	15,839	–
減值虧損淨額	Impairment losses, net	3,992	15,839
年末	At end of year	19,831	15,839

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25. 現金及現金等價物及已質押存款

25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
現金及銀行結餘	Cash and bank balances	3,689,923	2,947,415
定期存款	Time deposits	2,137,133	1,801,174
		5,827,056	4,748,589
減：已質押存款	Less: Pledged deposits		
– 履行借款質押(附註33)	– pledged for interest-bearing bank borrowings (note 33)	140,000	144,548
– 履行在建工程質押	– pledged for construction in progress	4,631	–
現金及現金等價物	Cash and cash equivalents	5,682,425	4,604,041

銀行現金按以每日銀行存款利率計算的浮息賺取利息。視乎本集團即時現金需求而定，短期定期存款就介乎一天至三個月不同期間作出，並按相關短期定期存款利率賺取利息。銀行結餘及已質押存款存放於近期無違約歷史且信譽良好的銀行。

本集團於各報告日期的現金及現金等價物以下列貨幣計值：

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

The Group's cash and cash equivalents at each reporting date are denominated in the following currencies:

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
人民幣	RMB	5,586,372	4,400,045
美元	USD	43,089	16,546
歐元	EUR	1,572	21,838
港元	HK\$	50,534	165,600
澳門幣	MOP	858	12
		5,682,425	4,604,041

人民幣不可自由兌換為其他貨幣，然而，根據中國外匯管理規定以及結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯業務之銀行兌換人民幣為其他貨幣。

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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26. 股本及股份溢價

26. SHARE CAPITAL AND SHARE PREMIUM

	法定 普通股數目 Number of authorised ordinary shares 千股 Share'000	已發行及 繳足普通股 數目 Number of issued and fully paid ordinary shares 千股 Share'000	股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	總計 Total 人民幣元 RMB'000
於二零二零年一月一日 As at 1 January 2020 and 及二零二零年十二月三十一日 31 December 2020 三十一日 (每股面值0.01港元) (HK\$0.01 per share)	100,000,000	9,465,682	78,186	4,084,846	4,163,032
年度之變動 購回及註銷股份(i) Movements for the year Repurchase and cancellation of shares (i)	-	(139,063)	(1,156)	(205,251)	(206,407)
已行使的購股權 Share options exercised	-	3,380	28	2,709	2,737
於二零二一年十二月三十一日 As at 31 December 2021 三十一日 (每股面值0.01港元) (HK\$0.01 per share)	100,000,000	9,329,999	77,058	3,882,304	3,959,362

(i) 於二零二一年內，本公司以總代價243,084,000港元(包括各項開支)(相當於人民幣206,407,000元)於聯交所購回其139,063,000股股份。於二零二一年十二月三十一日，所有購回股份已全部註銷。

(i) During the year of 2021, the Company repurchased 139,063,000 shares of its own shares on the Stock Exchange at a total consideration, including expenses, of HK\$243,084,000 (equivalent to RMB206,407,000). As at 31 December 2021, all repurchased shares were cancelled.

27. 以股份為基礎的付款

1. 四環醫藥控股集團有限公司股份激勵計劃

(a) 股份獎勵計劃

為向本集團管理層提供獎勵，本公司若干股東（即Plenty Gold Enterprises Limited（「Plenty Gold」）、車馮升醫生及郭維城醫生）已自二零一零年十月二十五日採納一項獎勵計劃（「僱員股份獎勵計劃」或「該計劃」）。於二零一三年一月二十五日，本公司的另一股東（即MSPEA Pharma Holdings B.V.）亦參與僱員股份獎勵計劃。受託公司（於英屬處女群島成立的私人信託公司，由Plenty Gold全資擁有）已獲委任為受託人，根據僱員股份獎勵計劃持有預留股份。Plenty Gold、車馮升醫生及郭維城醫生（作為信託的財產授予人）已預留及撥出合共33,750,000股本公司股份；而MSPEA Pharma Holdings B.V.預留及撥出額外3,750,000股本公司股份。所有該等股份由受託人公司根據僱員股份獎勵計劃以受託人的身份持有。僱員股份獎勵計劃涉及授出由受託人公司持有的現有股份，並不會根據僱員股份獎勵計劃發行新股份。

27. SHARE-BASED PAYMENTS

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd.

(a) Share award scheme

An award scheme for the purpose of incentivising the management of the Group (the “Employee Share Award Scheme” or the “Scheme”) has been adopted by certain shareholders of the Company (namely, Plenty Gold Enterprises Limited (“Plenty Gold”), Dr. Che Fengsheng and Dr. Guo Weicheng) since 25 October 2010. On 25 January 2013, another shareholder of the Company (namely, MSPEA Pharma Holdings B.V.) also participated in the Employee Share Award Scheme. Trustee Co. (a private trust company established in the British Virgin Islands and wholly owned by Plenty Gold) has been appointed as the trustee to hold the reserved shares under the Employee Share Award Scheme. Plenty Gold, Dr. Che Fengsheng and Dr. Guo Weicheng, as settlors of a trust, have reserved and set aside a total of 33,750,000 shares; and MSPEA Pharma Holdings B.V. has reserved and set aside an additional 3,750,000 shares, all of which are being held by Trustee Co. as trustee for the Employee Share Award Scheme. The Employee Share Award Scheme involves granting existing shares held by Trustee Co., and no new shares will be issued pursuant to the Employee Share Award Scheme.

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司股份激勵計劃(續)

(a) 股份獎勵計劃(續)

本公司根據適用於以股權結算的股份支付交易的規定，計量其僱員提供的服務，而相關的增幅則在權益確認為來自主要股東的貢獻。本公司將不會根據僱員股份獎勵計劃發行新股份，且概不會因僱員股份獎勵計劃而對每股盈利的計算方式造成攤薄影響。

根據僱員股份獎勵計劃，獎勵乃授予本公司合資格僱員，可行使及將轉換為於各個財政年度(由授出日期起直至已授出的相關獎勵屆滿日期止期間)獲指定的受託人公司持有的本公司股份的特定數目。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued)

(a) Share award scheme (continued)

The Company measures the services received from its employees in accordance with the requirements applicable to equity-settled share-based payment transactions, with a corresponding increase recognised in equity as a contribution from the major shareholders. No new shares will be issued by the Company under the Employee Share Award Scheme and there is no dilution impact on the earnings per share calculation as a result of the Employee Share Award Scheme.

Under the Employee Share Award Scheme, awards were granted to the eligible employees of the Company and are exercisable and will be converted into shares of the Company of a specific amount, held by Trustee Co., designated in each financial year during the period from the grant date up to the expiry date of the relevant awards granted.

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司股份激勵計劃(續)

(a) 股份獎勵計劃(續)

已授予本集團若干僱員的股份獎勵概要如下：

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued)

(a) Share award scheme (continued)

The summary of the share awards granted to certain employees of the Group is as follows:

授出日期	Grant date	每份股份 獎勵行使價港元 Exercise price in HK\$ per share award	已授出獎勵 數目(千份) Number of awards granted '000
二零一二年三月二十日	20 March 2012	3.19	14,150
二零一三年九月二十七日	27 September 2013	3.19	19,750
二零一三年十月二十一日	21 October 2013	0.70	2,050
			35,950

於二零一六年六月二十八日，本集團調整了僱員股份獎勵計劃。僱員股份獎勵計劃項下已授予234名僱員但未獲行使的餘下31,448,172份股份獎勵已由新股份獎勵(行使價為每股股份獎勵1.57港元)取代。

On 28 June 2016, the Group modified the Employee Share Award Scheme. The remaining 31,448,172 share awards, which were granted to but not yet exercised by 234 employees under the Employee Share Award Scheme, were replaced by new share awards with an exercise price of HK\$1.57 per share award.

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司 股份激勵計劃(續) (a) 股份獎勵計劃(續)

以下股份獎勵根據計劃於年
內未獲行使：

			二零二一年 2021	二零二零年 2020
		每股加權平均 行使價港元 Weighted average exercise price HK\$ per share	獎勵數目 (千份) Number of awards '000	獎勵數目 (千份) Number of awards '000
於一月一日	At 1 January	1.57	964	964
於年內行使	Exercised during the year	1.57	(964)	-
於十二月三十一日	At 31 December	-	-	964

以下為年末尚未行使的股份
獎勵之行使價及到期日期：

到期日期	Expiry date	每股股份獎勵 行使價港元 Exercise price HK\$ per share award	獎勵數目千份 Number of awards '000	
			二零二一年 2021	二零二零年 2020
二零二一年六月二十八日	28 June 2021	1.57	-	964,000

於二零二一年十二月三十一
日，本公司於該計劃下概
無未獲行使的獎勵(二零
二零年十二月三十一日：
964,000份)。

年內，就向僱員授出的股份
獎勵而於綜合損益支銷總開
支人民幣67,000元(二零二
零年：人民幣294,000元)，
並於權益內確認相應變動。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued) (a) Share award scheme (continued)

The following share awards were outstanding under the Scheme
during the year:

The exercise prices and expiry dates of the share awards
outstanding as at the end of the year are as follows:

The Company had no outstanding awards as at 31 December
2021 under this scheme (31 December 2020: 964,000).

During the year, total expenses amounting to RMB67,000 (2020:
RMB294,000) were charged to the consolidated profit or loss for
share awards granted to employees with a corresponding change
in equity.

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司股份激勵計劃(續)

(a) 股份獎勵計劃(續)

本公司董事會執行董事已使用二項式模式釐定將於歸屬期內支銷的已授出獎勵的公平值。本公司董事會執行董事在應用二項式模式時要求對如無風險利率、股息率及預期波幅等參數作出重要判斷，該等參數的輸入數據的概要如下。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued)

(a) Share award scheme (continued)

The executive directors of the board of the Company have used the binomial model to determine the fair value of the awards granted, which is to be expensed over the vesting period. Significant judgement on parameters, such as the risk-free rate, dividend yield and expected volatility, is required to be made by the executive directors of the board of the Company in applying the binomial model, of which the inputs are summarised below.

於二零一六年
六月二十八日
修改的
股份獎勵
Share awards
modified on
28 June 2016

於修改日期的收市價	Closing price at the modification date	1.60港元 HK\$1.60
無風險利率	Risk-free rate	0.64%
股息率	Dividend yield	2.14%
預期波幅(i)	Expected volatility (i)	41.38%

(i) 按照預期股價回報的標準偏差計算的預期波幅，乃根據本公司股份平均每日買賣價格的波幅釐定。

(i) The expected volatility, measured as the standard deviation of expected share price returns, is determined based on the average daily trading price volatility of the shares of the Company.

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司 股份激勵計劃(續) (b) 購股權計劃

本公司實施購股權計劃(「購股權計劃」)，旨在向為本集團成功經營作出貢獻的合資格參與者提供激勵及獎勵。該計劃的合資格參與者包括本公司董事(包括獨立非執行董事)、本集團其他僱員、本集團貨品或服務供應商、本集團客戶、本公司股東及本公司附屬公司任何非控股股東。該計劃於二零一七年十月二十四日生效，除另行取消或修訂，否則將從該日起十年內仍將有效。

於二零二零年八月二十六日，本公司根據本公司於二零一七年十月二十四日採納的購股權計劃，向其合資格參與者授出合共94,656,000股購股權，合共可認購本公司股本中每股面值0.01港元的94,656,000股普通股份。根據購股權計劃授予參與者的所有購股權於授出日期後的歸屬期為三年。

於二零二一年九月一日，本公司根據本公司於二零一七年十月二十四日採納的購股權計劃，向其合資格參與者授出合共7,500,000股購股權，合共可認購本公司股本中每股面值0.01港元的7,500,000股普通股份。根據購股權計劃授予參與者的所有購股權於授出日期後的歸屬期為三年。

購股權並不授予持有人獲得股息或在股東大會上投票的權利。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued) (b) Share option scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any non-controlling shareholder in the Company's subsidiaries. The Scheme became effective on 24 October 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

On 26 August 2020, the Company granted a total of 94,656,000 share options to the eligible participants of the Company to subscribe for a total of 94,656,000 ordinary shares of HK\$0.01 each in the share capital of the Company pursuant to the share option scheme of the Company adopted on 24 October 2017. All share options granted pursuant to the Share Option Scheme to the participants have a vesting period of three years after the grant date.

