



# The United Laboratories International Holdings Limited

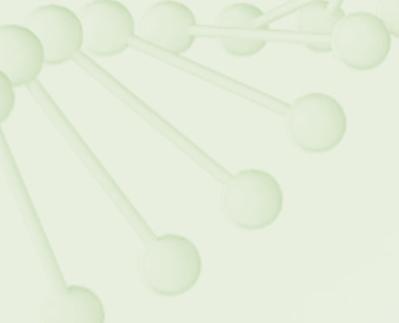
(A company incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3933)



# 2022 ANNUAL REPORT



Our mission is to  
make life more valuable



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# CORPORATE CALENDAR OF 2022

## February

- The United Laboratories was listed on the “Top 25 Pharmaceutical Stocks” of the 9th “Top 100 Hong Kong Stocks”.

## April

- The project “Innovation and Application of New Products for the Prevention and Control of Serious Diseases of Dogs and Cats” of The United Animal Healthcare (Inner Mongolia) won the second prize of Guangdong Provincial Science and Technology Progress Award for 2021.
- The United Laboratories’ Biapenem for Injection (specification: 0.3g) passed the quality and efficacy consistency evaluation of generic drugs.
- The United Laboratories’ Cefuroxime Axetil Tablets (specification: 0.125g) passed the quality and efficacy consistency evaluation of generic drugs.

## May

- Zhuhai United Laboratories was selected as one of the “Top 10 Pharmaceutical and Health Manufacturing Enterprises in Zhuhai for 2021”.

## June

- The United Laboratories’ Insulin Degludec and Insulin Aspart Injection was approved for clinical trials.
- The United Laboratories’ Piperacillin Sodium and Tazobactam Sodium for Injection (specification: 4.5g) passed the quality and efficacy consistency evaluation of generic drugs.
- The “Technological Development and Industrialization Project of Insulin Glargine for Diabetes Treatment” jointly reported by Zhongshan United Laboratories and Zhuhai United Bio-Pharmaceutical Co., Ltd. won the first prize of 2021 Zhuhai Science and Technology Progress Award.
- The subsidized project related to the consistency evaluation of Tenofovir Dipivoxil Fumarate Tablets, Memantine Hydrochloride Tablets and Glipizide Tablets of Zhongshan United Laboratories was one of the special projects for the development of the health and pharmaceutical industry in Zhongshan for 2021.

## July

- The United Animal Healthcare (Inner Mongolia) and Muyuan Foods Co., Ltd. signed an agreement to establish an entity to cooperate in the field of veterinary drugs.
- The United Laboratories was ranked 16th of the “Top 100 Chemical and Pharmaceutical Enterprises in China for 2021”.
- The “Biological Products and Chemical Products Production Expansion and Efficiency Enhancement Technological Transformation Project” of Zhongshan United Laboratories was one of the special projects for the development of the industry in Zhongshan for 2022.

## CORPORATE CALENDAR OF 2022

### September

- The Amoxicillin Sodium (a sterile active substance of antibiotics) and other products of Zhuhai United Laboratories were awarded a certificate of GMP compliance by Spanish Agency of Medicines and Medical Products (AEMPS).
- The sterile active substances and other products of The United Animal Healthcare (Inner Mongolia) passed the new GMP for veterinary drugs.
- The United Laboratories was awarded the “Most Valuable Listed Company” for 2022 by Sina Finance in HK and US stock markets.

### October

- The United Laboratories’ Semaglutide Injection was approved for clinical trials.
- TUL01101 Ointment (specification: 0.5%, 1% and 2%), a class I new drug for atopic dermatitis was approved for clinical trials.
- The registration application for clinical trials of TUL12101 Eye Drops, a class I new drug for dry eye syndrome was accepted.
- The United Laboratories’ Sodium Hyaluronate Eye Drops (specification: 0.1% (0.4 ml: 0.4 mg)) were approved for marketing and deemed to pass the quality and efficacy consistency evaluation of generic drugs.

### November

- The United Laboratories was selected as one of CHEO (China Health Ecology Organization)’s “Top 100 Enterprises with Comprehensive Competitiveness in the Pharmaceutical Industry for 2022”.
- The United Laboratories’ Amoxicillin won the Antibiotic Brand Gold Award of the “Health Industry Brand List for 2022” of CHEO (China Health Ecology Organization).
- The United Laboratories’ Sodium Hyaluronate Eye Drops (specification: 0.3% (0.4 ml: 1.2 mg)) were approved for marketing and deemed to pass the quality and efficacy consistency evaluation of generic drugs.

### December

- Zhuhai United Laboratories was ranked 22th of the “2021 Top 100 Pharmaceutical Enterprises in China”.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive directors

Mr. Tsoi Hoi Shan (*Chairman*)  
 Mr. Leung Wing Hon (*Vice-Chairman*)  
 Ms. Choy Siu Chit  
 Mr. Fang Yu Ping  
 Ms. Zou Xian Hong  
 Ms. Zhu Su Yan

#### Independent non-executive directors

Mr. Chong Peng Oon  
 Prof. Song Ming  
 Ms. Fu Xiao Nan

### COMPANY SECRETARY

Mr. Leung Wing Hon (*FCPA*)

### AUTHORISED REPRESENTATIVES

Mr. Tsoi Hoi Shan  
 Mr. Leung Wing Hon

### AUDIT COMMITTEE

Mr. Chong Peng Oon (*Chairman*)  
 Prof. Song Ming  
 Ms. Fu Xiao Nan

### REMUNERATION COMMITTEE

Mr. Chong Peng Oon (*Chairman*)  
 Prof. Song Ming  
 Ms. Fu Xiao Nan

### NOMINATION COMMITTEE

Prof. Song Ming (*Chairman*)  
 Mr. Chong Peng Oon  
 Ms. Fu Xiao Nan

### RISK MANAGEMENT COMMITTEE

Mr. Chong Peng Oon (*Chairman*)  
 Prof. Song Ming  
 Mr. Leung Wing Hon  
 Ms. Choy Siu Chit

### INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu  
 Registered Public Interest Entity Auditors

### REGISTERED OFFICE

Cricket Square  
 Hutchins Drive  
 P.O. Box 2681  
 Grand Cayman  
 KY1-1111  
 Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

6 Fuk Wang Street  
 Yuen Long Industrial Estate  
 New Territories  
 Hong Kong

### PRINCIPAL BANKERS

#### China

China Merchants Bank Co., Ltd., Zhuhai Branch  
 Industrial and Commercial Bank of China Ltd.,  
 Zhuhai Branch  
 Guangdong Huaxing Bank Co., Ltd., Zhuhai Branch  
 Bank of Communication Co., Ltd., Zhuhai Branch  
 Ping An Bank Co., Ltd., Hengqin Branch  
 Bank of China Ltd., Zhuhai Branch  
 China Resources Bank of Zhuhai Co., Ltd.

#### Hong Kong

China Merchants Bank Co. Ltd, Singapore Branch  
 Bank of China (Hong Kong) Ltd.  
 Hang Seng Bank Ltd.  
 Bank of Communications Co., Ltd., Hong Kong Branch  
 Fubon Bank (Hong Kong) Ltd.

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

### WEBSITE

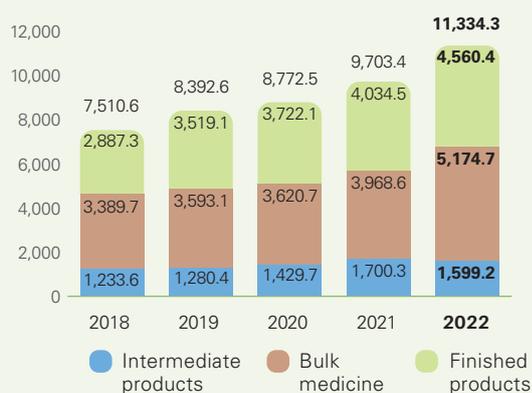
[www.tul.com.cn](http://www.tul.com.cn)  
[www.irasia.com/listco/hk/unitedlab](http://www.irasia.com/listco/hk/unitedlab)

## FINANCIAL HIGHLIGHTS

	<b>2022</b> RMB'000	2021 RMB'000	Increase %
Revenue	<b>11,334,262</b>	9,703,438	16.8%
EBITDA	<b>2,640,792</b>	1,883,735	40.2%
Profit before taxation	<b>2,006,766</b>	1,202,647	66.9%
Profit for the year attributable to owners of the Company	<b>1,581,094</b>	988,098	60.0%
	<b>RMB cents</b>	RMB cents	
Earnings per share - Basic	<b>86.89</b>	53.70	61.8%
Dividend per share			
– Interim dividend	<b>5.0</b>	4.0	25.0%
– Final dividend	<b>14.0</b>	8.0	75.0%
– Special dividend	<b>6.0</b>	2.0	200.0%
– Full-year dividend	<b>25.0</b>	14.0	78.6%

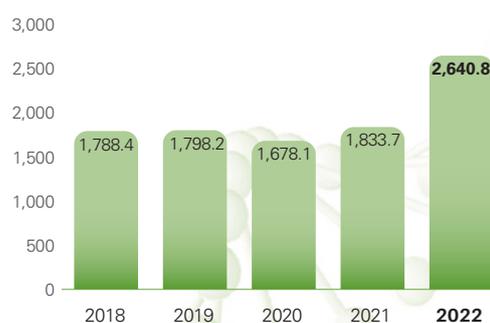
### REVENUE

(RMB million)



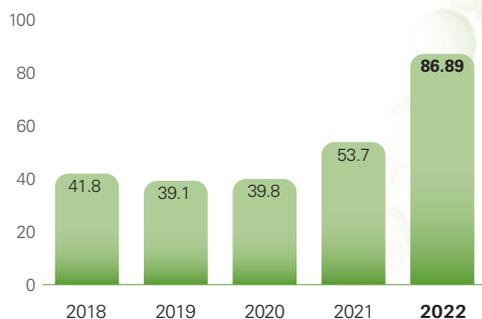
### EBITDA

(RMB million)



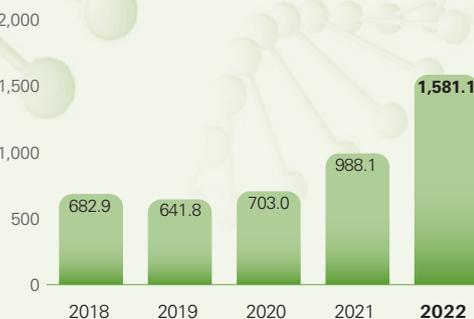
### BASIC EARNINGS PER SHARE

(RMB million)



### PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

(RMB million)



## CHAIRMAN'S STATEMENT

**Mr. Tsoi Hoi Shan**  
*Chairman*



Dear shareholders and partners,

In 2022, China's macro economy was facing multiple downward pressures due to the recurrent pandemic outbreaks. However, thanks to China's efforts to optimise and adjust its epidemic prevention and control policies, China has seen resumption of work and normal life, and witnessed an accelerated recovery of demands for medical treatment and medical consumption.

Based on the population data of the year, China experienced the first negative population growth in nearly sixty-one years, and the ageing population will bring huge medical demand. It is difficult to overstate

the importance of deepening the reform of medicine and healthcare system to reduce the costs of patients for access to healthcare and medicines. As part of the reform, China commenced the fifth round of adjustment to the National Medical Insurance Drug List during the year, and successfully completed the seventh batch national centralised drug procurement, which greatly improved the accessibility and affordability of high-quality pharmaceutical products. With the continuous optimisation of the pharmaceutical industry pattern and the continuous deepening of industrial upgrading, the long-term positive trend of industry development remains unchanged.

## CHAIRMAN'S STATEMENT

### REVIEW OF 2022

During the year, we overcome the impact of the COVID-19 pandemic and achieved satisfactory operating results thanks to our active efforts to promote R&D, production and supply, and sales services. On behalf of the board of directors (the "Board") of The United Laboratories International Holdings Limited (the "Company" or "The United Laboratories"), I am pleased to present to our shareholders and partners the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2022 (the "Year").

In 2022, the Group recorded revenue of approximately RMB11,334.3 million, representing an increase of approximately 16.8% year-on-year. Profit attributable to owners of the Company was RMB1,581.1 million, representing a year-on-year increase of 60.0%. Earnings per share were RMB86.89 cents. The Board recommends the payment of a final dividend of RMB14 cents per share and a special dividend of RMB6 cents per share for the year ended 31 December 2022.

### Accelerating R&D and innovation

In 2022, the Group's investment in R&D amounted to RMB593.6 million, representing a year-on-year increase of 27.6%. Significant progress was made in R&D of drugs for diabetes, ophthalmology and other diseases. In response to the requirement of accelerating the development of biomedicine under the "14th Five-Year Plan" and the Long-Range Objectives through the Year 2035 of China, the Group established The United Bio-Technology (Hengqin) Co., Ltd. and settled in Traditional Chinese Medicine Science and Technology Industrial Park of Cooperation between Guangdong and Macao (粵澳合作中醫藥科技產業園). Relying on the professional platform resources, we will accelerate the R&D of high-end biological drugs for chronic diseases, enrich our pipeline with new drugs for energy metabolism, inflammation and autoimmune diseases, and strengthen international cooperation and project introduction. Through its increasingly mature R&D platform for innovative chemical drugs, the Group has initiated R&D of numerous new drugs such as those for autoimmune diseases and ophthalmology as well as high-end anti-infective drugs, and actively expanded the exchange and cooperation with leading domestic and foreign R&D platforms. As innovation is the fundamental driving force for our development, we will efficiently promote the research, development and marketing of new drugs, expand the fields of drug research, foster greater global outlook, and improve the high-end talent team in order to continuously enhance our competitiveness and creativity.

## CHAIRMAN'S STATEMENT

### Highlights in pharmaceuticals for human use segment

In 2022, the Group reached another record high in its performance of intermediates and bulk medicines as our upstream businesses. Overall, they have shown a good momentum of rapid growth within China and balanced development internationally among various regions. In the future, we will continue to promote our brand strategy, accelerate market development and commercialisation, expand external cooperation, achieve product and business diversification, and establish differentiated competitive advantages to promote the return of upstream business value.

With the implementation of the sixth batch national centralised drug procurement (specialised in Insulin), the sales volume of the Group's insulin series products maintained steady growth. We will continue to explore growth potential and drive effective growth of insulin products from multiple dimensions such as market, academic knowledge and product to promote the growth of insulin business, thus further benefiting diabetes patients. The Group will take several measures to ensure the rapid and healthy development of our finished products business, including improving sales team management, growing talent pipeline and upgrading the facilities of the finished products production line to improve the industrialisation capability in an all-round way.

### Rapid rise of animal healthcare segment

Drugs for animal healthcare play an important role in preventing animal diseases and improving breeding efficiency. On 1 June 2022, the Good Manufacturing Practise for Veterinary Drugs (Revision 2020) (the "New GMP for Veterinary Drugs") was officially implemented, marking that standards are further enhanced and regulations are further intensified in China's veterinary drug industry. The stricter regulations and accelerated systematic upgrading in the industry will lead to optimised market competition landscape, which will in turn bring new opportunities for the development of the Group's animal healthcare business. Leveraging on the Group's advantages in brand and industrial aspects, the Group witnessed rapid growth of its animal healthcare business during the year, and achieved fruitful results in promotion of new product, market development and strategic cooperation. Adhering to the principle of "ensuring animal health and protecting human safety," we will continue our efforts to promote the development of animal healthcare business with a view to developing a leading brand of drugs for animal healthcare.

## CHAIRMAN'S STATEMENT

### FULFILLING SOCIAL RESPONSIBILITY

Our efforts in sustainability have been widely recognised in the industry. MSCI affirmed our ESG rating at grade A, which is an industry-leading rating. We also received honors in several ESG-related assessments. The Group doubled its efforts to build green factories in order to contribute to China's goals of "carbon emission peaking" and "carbon neutrality". We also give back to the society with concrete actions such as public welfare activities in various fields like education, anti-epidemic, poverty alleviation and community care. The Group is committed to promoting the development of the pharmaceutical industry and making positive contributions to improving accessibility and affordability of medicines. Keeping the corporate objective of "Making Life More Valuable" in mind, the Group will improve corporate governance, fulfill social responsibilities, and work together with all stakeholders to create a green, healthy, friendly, efficient and sustainable social ecosystem.

### OUTLOOK

In 2023, the global economy will face greater downward pressure with persistent uncertainties. Amid the challenging external environment, China's economic vitality will be fully released with the optimisation of domestic epidemic control policies. In this context, pharmaceutical industry will enter an accelerated recovery and break new ground in development. Leveraging the opportunities arising from development and reform China's pharmaceutical and healthcare industry, the Group will take a policy-oriented approach to consolidate the advantages of its core industries in order to drive our development through scientific research and innovation. Looking ahead, the Group is confident that it will keep consolidating and enhancing its position and influence in the pharmaceutical industry in China amid the wave of changes in the industry, so as to create more value for shareholders and the society.

On behalf of the Board, I would like to take this opportunity to express my gratitude to our shareholders and partners for their full trust and support in 2022, as well as to our staff for their hard work and contributions. I hope we can join hands and create a better future together.

**Tsoi Hoi Shan**

*Chairman*

Hong Kong, 21 March 2023

## MANAGEMENT DISCUSSION AND ANALYSIS



**Mr. Leung Wing Hon**  
*Vice-Chairman*

### BUSINESS REVIEW AND FINANCIAL RESULTS

For the year ended 31 December 2022, the Group recorded revenue of approximately RMB11,334.3 million, an increase of approximately 16.8% as compared with last year. EBITDA was approximately RMB2,640.8 million, representing a year-on-year increase of 40.2%. Profit attributable to owners of the Company was RMB1,581.1 million, representing a year-on-year increase of 60.0%. Earnings per share were RMB86.89 cents. The Board recommended the payment of a final dividend of RMB14 cents per share and a special dividend of RMB6 cents per share for the year ended 31 December 2022. Together with the interim dividend of RMB5 cents per share already paid, the total dividend for the year was RMB25 cents per share.

During the year, segmental revenue (including inter-segment sales) of intermediate products, bulk medicine and finished products increased by 27.5%, 32.7% and 13.0% respectively as compared with last year. Segmental result of intermediate products and bulk medicine increased by 131.9% and 90.7% respectively as compared with last year. Segmental result of and finished products decreased by 9.1% as compared with last year.

## MANAGEMENT DISCUSSION AND ANALYSIS

The operating results of each segment of the Group are summarised as follows:

### Intermediate Products and Bulk Medicine

During the year, the intermediate products and bulk medicines segment recorded external sales of approximately RMB1,599.2 million and RMB5,174.7 million, respectively, representing a year-on-year decrease of 5.9% and increase of 30.4%, respectively. The selling prices and sales volume of bulk medicine continued to increase. The selling price of intermediate products remained at a high level.

Overseas export recorded sales of RMB2,371.5 million, representing a year-on-year increase of 13.1%, accounting of 20.9% of total revenue of the Group. The Group secured its position as an industry leader in the domestic and export markets for intermediate products and bulk medicine. In September 2022, the antibiotic sterile bulk medicines of Zhuhai United Laboratories Co., Ltd., a wholly-owned subsidiary of the Company, including Amoxicillin Sodium, Ampicillin Sodium, Clavulanic Acid, Sulbactam Sodium and mixed powder varieties, passed the official inspection of the Spanish Agency for Medicine and Health Products (AEMPS), and the subsidiary obtained the GMP Compliance Certificate issued by the Spanish government, signalling that United Laboratories gained further trust and recognition from EU countries for its production capacity and product quality, which in turn facilitates us to increase international presence of our business.

### Finished Products

During the year, the external sales of finished products was approximately RMB4,560.3 million, representing a year-on-year increase of 13.0%.

Diabetes series recorded total sales revenue of approximately RMB1,175.5 million. Among that, the recombinant human insulin injection recorded sales revenue of approximately RMB661.8 million, and registered a year-on-year increase of 8.8% in sales volume. Insulin glargine injection recorded sales revenue of approximately RMB422.1 million, and registered a year-on-year increase of 41.5% in sales volume. Insulin aspart injection and insulin aspart 30 injection recorded sales revenue of approximately RMB91.6 million, and registered a significant year-on-year increase of 940.4% in sales volume.

In May 2022, the results of the sixth batch national centralised drug procurement (specialised in Insulin) were successively implemented in provinces and cities across China. During the year, affected by factors such as decrease in the price of products, the sales revenue of the diabetes series decreased year-on-year. Leveraging the new opportunity of centralised drug procurement of insulin, the Group will continue its market-wide product sales expansion to drive profit improvement through scale expansion, increase market share, enhance brand influence, and benefit more diabetes patients, thus catalysing domestic replacement in the diabetes sector.

Antibiotics products, including veterinary drugs, recorded sales revenue of RMB3,063.0 million, representing a year-on-year increase of 32.9%. Among that the piperacillin sodium and tazobactam sodium for injection recorded a sales revenue of RMB672.6 million, representing a year-on-year increase of 10.0%, and amoxicillin capsules recorded a sales revenue of RMB578.8 million, representing a year-on-year increase of RMB14.7%.

## MANAGEMENT DISCUSSION AND ANALYSIS

Veterinary drugs recorded sales revenue of RMB796.9 million during the year, representing a significant year-on-year increase of 106.1%. In July 2022, The United Animal Healthcare (Inner Mongolia) Co., Ltd. (內蒙古聯邦動保藥品有限公司) (“United Animal Healthcare”), a wholly-owned subsidiary of the Company, entered into a strategic cooperation with Muyuan Foods Co., Ltd. (牧原食品股份有限公司) (“Muyuan Foods”) to jointly establish Henan Lianmu Veterinary Medicine Co., Ltd. (河南聯牧獸藥有限公司), which is principally engaged in the production and operation of veterinary drug powder, powder for injection, disinfectants (solid, and liquid), water for injection, tablets and intravenous infusion products. During the year, the joint venture project progressed smoothly, and United Animal Healthcare and Muyuan Foods entered the stage of comprehensive and in-depth cooperation.

