



南京中生聯合股份有限公司
NANJING SINOLIFE UNITED COMPANY LIMITED*

(a joint stock limited liability company incorporated in the People's Republic of China)
(於中華人民共和國註冊成立的股份有限公司)

Stock Code: 3332
股份代號: 3332



2020

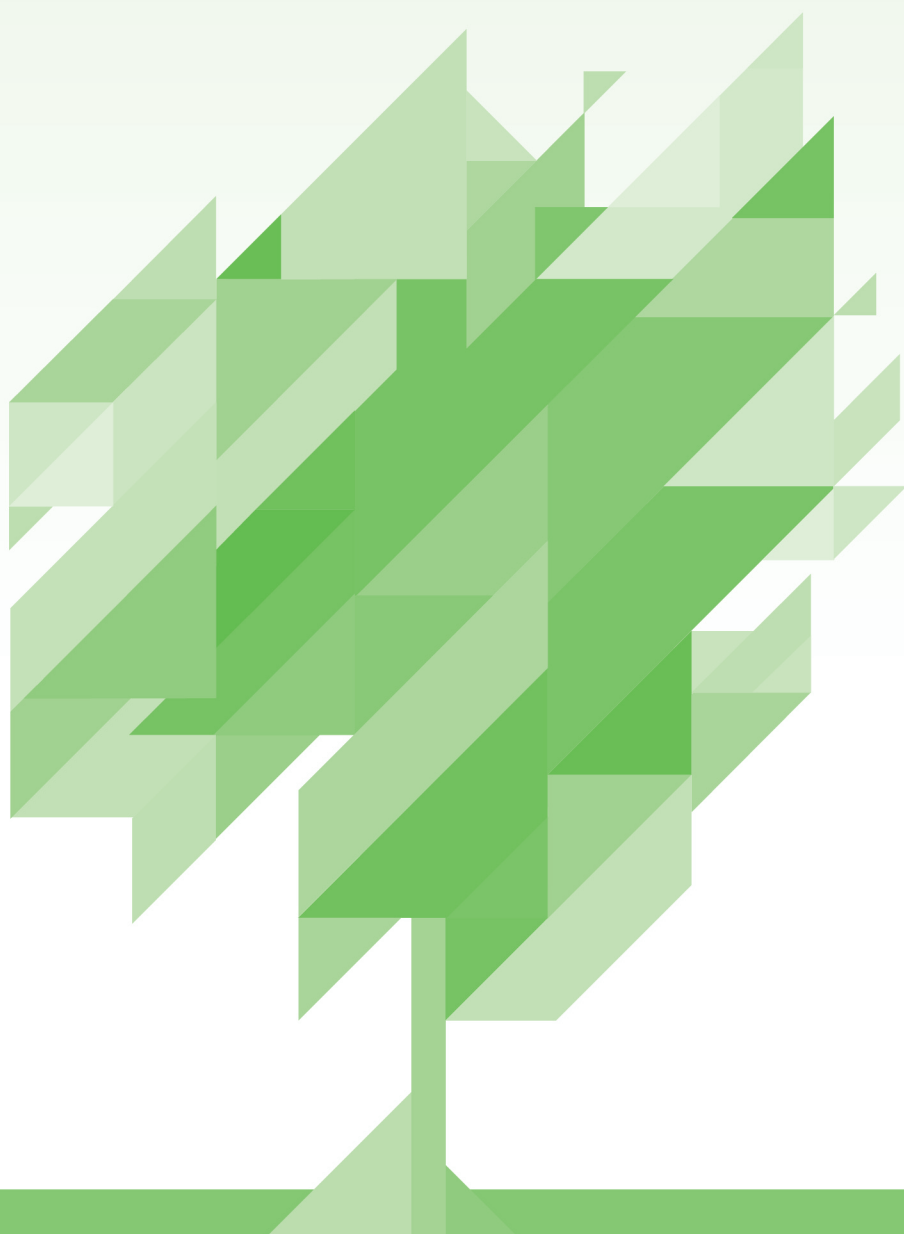
Interim Report

中期報告

* For identification purposes only
僅供識別

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Gui Pinghu (桂平湖) (*Chairman*)
Ms. Zhang Yuan (張源) (*Chief Executive Officer*)
Ms. Zhu Feifei (朱飛飛)

Independent Non-executive Directors

Mr. Zhang Jitong (張繼彤)
Ms. Cai Tianchen (蔡天晨)
Mr. Wang Wei (王瑋)

AUDIT COMMITTEE

Ms. Cai Tianchen (蔡天晨) (*Chairman*)
Mr. Zhang Jitong (張繼彤)
Mr. Wang Wei (王瑋)

REMUNERATION COMMITTEE

Mr. Wang Wei (王瑋) (*Chairman*)
Ms. Cai Tianchen (蔡天晨)
Ms. Zhu Feifei (朱飛飛)

NOMINATION COMMITTEE

Mr. Zhang Jitong (張繼彤) (*Chairman*)
Mr. Wang Wei (王瑋)
Ms. Zhang Yuan (張源)

STRATEGY AND DEVELOPMENT COMMITTEE

Mr. Gui Pinghu (桂平湖) (*Chairman*)
Mr. Zhang Jitong (張繼彤)
Ms. Cai Tianchen (蔡天晨)

JOINT COMPANY SECRETARIES

Ms. Zhi Hui (支卉)
Ms. Kam Mei Ha Wendy (甘美霞) *FCS (PE), FCIS*

REGISTERED OFFICE AND HEADQUARTERS

30/F, Deji Building
188 Chang Jiang Road
Xuanwu District
Nanjing, Jiangsu Province
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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Jardine House
1 Connaught Place
Hong Kong

董事

執行董事

桂平湖先生(董事長)
張源女士(首席執行官)
朱飛飛女士

獨立非執行董事

張繼彤先生
蔡天晨女士
王瑋先生

審核委員會

蔡天晨女士(主席)
張繼彤先生
王瑋先生

薪酬委員會

王瑋先生(主席)
蔡天晨女士
朱飛飛女士

提名委員會

張繼彤先生(主席)
王瑋先生
張源女士

戰略及發展委員會

桂平湖先生(主席)
張繼彤先生
蔡天晨女士

聯席公司秘書

支卉女士
甘美霞女士 *FCS (PE), FCIS*

註冊辦事處及總部

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江蘇省南京
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康樂廣場1號
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CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Mr. Gui Pinghu (桂平湖)
Ms. Kam Mei Ha Wendy (甘美霞) *FCS (PE), FCIS*

LEGAL ADVISERS

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The PRC

H SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

Shanghai Pudong Development Bank Cheng Dong Branch
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Nanjing, Jiangsu Province
The PRC

Agricultural Bank of China Ma Qun Branch
99 Huanling Road
Qixia District
Nanjing, Jiangsu Province
The PRC

AUDITOR

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

STOCK CODE

3332

COMPANY'S WEBSITE

www.zs-united.com

授權代表

桂平湖先生
甘美霞女士 *FCS (PE), FCIS*

法律顧問

香港法律
趙不渝 馬國強律師事務所
香港
康樂廣場1號
怡和大廈40樓

中國法律
金杜律師事務所
中國
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主要往來銀行

上海浦東發展銀行城東支行
中國
江蘇省南京
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中國農業銀行馬群支行
中國
江蘇省南京
栖霞區
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核數師

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

股份代號

3332

公司網站

www.zs-united.com

INTERIM REPORT

中期報告

INTERIM RESULTS

The board (the "Board") of directors (the "Directors") of Nanjing Sinolife United Company Limited* 南京中生聯合股份有限公司 (the "Company") is pleased to announce its unaudited condensed consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2020 (the "period") together with the comparative figures for the corresponding period in 2019 which are as follows:

中期業績

南京中生聯合股份有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)截至2020年6月30日止六個月(「本期」)的未經審核簡明綜合中期業績連同2019年同期的比較數字如下：

* For identification purpose only

FINANCIAL HIGHLIGHTS

財務摘要

FINANCIAL HIGHLIGHTS FOR THE FIRST HALF OF 2020

- Revenue decreased by approximately 11.8% to approximately RMB134.3 million (First half of 2019: approximately RMB152.2 million)
- Gross profit increased by approximately 5.7% to approximately RMB79.2 million (First half of 2019: approximately RMB74.9 million)
- Loss for the period was approximately RMB6.2 million (First half of 2019: loss of approximately RMB42.3 million)
- Basic loss per share was approximately RMB0.65 cent (First half of 2019: loss per share approximately RMB4.47 cents)
- The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2020 (First half of 2019: nil)

2020 年上半年財務摘要

- 收益減少約11.8%至約人民幣134.3百萬元(2019年上半年：約人民幣152.2百萬元)
- 毛利增加約5.7%至約人民幣79.2百萬元(2019年上半年：約人民幣74.9百萬元)
- 本期虧損約為人民幣6.2百萬元(2019年上半年：虧損約為人民幣42.3百萬元)
- 每股基本虧損約為人民幣0.65分(2019年上半年：每股虧損約為人民幣4.47分)
- 董事會不建議派付截至2020年6月30日止六個月之任何中期股息(2019年上半年：無)

PRODUCT INFORMATION 產品資料

GOOD HEALTH 好健康系列



Modified Milk Powder with Lactoferrin
乳鐵蛋白調製乳粉



Calcium Iron and Zinc Nutrient Sprinkles
鈣鐵鋅營養包



Modified Milk Powder with Lactase
乳糖酶調製乳粉



Probiotic Powder Solid Beverage
益生菌固體飲料



Algae Oil DHA Capsules
馬泰克DHA藻油複合油膠囊



Propolis Capsules
天然蜂膠膠囊



Oyster Plus Capsules
牡蠣精膠囊



Hi Cal™ — Liquid Calcium & Vitamin D
高鈣 — 液體鈣和維生素D

GOOD HEALTH
好健康系列



Goats' Milk Powder
山羊奶粉



Grape Seed 55,000 Capsules
葡萄籽 55,000 膠囊



1-a-day Glucosamine
氨基葡萄糖



100% Pure Colostrum
100% 牛初乳粉



Omega 3 Fish Oil Capsules
深海魚油膠囊



Celery 12,000 Capsules
芹菜籽精華膠囊



Mussel 6000
綠唇貽貝 6000

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

BUSINESS REVIEW

In the first half of 2020, the Group continued to implement its established development strategy and focused on the development of the Good Health series products through its diversified sales channels including distributors, TV shopping platforms and e-commerce platforms. Among them, the revenue from sales of the maternity and child series products under the Good Health brand through the domestic distributor channels increased by approximately 110% as compared with the same period in last year. In the first half of 2020, as the Group continued to close the original retail shops under the Zhongsheng brand and due to the impact of Coronavirus pandemic ("COVID-19"), the sales on online call centres, e-commerce platforms and TV shopping platforms decreased. As a result, the revenue of the Group decreased by approximately 11.8% to approximately RMB134.3 million for the six months ended 30 June 2020 from approximately RMB152.2 million in the first half of 2019. In the meantime, the Group continued to adjust its sales channels and product structure, resulting in an increase in the overall gross profit margin. The structure and number of staff, market promotion expenses and daily operating expenses have also been optimised to reduce the selling and distribution expenses and administrative expenses. Therefore, the loss for the period of the Group significantly decreased from a loss of approximately RMB42.3 million in the first half of 2019 to a loss of approximately RMB6.2 million in the first half of 2020.