On 1 September 2021, the Company granted a total of 7,500,000 share options to the eligible participants of the Company to subscribe for a total of 7,500,000 ordinary shares of HK\$0.01 each in the share capital of the Company pursuant to the share option scheme of the Company adopted on 24 October 2017. All share options granted pursuant to the Share Option Scheme to the participants have a vesting period of three years after the grant date.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

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27. 以股份為基礎的付款 (續)

1. 四環醫藥控股集團有限公司 股份激勵計劃 (續) (b) 購股權計劃 (續)

已授予本集團若干僱員的購股權概要如下：

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued) (b) Share option scheme (continued)

The summary of the share options granted to certain employees of the Group is as follows:

授出日期	Grant date	每份股份 行使價港元 Exercise price in HK\$ per share	已授出購股權 數目(千份) Number of options granted '000
二零二零年八月二十六日	26 August 2020	0.97	94,656
二零二一年九月一日	1 September 2021	2.22	7,500
			102,156

以下購股權根據購股權計劃
於年內未獲行使：

The following share options were outstanding under the Share
Option Scheme during the year:

		二零二一年 2021		二零二零年 2020	
		每股加權平均 行使價港元 Weighted average exercise price HK\$ per share	購股權數量 (千份) Number of options '000	每股加權平均 行使價港元 Weighted average exercise price HK\$ per share	購股權數量 (千份) Number of options '000
於一月一日	At 1 January	0.97	94,656	–	–
於年內授出	Granted during the year	2.22	7,500	0.97	94,656
於年內行使	Exercised during the year	0.97	(3,380)	–	–
於十二月三十一日	At 31 December	1.07	98,776	0.97	94,656

於年內行使的購股權行使日的
加權平均股價為每股股份
1.65港元(二零二零年：未
行使購股權)。

The weighted average share price at the date of exercise for share
options exercised during the year was HK\$1.65 per share (2020:
No share options were exercised).

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27. 以股份為基礎的付款(續)

1. 四環醫藥控股集團有限公司 股份激勵計劃(續) (b) 購股權計劃(續)

以下為年末尚未行使的購股權之行使價及到期日期：

到期日期	Expiry date	每股股份 行使價港元 Exercise price HK\$ per share	購股權數量 (千份)		已歸屬及尚未行使的 購股權數量 (千份)	
			Number of options		Number of outstanding vested and exercisable options	
			'000		'000	
			二零二一年 2021	二零二零年 2020	二零二一年 2021	二零二零年 2020
二零三零年八月二十五日	25 August 2030	0.97	91,276	94,656	40,924	–
二零三一年九月一日	1 September 2031	2.22	7,500	–	–	–
			98,776	94,656	40,924	–

於二零二一年十二月三十一日，於98,776,000份(二零二零年：94,656,000份)未行使獎勵中，40,924,000份(二零二零年：無)獎勵已獲行使。

於二零二零年八月二十六日授出的購股權的公平值經評估為35,489,000港元(相當於人民幣約31,631,000元)。於二零二一年九月一日授出的購股權的公平值經評估為8,412,000港元(相當於人民幣約6,996,000元)。

年內，就向僱員授出的購股權而於綜合損益支銷總開支人民幣21,090,000元(二零二零年：人民幣5,753,000元)，並於權益內確認相應變動。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued) (b) Share option scheme (continued)

The exercise prices and expiry dates of the share options outstanding as at the end of the year are as follows:

Out of the 98,776,000 (2020: 94,656,000) outstanding awards, 40,924,000 (2020: Nil) awards were exercisable at 31 December 2021.

The fair value of the share options granted on 26 August 2020 was assessed to be HK\$35,489,000 (approximately equivalent to RMB31,631,000). The fair value of the share options granted on 1 September 2021 was assessed to be HK\$8,412,000 (approximately equivalent to RMB6,996,000).

During the year, total expenses amounting to RMB21,090,000 (2020: RMB5,753,000) were charged to the consolidated profit or loss for share options granted to employees with a corresponding change in equity.

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27. 以股份為基礎的付款 (續)

1. 四環醫藥控股集團有限公司 股份激勵計劃 (續) (b) 購股權計劃 (續)

本公司董事會執行董事已使用二項式模式釐定將於三年歸屬期內支銷的已授出購股權的公平值。本公司董事會執行董事在應用二項式模式時要求對如無風險利率、股息率及預期波幅等參數作出重要判斷，該等參數的輸入數據的概要如下。

27. SHARE-BASED PAYMENTS (continued)

1. Share Incentive Scheme of Sihuan Pharmaceutical Holdings Group Ltd. (continued) (b) Share option scheme (continued)

The executive directors of the board of the Company have used the binomial model to determine the fair value of the options granted, which is to be expensed over the vesting period of three years. Significant judgement on parameters, such as the risk-free rate, dividend yield and expected volatility, is required to be made by the executive directors of the board of the Company in applying the binomial model, of which the inputs are summarised below.

		於二零二一年 九月一日 授出的股份獎勵 Share awards granted on 1 September 2021	於二零二零年 八月二十六日 授出的股份獎勵 Share awards granted on 26 August 2020
於授出日期的收市價	Closing price at the grant date	2.22港元 HK\$2.22	0.90港元 HK\$0.90
無風險利率	Risk-free rate	1.33%	0.44%
股息率	Dividend yield	0.72%	1.71%
預期波幅(i)	Expected volatility (i)	58.42%	44.81%

(i) 按照預期股價回報的標準偏差計算的預期波幅，乃根據本公司股份平均每日買賣價格的波幅釐定。

年內行使的3,380,000份購股權導致本公司發行3,380,000股普通股及新增股本34,000港元(相當於人民幣28,000元)(發行開支前)，詳情載於財務報表附註26。

年末，本公司在購股權計劃項下擁有98,776,000份尚未行使的購股權。根據本公司目前的資本結構，全部行使尚未行使的購股權將導致本公司額外發行98,776,000股普通股及新增股本988,000港元(相當於人民幣876,000元)(發行開支前)。

(i) The expected volatility, measured as the standard deviation of expected share price returns, is determined based on the average daily trading price volatility of the shares of the Company.

The 3,380,000 share options exercised during the year resulted in the issue of 3,380,000 ordinary shares of the Company and new share capital of HK\$34,000 (equivalent to RMB28,000) (before issue expenses), as further detailed in note 26 to the financial statements.

At the end of the year, the Company had 98,776,000 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 98,776,000 additional ordinary shares of the Company and additional share capital of HK\$988,000 (equivalent to RMB876,000) (before issue expenses).

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27. 以股份為基礎的付款 (續)

2. 軒竹生物科技有限公司股份激勵計劃

於二零二零年六月二十六日，軒竹生物科技股份有限公司（「軒竹」，為本集團一家附屬公司）董事會會議通過一項決議案，以採納僱員股份獎勵計劃（「軒竹二零二零年股份激勵計劃」），且軒竹批准合資格僱員以每股股份人民幣1.57元的價格認購79,695,000股限制性股份。該等限制性股份的合約期為零至三年。

於二零二一年九月十日，軒竹董事會會議通過決議，以採納僱員股份獎勵計劃（「軒竹二零二一年股份激勵計劃」），包括：

- 1) 軒竹批准合資格僱員以每股股份人民幣1.2343元的價格認購49,642,300股限制性股份，合約期為三年；
- 2) 根據軒竹二零二零年股份激勵計劃，軒竹授予管理人員的29,900,000股股份由新合約期為三年及行使價為每股限制性股份人民幣0.263元的股份取代；
- 3) 根據軒竹二零二零年股份激勵計劃，軒竹批准授予合資格僱員的44,045,000股限制性股份修改為行使價為每股股份人民幣0.263元的股份；
- 4) 軒竹批准合資格僱員以每股股份人民幣0.263元的價格認購46,888,350股限制性股份，合約期為三年。

27. SHARE-BASED PAYMENTS (continued)

2. Share Incentive Scheme of Xuanzhu Biopharmaceutical Technology Co., Ltd.

On 26 June 2020, the board meeting of Xuanzhu Biopharmaceutical Technology Co., Ltd. (“Xuanzhu”) (a subsidiary of the Group) passed a resolution to adopt an employee share award plan (“Xuanzhu 2020 Share Incentive Scheme”) and 79,695,000 restricted shares of Xuanzhu were approved for eligible employees to subscribe at the price of RMB1.57 per share. These restricted shares have a contractual term of nil to three years.

On 10 September 2021, the board meeting of Xuanzhu passed resolutions to adopt an employee share award plan (“Xuanzhu 2021 Share Incentive Scheme”) including:

- 1) 49,642,300 restricted shares of Xuanzhu were approved for eligible employees to subscribe at the price of RMB1.2343 per share with a contractual term of three years;
- 2) The 29,900,000 shares of Xuanzhu, which were granted to executives under Xuanzhu 2020 Share Incentive Scheme, were replaced by a new contractual term of three years and an exercise price of RMB0.263 per restricted share;
- 3) The 44,045,000 restricted shares of Xuanzhu, which were approved to eligible employees under Xuanzhu 2020 Share Incentive Scheme, were modified with an exercise price of RMB0.263 per share;
- 4) 46,888,350 restricted shares of Xuanzhu were approved for eligible employees to subscribe at the price of RMB0.263 per share with a contractual term of three years.

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27. 以股份為基礎的付款 (續)

2. 軒竹生物科技有限公司股份激勵計劃 (續)

以下股份單位根據軒竹二零二零年股份激勵計劃及軒竹二零二一年股份激勵計劃於年內授出：

27. SHARE-BASED PAYMENTS (continued)

2. Share Incentive Scheme of Xuanzhu Biopharmaceutical Technology Co., Ltd. (continued)

The following share units were granted under Xuanzhu 2020 Share Incentive Scheme and Xuanzhu 2021 Share Incentive Scheme during the year:

		二零二一年 2021		二零二零年 2020	
		每股加權 平均認購價 人民幣元 Weighted average subscription price RMB per share	股份數目 千股 Number of shares '000	每股加權 平均認購價 人民幣元 Weighted average subscription price RMB per share	股份數目 千股 Number of shares '000
於一月一日	At 1 January	1.570	78,927	-	-
於年內授出	Granted during the year	0.644	144,848	1.570	78,927
於年內替換	Replacement during the year	1.311	(29,900)	-	-
於年內被沒收	Forfeited during the year	1.311	(23,988)	-	-
於十二月三十一日	At 31 December	0.938	169,887	1.570	78,927

根據軒竹二零二一年股份激勵計劃授出的限制性股份獎勵的公平值為人民幣173,288,000元(每股人民幣2.19元)，而二零二一年九月的修改導致的增量公平值為人民幣64,177,000元(每股人民幣1.72元)。截至二零二一年十二月三十一日止年度，本集團錄得與軒竹二零二零年股份激勵計劃及軒竹二零二一年股份激勵計劃相關的股份薪酬開支為人民幣23,492,000元(二零二零年：人民幣15,452,000元)。

The fair value of the restricted shares awards granted under the Xuanzhu 2021 Share Incentive Scheme was RMB173,288,000 (RMB2.19 each share), and the incremental fair value resulting from the modification in September 2021 was RMB64,177,000 (RMB1.72 each share). For the year ended 31 December 2021, the Group has recorded share-based compensation expenses of RMB23,492,000 (2020: RMB15,452,000) in relation to the Xuanzhu 2020 Share Incentive Scheme and Xuanzhu 2021 Share Incentive Scheme.

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27. 以股份為基礎的付款 (續)

2. 軒竹生物科技有限公司股份激勵計劃 (續)

於授出日期或修改日期的公平值乃使用市場價值模型釐定。模型中應用的輸入數據如下：

27. SHARE-BASED PAYMENTS (continued)

2. Share Incentive Scheme of Xuanzhu Biopharmaceutical Technology Co., Ltd. (continued)

The fair value as at the grant date or the date of modification was determined using the market-value model. The following table lists the inputs to the model used:

		軒竹二零二一年 股份激勵計劃 Xuanzhu 2021 Share Incentive Scheme	軒竹二零二零年 股份激勵計劃 Xuanzhu 2020 Share Incentive Scheme
授出日期／修改日期股票價格 (人民幣元)	Grant date/modification date share price (RMB)	2.19	1.72
認購價(人民幣元)	Subscription price (RMB)	1.23	0.263
無風險利率	Risk-free rate	2.55%	2.93%
波幅	Volatility	56.49%	49.93%

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27. 以股份為基礎的付款 (續)

3. 吉林惠升生物製藥有限公司股份激勵計劃

於二零二零年十一月十三日，吉林惠升生物製藥有限公司（「吉林惠升」，為本集團一家間接全資附屬公司）股東大會通過一項決議案，以採納僱員股份獎勵計劃（「吉林惠升股份激勵計劃」），且吉林惠升批准合資格僱員以每股股份人民幣1.33元的價格認購吉林惠升27,950,000股限制性股份。該等限制性股份的合約期為四年。

於二零二一年七月二十八日，吉林惠升股東大會通過對面向全體合資格僱員的吉林惠升股份激勵計劃原合約期的修改，由四年改為三年。

年內，根據吉林惠升股份激勵計劃授予以下股份：

27. SHARE-BASED PAYMENTS (continued)

3. Share Incentive Scheme of Jilin Huisheng Biological Pharmaceutical Co., Ltd.

On 13 November 2020, the shareholders' meeting of Jilin Huisheng Biological Pharmaceutical Co., Ltd. ("Jilin Huisheng") (an indirect wholly-owned subsidiary of the Group) passed a resolution to adopt an employee share award plan ("Jilin Huisheng Share Incentive Scheme") and 27,950,000 restricted shares of Jilin Huisheng were approved for eligible employees to subscribe at the price of RMB1.33 per share. These restricted shares have a contractual term of four years.