### Progress of Pharmaceutical Research and Development

During the year, the Group invested a total of RMB593.6 million in pharmaceutical R&D, with a year-on-year increase in R&D expenses of 27.6%. The Group has 29 new products under development, of which 15 products are class-I new drugs. The Group has established a comprehensive research and development system characterised by collaborative development among multiple platforms such as biological research and development, chemical drug research and development, innovative drug research and development, clinical research centre and external cooperation, focusing on endocrine, autoimmune, ophthalmology and other fields.

During the year, the Group made significant progress in various research and development projects. In June 2022, the Group obtained the clinical trial approval for its insulin degludec and insulin aspart injection from National Medical Products Administration (“NMPA”), making the Group the second enterprise in China to obtain the clinical approval of the biosimilar. Such approval marks that United Laboratories gets another head start on research and development of diabetes drugs. In August 2022, the Group received the notice of acceptance of clinical registration application for semaglutide injection and obtained the clinical trial approval in October, which will further enrich the Group’s product portfolio in the field of diabetes treatment. In October 2022, clinical trial approval for TUL01101 Ointment, a class-I new drug, was obtained. TUL01101 Ointment is a topical preparation of Janus Kinase (JAK) inhibitor for the treatment of mild to moderate atopic dermatitis with proven efficacy and fewer side effects. To date, only a few topical JAK inhibitor preparations have been approved for marketing in overseas markets, and no such product has been approved in Chinese market. In October 2022, the application for clinical registration of TUL12101 Eye Drops, a class-I new drug for the treatment of dry eye disease, was accepted. In addition, sodium hyaluronate eye drop (specification: 0.1% (0.4 ml: 0.4 mg)) and sodium hyaluronate eye drop (specification: 0.3% (0.4 ml: 1.2 mg)) were approved for marketing during the year, which further enhanced the Group’s market competitiveness in the field of ophthalmology.

In terms of quality and efficacy consistency evaluation of generic drugs, during the year, the Group successively passed the consistency evaluation of biapenem for injection (specification: 0.3g), cefuroxime axetil tablets (specification: 0.125g) and piperacillin sodium and tazobactam sodium for injection (specification: 4.5g). The above-mentioned sodium hyaluronate eye drops (specification: 0.1% (0.4ml: 0.4mg)) and sodium hyaluronate eye drops (specification: 0.3% (0.4ml: 1.2mg)) that have passed the marketing approval have also been deemed to have passed the consistency evaluation. The Group will continue to promote the research and development and the consistency evaluation of new drugs to provide patients with more safe and high-quality drug options.

## MANAGEMENT DISCUSSION AND ANALYSIS

In April 2022, The United Bio-Technology (Hengqin) Co., Ltd. (聯邦生物科技(珠海橫琴)有限公司) (“The United Bio-Technology”), one of wholly-owned subsidiaries of the Group, officially established its presence in Hengqin-Guangdong-Macao In-Depth Cooperation Zone. As the Group’s biopharmaceutical R&D headquarters, it specialises in the R&D of drug products for energy metabolism, inflammation and autoimmune diseases. The primary mission of The United Bio-Technology is the research and development of high-end biological drugs for the treatment of major chronic diseases, and it will gradually develop into a professional institution for chronic disease management. In the future, The United Bio-Technology will strengthen international cooperation and exchanges and project introduction, and actively promote the progress of new drug projects to further enhance its competitiveness in the biomedical industry.

### **Optimising Financial Structure**

In terms of finance, the Group continuously optimised the financial structure to improve liquidity by adjusting the ratio of onshore and offshore borrowings. During the year, the Group successively obtained Hong Kong dollar term loan facilities from several banks, which provided sufficient liquidity to the Group and demonstrated that the Group’s profitability was widely recognised by financial institutions. During the year, the finance costs of the Group were approximately RMB81.6 million, representing a year-on-year increase of 35.5% mainly due to increase in Hong Kong dollars interest rate. As at 31 December 2022, the Group’s net bank balances and cash (after deducting borrowings and trade payables under supplier finance arrangement) amounted to RMB1,394.6 million (2021: RMB212.6 million). The Group will actively adjust its financial structure by using Renminbi as the main borrowing currency in its efforts to reduce overall finance costs, balance the risk of exchange rate fluctuation and enhance financial flexibility and efficiency in the utilisation of funds.

### **Liquidity and Financial Resources**

As at 31 December 2022, the Group had pledged bank deposits, bank balances and cash amounted to approximately RMB5,437.8 million (2021: RMB4,158.4 million).

As at 31 December 2022, the Group had interest-bearing borrowings of approximately RMB2,455.1 million (2021: RMB1,831.1 million), which were denominated in Hong Kong dollars and Renminbi with maturity within five years. Borrowings of approximately RMB251.4 million are fixed rates loans while the remaining balance of approximately RMB2,203.7 million is at floating rates. The directors expect that all such borrowings will either be repaid by internally generated funds or rolled over upon maturity and will continue to provide funding to the Group’s operations.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2022, current assets of the Group amounted to approximately RMB12,514.9 million (2021: RMB9,986.3 million). Net current assets increased from RMB3,451.1 million as at 31 December 2021 to RMB5,481.9 million as at 31 December 2022. The Group's current ratio was approximately 1.78 as at 31 December 2022, as compared with 1.53 as at 31 December 2021. As at 31 December 2022, the Group had total assets of approximately RMB18,979.6 million (2021: RMB16,331.1 million) and total liabilities of approximately RMB8,370.2 million (2021: RMB6,991.2 million). Equity attributable to owners of the Company increased from RMB9,340.5 million at 31 December 2021 to RMB10,608.1 million at 31 December 2022. As at 31 December 2022, the Group's net cash and bank balances (after deducting borrowings and trade payables under supplier finance arrangement) amounted to RMB1,394.6 million (2021: RMB212.6 million).

### Currency Exchange Exposures

The Group's purchases and sales are mainly denominated in Renminbi, United States dollars and Hong Kong dollars. The operating expenses of the Group are mainly denominated in Renminbi and Hong Kong dollars. The Group's borrowings are denominated in Hong Kong dollars and Renminbi. The Group's treasury policy is in place to monitor and manage its exposure to fluctuation in exchange rates. Besides, the Group will conduct periodic review of its exposure to foreign exchange risk and may use financial instrument for hedging purpose when considered appropriate.

### Employees and Remuneration

As at 31 December 2022, the Group had approximately 14,000 (2021: 13,300) employees in Hong Kong and mainland China. The employees are remunerated with basic salary, bonus and other benefits in kind with reference to industry practice and their individual performance.

### Contingent Liabilities

As at 31 December 2022 and 2021, the Group had no material contingent liabilities.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Litigations

Reference is made to the Company's announcements dated 9 August 2019, 14 August 2019 and 9 November 2022 in relation to the investment and cooperation agreement with 恒大地產集團成都有限公司 (Evergrande Real Estate Group (Chengdu) Limited) ("Evergrande (Chengdu)"). The Group applied for the commencement of an action against, among others, Evergrande (Chengdu) on 7 March 2022 in the Guangzhou Intermediate People's Court for recovery of the outstanding consideration receivables of approximately RMB340 million and relevant damages and received a notice of acceptance on 14 March 2022 (the "Action"). Due to the large number of actions against China Evergrande Group commenced in the Guangzhou Intermediate People's Court, the Action is handled by the Chengdu Intermediate People's Court. After accepting the case, the Chengdu Intermediate People's Court heard the case in the first session on 21 February 2023, and as some legal procedures had not been completed in this trial, the Court will continue the trial at a separate schedule. The Company will make further announcement(s) on the progress of the Action as and when appropriate.

Save for the above, there was no other material litigations during the Year.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2022, the Company has repurchased a total of 12,464,000 shares on the Stock Exchange at total consideration (including transaction costs) of approximately HK\$51,534,000. All the repurchased shares were subsequently cancelled. Particulars of the repurchases are as follows:

Month	No. of Shares	Purchase Price		Total
		Highest HK\$	Lowest HK\$	Consideration HK\$
January	3,324,000	4.60	4.38	14,786,000
February	–	–	–	–
March	3,068,000	4.10	3.95	12,310,000
April	5,524,000	4.10	4.00	22,684,000
May to August	–	–	–	–
September	4,000	3.20	3.20	13,000
October	544,000	3.20	3.17	1,741,000
November and December	–	–	–	–

Save for the above, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2022.

# MANAGEMENT DISCUSSION AND ANALYSIS

## CORPORATE GOVERNANCE

The Company is committed to ensure high standards of corporate governance in the interest of its shareholders.

The Company has applied and complied with the applicable code provisions set out in the Corporate Governance Code ("CG Code") and Corporate Governance Report contained in Appendix 14 of the Listing Rules, except for certain deviations which are summarised below:

### – Code Provision C.2.1

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. During the year ended 31 December 2022, the Company did not have a chief executive officer. The Company will make appointment to fill the post as appropriate.

## CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct for dealings in securities of the Company by the directors. Following a specific enquiry, all directors confirmed that they have complied with the required standards set out in the Model Code throughout the year.

## AUDIT COMMITTEE REVIEW

The Audit Committee comprises three independent non-executive directors, namely Mr. Chong Peng Oon, Prof. Song Ming and Ms. Fu Xiao Nan. The Audit Committee has reviewed with the management of the Company the consolidated financial statements for the year ended 31 December 2022, including the accounting principles and practices adopted by the Group.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determination of entitlement to the final dividend and the special dividend, the Register of Members of the Company will be closed on Thursday, 6 July 2023 and Friday, 7 July 2023 on which no transfer of shares will be registered. In order to qualify for the final dividend and the special dividend (record date being Friday, 7 July 2023), all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 July 2023.

## MANAGEMENT DISCUSSION AND ANALYSIS

### DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

- (a) The Company, as borrower, entered into a facility letter dated 28 May 2021 with Nanyang Commercial Bank Limited for term loan facility of HK\$150,000,000 (or its equivalent amount in USD or EUR). The term loan under the facility letter shall be repaid by four instalments on the dates falling the 18th, 24th, 30th and 36th month after the date of first drawdown.

The facility letter imposes, among other matters, Mr. Tsoi Hoi Shan, Ms. Choy Siu Chit, Ms. Ning Kwai Chun and their family trusts shall (i) remain as the single largest shareholder of the Company; (ii) hold over 40% of the issued shares of the Company; and (iii) remain the absolute management control over the Company and its group companies.

- (b) The Company, as borrower, entered into a facility agreement dated 8 December 2021 with China Everbright Bank Co., Ltd., Hong Kong Branch for uncommitted term loan facility of up to HK\$200,000,000 (or its equivalent amount in EUR or USD). The term loan facility shall be available for drawdown within 3 months from the acceptance of the facility agreement. The term loan under the facility shall be repaid by instalment as 10%, 20%, 20% and 50% of all outstanding drawdowns as at the end of the term loan facility available period in the 18th, 24th, 30th and 36th month respectively from the date of first drawdown.

The facility agreement imposes, among other matters, Mr. Tsoi Hoi Shan, Ms. Choy Siu Chit, Ms. Ning Kwai Chun and their family trusts (i) individually or collectively do not cease to be the single largest shareholder of the Company; (ii) individually or collectively hold at least 40% of the entire issued capital of the Company; and (iii) do not cease to be the chairman of the Board and management control over the Company.

- (c) The Company, as borrower, has entered into a revised facility letter with Bank of China (Hong Kong) Limited on 5 May 2022 for term loan facilities of (i) term loan of HKD200,000,000 ("Term Loan 1"), being the original term loan under the Facility Letter; and (ii) term loan up to HKD200,000,000 or its equivalent amount in USD ("Term Loan 2"). The term loan facility shall be available for drawdown within 3 months from the acceptance of the Revised Facility Letter. The Term Loan 1 shall be repaid in full one year from the date of first drawdown. The Term Loan 2 shall be repaid by four instalments as 10%, 20%, 20% and 50% of the total outstanding balance as at the end of the term loan facility available period in the 18, 24, 30 and 36 months respectively from the date of first drawdown.

The revised facility letter imposes, among other matters, Mr. Tsoi Hoi Shan and his family members shall (i) maintain as the chairman of the Board; (ii) remain as the single largest shareholder of the Company and maintain not less than 40% shareholdings of the Company (whether directly or indirectly); and (iii) remain the absolute management control of the Company and its group.

## MANAGEMENT DISCUSSION AND ANALYSIS

- (d) The Company, as borrower, entered into a loan agreement dated 19 May 2022 with China Minsheng Banking Corp., Ltd Hong Kong Branch for a term loan facility equal to equivalent of HK\$300,000,000. The term loan facility shall be available for drawdown within 3 months from the date of the loan agreement. The term loans under the facility shall be repaid by instalments as 20%, 20%, 20% and 40% of all loans outstanding on the last date of available period in the 18, 24, 30 and 36 months respectively from the date of first drawdown.

The loan agreement imposes, among other matters, Mr. Tsoi Hoi Shan, Ms. Choy Siu Chit, Ms. Ning Kwai Chun and their family trusts (individually or collectively, directly or indirectly) (i) remain the single largest shareholder of the Company; (ii) hold beneficially at least 40% of the issued share capital of the Company; and (iii) have management control over the Company or the group.

- (e) The Company, as borrower, has entered into a facility letter dated 9 June 2022 with Chiyu Banking Corporation Limited for a term loan facility up to HK\$300,000,000. The term loan facility shall be available for drawdown within six months after the date the facility letter having been duly countersigned by the Company. The term loan under the facility letter shall be repaid by instalments as 10%, 20% and 20% on the original principal amount of the facility on the date falling 18, 24 and 30 months respectively from the date of first drawdown. The remaining all outstanding balance (including interest accrued thereon) shall be repaid on the date falling 36 months from the date of first drawdown.

The facility letter imposes, among other matters, Mr. Tsoi Hoi Shan and his family member(s) shall (i) remain as the chairman of the Board; and (ii) maintain not less than 40% of the issued shares of the Company.

- (f) The Company, as borrower, has entered into a facility agreement dated 2 September 2022 with China Merchants Bank Co., Ltd., Singapore Branch (as mandated lead arranger and bookrunner), Industrial Bank Co., Ltd., Hong Kong Branch, and Pingan Bank Co., Ltd. for a term loan facility up to HK\$1.1 billion. The loans under the facility agreement shall be repaid in installments as 10%, 10% and 80% of the loan amounts on the dates falling 12, 24 and 36 months respectively after the first utilisation of the facility.

The facility agreement imposes that, among other matters, Mr. Tsoi Hoi Shan, Ms. Choy Siu Chit, Ms. Ning Kwai Chun and their family trusts collectively, directly or indirectly (i) constitute the single largest shareholder of the Company; (2) own not less than 40% of the issued share capital of the Company, and (iii) do not cease management control over the Company or the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS

- (g) The Company, as borrower, has entered into a facility letter on 13 September 2022 with Bank of Communications (Hong Kong) Limited for a term loan facility of HK\$300,000,000. The term loan facility shall be available for 12 months from the date of acceptance of the facility letter. The term loans under the facility shall be repaid by instalments as 10%, 20%, 20% and 50% of all loans outstanding in the 18, 24, 30 and 36 months respectively from the date of first drawdown.

The facility letter imposes, among other matters, Mr. Tsoi Hoi Shan, Ms. Choy Siu Chit, Ms. Ning Kwai Chun and their family trusts shall (i) individually or collectively have the largest shareholding interest in the Company and beneficially own in aggregate (directly or indirectly) at least 40% of beneficial interest, and carrying at least 40% of the voting rights, in all issued share capital of the Company; (ii) be the chairman of the Board; and (iii) remain the absolute management control over the Company and its group.

- (h) The Company, as borrower, has entered into a facility letter dated 30 August 2022 with Hang Seng Bank Limited for a term loan facility of HKD200,000,000. The term loan facility shall be available for drawdown within 6 months from the acceptance of the facility letter. The term loan shall be repaid by four instalments each as 25% of the loan amount in the 18th, 24th, 30th and 35th months respectively from the date of first drawdown.

The facility letter imposes, among other matters, Mr. Tsoi Hoi Shan and his family members shall (i) not cease to be the chairman of the Board; (ii) not cease to be the single largest shareholder of the Company; (iii) individually or collectively not cease to own, directly or indirectly, at least 40% of beneficial interest, and carrying at least 40% of the voting rights, in all issued share capital of the Company; and (iv) not cease to maintain management control over the Company and its group.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

### DIRECTORS

#### Executive directors

**Mr. Tsoi Hoi Shan (蔡海山先生)**, aged 45, is an executive director and the Chairman of the Company. Mr. Tsoi joined the Group in 2000 as a supervisor of the quality control department and was responsible for supervising the production process at the Hong Kong Yuen Long Plant and ensuring that it was in compliance with the Good Manufacturing Practice. Mr. Tsoi graduated from Tongji Medical University with a bachelor degree in pharmacy in 1998. Mr. Tsoi is the brother of Ms. Choy Siu Chit, who is an executive director of the Company.

**Mr. Leung Wing Hon (梁永康先生)**, aged 61, is an executive director, the Vice-Chairman, the Chief Financial Officer and the Company Secretary of the Company. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of International Accountants and a fellow member of The Taxation Institute of Hong Kong. He holds a Bachelor of Accountancy degree from University of Bolton and Postgraduate Certificate in Business Administration from University of Leicester in the United Kingdom. Mr. Leung has over 30 years' experience in accounting, finance management and business administration. Mr. Leung joined the Group in 1997 and is responsible for overseeing the financial matters of the Group.

**Ms. Choy Siu Chit (蔡紹哲女士)**, aged 50, is an executive director of the Company. Ms. Choy joined the Group in 1990. She handled the Drug Master File submission relating to the Group's amoxicillin bulk medicine with the FDA pursuant to which the Group became the holder of Drug Master File Type II (no. DMF 15377) relating to its amoxicillin bulk medicine in 2001. Ms. Choy also holds directorship in certain subsidiaries of the Company. She passed the Private Equity Investment Fund Advanced Class organized by the Beijing University with distinction in 2010. Ms. Choy is a director of Mighty Brokerage (Asia) Limited, which principally provides brokerage and securities trading services in Hong Kong. She is the sister of Mr. Tsoi Hoi Shan, an executive director and the Chairman of the Company.

**Mr. Fang Yu Ping (方煜平先生)**, aged 60, is an executive director of the Company and a vice president of the Group. Mr. Fang graduated from the Medical School of Southeast University in the PRC, with a bachelor degree in medicine in 1986. After graduation, he served as a teaching staff member of the School for 8 years. Mr. Fang joined the Group in 1995 and was promoted to vice president of the Group in 2008. He was the general manager of China Sales Division of Finished Products from 2011 to 2018.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

**Ms. Zou Xian Hong (鄒鮮紅女士)**, aged 58, is an executive director of the Company and a vice president of the Group. Ms. Zou graduated from China Pharmaceutical University in 1984 and obtained her Executive Master of Business Administration from Hunan University in 2005. In June 2010, Ms. Zou obtained a doctorate in management science of Central South University. Ms. Zou has over 30 years' experience in the PRC pharmaceutical industry. Ms. Zou was employed as a teacher at the Hunan Medical Middle School from 1988 to 1993 prior to joining the Group in 1994. Since joining the Group, she has been responsible for the sales management of the Group. She was the general manager of China Sales Division of Finished Products from 2008 to 2010.

**Ms. Zhu Su Yan (朱蘇燕女士)**, aged 58, is an executive director of the Company and a vice president of the Group. Ms. Zhu graduated from Southeast University in the PRC in 1988. She was granted a degree of Executive Master of Business Administration from Business School of Nanjing University in 2005. Ms. Zhu worked in Nanjing Gulou Hospital as a neurosurgeon from 1988 to 1993, and joined Pfizer in 1994. She joined the Group in early 1995 and had served as regional manager of Jiangsu Province, vice president of national hospital development department and general manager of China Sales Division of Finished Products etc. Ms. Zhu has extensive experience in the sales and marketing of pharmaceutical products in the PRC and is principally responsible for the sales and marketing of the Group's products in the PRC.

### Independent non-executive directors

**Mr. Chong Peng Oon (張品文先生)**, aged 74, was appointed as an independent non-executive director on 31 March 2009. He is the chairman of the audit committee, remuneration committee and risk management committee, and a member of the nomination committee of the Company. Mr. Chong was admitted as an Associate of the Institute of Chartered Accountant in England & Wales in April 1975 and was recognised as a Fellow Member of the Institute in 1981. He was in the accounting practice in Hong Kong for over 30 years. He has experience in auditing of companies ranging from small and medium enterprises to large listed groups in the service and other sectors including shipping, logistics, electronics and real estate. Mr. Chong retired from the accounting practice on 1 January 2009 and now acts as a consultant specialised in cross-border business and tax advisory business for companies in Hong Kong and China. He was a former member of the Foreign Experts Group for Independent Auditing Standards Committee of the Chinese Institute of Certified Public Accountants.

**Prof. Song Ming (宋敏教授)**, aged 61, was appointed as an independent non-executive Director on 25 May 2007. He is the chairman of the nomination committee and a member of the audit committee, remuneration committee and Risk Management Committee of the Company. Prof. Song graduated from the Department of Economics of the Ohio State University in 1991 and obtained a PhD, majoring in financial economics. Prof. Song is currently Dean of Economics and Management School of Wuhan University. Prof. Song is also an independent non-executive director of Great Wall Pan Asia Holdings Limited (Stock Code: 583) and Guotai Junan International Holdings Limited (Stock Code: 1788), both are listed on the main board of the Stock Exchange of Hong Kong and an independent director of Tande Co., Ltd. (resigned on 27 July 2022), a company listed on the Shanghai Stock Exchange.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

**Ms. Fu Xiao Nan (傅小楠女士)**, aged 53, was appointed as an independent non-executive director of the Company on 10 December 2012. She is a member of the audit committee, remuneration committee and nomination committee of the Company. Ms. Fu has around twenty years of experience in investment banking and financial services. She is a partner of Phoenix Investment Company, which is incorporated in the PRC since March 2016. She joined Huatai United Securities in May 2011 and left in March 2016. Prior to joining Huatai United Securities, Ms. Fu held senior management positions in various investment banks. Ms. Fu is a registered sponsor representative of China Securities Regulatory Commission since 2007. Ms. Fu is an independent non-executive director of V.S. International Group Limited (Stock Code: 1002), a company listed on the main board of the Stock Exchange of Hong Kong. Ms. Fu holds a master degree in professional accounting and a degree in Executive Master in Business Administration from the Cheung Kong Graduate School of Business.