In the first half of 2020, the outbreak of the COVID-19 has caused material impacts on the global economic development and the living of the public. The main impacts on the Group included: (i) logistics and transportation: the outbreak of the COVID-19 restricted domestic and cross-border logistics to some extent for a period of time, which in turn had negative impacts on the sales and delivery of goods of the Group during such period; and (ii) with the decrease in tourist population: the revenue generated from the sales channels in the tourism market of New Zealand decreased, which exerted pressure on the Group's revenue in the first half of 2020. With the control and mitigation of the epidemic in New Zealand and the PRC, logistics and distribution have basically resumed to normal. The fight against COVID-19 also enhances the health awareness of the public. In the first half of 2020, despite the decrease in the sales in the overseas and tourism markets of New Zealand in terms of the Good Health brand, the sales in the domestic market of New Zealand, especially immunity products, has increased. In response to the impacts of COVID-19, the Group paid more attention to the sustainable business development and cash flows. In the first half of 2020, in addition to the optimisation of its sales channels and product structure to increase the gross profit margin, the Group optimised the structure and number of staff, market promotion expenses and daily operating expenses to reduce the selling and distribution expenses and administrative expenses, which improved the Group's profitability and control over its cash flows. At the same time, the Group has adjusted the settlement methods with some key overseas suppliers, and purchased goods by usance letters of credit. The Group also continued to intensify the efforts to sell the existing inventories and speed up the cash flow recovery, so as to improve the overall cash flows.

業務回顧

於2020年上半年，本集團繼續執行既定發展戰略及聚焦在多樣化的銷售渠道(其中包括經銷商、電視購物平台、電子商務平台等)發展好健康系列產品。其中，好健康品牌母嬰系列產品，在國內經銷商渠道的銷售收入較去年同期增長約110%。於2020年上半年，由於本集團繼續關閉原有中生品牌零售門店，同時因受到2019冠狀病毒流行病(「COVID-19」)的影響，線上接線中心、電子商務平台及電視購物平台的銷售出現了下降。因此，本集團的收益由2019年上半年約人民幣152.2百萬元減少約11.8%至截至2020年6月30日止六個月約人民幣134.3百萬元。同時，本集團繼續對銷售渠道和產品結構進行調整，綜合毛利率水準得以提升。對員工結構和數量、市場推廣宣傳費用及日常運營費用也進行了優化，降低銷售及經銷開支和行政開支。因此，本集團的本期虧損由2019年上半年虧損約人民幣42.3百萬元大幅減少至2020年上半年虧損約人民幣6.2百萬元。

於2020年上半年，COVID-19的爆發對全球的經濟發展及大眾生活產生了重大影響。對本集團的主要影響為：(i) 物流及運輸：受COVID-19爆發的影響，國內和跨境物流在一段時間內受到了一定的限制，導致本集團在該段時間內的貨品銷售和發貨也受到了負面影響；及(ii) 旅遊人群的減少：導致紐西蘭旅遊市場銷售渠道的收入有所下降。因此，對本集團2020年上半年的收益帶來壓力。隨著紐西蘭和中國國內疫情得到控制和緩解，物流及運輸也基本恢復正常。抗擊COVID-19的同時，也提升了大眾的健康意識。於2020年上半年，好健康品牌紐西蘭海外及旅遊市場銷售有所下降，但紐西蘭本土市場的銷售，特別是免疫力產品的需求增加。為應對COVID-19的影響，本集團更加關注業務可持續發展以及現金流的狀況。本集團於2020年上半年優化銷售渠道及產品結構，提升毛利率的同時，也對員工結構和數量、市場推廣宣傳費用及日常運營費用進行了優化，降低了銷售及經銷開支和行政開支，提升本集團的盈利能力和對現金流的控制。同時，本集團已和部分海外重要供應商在結算方式上進行調整，使用遠期信用證的方式進行商品採購，並繼續加大對現有存貨的銷售力度，加快現金流回收以提升整體現金流水平。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

During the period, the Group succeeded in raising the brand awareness in targeted markets by implementing a combination of strategies focused on the Good Health brand, multiple marketing channels and product diversification. The Group carried out continuous brand building measures and promotion mainly through TV shopping platforms, distributors and online call centres in the PRC market, the mutual penetration of distributors, chain pharmacies and travel channels in the overseas market, and at the same time by opening flagship stores on domestic and foreign major e-commerce platforms.

In addition, the Group launched 13 new products of Good Health series in the first half of 2020.

To accelerate product development, the Group has adopted a market-oriented research and product development process in order to meet the evolving customer demands and needs. In the second half of 2020, the following products are planned to be launched, including DHA Algal Oil Walnut Oil Complex Oil, Marine Collagen Peptide Powder Solid Beverage, Soy Protein Isolate Solid Beverage, Supplemental nutrition supplements, Goat Milk Powder with Lactoferrin & Sialic Acid, Cinnamon film tablets and Casein collagen tablets.

The Group has a fast-growing retail network and diversified sales platforms to serve a broad customer base. To increase the income from the Good Health brand, the Group has further invested more resources in the sales channels of the Good Health series products in the PRC market, as well as vigorously developing sales channels for domestic distributors and maternal and child products.

At the same time, the Group has carried out in-depth cooperation with over ten TV shopping platforms, including JiaJiaMall.com, PChome Global, Enjoy Shopping, Huimai online, happigo.com, ocj.com, cnmall.com, and e-commerce platforms, such as Alibaba, Tmall International, JD.com, kaola.com, xiaohongshu.com, pinduoduo.com and HealthPost etc. The Group's overseas diversified sales platforms mainly include international distributor network broadly distributed in countries and local large chain pharmacies, health goods supermarkets and tourist souvenir shops in New Zealand and Australia.

於本期內，本集團通過採取聚焦於好健康品牌、多渠道行銷和多元化產品的戰略組合，成功於目標市場提升品牌的認知度。於中國市場，本集團主要通過電視購物平台、經銷商和線上接線中心模式；於海外市場，本集團主要通過經銷商、連鎖藥房和旅遊渠道等模式相互滲透；同時，本集團也通過在境內及境外主要電子商務平台開設旗艦店以進行持續的品牌建設措施及推廣。

另外，本集團於2020年上半年已推出13項好健康系列新產品。

為加快產品開發，本集團已採用市場為本的研究及產品開發流程，從而滿足不斷轉變的客戶要求及需要。2020年下半年將計畫推出以下產品，包括DHA藻油核桃油複合油、魚膠原蛋白肽固體飲料升級版、大豆分離蛋白固體飲料、輔食營養素補充片、羊奶乳鐵蛋白、珍桂片及酪蛋白骨膠原片。

本集團擁有快速增長的零售網路及多元化銷售平台以服務廣大的客戶群體。為提升來自好健康品牌的收入，本集團進一步在好健康系列產品對中國市場的銷售渠道上投入更多的資源，大力發展國內經銷商和母嬰產品銷售渠道。

同時，本集團已和家家購物、環球購物、好享購、惠買在線、快樂購、東方電視購物及央廣購物等十多家電視購物平台以及阿里巴巴、天貓國際、京東、網易考拉、小紅書、拼多多和HealthPost等電子商務平台開展深度合作。本集團在海外的多元化銷售平台主要包括廣泛分佈於多個國家的國際經銷商網路及紐西蘭和澳大利亞本地的大型連鎖藥房、健康品超市及旅遊紀念品商店。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

FINANCIAL REVIEW

Results

The revenue of the Group in the first half of 2020 was approximately RMB134.3 million, representing a decrease of approximately 11.8% from approximately RMB152.2 million over the corresponding period in 2019. For the first half of 2020, the Group recorded a loss of approximately RMB6.2 million, as compared with a loss of approximately RMB42.3 million in the first half of 2019. The Company's loss per share was approximately RMB0.65 cent (First half of 2019: approximately RMB4.47 cents) based on the weighted average number of approximately 946.3 million shares in issue during the first half of 2020 (First half of 2019: approximately 946.3 million shares).

Revenue

The revenue of the Group decreased by approximately 11.8% from approximately RMB152.2 million in the first half of 2019 to approximately RMB134.3 million for the six months ended 30 June 2020. Such significant decrease in revenue as compared with the corresponding period in last year was mainly due to the impact of COVID-19 on the logistics and the sales from TV-shopping platforms.

Gross profit

The Group's gross profit increased by approximately 5.7% from approximately RMB74.9 million in the first half of 2019 to approximately RMB79.2 million for the six months ended 30 June 2020. The Group's average gross profit margin increased by approximately 9.8% from approximately 49.2% in the first half of 2019 to approximately 59.0% for the six months ended 30 June 2020. Such increase in gross profit was mainly due to: (i) an increase in the proportion of sales of products under the maternity and child series with higher gross profit margin through domestic distribution channels of the Group; and (ii) lower gross margin of honey series products in the first half of 2019 to promote the honey series products at a low price.

Other income and gains

The Group's other income and gains increased from approximately RMB5.9 million in the first half of 2019 to approximately RMB7.8 million in the first half of 2020, which was mainly due to the government grants and reverse of bad debt provision.