On 28 July 2021, the shareholders' meeting of Jilin Huisheng passed the modification of the original contractual term of the Jilin Huisheng Share Incentive Scheme to all eligible employees, from four years to three years.

The following shares were granted under the Jilin Huisheng Share Incentive Scheme during the year:

		二零二一年 2021		二零二零年 2020	
		每股加權 平均認購價 (人民幣元) Weighted average subscription price RMB per share	股份數目 (千股) Number of shares '000	每股加權 平均認購價 (人民幣元) Weighted average subscription price RMB per share	股份數目 (千股) Number of shares '000
於一月一日	At 1 January	1.33	27,950	–	–
於年內授出	Granted during the year	–	–	1.33	27,950
於年內沒收	Forfeited during the year	1.33	(3,555)	–	–
於十二月三十一日	At 31 December	1.33	24,395	1.33	27,950

截至二零二一年十二月三十一日止年度，3,555,000股（二零二零年：零）股份自授出日期後被沒收。

For the year ended 31 December 2021, 3,555,000 (2020: nil) Shares have been forfeited since the grant date.

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27. 以股份為基礎的付款(續)

3. 吉林惠升生物製藥有限公司股份激勵計劃(續)

根據吉林惠升股份激勵計劃授出的限制性股份的公平值為人民幣13,661,000元(每股人民幣1.89元)。截至二零二一年十二月三十一日止年度，本集團已錄得關於吉林惠升股份激勵計劃的以股份為基礎補償費用為人民幣14,701,000元(二零二零年：人民幣1,677,000元)。

於授出日期的公平值乃使用市場價值模型釐定。下表列示所使用模型的輸入數據：

27. SHARE-BASED PAYMENTS (continued)

3. Share Incentive Scheme of Jilin Huisheng Biological Pharmaceutical Co., Ltd. (continued)

The fair value of the restricted shares awards granted under the Jilin Huisheng Share Incentive Scheme was RMB13,661,000 (RMB1.89 each share). For the year ended 31 December 2021, the Group has recorded share-based compensation expenses of RMB14,701,000 (2020: RMB1,677,000) in relation to the Jilin Huisheng Share Incentive Scheme.

The fair value as at the grant date was determined using the market-value model. The following table lists the inputs to the model used:

		吉林惠升 股份激勵計劃 Jilin Huisheng Share Incentive Scheme
授出日期股票價格(人民幣元)	Grant date share price (RMB)	1.89
認購價(人民幣元)	Subscription price (RMB)	1.33
無風險利率	Risk-free rate	3.04%
波幅	Volatility	38.12%

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28. 其他儲備及保留盈利

28. OTHER RESERVES AND RETAINED EARNINGS

		中國 法定儲備金 PRC statutory reserve fund 人民幣千元 RMB'000	其他儲備 Other reserve 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000
於二零一九年 十二月三十一日及 於二零二零年一月一日	At 31 December 2019 and at 1 January 2020	323,976	(131,302)	192,674	5,250,978
年度溢利	Profit for the year	-	-	-	473,382
股息(附註12)	Dividends (note 12)	-	-	-	(1,419,852)
僱員股份獎勵計劃 - 僱員服務價值	Employee share award scheme - Value of employee services	-	23,176	23,176	-
不改變控制之附屬公司 權益變更(i)	Changes in interests in subsidiaries without change of control (i)	-	506,952	506,952	-
轉撥至中國法定儲備金(ii)	Transfer to PRC statutory reserve fund (ii)	2,420	-	2,420	(2,420)
於二零二零年 十二月三十一日及 於二零二一年一月一日	At 31 December 2020 and at 1 January 2021	326,396	398,826	725,222	4,302,088
年度溢利	Profit for the year	-	-	-	416,509
股息(附註12)	Dividend (note 12)	-	-	-	(123,054)
僱員股份獎勵計劃 - 僱員服務價值 (附註27)	Employee share award scheme - value of employee services (note 27)	-	59,350	59,350	-
附屬公司股份之贖回 負債確認(附註29(iii))	Recognition of redemption liabilities on a subsidiary shares (note 29(iii))	-	(1,573,500)	(1,573,500)	-
收購非控股權益	Acquisition of non-controlling interests	-	(8,844)	(8,844)	-
附屬公司的非控股股東 出資(附註29(iii))	Capital contribution by non-controlling shareholders of subsidiaries (note 29(iii))	-	475,948	475,948	-
不改變控制權之出售 附屬公司部分股權(i)	Partial disposal of equity interests in subsidiaries without change of control (i)	-	51,067	51,067	-
轉撥至中國法定儲備金(ii)	Transfer to PRC statutory reserve fund (ii)	49,320	-	49,320	(49,320)
於二零二一年 十二月三十一日	At 31 December 2021	375,716	(597,153)	(221,437)	4,546,223

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28. 其他儲備及保留盈利(續)

- (i) 不改變控制權之出售附屬公司部分股權主要指本集團已收代價與當本集團在不改變控制權下轉讓附屬公司的若干權益予非控股股東時，用於調整以增加其他儲備的應佔資產淨值減少之間的差額。
- (ii) 本公司於中國內地的附屬公司須遵循中國內地法例及規例以及其各自的組織章程細則。該等附屬公司須將其各財政年度的純利的至少10%分配至儲備金，直至該基金餘額達到其各自註冊資本的50%。該儲備金僅可於取得股東大會批准或類似授權後用於抵銷累計虧損或用於增資。該儲備金不可用於向股東分派(清盤時例外)。

28. OTHER RESERVES AND RETAINED EARNINGS

(continued)

- (i) Partial disposal of equity interests in subsidiaries without change of control mainly represents the difference between the consideration received by the Group and the decreased share of net assets has been adjusted to increase other reserve when the Group transfer certain of subsidiaries equity to non-controlling shareholders without change in control.
- (ii) The Company's subsidiaries in the Mainland China are required to follow the laws and regulations of the Mainland China and their respective articles of association. These subsidiaries are required to allocate at least 10% of their net profits for each financial year to the reserve fund until the balance of such fund has reached 50% of their respective registered capital. The reserve fund can only be used, upon approval by the shareholders' meeting or similar authorities, to offset accumulated losses or increase capital. The reserve fund is not available for distribution to shareholders except in the case of liquidation.

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29. 其他負債

29. OTHER LIABILITIES

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
遞延政府補助(i)	Deferred government grants (i)	80,052	75,224
其他借款(ii)	Other borrowings (ii)	31,530	32,000
附屬公司股份之贖回負債(iii)	Redemption liabilities on a subsidiary's share (iii)	1,662,783	–
		1,774,365	107,224
減：流動部分	Less: current portion		
遞延政府補助(i)	Deferred government grants (i)	7,681	10,480
其他借款(ii)	Other borrowings (ii)	–	4,000
		7,681	14,480
非流動部分	Non-current portion	1,766,684	92,744

(i) 其指就建設物業、廠房及設備所收到的遞延政府補助收益。其將於相關資產預計年期內按直線基準計入綜合損益表。

(ii) 其他借款包括來自本集團一家附屬公司非控股股東的借款人民幣27,530,000元(二零二零年十二月三十一日：人民幣28,000,000元(此借款為計息、無抵押及須於八年內償還)，及來自本集團附屬公司非控股股東的新增借款人民幣4,000,000元(此借款為無抵押及須於十年內償還)。

(i) It represents the deferred revenue of government grants received for the construction of property, plant and equipment. It will be credited to the consolidated profit or loss on a straight-line basis over the expected lives of the related assets.

(ii) Other borrowings consist of a borrowing amounting to RMB27,530,000 (31 December 2020: RMB28,000,000) from non-controlling shareholders of a Group's subsidiary, which is interest-bearing, unsecured and repayable in eight years, and a new borrowing amounting to RMB4,000,000 from non-controlling shareholders of the Group's subsidiary, which is unsecured and repayable in ten years.

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29. 其他負債(續)

- (iii) 年內，本集團收到來自附屬公司若干非控股股東出資人民幣773,500,000元(二零二零年：人民幣800,000,000元)。根據於截至二零二一年十二月三十一日止年度期間與該等非控股股東訂立之協議，在發生本集團無法控制的若干或然事件時，本集團需贖回出資及轉讓的相關股份。贖回義務產生金融負債，其按贖回金額的淨現值計量。

29. OTHER LIABILITIES (continued)

- (iii) During the year, capital contribution amounting to RMB773,500,000 (2020: RMB800,000,000) was received from certain non-controlling shareholders of a subsidiary. Pursuant to the agreement with these non-controlling shareholders entered during the year ended 31 December 2021, capital contribution and related shares being transferred shall be redeemable by the Group upon the occurrence of certain contingent events which cannot be controlled by the Group. The redemption obligations give rise to financial liabilities, which are measured at the net present value of the redemption amount.

30. 貿易及其他應付賬款

30. TRADE AND OTHER PAYABLES

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
貿易應付賬款(i)	Trade payables (i)	118,906	106,201
建設應付賬款及設備採購款項	Payables for construction and purchase of equipment	104,838	105,544
收購附屬公司應付賬款	Payables for acquisitions of subsidiaries	342,750	346,500
附屬公司額外權益應付賬款	Payable for additional interest of a subsidiary	5,250	–
應付按金	Deposit payables	189,597	187,169
應付分銷商的應計補償	Accrued reimbursement to distributors	968,498	914,490
應付薪金	Salaries payable	80,750	64,142
應付利息	Interest payables	8,735	7,454
應付股息	Dividends payables	324	159
其他應付賬款	Other payables	151,641	98,502
		1,971,289	1,830,161

- (i) 貿易應付賬款為不計息，平均信貸期為40天。

- (i) The trade payables are non-interest-bearing and have an average term of 40 days.

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30. 貿易及其他應付賬款 (續)

於年末，貿易應付賬款基於發票開具日的賬齡分析如下：

30. TRADE AND OTHER PAYABLES (continued)

An ageing analysis of the trade payables as at the end of the year, based on the invoice date, is as follows:

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
6個月內	Within 6 months	86,623	83,808
6個月至1年	6 months to 1 year	7,896	6,805
一年以上	More than 1 year	24,387	15,588
		118,906	106,201

貿易及其他應付賬款的公平值與其賬面值相若。

The fair values of trade and other payables approximate to their carrying amounts.

31. 合約負債

31. CONTRACT LIABILITIES

		於二零二一年 十二月三十一日 As at 31 December 2021 人民幣千元 RMB'000	於二零二零年 十二月三十一日 As at 31 December 2020 人民幣千元 RMB'000	於二零二零年 一月一日 As at 1 January 2020 人民幣千元 RMB'000
自客戶處收到的短期墊款	Short-term advances received from customers			
出售醫藥產品及 醫美產品	Sale of pharmaceutical products and medical aesthetic products	201,042	186,354	316,995
出售分銷權的 遞延收益(i)	Deferred revenue for sales of distribution rights (i)	15,352	275	9,575
		216,394	186,629	326,570
減：流動部分	Less: current portion			
自客戶收到的短期墊款	Short-term advances received from customers			
出售醫藥產品及 醫美產品	Sale of pharmaceutical products and medical aesthetic products	201,042	186,354	316,995
出售分銷權的 遞延收益(i)	Deferred revenue for sales of distribution rights (i)	5,383	275	9,300
非流動部分	Non-current portion	9,969	–	275

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31. 合約負債 (續)

合約負債包括就出售醫藥產品及醫美產品收到的墊款，以及出售分銷權的遞延收益。於二零二一年合約負債有所增加主要是由於年末就提供出售醫藥產品及醫美產品自客戶收到的短期墊款及就出售分銷權自客戶收到的長期墊款增加。於二零二零年合約負債有所減少主要是由於年末就提供出售醫藥產品及醫美產品自客戶收到的短期墊款減少。

- (i) 其指就向分銷商出售為期三至五年的若干醫藥產品及醫美產品分銷權已收的現金墊款。收益已按直線基準於綜合損益內確認。

31. CONTRACT LIABILITIES (continued)

Contract liabilities include advances received for sales of pharmaceutical products and medical aesthetic products, and deferred revenue for sales of distribution rights. The increase in contract liabilities in 2021 was mainly due to the increase in short-term advances received from customers in relation to the provision of sales of pharmaceutical products and medical aesthetic products and long-term advances in relation to sales of distribution rights at the end of the year. The decrease in contract liabilities in 2020 was mainly due to the decrease in short-term advances received from customers in relation to the provision of sales of pharmaceutical products and medical aesthetic products at the end of the year.