### SENIOR MANAGEMENT

**Mr. Wu Shou Ting (吳守廷先生)**, aged 56, is the general manager of the Group's Zhuhai United Laboratories Co., Ltd. (Zhongshan Branch). Mr. Wu graduated from Jiangxi College of Chinese Medicine in 1990 and graduated from the Advanced Level Research Class, Selected Course of the MBA for Managers in Office of Zhongshan University in 2002. Mr. Wu was employed by Yufeng Pharmaceutical, Nanchang City, Jiangxi Province for approximately three years before joining the Group in 1996. He had worked as supervisor of the powder injection workshop and manager of the production department at the Group's production plant in Zhongshan before being promoted to general manager in September 2003. Mr. Wu is primarily responsible for the overall management and operation of the Group's production plant in Zhongshan.

**Mr. Liu Bing Yang (劉炳揚先生)**, aged 72, is the general manager of Guangdong Kaiping Kingly Capsules Limited of the Group. Mr. Liu graduated from Guangzhou Rubber Industrial Bureau's Employees University with diploma in industrial Automation in 1982. Mr. Liu joined the Group in 1996 and had served as general manager. Mr. Liu had over 20 years' experience in the field of pharmaceutical industry in China. He is currently responsible for the management of the Group's Guangdong Kaiping factory.

**Mr. Zhang Wen Yu (張文玉先生)**, aged 54, is the general manager of United Laboratories (Inner Mongolia) Limited. Mr. Zhang graduated from school of microbiology of Shandong University. Mr. Zhang joined the Group in 2005 and had over 15 years' experience in the field of production management and is currently responsible for the management of the Group's Inner Mongolia factory.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

**Mr. Han Yu Bo (韓玉波先生)**, aged 49, is the general manager of Zhuhai United Laboratories Co., Ltd. Mr. Han graduated from East China University of Science and Technology in 1994. He has over 20 years' experience in pharmacy production management. Mr. Han joined the Group in 2005 and has worked in United Laboratories (Chengdu) and United Laboratories (Inner Mongolia). He is currently responsible for management of the Group's production plant in Zhuhai.

**Mr. Liu Hong Chi (劉紅池先生)**, aged 43, is the general manager of The United Animal Healthcare (Inner Mongolia) Co., Ltd. of the Group. Mr. Liu graduated from Sichuan University of Science and Engineering in 2004 majoring in pharmaceutical manufacturing. He obtained a bachelor degree in veterinary medicine from Sichuan Agricultural University in 2017 and a master degree in business administration from Sichuan University in 2019. Mr. Liu joined the Group in 2004, and has worked in United Laboratories (Chengdu) and United Laboratories (Inner Mongolia). He has been responsible for the management of animal healthcare company of the Group in Inner Mongolia since 2014.

**Mr. Zheng Shun Teng (鄭順騰先生)**, aged 46, is the operating general manager of the Group's intermediate and bulk medicine. Mr. Zheng graduated from China Pharmaceutical University in 2002, majoring in Pharmacy. Joining in 1997, he worked successively as the head of the orally-taken solid workshop, the assistant to manager of the production department, the manager of the procurement department, and the director of the powder injection workshop of Zhongshan factory. From July 2006 to 2013, he had been the Eastern China regional manager and senior regional manager of the Group's intermediate and bulk medicine sales department, the sales director of the Eastern China region and the Southern China region, and the sales director of the regions of India, Middle East and Africa. Mr. Zheng has been the operating general manager of the Group's intermediate and bulk medicine sales department since 2014, primarily responsible for sales and management of the Group's intermediate and bulk medicine products.

**Ms. Chen Min (陳敏女士)**, aged 51, is the general manager of Group's China Sales Division of Finished Products. Ms. Chen graduated from Zhengzhou University majoring in business administration. She joined the Group in 1997 and had served as regional manager and vice general manager of the Henan province etc. Ms. Chen has extensive experience in the sales and marketing of pharmaceutical products. She was promoted to the Group's vice president and was responsible for the sales of the Henan province in 2012. She has been responsible for the sales of the Henan province and Beijing since 2015. Ms. Chen has been the general manager of the China Sales Division of Finished Products since 1 January 2019.

## REPORT OF THE DIRECTORS

The Board is pleased to submit their report together with the audited consolidated financial statements for the year ended 31 December 2022.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company.

Details of principal activities of the principal subsidiaries of the Company are set out in note 44 to the consolidated financial statements.

### SEGMENT INFORMATION

An analysis of the Group's revenue and segment information for the year ended 31 December 2022 is set out in note 5 to the consolidated financial statements.

### RESULTS AND DISTRIBUTIONS

The Group's results for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 43 and 44 of this annual report.

The Board recommends the payment of final dividend of RMB14 cents per share and a special dividend of RMB6 cents per share respectively for the year ended 31 December 2022, subject to approval by the shareholders in the forthcoming annual general meeting.

### FINANCIAL SUMMARY

A summary of the Group's results, and of the assets and liabilities for the past five financial years are set out on page 158 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 17 to the consolidated financial statements.

### SHARE CAPITAL

Details of the share capital of the Company are set out in note 31 to the consolidated financial statements.

## REPORT OF THE DIRECTORS

### SHARE PREMIUM AND RESERVES

In accordance with the Companies Law, Chapter 22 (as revised) of the Cayman Islands, and the Company's articles of association, the Company may distribute its share premium to shareholders in the forms of dividend or fully paid bonus shares, provided that immediately following the distribution or payment of dividend, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

As at the reporting date, the directors were of the opinion that the distributable share premium and reserves of the Company was approximately RMB5,191.4 million.

Details of movements in the share premium and reserves of the Group during the year are set out in consolidated statement of changes in equity on page 47 of this annual report.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### MAJOR CUSTOMERS AND SUPPLIERS

In 2022, the aggregate sales attributable to the Group's five largest customers accounted for less than 30% of the Group's total sales for the year.

In 2022, the aggregate purchases attributable to the Group's largest and five largest suppliers accounted for 17% and 41% respectively of the Group's total purchases for the year.

None of the directors or chief executive or any of their 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.

# REPORT OF THE DIRECTORS

## DIRECTORS

The directors of the Company during the year ended 31 December 2022 and up to the date of this report were as follows:

### Executive Directors

Mr. Tsoi Hoi Shan (*Chairman*)

Mr. Leung Wing Hon (*Vice-Chairman*)

Ms. Choy Siu Chit

Mr. Fang Yu Ping

Ms. Zou Xian Hong

Ms. Zhu Su Yan

### Independent Non-Executive Directors

Mr. Chong Peng Oon

Prof. Song Ming

Ms. Fu Xiao Nan

In accordance with article 87 of the Company's articles of association, Mr. Tsoi Hoi Shan, Ms. Zou Xian Hong and Mr. Chong Peng Oon will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Biographical details of directors of the Company are set out on pages 20 to 22 of this annual report.

## DIRECTORS' SERVICE CONTRACTS

Mr. Tsoi Hoi Shan has entered into a service contract with the Company. Mr. Tsoi shall be subject to his re-election following retirement by rotation at any subsequent annual general meeting of the Company in accordance with the articles of association of the Company. The amount of Mr. Tsoi's basic emolument as an executive director is HK\$4,608,000 per annum.

Mr. Leung Wing Hon has entered into a service contract with the Company under which the annual salary payable by the Company to Mr. Leung Wing Hon is HK\$4,320,000 and is subject to review at the discretion of the Board and the remuneration committee after completion of 12 months of service. He will also be entitled to a discretionary bonus as decided by the Board and the remuneration committee.

## REPORT OF THE DIRECTORS

Ms. Choy Siu Chit has entered into a service contract with the Company. She is required to retire by rotation at the annual general meeting of the Company in accordance with the articles of association of the Company. The basic emolument of Ms. Choy Siu Chit as an executive director is HK\$3,060,000 per annum. She will also be entitled to a discretionary bonus as decided by the Board.

The basic emolument of Mr. Fang Yu Ping, Ms. Zou Xian Hong and Ms. Zhu Su Yan as an executive director is HK\$1,980,000 per annum, and they are also entitled to a monthly performance bonus not exceeding RMB60,000 as determined by the executive directors of the Company with reference to performance of the Group. Their subsequent appointment shall also be subject to their re-election following retirement by rotation at any subsequent annual general meeting of the Company in accordance with the articles of association of the Company.

The amount of the annual salary increment and the bonus payable under such service contracts for executive directors is at the discretion of the Board and the remuneration committee of the Company, provided that the respective parties to such service contracts shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him or her.

Each of Mr. Chong Peng Oon, Prof. Song Ming and Ms. Fu Xiao Nan has entered into a letter of appointment with the Company. The annual director's fee for each of the above independent non-executive directors is HK\$256,800.

Save as disclosed in this annual report, none of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

### **MANAGEMENT CONTRACT**

No contracts concerning the management or administration of the whole or any substantial part of the business were entered into or in existence during the year.

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS IN COMPETING BUSINESS AND CONTRACTS

None of the directors have any interests in a business which competes with the business of the Group. Furthermore, no contracts of significance in relation to the Group's business in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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

As at 31 December 2022, the directors and chief executive of the Company had the following interests or short positions in the shares, underlying shares or debentures 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 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 for Securities Transactions by Directors of Listed Companies ("Model Code"):

Long position in the ordinary shares of the Company:

<b>Name of directors</b>	<b>Number of shares</b>	<b>Capacity</b>	<b>Percentage of interest</b>
Mr. Tsoi Hoi Shan	16,306,875	Personal interest	0.90%
Mr. Leung Wing Hon	22,000	Personal interest	0.00%
Ms. Choy Siu Chit	117,875	Personal interest	0.01%
Ms. Zou Xian Hong	200,000	Personal interest	0.01%
Ms. Zhu Su Yan	179	Personal interest	0.00%

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, 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.

## REPORT OF THE DIRECTORS

### DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

During the year, the Company did not grant any rights to any directors, chief executive and their respective spouse or children under 18 of age to acquire benefits 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 benefits in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2022, the following shareholders, other than the directors or chief executive of the Company, were recorded in the register required to be kept by the Company under section 336 of the SFO as being interested (including short positions) in the shares or underlying shares of the Company:

Long and short positions in the ordinary shares of the Company:

Name	Notes	Number of shares held	Percentage of Interest
Heren Far East Limited ("Heren")		898,250,000(L)	49.44%
Heren Far East #4 Limited	(1)	898,250,000(L)	49.44%
IQ EQ Services (HK) Limited	(2)	898,250,000(L)	49.44%

L/S: Long position/short position

Notes:

- (1) Heren Far East #4 Limited is interested in more than one-third of the issued share capital of Heren, and is deemed or taken to be interested in the 898,250,000 shares of the Company beneficially owned by Heren for the purposes of Part XV of the SFO.
- (2) IQ EQ Services (HK) Limited is the trustee of the respective trusts holding entire interest in each of Heren Far East #2 Limited, Heren Far East #3 Limited and Heren Far East #4 Limited (which together hold the entire issued share capital of Heren), and is deemed to be interested in the 898,250,000 shares of the Company beneficially owned by Heren for the purposes of Part XV of the SFO.

Save as disclosed above, no other person being recorded in the register required to be kept by the Company under section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company as at 31 December 2022.

# REPORT OF THE DIRECTORS

## COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

The Group is committed to complying with laws and regulations that govern our businesses. As a company incorporated in the Cayman Islands with its shares listed on the Stock Exchange, the Company is governed by the Companies Law of the Cayman Islands, as well as the Listing Rules and the Securities and Futures Ordinance.

In addition, the Group operates its pharmaceutical business mainly through its subsidiaries in the PRC and accordingly, relevant laws and regulations in the PRC applicable for the research and development, manufacturing, sales and distribution of pharmaceutical products, including but not limited to the laws and regulations on quality, safety, production, environmental protection, intellectual property and labour, shall be complied with.

During the year ended 31 December 2022, to the best knowledge of the Board, the Group does not have any incidence of non-compliance with the relevant laws and regulations that would have a significant impact on the Group's business and operations.

## CORPORATE GOVERNANCE

The Company is dedicated to maintaining a high standard of corporate governance. Information regarding the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 31 to 37 of this annual report.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, as at the date of this annual report, there is sufficient public float as required under the Listing Rules.

## AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board

**Tsoi Hoi Shan**

*Chairman and Executive Director*

Hong Kong, 21 March 2023

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board is of the view that best corporate governance is crucial to safeguard the interests of shareholders and to enhance the Group's performance. The Board is dedicated to maintaining and ensuring a high standard of corporate governance. For the year ended 31 December 2022, the Company has applied and complied with the applicable code provisions set out in the Corporate Governance Code ("CG Code") and Corporate Governance Report contained in Appendix 14 of the rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange, except for deviation which is summarized below:

### Code Provision C.2.1

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 December 2022, the Company did not have a chief executive officer. The Company will make appointment to fill the post as appropriate.

## THE BOARD

The Board comprises six executive directors and three independent non-executive directors. The biographical details and the relationships of the members of the Board have been set out in the "Biographical Details of Directors & Senior Management" on pages 20 to 22. The Board has established four Board committees, namely Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee. The attendance rates of individual directors at board meetings, annual general meeting and other meetings of board committees are set out below. The duties of the Board and the Board committees are outlined in the later part of this report.

	Board	Annual General Meeting	Audit Committee	Remuneration Committee	Nomination Committee	Risk Management Committee
<b>Executive Directors</b>						
Mr. Tsoi Hoi Shan	5/5	1/1	N/A	N/A	N/A	N/A
Mr. Leung Wing Hon	5/5	1/1	N/A	N/A	N/A	1/1
Ms. Choy Siu Chit	5/5	1/1	N/A	N/A	N/A	1/1
Mr. Fang Yu Ping	5/5	1/1	N/A	N/A	N/A	N/A
Ms. Zou Xian Hong	5/5	1/1	N/A	N/A	N/A	N/A
Ms. Zhu Su Yan	5/5	1/1	N/A	N/A	N/A	N/A
<b>Independent Non-executive Directors</b>						
Mr. Chong Peng Oon	4/5	1/1	2/2	1/1	1/1	1/1
Prof. Song Ming	5/5	1/1	2/2	1/1	1/1	1/1
Ms. Fu Xiao Nan	5/5	1/1	2/2	1/1	1/1	N/A

## CORPORATE GOVERNANCE REPORT

The Board is responsible for setting the Group's objectives and strategies as well as to monitor the Group's performance. The Board also approves matters like annual and interim results, major transactions, appointment of directors, dividend and accounting policies and scrutinizes internal control procedures of the Group's operations. The Board has delegated the responsibility and authority of day-to-day operations to the management team.

All directors are provided with updated information in relation to governance and control matters regularly. The directors may seek independent professional advice according to prescribed procedures in order to assist them to discharge their duties at the expenses of the Company.

Four regular board meetings were held by the Board during the year. At least 14 days notices are given to all directors for all regular board meetings. Directors can include matters to be discussed in the agenda if necessary. Agenda of regular board meetings accompanied with board papers are dispatched to all directors within a reasonable time before the date of meeting. All draft minutes of the Board are circulated to all directors within a reasonable time for comments before being confirmed.

Minutes of the Board and Board committees are kept by the secretary duly appointed at such meetings. All directors are entitled to inspect the board papers and relevant information and access to sufficient information on a timely basis so as to enable the Board to make informed decisions on matters to be brought before meetings.

### DIVERSITY

The Company has established policy to achieve balanced diversity at the Board as far as practicable. Board appointments will be based on merit and candidates will be considered against measurable objectives, taking into account the Company's business and needs. Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

The proportion of female Board representation is a measurable objective of the Company in assessing the implementation of the diversity policy. The Board currently has four female Directors out of nine Directors, achieving the gender diversity of the Board at 44.4%.

The nine Directors are from diverse and complementary backgrounds, including pharmacy industry management, corporate finance, investment and management, accounting and finance management. The valuable experience and expertise they bring to our business are critical for the long-term growth of the Group. The Board reviews the implementation and effectiveness of the Board diversity and is satisfied that the Board diversity policy has been properly implemented and is effective.

In striving to maintain gender diversity, similar considerations are used when recruiting and selecting senior management and general staff. As of 31 December 2022, a 59.6% male: 40.4% female gender ratio, being a measurable objective for gender diversity, has been achieved in the workforce (including senior management). Further information about the composition of the Group's workforce can be found in the Environmental, Social and Governance Report 2022 separately released on the websites of The Stock Exchange of Hong Kong Limited and the Company.

# CORPORATE GOVERNANCE REPORT

## CONTINUOUS PROFESSIONAL DEVELOPMENT

Under code provision C.1.4 of the CG Code, directors of the Company should participate in continuous professional development to develop and refresh their knowledge and skills. Each newly appointed director receives induction on the first occasion of his or her appointment, so as to ensure that he or she has appropriate understanding of the business and operations of the Company and that he or she is fully aware of his or her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Directors are also regularly updated on the Group's business and industry environments where appropriate in the management's monthly reports to the Board as well as briefings and materials circulated to the Board before board meeting.

During the year, the Company has arranged for all directors to undergo continuous trainings designed to develop and refresh their knowledge and skills so as to ensure that their contribution to the Board remains informed and relevant.

A record of training they received for the year ended 31 December 2022 was provided to the Company. The individual training record of each director for the year ended 31 December 2022 is set out below:

	Reading regulatory updates	Attending seminars/ workshops relevant to the business/directors' duties
<b>Executive Directors</b>		
Mr. Tsoi Hoi Shan	✓	✓
Mr. Leung Wing Hon	✓	✓
Ms. Choy Siu Chit	✓	✓
Mr. Fang Yu Ping	✓	✓
Ms. Zou Xian Hong	✓	✓
Ms. Zhu Su Yan	✓	✓
<b>Independent Non-Executive Directors</b>		
Mr. Chong Peng Oon	✓	✓
Prof. Song Ming	✓	✓
Ms. Fu Xiao Nan	✓	✓

## CHAIRMAN

The information of Mr. Tsoi Hoi Shan, the Chairman is set out in the Biographical Details of Directors & Senior Management.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board currently has three independent non-executive directors. Among the three independent non-executive directors, one of them possesses the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. All the independent non-executive directors of the Company are appointed for a fixed term subject to retirement and re-appointment pursuant to the Company's articles of association.

Each of the independent non-executive directors has submitted a confirmation of his independence as required by Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive directors to be independent and that each of them satisfies the guidelines of independence set out in Rule 3.13 of the Listing Rules.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION COMMITTEE

The Company has established a Remuneration Committee to ensure that there are formal and transparent procedures to follow when determining the remuneration policies of the directors. The Remuneration Committee currently comprises three independent non-executive directors, namely Mr. Chong Peng Oon, Prof. Song Ming and Ms. Fu Xiao Nan. Mr. Chong Peng Oon is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are consistent with the relevant provisions set out in the CG Code, but with a deviation from the code provision of the Remuneration Committee's responsibilities to determine the specific remuneration packages of all executive directors and senior management of a listed company. The Board considers that the Remuneration Committee of the Company should review (as opposed to determine) and make recommendations to the Board on the remuneration packages of directors only and not senior management for the following reasons:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior executives and that this evaluation process is more effectively carried out by the executive directors;
- (ii) the executive directors must be in a position to supervise and control senior management and thus must be able to determine their compensation; and
- (iii) there is no reason for executive directors to pay senior management more than industry standards and thus shareholders will benefit by reducing costs in the fixing of such compensation packages.

The terms of reference of the Remuneration Committee are posted on the Company's website.

The Remuneration Committee held one meeting during the year. It undertook a review of the remuneration and benefits of the directors. The Remuneration Committee ensures that no director is involved in determining his/ her own emoluments.

## AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive directors, namely Mr. Chong Peng Oon, Prof. Song Ming and Ms. Fu Xiao Nan. Mr. Chong Peng Oon is the chairman of the Audit Committee.

The major duties of the Audit Committee include reviewing and monitoring the financial reporting system and internal control procedures of the Group. The Audit Committee held two meetings during the year. It reviewed the Group's financial reporting matters, and reviewed the internal control systems 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 relevant provisions set out in the CG Code. The terms of reference of the Audit Committee are posted on the Company's website.

# CORPORATE GOVERNANCE REPORT

## NOMINATION COMMITTEE

The Board has established a Nomination Committee to ensure fair and transparent procedures for the appointment, re-election and removal of directors to the Board. The Nomination Committee currently comprises three independent non-executive directors, namely Mr. Chong Peng Oon, Prof. Song Ming and Ms. Fu Xiao Nan. Prof. Song Ming is the chairman of the Nomination Committee.

The Nomination Committee held one meeting during the year to discuss re-election of directors. During selection and recommendation of candidates for directors, the Committee will consider about experience, qualification, suitability of the candidates and diversity of board composition. The Board will approve the appointments based on the same criteria. The terms of reference of the Nomination Committee, a copy of which is posted on the Company's website, are consistent with the terms set out in the relevant section of the CG Code.

## RISK MANAGEMENT COMMITTEE

The Company has established a Risk Management Committee in February 2016. The Risk Management Committee comprises two independent non-executive directors, namely Mr. Chong Peng Oon and Prof. Song Ming, and two executive directors, namely Mr. Leung Wing Hon and Ms. Choy Siu Chit. Mr. Chong Peng Oon is the chairman of the Risk Management Committee.