財務回顧

業績

本集團2020年上半年的收益約為人民幣134.3百萬元，較2019年同期的約人民幣152.2百萬元減少約11.8%。2020年上半年，本集團錄得虧損約人民幣6.2百萬元，而於2019年上半年虧損約人民幣42.3百萬元。按2020年上半年已發行股份加權平均數約946.3百萬股(2019年上半年：約946.3百萬股)計算，本公司的每股虧損約為人民幣0.65分(2019年上半年：約人民幣4.47分)。

收益

本集團的收益由2019年上半年約人民幣152.2百萬元減少約11.8%至截至2020年6月30日止六個月約人民幣134.3百萬元。收益較去年同期大幅下降主要是由於受COVID-19對物流和電視購物平台銷售的影響。

毛利

本集團的毛利由2019年上半年的約人民幣74.9百萬元增加約5.7%至截至2020年6月30日止六個月的約人民幣79.2百萬元。本集團的平均毛利率則由2019年上半年的約49.2%，增長約9.8%至截至2020年6月30日止六個月的約59.0%。毛利增長主要是由於：(i)本集團在國內銷售渠道，較高毛利率的母嬰類產品銷售額佔比提升；及(ii)於2019年上半年通過低價促銷蜂蜜系列產品，故蜂蜜系列產品的毛利率較低。

其他收入及盈利

本集團的其他收入及盈利由2019年上半年的約人民幣5.9百萬元增加至2020年上半年的約人民幣7.8百萬元，主要是由於政府補助金及壞賬準備轉回。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

Selling and distribution expenses

The Group's selling and distribution expenses decreased by approximately 34.0% from approximately RMB79.2 million in the first half of 2019 to approximately RMB52.3 million for the six months ended 30 June 2020, representing approximately 52.0% and 38.9% of the Group's revenue respectively. Such decrease in selling and distribution expenses was mainly due to: (i) a decrease in staff expenses as a result of a decline in the headcount following the Group's closure of original retail shops under the Zhongsheng brand, and the takeover of certain administrative functions by the headquarters of the Group for the optimisation of staff structure of the online call centre; and (ii) a decrease in the promotion and marketing expenses as a result of the Group's cancellation of certain broadcasting schedule with TV shopping platforms and certain concessions offered by some TV shopping platforms due to the impact of COVID-19.

Administrative expenses

The Group's administrative expenses decreased by approximately 11.3% from approximately RMB40.7 million for the first half of 2019 to approximately RMB36.1 million for the six months ended 30 June 2020, representing approximately 26.7% and 26.9% of the Group's revenue respectively. Such decrease in administrative expenses was mainly due to a decrease in staff expenses and daily operating expenses.

Income tax credit/(expense)

Income tax credit/(expense) decreased from an income tax credit of approximately RMB1.0 million in the first half of 2019 to an income tax expense of approximately RMB1.5 million for the six months ended 30 June 2020, which was mainly due to the realisation of deferred tax assets relating to losses of previous years as one of the Company's subsidiaries turned profitable during the period. The Group's effective tax rates for the six months ended 30 June 2019 and 2020 were approximately 2.4% and (32.9)% respectively.

Loss for the period

The Group's loss for the period decreased from approximately RMB42.3 million in the first half of 2019 to approximately RMB6.2 million in the first half of 2020. The decrease in loss as compared with the corresponding period in last year was mainly due to the fact that the Group adjusted the sales channel and product structure, contributing to a higher gross profit margin. Meanwhile, the staff structure and headcount, marketing and promotion expenses and daily operating expenses were optimised, leading to a decrease in selling and distribution expenses and administrative expenses.

銷售及經銷開支

本集團的銷售及經銷開支由2019年上半年的約人民幣79.2百萬元下降約34.0%至截至2020年6月30日止六個月的約人民幣52.3百萬元，分別佔本集團收益約52.0%及38.9%。銷售及經銷開支下降主要是由於：(i) 人員開支的減少，本集團關閉原有中生品牌零售門店，減少了人員數量。同時，本集團總部接管部分行政職能崗位，以優化線上接線中心的人員結構；及(ii) 市場宣傳推廣開支的減少，受COVID-19的影響，本集團減少了電視購物平台的部分檔期，同時部分電視購物平台對檔期費用給予了一定的優惠。

行政開支

本集團的行政開支由2019年上半年的約人民幣40.7百萬元減少約11.3%至截至2020年6月30日止六個月的約人民幣36.1百萬元，分別佔本集團收益約26.7%及26.9%。行政開支的減少主要是由於人員開支及日常運營開支的減少。

所得稅抵免／(開支)

所得稅抵免／(開支)由2019年上半年的所得稅抵免約人民幣1.0百萬元減少至截至2020年6月30日止六個月的所得稅開支約人民幣1.5百萬元，主要由於隨著期內本公司的一間附屬公司實現盈利而變現以前年度虧損對應的遞延稅項資產。本集團截至2019年及2020年6月30日止六個月的實際稅率分別約為2.4%及(32.9)%。

本期虧損

本集團的本期虧損由2019年上半年約人民幣42.3百萬元減少至2020年上半年約人民幣6.2百萬元。虧損較去年同期減少主要是由於本集團對銷售渠道和產品結構進行調整，提升了毛利率水準。同時，對人員結構和數量、市場推廣宣傳費用及日常運營費用進行了優化，因此降低了銷售及經銷開支和行政開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

LIQUIDITY AND CAPITAL RESOURCES

Cash flow

As at 30 June 2020, cash and cash equivalents of the Group decreased by approximately RMB17.1 million as compared with 31 December 2019, which mainly comprised the net cash inflow in operating activities with the amount of approximately RMB15.6 million, net cash outflow in investing activities with the amount of approximately RMB8.0 million, net cash outflow from financing activities with the amount of approximately RMB23.9 million and exchange loss of approximately RMB0.7 million.

Inventories

The Group's inventories decreased to approximately RMB85.7 million as at 30 June 2020 (as at 31 December 2019: approximately RMB89.8 million), which was mainly due to the fact that the Group focused on the sales of the Good Health series products and reduced the inventory of Zhongsheng series products and Hejian series products. The Group's inventories comprised raw materials, work in progress, finished goods and goods merchandise. During the first half of 2020, the inventory turnover period was approximately 286 days (first half of 2019: approximately 303 days). The decrease in the inventory turnover period for the period was mainly due to the decrease in the level of the inventories of the Group's subsidiaries in the PRC and New Zealand.

Trade receivables

The Group's trade receivables amounted to approximately RMB28.6 million as at 30 June 2020 (as at 31 December 2019: approximately RMB44.4 million). During the first half of 2020, the Good Health series products were mainly sold through distributors and TV shopping platforms, of which the distributors were generally granted with credit terms of 30 days to 90 days, while the credit term granted to TV shopping platforms was 30 days. Such decrease in trade receivables was mainly due to (i) decreased in sales through TV shopping platforms; (ii) management accelerated the collection of trade receivables; and (iii) the newly increased sales of domestic distributors mainly adopted the cash-and-pay settlement method.

Trade payables

The Group's trade payables amounted to approximately RMB20.6 million as at 30 June 2020 (as at 31 December 2019: approximately RMB13.5 million). Turnover days for trade payables increased to approximately 55 days (first half of 2019: approximately 45 days). Such increases in the balance of trade payables and turnover days were mainly due to (i) raw materials reserves maintained by Good Health for production in the second half of 2020; and (ii) direct procurement of some Good Health series products by domestic companies of the Group from suppliers of New Zealand during the period, which offered longer credit term, resulting in the increase in the turnover days of trade payables.

流動資金和資本資源

現金流量

於2020年6月30日，本集團現金及現金等價物較2019年12月31日減少約人民幣17.1百萬元，主要包括經營活動現金淨流入約人民幣15.6百萬元、投資活動現金淨流出約人民幣8.0百萬元、融資活動現金淨流出約人民幣23.9百萬元以及匯率損失約人民幣0.7百萬元。

存貨

於2020年6月30日，本集團的存貨減少至約人民幣85.7百萬元（於2019年12月31日：約人民幣89.8百萬元），主要是由於本集團聚焦於銷售好健康系列產品，減少了中生系列產品和禾健系列產品的存貨。本集團的存貨包括原材料、在製品、製成品及商品。於2020年上半年，存貨周轉期約為286天（2019年上半年：約303天）。本期的存貨周轉期減少主要是由於本集團於中國及紐西蘭的附屬公司存庫水平減少。

貿易應收款項

於2020年6月30日，本集團的貿易應收款項約為人民幣28.6百萬元（於2019年12月31日：約人民幣44.4百萬元）。於2020年上半年，好健康系列產品主要通過經銷商和電視購物平台銷售，而通常給予經銷商的信用期為30天至90天，給予電視購物平台的信用期為30天。貿易應收款項減少主要是由於(i)電視購物平台的銷售下降；(ii)管理層加快收取貿易應收款項；及(iii)國內經銷商的新增銷售主要採用現金支付結算方法。

貿易應付款項

於2020年6月30日，本集團的貿易應付款項約為人民幣20.6百萬元（於2019年12月31日：約人民幣13.5百萬元）。貿易應付款項的周轉天數增加至約55天（2019年上半年：約45天）。貿易應付款項餘額及周轉天數增長，主要是由於(i)好健康為2020年下半年用於生產的原材料作備存；及(ii)於本期內，部分好健康系列產品，由本集團的國內公司直接從紐西蘭供應商採購，紐西蘭供應商給予的付款信用期較長，使得貿易應付款項的周轉天數增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

Foreign exchange exposure

As the Group conducts inbound transactions principally in RMB and outbound transactions principally in Australian dollar and New Zealand dollar, the Group had not utilised any financial instruments for hedging purposes as at 30 June 2020. During the first half of 2020, the Group recorded a net exchange loss of approximately RMB2.3 million (first half of 2019: net exchange loss of approximately RMB1.6 million), which was mainly due to the currency exchange of RMB and New Zealand dollar between the parent company in the PRC and Good Health in New Zealand.

Borrowings and pledge of assets

The Group had outstanding bank borrowings of approximately RMB7.5 million as at 30 June 2020. These bank borrowings are secured by the charge over the Group's 100% equity interests in Shanghai Weiyi Investment & Management Limited Company* (上海惟翊投資管理有限公司).