- (i) It represents the cash advances received for sales of distribution rights of certain pharmaceutical products and medical aesthetic products to distributors for periods of three to five years. The revenue is recognised in the consolidated profit or loss on the straight-line basis.

32. 遞延稅項

年內遞延稅項資產及負債變動如下：

遞延稅項資產

32. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		應收賬款 減值	集團內公司 間銷售的 未變現溢利	出售分銷權 的未變現溢利	固定資產 相關政府補助	長期資產減值	按公平值計入 損益的金融 資產的公平值		租賃負債/ 使用權資產	稅項虧損	總計
							調整	Fair value adjustment of financial assets at fair value through profit or loss			
		人民幣千元 RMB'000	Unrealised profit of intra-group sales 人民幣千元 RMB'000	Accrued profit of sales of distribution right 人民幣千元 RMB'000	Government subsidies associated with fixed assets 人民幣千元 RMB'000	Impairment of long-term assets 人民幣千元 RMB'000	Fair value adjustment of financial assets at fair value through profit or loss 人民幣千元 RMB'000	Lease liabilities/ Right-of-use assets 人民幣千元 RMB'000	Tax losses 人民幣千元 RMB'000	Total 人民幣千元 RMB'000	
於二零二零年一月一日	At 1 January 2020	541	17,986	253,101	1,507	7,486	46,699	4,750	152	-	332,222
年內於綜合損益 入賬/(支銷)的 遞延稅項(附註10)	Deferred tax credited/ (charged) to the consolidated profit or loss during the year (note 10)	1,128	(12,604)	(54,496)	(1,466)	(607)	(23,179)	(4,750)	(137)	33,338	(62,773)
於二零二零年 十二月三十一日	At 31 December 2020	1,669	5,382	198,605	41	6,879	23,520	-	15	33,338	269,449

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32. 遞延稅項 (續)

遞延稅項資產 (續)

32. DEFERRED TAX (continued)

Deferred tax assets (continued)

		應收賬款 減值	集團內公司 間銷售的 未變現溢利	應計費用	出售分銷權 的未變現溢利	固定資產 相關政府補助	長期資產減值	按公平值計入 損益的金融 資產的公平值 調整	租賃負債/ 使用權資產	稅項虧損	總計
		Impairment of receivables	Unrealised profit of intra-group sales	Accrued expenses	Unrealised profit of sales of distribution right	Government subsidies associated with fixed assets	Impairment of long-term assets	Fair value adjustment of financial assets at fair value through profit or loss	Lease liabilities/ Right-of-use assets	Tax losses	Total
		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	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
於二零二一年一月一日	At 1 January 2021	1,669	5,382	198,605	41	6,879	23,520	-	15	33,338	269,449
年內於綜合損益內 入賬/(支銷)的 遞延稅項(附註10)	Deferred tax credited/ (charged) to the consolidated profit or loss during the year (note 10)	6,979	2,525	7,159	(41)	1,826	(2,889)	-	438	18,018	34,015
於二零二一年 十二月三十一日	At 31 December 2021	8,648	7,907	205,764	-	8,705	20,631	-	453	51,356	303,464

若可通過未來應納稅溢利變現相關稅項優惠，則就稅項虧損結轉確認遞延稅項資產。由於特定子公司持續虧損且未來盈利彌補虧損可能性較小，故本集團於二零二一年十二月三十一日並無確認與稅項虧損人民幣3,160,218,000元(二零二零年：人民幣1,726,520,000元)有關的遞延稅項資產。該等虧損可以結轉以抵銷未來應課稅溢利。虧損人民幣46,723,000元、人民幣79,670,000元、人民幣467,670,000元、人民幣813,038,000元及人民幣1,753,117,000元將分別於二零二二年、二零二三年、二零二四年、二零二五年及二零二六年到期。

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through the future taxable profits is probable. Due to the fact that losses arising in certain subsidiaries that have been loss-making for some time and it is not considered probable that taxable profit will be available against which the tax losses can be utilised, the Group did not recognise deferred tax assets in respect of tax losses amounting to RMB3,160,218,000 (2020: RMB1,726,520,000) as at 31 December 2021 that can be carried forward to offset against future taxable profits. Losses amounting to RMB46,723,000, RMB79,670,000, RMB467,670,000, RMB813,038,000 and RMB1,753,117,000, will expire in 2022, 2023, 2024, 2025 and 2026, respectively.

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32. 遞延稅項(續)

遞延稅項負債

32. DEFERRED TAX (continued)

Deferred tax liabilities

		收購產生的 公平值收益	按公平值 計入損益的 投資的 公平值調整 Fair value adjustment of investments at fair value through profit or loss	確認 合營企業 所產生的 公平值調整 Fair value adjustment arising from recognition of joint venture	預扣稅	總計
		Fair value gain arising from acquisitions 人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	Withholding tax 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
於二零二零年一月一日	At 1 January 2020	92,087	79	45,455	145,000	282,621
年內於綜合損益內 (入賬)／支銷的 遞延稅項(附註10)	Deferred tax (credited)/charged to consolidated profit or loss during the year (note 10)	(3,594)	588	12,073	-	9,067
支付預扣稅	Payment of withholding tax	-	-	-	(66,000)	(66,000)
於二零二零年 十二月三十一日	At 31 December 2020	88,493	667	57,528	79,000	225,688
於二零二一年一月一日	At 1 January 2021	88,493	667	57,528	79,000	225,688
年內於綜合損益內 (入賬)／支銷的 遞延稅項(附註10)	Deferred tax (credited)/charged to consolidated profit or loss during the year (note 10)	(3,673)	(664)	1,039	-	(3,298)
於二零二一年 十二月三十一日	At 31 December 2021	84,820	3	58,567	79,000	222,390

根據中國企業所得稅法，於中國內地成立的外資企業向海外投資者所宣派股息須繳納10%預扣稅。此規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。較低的預扣稅率或會於中國內地與海外投資者司法權區訂有稅務條約之情況下適用。就本集團而言，適用稅率為5%。本集團因此須就其在中國內地成立的附屬公司於二零零八年一月一日後賺取之盈利所分派股息繳納預扣稅。

截至二零二一年十二月三十一日止年度，本集團並無就本集團在中國內地成立之附屬公司須繳納預扣稅的未匯出盈利而應付之預扣稅確認遞延稅項。董事認為，該等附屬公司於可見未來不大可能分派有關盈利。於二零二一年十二月三十一日，與中國內地附屬公司投資相關的未確認遞延稅項負債的暫時差異總額約為人民幣59,006,000元(二零二零年：人民幣49,644,000元)。

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

During the year ended 31 December 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB59,006,000 at 31 December 2021 (2020: RMB49,644,000).

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33. 計息銀行借款

33. INTEREST-BEARING BANK BORROWINGS

		於二零二一年十二月三十一日			於二零二零年十二月三十一日		
		As at 31 December 2021			As at 31 December 2020		
		實際利率	到期日	人民幣千元	實際利率	到期日	人民幣千元
		(%)			(%)		
		Effective			Effective		
		interest			interest		
		rate (%)	Maturity	RMB'000	rate (%)	Maturity	RMB'000
流動性	Current						
有抵押銀行借款	Secured bank borrowings	3.45–4.65	2022	170,000	4.00–6.85	2021	108,640
無抵押銀行借款	Unsecured bank borrowings	3.85	2022	30,000	2.05–4.30	2021	279,290
				200,000			387,930
非流動性	Non-current						
有抵押銀行借款	Secured bank borrowings	4.00	2023	199,940	4.00	2023	199,980
有抵押銀行借款	Secured bank borrowings	4.75	2026	127,384	–	–	–
有抵押銀行借款	Secured bank borrowings	4.90	2035	485,892	4.90	2035	131,193
				813,216			331,173
				1,013,216			719,103

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33. 計息銀行借款(續)

33. INTEREST-BEARING BANK BORROWINGS (continued)

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
分析為：	Analysed into:		
銀行借款：	Bank borrowings:		
第一年內	Within the first year	200,000	387,930
二至五年	Within the second to fifth years	327,324	199,980
超過五年	Beyond the fifth years	485,892	131,193
		1,013,216	719,103

附註

(a) 本集團若干銀行借款由以下各項作抵押：

(i) 抵押本集團總計賬面值為人民幣802,340,000元(二零二零年十二月三十一日：人民幣397,382,000元)的租賃土地和物業、廠房及設備；

(ii) 抵押本集團若干定期存款人民幣140,000,000元(二零二零年十二月三十一日：人民幣144,548,000元)；和

(iii) 一家附屬公司的部分權益。

(b) 所有借款以人民幣計值。

(c) 於二零二一年十二月三十一日的銀行借款實際利率介乎年化3.45%至4.90%(二零二零年十二月三十一日：2.05%至6.85%)。

Notes

(a) Certain of the Group's bank borrowings are secured by:

(i) Mortgages over the Group's leasehold land and property, plant and equipment with an aggregate carrying value of RMB802,340,000 (31 December 2020: RMB397,382,000);

(ii) The pledge of certain of the Group's time deposits amounting to RMB140,000,000 (31 December 2020: RMB144,548,000); and

(iii) A Portion of equity interests in a subsidiary.

(b) All borrowings are denominated in RMB.

(c) The effective interest rates of the bank borrowings as at 31 December 2021 range from 3.45% to 4.90% (31 December 2020: 2.05% to 6.85%) per annum.

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34. 經營產生的現金

34. CASH GENERATED FROM OPERATIONS

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
除稅前溢利	Profit before tax	486,049	730,927
– 來自持續經營	– From continuing operations	486,049	765,844
– 來自終止經營	– From discontinued operations	–	(34,917)
經以下項目調整：	Adjustments for:		
– 物業、廠房及設備折舊	– Depreciation of property, plant and equipment	246,095	218,028
– 投資物業折舊	– Depreciation of investment properties	7,904	7,381
– 無形資產攤銷	– Amortisation of intangible assets	31,896	28,742
– 無形資產減值虧損	– Impairment losses on intangible assets	131,297	–
– 使用權資產折舊	– Depreciation of right-of-use assets	23,472	24,130
– 撇減存貨至可變現淨值	– Write-down of inventories to net realisable value	9,047	–
– 應佔使用權益法入賬的投資虧損	– Share of losses of investments accounted for using the equity method	158,581	16,524
– 出售物業、廠房及設備的虧損(i)	– Loss on disposal of property, plant and equipment (i)	2,411	1,936
– 按公平值計入損益的金融資產的公平值收益	– Gain on changes in fair value of financial assets at fair value through profit or loss	(1,304)	(2,683)
– 視作出售聯營公司之權益的收益	– Gain on deemed disposal of interest in an associate	(7,136)	(80,488)
– 視作出售附屬公司之權益的收益	– Gain on deemed disposal of interest in a subsidiary	(59,228)	–
– 出售附屬公司的收益	– Gain on disposals of subsidiaries	–	(72,307)
– 於其他收益內確認為議價收購的收益	– Gain on bargain purchase recognised in other gains	–	(2,830)
– 出售無形資產的虧損	– Loss on disposal of intangible assets	–	13,141
– 以股份為基礎的付款	– Share-based payments	59,350	23,176
– 利息開支	– Interest expense	119,311	1,700
– 利息收入	– Interest income	(128,897)	(56,016)
營運資金變動前營運現金流量	Operating cash flow before working capital changes	1,078,848	851,361
營運資產及負債變動：	Changes in operating assets and liabilities:		
– 存貨	– Inventories	(226,805)	(65,323)
– 貿易及其他應收賬款	– Trade and other receivables	(208,734)	(269,516)
– 貿易及其他應付賬款	– Trade and other payables	195,751	64,763
– 合約負債	– Contract liabilities	29,765	(139,941)
經營產生的現金	Cash generated from operations	868,825	441,344

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34. 經營產生的現金 (續)

- (i) 於綜合現金流量表中，出售物業、廠房及設備的所得款項包括：

34. CASH GENERATED FROM OPERATIONS (continued)

- (i) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
賬面淨值	Net book amount	5,544	7,448
出售物業、廠房及設備的虧損	Loss on disposal of property, plant and equipment	(2,411)	(1,936)
出售物業、廠房及設備的所得款項	Proceeds from disposal of property, plant and equipment	3,133	5,512

35. 綜合現金流量表附註

(a) 重大非現金交易

年內，本集團有關廠房與設備租賃安排的使用權資產及租賃負債的非現金添置分別為人民幣35,077,000元(二零二零年：人民幣23,358,000元)及人民幣35,077,000元(二零二零年：人民幣2,523,000元)。

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB35,077,000 (2020: RMB23,358,000) and RMB35,077,000 (2020: RMB2,523,000), respectively, in respect of lease arrangements for plant and equipment.