The major duties of the Risk Management Committee include overseeing and reviewing the Group's risk management and internal control systems. The Risk Management Committee held one meeting during the year to review the Group's risk management and internal control systems. The terms of reference of the Risk Management Committee are posted on the Company's website.

## CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct for director's securities transactions. Having made specific enquiry, all directors confirmed that they had complied with the required standard set out in the Model Code throughout the year ended 31 December 2022.

To comply with code provision C.1.3 of the CG Code, the Company has adopted standard code for the code of conduct for relevant employees' securities transactions to regulate certain employees of the Group who are deemed to be in possession of unpublished price sensitive information of the Company when dealing in the securities of the Company.

# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND INTERNAL CONTROL

The Board acknowledges its responsibility for preparing the Group's financial statements. As at 31 December 2022, within the knowledge of the directors, there was no material event or condition that may cast significant doubt upon the Group's ability to continue as a going concern.

The Group has established sufficient internal control system. In the year under review, the Board considers the systems of internal control of the Group are sufficient and effective, hence the Company has complied with the code provisions relevant to the internal control in the CG Code.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the auditor of the Company provided audit and non-audit services for the Company and the Group.

The service fees for audit and non-audit services in 2022 amounted to approximately RMB4,704,000 and RMB1,603,000 respectively.

## COMPANY SECRETARY

Mr. Leung Wing Hon is the company secretary of the Company. Mr. Leung reports to Mr. Tsoi Hoi Shan, the Chairman of the Board. Mr. Leung Wing Hon was appointed as company secretary of the Company on 25 May 2007. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of International Accountants. He undertook no less than 15 hours of relevant professional training during the year.

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting by Shareholders

Pursuant to article 58 of the Company's Articles of Association, any one or more Members 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 to the Board or the Secretary of the Company, to require an extraordinary general meeting 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. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

# CORPORATE GOVERNANCE REPORT

## Putting Forward Proposals at General Meetings

A shareholder shall make a written requisition to the Board or the company secretary at the Company's office in Hong Kong at 6 Fuk Wang Street, Yuen Long Industrial Estate, New Territories, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

As regards proposing a person for election as a director, please refer to the procedures available on the websites of the Company and the Stock Exchange.

## Making Enquiry to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the company secretary at the Company's office in Hong Kong at 6 Fuk Wang Street, Yuen Long Industrial Estate, New Territories, Hong Kong.

## INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company has established a range of communication channels between itself, its shareholders and investors, including answering questions through the annual general meeting, the publications of annual and interim reports, notices, announcements and circulars on the website of the Company at [www.tul.com.cn](http://www.tul.com.cn) and [www.irasia.com/listco/hk/unitedlab](http://www.irasia.com/listco/hk/unitedlab). During the year, the Board is not aware of any significant changes in the Company's constitutional documents.

Led by Mr. Leung Wing Hon, the Company's vice-chairman, and Ms. Karen Yang, the Investor Relationship Director, the Company is well positioned with an experienced investor relations team supporting the various investor relations initiatives. The team will continue to work towards further enhancing the communication with investors through various platforms such as roadshows, meetings, plant visits, conference calls and other forms of engagement. In addition, the investor relations department will continue to implement various exercises towards building a targeted shareholders base that supports the investment proposition of the company to correctly reflect its valuation.

Effective investor relations communication is an integral part of the Company's management philosophy. The Company will continue to maintain effective communication with investors. Through the investor relations department's efforts, the Company aspired to instill further confidence among investors and enhance their understanding of our business.

On behalf of the Board

### Leung Wing Hon

*Vice-Chairman and Executive Director*

Hong Kong, 21 March 2023

# INDEPENDENT AUDITOR'S REPORT

# Deloitte.

# 德勤

## TO THE SHAREHOLDERS OF THE UNITED LABORATORIES INTERNATIONAL HOLDINGS LIMITED

聯邦制藥國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of The United Laboratories International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 157, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

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

### KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter.

## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTER *(Continued)*

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment of trade receivables</i></p> <p>We identified the impairment assessment of the trade receivables as a key audit matter as the assessment of expected credit loss ("ECL") involved high level of estimation uncertainty. The Group estimates the ECL on trade receivables using a provision matrix. The loss rates are estimated based on historical credit loss experience adjusted for forward-looking factors specific to the debtor's industry and the macroeconomic environment.</p> <p>At 31 December 2022, the net carrying value of the trade receivables was approximately RMB2,103,912,000, with allowance for credit losses of approximately RMB6,839,000.</p> <p>Details relating to the Group's trade receivables and the ECL assessment are set out in Notes 24 and 38 to the consolidated financial statements, respectively.</p>	<p>Our audit procedures in relation to the valuation of the trade receivables included:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the process relating to the allowance for credit losses of trade receivables;</li> <li>• Evaluated the reasonableness of the key judgments and assumptions relating to calculation of historical default rates and forward-looking factor made in the ECL model;</li> <li>• Evaluated the completeness, accuracy and relevance of data used in the ECL model and checked the arithmetic accuracy of the calculations;</li> <li>• Obtained the full aging report of trade receivables and tested the accuracy by checking the aging of selected invoices and instalment schedule on a sample basis; and</li> <li>• Reviewed the presentation and disclosure of the trade receivables for compliance with relevant HKFRSs.</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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.

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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 HKFRSs issued by the HKICPA 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 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT

## 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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism 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.

## INDEPENDENT AUDITOR'S REPORT

### 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 those charged with governance 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 those charged with governance 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 matter communicated with those charged with governance, we determine the matter that was of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matter. We describe this matter 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 the independent auditor's report is Fung Hin Chiu.

#### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

21 March 2023

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	NOTES	2022 RMB'000	2021 RMB'000
Revenue	5	11,334,262	9,703,438
Cost of sales		(6,365,272)	(5,492,391)
Gross profit		4,968,990	4,211,047
Other income	6	165,817	155,879
Other gains and losses, net	7a	(88,571)	19,256
Selling and distribution expenses		(1,662,435)	(1,633,456)
Administrative expenses		(703,354)	(698,335)
Other expenses	7b	(603,615)	(494,954)
Impairment losses reversed (recognised) under expected credit loss model, net	9	11,718	(296,559)
Share of results of an associate	21	(189)	–
Finance costs	8	(81,595)	(60,231)
Profit before taxation		2,006,766	1,202,647
Tax expense	11	(425,743)	(213,062)
<b>Profit for the year</b>	12	<b>1,581,023</b>	989,585
<b>Other comprehensive income</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		1,427	475
<b>Total comprehensive income for the year</b>		<b>1,582,450</b>	990,060



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	<i>NOTE</i>	<b>2022</b> <b>RMB'000</b>	2021 RMB'000
<b>Profit (loss) for the year attributable to:</b>			
Owners of the Company		<b>1,581,094</b>	988,098
Non-controlling interests		<b>(71)</b>	1,487
		<b>1,581,023</b>	989,585
<b>Total comprehensive income (expense) for the year attributable to:</b>			
Owners of the Company		<b>1,582,521</b>	988,573
Non-controlling interests		<b>(71)</b>	1,487
		<b>1,582,450</b>	990,060
<b>Earnings per share</b>		<b>RMB cents</b>	RMB cents
– Basic	<i>16</i>	<b>86.89</b>	53.70

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

	<i>NOTES</i>	<b>2022</b> <b>RMB'000</b>	2021 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment	17	<b>5,932,295</b>	5,842,295
Right-of-use assets	18	<b>255,586</b>	227,174
Goodwill	19	<b>3,031</b>	3,031
Intangible assets	20	<b>100,338</b>	119,826
Interests in an associate	21	<b>7,161</b>	–
Deposit for acquisition of land use rights		<b>7,262</b>	7,262
Deposits for acquisition of property, plant and equipment		<b>78,476</b>	61,917
Financial asset at fair value through profit or loss	22	<b>500</b>	500
Deferred tax assets	30	<b>80,030</b>	82,782
		<b>6,464,679</b>	6,344,787
<b>Current assets</b>			
Inventories	23	<b>2,163,626</b>	2,004,029
Trade and bills receivables, other receivables, deposits and prepayments	24	<b>4,911,704</b>	3,799,905
Derivative financial instruments	35	<b>1,841</b>	–
Other pledged deposits	29	–	24,000
Pledged bank deposits	25	<b>694,704</b>	827,389
Cash and cash equivalents	25	<b>4,743,071</b>	3,331,009
		<b>12,514,946</b>	9,986,332
<b>Current liabilities</b>			
Trade and other payables	26	<b>5,317,876</b>	4,699,608
Contract liabilities	27	<b>132,484</b>	107,955
Derivative financial instrument	35	<b>10,087</b>	5,812
Lease liabilities	28	<b>3,744</b>	3,871
Tax payables		<b>209,478</b>	108,094
Borrowings – due within one year	29	<b>1,359,358</b>	1,609,906
		<b>7,033,027</b>	6,535,246
<b>Net current assets</b>		<b>5,481,919</b>	3,451,086
<b>Total assets less current liabilities</b>		<b>11,946,598</b>	9,795,873

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

	<i>NOTES</i>	<b>2022</b> <b>RMB'000</b>	2021 RMB'000
<b>Non-current liabilities</b>			
Deferred tax liabilities	<i>30</i>	<b>194,069</b>	172,309
Deferred income in respect of government grants	<i>26 &amp; 33</i>	<b>43,413</b>	55,319
Lease liabilities	<i>28</i>	<b>3,896</b>	7,125
Borrowings – due after one year	<i>29</i>	<b>1,095,789</b>	221,212
		<b>1,337,167</b>	455,965
		<b>10,609,431</b>	9,339,908
<b>Capital and reserves</b>			
Share capital	<i>31</i>	<b>16,965</b>	17,125
Reserves		<b>10,591,121</b>	9,323,367
Equity attributable to owners of the Company		<b>10,608,086</b>	9,340,492
Non-controlling interests		<b>1,345</b>	(584)
<b>Total equity</b>		<b>10,609,431</b>	9,339,908

The consolidated financial statements on pages 43 to 157 were approved and authorised for issue by the Board of Directors on 21 March 2023 and are signed on its behalf by:

**TSOI HOI SHAN**  
*DIRECTOR*

**LEUNG WING HON**  
*DIRECTOR*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Attributable to owners of the Company							Subtotal RMB'000	Non- controlling interests RMB'000	Total RMB'000
	Share capital RMB'000	Share premium RMB'000	Treasury stock RMB'000	Special reserve RMB'000 <i>(Note b)</i>	Capital reserve RMB'000 <i>(Note a)</i>	Foreign exchange reserve RMB'000	Retained profits RMB'000			
At 1 January 2021	17,183	3,805,695	-	277,100	1,035,377	7,207	3,471,344	8,613,906	(2,071)	8,611,835
Exchange differences arising on translation of foreign operations	-	-	-	-	-	475	-	475	-	475
Profit for the year	-	-	-	-	-	-	988,098	988,098	1,487	989,585
Total comprehensive income for the year	-	-	-	-	-	475	988,098	988,573	1,487	990,060
Dividends recognised as distribution <i>(Note 15)</i>	-	-	-	-	-	-	(220,847)	(220,847)	-	(220,847)
Repurchase and cancellation of shares	(58)	(23,267)	(17,653)	-	-	-	-	(40,978)	-	(40,978)
Transaction costs attributable to repurchase and cancellation of shares	-	-	(162)	-	-	-	-	(162)	-	(162)
Appropriations	-	-	-	-	110,791	-	(110,791)	-	-	-
At 31 December 2021	17,125	3,782,428	(17,815)	277,100	1,146,168	7,682	4,127,804	9,340,492	(584)	9,339,908
Exchange differences arising on translation of foreign operations	-	-	-	-	-	1,427	-	1,427	-	1,427
Profit (loss) for the year	-	-	-	-	-	-	1,581,094	1,581,094	(71)	1,581,023
Total comprehensive income (expense) for the year	-	-	-	-	-	1,427	1,581,094	1,582,521	(71)	1,582,450
Capital contribution from the non-controlling interest of a subsidiary	-	-	-	-	-	-	-	-	2,000	2,000
Dividends recognised as distribution <i>(Note 15)</i>	-	-	-	-	-	-	(272,636)	(272,636)	-	(272,636)
Repurchase and cancellation of shares	(160)	(59,946)	18,062	-	-	-	-	(42,044)	-	(42,044)
Transaction costs attributable to repurchase and cancellation of shares	-	-	(247)	-	-	-	-	(247)	-	(247)
Appropriations	-	-	-	-	108,042	-	(108,042)	-	-	-
At 31 December 2022	16,965	3,722,482	-	277,100	1,254,210	9,109	5,328,220	10,608,086	1,345	10,609,431

## Notes:

- (a) Capital reserve represents the PRC statutory reserve which must be provided for before declaring dividends to the shareholders as approved by the board of directors in accordance with the PRC regulations applicable to the Company's PRC subsidiaries until the fund reaches 50% of the registered capital of the respective subsidiaries.
- (b) Included in special reserve is an amount of RMB203,263,000 which represents the portion of registered capital of the two PRC subsidiaries contributed by certain beneficial owners of the Company. The remaining amount of RMB73,837,000 represents the difference between the carrying amount of the non-controlling interests acquired and the fair value of considerations paid for acquisition of additional interests in subsidiaries in prior years.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
<b>Operating activities</b>		
Profit before taxation	<b>2,006,766</b>	1,202,647
Adjustments for:		
(Reversal of write-down) write-down of inventories, net	<b>(1,561)</b>	2,003
Write-down of deposits for property, plant and equipment	<b>2,168</b>	3,165
Impairment losses (reversed) recognised under expected credit loss model, net	<b>(11,718)</b>	296,559
Imputed interest income from consideration receivables	–	(31,186)
Amortisation of intangible assets	<b>19,488</b>	16,618
Depreciation of property, plant and equipment	<b>521,834</b>	593,150
Depreciation of right-of-use assets	<b>11,109</b>	11,089
Net gain on fair value changes of derivative financial instruments	<b>(37,730)</b>	(8,120)
Gain on disposal of financial assets at fair value through profit and loss	<b>(17,973)</b>	–
Finance costs	<b>81,595</b>	60,231
Release of government grants	<b>(17,447)</b>	(13,850)
Bank interest income	<b>(70,737)</b>	(51,594)
Share of results of an associate	<b>189</b>	–
Net loss on disposal of property, plant and equipment	<b>4,390</b>	3,301
Written off of property, plant and equipment	<b>78,176</b>	16,080
Net unrealised foreign exchange loss (gain)	<b>49,299</b>	(62,081)
Operating cash flows before movements in working capital	<b>2,617,848</b>	2,038,012
Increase in inventories	<b>(158,036)</b>	(577,530)
Increase in trade and bills receivables, other receivables, deposits and prepayments	<b>(392,217)</b>	(860,374)
Increase in trade and other payables	<b>238,364</b>	1,149,579
Increase in contract liabilities	<b>24,431</b>	29,830
Cash generated from operations	<b>2,330,390</b>	1,779,517
Income taxes paid	<b>(299,847)</b>	(236,966)
<b>Net cash from operating activities</b>	<b>2,030,543</b>	1,542,551

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
<b>Investing activities</b>		
Payments for purchase of property, plant and equipment	(701,072)	(420,251)
Payment for deposits of acquisition of property, plant and equipment	(78,476)	(61,917)
Capital contribution of interests in an associate	(7,350)	–
Receipts of commercial bills receivables	–	213,905
Proceeds on disposal of property, plant and equipment	7,586	19,164
Placement of pledged bank deposits	(3,901,184)	(2,551,448)
Withdrawal of pledged bank deposits	4,033,869	2,164,253
Placement of financial asset at fair value through profit and loss	(1,684,155)	–
Receipts of financial asset at fair value through profit and loss	1,702,128	–
Interest received	70,737	51,594
Receipts of government grants	1,909	2,640
Additions to right-of-use assets	(38,911)	–
Additions to intangible assets	–	(5,164)
<b>Net cash used in investing activities</b>	<b>(594,919)</b>	<b>(587,224)</b>
<b>Financing activities</b>		
Interest paid	(75,615)	(50,458)
Dividends paid	(272,636)	(220,847)
Capital contribution from the non-controlling interest of a subsidiary	2,000	–
Repayments of lease liabilities	(3,966)	(3,045)
New borrowings raised	2,951,824	1,394,373
Repayments of borrowings	(2,623,646)	(1,709,168)
Net settlement of the cross currency interest rate swap	(8,160)	(3,895)
Net settlement of foreign currency forwards	48,324	13,254
Payment on repurchase and cancellation of shares	(42,044)	(40,978)
Transaction costs attributable to repurchase and cancellation of shares	(247)	(162)
<b>Net cash used in financing activities</b>	<b>(24,166)</b>	<b>(620,926)</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,411,458</b>	<b>334,401</b>
Effect of foreign exchange rate changes	604	(194)
<b>Cash and cash equivalents at beginning of the year</b>	<b>3,331,009</b>	<b>2,996,802</b>
<b>Cash and cash equivalents at end of the year</b>	<b>4,743,071</b>	<b>3,331,009</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 1. GENERAL INFORMATION

The United Laboratories International Holdings Limited (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The Company’s parent company and ultimate holding company is Heren Far East Limited, a company incorporated in the British Virgin Islands and is ultimately controlled by The Choys’ Family Trusts. The Company’s registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is located at 6 Fuk Wang Street, Yuen Long Industrial Estate, Yuen Long, New Territories, Hong Kong.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in Note 44.

The consolidated financial statements are presented in Renminbi (“RMB”) which is also the functional currency of the Company and most of its subsidiaries (the “Group”), the currency of the primary economic environment in which the principal subsidiaries of the Company operate.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

### Amendments to HKFRSs that are mandatorily effective for the current year *(Continued)*

#### 2.1 Impacts on application of Amendments to HKFRSs Annual Improvements to HKFRSs 2018-2020

The Group has applied the amendments for the first time in the current year. The annual improvements make amendments to the following standards:

##### *HKFRS 9 Financial Instruments*

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

In accordance with the transitional provisions, the Group applies the amendment to financial liabilities that are modified or exchanged as at the date of initial application, 1 January 2022.

##### *HKFRS 16 Leases*

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The application of the amendments in the current year has had no impact on the Group’s consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>3</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>3</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2024.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)* (the “2020 Amendments”) and Amendments to HKAS 1 *Non-current Liabilities with Covenants* (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### **New and amendments to HKFRSs in issue but not yet effective** (Continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)* (the “2020 Amendments”) and Amendments to HKAS 1 *Non-current Liabilities with Covenants* (the “2022 Amendments”) (Continued)

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities

### **Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies***

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making *Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### **New and amendments to HKFRSs in issue but not yet effective** (Continued)

#### *Amendments to HKAS 8 Definition of Accounting Estimates*

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

#### *Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 3 to the consolidated financial statements, the Group applies HKAS 12 requirements to the relevant assets and liabilities separately. Temporary differences on initial recognition of the relevant assets and liabilities are not recognised due to application of the initial recognition exemption.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

### **New and amendments to HKFRSs in issue but not yet effective** *(Continued)*

#### *Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction* *(Continued)*

The amendments are effective for the Group’s annual reporting period beginning on 1 January 2023. As at 31 December 2022, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to RMB6,570,000 and RMB7,640,000 respectively in which the Group will recognise the related deferred tax assets and deferred tax liabilities of RMB1,356,000 and RMB1,157,000 respectively.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

### **3.1 Basis of preparation of consolidated financial statements**

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.1 Basis of preparation of consolidated financial statements *(Continued)*

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income and expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in a subsidiary is presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets of a pro rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Interests in an associate

An associate is an entity over which the Group has 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.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Interests in an associate *(Continued)*

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

#### *Refund liabilities*

The Group recognises a refund liability if the Group expects to refund some or all of the consideration received from customers.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Leases

##### *Definition of 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.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### *The Group as a lessee*

#### Right-of-use assets

The cost of right-of-use assets includes the amount of the initial measurement of the lease liability, lease payment made at or before commencement date for land use rights, any initial direct costs incurred by the Group and an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment losses are transferred to property, plant and equipment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Leases *(Continued)*

##### *The Group as a lessee (Continued)*

##### Right-of-use assets *(Continued)*

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

##### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

##### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease payments included in the measurement of the lease liability comprise fixed lease payments.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

*Leases (Continued)*

*The Group as a lessee (Continued)*

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign exchange reserve (attributed to non-controlling interests as appropriate).

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

#### Employee benefits

##### *Retirement benefit costs*

Payments to the Mandatory Provident Fund Scheme or state-managed retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

##### *Short-term employee benefits*

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, and annual leave) after deducting any amount already paid.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Taxation *(Continued)*

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment losses. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets other than construction in progress, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Intangible assets

##### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

##### *Internally-generated intangible assets – research and development expenditure*

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

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Intangible assets *(Continued)*

##### *Internally-generated intangible assets – research and development expenditure (Continued)*

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured at the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss in the period when the asset is derecognised.

#### **Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill**

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment losses. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment losses (if any). Intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill *(Continued)*

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Financial instruments *(Continued)*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### *Financial assets*

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset, the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets *(Continued)*

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income ("FVTOCI") as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial asset at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial asset at FVTPL is measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses, net" line item.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Financial instruments *(Continued)*

#### Financial assets *(Continued)*

#### Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables and banker’s acceptance bills receivables, commercial bills receivables, consideration receivables, other receivables and refundable deposits, pledged bank deposits, and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(i) Significant increase in credit risk *(Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(i) Significant increase in credit risk *(Continued)*

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(v) Measurement and recognition of ECL *(Continued)*

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and other receivables, where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Financial instruments *(Continued)*

##### *Financial liabilities and equity*

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase or cancellation of the Company's own equity instruments.