Gearing position

The gearing ratio, which represented total net debt (including interest bearing bank and other borrowings, lease liabilities, trade payables and other payables and accruals) divided by total equity attribute to owners of the parent and net debt multiplied by 100%, was 17.1% as at 30 June 2020 (as at 31 December 2019: 22.5%).

Capital expenditure

The Group invested approximately RMB3.3 million in the first half of 2020 (first half of 2019: approximately RMB24.1 million) for enhancement of fixed assets and equipment.

Capital commitments and contingent liabilities

As at 30 June 2020, the Group did not have capital commitments (as at 31 December 2019: nil). The Group had no material contingent liabilities as at 30 June 2020 (as at 31 December 2019: nil).

匯兌風險

由於本集團境內業務主要以人民幣進行交易，境外業務主要以澳元及紐西蘭元進行交易，於2020年6月30日，本集團並未使用任何金融工具作對沖用途。於2020年上半年，本集團產生匯兌損失淨額約人民幣2.3百萬元(2019年上半年：匯兌損失淨額約人民幣1.6百萬元)，主要是由於中國母公司和紐西蘭好健康之間的人民幣和紐西蘭元的貨幣兌換引致。

借款及資產抵押

於2020年6月30日，本集團有未償還銀行借款約人民幣7.5百萬元。該筆銀行借款以抵押本集團於上海惟翊投資管理有限公司100%股權。

資產負債狀況

資產負債比率乃將總負債淨額(包括計息銀行及其他借款、租賃負債、貿易應付款項及其他應付款項以及應計費用)除以母公司擁有人應佔總權益及負債淨額再乘以100%後呈列，於2020年6月30日為17.1%(於2019年12月31日：22.5%)。

資本開支

於2020年上半年，本集團斥資約人民幣3.3百萬元(2019年上半年：約人民幣24.1百萬元)投放於固定資產及設備改良。

資本承擔及或然負債

於2020年6月30日，本集團無資本承擔(於2019年12月31日：無)。於2020年6月30日，本集團並無重大或然負債(於2019年12月31日：無)。

* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論和分析

OUTLOOK

Looking into the second half of 2020, the Group will continue to invest resources in the marketing and promotion of the Good Health series products in domestic distributor channels and cross-border e-commerce platforms.

Upon penetrating into the PRC market, our maternity series products under Good Health brand have maintained a rapid growth, alongside growing brand influence and product exhibits of Good Health in the relevant channels. In the second half of 2020, the Company will further strengthen cooperation with core domestic distributors in terms of sales channel construction, brand promotion, and product knowledge trainings of the maternity series products under the Good Health brand.

Despite the difficulties and challenges to the development and operation of enterprises, COVID-19 has enhanced the health awareness of the public and caused an increasing demand for nutritional supplements. As there is enormous growth potential for the maternity market and nutritional supplement sector in the PRC, the Group is confident in providing high-quality products and services to the general public and creating greater values for the customers and the society.

HUMAN RESOURCES MANAGEMENT

Quality and dedicated staff is indispensable asset to the Group's success in the competitive market. By providing comprehensive trainings and corporate culture education periodically, the Group's employees are able to obtain on-going training and development in the nutritional supplements industry. Furthermore, the Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to all employees. The Group reviews its human resources and remuneration policies periodically to ensure that they are in line with market practice and regulatory requirements. As at 30 June 2020, the Group employed work force of 437, including 213 employees of Zhongsheng, 89 employees of Hejian, 105 employees of Good Health, 3 employees of Australia and 27 employees of Living Nature. The total salaries and related costs for the six months ended 30 June 2020 amounted to approximately RMB33.1 million (first half of 2019: approximately RMB40.1 million).

展望

展望2020年下半年，本集團將繼續聚焦資源在好健康系列產品在國內經銷商渠道以及跨境電子商務平台的宣傳推廣。

好健康品牌母嬰系列產品自進入中國市場以來，保持了高速的成長。好健康品牌在相關渠道的影響力以及鋪貨量也不斷提升。於2020年下半年，本公司將進一步加強與國內核心經銷商在好健康品牌母嬰系列產品的銷售渠道建設、品牌宣傳推廣及產品知識培訓等方面的合作。

雖然COVID-19給企業發展經營帶來了困難與挑戰，但與此同時增強了社會大眾的健康意識，對營養膳食補充劑的需求也在不斷提升。由於中國母嬰市場及營養膳食補充劑行業具有巨大的增長潛力，本集團有信心為社會大眾提供高品質的產品與服務，創造更多的客戶和社會價值。

人力資源管理

高質素及盡責的員工是本集團於競爭市場得以成功不可或缺的資產。藉著定期提供全面的培訓及企業文化教育，本集團員工能夠獲得營養膳食補充劑行業方面的持續培訓及發展。此外，本集團為全體僱員提供符合行業慣例並具競爭力的薪酬待遇及多種附帶福利。本集團定期檢討其人力資源及薪酬政策，以確保符合市場慣例及監管規定。於2020年6月30日，本集團僱用員工人數437人（包括中生213名員工、禾健89名員工、好健康105名員工、澳大利亞3名員工及Living Nature 27名員工）。截至2020年6月30日止六個月的薪金及相關成本總額約為人民幣33.1百萬元（2019年上半年：約人民幣40.1百萬元）。

OTHER INFORMATION 其他資料

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the interests and short positions of the Directors, supervisors and chief executives of the Company in the share capital and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange, are set out below:

董事、監事及高級管理人員於股份及相關股份的權益及淡倉

於2020年6月30日，董事、本公司監事及高級管理人員於本公司或其任何相關法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股本及相關股份中擁有的根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉載列如下：

Name	Capacity	Nature of interest	Class of share of the Company	Number of shares held as at 30 June 2020 ⁽¹⁾ 於2020年6月30日所持股份數目 ⁽¹⁾	Approximate shareholding percentage in the relevant class of shares ⁽⁴⁾ 於相關類別股份的概約持股百分比 ⁽⁴⁾ (%)	Approximate shareholding percentage in the total share capital ⁽³⁾ 於總股本的概約持股百分比 ⁽³⁾ (%)
姓名	身份	權益性質	本公司股份類別			
Mr. Gui Pinghu ("Mr. Gui") ⁽²⁾ 桂平湖先生 ("桂先生") ⁽²⁾	Director 董事	Beneficial owner 實益擁有人	Domestic Shares 內資股	487,344,238 (L)	72.32%	51.50%
		Interest of spouse 配偶權益	Domestic Shares 內資股	52,965,000 (L)	7.86%	5.60%
		Beneficial owner 實益擁有人	H Shares H股	6,456,000 (L)	2.37%	0.68%
Ms. Zhang Yuan 張源女士	Director 董事	Beneficial owner 實益擁有人	Domestic Shares 內資股	6,599,550 (L)	0.98%	0.70%
		Beneficial owner 實益擁有人	H Shares H股	218,000 (L)	0.08%	0.02%
Ms. Zhu Feifei 朱飛飛女士	Director 董事	Beneficial owner 實益擁有人	Domestic Shares 內資股	659,340 (L)	0.10%	0.07%
Ms. Yu Min 余敏女士	Supervisor 監事	Beneficial owner 實益擁有人	Domestic Shares 內資股	659,340 (L)	0.10%	0.07%

OTHER INFORMATION

其他資料

Notes:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) Mr. Gui is the spouse of Ms. Wu Yanmei. Under the SFO, Mr. Gui was deemed to be interested in the same number of shares in which Ms. Wu Yanmei was interested.
- (3) As at 30 June 2020, the number of the total issued shares of the Company was 946,298,370.
- (4) As at 30 June 2020, the number of issued domestic shares and H shares of the Company was 673,828,770 and 272,469,600 respectively.

Save as disclosed above, as at 30 June 2020, none of the Directors, supervisors and chief executives of the Company, or any of their spouses, or children under 18 years of age, has any interests or short positions in the shares and underlying shares of the Company, recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Directors', Supervisors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares", at no time in the period was the Company or any of its subsidiaries or fellow subsidiaries a party to any arrangements which enable the Directors and supervisors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors and supervisors of the Company, or any of their spouses or children under 18 years of age was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 桂先生為吳艷梅女士的配偶。根據證券及期貨條例，桂先生被視為擁有吳艷梅女士所持有同等數目股份的權益。
- (3) 於2020年6月30日，本公司之全部已發行股份數目為946,298,370股。
- (4) 於2020年6月30日，本公司之已發行內資股及H股數目分別為673,828,770股及272,469,600股。

除上文披露者外，於2020年6月30日，董事、本公司監事及高級管理人員或任何彼等的配偶或未滿18歲的子女，概無於本公司股份及相關股份中擁有任何須記錄於根據證券及期貨條例第352條備存的登記冊或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事及監事購買股份或債券的權利

除「董事、監事及高級管理人員於股份及相關股份的權益及淡倉」一節所披露者外，於本期間任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何可使董事及本公司監事通過購買本公司或任何其他法人團體的股份或債券而獲得利益的安排，且概無董事及本公司監事或任何彼等的配偶或未滿18歲的子女獲授予認購本公司或任何其他法人團體的股本或債務證券的權利，亦無行使任何該等權利。

OTHER INFORMATION 其他資料

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

As at 30 June 2020, the interests and short positions of the persons who hold 5% or more of the class shares in the issued share capital of the Company (other than Directors and supervisors of the Company), as recorded in the register required to be kept by the Company under section 336 of the SFO are set out below:

主要股東於股份及相關股份的權益及淡倉

於2020年6月30日，按本公司根據證券及期貨條例第336條規定所備存的登記冊所記錄，於本公司已發行股本中持有類別股份5%或以上人士（董事及本公司監事除外）的權益及淡倉載列如下：