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35. 綜合現金流量表附註 (續)

(b) 融資活動所產生的負債變動
二零二一年

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities
2021

		應付利息	租賃負債	應付股息	一間附屬 公司股份之 贖回負債 Redemption liabilities on a subsidiary's shares	銀行貸款及 其他借貸 Bank and other borrowings
		Interest payables	Lease liabilities	Dividend payables	人民幣千元	人民幣千元
		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
於二零二一年一月一日	At 1 January 2021	7,454	3,951	159	–	751,103
融資現金流量產生的變動	Changes from financing cash flows	(27,932)	(3,187)	(196,389)	–	293,643
新租賃	New leases	–	35,077	–	–	–
二零二零年末期股息	Final 2020 dividend	–	–	123,054	–	–
已付非控股股東 股息	Dividends paid to non-controlling shareholders	–	–	73,500	–	–
一間附屬公司股份之 贖回負債確認	Recognition of redemption liabilities on a subsidiary's shares	–	–	–	1,573,500	–
利息開支	Interest expense	29,213	815	–	89,283	–
於二零二一年 十二月三十一日	At 31 December 2021	8,735	36,656	324	1,662,783	1,044,746

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35. 綜合現金流量表附註(續)

- (b) 融資活動所產生的負債變動(續)
二零二零年

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

- (b) Changes in liabilities arising from financing activities
(continued)
2020

		租賃負債	應付股息	銀行貸款及其他借貸
		Lease liabilities	Dividend payables	Bank and other borrowings
		人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000
於二零二零年一月一日	At 1 January 2020	9,950	159	9,000
融資現金流量產生的變動	Changes from financing cash flows	(3,431)	(1,444,352)	727,103
新租賃	New leases	2,523	–	–
利息開支	Interest expense	279	–	–
二零一九年末期股息	Final 2019 dividend	–	123,054	–
特別現金股息	Special cash dividends	–	1,287,332	–
二零二零年中期股息	Interim 2020 dividend	–	9,466	–
已付非控股股東股息	Dividends paid to non-controlling shareholders	–	24,500	–
出售附屬公司	Disposals of subsidiaries	(5,370)	–	–
收購一家附屬公司的增加	Increase arising from acquisition of a subsidiary	–	–	15,000
於二零二零年十二月三十一日	At 31 December 2020	3,951	159	751,103

- (c) 租賃現金流出總額
計入綜合現金流量表的租賃現金流出總額如下：

- (c) Total cash outflow for leases
The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
經營活動內	Within operating activities	8,113	2,434
融資活動內	Within financing activities	3,187	3,431
		11,300	5,865

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36. 業務合併

(a) 收購北京康明百奧新藥研發有限公司

於二零二一年六月二日，本集團以代價人民幣131,000,000元收購北京康明百奧新藥研發有限公司（「康明百奧」，中國內地的一家非上市公司，是一家致力於多功能抗體藥物研發的創新驅動型生物公司）之資產、負債、員工資源及合約權利。此收購為小分子創新藥研發平台帶來很好的研發能力和產品管線的補充。總收購代價人民幣131,000,000元已於二零二一年以現金形式支付。

康明百奧於收購日可識別資產及負債的公平值：

36. BUSINESS COMBINATION

(a) Acquisition of Beijing Combio Pharmaceutical Inc.

On 2 June 2021, the Group acquired a set of assets, liabilities, employee resources and contract rights from Beijing Combio Pharmaceutical Inc. ("Combio Pharmaceutical"), an unlisted company based in Mainland China which is an innovation-driven biological company dedicated to the research and development of multifunctional antibody drugs, at a consideration of RMB131,000,000. The acquisition is to bring a good R&D capability and product pipeline to complement the small molecules innovative drug R&D platform. The total consideration of RMB131,000,000 was settled in cash as in 2021.

The fair values of the identifiable assets and liabilities of Combio Pharmaceutical as at the date of acquisition were:

		於收購時確認的 公平值 Fair value recognised on acquisition 人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	2,995
無形資產	Intangible assets	128,923
貿易及其他應付賬款	Trade and other payables	(918)
按公平值可識別資產淨值總額	Total identifiable net assets at fair value	131,000
收購時的商譽	Goodwill on acquisition	-
以現金償付	Satisfied by cash	131,000

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36. 業務合併 (續)

(a) 收購北京康明百奧新藥研發有限公司 (續)

於收購日期，貿易及其他應付賬款的公平值為人民幣918,000元，與合約總金額相同。

收購附屬公司的現金流量分析如下：

36. BUSINESS COMBINATION (continued)

(a) Acquisition of Beijing Combio Pharmaceutical Inc.

(continued)

The fair value of the trade and other payables as at the date of acquisition amounted to RMB918,000 being the same as the gross contractual amount.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

		人民幣千元 RMB'000
現金代價	Cash consideration	(131,000)
所收購現金及銀行結餘	Cash and bank balance acquired	-
計入投資活動所得現金流量的現金及現金等價物流出淨額	Net outflow of cash and cash equivalents included in cash flows from investing activities	(131,000)

自收購起，截至二零二一年十二月三十一日止年度，康明百奧為本集團貢獻的收益為零，並產生綜合虧損人民幣31,626,000元。

倘若此項收購於年初進行，則本集團於此年的持續經營業務收益及溢利分別為人民幣3,291,270,000元及人民幣232,083,000元。

Since the acquisition, Combio Pharmaceutical contributed nil to the Group's revenue and incurred a loss of RMB31,626,000 to the consolidated profit for the year ended 31 December 2021.

Had the acquisition taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group for the year would have been RMB3,291,270,000 and RMB232,083,000, respectively.

(b) 收購 Genesis Biosystems, Inc.

於二零二一年十二月三十一日，本集團以代價3,000,000美元(相當於約人民幣19,138,000元)收購Genesis Biosystems, Inc. (「Genesis」，位於美國特拉華的一家非上市公司，是一家美容和生物醫學產品製造商，專門從事美容設備的開發、製造及分銷，並專注於微通道系統和用於美容和皮膚護理治療以及整形手術的脂肪收集產品)的全部股權。收購代價3,000,000美元已於二零二一年以現金形式支付。

(b) Acquisition of Genesis Biosystems, Inc.

On 31 December 2021, the Group acquired a 100% equity interest in Genesis Biosystems, Inc. ("Genesis"), an unlisted company based in Delaware USA which is a manufacturer of aesthetic and biomedical products specialising in the development, manufacture and distribution of beauty devices with a focus on microchannel systems and fat harvesting products for cosmetic and skin care treatments as well as plastic surgery, at a consideration of USD3,000,000 (equivalent to approximately RMB19,138,000). The consideration of USD3,000,000 was settled in cash in 2021.

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36. 業務合併 (續)

(b) 收購 Genesis Biosystems, Inc. (續)

Genesis於收購日可識別資產及負債的公平值如下：

36. BUSINESS COMBINATION (continued)

(b) Acquisition of Genesis Biosystems, Inc.

(continued)

The fair values of the identifiable assets and liabilities of Genesis as at the date of acquisition were:

		於收購時確認的 公平值 Fair value recognised on acquisition 人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	534
現金及現金等價物	Cash and cash equivalents	511
貿易及其他應收賬款	Trade and other receivables	917
存貨	Inventories	1,651
貿易及其他應付賬款	Trade and other payables	(515)
收購時的商譽撥備	Provisional goodwill on acquisition	16,040
按公平值可識別資產淨值總額	Total identifiable net assets at fair value	3,098
以現金償付	Satisfied by cash	19,138

對截至二零二一年十二月三十一日止年度收購的Genesis可識別資產及負債的公平值之評估仍在進行中，且於本合併財務報表獲批准之日，關於可識別資產及負債公平值的資料是暫定的。預計已確認之商譽就所得稅而言不可扣減。

The assessment of the fair values of the identifiable assets and liabilities of Genesis acquired during the year ended 31 December 2021 is still in process and the information of the fair values of the identifiable assets and liabilities was provisional at the date of the approval of the consolidated financial statements. None of the goodwill recognised is expected to be deductible for income tax purposes.

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36. 業務合併 (續)

(b) 收購 Genesis Biosystems, Inc. (續)

對收購Genesis的現金流量分析如下：

36. BUSINESS COMBINATION (continued)

(b) Acquisition of Genesis Biosystems, Inc.

(continued)

An analysis of the cash flows in respect of the acquisition of Genesis is as follows:

		人民幣千元 RMB'000
現金代價	Cash consideration	(19,138)
所收購現金及銀行結餘	Cash and bank balance acquired	511
計入投資活動現金流量的現金及現金等價物流出淨額	Net outflow of cash and cash equivalents included in cash flows from investing activities	(18,627)

自收購起，截至二零二一年十二月三十一日止年度，Genesis為本集團貢獻的收益為零，產生的綜合溢利為零。

倘於年初進行收購，則本集團於年內的持續經營業務收益及溢利將分別為人民幣3,305,005,000元及人民幣234,412,000元。

Since the acquisition, Genesis contributed nil to the Group's revenue and incurred Nil to the consolidated profit for the year ended 31 December 2021.

Had the acquisition taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group for the year would have been RMB3,305,005,000 and RMB234,412,000, respectively.

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37. 視作出售附屬公司

於截至二零二一年十二月三十一日止年度，由於第三方投資者注資，本集團於吉林澤盛環保工程有限公司（「吉林澤盛」，一家前全資附屬公司）的權益被攤薄，從而導致吉林澤盛成為本集團的聯營公司，並錄得視作出售收益人民幣59,228,000元。有關出售吉林澤盛的淨收益及現金流入分析如下：

37. DEEMED DISPOSAL OF A SUBSIDIARY

The Group's interest in Jilin Zesheng Environmental Protection Engineering Co., Ltd. ("Jilin Zesheng"), a former wholly-owned subsidiary, was diluted during the year ended 31 December 2021 as a result of the capital injection from a third party investor, which resulted that Jilin Zesheng became an associate of the Group and a gain on deemed disposal amounting to RMB59,228,000 was recorded. An analysis of the net gain and cash inflow in respect of the disposal of Jilin Zesheng is as follows:

		人民幣千元 RMB'000
被出售之資產淨值：	Net assets disposed of:	
物業、廠房及設備	Property, plant and equipment	110,284
使用權資產	Right-of-used assets	53,652
貿易及其他應收賬款	Trade and other receivables	16,345
當期應收所得稅	Current income tax receivables	1,742
其他非流動負債	Other non-current liabilities	(22,250)
貿易及其他應付賬款	Trade and other payables	(114,773)
終止確認的資產淨值	Net assets derecognised	45,000
視作出售附屬公司的收益	Gain on deemed disposal of a subsidiary	59,228
於聯營公司之投資(附註12(i))	Investment in an associate (note 12(i))	104,228
以現金償付	Satisfied by cash	-

就視作出售附屬公司的現金及現金等價物流出淨額的分析如下：

An analysis of the net outflow of cash and cash equivalents in respect of the deemed disposal of a subsidiary is as follows:

		人民幣千元 RMB'000
已收現金代價	Cash consideration received	-
出售之現金及現金等價物	Cash and cash equivalents disposed of	-
視作出售之現金流量淨額	Net cash flow on deemed disposal	-

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38. 出售附屬公司的權益

(a) 出售重輝

於截至二零二零年十二月三十一日止年度，本集團以代價人民幣143,400,000元向關聯方CFS Development Holding Limited轉讓其於重輝的全部權益。有關出售重輝的淨收益及現金流出的分析如下：

38. DISPOSAL OF INTERESTS IN SUBSIDIARIES

(a) Disposal of Chonghui

During the year ended 31 December 2020, the Group transferred its entire interest in Chonghui related party, CFS Development Holding Limited, for a consideration of RMB143,400,000. An analysis of the net gain and cash outflow in respect of the disposal of Chonghui is as follows:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	40,060
使用權資產	Right-of-use assets	104,810
無形資產	Intangible assets	6,528
其他非流動資產	Other non-current assets	5,106
按公平值計入損益的金融資產 (流動)	Financial assets at fair value through profit or loss (current)	129
存貨	Inventories	6,370
使用權益法計算的投資	Investment accounted for using the equity method	66,637
按公平值計入損益的金融資產 (非流動)	Financial assets at fair value through profit or loss (non-current)	5,500
貿易及其他應收賬款	Trade and other receivables	51,482
現金及現金等價物	Cash and cash equivalents	155,329
租賃負債	Lease liabilities	(5,370)
其他非流動負債	Other non-current liabilities	(169,340)
貿易及其他應付賬款	Trade and other payables	(182,640)
非控股權益	Non-controlling interests	3,603
終止確認的資產淨值	Net assets derecognised	88,204
出售重輝的代價	Consideration for disposal of Chonghui	143,400
終止確認重輝的收益	Gain on derecognition of Chonghui	55,196
有關出售重輝的現金流量分析：	Analysis of cash flows in respect of the disposal of Chonghui:	
已收現金代價	Cash consideration received	143,400
出售的現金及現金等價物	Cash and cash equivalents disposed of	(155,329)
出售現金流量淨額	Net cash flow on disposal	(11,929)