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

##### Financial liabilities at amortised cost

Financial liabilities including trade payables and trade payables under supplier finance arrangement, other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 3.2 Significant accounting policies *(Continued)*

#### Financial instruments *(Continued)*

#### *Financial liabilities and equity (Continued)*

#### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

#### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

### Key sources of estimation uncertainty

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

#### Provision of ECL for trade receivables

The Group estimates the ECL on trade receivables using a provision matrix. During the years ended 31 December 2022 and 2021, the loss rates for the trade receivables are estimated based on historical credit loss experience, adjusted for forward-looking factors specific to the debtor's industry and the macroeconomic environment.

At every reporting date, all available historical observed default rates are reassessed and changes in the forward-looking information are considered. The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables is disclosed in Notes 38 and 24, respectively.

## 5. REVENUE AND SEGMENT INFORMATION

The Group is currently organised into three revenue streams, including Intermediate products, Bulk medicine and Finished products.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- 1) Intermediate products – mainly represent sales of 6-APA products and penicillin G potassium products;
- 2) Bulk medicine – mainly represent sales of amoxicillin products; and
- 3) Finished products – mainly represent sales of insulin series products, antibiotics products, nervous system drugs, ophthalmic products and veterinary drugs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### (i) Disaggregation of revenue from contracts with customers

	For the year ended 31 December 2022					
	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Total RMB'000	Elimination RMB'000	Consolidated RMB'000
Types of products						
– 6-APA	800,893	–	–	800,893	–	800,893
– Antibiotics products	–	5,168,835	3,062,977	8,231,812	–	8,231,812
– Insulin Products	–	–	1,095,957	1,095,957	–	1,095,957
– Others	798,312	5,891	401,397	1,205,600	–	1,205,600
Revenue from contracts						
with customers	1,599,205	5,174,726	4,560,331	11,334,262	–	11,334,262
Inter-segment sales	2,718,504	870,178	–	3,588,682	(3,588,682)	–
Segment revenue	4,317,709	6,044,904	4,560,331	14,922,944	(3,588,682)	11,334,262

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### (i) Disaggregation of revenue from contracts with customers *(Continued)*

	For the year ended 31 December 2021					
	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Total RMB'000	Elimination RMB'000	Consolidated RMB'000
Types of products						
– 6-APA	957,578	–	–	957,578	–	957,578
– Antibiotics products	–	3,960,900	2,305,244	6,266,144	–	6,266,144
– Insulin Products	–	–	1,342,450	1,342,450	–	1,342,450
– Others	742,759	7,675	386,832	1,137,266	–	1,137,266
Revenue from contracts						
with customers	1,700,337	3,968,575	4,034,526	9,703,438	–	9,703,438
Inter-segment sales	1,684,837	585,413	–	2,270,250	(2,270,250)	–
Segment revenue	3,385,174	4,553,988	4,034,526	11,973,688	(2,270,250)	9,703,438

All of the Group's revenue is recognised at a point in time during the years ended 31 December 2022 and 2021.

### (ii) Performance obligations for contracts with customers

Revenue is recognised at a point of time when control of the goods has been transferred, being when the goods have been delivered to port of discharge or the customer's specific location as stipulated in the sales agreement. The Group satisfied its performance obligations upon shipment or upon delivery in accordance with the contract signed with customers, who start to bear the risks of obsolescence and loss in relation to the goods.

### (iii) Transaction price allocated to the remaining performance obligation for contracts with customers

Contracts for sale of pharmaceutical products are typically non-cancellable. The contracts for sales of products have expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information

HKFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM") (i.e. executive directors of the Company) for the purpose of allocating resources to segments and assessing their performance.

The three revenue streams are the operating and reportable segments of the Group on which the Group reports its primary segment information.

#### (a) Segment revenue and results

##### Year ended 31 December 2022

	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Segment total RMB'000	Elimination RMB'000	Consolidated RMB'000
<b>REVENUE</b>						
External sales	1,599,205	5,174,726	4,560,331	11,334,262	-	11,334,262
Inter-segment sales	2,718,504	870,178	-	3,588,682	(3,588,682)	-
Segment revenue	4,317,709	6,044,904	4,560,331	14,922,944	(3,588,682)	11,334,262
<b>RESULT</b>						
Segment profit	918,762	385,722	796,191			2,100,675
Share of results of an associate						(189)
Unallocated other income						104,125
Unallocated corporate expenses						(97,343)
Unallocated other gains and losses, net						(22,378)
Impairment losses reversed under expected credit loss model, net						3,471
Finance costs						(81,595)
Profit before taxation						2,006,766

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information *(Continued)*

#### (a) Segment revenue and results *(Continued)*

Year ended 31 December 2021

	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Segment total RMB'000	Elimination RMB'000	Consolidated RMB'000
<b>REVENUE</b>						
External sales	1,700,337	3,968,575	4,034,526	9,703,438	–	9,703,438
Inter-segment sales	1,684,837	585,413	–	2,270,250	(2,270,250)	–
Segment revenue	3,385,174	4,553,988	4,034,526	11,973,688	(2,270,250)	9,703,438
<b>RESULT</b>						
Segment profit	396,151	202,220	875,571			1,473,942
Unallocated other income						147,311
Unallocated corporate expenses						(106,227)
Unallocated other gains and losses, net						41,799
Impairment losses recognised under expected credit loss model, net of reversal						(293,947)
Finance costs						(60,231)
Profit before taxation						1,202,647

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information *(Continued)*

#### (a) Segment revenue and results *(Continued)*

##### *Measurement*

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3.2. Performance is measured based on segment results that is used by the CODM for the purposes of resource allocation and assessment of segment performance. Taxation is not allocated to reportable segments.

Other than the segment revenue and segment results analysis presented above, information about assets and liabilities was not regularly provided to the CODM. Hence, no segment asset or segment liability information is presented.

Inter-segment revenue is charged at prevailing market rates.

Reportable segment results represent the profit earned by each segment without allocation of certain other income, share of results of an associate, corporate expenses and other gains and losses (net), impairment losses reversed (recognised) under expected credit loss model, net and finance costs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information *(Continued)*

#### (b) Other segment information

Amounts included in the measurement of segment profit or loss:

#### For the year ended 31 December 2022

	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Unallocated RMB'000	Consolidated RMB'000
Amortisation of intangible assets	1,840	–	17,648	–	19,488
Depreciation of right-of-use assets	3,203	5,065	1,511	1,330	11,109
Depreciation of property, plant and equipment	379,587	85,602	51,912	4,733	521,834
Net loss on disposal of property, plant and equipment	2,194	2,049	147	–	4,390
Written off of property, plant and equipment	32,265	29,208	330	16,373	78,176
Impairment losses (reversed) recognised	(5,746)	(3,761)	1,260	(3,471)	(11,718)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information *(Continued)*

#### (b) Other segment information *(Continued)*

For the year ended 31 December 2021

	Intermediate products RMB'000	Bulk medicine RMB'000	Finished products RMB'000	Unallocated RMB'000	Consolidated RMB'000
Amortisation of intangible assets	1,840	–	14,775	3	16,618
Depreciation of right-of-use assets	4,815	3,551	2,082	641	11,089
Depreciation of property, plant and equipment	451,505	88,348	47,152	6,145	593,150
Net loss on disposal of property, plant and equipment	1,489	1,726	86	–	3,301
Written off of property, plant and equipment	7,255	8,408	417	–	16,080
Impairment losses recognised (reversed)	947	2,027	(362)	293,947	296,559

#### (c) Geographical information

The revenue by geographical market (irrespective of the origin of the goods) based on the location of the customers are presented below:

	Revenue from external customers	
	2022 RMB'000	2021 RMB'000
PRC, including Hong Kong (country of domicile)	<b>8,962,740</b>	7,607,485
Europe	<b>631,282</b>	530,715
India	<b>556,336</b>	688,842
Middle East	<b>48,294</b>	27,844
South America	<b>297,594</b>	234,769
Other Asian regions	<b>587,835</b>	480,380
Other regions	<b>250,181</b>	133,403
	<b>11,334,262</b>	9,703,438

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Segment information *(Continued)*

#### (c) Geographical information *(Continued)*

The information about its non-current assets is presented based on the geographical location of the assets, as below:

	Non-current assets	
	2022 RMB'000	2021 RMB'000
PRC (excluding Hong Kong) (country of domicile)	6,296,196	6,179,399
Hong Kong	87,953	82,106
	<b>6,384,149</b>	6,261,505

Non-current assets excluded financial asset at FVTPL and deferred tax assets.

#### (d) Information about major customers

There is no customer who contributes more than 10% of the total sales of the Group.

## 6. OTHER INCOME

	2022 RMB'000	2021 RMB'000
Bank interest income	70,737	51,594
Sales of scrap materials	5,925	8,568
Imputed interest income from consideration receivables	–	31,186
Subsidy income <i>(Note)</i>	75,866	44,419
Sundry income	13,289	20,112
	<b>165,817</b>	155,879

*Note:* Subsidy income includes grants from the PRC government which are specifically for (i) capital expenditure incurred for plant and machinery, which are recognised as income over the useful life of related assets; (ii) incentives and other subsidies for research and development activities, which are recognised upon meeting the specific conditions; and (iii) incentives which have no specific conditions attached to the grants. Details of the subsidy income are set out in Note 33.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 7. OTHER GAINS AND LOSSES, NET/OTHER EXPENSES

	2022 RMB'000	2021 RMB'000
<b>(a) Other gains and losses, net</b>		
Net gain on fair value changes of derivative financial instruments ( <i>Note</i> )	<b>(37,730)</b>	(8,120)
Gain on disposal of financial assets at fair value through profit or loss	<b>(17,973)</b>	–
Write-down of deposits for property, plant and equipment	<b>2,168</b>	3,165
Net loss on disposal of property, plant and equipment	<b>4,390</b>	3,301
Written off of property, plant and equipment	<b>78,176</b>	16,080
Net foreign exchange loss (gain)	<b>59,412</b>	(34,550)
Others	<b>128</b>	868
	<b>88,571</b>	(19,256)
<b>(b) Other expenses</b>		
Research and development expenditures	<b>593,598</b>	465,243
Tax penalty	<b>781</b>	223
Land penalty	–	1,739
Others	<b>9,236</b>	27,749
	<b>603,615</b>	494,954

*Note:* During the years ended 31 December 2022 and 2021, the Group had entered into a cross currency interest rate swap contract and several foreign currency forward contracts with banks and financial institutions to reduce its exposure to foreign currency risks. These derivatives were not accounted for under hedge accounting. There were three (2021: one) outstanding derivative financial instruments held by the Group as at 31 December 2022.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 8. FINANCE COSTS

	2022 RMB'000	2021 RMB'000
Interest on borrowings	87,971	63,532
Interest on lease liabilities	570	697
	<b>88,541</b>	64,229
Less: amounts capitalised in the cost of qualifying assets	<b>(6,946)</b>	(3,998)
	<b>81,595</b>	60,231

Borrowing costs capitalised during the current year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 3.87% (2021: 2.61%) per annum to expenditure on qualifying assets.

## 9. IMPAIRMENT LOSSES (REVERSED) RECOGNISED UNDER EXPECTED CREDIT LOSS MODEL, NET

	2022 RMB'000	2021 RMB'000
Impairment losses (reversed) recognised:		
– trade receivables	(15,470)	2,612
– banker's acceptance bills receivables	848	–
– other receivables	(3,471)	4,267
– consideration receivables	–	294,865
– commercial bills receivables	6,375	(5,185)
	<b>(11,718)</b>	296,559

Details of impairment assessment are set out in Note 38.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 10. DISPOSAL OF A SUBSIDIARY/CONSIDERATION RECEIVABLES

On 7 August 2019, The United Laboratories Limited, a wholly-owned subsidiary of the Company, and 恒大地產集團成都有限公司 (“Evergrande Chengdu”), an independent third party, entered into an investment and cooperation agreement (the “Agreement”).

Pursuant to the terms of the Agreement, (1) Evergrande Chengdu has agreed to subscribe for 67% equity interest of Chengdu Company (the “Share Subscription”), an indirect wholly-owned subsidiary of the Company by way of a capital injection for a consideration of approximately RMB812,121,000 (the “Consideration for 67% Equity Interest”), and (2) the Group has agreed to transfer the remaining 33% equity interest of Chengdu Company to Evergrande Chengdu for a consideration of approximately RMB217,879,000 (the “Consideration for 33% Equity Interest”) (in which RMB50,000,000 will be deducted if the necessary consents and approvals for the adjustments of plot ratio of the land (the “Land”) stipulated in the Agreement cannot be obtained from the government within the specific period) after the fifth installment of the total consideration (the “Transaction”). The total consideration of the Transaction is approximately RMB1,030,000,000 and will be settled in seven installments within 27 months from the date of disposal.

The seventh installments of RMB171,500,000 shall be settled by way of receiving certain commercial properties developed on the Land from Evergrande Chengdu. If transfer of such properties cannot be effected within the specified period, such amount shall be settled in cash.

Subsequent to the date of the Agreement, the Group has been informed by the government that the adjustments of plot ratio of the Land stipulated in the Agreement were not approved, and therefore, the Consideration for 33% Equity Interest of Chengdu Company has been adjusted from RMB217,879,000 to RMB167,879,000. The total consideration of the Transaction is therefore adjusted to RMB980,000,000 which will be settled in seven installments within 27 months from the date of disposal.

During the year ended 31 December 2019, the registered share capital of Chengdu Company has been increased from RMB400,000,000 to RMB1,212,121,000 upon the Share Subscription and 67% of equity interest of Chengdu Company has been legally transferred to Evergrande Chengdu.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 10. DISPOSAL OF A SUBSIDIARY/CONSIDERATION RECEIVABLES

*(Continued)*

The board of directors of Chengdu Company after the Share Subscription consists of three directors, of which one is appointed by the Group and the rest of the directors are appointed by Evergrande Chengdu. Pursuant to the terms of the Agreement, the fiduciary duty of the director of Chengdu Company representing the Group (the "CD Director") is only limited to monitor the settlement of the Consideration for 67% Equity Interest upon capital injection from Evergrande Chengdu to Chengdu Company and the subsequent settlement of Consideration for 33% Equity Interest of Chengdu Company. In addition, the CD Director do not have existing rights that give it the current ability to direct the relevant activities that significantly affect the Chengdu Company's returns and the Group is not entitled to share any profit or loss recognised by Chengdu Company and net assets of Chengdu Company after the Share Subscription.

Given that neither the Group has power over Chengdu Company and exposure or rights to variable returns from its involvement nor has any ability to direct the relevant activities that significantly affect the Chengdu Company's return, the directors of the Company consider that the Group has lost the control in respect of Chengdu Company and has no significant influence over Chengdu Company for its remaining 33% equity interest and the Transaction is considered as a disposal of the 100% equity interest of Chengdu Company to Evergrande Chengdu on 6 November 2019 (i.e. the date of the Share Subscription) although the Group legally held 33% equity interest of Chengdu Company at 31 December 2019.

During the year ended 31 December 2020, (i) the remaining 33% Equity Interest of Chengdu Company has been transferred to Evergrande Chengdu; and (ii) two installments in the aggregate amount of RMB300,000,000 were settled by cash and another installment of RMB237,000,000 has been settled through commercial bills issued by Evergrande Chengdu and guaranteed by Evergrande Real Estate Group Limited that will be matured subsequent to the end of the reporting period. As at 31 December 2020, the outstanding balances in relation to the disposal of a subsidiary comprise (i) the last three installments of the consideration receivables of RMB343,000,000 (equivalents to net carrying amount of RMB263,679,000, after deducting allowance for credit loss of approximately RMB44,709,000); and (ii) the commercial bills receivables of RMB237,000,000 (equivalent to net carrying amount of RMB208,720,000, after deducting allowance for credit loss of approximately RMB35,390,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 10. DISPOSAL OF A SUBSIDIARY/CONSIDERATION RECEIVABLES

*(Continued)*

During the year ended 31 December 2021, commercial bills receivables of RMB213,905,000 has been received and an impairment loss of approximately RMB5,185,000 has been reversed. As at 31 December 2021, the last three installments of the consideration receivables of RMB343,000,000 is still outstanding. Based on the legal opinion from the PRC lawyer, who is independent and not connected to the Group, the Group can initiate a litigation against Evergrande Chengdu to recover the consideration receivables, after considering various factors, including but not limited to the recoverable amount of the underlying assets, potential transaction cost of recovering the consideration receivables, the financial position and credit risk of Evergrande Chengdu, the management of the group is of the opinion that the last three installments are not probable to recover and, accordingly, has made a full provision for them.

During the year ended 31 December 2022, no repayment has been settled by Evergrande Chengdu. The Group has been exploring and considering the possible action against Evergrande Chengdu to recover the consideration receivables. The Group applied for the commencement of an action against Evergrande Chengdu on 7 March 2022 in the Guangzhou Intermediate People's Court for recovery of the consideration receivables and relevant damages and received a notice of acceptance on 14 March 2022 (the "Action"). Due to the large number of actions against China Evergrande Group commenced in the Guangzhou Intermediate People's Court, the Action is handled by the Chengdu Intermediate People's Court. On 23 December 2022, the Chengdu Intermediate People's Court officially accepted the filing and the pretrial conference was scheduled on 21 February 2023. The court case is still in trial as at the date of issuance of the consolidated financial statements. The management of the Group is of the opinion that no reversal of impairment loss in respect of the consideration receivables is recognised during the year ended 31 December 2022 as the probability of recovery of the consideration receivables is uncertain, after considering various factors, including but not limited to the recoverable amount of the underlying assets, potential transaction cost of recovering the consideration receivables as well as the financial position of Evergrande Chengdu.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 11. TAX EXPENSE

	2022 RMB'000	2021 RMB'000
The tax charge comprises:		
Current tax		
PRC Enterprise Income Tax ("EIT")	<b>332,625</b>	151,371
PRC withholding tax on interest income	<b>7,316</b>	4,536
PRC withholding tax on distributed profits of PRC subsidiaries	<b>61,290</b>	8,957
	<b>401,231</b>	164,864
Deferred tax charge ( <i>Note 30</i> )	<b>24,512</b>	48,198
	<b>425,743</b>	213,062

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

No Hong Kong Profits Tax has been recognised as its subsidiaries incorporated in Hong Kong had no assessable profits for both years, except a subsidiary had utilised the tax losses in the current year.

PRC EIT is calculated at the applicable rates of tax prevailing in the areas in which the Group operates, based on the existing legislation, interpretations and practices.

Pursuant to the PRC EIT law and its detailed implementation rules promulgated on 16 March 2007 and 6 December 2007, respectively, the tax rate for domestic and foreign enterprises is unified at 25% and is effective from 1 January 2008. Besides, with effect from 1 January 2008, if the subsidiaries are qualified as high-technology companies (under the new PRC EIT law), the subsidiaries are entitled to a reduced rate of 15% and such qualification is subject to renewal for every three years. Certain of group entities in the PRC are entitled to the reduced tax rate of 15% for 2022 and 2021.

According to a joint circular of Ministry of Finance and State Administration of Taxation, Cai Shui 2008 No.1, dividend distributed out of the profits generated since 1 January 2008 by a PRC entity to a non-PRC tax resident shall be subject to the PRC EIT pursuant to Articles 3 and 27 of the Income Tax Law Concerning Foreign Investment Enterprises and Foreign Enterprises and Article 91 of the Detailed Rules for the Implementation of the Income Tax Law for Enterprises with Foreign Investment and Foreign Enterprises. The withholding tax rate applicable to the Group is 5%. As at 31 December 2022 and 2021, deferred tax was provided for in full in respect of the temporary differences attributable to such profits.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 11. TAX EXPENSE (Continued)

The tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 RMB'000	2021 RMB'000
Profit before taxation	<b>2,006,766</b>	1,202,647
Tax at the PRC EIT rate of 25% (2021: 25%)	<b>501,692</b>	300,662
Tax effect of share of results of an associate	<b>47</b>	–
Tax effect of expenses not deductible for tax purpose	<b>104,877</b>	31,889
Tax effect of income not taxable for tax purpose	<b>(34,494)</b>	(13,341)
Tax effect of super deduction of research and development expenses ( <i>Note</i> )	<b>(51,098)</b>	(81,312)
Tax effect of tax losses not recognised	<b>17,652</b>	13,050
Utilisation of tax losses previously not recognised	<b>(3,103)</b>	(81,655)
Tax effect of deductible temporary differences not recognised	<b>(3,320)</b>	74,641
PRC withholding tax on distributable profits of the PRC subsidiaries	<b>83,050</b>	61,684
PRC withholding tax on interest income	<b>7,316</b>	4,536
Effect of tax concessionary rates granted to the PRC subsidiaries	<b>(196,285)</b>	(97,011)
Others	<b>(591)</b>	(81)
Tax expense for the year	<b>425,743</b>	213,062

*Note:* Pursuant to Caishui [2021] circular No. 13, the Group is able to enjoy super deduction of 200% on qualifying research and development expenditures for the years ended 31 December 2022 and 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 12. PROFIT FOR THE YEAR

	2022 RMB'000	2021 RMB'000
Profit for the year has been arrived at after charging (crediting):		
Auditor's remuneration	4,704	4,583
Depreciation		
Depreciation of right-of-use assets	11,109	11,089
Depreciation of property, plant and equipment	521,834	593,150
Amortisation of intangible assets (included in cost of sales)	19,488	16,618
Staff costs, including directors' emoluments		
Salaries and other benefits	1,260,225	1,137,517
Contributions to retirement benefit schemes	136,781	119,654
	<b>1,397,006</b>	1,257,171
(Reversal of write-down) write-down of inventories, net (included in cost of sales)	<b>(1,561)</b>	2,003
Cost of inventories recognised as expenses	<b>6,365,272</b>	5,492,391

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

### 2022

#### (a) Executive directors

	Tsoi Hoi Shan RMB'000	Leung Wing Hon RMB'000	Choy Siu Chit RMB'000	Fang Yu Ping RMB'000	Zou Xian Hong RMB'000	Zhu Su Yan RMB'000	Total RMB'000
	<i>(Note)</i>						
Fees	-	-	-	-	-	-	-
Other emoluments							
Salaries and other benefits	3,983	3,858	2,645	1,711	1,711	1,711	15,619
Bonus	-	105	-	720	720	720	2,265
Contributions to retirement benefit schemes	16	16	16	41	-	-	89
Sub-total	3,999	3,979	2,661	2,472	2,431	2,431	17,973

*Note:* Tsoi Hoi Shan is the chief executive director and chairman of the Company for the years ended 31 December 2022 and 2021.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

#### (b) Independent non-executive directors

	Chong Peng Oon RMB'000	Song Ming RMB'000	Fu Xiao Nan RMB'000	Total RMB'000
Fees	222	222	222	666
Total				18,639

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

2021

### (a) Executive directors

	Tsoi Hoi Shan RMB'000	Leung Wing Hon RMB'000	Choy Siu Chit RMB'000	Fang Yu Ping RMB'000	Zou Xian Hong RMB'000	Zhu Su Yan RMB'000	Total RMB'000
Fees	-	-	-	-	-	-	-
Other emoluments							
Salaries and other benefits	3,674	3,564	2,658	1,610	1,610	1,610	14,726
Bonus	-	99	-	720	720	720	2,259
Contributions to retirement benefit schemes	15	15	15	36	-	-	81
Sub-total	3,689	3,678	2,673	2,366	2,330	2,330	17,066

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

### (b) Independent non-executive directors

	Chong Peng Oon RMB'000	Song Ming RMB'000	Fu Xiao Nan RMB'000	Total RMB'000
Fees	210	210	210	630

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Total				17,696
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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 14. FIVE HIGHEST PAID EMPLOYEES

For the years ended 31 December 2022 and 2021, all the five highest paid individuals of the Group are directors of the Company, details of which are included in Note 13.

