



INNOVATIVE PHARMACEUTICAL BIOTECH LIMITED

領航醫藥及生物科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code 股份代號 : 399)

2024  
ANNUAL REPORT  
年報

# Contents

## 目錄

2	Corporate Information 公司資料	60	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
4	Chairman's Statement 主席報告	62	Consolidated Statement of Financial Position 綜合財務狀況表
6	Management Discussion and Analysis 管理層討論及分析	64	Consolidated Statement of Changes in Equity 綜合權益變動表
20	Management Profile 管理層履歷	66	Consolidated Statement of Cash Flows 綜合現金流量表
24	External Consultant Profile 外聘顧問履歷	68	Notes to the Consolidated Financial Statements 綜合財務報表附註
25	Corporate Governance Report 企業管治報告	144	Financial Summary 財務概要
40	Report of the Directors 董事會報告		
53	Independent Auditor's Report 獨立核數師報告		

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Gao Yuan Xing  
Tang Rong  
Cheng Tak Yiu (appointed on 4 July 2023)

#### Non-executive Directors

Jiang Nian (*Chairman*)  
Xiao Yan  
Wu Yanmin

#### Independent Non-executive Directors

Chen Weijun  
Wang Rongliang  
Chen Jinzhong

#### Audit Committee

Chen Weijun (*Chairman*)  
Wang Rongliang  
Chen Jinzhong

#### Remuneration Committee

Wang Rongliang (*Chairman*)  
Jiang Nian  
Chen Jinzhong

#### Nomination Committee

Jiang Nian (*Chairman*)  
Wang Rongliang  
Chen Jinzhong

### HONORARY CHAIRMAN

Mao Yumin

### COMPANY SECRETARY

Poon Hon Yin

### 董事會

#### 執行董事

高源興  
唐榕  
鄭德耀(於二零二三年七月四日獲委任)

#### 非執行董事

蔣年(*主席*)  
肖焱  
鄔燕敏

#### 獨立非執行董事

陳偉君  
王榮樑  
陳金中

#### 審核委員會

陳偉君(*主席*)  
王榮樑  
陳金中

#### 薪酬委員會

王榮樑(*主席*)  
蔣年  
陳金中

#### 提名委員會

蔣年(*主席*)  
王榮樑  
陳金中

### 名譽主席

毛裕民

### 公司秘書

潘漢彥

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit No. 2002, 20/F.  
On Hong Commercial Building  
145 Hennessy Road  
Wan Chai, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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

## BRANCH SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG

Tricor Tengis Limited  
17/F, Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong

## AUDITOR

Elite Partners CPA Limited  
Level 23 YF Life Tower  
33 Lockhart Road  
Wan Chai, Hong Kong

## PRINCIPAL BANKER

Bank of Communications Co., Ltd.

## STOCK CODE

399

## COMPANY WEBSITE

[www.ipb.asia](http://www.ipb.asia)  
[www.irasia.com/listco/hk/ipb](http://www.irasia.com/listco/hk/ipb)

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

## 香港主要營業地點

香港灣仔  
軒尼斯道145號  
安康商業大廈  
20樓2002室

## 股份登記總處及過戶代理處

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

## 香港股份登記分處及過戶代理處

卓佳登捷時有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 核數師

開元信德會計師事務所有限公司  
香港灣仔  
駱克道33號  
萬通保險大廈23樓

## 主要往來銀行

交通銀行股份有限公司

## 股份代號

399

## 公司網站

[www.ipb.asia](http://www.ipb.asia)  
[www.irasia.com/listco/hk/ipb](http://www.irasia.com/listco/hk/ipb)

# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Innovative Pharmaceutical Biotech Limited, (the “Company”, together with its subsidiaries, the “Group”), I hereby present to all shareholders of the Company (the “Shareholders”) the audited consolidated financial results of the Group for the year ended 31 March 2024 (the “Financial Year”) with comparative figures for the year ended 31 March 2023 (the “Previous Financial Year”).

The economic recovery after the pandemic has not met expectations. Compared to non-essential spending, consumers are more inclined to hold on to their cash. Hence, the revenue of the Group has dropped to approximately HK\$6.6 million for the Financial Year as compared with the revenue of approximately HK\$8.1 million recorded in the Previous Year. Furthermore, the progress of the Group's Clinical trial of the oral insulin product was disturbed by the delays in sample drug production. The launch of the product would be further postponed to the first quarter of 2026.