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38. 出售附屬公司的權益 (續)

(b) 出售騰為

於截至二零二零年十二月三十一日止年度，本集團將其於騰為的全部權益轉讓予關聯方Weicheng investment Holding Limited，代價為人民幣136,200,000元。有關出售騰為的淨收益及現金流入分析如下：

38. DISPOSAL OF INTERESTS IN SUBSIDIARIES (continued)

(b) Disposal of Tengwei

During the year ended 31 December 2020, the Group transferred its entire interest in Tengwei to a related party, Weicheng investment Holding Limited, for a consideration of RMB136,200,000. An analysis of the net gain and cash inflow in respect of the disposal of Tengwei is as follows:

		人民幣千元 RMB'000
使用權益法計算的投資	Investment accounted for using the equity method	116,089
按公平值計入損益的金融資產 (非流動)	Financial assets at fair value through profit or loss (non-current)	3,000
終止確認的資產淨值	Net assets derecognised	119,089
出售騰為的代價	Consideration for disposal of Tengwei	136,200
終止確認騰為的收益	Gain on derecognition of Tengwei	17,111
有關出售騰為的現金流量分析	Analysis of cash flows in respect of the disposal of Tengwei	
已收現金代價	Cash consideration received	129,500
出售的現金及現金等價物	Cash and cash equivalents disposed of	-
出售現金流量淨額	Net cash flow on disposal	129,500

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39. 承擔

於年末本集團有以下資本承擔：

39. COMMITMENTS

The Group had the following capital commitments at the end of year:

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
已訂約但未撥備：	Contracted, but not provided for:		
物業、廠房及設備	Property, plant and equipment	396,381	650,478
無形資產 – 進行中產品開發	Intangible assets – product development in progress	72,091	62,016
		468,472	712,494

40. 關聯交易

本集團的最終控股股東為車馮升醫生、郭維城醫生、張炯龍醫生和孟憲慧先生。

關聯方名稱及與關聯方的關係如下：

40. RELATED PARTY TRANSACTIONS

The ultimate controlling shareholders of the Group are Dr. Che Fengsheng, Dr. Guo Weicheng, Dr. Zhang Jionglong and Mr. Meng Xianhui.

Name and relationship with related parties are as follows:

名稱	關係
Name	Relationship
車馮升醫生	董事會主席
Dr. Che Fengsheng	Chairman of the Board
Weicheng Investment Holding Limited	由郭維城醫生控制
Weicheng Investment Holding Limited	Controlled by Dr. Guo Weicheng
仁方醫療	本集團的聯營公司
Renfang Medical	Associate of the Group
北京銳業	本集團的聯營公司
Beijing Ruiye	Associate of the Group
通化天實	本集團的聯營公司
Tonghua Tianshi	Associate of the Group
佛山德芮可	本集團的聯營公司
Pharmadax (Foshan)	Associate of the Group
上海立迪生物技術有限公司（「上海立迪」）	本集團的聯營公司
Shanghai Lide Biotech Co., Ltd. (“Shanghai Lide”)	Associate of the Group
吉林澤盛	本集團的聯營公司
Jilin Zesheng	Associate of the Group
Sihuan Strides (HK) Limited（「Sihuan Strides」）	本集團的合營企業
Sihuan Strides (HK) Limited (“Sihuan Strides”)	Joint venture of the Group
Euromax Holdings Limited	由車馮升醫生控制
Euromax Holdings Limited	Controlled by Dr. Che Fengsheng

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40. 關聯交易 (續)

除財務報表其他部分所詳述的交易及結餘以外，本集團於年內進行的交易及於二零二一年十二月三十一日的結餘如下：

40. RELATED PARTY TRANSACTIONS (continued)

In addition to the transactions and balances detailed elsewhere in the financial statements, the Group had the following transactions during the year and balances as at 31 December 2021:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
向聯營公司購買研發服務 – 上海立迪	Purchase of R&D service from an associate – Shanghai Lide	–	93
關聯方附屬公司出資 – Euromax Holdings Limited	Capital contribution to a subsidiary from a related party – Euromax Holdings Limited	13,465	–
來自聯營公司的利息收入	Interest income from associates		
– 北京銳業	– Beijing Ruiye	6,796	7,058
– 吉林澤盛	– Jilin Zesheng	4,930	–
– 通化天實	– Tonghua Tianshi	2,755	2,928
		14,481	9,986
向聯營公司貸款(附註22及24)(i)	Loan to associates (notes 22 and 24) (i)		
– 北京銳業	– Beijing Ruiye	181,917	156,770
– 佛山德芮可	– Pharmadax (Foshan)	125,000	120,000
– 吉林澤盛	– Jilin Zesheng	88,745	–
– 通化天實	– Tonghua Tianshi	75,970	78,033
– 仁方醫療	– Renfang Medical	–	2,412
		471,632	357,215
應收合營企業款項(附註24)	Amount due from a joint venture (note 24)		
– Sihuan Strides (ii)	– Sihuan Strides (ii)	2,911	675
應收其他關聯方款項(附註24)	Amounts due from other related parties (note 24)		
– 車馮升醫生(ii)	– Dr. Che Fengsheng (ii)	9,600	9,600
– Weicheng Investment Holding Limited	– Weicheng Investment Holding Limited	–	6,700
		9,600	16,300

(i) 於年末向聯營公司貸款的詳情載於財務報表附註22及24。

(ii) 應收Sihuan Strides及車馮升醫生款項為免息、無抵押及須應要求償還。截至二零二一年十二月三十一日止年度，未償還應收車馮升醫生款項最高為人民幣9,600,000元(二零二零年：人民幣9,600,000元)。

(i) Details of the loans to associates as at the end of the year are disclosed in notes 22 and 24 to the financial statements.

(ii) The amounts due from Sihuan Strides and Dr. Che Fengsheng are interest-free, unsecured and repayable on demand. The maximum outstanding amount due from Dr. Che Fengsheng was RMB9,600,000 during the year ended 31 December 2021(2020: RMB9,600,000).

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40. 關聯交易 (續)

主要管理層於本年度的酬金詳情如下：

40. RELATED PARTY TRANSACTIONS (continued)

Details of key management compensation during the year are as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
短期僱員福利	Short-term employee benefits	24,368	25,137
以股權結算的購股權開支	Equity-settled share option expense	6,020	1,791
支付給主要管理人的薪酬總額	Total compensation paid to key management personnel	30,388	26,928

截至二零二一年十二月三十一日止年度，本集團並無進行任何須遵守上市規則項下有關申報及年度審核規定的關連交易或持續關連交易(定義見上市規則)。

During the year ended 31 December 2021, the Group has not conducted any connected transaction or continuing connected transaction (as defined under the Listing Rules) which is subject to reporting and annual review requirements under the Listing Rules.

41. 金融工具分類

於年末，各類別金融工具的賬面金額如下：

於二零二一年十二月三十一日
金融資產

41. FINANCIAL INSTRUMENT BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows:

As at 31 December 2021
Financial assets

		按攤銷成本 計算的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000	按公平值計入 損益的金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000	按公平值計入 其他全面收益 的金融資產 Financial assets at fair value through other comprehensive income 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
按公平值計入損益的 金融資產	Financial assets at fair value through profit or loss	-	376,303	-	376,303
應收票據	Notes receivable	-	-	171,215	171,215
貿易及其他應收款項 (不包括預付款)	Trade and other receivables excluding prepayments	923,122	-	-	923,122
其他非流動資產 (不包括預付款)	Other non-current assets excluding prepayments	377,400	-	-	377,400
已抵押存款	Pledged deposits	144,631	-	-	144,631
現金及現金等價物	Cash and cash equivalents	5,682,425	-	-	5,682,425
		7,127,578	376,303	171,215	7,675,096

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41. 金融工具分類 (續)

於年末，各類別金融工具的賬面金額如下：(續)

於二零二一年十二月三十一日
金融負債

41. FINANCIAL INSTRUMENT BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows: (continued)

As at 31 December 2021
Financial liabilities

		按攤銷成本 計算的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000
其他借款(包括租賃負債)	Other borrowings including lease liabilities	68,186
計息銀行借款	Interest-bearing bank borrowings	1,013,216
附屬公司股份的贖回負債	Redemption liabilities on a subsidiary's shares	1,662,783
貿易及其他應付賬款(不包括非金融負債)	Trade and other payables excluding non-financial liabilities	1,890,539
		4,634,724

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41. 金融工具分類 (續)

於年末，各類別金融工具的賬面金額如下：(續)

於二零二零年十二月三十一日
金融資產

41. FINANCIAL INSTRUMENT BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows: (continued)

As at 31 December 2020
Financial assets

		按公平值計入 其他全面收益 的金融資產	按公平值計入 損益的金融資產	按公平值計入 其他全面收益 的金融資產	總計
	按攤銷成本 計算的金融資產	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Total
	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
按公平值計入損益的 金融資產	Financial assets at fair value through profit or loss	–	528,836	–	528,836
應收票據	Notes receivable	–	–	128,427	128,427
貿易及其他應收款項 (不包括預付款)	Trade and other receivables excluding prepayments	692,495	–	–	692,495
其他非流動資產 (不包括預付款)	Other non-current assets excluding prepayments	353,770	–	–	353,770
已抵押存款	Pledged deposits	144,548	–	–	144,548
現金及現金等價物	Cash and cash equivalents	4,604,041	–	–	4,604,041
		5,794,854	528,836	128,427	6,452,117

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41. 金融工具分類 (續)

於年末，各類別金融工具的賬面金額如下：(續)

於二零二零年十二月三十一日
金融負債

41. FINANCIAL INSTRUMENT BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows: (continued)

As at 31 December 2020
Financial liabilities

		按攤銷成本 計算的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000
其他借款(包括租賃負債)	Other borrowings including lease liabilities	35,951
計息銀行借款	Interest-bearing bank borrowings	719,103
貿易及其他應付賬款(不包括非金融負債)	Trade and other payables excluding non-financial liabilities	1,766,019
		2,521,073

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42. 金融工具的公平值及公平值層級

除賬面值與其公平值合理相若或按公平值計量的金融工具外，本集團金融工具的賬面值及公平值如下：

42. Fair value and fair value hierarchy of financial instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair value or those measured at fair value, are as follows:

		賬面值		公平值	
		Carrying amounts		Fair values	
		於十二月三十一日		於十二月三十一日	
		As at 31 December		As at 31 December	
		二零二一年	二零二零年	二零二一年	二零二零年
		2021	2020	2021	2020
		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
金融資產	Financial assets				
向聯營公司貸款(非流動)	Loans to associates (non-current)	263,521	243,770	273,481	250,988
其他應收賬款(非流動) (包括向第三方貸款)	Other receivables (non-current) (including loans to third parties)	113,846	110,000	104,024	98,523
		377,367	353,770	377,505	349,511
金融負債	Financial liabilities				
其他借款 (不包括租賃負債)	Other borrowings (other than lease liabilities)	31,530	32,000	32,283	33,224
計息銀行借款	Interest-bearing bank borrowings	1,013,216	719,103	1,055,366	730,859
		1,044,746	751,103	1,087,649	764,083

管理層已評估現金及現金等價物、計入貿易及其他應收賬款的金融資產以及計入貿易及其他應付賬款的金融負債的公平值與其賬面值相若，主要由於該等工具期限較短。

金融資產及負債的公平值以自願交易方(強迫或清盤出售除外)在當前交易中可交易的該工具金額入賬。用以估計公平值的方法及假設如下。

向聯營公司的非流動貸款及非流動其他應收賬款、應收票據、計息銀行借款及其他借款的公平值已通過貼現預期未來現金流量，使用具有類似年期、信貸風險及剩餘期限的工具現時可得的比率進行計算。於二零二一年十二月三十一日，本集團自身的借款未履約風險導致的公平值變動被評估為不重大。

Management has assessed that the fair values of cash and cash equivalents, financial assets included in trade and other receivables, financial liabilities included in trade and other payables approximate to their carrying amounts largely due to the short-term maturities of these instruments.

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

The fair values of non-current loans to associates and non-current other receivables, notes receivables, interest-bearing bank borrowings and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for borrowings as at 31 December 2021 were assessed to be insignificant.