## 15. DIVIDENDS

	2022 RMB'000	2021 RMB'000
Dividends for ordinary shareholders of the Company recognised as distribution during the current year		
– 2022 interim dividend RMB5 cents (2021: 2021 interim dividend RMB4 cents) per share	<b>90,879</b>	73,616
– 2021 final dividend RMB8 cents (2021: 2020 final dividend RMB8 cents) per share	<b>145,406</b>	147,231
– 2021 special dividend RMB2 cents (2021: nil) per share	<b>36,351</b>	–
	<b>272,636</b>	220,847

Subsequent to the end of the reporting period, a final dividend of RMB14 cents (2021: RMB8 cents) per ordinary share and a special dividend of RMB6 cents (2021: RMB2 cents) per ordinary share in respect of the year ended 31 December 2022, in an aggregate amount of RMB363,405,000 (2021: RMB181,757,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 16. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

### Earnings

	2022 RMB'000	2021 RMB'000
Earnings for the purposes of basic earnings per share being profit for the year attributable to owners of the Company	<b>1,581,094</b>	988,098

### Number of shares

	2022 '000	2021 '000
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>1,819,730</b>	1,840,043

No diluted earnings per share for both 2022 and 2021 were presented as there were no potential ordinary shares in issue for both 2022 and 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 17. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings RMB'000	Plant and machinery RMB'000	Furniture, fixtures and equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
<b>COST</b>						
At 1 January 2021	4,401,749	7,551,795	93,888	42,506	137,158	12,227,096
Additions	36,174	81,177	12,074	1,566	195,970	326,961
Disposals	(8,186)	(33,146)	(1,000)	(917)	–	(43,249)
Write-off	(12,278)	(40,512)	(2,334)	(3,666)	–	(58,790)
Reclassification	40,587	154,358	17,536	–	(212,481)	–
At 31 December 2021	<b>4,458,046</b>	<b>7,713,672</b>	<b>120,164</b>	<b>39,489</b>	<b>120,647</b>	<b>12,452,018</b>
Additions	<b>58,136</b>	<b>221,111</b>	<b>18,274</b>	<b>5,826</b>	<b>398,639</b>	<b>701,986</b>
Disposals	<b>(14,610)</b>	<b>(536)</b>	<b>(179)</b>	<b>(1,141)</b>	–	<b>(16,466)</b>
Write-off	<b>(41,214)</b>	<b>(182,789)</b>	<b>(2,571)</b>	<b>(853)</b>	–	<b>(227,427)</b>
Reclassification	<b>82,974</b>	<b>158,786</b>	<b>13,326</b>	–	<b>(255,086)</b>	–
<b>At 31 December 2022</b>	<b>4,543,332</b>	<b>7,910,244</b>	<b>149,014</b>	<b>43,321</b>	<b>264,200</b>	<b>12,910,111</b>
<b>DEPRECIATION</b>						
At 1 January 2021	1,252,553	4,705,509	80,457	41,548	–	6,080,067
Charge for the year	150,371	430,730	10,039	2,010	–	593,150
Eliminated on disposals	(1,453)	(17,925)	(561)	(845)	–	(20,784)
Eliminated on write-off	(4,358)	(33,288)	(1,682)	(3,382)	–	(42,710)
At 31 December 2021	<b>1,397,113</b>	<b>5,085,026</b>	<b>88,253</b>	<b>39,331</b>	–	<b>6,609,723</b>
Charge for the year	<b>145,450</b>	<b>365,015</b>	<b>9,050</b>	<b>2,319</b>	–	<b>521,834</b>
Eliminated on disposals	<b>(3,214)</b>	<b>(366)</b>	<b>(94)</b>	<b>(816)</b>	–	<b>(4,490)</b>
Eliminated on write-off	<b>(11,658)</b>	<b>(134,890)</b>	<b>(2,070)</b>	<b>(633)</b>	–	<b>(149,251)</b>
<b>At 31 December 2022</b>	<b>1,527,691</b>	<b>5,314,785</b>	<b>95,139</b>	<b>40,201</b>	–	<b>6,977,816</b>
<b>CARRYING AMOUNTS</b>						
At 31 December 2022	<b>3,015,641</b>	<b>2,595,459</b>	<b>53,875</b>	<b>3,120</b>	<b>264,200</b>	<b>5,932,295</b>
At 31 December 2021	3,060,933	2,628,646	31,911	158	120,647	5,842,295

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 17. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The above items of property, plant and equipment less their residual values over their estimated useful lives, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the lease term
Plant and machinery	5% – 20%
Furniture, fixtures and equipment	20% – 25%
Motor vehicles	20% – 30%

The carrying amount of land and buildings shown above comprises properties situated on:

	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
Leasehold land and buildings in Hong Kong	<b>62,783</b>	65,330
Buildings in the PRC	<b>2,952,858</b>	2,995,603
	<b>3,015,641</b>	3,060,933

*Note:* At 31 December 2022, the Group was in the process of obtaining the real estate ownership certificate for buildings in the PRC with an aggregate carrying amount of RMB623,215,000 (2021: RMB619,039,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 18. RIGHT-OF-USE ASSETS

	Leasehold lands RMB'000	Leased properties RMB'000	Motor vehicles RMB'000	Total RMB'000
<b>At 1 January 2021</b>	224,150	109	1,649	225,908
Additions	–	8,821	3,534	12,355
Depreciation	(6,778)	(2,441)	(1,870)	(11,089)
<b>At 31 December 2021</b>	<b>217,372</b>	<b>6,489</b>	<b>3,313</b>	<b>227,174</b>
Additions	<b>38,911</b>	<b>610</b>	–	<b>39,521</b>
Depreciation	<b>(7,267)</b>	<b>(2,186)</b>	<b>(1,656)</b>	<b>(11,109)</b>
<b>At 31 December 2022</b>	<b>249,016</b>	<b>4,913</b>	<b>1,657</b>	<b>255,586</b>
			<b>2022</b>	2021
			<b>RMB'000</b>	RMB'000
Total cash outflow for leases			<b>43,447</b>	3,742

For the years ended 31 December 2022 and 2021, the Group leases staff quarters, office buildings and vehicles for its operations. Lease contracts are entered into for fixed term of 3 years to 10 years.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 19. GOODWILL

	<b>RMB'000</b>
<b>COST</b>	
At 1 January 2021 and 31 December 2021 and 2022	<b>3,031</b>

Goodwill has been allocated to two individual cash-generating units, including one subsidiary which operates in the Bulk medicine segment and one subsidiary which operates in the Finished products segment. The carrying amounts of goodwill at the end of the reporting period allocated to these units are as follows:

	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
Bulk medicine	<b>774</b>	774
Finished products	<b>2,257</b>	2,257
	<b>3,031</b>	3,031

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 20. INTANGIBLE ASSETS

	<b>Development cost</b> RMB'000 <i>(Note i)</i>	<b>Know-how</b> RMB'000 <i>(Note ii)</i>	<b>Total</b> RMB'000
<b>COST</b>			
At 1 January 2021	180,817	47,100	227,917
Additions	5,164	–	5,164
<b>At 31 December 2021 and 2022</b>	<b>185,981</b>	<b>47,100</b>	<b>233,081</b>
<b>AMORTISATION</b>			
At 1 January 2021	57,693	20,984	78,677
Charge for the year	13,704	2,914	16,618
At 31 December 2021	<b>71,397</b>	<b>23,898</b>	<b>95,295</b>
Charge for the year	<b>17,655</b>	<b>1,833</b>	<b>19,488</b>
<b>At 31 December 2022</b>	<b>89,052</b>	<b>25,731</b>	<b>114,783</b>
<b>IMPAIRMENT</b>			
At 1 January 2021 and 31 December 2021 and 2022	–	17,960	17,960
<b>CARRYING AMOUNTS</b>			
<b>At 31 December 2022</b>	<b>96,929</b>	<b>3,409</b>	<b>100,338</b>
At 31 December 2021	114,584	5,242	119,826

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 20. INTANGIBLE ASSETS *(Continued)*

*Notes:* At 31 December 2022 and 2021, cost of intangible assets comprise of:

- i. An amount of RMB20,237,000 (2021: RMB20,237,000), representing development cost incurred in obtaining licenses for manufacturing finished products granted by the relevant PRC authorities. The licenses granted allow the Group to apply for the relevant technical know-how to manufacture finished products for five years from the date of granting relevant licenses. The costs of these intangible assets are therefore amortised over the useful lives of five years and were fully amortised in prior years.

A total amount of RMB165,744,000 (2021: RMB165,744,000), representing the capitalised development costs incurred in obtaining licenses for manufacturing finished products:

- a) During the year ended 31 December 2021, the capitalised development cost of insulin aspart (the "Insulin Aspart") of RMB77,129,000 and amoxicillin and clavulanate potassium granules (the "Amoxicillin and Clavulanate") of RMB7,590,000 has started to amortise from the date when it was put into production process.
- b) During the year ended 31 December 2019, the development cost of 6-Aminopenicillanic Acid (the "6-Aminopenicillanic Acid") of RMB2,417,000 has started to amortise from the date when it was put into production process.
- c) The development cost of Clavulanate Potassium (the "Clavulanate Potassium") of RMB9,200,000 has started to amortise from the date when it was put into production process since the year ended 31 December 2018.
- d) The capitalised development cost of insulin glargine (the "Insulin Glargine") of RMB69,408,000 has started to amortise from the date when it was put into production process since the year ended 31 December 2017.

The capitalised development cost of Insulin Aspart, 6-Aminopenicillanic Acid and Insulin Glargine and Amoxicillin and Clavulanate is amortised over 10 years and the capitalised development cost of Clavulanate Potassium is amortised over 5 years which are the expected period for which they will bring future economic benefits to the Group.

- ii. An amount of RMB47,100,000 (2021: RMB47,100,000), representing externally acquired technical know-how ("Know-how") in identifying processes for manufacturing finished products and protocols for fermentation/purification methodology. During the year ended 31 December 2015, two of the Know-how at a total cost of RMB29,140,000 had commenced amortisation starting from the date when they were put into production process. It is amortised over 10 years which is the expected period for which they will bring future economic benefits to the Group. Due to suspension of a product development, the management estimated the recoverable amount of it to be minimal as the future economic benefits are not probable to bring to the Group based on value in use calculation. As a result, a full impairment loss of RMB17,960,000 has been recognised on one of the know-how of the relevant product development during the year ended 31 December 2018.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 21. INTERESTS IN AN ASSOCIATE

	2022 RMB'000
Cost of investment in an associate	7,350
Share of post-acquisition loss and other comprehensive expense	(189)
	<b>7,161</b>

Details of the Group's associate as at 31 December 2022 are as follows:

Name of an associate	Place of incorporation/ principal place of business	Proportion of ownership interest held by the Group 2022	Proportion of voting rights held by the Group 2022	Principal activity
寧波普邦生物科技有限公司 ("Ningbo Pubang")	The PRC	49%	49%	Manufacturing and sale of pharmaceutical products in PRC

During the current year, the Group established an associate with an independent third party, the Group has 49% ownership interest and voting rights in Ningbo Pubang. By considering that the Group has no sufficiently dominant voting rights to direct the relevant activities of Ningbo Pubang unilaterally, the directors of the Group conclude that the Group only has significant influence over Ningbo Pubang and therefore it is classified as an associate of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 21. INTERESTS IN AN ASSOCIATE *(Continued)*

### Summarised financial information of Ningbo Pubang

The summarised financial information below represents amounts shown in the Ningbo Pubang's financial information prepared in accordance with HKFRSs.

Ningbo Pubang is accounted for using the equity method in these consolidated financial statements.

	<b>2022</b> <b>RMB'000</b>
Current assets	<b>14,614</b>
Loss for the year	<b>(386)</b>

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the financial statements:

	<b>2022</b> <b>RMB'000</b>
Net assets of the associate	<b>14,614</b>
Proportion of the Group's ownership interest in the associate	<b>49%</b>
Carrying amount of Group's interest in the associate	<b>7,161</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

### 22. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 RMB'000	2021 RMB'000
Equity securities of unlisted investments, classified as non-current assets	500	500

The above unlisted equity investments represent the Group's equity interest in a private entity established in the PRC, which are measured at FVTPL at the end of both reporting periods.

### 23. INVENTORIES

	2022 RMB'000	2021 RMB'000
Raw materials	844,959	641,560
Work in progress	231,377	169,793
Finished goods	1,087,290	1,192,676
	<b>2,163,626</b>	2,004,029

### 24. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2022 RMB'000	2021 RMB'000
Trade receivables from contracts with customers	2,110,751	1,624,198
Less: allowance for credit losses	(6,839)	(22,309)
Banker's acceptance bills receivables	2,360,224	1,821,768
Less: allowance for credit losses	(848)	-
Commercial bills receivables	18,909	-
Less: allowance for credit losses	(6,375)	-
Consideration receivables (Note 10)	339,574	339,574
Less: allowance for credit losses	(339,574)	(339,574)
Value added tax receivables	115,866	103,214
Other receivables, deposits and prepayments	326,512	283,001
Less: allowance for credit losses	(6,496)	(9,967)
	<b>4,911,704</b>	3,799,905

At 1 January 2021, gross carrying amount of trade receivables from contracts with customers amounted to RMB1,420,450,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 24. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

The Group normally allows a credit period ranging from 60 days to 120 days (2021: 60 days to 120 days) to its trade customers, and may be extended to selected customers depending on their trade volume and settlement with the Group. The banker's acceptance bills receivables and commercial bills receivables have a general maturity period of between 90 days and 1 year (2021: between 90 days and 1 year).

The following is an analysis of trade receivables by age, net of allowance for credit losses, presented based on dates of transferring control of the goods, and an analysis of banker's acceptance bills receivables and commercial bills receivables by age, net of allowance for credit losses, presented based on the bills issuance date, at the end of the reporting period:

	2022 RMB'000	2021 RMB'000
<b>Trade receivables from contracts with customers</b>		
0 to 30 days	1,026,413	751,852
31 to 60 days	478,510	388,933
61 to 90 days	262,065	213,617
91 to 120 days	143,763	155,869
121 to 180 days	127,389	65,133
Over 180 days	65,772	26,485
	<b>2,103,912</b>	1,601,889
<b>Banker's acceptance bills receivables</b>		
0 to 30 days	574,224	291,709
31 to 60 days	430,013	411,219
61 to 90 days	323,647	314,599
91 to 120 days	410,900	214,863
121 to 180 days	591,962	557,658
Over 180 days	28,630	31,720
	<b>2,359,376</b>	1,821,768
<b>Commercial bills receivables</b>		
91 to 120 days	12,534	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

### 24. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

At 31 December 2022, out of the total bills receivables of RMB2,371,910,000 (2021: RMB1,821,768,000), bills of RMB251,378,000 (2021: RMB18,353,000) and RMB854,862,000 (2021: RMB295,282,000) were further discounted to banks and endorsed to suppliers respectively with full recourse. The Group continues to recognise their full carrying amounts at the end of the reporting period and details are disclosed below. All bills received by the Group are with a maturity period of less than one year.

At 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB447,466,000 (2021: RMB352,348,000) which are past due at the reporting date. Out of the past due balances, RMB46,733,000 (2021: RMB9,992,000) has been past due 90 days or more. The directors of the Company are in the view that there have been no significant increase in credit risk nor default because based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables, banker's acceptance bills receivables and commercial bills receivables, consideration receivables and other receivables are set out in Note 38.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 24. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

### Transfer of financial assets

The following were the Group's financial assets at 31 December 2022 and 2021 that were transferred to banks or suppliers by discounting or endorsing those bills receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the bills receivables and has recognised the cash received on the transfer as a secured borrowing (see Note 29) for discounted bills receivables or it continues to recognise the full carrying amount of the bills receivables and the full carrying amount of the trade and other payables for endorsed bills receivables. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

#### At 31 December 2022

	Bills receivables discounted to banks with full recourse RMB'000	Bills receivables endorsed to suppliers with full recourse RMB'000	Total RMB'000
Carrying amount of transferred assets	251,378	854,862	1,106,240
Carrying amount of associated liabilities	(251,378)	(854,862)	(1,106,240)

#### At 31 December 2021

	Bills receivables discounted to banks with full recourse RMB'000	Bills receivables endorsed to suppliers with full recourse RMB'000	Total RMB'000
Carrying amount of transferred assets	18,353	295,282	313,635
Carrying amount of associated liabilities	(18,353)	(295,282)	(313,635)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 25. PLEDGED BANK DEPOSIT, CASH AND CASH EQUIVALENTS

Deposits amounting to RMB694,704,000 (2021: RMB827,389,000) have been placed in designated banks as part of the security provided for general short-term banking facilities granted to the Group by banks and are therefore classified as current assets. The range of effective interest rates of the pledged bank deposits at 31 December 2022 was 0.3% to 2.7% (2021: 0.3% to 1.3%) per annum.

Cash and cash equivalents comprise cash held by the Group, bank balances and short-term bank deposits for the purpose of meeting the Group's short term cash commitments. The range of effective interest rates of the bank balances was 0.01% to 3.7% (2021: 0.001% to 3.05%) per annum at 31 December 2022.

The carrying amounts of the Group's monetary assets denominated in foreign currency, i.e. currency other than the functional currency of the respective group entities at the end of the reporting period were as follows:

	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
Pledged bank deposits and bank balances		
– HK\$	<b>345,960</b>	188,998
– USD	<b>847,913</b>	250,384
– Euro	<b>21,100</b>	55,577

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 26. TRADE AND OTHER PAYABLES

The Group normally receives credit terms of up to 120 days and 180 days for trade payables and trade payables under supplier finance arrangement, respectively, from its suppliers. The following is an analysis of the trade payables and trade payables under supplier finance arrangement by age, presented based on the invoice date or bills issuance date at the end of the reporting period:

	2022 RMB'000	2021 RMB'000
<b>Trade payables</b>		
0 to 90 days	1,551,147	964,555
91 to 180 days	367,388	63,668
Over 180 days	51,820	43,744
	<b>1,970,355</b>	1,071,967
<b>Trade payables under supplier finance arrangement (Note)</b>		
0 to 90 days	779,384	1,377,132
91 to 180 days	808,685	761,576
	<b>1,588,069</b>	2,138,708
Other payables and accruals	485,992	402,368
Other tax payable	158,654	141,766
Accrual of freight expense	76,441	65,019
Accrual of salary, staff welfare and unclaimed annual leave	191,578	146,845
Accrual of water, electricity fee & steam	370,618	318,915
Deferred income in respect of government grants (Note 33)	95,859	111,397
Payables in respect of the acquisition of property, plant and equipment	423,723	357,942
	<b>5,361,289</b>	4,754,927
Less: Amount due within one year shown under current liabilities	<b>(5,317,876)</b>	(4,699,608)
Amount shown under non-current liabilities	<b>43,413</b>	55,319

*Note:* These relate to trade payables in which the Group has issued bills to the relevant suppliers for future settlement of trade payables. The Group continues to recognise these trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. In the consolidated statement of cash flows, settlements of these bills are included within operating cash flows based on the nature of the arrangements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 27. CONTRACT LIABILITIES

	2022 RMB'000	2021 RMB'000
Receipts in advances from customers – finished goods	132,484	107,955

At 1 January 2021, contract liabilities amounted to RMB78,125,000.

The following table shows how much of the revenue recognised for the years relates to the contract liabilities at the beginning of the year:

	2022 RMB'000	2021 RMB'000
Revenue recognised during of the year	107,955	78,125

When the Group receives an amount from certain new customers before products are delivered to and received by the customer, this will give rise to a contract liability at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount received.