Name	Nature of interest	Class of share of the Company	Number of shares held as at 30 June 2020 ⁽¹⁾ 於2020年6月30日所持股份數目 ⁽¹⁾	Approximate shareholding percentage in the relevant class of shares ⁽⁴⁾ 於相關類別股份的概約持股百分比 ⁽⁴⁾ (%)	Approximate shareholding percentage in the total share capital ⁽³⁾ 於總股本的概約持股百分比 ⁽³⁾ (%)
姓名	權益性質	本公司股份類別			
Ms. Wu Yanmei ⁽²⁾ 吳艷梅女士 ⁽²⁾	Beneficial owner 實益擁有人	Domestic Shares 內資股	52,965,000 (L)	7.86%	5.60%
	Interest of spouse 配偶權益	Domestic Shares 內資股	487,344,238 (L)	72.32%	51.50%
Ms. Zhou Li 周麗女士	Beneficial owner 實益擁有人	Domestic Shares 內資股	44,084,321 (L) ⁽⁵⁾	6.54%	4.66%
Mr. Cheng Xiaowei ⁽⁶⁾ 程小偉先生 ⁽⁶⁾	Interest of spouse 配偶權益	Domestic Shares 內資股	44,084,321 (L)	6.54%	4.66%
Mr. Gui Ke 桂客先生	Beneficial owner 實益擁有人	Domestic Shares 內資股	61,111,000 (L)	9.07%	6.46%
Ms. Li Shi ⁽⁷⁾ 李詩女士 ⁽⁷⁾	Interest of spouse 配偶權益	Domestic Shares 內資股	61,111,000 (L)	9.07%	6.46%
Mr. Chen Xuelin 陳學林先生	Beneficial owner 實益擁有人	H Shares H股	27,576,000 (L)	10.12%	2.91%
Hin Sang Group (International) Holding Co., Ltd. 衍生集團(國際)控股有限公司	Beneficial owner 實益擁有人	H Shares H股	59,121,600 (L) ⁽⁸⁾	21.70%	6.25%
Genwealth Group Holding Company Limited 衍富集團控股有限公司	Interest of controlled Corporation 受控法團權益	H Shares H股	59,121,600 (L) ⁽⁸⁾	21.70%	6.25%
Ms. Kwan Lai Man ⁽⁹⁾ 關麗雯女士 ⁽⁹⁾	Interest of controlled Corporation 受控法團權益	H Shares H股	59,121,600 (L) ⁽⁸⁾	21.70%	6.25%
	Interest of spouse 配偶權益	H Shares H股	404,000 (L)	0.15%	0.04%
Mr. Pang Siu Hin 彭少衍先生	Interest of controlled Corporation 受控法團權益	H Shares H股	59,121,600 (L) ⁽⁸⁾	21.70%	6.25%
	Beneficial owner 實益擁有人	H Shares H股	404,000 (L)	0.15%	0.04%

OTHER INFORMATION 其他資料

Notes:

- (1) The letter "L" represents long position in such securities.
- (2) Ms. Wu Yanmei is the spouse of Mr. Gui. Under the SFO, Ms. Wu Yanmei was deemed to be interested in the same number of shares in which Mr. Gui was interested.
- (3) As at 30 June 2020, the number of total issued shares of the Company was 946,298,370.
- (4) As at 30 June 2020, the number of issued domestic shares and H shares of the Company was 673,828,770 and 272,469,600 respectively.
- (5) On 22 June 2020, Ms. Zhou Li and Mr. Gui entered into a sale and purchase agreement, pursuant to which Ms. Zhou Li agreed to sell and Mr. Gui agreed to purchase 9,008,868 domestic shares of the Company. The transaction was completed on 20 July 2020, after that, Ms. Zhou Li only held 35,075,453 domestic shares of the Company instead.
- (6) Mr. Cheng Xiaowei is the spouse of Ms. Zhou Li. Under the SFO, Mr. Cheng Xiaowei was deemed to be interested in the same number of shares in which Ms. Zhou Li was interested.
- (7) Ms. Li Shi is the spouse of Mr. Gui Ke. Under the SFO, Ms. Li Shi was deemed to be interested in the same number of shares in which Mr. Gui Kei was interested.
- (8) These 59,121,600 H shares were held by Hin Sang Group (International) Holding Co., Ltd., an exempted company incorporated with limited liability in the Cayman Islands whose issued shares are listed on the Stock Exchange (stock code: 6893). Hin Sang Group (International) Holding Co., Ltd. was held as to 50.68% by Genwealth Group Holding Company Limited, which is beneficially owned as to 90% by Mr. Pang Siu Hin and 10% by Ms. Kwan Lai Man. Ms. Kwan Lai Man is the spouse of Mr. Pang Siu Hin. Accordingly, Genwealth Group Holding Company Limited, Mr. Pang Siu Hin and Ms. Kwan Lai Man were deemed to hold interests in these H shares under the SFO.
- (9) Ms. Kwan Lai Man is the spouse of Mr. Pang Siu Hin. Under the SFO, Ms. Kwan Lai Man was deemed to be interested in the same number of shares in which Mr. Pang Siu Hin was interested.

Save as disclosed above, as at 30 June 2020, the Company had not been notified by any persons (other than Directors, supervisors or the chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which shall be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register kept by the Company pursuant to section 336 of the SFO.

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 吳艷梅女士為桂先生的配偶。根據證券及期貨條例，吳艷梅女士將被視為擁有桂先生所持有同等數目股份的權益。
- (3) 於2020年6月30日，本公司之全部已發行股份數目為946,298,370股。
- (4) 於2020年6月30日，本公司之已發行內資股及H股數目分別為673,828,770股及272,469,600股。
- (5) 於2020年6月22日，周麗女士與桂先生訂立股份買賣協議。據此，周麗女士同意出售且桂先生同意購買9,008,868股本公司內資股。該交易於2020年7月20日完成，其後周麗女士只持有35,075,453股本公司內資股。
- (6) 程小偉先生為周麗女士的配偶。根據證券及期貨條例，程小偉先生被視為擁有周麗女士所持有同等數目股份的權益。
- (7) 李詩女士為桂客先生的配偶。根據證券及期貨條例，李詩女士將被視為擁有桂客先生所持有同等數目股份的權益。
- (8) 該等59,121,600股H股由衍生集團(國際)控股有限公司(一間於開曼群島註冊成立的獲豁免有限公司，其已發行股份於聯交所上市(股份代號：6893))持有。衍生集團(國際)控股有限公司由衍富集團控股有限公司持有50.68%，其分別由彭少衍先生及關麗雯女士實益擁有90%及10%權益。關麗雯女士為彭少衍先生的配偶。因此，根據證券及期貨條例，衍富集團控股有限公司、彭少衍先生及關麗雯女士被視為於該等H股中持有權益。
- (9) 關麗雯女士為彭少衍先生之配偶。根據證券及期貨條例，關麗雯女士被視為於彭少衍先生擁有權益的相同股份數目中擁有權益。

除上文披露者外，於2020年6月30日，本公司概無獲任何人士(董事、本公司監事或高級管理人員除外)告知彼於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部規定向本公司披露及根據證券及期貨條例第336條規定記錄於本公司備存的登記冊的權益或淡倉。

OTHER INFORMATION 其他資料

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

For the six months ended 30 June 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules on the Stock Exchange as the code of conduct for Directors in their dealings in the Company's securities.

The Company has made specific enquiry with the Directors and all the Directors confirmed that they have complied with the Model Code throughout the six months ended 30 June 2020 and up to the date of this interim report.

CODE OF CORPORATE GOVERNANCE PRACTICE

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report ("CG Code") contained in Appendix 14 to the Listing Rules on the Stock Exchange.

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the CG Code contained in Appendix 14 to the Listing Rules on the Stock Exchange for the six months ended 30 June 2020 and up to the date of this interim report.

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2020 (For the six months ended 30 June 2019: nil).

AUDIT COMMITTEE REVIEW

The unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2020 have been reviewed by the audit committee of the Company (the "Audit Committee"). The Audit Committee has been established in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules on the Stock Exchange and with written terms of reference in compliance with the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Mr. Zhang Jitong, Ms. Cai Tianchen and Mr. Wang Wei. Ms. Cai Tianchen serves as the chairman of the Audit Committee. The primary responsibilities of the Audit Committee are to review and monitor the financial reporting, internal control and risk management systems of the Company and to assist the Board to fulfill its responsibilities over audit.

購買、出售或贖回本公司上市證券

截至2020年6月30日止六個月，本公司及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。

證券交易的標準守則

本公司已採納聯交所上市規則附錄十所載的標準守則，作為規管董事買賣本公司證券的行為守則。

本公司已向董事作出特定查詢，全體董事已確認，彼等於截至2020年6月30日止六個月及直至本中期報告日期均已遵守標準守則。

企業管治常規守則

本公司的企業管治常規乃基於聯交所上市規則附錄十四所載的企業管治守則及企業管治報告（「企業管治守則」）原則及守則條文。

董事認為，本公司截至2020年6月30日止六個月及直至本中期報告日期均已遵守聯交所上市規則附錄十四所載的企業管治守則所載之所有守則條文。

中期股息

董事會不建議派付截至2020年6月30日止六個月之中期股息（截至2019年6月30日止六個月：無）。

審核委員會審核

本集團截至2020年6月30日止六個月的未經審核簡明綜合中期業績已由本公司審核委員會（「審核委員會」）審閱。審核委員會已遵照聯交所上市規則第3.21條及第3.22條成立，並制定符合企業管治守則的書面職權範圍。審核委員會由三名獨立非執行董事張繼彤先生、蔡天晨女士及王璋先生組成。蔡天晨女士為審核委員會主席。審核委員會的主要職責為審閱及監察本公司的財務申報、內部控制及風險管理系統，以及協助董事會履行其審核職責。

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

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

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

		Notes 附註	2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (unaudited) (未經審核)
Revenue	收益	4	134,300	152,174
Cost of sales	銷售成本		(55,110)	(77,251)
Gross profit	毛利		79,190	74,923
Other income and gains	其他收入及盈利	4	7,759	5,864
Selling and distribution expenses	銷售及經銷開支		(52,255)	(79,176)
Administrative expenses	行政開支		(36,122)	(40,736)
Finance costs	融資成本		(812)	(2,023)
Other expenses	其他開支		(2,407)	(2,153)
Loss before tax	除稅前虧損	5	(4,647)	(43,301)
Income tax (expense)/credit	所得稅(開支)/抵免	6	(1,528)	1,031
Loss for the period	本期虧損		(6,175)	(42,270)
Loss attributable to: Owners of the parent	以下各項應佔虧損： 母公司擁有人		(6,175)	(42,270)
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods, net of tax	於期後或重新分類為利潤或 虧損的其他全面(虧損)/收入， 除稅後			
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額		(2,894)	545
Total comprehensive loss for the period	本期全面虧損總額		(9,069)	(41,725)
Total comprehensive loss attributable to: Owners of the parent	以下各項應佔全面虧損總額： 母公司擁有人		(9,069)	(41,725)
Loss per share attributable to ordinary equity holders of the parent:	母公司普通權益持有人 應佔每股虧損：		RMB 人民幣	RMB 人民幣
— Basic and diluted for loss	— 基本及攤薄虧損	8	(0.65) cent 分	(4.47) cents 分