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42. 金融工具的公平值及公平 值層級(續)

本集團投資於非上市投資，即中國內地銀行發行的理財產品。本集團已使用貼現現金流量估值模型，根據類似年期及風險的工具的市場利率估算該等非上市投資的公平值。

按公平值計入損益的非上市股權投資的公平值乃根據並非由可見市價或比率支持之假設，使用市場估值方法預測。估值要求董事根據行業、規模、槓桿及戰略釐定可資比較公眾公司，並就識別出的各可資比較公眾公司計算合適價格倍數，例如企業價值對除利息、稅項、折舊及攤銷前盈利(「EV/EBITDA」)倍數及價格對盈利(「P/E」)倍數。倍數乃以可資比較公司的企業價值除以盈利衡量計算得出。交易倍數以各可資比較公司根據公司獨有因素及情況的考慮因素，例如非流通性及規模差異，予以貼現。貼現倍數用於非上市股權投資的相應盈利衡量以計量公平值。董事認為估值方法得出的估計公平值(記錄於綜合財務狀況表)及相關公平值變動(記錄於綜合損益)屬合理，並為年末最合適的價值。

本集團投資於非上市投資，即中國內地銀行發行的理財產品。本集團已使用貼現現金流量估值模型，根據類似年期及風險的工具的市場利率估算該等非上市投資的公平值。

42. Fair value and fair value hierarchy of financial instruments (continued)

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of unlisted equity investments designated at fair value through profit or loss have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation (“EV/EBITDA”) multiple and price to earnings (“P/E”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in the consolidated profit or loss, are reasonable, and that they were the most appropriate values at the end of the year.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

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42. 金融工具的公平值及公平值層級(續)

公平值層級

下表列示本集團金融工具的公平值計量層級：

按公平值計量的資產：

於二零二一年十二月三十一日

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2021

		按以下各項計量公平值			
		Fair value measurement using			
		於活躍 市場之報價 (第一級)	重大 可觀察參數 (第二級)	重大 不可觀察參數 (第三級)	總計
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		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
按公平值計入損益的 金融資產：	Financial assets at fair value through profit or loss:				
按公平值計量的 非上市股權投資	Unlisted equity investments, at fair value	–	–	266,999	266,999
理財產品	Wealth management products	–	109,304	–	109,304
按公平值計入其他全面 收益的債務工具：	Debt instruments at fair value through other comprehensive income:				
應收票據	Notes receivable	–	171,215	–	171,215
		–	280,519	266,999	547,518

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42. 金融工具的公平值及公平 值層級(續)

公平值層級(續)

按公平值計量的資產：(續)

於二零二零年十二月三十一日

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2020

	按以下各項計量公平值			總計
	Fair value measurement using			
	於活躍 市場之報價 (第一級)	重大 可觀察參數 (第二級)	重大 不可觀察參數 (第三級)	
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	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
按公平值計入損益的 金融資產：				
按公平值計量的 非上市股權投資			196,153	196,153
理財產品		332,683	–	332,683
按公平值計入其他全面 收益的債務工具：				
應收票據		128,427	–	128,427
		461,110	196,153	657,263

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42. 金融工具的公平值及公平值層級(續)

公平值層級(續)

按公平值計量的資產：(續)

下文為於二零二一年及二零二零年十二月三十一日金融工具估值和定量敏感度分析之重大不可觀察參數概要：

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2021 and 2020:

金融資產	公平值層級	估值方法	重大不可觀察參數	範圍	公平值對參數的敏感度
Financial assets	Fair value hierarchy	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
非上市股權投資	第三級	估值倍數	同行的平均市賬率倍數	1.11-11.76	倍數的5% (二零二零年十二月三十一日：5%) 增加／減少將導致公平值增加／減少5% (二零二零年十二月三十一日：5%)
Unlisted equity investment	Level 3	Valuation multiples	Average price-to-book ratio multiple of peers		5% (31 December 2020: 5%) increase/decrease in multiple would result in increase/decrease in fair value by 5% (31 December 2020: 5%)
非上市股權投資	第三級	貼現現金流方法	貼現率	15%	倍數的5% (二零二零年十二月三十一日：5%) 增加／減少將導致公平值減少11% (二零二零年十二月三十一日：11%)及公平值增加11% (二零二零年十二月三十一日：12%)
Unlisted equity investment	Level 3	Discounted cash flow method	Discount rate		5% (31 December 2020: 5%) increase/decrease in multiple would result in decrease in fair value by 11% (31 December 2020: 11%) and increase in fair value by 11% (31 December 2020: 12%)

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42. 金融工具的公平值及公平值層級(續)

公平值層級(續)

按公平值計量的資產：(續)

年內，第三級內的公平值計量變動如下：

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

		二零二一年 2021 人民幣千元 RMB'000	二零二零年 2020 人民幣千元 RMB'000
按公平值計入損益的 股權投資：	Equity investments at fair value through profit or loss:		
於一月一日	At 1 January	196,153	174,220
購買	Purchases	80,926	30,433
出售	Disposal	(10,080)	(8,500)
於十二月三十一日	At 31 December	266,999	196,153

按公平值計量的負債：

於二零二一年及二零二零年十二月三十一日，本集團概無任何按公平值計量的金融負債。

年內，就金融資產及金融負債而言，概無公平值計量在第一級和第二級之間轉移，亦無轉入或轉出第三級(二零二零年：無)。

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 and 2020.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2020: Nil).

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42. 金融工具的公平值及公平值層級(續)

公平值層級(續)

披露公平值的資產：

於二零二一年十二月三十一日

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy (continued)

Assets for which fair values are disclosed:

As at 31 December 2021

		按以下各項計量公平值			總計
		Fair value measurement using			
		於活躍 市場之報價 (第一級)	重大 可觀察參數 (第二級)	重大 不可觀察參數 (第三級)	
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		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
向聯營公司貸款(非即期)	Loans to associates (non-current)	-	273,481	-	273,481
其他應收款項(非即期) (包括向第三方貸款)	Other receivables (non-current) (including loans to third parties)	-	104,024	-	104,024
		-	377,505	-	377,505

於二零二零年十二月三十一日

As at 31 December 2020

		按以下各項計量公平值			總計
		Fair value measurement using			
		於活躍 市場之報價 (第一級)	重大 可觀察參數 (第二級)	重大 不可觀察參數 (第三級)	
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		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
向聯營公司貸款(非即期)	Loans to associates (non-current)	-	250,988	-	250,988
其他應收款項(非即期) (包括向第三方貸款)	Other receivables (non-current) (including loans to third parties)	-	98,523	-	98,523
		-	349,511	-	349,511

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42. 金融工具的公平值及公平值層級(續)

公平值層級(續)

披露公平值的負債：

於二零二一年十二月三十一日

42. Fair value and fair value hierarchy of financial instruments (continued)

Fair value hierarchy (continued)

Liabilities for which fair values are disclosed:

As at December 2021

		按以下各項計量公平值			
		Fair value measurement using			
		於活躍	重大	重大	
		市場之報價	可觀察參數	不可觀察參數	總計
		(第一級)	(第二級)	(第三級)	
		Quoted prices	Significant	Significant	
		in active	observable	unobservable	
		markets	inputs	inputs	
		(Level 1)	(Level 2)	(Level 3)	Total
		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
其他借款	Other borrowings				
(租賃負債除外)	(other than lease liabilities)	-	32,283	-	32,283
計息銀行借款	Interest-bearing bank borrowings	-	1,055,366	-	1,055,366
		-	1,087,649	-	1,087,649

於二零二零年十二月三十一日

As at 31 December 2020

		按以下各項計量公平值			
		Fair value measurement using			
		於活躍	重大	重大	
		市場之報價	可觀察參數	不可觀察參數	總計
		(第一級)	(第二級)	(第三級)	
		Quoted prices	Significant	Significant	
		in active	observable	unobservable	
		markets	inputs	inputs	
		(Level 1)	(Level 2)	(Level 3)	Total
		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
其他借款	Other borrowings				
(租賃負債除外)	(other than lease liabilities)	-	33,224	-	33,224
計息銀行借款	Interest-bearing bank borrowings	-	730,859	-	730,859
		-	764,083	-	764,083

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43. 財務風險管理

43.1 財務風險因素

本集團的業務活動承受多種財務風險：市場風險（包括外幣風險、價格風險及利率風險）、信貸風險及流動性風險。本集團整體風險管理政策專注於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

(a) 市場風險

(i) 外幣風險

本公司及其附屬公司的功能貨幣為人民幣。本集團的所有收入均源自於中國的業務。本集團的金融工具主要以人民幣計值。人民幣轉換為外幣受中國政府頒佈的外匯管制規則及法規監管。本集團以外幣計值的主要資產及負債為以美元（「美元」）、港元（「港元」）及歐元（「歐元」）計值的若干現金及現金等價物（附註25）。本公司董事會執行董事認為，本集團並無面臨重大外幣風險。

本集團現時並無外幣對沖政策。

於二零二一年十二月三十一日，倘若人民幣兌美元貶值／升值3%（二零二零年十二月三十一日：3%），而所有其他因素維持不變，則截至二零二一年十二月三十一日止年度的除稅後溢利將增加／減少約人民幣1,293,000元（二零二零年：人民幣496,000元），主要由於換算以美元為單位的現金及現金等價物的匯兌收益／虧損所致。

43. FINANCIAL RISK MANAGEMENT

43.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign currency risk

The functional currency of the Company and its subsidiaries is RMB. All of the revenues of the Group are derived from operations in the PRC. The financial instruments of the Group are mainly denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The main foreign currency denominated assets and liabilities of the Group were certain cash and cash equivalents (Note 25), which were denominated in United States Dollars ("USD"), Hong Kong Dollars ("HK\$") and Euro ("EUR"). In the opinion of the executive directors of the board of the Company, the Group does not have significant exposure to foreign exchange risk.

The Group currently does not have a foreign currency hedge policy.

As at 31 December 2021, if RMB had weakened/strengthened by 3% (31 December 2020: 3%) against USD with all other variables held constant, the post-tax profit for the year ended 31 December 2021 would have been approximately RMB1,293,000 (2020: RMB496,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of the USD-denominated cash and cash equivalents.

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43. 財務風險管理(續)

43.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外幣風險(續)

於二零二一年十二月三十一日，倘若人民幣兌港元貶值／升值3%（二零二零年十二月三十一日：3%），而所有其他因素維持不變，則截至二零二一年十二月三十一日止年度的除稅後溢利將增加／減少約人民幣1,516,000元（二零二零年：人民幣4,968,000元），主要由於換算以港元為單位的現金及現金等價物的匯兌收益／虧損所致。

於二零二一年十二月三十一日，倘若人民幣兌歐元貶值／升值3%（二零二零年十二月三十一日：3%），而所有其他因素維持不變，則截至二零二一年十二月三十一日止年度的除稅後溢利將增加／減少約人民幣47,000元（二零二零年：人民幣655,000元），主要由於換算以歐元為單位的現金及現金等價物的匯兌收益／虧損所致。

(ii) 價格風險

本集團並無面臨任何重大股本市場風險，亦無面臨任何商品價格風險。

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign currency risk

As at 31 December 2021, if RMB had weakened/strengthened by 3% (31 December 2020: 3%) against HK\$ with all other variables held constant, the post-tax profit for the year ended 31 December 2021 would have been approximately RMB1,516,000 (2020: RMB4,968,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of the HK\$-denominated cash and cash equivalents.

As at 31 December 2021, if RMB had weakened/strengthened by 3% (31 December 2020: 3%) against EUR with all other variables held constant the post-tax profit for the year ended 31 December 2021 would have been approximately RMB47,000 (2020: RMB655,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of the EUR-denominated cash and cash equivalents.

(ii) Price risk

The Group is not exposed to any significant equity market risk, nor exposed to any commodity price risk.

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43. 財務風險管理 (續)

43.1 財務風險因素 (續)

(a) 市場風險 (續)

(iii) 利率風險

本集團的計息資產及負債主要包括理財產品、現金及現金等價物、其他借款及計息銀行借款，詳情已分別於財務報表附註21、25、29及33披露。

(b) 信貸風險

信貸風險來自現金及現金等價物、貿易應收賬款、應收票據、理財產品及其他應收賬款。

所有現金等價物及銀行存款均存放於中國若干信譽良好的金融機構及中國內地以外的優質國際金融機構。所有該等不可撤回銀行票據(分類為應收票據(附註24))均由中國具備高信貸評級的銀行發出。近期並無有關該等金融機構的現金等價物及銀行存款欠款記錄。

本集團並無有關貿易應收賬款信貸風險高度集中的情況，並設有政策確保於與客戶協定相關銷售訂單後收取若干現金墊款。對於獲授信貸期的客戶而言，本集團會考慮有關對方的財務狀況、信貸記錄及其他因素評估其信貸素質，並會採取若干監控程序，確保採取適當跟進行動以收回逾期債務。本集團根據具有近似信貸風險的貿易應收賬款群組的過往數據及現金收回記錄定期對彼等進行賬齡分析、評估信貸風險及估計收回款項情況。

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Interest rate risk

The interest-bearing assets and liabilities of the Group mainly include the wealth management products, cash and cash equivalents, other borrowings and interest-bearing bank borrowings, details of which have been disclosed in notes 21, 25, 29 and 33 to the financial statements, respectively.

(b) Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, notes receivable, wealth management products and other receivables.