## 28. LEASE LIABILITIES

	2022 RMB'000	2021 RMB'000
<b>Lease liabilities payable:</b>		
Within one year	3,744	3,871
Within a period of more than one year but not more than two years	1,757	3,604
Within a period of more than two years but not exceeding five years	2,139	3,166
Within a period of more than five years	–	355
	<b>7,640</b>	10,996
Less: Amount due for settlement with 12 months shown under current liabilities	<b>(3,744)</b>	(3,871)
Amount due for settlement after 12 months shown under non-current liabilities	<b>3,896</b>	7,125

The weighted average incremental borrowing rates applied to lease liabilities at 6.33% (2021: 6.32%).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 29. BORROWINGS

	2022 RMB'000	2021 RMB'000
Bank loans	2,203,769	1,757,229
Discounted bills with recourse ( <i>Note 24</i> )	251,378	18,353
Other loans	–	55,536
	<b>2,455,147</b>	1,831,118
Analysed as:		
Secured	251,378	300,773
Unsecured	2,203,769	1,530,345
	<b>2,455,147</b>	1,831,118
The carrying amount of the bank loans are repayable:		
– Within one year	97,129	980,434
– Within a period of more than one year, but not exceeding two years	132,590	11,344
– Within a period of more than two years but not more than five years	963,199	209,868
	<b>1,192,918</b>	1,201,646
The carrying amount of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable*:		
– Within one year	124,113	268,698
– Within a period of more than one year, but not exceeding two years	434,398	–
– Within a period of more than two years but not more than five years	452,340	286,885
	<b>2,203,769</b>	1,757,229
The carrying amount of the non-bank loans are repayable:		
– Within one year	251,378	73,889
	<b>2,455,147</b>	1,831,118
Less: Amount due within one year shown under current liabilities	<b>(1,359,358)</b>	(1,609,906)
Amount shown under non-current liabilities	<b>1,095,789</b>	221,212

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 29. BORROWINGS *(Continued)*

### Interest rate

	2022 RMB'000	2021 RMB'000
Fixed rate	<b>251,378</b>	18,353
HIBOR plus 1.35% to 1.50% (2021: HIBOR plus 1.35% to 2.20%)	<b>2,123,769</b>	1,559,791
CNY HIBOR plus 1.45% (2021: nil)	<b>80,000</b>	–
PRC Loan Prime Rate (“LPR”) (2021: LPR plus 0.50% to 0.86%)	–	55,536
LIBOR (2021: LIBOR plus 2.00%)	–	133,658
Secured Overnight Financing Rate (“SOFR”) (2021: SOFR plus 1.00%)	–	63,780
	<b>2,455,147</b>	1,831,118

The range of effective interest rates of the floating rate borrowings at 31 December 2022 is 3.63% to 5.85% (2021: 1.05% to 4.71%) per annum. The range of effective interest rates of the fixed rate borrowings at 31 December 2022 is 1.22% to 2.04% (2021: 1.40% to 2.79%) per annum.

During the year ended 31 December 2021, other loans of RMB55,536,000 has been advanced from other financing institutions, independent third parties not connected to the Group, which is subject to floating interest rate and secured by plant and machinery with carrying amount of RMB333,161,000. The loan has been fully repaid and the secured plant and machinery has been released during the year ended 31 December 2022.

At 31 December 2021, deposits of RMB24,000,000, which are interest-free, were pledged to respective financing institutions. The balance of RMB24,000,000 has been released during the year ended 31 December 2022.

The borrowings are denominated in HK\$, EUR and USD with RMB2,123,769,000 (2021: RMB1,559,791,000), nil (2021: RMB133,658,000) and nil (2021: RMB63,780,000), respectively, the other remaining borrowings are all in RMB.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 30. DEFERRED TAXATION

The followings are the deferred tax assets (liabilities) recognised and movements thereon for the current and prior years:

	<b>Accelerated accounting depreciation RMB'000</b>	<b>Unrealised profit on inventories RMB'000</b>	<b>Withholding tax on undistributed profits of the PRC subsidiaries RMB'000</b>	<b>Total RMB'000</b>
At 1 January 2021	52,991	25,262	(119,582)	(41,329)
Credit (charge) to profit or loss for the year	11,509	(6,980)	(52,727)	(48,198)
At 31 December 2021	<b>64,500</b>	<b>18,282</b>	<b>(172,309)</b>	<b>(89,527)</b>
Charge to profit or loss for the year	<b>(1,421)</b>	<b>(1,331)</b>	<b>(21,760)</b>	<b>(24,512)</b>
<b>At 31 December 2022</b>	<b>63,079</b>	<b>16,951</b>	<b>(194,069)</b>	<b>(114,039)</b>

The following is the analysis of the deferred tax balances for financial reporting purpose:

	<b>2022 RMB'000</b>	2021 RMB'000
Deferred tax assets	<b>80,030</b>	82,782
Deferred tax liabilities	<b>(194,069)</b>	(172,309)
	<b>(114,039)</b>	(89,527)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 30. DEFERRED TAXATION *(Continued)*

The Group's unrecognised deductible temporary differences are as follows:

	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
Tax loss carry forwards	<b>561,518</b>	503,322

During the years ended 31 December 2022 and 2021, no tax loss was expired. Included in unrecognised tax losses are losses of RMB7,898,000 (2021: RMB16,664,000) that will expire within five years, all other losses may be carried forward indefinitely. No deferred tax asset in respect of tax losses has been recognised because the amount of future taxable profit that will be available to realise such assets is uncertain.

The unused tax losses will be expired as follows:

	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
2022	–	4,681
2023	<b>6,924</b>	11,009
2024	<b>974</b>	974
	<b>7,898</b>	16,664

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 31. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each:		
Authorised:		
At 1 January 2021, 31 December 2021 and 2022	3,800,000,000	38,000
Issued and fully paid:		
At 1 January 2021	1,840,390,508	18,404
Share repurchased and cancelled ( <i>Note ii</i> )	(6,184,000)	(62)
At 31 December 2021	<b>1,834,206,508</b>	<b>18,342</b>
Treasury stock cancelled ( <i>Note ii</i> )	<b>(4,716,000)</b>	<b>(47)</b>
Share repurchased and cancelled ( <i>Note i</i> )	<b>(12,464,000)</b>	<b>(125)</b>
At 31 December 2022	<b>1,817,026,508</b>	<b>18,170</b>
		<b>RMB'000</b>
Shown in the consolidated financial statements as:		
At 31 December 2022		<b>16,965</b>
At 31 December 2021		17,125

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 31. SHARE CAPITAL (Continued)

Notes:

- (i) During the year ended 31 December 2022, the Company repurchased its own ordinary shares through the Stock Exchange as follows:

Month of repurchase	No. of ordinary shares of HK\$0.01 each	Price per share		Aggregate consideration paid HK\$'000
		Highest HK\$	Lowest HK\$	
January	3,324,000	4.60	4.38	14,744
March	3,068,000	4.10	3.95	12,274
April	5,524,000	4.10	4.00	22,618
September	4,000	3.20	3.20	13
October	544,000	3.20	3.17	1,736
				<b>RMB'000</b>

Shown in the consolidated financial statements as:

At 31 December 2022

**42,044**

- (ii) During the year ended 31 December 2021, the Company repurchased its own ordinary shares through the Stock Exchange as follows:

Month of repurchase	No. of ordinary shares of HK\$0.01 each	Price per share		Aggregate consideration paid HK\$'000
		Highest HK\$	Lowest HK\$	
December	10,900,000	4.60	4.46	49,869
				<b>RMB'000</b>

Shown in the consolidated financial statements as:

At 31 December 2021

**40,978**

6,184,000 ordinary shares were cancelled upon repurchase and the remaining 4,716,000 ordinary shares have not yet been cancelled as at 31 December 2021 and therefore classified as treasury stocks. All the treasury stocks have been cancelled as at 31 December 2022.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 32. EMPLOYEE RETIREMENT BENEFITS

The Group participates in Mandatory Provident Fund Scheme (“MPF Scheme”) for all employees in Hong Kong. The MPF Schemes are registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Schemes are held separately from those of the Group in funds under the control of independent trustees. Under the rule of the MPF Schemes, the employer and its employees are each required to make contributions to the MPF Schemes at 5% of the employee’s basic salary with the maximum contribution of HK\$1,500 per month. The obligation of the Group with respect of MPF Schemes is to make the required contributions under the MPF Schemes. No forfeited contribution is available to reduce the contributions payable in future years. The Group’s contributions to the MPF Scheme of RMB930,000 (2021: RMB837,000) are charged to profit or loss.

Employees of the subsidiaries in the PRC are members of pension schemes operated by the Chinese local government. The subsidiaries are required to contribute a certain percentage of the relevant part of the payroll of these employees to the pension schemes to fund the benefits. The only obligation for the Group with respect to the pension schemes is the required contributions under the pension schemes. The Group’s contributions to the pension schemes of RMB135,851,000 (2021: RMB118,817,000) are charged to profit or loss.

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment (“LSP”) to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment)  $\times$  2/3  $\times$  Years of service

Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post –employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group’s mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the “Eligible Offset Amount”), for the purpose of offsetting LSP payable to an employee (the “Offsetting Arrangement”). The LSP obligation, if any, is presented on a net basis.

The Employment & Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazetted on 17 June 2022, which will eventually abolish the Offsetting Arrangement. The Amendment will come into effect prospectively from a date to be determined by the Hong Kong SAR Government, which is expected to be in 2025 (the “Transition Date”). Under the amended Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 33. GOVERNMENT GRANTS

### Government grants comprise:

- (i) Incentive subsidies of RMB57,131,000 (2021: RMB30,569,000) have been received in the current year to encourage the operations of certain PRC subsidiaries for the development of environmental friendly manufacturing, pollution prevention, development on export sales and advanced technology. Full amounts are recognised as income in profit or loss as there were no specific conditions attached to the grants and, therefore, the Group recognised the grants to profit or loss upon receipt. The subsidies were granted on a discretionary basis to the Group during the current year.
- (ii) During the year ended 31 December 2022, the Group had recognised government grants of RMB1,288,000 (2021: Nil) in respect of Covid-19-related subsidies and entire amount relates to Employment Support Scheme provided by the Hong Kong government. No such subsidies were granted during the year ended 31 December 2021.
- (iii) Certain subsidies relate to the development of pharmaceutical products or improvement of production efficiency amounting of RMB52,446,000 (2021: RMB56,078,000) at 31 December 2022 are included as deferred income. The amounts are recognised as income when the Group has fulfilled the relevant conditions attaching to the grants, including but not limited to obtaining the medical licenses of the pharmaceutical products or the starting of commercial sales of the pharmaceutical products. During the current year, the Group has recognised the government grant of approximately RMB5,541,000 (2021: RMB3,818,000) as income in profit or loss.
- (iv) Government subsidies granted for the acquisition of property, plant and equipment by the Group brought forward from prior year had been treated as deferred income and was transferred to income over the useful lives of the relevant assets. At 31 December 2022, an amount of RMB43,413,000 (2021: RMB55,319,000) were included in non-current liabilities. During the year ended 31 December 2022, RMB11,906,000 (2021: RMB10,032,000) was released to the profit or loss.

The aggregate subsidy income recognised to the profit or loss during the year ended 31 December 2022 amounted to RMB75,866,000 (2021: RMB44,419,000) (Note 6).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 34. CAPITAL COMMITMENTS

	2022 RMB'000	2021 RMB'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	<b>355,691</b>	293,642

## 35. DERIVATIVE FINANCIAL INSTRUMENTS

	2022 RMB'000	2021 RMB'000
Foreign currency forward contracts – asset	<b>1,841</b>	–
Foreign currency forward contract – liability	<b>(10,087)</b>	–
Cross currency interest rate swap – liability	–	(5,812)
	<b>(8,246)</b>	(5,812)

The Group's derivative financial instruments represent foreign currency forward contracts and a cross currency interest rate swap contract for hedging a portion of its foreign exchange risk related to its bank borrowings denominated in foreign currencies.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 35. DERIVATIVE FINANCIAL INSTRUMENTS *(Continued)*

Major terms of the foreign currency forward contracts are as follows:

### 31 December 2022

Notional amount	Maturity	Exchange rate
Buy USD5,000,000	14 March 2023	USD1: RMB6.685
Buy USD5,000,000	16 March 2023	USD1: RMB6.711
Buy USD40,000,000	25 October 2023	USD1: RMB7.035

Major terms of the cross currency interest rate swap are as follows:

### 31 December 2021

Notional amount	Maturity	Exchange rate	Pay/Receipt fixed
Sell USD44,644,000	6 May 2022	USD1: HKD7.75	2.73%
Buy HKD346,000,000	6 May 2022	USD1: HKD7.75	HIBOR+2.35%
Sell USD89,288,000	8 November 2022	USD1: HKD7.75	2.73%
Buy HKD692,000,000	8 November 2022	USD1: HKD7.75	HIBOR+2.35%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 36. PLEDGE OF OR RESTRICTIONS ON ASSETS

### Pledge of assets

Other than deposits and property, plant and machinery made to financing institutions disclosed in Notes 25 and 29 of the consolidated financial statements, the Group had also pledged the following assets to banks as securities against banking facilities granted to the Group at the end of the reporting period:

	2022 RMB'000	2021 RMB'000
Property, plant and equipment	416,896	417,602
Right-of-use assets	167,837	173,057
Banker's acceptance bills receivables	251,378	18,353

### Restrictions on assets

In addition, lease liabilities of RMB7,640,000 (2021: RMB10,996,000) are recognised with related right-of-use assets of RMB6,570,000 (2021: RMB9,802,000) at 31 December 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

Furthermore, bills receivables issued by third parties endorsed with recourse for settlement of trade and other payables are disclosed in Note 24.

## 37. CAPITAL RISK MANAGEMENT

The Group manages its capital to maintain a balance between continuity of funding of cash flows from operating activities and the flexibility through the use of the finance from banks. The Group also monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure that it maintains sufficient working capital and adequate committed lines of funding to meet its liquidity requirement.

The capital structure of the Group consists of net debt, which includes borrowings (Note 29) and lease liabilities (Note 28), net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The management of the Group reviews the capital structure on a regular basis. As part of this review, the management considers the cost of capital and the associated risk, and takes appropriate actions to adjust the Group's capital structure.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS

### Categories of financial instruments

	2022 RMB'000	2021 RMB'000
<b>Financial assets</b>		
Financial asset at FVTPL	500	500
Derivative financial instruments	1,841	–
Financial assets at amortised cost	9,999,071	7,721,518
<b>Financial liabilities</b>		
Financial liabilities at amortised cost	6,450,249	5,424,177
Derivative financial instrument	10,087	5,812

The Group's major financial instruments include trade receivables, banker's acceptance bills receivables, commercial bills receivables, other receivables, other pledged deposits, pledged bank deposits, cash and cash equivalents, financial asset at FVTPL, trade and other payables, borrowings and derivative financial instruments. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### *Foreign currency risk*

The Group has foreign currency sales and purchases, derivative financial instruments, certain bank balances and bank borrowings denominated in USD, Euro and HK\$ other than the functional currency of respective group entities, which expose the Group to foreign currency risks. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rate and using foreign exchange forward contracts to eliminate the currency exposures.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Categories of financial instruments *(Continued)*

#### Market risk *(Continued)*

#### Foreign currency risk *(Continued)*

The carrying amounts of the Group's net monetary assets and monetary liabilities denominated in foreign currency, i.e. currency other than the functional currency of the respective group entities, at the end of the reporting period are as follows:

	Assets		Liabilities	
	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000
USD	<b>1,156,506</b>	604,035	<b>44,837</b>	103,447
Euro	<b>30,453</b>	66,801	<b>160</b>	133,738
HK\$	<b>345,960</b>	188,998	<b>2,125,993</b>	1,561,582

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies

#### Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 5% (2021: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign currency exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and foreign currency forward contracts, and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in post-tax profit for both years where RMB strengthens 5% against the relevant foreign currencies. For a 5% weakening of RMB against the relevant foreign currencies, there would be an equal and opposite impact on the profit for both years.

	2022 RMB'000	2021 RMB'000
USD	(42,820)	(21,286)
Euro	(1,174)	3,011
HK\$	74,349	57,351

#### Fair value and cash flow interest rate risks

The Group has significant borrowings which bear interest rate risk. Floating rate borrowings, bank deposits and bank balances expose the Group to cash flow interest rate risk. Borrowings and leases liabilities at fixed rates expose the Group to fair value interest rate risk. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on the Group's Hong Kong dollar denominated borrowings. During the current year, the Group has not hedged its cash flow and fair value interest rate risk. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Foreign currency sensitivity analysis *(Continued)*

#### *Interest rate sensitivity analysis*

No sensitivity analysis was prepared for pledged bank deposits and bank balances as the financial impact arising on changes in interest rates was minimal due to limited changes in interest rate. The sensitivity analysis below has been determined based on the exposure to interest rates for the floating rate borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates.

At the end of the reporting period, if interest rates of HIBOR (2021: HIBOR, LIBOR, LPR and SOFR) had been increased/decreased by 50 basis points and all other input variables remained constant, the Group's post-tax profit for the year ended 31 December 2022 would decrease/increase by RMB8,418,000 (2021: RMB7,309,000).

The Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

#### Credit risk and impairment assessment

At 31 December 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The Group normally accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the directors of the Company consider the credit risk arising from the endorsed or discounted bills is insignificant. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### **Financial risk management objectives and policies** *(Continued)*

#### **Credit risk and impairment assessment** *(Continued)*

##### *Trade receivables arising from contracts with customers*

Trade receivables consist of a large number of customers so the concentration of credit risk is insignificant. The Group uses provision matrix to calculate ECL for trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. A reversal of impairment loss of RMB15,470,000 (2021: impairment loss of RMB2,612,000) is recognised during the year. Details of the quantitative disclosures are set out below in this note.

##### *Bank balances, bank and other deposits*

The credit risk on bank balances, bank and other deposits are limited because the counterparties are banks mostly with high credit ratings of grade A or above assigned by international credit-rating agencies. The Group assessed 12m ECL for bank balances, bank and other deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances, bank and other deposits is considered to be insignificant and therefore no loss allowance was recognised.

##### *Banker's acceptance bills receivables and commercial bills receivables, consideration receivables and other receivables*

The management of the Group makes periodic individual and collective assessment on the recoverability of banker's acceptance bills receivables and commercial bills receivables, consideration receivables and other receivables based on probability of default and loss given default of the respective credit rating grades published by external credit rating agencies, historical settlement records, past experience, and also available reasonable and supportive forward-looking information. Impairment loss of RMB848,000 and RMB6,375,000 (2021: nil and reversal of impairment loss of RMB5,185,000) is recognised for banker's acceptance bills receivables and commercial bills receivables during the current year. Impairment loss of nil and a reversal of impairment loss of RMB3,471,000 (2021: RMB294,865,000 and RMB4,267,000) are recognised for consideration receivables and other receivables. Details of the quantitative disclosures are set out below in this note.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

*Banker's acceptance bills receivables and commercial bills receivables, consideration receivables and other receivables (Continued)*

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	Low risk types customers represent the counterparty has a low risk default and no material past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Normal risk	Normal risk types customers represent debtors frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
High risk	High risk types customers represent there have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

The tables below detail the credit risk exposures of the Group's financial assets at 31 December 2022 and 2021 which are subject to ECL assessment:

2022	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount RMB'000
Pledged bank deposits	25	Aa2 to Baa2	N/A	12m ECL	694,704
Bank balances	25	Aa2 to Caa1	N/A	12m ECL	4,742,721
Other receivables and refundable deposits	24	N/A	Note 1	12m ECL	91,970
Consideration receivables	24	N/A	Note 4	Lifetime ECL (credit-impaired)	339,574
Banker's acceptance bills receivables	24	A1 to Caa2	N/A	12m ECL	2,360,224
Commercial bills receivables	24	N/A	Note 3	12m ECL	18,909
Trade receivables	24	N/A	Note 2	Lifetime ECL (provision matrix)	2,110,751

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

2021	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount RMB'000
Pledged bank deposits	25	A1 to Ba1	N/A	12m ECL	827,389
Other pledged deposits	29	A2 to A3	N/A	12m ECL	24,000
Bank balances	25	Aa1 to Ba1	N/A	12m ECL	3,330,867
Other receivables and refundable deposits	24	N/A	Note 1	12m ECL	125,431
Consideration receivables	24	N/A	Note 4	Lifetime ECL (credit-impaired)	339,574
Banker's acceptance bills receivables	24	A1 to B1	N/A	12m ECL	1,821,768
Trade receivables	24	N/A	Note 2	Lifetime ECL (provision matrix)	1,624,198

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

Notes:

- (1) For the purposes of internal credit risk management, the Group uses repayment history or other relevant information to assess whether credit risk has increased significantly since initial recognition. At 31 December 2022, the balances of other receivables and refundable deposits are not past due and based on the historical default rates of these balances are considered as low risk.
- (2) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group uses provision matrix to calculate ECL for trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. The following ECL rates are about the exposure to credit risk for trade receivables which are assessed based on provision matrix taking into account the weighted average rate of various categories' debtors at 31 December 2022 and 2021 within lifetime ECL (not credit-impaired).

	2022			2021		
	Average loss rate	Gross carrying amount RMB'000	Allowance amount RMB'000	Average loss rate	Gross carrying amount RMB'000	Allowance amount RMB'000
Current (not past due)	0.17%	1,662,589	6,143	0.47%	1,255,461	5,918
1-30 days past due	0.02%	198,625	75	1.96%	224,051	4,384
31-60 days past due	0.19%	136,756	340	7.42%	65,622	4,870
61-90 days past due	0.02%	65,792	25	7.60%	67,032	5,097
More than 90 days past due	0.08%	46,989	256	16.95%	12,032	2,040
		<b>2,110,751</b>	<b>6,839</b>		1,624,198	22,309

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

*Notes: (Continued)*

- (3) The estimated loss rates are estimated based on a collective basis grouped by internal credit rating or other relevant information, including but not limited to the latest public available financial information of debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. At 31 December 2022, the Group has therefore concluded that these balances are considered as normal risk.
- (4) As at 31 December 2022, principal amount of RMB343,000,000 (2021: RMB171,500,000) has been due but not yet received by the Group. Based on the legal opinion from the PRC lawyer, who is independent and not connected to the Group, the Group can initiate a litigation against Evergrande Chengdu to recover the consideration receivables, after considering various factors, including but not limited to the recoverable amount of the underlying assets, potential transaction cost of recovering the consideration receivables as well as the financial position and the credit risk of Evergrande Chengdu, the management considers that there is evidence that the consideration receivables is credit-impaired. During the year ended 31 December 2021, the Group transferred the lifetime ECL (not credit-impaired) of RMB44,709,000 to lifetime ECL (credit-impaired) and further provided ECL allowance of RMB294,865,000. As at 31 December 2022, after taking into consideration of probability of recovery of the consideration receivables (see Note 10 for details), the management of the Group is of the opinion that no reversal of impairment loss is recognised during the year ended 31 December 2022.