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

As at 30 June 2020 於 2020 年 6 月 30 日

			30 June 2020 2020年6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 2019年12月31日 RMB'000 人民幣千元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	150,856	154,966
Investment properties	投資物業		2,630	2,630
Right-of-use assets	使用權資產		25,052	28,880
Goodwill	商譽		42,047	43,413
Other intangible assets	其他無形資產		27,938	30,361
Deferred tax assets	遞延稅項資產		10,850	12,763
Other non-current assets	其他非流動資產		5,453	5,454
Total non-current assets	非流動資產總值		264,826	278,467
Current assets	流動資產			
Inventories	存貨	10	85,722	89,751
Trade receivables	貿易應收款項	11	28,591	44,400
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	12	20,350	17,434
Tax recoverable	可收回稅項		3,090	3,462
Pledged deposits	已抵押按金		3,230	1,685
Cash and cash equivalents	現金及現金等價物	13	90,462	107,521
Total current assets	流動資產總值		231,445	264,253
TOTAL ASSETS	總資產		496,271	542,720
Current liabilities	流動負債			
Trade payables	貿易應付款項	14	20,596	13,495
Other payables and accruals	其他應付款項及應計費用	15	39,097	59,318
Interest-bearing bank borrowings	計息銀行借款	16	7,500	27,500
Lease liabilities	租賃負債		5,228	6,256
Tax payables	應付稅項		6,218	6,545
Total current liabilities	流動負債總額		78,639	113,114
NET CURRENT ASSETS	流動資產淨值		152,806	151,139
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		417,632	429,606
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		10,359	13,013
Deferred tax liabilities	遞延稅項負債		4,486	4,715
Provision	撥備		706	728
Total non-current liabilities	非流動負債總額		15,551	18,456
NET ASSETS	資產淨值		402,081	411,150
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	17	94,630	94,630
Other reserves	其他儲備		307,451	316,520
TOTAL EQUITY	權益總額		402,081	411,150

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔								
		Share capital	Capital reserve	Translation reserve	Surplus reserve	Merger reserve	Other reserve	Asset revaluation reserve	Accumulated losses	Total equity
		股本	資本儲備	換算儲備	盈餘儲備	合併儲備	其他儲備	重估儲備	累計虧損	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 17)								
		(附註17)								
At 1 January 2020 (audited)	於2020年1月1日(經審核)	94,630	544,223	(1,670)	57,007	(3,871)	(2,022)	101	(277,248)	411,150
Loss for the period	本期虧損	-	-	-	-	-	-	-	(6,175)	(6,175)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	(2,894)	-	-	-	-	-	(2,894)
Total comprehensive loss for the period	本期全面虧損總額	-	-	(2,894)	-	-	-	-	(6,175)	(9,069)
Liquidation of subsidiaries	附屬公司清盤	-	-	-	(496)	-	-	-	496	-
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	94,630	544,223*	(4,564)*	56,511*	(3,871)*	(2,022)*	101*	(282,927)*	402,081

* These reserve accounts comprise the consolidated other reserves of RMB307,451,000 (30 June 2019: RMB467,199,000) in the consolidated statement of financial position.

* 此等儲備賬目包括綜合財務狀況表內的綜合其他儲備人民幣307,451,000元(2019年6月30日：人民幣467,199,000元)。

		Attributed to owners of the parent 母公司擁有人應佔							
		Share capital	Capital reserve	Translation reserve	Surplus reserve	Merger reserve	Other reserve	Accumulated losses	Total equity
		股本	資本儲備	換算儲備	盈餘儲備	合併儲備	其他儲備	累計虧損	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 17)							
		(附註17)							
At 1 January 2019 (audited)	於2019年1月1日(經審核)	94,630	544,223	(3,823)	58,230	(3,871)	(2,022)	(83,813)	603,554
Loss for the period	本期虧損	-	-	-	-	-	-	(42,270)	(42,270)
Exchange difference on translation of foreign operations	換算海外業務的匯兌差額	-	-	545	-	-	-	-	545
Total comprehensive income/(loss) for the period	本期全面收入/(虧損)總額	-	-	545	-	-	-	(42,270)	(41,725)
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	94,630	544,223	(3,278)	58,230	(3,871)	(2,022)	(126,083)	561,829

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		For the six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net cash from/(used in) operating activities	經營活動所得／(所用) 現金淨額	15,587	(65,340)
Net cash used in investing activities	投資活動所用現金淨額	(7,985)	(11,246)
Net cash (used in)/from financing activities	融資活動(所用)／所得 現金淨額	(23,920)	7,985
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(16,318)	(68,601)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	107,521	201,411
Effect of exchange rate changes, net	匯率變動的影響，淨額	(741)	547
Cash and cash equivalents at end of the period	期末現金及現金等價物	90,462	133,357
	13		

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

1. CORPORATE AND GROUP INFORMATION

The Company is a joint stock limited liability company established in the People's Republic of China (the "PRC"). The address of its registered office is 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC.

The Group is principally engaged in the manufacturing and sale of nutritional supplements and health food products in the PRC, Australia and New Zealand.

Information about subsidiaries

Particulars of the Company's subsidiaries as at 30 June 2020 are as follows:

Name 名稱	Place of incorporation or establishment and place of operation/ date of incorporation and establishment/ type of legal entity 註冊成立或成立地點及 經營地點/註冊成立及 成立日期/法人類別	Fully paid share capital/ registered capital 已繳足股本/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔權益 之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
南京中生生物科技有限公司	The PRC 17 June 2003 Limited liability company 中國 2003年6月17日 有限公司	RMB20,000,000 人民幣 20,000,000元	100%	–	Manufacture, processing and sale of health food products 生產、加工及銷售 保健食品
蘇州中生健康生物製品 有限公司	The PRC 26 March 2008 Limited liability company 中國 2008年3月26日 有限公司	RMB600,000 人民幣 600,000元	100%	–	Retailing of health food products 零售保健食品
Australia Cobayer Health Food Co Pty Ltd.	Australia 2 March 2009 Limited liability company 澳大利亞 2009年3月2日 有限公司	AUD2,000 2,000 澳元	100%	–	Trading of food products 食品貿易
上海惟翊投資管理有限公司	The PRC 21 October 2014 Limited liability company 中國 2014年10月21日 有限公司	RMB120,000,000 人民幣 120,000,000元	100%	–	Investment holding 投資控股

1. 公司及集團資料

本公司乃於中華人民共和國(「中國」)成立的股份有限公司。註冊辦事處地址為中國江蘇省南京玄武區長江路188號德基大廈30樓。

本集團主要在中國、澳大利亞及紐西蘭從事製造及銷售營養膳食補充劑及保健食品。

有關附屬公司之資料

本公司附屬公司於2020年6月30日之詳情如下：

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation or establishment and place of operation/ date of incorporation and establishment/ type of legal entity 註冊成立或成立地點及 經營地點/註冊成立及 成立日期/法人類別	Fully paid share capital/ registered capital 已繳足股本/ 註冊資本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
南京宅易購電子商務有限公司	The PRC 21 April 2015 Limited liability company 中國 2015年4月21日 有限公司	RMB1,000,000 人民幣 1,000,000元	100%	-	Retailing of health food products 零售保健食品
Good Health Products Limited	New Zealand 22 December 1987 Limited liability company 紐西蘭 1987年12月22日 有限公司	NZD2,200,002 紐西蘭元 2,200,002	-	100%	Manufacture, processing and sale of health food products 生產、加工及銷售 保健食品
上海禾健營養食品有限公司 (Hejian)	The PRC 30 May 2007 Limited liability company 中國 2007年5月30日 有限公司	RMB20,000,000 人民幣 20,000,000元	100%	-	Retailing of health food products 零售保健食品
上海集騰信息科技 有限公司	The PRC 30 September 2011 Limited liability company 中國 2011年9月30日 有限公司	RMB1,000,000 人民幣 1,000,000元	-	100%	Information technology maintenance services 信息技術維護服務
Living Nature Natural Products Limited (LN)	New Zealand 1987 Limited liability company 紐西蘭 1987年 有限公司	NZD14,784,444 紐西蘭元 14,784,444	100%	-	Manufacture, and sale of cosmetics and skin care products 生產及銷售化妝品及 護膚品

1. 公司及集團資料(續)

有關附屬公司之資料(續)

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES

2.1 Basis of Preparation

These unaudited interim condensed consolidated financial statements of the Group for the six months ended 30 June 2020 (the "period") have been prepared in accordance with Hong Kong Accounting Standards ("HKAS") 34 *Interim Financial Reporting*.

These unaudited interim condensed consolidated financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

These unaudited interim condensed consolidated financial statements do not include all information and disclosures required in the Group's annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2019.

2.2 Changes In Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the period's financial information.

Amendments to HKFRS 3	<i>Definition of a Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendment to HKFRS 16	<i>COVID-19-Related Rent Concessions (early adopted)</i>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>

2. 編製基準及本集團會計政策變動

2.1 編製基準

本集團截至2020年6月30日止六個月(「本期」)的未經審核中期簡明綜合財務報表乃根據香港會計準則(「香港會計準則」)第34號中期財務報告而編製。

此等未經審核中期簡明綜合財務報表乃以人民幣(「人民幣」)呈列，而除非另有指明外，所有數值已約整至最接近的千位。

此等未經審核中期簡明綜合財務報表並未包含本集團年度綜合財務報表須載入的所有資料及披露，且應與本集團截至2019年12月31日止年度的年度綜合財務報表一併閱讀。

2.2 會計政策變動及披露

編製中期簡明綜合財務資料所採用的會計政策與編製本集團截至2019年12月31日止年度的年度綜合財務報表所採用者一致，惟於本期財務資料首次採用以下經修訂的香港財務報告準則(「香港財務報告準則」)除外。

香港財務報告準則第3號修訂本	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革
香港財務報告準則第16號修訂本	與COVID-19有關之租金優惠(提早採用)
香港會計準則第1號及香港會計準則第8號修訂本	重大之定義

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)

2.2 Changes In Accounting Policies and Disclosures (Continued)

The nature and impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.
- (b) Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedge relationships.