All the cash equivalents and bank deposits are placed in certain PRC reputable financial institutions and high-quality international financial institutions outside Mainland China. All those irrevocable bank bills, classified as notes receivable (Note 24), are issued by the banks in the PRC with high credit rating. There was no recent history of default of cash equivalents and bank deposits in relation to these financial institutions.

In relation to trade receivables, the Group has no significant concentrations of credit risk and has policies in place to ensure that certain cash advance has been received upon the agreement of the related sales orders with customers. For those with credit periods granted, the credit quality of the counterparties is assessed by taking into account their financial position, credit history and other factors. The Group also undertakes certain monitoring procedures to ensure that proper follow-up action is taken to recover overdue debts. The Group regularly performs ageing analysis, assesses credit risks and estimates the recoverability regarding such receivables based on historical date and cash collection history of groups of trade receivables bearing similar credit risk.

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43. 財務風險管理 (續)

43.1 財務風險因素 (續)

(b) 信貸風險 (續)

理財產品是由中國若干信譽良好的銀行機構發行的銀行金融產品。近期並無欠款記錄，故本公司董事會的執行董事認為，與投資有關的信貸風險屬於低。

就其他應收賬款而言，本集團會考慮債務人的財務狀況、與本集團的關係、信貸記錄及其他因素評估其信貸質素。管理層亦會定期檢討該等其他應收賬款的收回情況，並跟進有關糾紛或逾期金額(如有)。本公司董事會的執行董事認為對方的拖欠情況屬於低。

最大風險及年末的分級

下表列示根據本集團的信貸政策的信貸質素及就信貸風險所面對的最大風險，主要以賬齡資料為依據(除非有其他資料而毋須使用過多成本或努力)，以及於十二月三十一日的年末分級。呈報金額為金融資產的賬面值總額。

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(b) Credit risk (continued)

Wealth management products are the bank financial products issued by certain PRC reputable banking institutions. There was no recent history of default and the executive directors of the board of the Company are of the opinion that the credit risk related to the investments is low.

In relation to other receivables, the credit quality of the debtors is assessed by taking into account their financial position, relationship with the Group, credit history and other factors. Management will also regularly review the recoverability of these other receivables and follow up on the disputes or amounts overdue, if any. The executive directors of the board of the Company are of the opinion that the default by counterparties is low.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on ageing information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amount presented is gross carrying amount for financial assets.

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43. 財務風險管理 (續)

43.1 財務風險因素 (續)

(b) 信貸風險 (續)

最大風險及年末的分級
(續)

於二零二一年十二月三十一日

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(b) Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2021

		12個月	全期預期信貸虧損			總計
		預期信貸虧損	Lifetime ECLs			
		12-month ECLs	第2階段	第3階段	簡化方法	
		第1階段	第2階段	第3階段	Simplified approach	Total
		Stage 1	Stage 2	Stage 3	approach	Total
		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
向聯營公司貸款	Loans to associates	471,632	–	–	–	471,632
應收合營企業款項	Amount due from a joint venture	2,911	–	–	–	2,911
貿易應收賬款*	Trade receivables*	–	–	–	651,490	651,490
應收票據 – 正常**	Notes receivable – normal**	171,215	–	–	–	171,215
計入預付款項、其他 應收賬款及其他 資產的金融資產 – 正常**	Financial assets included in prepayments, other receivables and other assets – normal**	237,960	–	–	–	237,960
已抵押存款 – 未逾期	Pledged deposits – Not yet past due	144,631	–	–	–	144,631
現金及現金等價物 – 未逾期	Cash and cash equivalents – Not yet past due	5,682,425	–	–	–	5,682,425
		6,710,774	–	–	651,490	7,362,264

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43. 財務風險管理 (續)

43.1 財務風險因素 (續)

(b) 信貸風險 (續)

最大風險及年末的分級
(續)

於二零二零年十二月三十一日

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(b) Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2020

		12個月 預期信貸虧損 12-month ECLs	全期預期信貸虧損 Lifetime ECLs			
		第1階段 Stage 1	第2階段 Stage 2	第3階段 Stage 3	簡化方法 Simplified approach	總計 Total
		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
向聯營公司貸款	Loans to associates	357,215	–	–	–	357,215
應收合營企業 款項	Amount due from a joint venture	675	–	–	–	675
貿易應收賬款*	Trade receivables*	–	–	–	272,514	272,514
應收票據 – 正常**	Notes receivable – normal**	–	–	–	128,427	128,427
計入預付款項、其他 應收賬款及其他 資產的金融資產	Financial assets included in prepayments, other receivables and other assets					
– 正常**	– normal**	442,823	–	–	–	442,823
已抵押存款	Pledged deposits					
– 未逾期	– Not yet past due	144,548	–	–	–	144,548
現金及現金等價物	Cash and cash equivalents					
– 未逾期	– Not yet past due	4,604,041	–	–	–	4,604,041
		5,549,302	–	–	400,941	5,950,243

* 就計入貿易應收賬款的金融資產而言，本集團採用簡化方法計算減值，根據撥備矩陣的資料於財務報表附註24披露。

** 倘計入預付款項、其他應收賬款及其他資產及應收票據的金融資產並未逾期，且概無資料顯示該等金融資產的信貸風險自初始確認以來顯著增加，則其信用質素被視作「正常」。否則，該等金融資產的信貸質素被視作「可疑」。

* For financial assets included in trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 24 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and notes receivable is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

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43. 財務風險管理 (續)

43.1 財務風險因素 (續)

(c) 流動性風險

審慎的流動資金管理指維持足夠現金。本集團維持足夠的現金結餘，以為其日常的資金需求提供靈活性。

於二零二一年十二月三十一日，本集團擁有流動資產淨額人民幣5,239,620,000元，包括現金及現金等價物人民幣5,682,425,000元。本公司董事會執行董事認為，本集團維持充裕的流動資金儲備。

本集團於年末根據已訂約未貼現款項計算之金融負債到期情況如下：

43. FINANCIAL RISK MANAGEMENT (continued)

43.1 Financial risk factors (continued)

(c) Liquidity risk

Prudent liquidity management implies maintaining sufficient cash. The Group maintains sufficient cash balances to provide flexibility in meeting its day to day funding requirements.

The Group had net current assets of RMB5,239,620,000 which included cash and cash equivalents of RMB5,682,425,000 as at 31 December 2021. The executive directors of the board of the Company are of the opinion that the Group maintains an adequate liquidity reserve.

The maturity profile of the Group's financial liabilities as at the end of the year based on the contractual undiscounted payments, is as follows:

		少於一年 Less than 1 year 人民幣千元 RMB'000	1至5年 1 to 5 years 人民幣千元 RMB'000	超過5年 Over 5 years 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零二一年十二月三十一日 At 31 December 2021					
貿易及其他應付賬款	Trade and other payables	1,890,539	–	–	1,890,539
附屬公司股份的贖回負債	Redemption liabilities on a subsidiary's shares	–	1,662,783	–	1,662,783
租賃負債	Lease liabilities	5,193	30,189	1,274	36,656
其他借款	Other borrowings	–	–	31,530	31,530
計息銀行借款	Interest-bearing bank borrowings	200,000	327,324	485,892	1,013,216
		2,095,732	2,020,296	518,696	4,634,724
於二零二零年十二月三十一日 At 31 December 2020					
貿易及其他應付賬款	Trade and other payables	1,766,019	–	–	1,766,019
租賃負債	Lease liabilities	1,441	2,510	–	3,951
其他借款	Other borrowings	4,000	–	28,000	32,000
計息銀行借款	Interest-bearing bank borrowings	387,930	199,980	131,193	719,103
		2,159,390	202,490	159,193	2,521,073

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43. 財務風險管理 (續)

43.2 資本管理

本集團管理資本的主要目標為保障本集團的持續營運能力，以及維持穩健的資金比率，以支持其業務及將股東價值最大化。

本集團管理其資本架構，並應經濟狀況之變化對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付之股息款項、向股東退回資本或發行新股。本集團毋須遵守任何外部施加的資本規定。截至二零二一年十二月三十一日及二零二零年十二月三十一日止年度，概無對管理資本之目標、政策或程序作出任何變更。

本集團使用負債與資本比率來監管資本，該比率為借款除以本公司擁有人應佔權益的百分比。借款包括銀行貸款及其他借款。於報告期末，負債與資本比率如下：

43. FINANCIAL RISK MANAGEMENT (continued)

43.2 Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 31 December 2020.

The Group monitors capital using a debt to capital ratio, which is a percentage of borrowings divided by equity attributable to owners of the Company. Borrowings includes bank loans and other borrowings. The debt to capital ratio as at the end of the reporting periods were as follows:

		於十二月三十一日 As at 31 December	
		二零二一年 2021	二零二零年 2020
		人民幣千元 RMB'000	人民幣千元 RMB'000
其他借款(附註29)	Other borrowings (note 29)	31,530	32,000
計息銀行借款(附註33)	Interest-bearing bank borrowings (note 33)	1,013,216	719,103
		1,044,746	751,103
母公司擁有人應佔權益	Equity attributable to owners of the parent	8,284,148	9,190,342
負債與資本比率	Debt to capital ratio	12.6%	8.2%

44. 報告期後事項

本公司計劃分拆本公司附屬公司軒竹生物的股份並於上海證券交易所科創板上市(「擬議分拆」)。目前，本公司直接持有軒竹生物全部已發行股本的約62.39%。由於擬議分拆，本公司在軒竹生物中的權益將減少，並且於分拆及上市完成後，本公司仍將繼續為軒竹生物的控股股東。

44. EVENTS AFTER THE REPORTING PERIOD

The Company intended to spin off the shares of Xuanzhu Biopharm, a subsidiary of the Company, for listing (the "Proposed Spin-off") on the STAR Market of the Shanghai Stock Exchange. Currently, the Company directly holds approximately 62.39% of the total issued share capital of Xuanzhu Biopharm. As a result of the Proposed Spin-off, the Company's interests in Xuanzhu Biopharm will be reduced, and the Company will remain as the controlling shareholder of Xuanzhu Biopharm after the completion of the spin-off and listing.

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45. 本公司財務狀況表

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		於十二月三十一日	
		As at 31 December	
		二零二一年	二零二零年
		2021	2020
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註 Notes		
資產	ASSETS		
非流動資產	NON-CURRENT ASSETS		
物業、廠房及設備	Property, plant and equipment	8	10
使用權資產	Right-of-use assets	2,185	3,423
於附屬公司的投資	Investments in subsidiaries	227,120	213,081
		229,313	216,514
流動資產	CURRENT ASSETS		
其他應收賬款	Other receivables	100	187
應收附屬公司款項	Amounts due from subsidiaries	7,623,038	7,730,024
現金及現金等價物	Cash and cash equivalents	252,246	444,831
		7,875,384	8,175,042
總資產	TOTAL ASSETS	8,104,697	8,391,556
權益	EQUITY		
股本	Share capital	77,058	78,186
股份溢價	Share premium	3,882,304	4,084,846
儲備(i)	Reserves (i)	49,518	28,655
保留盈利(i)	Retained earnings (i)	4,008,110	4,159,493
總權益	TOTAL EQUITY	8,016,990	8,351,180
負債	LIABILITIES		
流動負債	CURRENT LIABILITIES		
租賃負債	Lease liabilities	2,332	3,569
其他應付賬款	Other payables	85,375	36,807
總負債	TOTAL LIABILITIES	87,707	40,376
權益及負債總額	TOTAL EQUITY AND LIABILITIES	8,104,697	8,391,556

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45. 本公司財務狀況表(續)

- (i) 本公司儲備及保留盈利概要如下：

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

- (i) A summary of the Company's reserves and retained earnings is as follows:

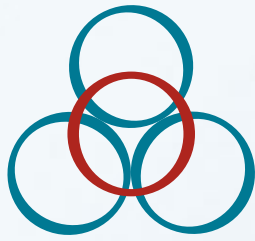
		以股份為基礎的 支付儲備 Share-based payment reserve 人民幣千元 RMB'000	其他儲備 Other reserve 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000
於二零二零年一月一日	At 1 January 2020	–	22,608	5,612,504
年度虧損	Loss for the year	–	–	(33,159)
僱員股份獎勵計劃	Employee share award scheme			
– 僱員服務價值	– value of employee services	6,047	–	–
股息(附註12)	Dividends (note 12)	–	–	(1,419,852)
於二零二零年十二月三十一日及 二零二一年一月一日	At 31 December 2020 and 1 January 2021	6,047	22,608	4,159,493
年度虧損	Loss for the year	–	–	(28,329)
僱員股份獎勵計劃	Employee share award scheme			
– 僱員服務價值	– value of employee services	20,863	–	–
股息(附註12)	Dividend (note 12)	–	–	(123,054)
於二零二一年十二月三十一日	At 31 December 2021	26,910	22,608	4,008,110

46. 批准財務報表

於二零二二年三月二十九日，財務報表由董事會批准及授權發出。

46. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2022.



四环医药

SihuanPharm

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