During the current year, an impairment loss of RMB5,660,000 (2021: RMB22,309,000) has been recognised and amount of RMB21,130,000 (2021: RMB19,697,000) has been reversed for trade receivables, based on the provision matrix.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

The following table shows the movement in lifetime ECL that has been recognised for all trade receivables under the simplified approach.

	<b>Lifetime ECL (not credit- impaired) RMB'000</b>
<b>At 1 January 2021</b>	19,697
Changes due to trade receivables recognised at 1 January 2021:	
– Impairment losses reversed	(19,697)
Newly originated trade receivables	22,309
<b>At 31 December 2021</b>	<b>22,309</b>
Changes due to trade receivables recognised at 1 January 2022:	
– Impairment losses reversed	<b>(21,130)</b>
Newly originated trade receivables	<b>5,660</b>
<b>At 31 December 2022</b>	<b>6,839</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

Changes in the loss allowance for trade receivables are mainly due to:

	<b>2022</b>	2021
	<b>Increase</b>	Increase
	<b>(decrease) in</b>	(decrease) in
	<b>lifetime ECL</b>	lifetime ECL
	<b>Not credit-</b>	Not credit-
	<b>impaired</b>	impaired
	<b>RMB'000</b>	RMB'000
Newly originated trade receivable balance in 2022 with gross amount of RMB2,096,565,000 (2021: RMB1,624,198,000)	<b>5,660</b>	22,309
Settlement in full of trade debtors with a gross carrying amount of RMB1,610,012,000 (2021: RMB1,420,450,000)	<b>(21,130)</b>	(19,697)

The Group writes off a receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over three years past due, whichever occurs earlier.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

The following table shows the movement in ECL that has been recognised for consideration receivables, banker's acceptance bills receivables and commercial bills receivables and other receivables.

	12m ECL RMB'000	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit- impaired) RMB'000	Total RMB'000
<b>At 1 January 2021</b>	5,700	80,099	–	85,799
Changes due to other receivables recognised at 1 January 2021:				
– Transfer to credit-impaired	–	(44,709)	44,709	–
– Impairment losses reversed	(5,700)	(5,185)	–	(10,885)
– Written off	–	(30,205)	–	(30,205)
– Impairment losses recognised	–	–	294,865	294,865
Newly originated other receivables	9,967	–	–	9,967
<b>At 31 December 2021</b>	<b>9,967</b>	<b>–</b>	<b>339,574</b>	<b>349,541</b>
Changes due to bills and other receivables recognised at 1 January 2022:				
– Impairment losses reversed	<b>(9,967)</b>	–	–	<b>(9,967)</b>
Newly originated bills and other receivables	<b>13,719</b>	–	–	<b>13,719</b>
<b>At 31 December 2022</b>	<b>13,719</b>	<b>–</b>	<b>339,574</b>	<b>353,293</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Credit risk and impairment assessment *(Continued)*

Changes in the loss allowance for bills and other receivables are mainly due to:

	31/12/2022	31/12/2021		
	Increase (decrease) in 12m ECL RMB'000	Increase (decrease) in 12m ECL RMB'000	Decrease in Lifetime ECL (not credit- impaired) RMB'000	Increase in Lifetime ECL (credit- impaired) RMB'000
One debtor with a gross carrying amount of nil (2021: RMB339,574,000) defaulted and transferred to credit impaired	–	–	(44,709)	44,709
Additional ECL on one debtor with a gross carrying amount of nil (2021: RMB339,574,000)	–	–	–	294,865
Settlement by one debtor with a gross carrying amount of nil (2021: RMB244,110,000)	–	–	(5,185)	–
Written off of one debtor with a gross carrying amount of nil (2021: RMB244,110,000)	–	–	(30,205)	–
Newly originated other receivables balance with gross amount of RMB91,970,000 (2021: RMB125,431,000)	<b>6,496</b>	9,967	–	–
Settlement in full of other receivables with a gross carrying amount of RMB125,431,000 (2021: RMB101,726,000)	<b>(9,967)</b>	(5,700)	–	–
Newly originated banker's acceptance bills receivables balance with gross amount of RMB2,360,224,000 (2021: RMB1,821,768,000)	<b>848</b>	–	–	–
Newly originated commercial bills receivables balance with gross amount of RMB18,909,000 (2021: nil)	<b>6,375</b>	–	–	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting its financial obligations as and when they fall due. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures its compliance with loan covenants.

The Group relies on bank and other borrowings as a significant source of liquidity. At the date of these consolidated financial statements, the Group has available unutilised banking facilities of RMB6,791,536,000 (2021: RMB3,814,306,000). The directors of the Company are of the view that the banking facilities could be renewed based on historical experience that the Group has not encountered any difficulties to obtain banking facilities.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the relevant market rates at the reporting date) of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted average interest rate %	On demand or less than 1 month RMB'000	1 – 3 months RMB'000	3 months to 1 year RMB'000	1 – 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2022</b>							
Trade and other payables	–	820,516	1,864,450	1,310,136	–	3,995,102	3,995,102
Borrowings							
– floating-rate	4.74	1,015,848	9,993	131,725	1,189,025	2,346,591	2,203,769
– fixed-rate	1.59	35,888	69,618	147,336	–	252,842	251,378
Lease liabilities	6.33	234	780	3,071	4,210	8,295	7,640
		1,872,486	1,944,841	1,592,268	1,193,235	6,602,830	6,457,889
<b>Derivative – net settlement</b>							
Foreign currency forward contract	4.59	–	–	10,480	–	10,480	10,087

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Liquidity risk *(Continued)*

	Weighted average interest rate %	On demand or less than 1 month RMB'000	1-3 months RMB'000	3 months to 1 year RMB'000	1-5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
<b>At 31 December 2021</b>							
Trade and other payables	-	715,054	2,006,609	871,396	-	3,593,059	3,593,059
Borrowings							
- floating-rate	2.12	558,046	39,522	1,022,181	225,449	1,845,198	1,812,765
- fixed-rate	2.57	5,886	7,514	5,077	-	18,477	18,353
Lease liabilities	6.32	276	865	3,274	7,738	12,153	10,996
		1,279,262	2,054,510	1,901,928	233,187	5,468,887	5,435,173
<b>Derivative – gross settlement</b>							
Cross currency interest rate swaps							
- inflow	-	1,930	3,451	861,484	-	866,865	866,865
- outflow	-	(2,111)	(3,774)	(866,792)	-	(872,677)	(872,677)
		(181)	(323)	(5,308)	-	(5,812)	(5,812)

The table below summarises the maturity analysis of term loans of RMB1,010,851,000 (2021: RMB555,583,000) with a repayment on demand clause based on the agreed scheduled repayments set out in the loan agreements at 31 December 2022 and 2021. The amounts include interest payments computed using the specified fixed rates or variable rates. As a result, these amounts are greater than the amounts disclosed in the “on demand” time band in the maturity analysis above. Taking into account the Group’s financial position, the directors of the Company do not consider that it is probable that the banks will exercise its discretion to demand immediate repayment. The directors of the Company believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

#### Maturity Analysis – Bank loans with a repayment on demand clause based on scheduled repayments

	Less than 1 month RMB'000	1-3 months RMB'000	3 months to 1 year RMB'000	1-5 years RMB'000	Total undiscounted cash outflows RMB'000	Carrying amount RMB'000
31 December 2022	3,586	7,172	156,303	934,297	1,101,358	1,010,851
31 December 2021	700	1,400	275,114	295,397	572,611	555,583

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 38. FINANCIAL INSTRUMENTS *(Continued)*

### Financial risk management objectives and policies *(Continued)*

#### Liquidity risk *(Continued)*

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

#### Interest rate benchmark reform

As listed in note 29, several of the Group's LIBOR/HIBOR bank borrowings have been subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

#### LIBOR

During the current year, all the LIBOR bank borrowing has been settled.

#### HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist. The Group's bank loans linked to HIBOR will continue till maturity and hence, not subject to transition.

## 39. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. at prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 39. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(Continued)

**Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis** (Continued)

	Fair value at 31 December 2022 RMB'000	2021 RMB'000	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
<b>Financial assets</b>						
Financial asset at FVTPL – unquoted equity investment	500	500	Level 3	Method of comparables is used to evaluate the market value of the unquoted equity investments by using price to book ratio of listed entities in similar industries.	– discount for lack of marketability of 32% (2021: 32%), determined by reference to recent market research.	– A significant increase in the discount for lack of marketability would result in a significant decrease in the fair value.
<b>Financial liabilities</b>						
Cross currency interest rate swap classified as financial instruments accounted for as FVTPL in the consolidated statement of financial position	–	Liabilities (5,812)	Level 2	Discounted cash flow  Measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates and foreign exchange rates between US\$ and EUR, which is observable at the end of the reporting period.	N/A	N/A
Foreign currency forward contracts classified as financial instruments accounted for as FVTPL in the condensed consolidated statement of financial position	<b>Liabilities (10,087) Assets 1,841</b>	–	Level 2	Discounted cash flow  Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.	N/A	N/A

There is no transfer between the different levels of the fair value hierarchy for both years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 39. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

*(Continued)*

### **Fair value measurements and valuation processes**

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. For the unlisted equity investment, the third party qualified valuers were engaged by the Group to perform the valuation. The Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The external valuers' findings are reported to the board of directors of the Company semi-annually to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed above.

## 40. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") signed with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts.

No further disclosure on the netting arrangement is presented as the financial impact is insignificant.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Treasury stock RMB'000	Borrowings RMB'000 (Note 29)	Non- controlling interests RMB'000	Lease liabilities RMB'000 (Note 28)	Derivative financial instruments RMB'000 (Note 35)	Dividend payable RMB'000 (Note 15)	Total RMB'000
At 1 January 2021	-	2,209,651	(2,071)	1,686	4,573	-	2,213,839
Financing cash flows	(41,140)	(364,556)	-	(3,742)	9,359	(220,847)	(620,926)
Fair value change	-	-	-	-	(8,120)	-	(8,120)
Derecognition of bills receivables	-	(26,493)	-	-	-	-	(26,493)
Recognition of bills receivables	-	18,353	-	-	-	-	18,353
Finance costs	-	63,532	-	697	-	-	64,229
Dividend declared	-	-	-	-	-	220,847	220,847
Exchange gain	-	(69,369)	-	-	-	-	(69,369)
Profit for the year attribute to non-controlling interest	-	-	1,487	-	-	-	1,487
New Leases entered	-	-	-	12,355	-	-	12,355
Cancellation of treasury stock	23,325	-	-	-	-	-	23,325
At 31 December 2021	<b>(17,815)</b>	<b>1,831,118</b>	<b>(584)</b>	<b>10,996</b>	<b>5,812</b>	<b>-</b>	<b>1,829,527</b>
Financing cash flows	<b>(42,291)</b>	<b>253,133</b>	<b>2,000</b>	<b>(4,536)</b>	<b>40,164</b>	<b>(272,636)</b>	<b>(24,166)</b>
Fair value change	-	-	-	-	<b>(37,730)</b>	-	<b>(37,730)</b>
Derecognition of bills receivables	-	<b>(18,353)</b>	-	-	-	-	<b>(18,353)</b>
Recognition of bills receivables	-	<b>251,378</b>	-	-	-	-	<b>251,378</b>
Netting with other pledged deposits	-	<b>(24,000)</b>	-	-	-	-	<b>(24,000)</b>
Finance costs	-	<b>87,971</b>	-	<b>570</b>	-	-	<b>88,541</b>
Dividend declared	-	-	-	-	-	<b>272,636</b>	<b>272,636</b>
Exchange loss	-	<b>73,900</b>	-	-	-	-	<b>73,900</b>
Loss for the year attribute to non-controlling interest	-	-	<b>(71)</b>	-	-	-	<b>(71)</b>
New Leases entered	-	-	-	<b>610</b>	-	-	<b>610</b>
Cancellation of treasury stock	<b>60,106</b>	-	-	-	-	-	<b>60,106</b>
At 31 December 2022	<b>-</b>	<b>2,455,147</b>	<b>1,345</b>	<b>7,640</b>	<b>8,246</b>	<b>-</b>	<b>2,472,378</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 42. MAJOR NON-CASH TRANSACTIONS

During the current year, short term borrowings drawn on discounted bills with recourse and bills receivables endorsed to suppliers with full recourse of RMB18,353,000 (2021: RMB26,493,000) and RMB163,301,000 (2021: RMB193,984,000), respectively, have been derecognised when the related receivables were matured. Discounted bills with recourse amount of RMB251,378,000 (2021: RMB18,353,000) and bills receivables endorsed to suppliers with full recourse amount of RMB609,196,000 (2021: RMB163,301,000) have been recognised for which the maturity dates of the related receivables have not yet fallen due at the end of the reporting period.

During the current year, the Group entered into new lease agreements for the use of leased vehicles and staff quarters ranged from one year to ten years (2021: one year to ten years). On the lease commencement, the Group recognised RMB610,000 (2021: RMB12,355,000) right-of-use assets and RMB610,000 (2021: RMB12,355,000) lease liabilities.

## 43. RELATED PARTY DISCLOSURES

Compensation to key management personnel representing directors' remuneration has been disclosed in Note 13.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2022 and 2021 are as follows:

Name of subsidiaries	Place of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Attributable equity interest held by the Company <i>(Note a)</i>		Principal activities and place of operation
			2022	2021	
The United Laboratories (Hong Kong) Holding Limited	British Virgin Islands	USD50,000	100%	100%	Investment holding in Hong Kong
The United Laboratories (Hong Kong) Group Limited	British Virgin Islands	USD50,000	100%	100%	Investment holding in Hong Kong
Bowden Trading Limited	Samoa	USD1,000	100%	100%	Trademark holding in Hong Kong
The United Laboratories Limited	Hong Kong	HK\$15,000,000	100%	100%	Investment holding and manufacturing and sale of pharmaceutical products in Hong Kong
Team Crown Trading Limited	Hong Kong	HK\$10,000	100%	100%	Trading of pharmaceutical products in Hong Kong
Bear World Limited	Hong Kong	HK\$10,000	100%	100%	Investment holding in Hong Kong
珠海聯邦康知樂實業有限公司 <i>(Note c)</i>	The PRC	RMB250,000,000	100%	100%	Investment holding in the PRC
Zhuhai United Laboratories Co., Ltd. <i>(Note d)</i>	The PRC	RMB1,678,396,000	100%	100%	Manufacturing and sale of pharmaceutical products in the PRC
珠海樂邦制藥有限公司 <i>(Note b)</i>	The PRC	RMB12,825,000	100%	100%	Investment holdings in the PRC
珠海市萬邦藥業有限公司 <i>(Note c)</i>	The PRC	RMB1,000,000	100%	100%	Trading of pharmaceutical products in the PRC

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

Name of subsidiaries	Place of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Attributable equity interest held by the Company		Principal activities and place of operation
			(Note a) 2022	2021	
珠海聯邦制藥銷售有限公司 (Note c)	The PRC	RMB1,000,000	100%	100%	Trading of pharmaceutical products in the PRC
Guangdong Kaiping Kingly Capsules Limited (Note b)	The PRC	RMB31,250,000	100%	100%	Manufacturing and sale of soft capsules casings in the PRC
中山金億食品有限公司 (Note b)	The PRC	RMB8,015,000	100%	100%	Investment holding in the PRC
珠海市金德福企業策劃有限公司 (Note c)	The PRC	RMB15,000,000	100%	100%	Investment holding in the PRC
United Laboratories (Inner Mongolia) Limited (Note b)	The PRC	RMB2,844,000,000	100%	100%	Manufacturing and sale of pharmaceutical intermediate products in the PRC
The United Animal Healthcare (Inner Mongolia) Co., Ltd. (Note c)	The PRC	RMB100,000,000	100%	100%	Manufacturing and sale of pharmaceutical products in the PRC
富邦生物(內蒙古)有限公司 (Note c)	The PRC	RMB20,000,000	75%	75%	Manufacturing and sale of pharmaceutical intermediate products in the PRC
聯邦制藥(中國)有限公司 (Note b)	The PRC	RMB160,080,000	100%	100%	Investment holding in the PRC
珠海聯邦金龍營銷策劃有限公司 (Note c)	The PRC	RMB50,000,000	100%	100%	Providing management services in the PRC
成都樂邦生物醫藥科技有限公司 (Note c)	The PRC	RMB1,000,000	100%	100%	Investment holding in the PRC

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

Name of subsidiaries	Place of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Attributable equity interest held by the Company (Note a)		Principal activities and place of operation
			2022	2021	
成都智匯城有限公司 (Note c)	The PRC	RMB10,000,000	100%	100%	Investment holding in the PRC
The United Bio-Technology (Hengqin) Co., Ltd (Note c)	The PRC	RMB100,000,000	100%	100%	Research and development of pharmaceutical products in the PRC
珠海聯邦生物醫藥有限公司 (Note c)	The PRC	RMB100,000,000	100%	100%	Research and development of pharmaceutical products in the PRC
河南聯牧獸藥有限公司 (Note e)	The PRC	RMB50,000,000	60%	N/A	Manufacturing and sale of pharmaceutical products the PRC

Notes:

- (a) Other than The United Laboratories (Hong Kong) Holding Limited, all subsidiaries are indirectly held by the Company.
- (b) A wholly foreign-owned enterprise established in the PRC.
- (c) A company established in the PRC with limited liability.
- (d) A joint stock limited liability company established in the PRC.
- (e) A company established in the PRC with limited liability during the year ended 31 December 2022.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 45. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### (a) Statement of financial position of the Company

	2022 RMB'000	2021 RMB'000
<b>Non-current assets</b>		
Interests in subsidiaries	4,260,026	4,010,531
Right-of-use assets	3,856	–
Property, plant and equipment	82	424
	<b>4,263,964</b>	4,010,955
<b>Current assets</b>		
Other receivables and prepayments	2,831	2,726
Amounts due from subsidiaries	2,706,364	641,854
Derivative financial instruments	1,841	–
Cash and cash equivalents	690,361	982,764
	<b>3,401,397</b>	1,627,344
<b>Current liabilities</b>		
Other payables and accrued charges	10,616	4,704
Amount due to a subsidiary	228,038	150
Borrowings – due within one year	1,107,980	1,530,345
Derivative financial instrument	10,087	5,812
Lease liabilities	806	–
Tax payable	564	1
	<b>1,358,091</b>	1,541,012
<b>Net current assets</b>	<b>2,043,306</b>	86,332
<b>Total assets less current liabilities</b>	<b>6,307,270</b>	4,097,287
<b>Non-current liabilities</b>		
Borrowings – due after one year	1,095,789	–
Lease liabilities	3,071	–
	<b>1,098,860</b>	–
<b>Net assets</b>	<b>5,208,410</b>	4,097,287
<b>Capital and reserves</b>		
Share capital	16,965	17,125
Reserves	5,191,445	4,080,162
<b>Total equity</b>	<b>5,208,410</b>	4,097,287

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

## 45. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

### (b) Reserves

	Share premium RMB'000	Treasury stock RMB'000	Retained profits RMB'000	Total RMB'000
At 1 January 2021	3,805,695	–	845,226	4,650,921
Loss and total comprehensive expense for the year	–	–	(308,830)	(308,830)
Dividends recognised as distribution ( <i>Note 15</i> )	–	–	(220,847)	(220,847)
Repurchase and cancellation of shares	(23,267)	(17,653)	–	(40,920)
Transaction costs attributable to repurchase and cancellation of shares	–	(162)	–	(162)
At 31 December 2021	<b>3,782,428</b>	<b>(17,815)</b>	<b>315,549</b>	<b>4,080,162</b>
Profit and total comprehensive income for the year	–	–	<b>1,426,050</b>	<b>1,426,050</b>
Dividends recognised as distribution ( <i>Note 15</i> )	–	–	<b>(272,636)</b>	<b>(272,636)</b>
Repurchase and cancellation of shares	<b>(59,946)</b>	<b>18,062</b>	–	<b>(41,884)</b>
Transaction costs attributable to repurchase and cancellation of shares	–	<b>(247)</b>	–	<b>(247)</b>
<b>At 31 December 2022</b>	<b>3,722,482</b>	<b>–</b>	<b>1,468,963</b>	<b>5,191,445</b>

# FINANCIAL SUMMARY

## RESULTS

	Year ended 31 December				
	2018	2019	2020	2021	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	7,510,586	8,392,600	8,772,488	9,703,438	<b>11,334,262</b>
Profit before taxation	793,879	841,652	882,334	1,202,647	<b>2,006,766</b>
Tax expense	(110,951)	(199,888)	(181,416)	(213,062)	<b>(425,743)</b>
Profit for the year attributable to owners of the Company	682,928	641,764	702,989	988,098	<b>1,581,094</b>

## ASSETS AND LIABILITIES

	As at 31 December				
	2018	2019	2020	2021	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total assets	14,602,297	15,699,692	14,963,714	16,331,119	<b>18,979,625</b>
Total liabilities	(8,480,255)	(9,027,903)	(6,351,879)	(6,991,211)	<b>(8,370,194)</b>
Equity attributable to owners of the Company	6,122,042	6,671,789	8,613,906	9,340,492	<b>10,608,086</b>
Non-controlling interests	–	–	(2,071)	(584)	<b>1,345</b>