2. 編製基準及本集團會計政策變動(續)

2.2 會計政策變動及披露(續)

經修訂香港財務報告準則之性質及影響如下所述：

- (a) 香港財務報告準則第3號修訂本澄清業務的定義，並提供額外指引。該等修訂本訂明可視為業務的一組整合活動和資產，必須至少包括一項投入及一項重要過程，而兩者必須對創造產出的能力有重大貢獻。業務之存在毋須包括創造產出所需的所有投入及過程。該等修訂本取消了評估市場參與者是否有能力收購業務並能持續創造產出的規定，轉為重點關注所取得的投入和重要過程共同對創造產出的能力有否重大貢獻。該等修訂本亦已收窄產出的定義範圍，重點關注為客戶提供的商品或服務、投資收益或日常活動產生的其他收入。此外，該等修訂本亦提供有關評估所取得的過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動和資產是否不屬於業務進行簡化評估。本集團已前瞻性地將該等修訂本應用於2020年1月1日或之後發生的交易或其他事件。該等修訂本並未對本集團的財務狀況及表現產生任何影響。
- (b) 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本旨在解決銀行同業拆息改革對財務申報之影響。該等修訂本提供可在替換現有利率基準前之不確定期限內繼續進行對沖會計處理之暫時性補救措施。此外，該等修訂本規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。由於本集團並無任何利率對沖關係，因此該等修訂本並未對本集團財務狀況及表現造成任何重大影響。

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2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective retrospectively for annual periods beginning on or after 1 June 2020 with earlier application permitted.

During the period, certain monthly lease payments for the leases of the Group's office buildings have been reduced or waived by the lessors as a result of the COVID-19 and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 January 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the COVID-19 during the period. Accordingly, a reduction in the lease payments arising from the rent concessions of RMB217,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and the corresponding right-of-use assets for the period.

2. 編製基準及本集團會計政策變動 (續)

2.2 會計政策變動及披露 (續)

- (c) 香港財務報告準則第16號修訂本為承租人提供一個實際可行的權宜方法以選擇就COVID-19的直接後果產生的租金寬免不應用租賃修改會計處理。該實際可行權宜方法僅適用於COVID-19直接後果產生的租金寬免，且僅當(i)租賃付款的變動使租賃代價有所修改，而經修改的租賃代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；(ii)租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及(iii)租賃的其他條款及條件並無實質變動。該修訂本於2020年6月1日或之後開始的年度期間追溯有效，允許提早應用。

於本期內，由於COVID-19，出租人已減少或豁免本集團辦公樓宇租賃的若干月租付款，而租賃條款並無其他變動。本集團已於2020年1月1日提早採納該修訂本，並選擇不就於本期內出租人因COVID-19而授出的所有租金寬減應用租賃修改會計處理。因此，因租金寬減產生的租賃付款減幅人民幣217,000元已入賬列作可變租賃付款，方法為終止確認於本期的部分租賃負債及相應使用權資產。

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For the six months ended 30 June 2020 截至2020年6月30日止六個月

2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (d) Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. The amendments did not have any impact on the Group's interim condensed consolidated financial information.

3. OPERATING SEGMENT INFORMATION

(a) Reportable segments

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the manufacture and sale of nutritional supplements and the sale of packaged health food products in the PRC, Australia and New Zealand.

2. 編製基準及本集團會計政策變動(續)

2.2 會計政策變動及披露(續)

- (d) 香港會計準則第1號及香港會計準則第8號修訂本提供重大的新定義。新定義列明，倘資料遭忽略、錯誤陳述或隱瞞時可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出的決定，則資料屬重大。該等修訂本澄清重大與否視乎資料的性質或幅度。該等修訂本並未對本集團的中期簡明綜合財務資料產生任何影響。

3. 經營分部資料

(a) 可報告分部

本集團根據由主要經營決策人審閱用於作出戰略決策的報告釐定其經營分部。就管理方面而言，本集團經營以其產品為單位的單一業務分部，並設有單一可報告分部，即在中國、澳大利亞及紐西蘭製造及銷售營養膳食補充劑以及銷售包裝保健食品。

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For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. OPERATING SEGMENT INFORMATION (CONTINUED)

(b) Geographical information

Most of the group companies are domiciled in the PRC and the majority of the non-current assets are located in the PRC, New Zealand and Australia. The Group's revenue from external customers is primarily derived in the PRC, New Zealand and Australia.

The following is an analysis of the Group's revenue from its major markets:

		For the six months ended 30 June 2020	For the six months ended 30 June 2019
		截至2020年6月30日止六個月	截至2019年6月30日止六個月
		RMB'000	RMB'000
		人民幣千元 (unaudited)	人民幣千元 (unaudited)
		(未經審核)	(未經審核)
PRC	中國	76,825	95,675
New Zealand	紐西蘭	50,607	51,975
Australia	澳大利亞	1,732	1,725
Other countries	其他國家	5,136	2,799
		134,300	152,174

(c) Non-current assets

		As at 30 June 2020	As at 31 December 2019
		於2020年6月30日	於2019年12月31日
		RMB'000	RMB'000
		人民幣千元 (unaudited)	人民幣千元 (audited)
		(未經審核)	(經審核)
PRC	中國	167,494	172,191
New Zealand	紐西蘭	38,590	43,582
Australia	澳大利亞	392	1,064
		206,476	216,837

3. 經營分部資料(續)

(b) 地區資料

本集團旗下大部份公司的所屬地為中國且大部份非流動資產均位於中國、紐西蘭及澳大利亞。本集團來自外部客戶的收入主要在中國、紐西蘭及澳大利亞產生。

以下為本集團來自主要市場的收益分析：

(c) 非流動資產

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For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. OPERATING SEGMENT INFORMATION (CONTINUED)

(c) Non-current assets (Continued)

The non-current assets information above is based on the locations of the assets and excludes goodwill, deferred tax assets and other non-current assets.

(d) Information about major customers

No revenue from transactions with a single external customer amounted to 10% or more of the Group's revenue.

4. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts, and the value of services rendered.

An analysis of revenue, other income and gains is as follows:

3. 經營分部資料(續)

(c) 非流動資產(續)

以上非流動資產之資料乃基於資產所處位置且未計及商譽、遞延稅項資產及其他非流動資產。

(d) 有關主要客戶的資料

概無與單一外部客戶交易的收益佔本集團收益的10%或以上。

4. 收益、其他收入及盈利

收益指已售貨品經扣除退貨撥備及貿易折扣後的發票淨值及所提供服務的價值。

收益、其他收入及盈利的分析如下：

		For the six months ended 30 June 2020	For the six months ended 30 June 2019
		截至2020年6月30日止六個月	截至2019年6月30日止六個月
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Type of goods or services	貨品或服務類型		
Sale of goods	銷售貨品	134,268	151,897
Rendering of services	提供服務	32	277
		134,300	152,174
Timing of revenue recognition	收益確認時間		
Goods or services transferred at a point in time	按轉讓貨品或服務時的時間點	134,300	152,174
Total revenue from contracts with customers	來自客戶合約的收益總額	134,300	152,174
Other income and gains	其他收入及盈利		
Bank interest income	銀行利息收入	371	2,079
Reversal of impairment of trade receivables	貿易應收款項減值撥回	1,810	360
Government grants*	政府補助金*	5,289	3,290
Other	其他	289	135
		7,759	5,864

* Various government grants have been received for the Group's contribution to the development of local economy. In addition, certain subsidies have been received in connection with COVID-19 given by New Zealand Government. There are no unfulfilled conditions or contingencies relating to these grants.

* 基於本集團對地方經濟發展的貢獻而收到各種政府補助金。此外，已接獲新西蘭政府就COVID-19提供的若干補助金。概無有關該等補助金尚未完成的條件或或有事項。

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5. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

5. 除稅前虧損

除稅前虧損乃在扣除以下各項後得出：

		For the six months ended 30 June 2020 截至2020年 6月30日 止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)	For the six months ended 30 June 2019 截至2019年 6月30日 止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)
Cost of inventories sold	已售存貨的成本	62,194	75,187
Staff costs	員工成本	33,139	40,137
Depreciation of right-of-use assets	使用權資產折舊	3,245	3,825
Amortisation of intangible assets	無形資產攤銷	1,801	1,829
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,998	4,624
Lease payments not included in the measurement of lease liabilities	並未計入租賃負債計量的 租賃款項	650	2,897
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(1,810)	(360)
Reversal of write-down of inventories to net realisable value	撥回存貨撇減至可變現淨值	(7,084)	(3,222)
Exchange differences, net	匯兌差額淨額	2,263	1,585
Government grants	政府補助金	(5,289)	(3,290)
Research and development expenses	研發開支	601	1,451

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6. INCOME TAX EXPENSE/(CREDIT)

The amounts of income tax expense/(credit) in the interim condensed consolidated statement of profit or loss and other comprehensive income represent:

6. 所得稅開支／(抵免)

於中期簡明綜合損益及其他全面收益表中的所得稅開支／(抵免)金額為：

		For the six months ended 30 June 2020 截至2020年 6月30日 止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)	For the six months ended 30 June 2019 截至2019年 6月30日 止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)
Current	即期		
— PRC	— 中國	81	1,109
— New Zealand	— 紐西蘭	5	324
		86	1,433
Deferred tax	遞延稅項	1,442	(2,464)
Total tax expense/(credit) for the period	本期稅項開支／(抵免)總額	1,528	(1,031)

One of the Group's subsidiaries obtained the Certificate of High and New Technology Enterprise in 2019 and was approved by tax authorities to enjoy the preferential tax rate of 15%. Except for the aforementioned subsidiary, the income tax of the Company and its subsidiaries established in the PRC are subject to the statutory rate of 25% of the assessable profits as determined in accordance with the relevant income tax rules and regulations of the PRC. New Zealand Income tax is calculated at 28% of the assessable profits of the subsidiaries operating in New Zealand. Australia Income tax is calculated at 30% of the assessable profits of the subsidiary operating in Australia. The subsidiary in Australia has suffered operating loss and no income tax provision was made in both the period and comparing period.