The Group recorded the profit attributable to the owners of the Company for the Financial Year amounted to approximately HK\$103.4 million as compared with the loss of approximately HK\$245.7 million in Previous Financial Year. It is attributable to a gain on modification of convertible bonds of HK\$330.2 million was booked in the Financial Year.

各位股東：

本人謹代表領航醫藥及生物科技股份有限公司（「本公司」，連同其附屬公司統稱「本集團」）之董事（「董事」）會（「董事會」）向本公司所有股東（「股東」）提呈本集團截至二零二四年三月三十一日止年度（「本財政年度」）之經審核綜合財務業績與截至二零二三年三月三十一日止年度（「上一財政年度」）之比較數字。

疫情後，經濟復甦步伐未如預期。相較非必要開支而言，消費者更趨向於保留現金。因此，於本財政年度，本集團之收益下降至約6,600,000港元，而上一財政年度錄得之收益約為8,100,000港元。此外，本集團口服胰島素產品之臨床試驗進度受樣本藥品生產延誤所影響。產品將進一步推遲至二零二六年第一季度推出。

於本財政年度，本集團錄得本公司擁有人應佔溢利約103,400,000港元，相比上一財政年度則為虧損約245,700,000港元。此乃由於本財政年度錄得可換股債券修訂收益330,200,000港元。

## OUTLOOK

Looking ahead, there are still uncertainties, including the fluctuations in energy and material prices, geopolitical risks, and the pace of China's economic recovery. We remain optimistic about the growth of the Group's trading of beauty equipment and products business.

The management team has actively worked with the contract research organization to speed up the progress of the clinical trial and make the best effort to achieve the schedule of commercialization of the product.

The Company continues to actively pursue and review cooperation, joint ventures, and investments with suitable partners and will continue to focus on improving the Group's attractiveness and profitability as necessary to enhance shareholder returns and the sustainable long-term development of the Group as a whole.

## APPRECIATION

On behalf of all the members of the Board, I would like to take this opportunity to express my gratitude to the Shareholders and business partners of the Group for their continued support and trust during the past year, and my most sincere appreciation to the directors, management, and staff at all levels for their dedication, hard work, and contributions to the Group.

**Jiang Nian**

*Chairman*

Shanghai, 28 June 2024

## 展望

展望未來，仍然存在能源及物料價格波動、地緣政治風險及中國經濟復甦步伐等不明朗因素。我們對本集團的美容設備及美容產品貿易業務的增長保持樂觀態度。

管理團隊積極與合約研究組織合作，加快臨床試驗的進度，並盡最大努力實現產品商品化的時間表。

本公司繼續積極物色及檢討合作、合營企業及投資合適之夥伴並將繼續致力提高本集團之吸引力及盈利能力(於必要時)，以增加股東回報及本集團整體之可持續長期發展。

## 致謝

本人謹藉此機會代表全體董事會成員，對股東及本集團業務夥伴過去一年的恆久支持及信任表達謝意，本人亦謹此對董事、管理層與各級員工專心致志、勤勉工作及為本集團作出的貢獻，致以最真誠的謝意。

**蔣年**

*主席*

上海，二零二四年六月二十八日

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Group Results

Revenue of the Group for the Financial Year amounted to approximately HK\$6,593,000, representing a decrease of approximately 18.4% as compared with the total revenue of approximately HK\$8,075,000 that was recorded in the Previous Financial Year. The decrease was mainly attributable to the decrease in business of the trading of beauty equipment and products segment during the Financial Year. The Group recorded a profit attributable to the owners of the Company amounted to approximately HK\$103,012,000 for the Financial Year as compared to loss of HK\$245,707,000 in Previous Financial Year. The change from loss to profit is mainly due to an amount of approximately HK\$330,237,000 represented a gain on modification of convertible bonds was recorded in the Financial Year.

#### Trading of beauty equipment and products

During the Financial Year, revenue from the trading of beauty equipment and products amounted to approximately HK\$6,593,000, representing a decrease of approximately 18.4% from the revenue in the amount of approximately HK\$8,075,000 that was recorded in the Previous Financial Year. The decrease in trading revenue was mainly due to the poor market condition.

#### Research and development

The in-process research and development project (the “In-process R&D”) represented an in-process research and development project involving an oral insulin product (the “Product”).