本集團其中一間附屬公司於2019年取得高新技術企業證書，獲稅務機關批准享有15%的優惠稅率。除上述附屬公司外，本公司及其於中國成立的附屬公司的所得稅須按根據中國相關所得稅規則及規例釐定的應課稅利潤25%的法定稅率繳納。紐西蘭所得稅按於紐西蘭營運的附屬公司應課稅利潤的28%計算。澳大利亞所得稅按於澳大利亞營運的附屬公司應課稅利潤的30%計算。澳大利亞附屬公司因營運虧損而並無於本期及比較期間計提所得稅撥備。

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7. DIVIDEND

The board has resolved not to declare any interim dividend for the six months ended 30 June 2020 (For the six months ended 30 June 2019: Nil).

No proposed dividend declared by the board for the year ended 31 December 2019.

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the period attributable to ordinary equity holders of the parent of RMB6,175,000 (30 June 2019: RMB42,270,000), and the weighted average number of ordinary shares of 946,298,370 (30 June 2019: 946,298,370) in issue during the period.

The Group had no potentially dilutive ordinary shares in issue during the periods ended 30 June 2020 and 2019.

9. PROPERTY, PLANT AND EQUIPMENT

No impairment losses were recognised in respect of property, plant and equipment for both periods. During the period, additions to property, plant and equipment amounted to RMB3,335,681 (For the six months ended 30 June 2019: RMB26,340,964).

10. INVENTORIES

Raw materials	原材料
Work-in-progress	在製品
Finished goods	製成品
Goods merchandise	商品

7. 股息

董事會不建議宣派截至2020年6月30日止六個月之任何中期股息(截至2019年6月30日止六個月：無)。

董事會並無建議宣派截至2019年12月31日止年度之任何股息。

8. 母公司普通權益持有人應佔每股虧損

每股基本虧損乃按母公司普通權益持有人應佔本期虧損人民幣6,175,000元(2019年6月30日：人民幣42,270,000元)及本期內已發行普通股加權平均數946,298,370股(2019年6月30日：946,298,370股)計算。

截至2020年及2019年6月30日止期間，本集團並無潛在攤薄已發行普通股。

9. 物業、廠房及設備

並無就兩個期間確認物業、廠房及設備的減值虧損。於本期內，物業、廠房及設備添置為人民幣3,335,681元(截至2019年6月30日止六個月：人民幣26,340,964元)。

10. 存貨

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
		21,181	19,924
		2,999	2,231
		57,917	62,643
		3,625	4,953
		85,722	89,751

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11. TRADE RECEIVABLES

11. 貿易應收款項

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Trade receivables	貿易應收款項	30,947	48,724
Impairment	減值	(2,356)	(4,324)
		28,591	44,400

An ageing analysis of trade receivables as at the end of each reporting period, based on the invoice date and net of loss allowance, is as follows:

於各報告期末，按發票日期及扣除虧損撥備的貿易應收款項的賬齡分析如下：

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Within 1 month	1個月內	18,337	17,106
Over 1 month but within 3 months	1至3個月	7,439	15,293
Over 3 months but within 1 year	3個月至1年	2,283	11,444
Over 1 year	1年以上	532	557
		28,591	44,400

The movements in the loss allowance for impairment of trade receivables are as follows:

貿易應收款項減值虧損撥備的變動如下：

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
At beginning of the year	於年初	4,324	4,920
Impairment losses reversed	已撥回減值虧損	(1,810)	(663)
Amount written off as uncollectible	按不可收回撇銷的金額	-	(43)
Exchange realignment	匯兌調整	(158)	110
		2,356	4,324

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12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Prepayments	預付款項	9,087	5,283
Right-of-return assets	回報權資產	171	569
Deposits and other receivables	按金及其他應收款項	5,937	6,556
Interest receivable	應收利息	-	4
Value-added tax recoverable	可收回增值稅	5,155	5,022
		20,350	17,434

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

12. 預付款項、按金及其他應收款項

概無前述資產逾期或減值。計入前述結餘的金融資產涉及並無近期違約記錄的應收款項。

13. CASH AND CASH EQUIVALENTS

For the purpose of the interim condensed statement of cash flows, cash and cash equivalents are comprised of the followings:

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Cash and bank balance	現金及銀行結餘	77,692	93,206
Time deposits	定期存款	16,000	16,000
		93,692	109,206
Less: Pledged time deposit	減：已抵押定期存款	(3,230)	(1,685)
Cash and cash equivalents	現金及現金等價物	90,462	107,521

13. 現金及現金等價物

就中期簡明現金流量表而言，現金及現金等價物由以下各項組成：

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14. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of each reporting period, based on the invoice date and net of loss allowance, is as follows:

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Within 1 month	1個月內	15,824	4,487
Over 1 month but within 3 months	1至3個月	2,848	4,760
Over 3 months but within 1 year	3個月至1年	570	2,477
Over 1 year	1年以上	1,354	1,771
		20,596	13,495

The trade payables are non-interest-bearing and are normally settled on terms between 30 and 90 days.

14. 貿易應付款項

於各報告期末，按發票日期及扣除虧損撥備的貿易應付款項的賬齡分析如下：

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Within 1 month	1個月內	15,824	4,487
Over 1 month but within 3 months	1至3個月	2,848	4,760
Over 3 months but within 1 year	3個月至1年	570	2,477
Over 1 year	1年以上	1,354	1,771
		20,596	13,495

貿易應付款項為免息及一般按30至90天的期限結算。

15. OTHER PAYABLES AND ACCRUALS

Contract liabilities	合約負債	10,687	10,958
Refund liabilities	退款負債	4,026	9,315
Other payables	其他應付款項	12,930	19,291
Accrued payroll	應計薪酬	10,902	18,353
Other tax payables	其他應付稅項	552	1,376
Interest payable	應付利息	-	25
		39,097	59,318

Other payables are non-interest-bearing.

15. 其他應付款項及應計費用

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Contract liabilities	合約負債	10,687	10,958
Refund liabilities	退款負債	4,026	9,315
Other payables	其他應付款項	12,930	19,291
Accrued payroll	應計薪酬	10,902	18,353
Other tax payables	其他應付稅項	552	1,376
Interest payable	應付利息	-	25
		39,097	59,318

其他應付款項並無計息。

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16. INTEREST-BEARING BANK BORROWINGS

16. 計息銀行借款

		30 June 2020 (unaudited) 2020年6月30日(未經審核)			31 December 2019 (audited) 2019年12月31日(經審核)		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率 (%)	Maturity 到期日	RMB'000 人民幣千元
Current	即期						
Bank loans — secured	銀行貸款 — 有抵押	-	-	-	LPR+0.2575 最優惠貸款 利率+0.2575	2020	20,000
Current portion of long term bank loan — secured	長期銀行貸款的即期 部分 — 有抵押	5.70*	2020	7,500	5.70	2020	7,500
				7,500			27,500
Non-current	非即期						
Bank loan — secured	銀行貸款 — 有抵押	-	-	-	-	-	-
					2020 2020年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (audited) (經審核)	
Analysed into:		分析如下：					
Bank loans repayable:		須予償還的銀行貸款：					
Within one year or on demand		一年內或按要求			7,500		27,500
					7,500		27,500

* The Group's bank loan of 5.70% effective interest rate is secured by the mortgages over the Group's 100% equity interests of Shanghai Weiyi Investment & Management Limited Company** 上海惟翊投資管理有限公司.

* 本集團實際利率為5.70%的銀行貸款透過對本集團所持上海惟翊投資管理有限公司100%股權的抵押而獲得。

** For identification purpose only

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17. SHARE CAPITAL

17. 股本

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Issued and fully paid:	已發行及繳足：		
946,298,370 (2019: 946,298,370)	946,298,370 股 (2019年：		
ordinary shares	946,298,370 股) 普通股	94,630	94,630

18. RELATED PARTY DISCLOSURES

The Group had no related party transactions during the reporting period (2019: nil).

18. 關聯方披露

本集團於報告期間並無關聯方交易(2019年：無)。

19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Set out below is an overview of financial assets, held by the Group as at 30 June 2020 and 31 December 2019:

19. 金融資產及金融負債

以下是本集團於2020年6月30日及2019年12月31日所持金融資產的概況：

		30 June 2020	31 December 2019
		2020年6月30日	2019年12月31日
		(unaudited)	(audited)
		(未經審核)	(經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Debt instruments at amortised cost:	按攤銷成本入賬的債務工具：		
Trade receivables	貿易應收款項	28,591	44,400
Financial assets included in prepayments, deposits and other receivables	列入預付款項、按金及其他應收款項的金融資產	5,937	6,560
Cash and cash equivalents	現金及現金等價物	90,462	107,521
Pledged deposits	已抵押按金	3,230	1,685
Deposits included in other non-current assets	列入其他非流動資產的按金	-	4
		128,220	160,170

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19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19. 金融資產及金融負債(續)

		30 June 2020 2020年6月30日 (unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年12月31日 (audited) (經審核) RMB'000 人民幣千元
Financial liabilities at amortised cost	按攤銷成本入賬的金融負債		
Trade payables	貿易應付款項	20,596	13,495
Interest-bearing bank borrowings	計息銀行借款	7,500	27,500
Lease liabilities	租賃負債	15,587	19,269
Financial liabilities included in other payables and accruals	列入其他應付款項及應計費用的金融負債	12,929	19,316
		56,612	79,580

20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

20. 金融工具公允價值及公允價值等級

The carrying amounts of the Group's financial instruments are reasonably approximate to the fair values.

本集團金融工具的賬面值與公允價值合理相若。

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables, lease liabilities, financial liabilities included in other payables and accruals. The differences are immaterial since the fair values are mainly equal to their carrying amounts.

管理層評估現金及現金等價物、貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、貿易應付款項、租賃負債、計入其他應付款項及應計費用的金融負債的公允價值。由於公允價值大致上等於其賬面值，故差額並不重大。



南京中生聯合股份有限公司
NANJING SINOLIFE UNITED COMPANY LIMITED*