The in-process R&D was recorded as intangible asset in Group’s consolidated statement of financial position with carrying value of HK\$1,373,224,000. The management performs the impairment assessment at the end of each reporting period.

#### 業務回顧

##### 集團業績

於本財政年度，本集團之收益約為6,593,000港元，較上一財政年度錄得之總收益約8,075,000港元減少約18.4%。有關減少主要由於本財政年度美容設備及美容產品貿易分部之業務減少。於本財政年度，本集團錄得本公司擁有人應佔溢利約103,012,000港元，而上一財政年度則錄得虧損245,707,000港元。轉虧為盈乃主要由於本財政年度錄得修訂可換股債券之收益約330,237,000港元。

##### 美容設備及美容產品貿易

於本財政年度，美容設備及美容產品貿易所得收益約為6,593,000港元，較上一財政年度之收益約8,075,000港元減少約18.4%。貿易收益減少，主要因為疲乏的市場狀況影響業務。

##### 研發

現正進行之研發項目(「研發過程」)指涉及口服胰島素產品(「產品」)正在進行的研發項目。

研發過程於本集團綜合財務狀況表入賬列作無形資產，賬面值為1,373,224,000港元。管理層於各報告期末進行減值評估。

## **BUSINESS REVIEW** (Continued)

### **Research and development** (Continued)

The recoverable amount of the intangible asset is determined based on fair value calculations which used cash flow projections prepared by the management of the Group using certain key assumptions. Key assumptions for the fair value calculations were based on estimated cash inflows derived from budgeted sales and gross margin which estimated based on the expectations for the market development.

At the end of the Financial Year, the Directors of the Company have performed impairment assessments on the intangible asset by reference to the valuation conducted by BonVision International Appraisals Limited, an independent qualified valuer. The recoverable amount of the intangible asset is determined based on the estimated fair value of the In-process R&D. Based on the assessment, the recoverable amount of the Group's intangible asset is estimated to be higher than the carrying amount and therefore the Directors of the Company considered that no impairment is necessary as at 31 March 2024.

Prior to the commercialisation of the Product, the Group will need to go through, among others, the following key development stages: (i) execution of clinical trial testing; (ii) data and outcome analysis; (iii) preparation of the outcome report; (iv) entering into of production arrangement; (v) sourcing of raw materials; (vi) possible marketing activities or pre-sales preparation work; (vii) submission of the clinical trial report to National Medical Products Administration; (viii) applying for the new medicine certificate and the manufacturing permit.

The management of the Company is closely working with the contract research organization (the "CRO"). The Part B of phase III clinical trials (the "Clinical Trial") had registered in the Center for Drug Evaluation, National Medical Products Administration ("NMPA") in October 2019.

The enrolment of the first batch of patients for the Clinical Trial testing has commenced in July 2020. At the end of the Financial Year, about 400 patients have been enrolled in selected participating hospitals to take place in the Clinical Trial. The enrolment of patients will be an ongoing process.

## **業務回顧** (續)

### **研發** (續)

無形資產之可收回款項基於公平值計算法釐定，公平值計算法是採用本集團管理層使用若干主要假設編製的現金流量預測。公平值計算法的主要假設乃基於根據市場預期發展估計的銷售預算及毛利率產生的估計現金流入。

於本財政年度末，本公司董事已參考獨立合資格估值師宏展國際評估有限公司進行的評估對無形資產作出減值評估。無形資產的可收回款項基於研發過程的估計公平值釐定。根據該評估，本集團無形資產的可收回款項估計將高於其賬面值，因此，本公司董事認為無需於二零二四年三月三十一日作出減值。

在產品商品化前，本集團將需通過(其中包括)下列主要開發階段：(i)進行臨床試驗；(ii)數據及結果分析；(iii)編製結果報告；(iv)訂立生產安排；(v)採購原材料；(vi)潛在營銷活動或預售準備工作；(vii)向國家藥品監督管理局提交臨床試驗報告；(viii)申請新藥證書及生產許可證。

本公司管理層與合約研究組織(「合約研究組織」)密切合作。臨床試驗第三期B段(「臨床試驗」)已於二零一九年十月於國家藥品監督管理局(「國家藥監局」)藥品審評中心註冊。

就臨床試驗招募第一批患者已於二零二零年七月開始。於本財政年度末，已於指定參與醫院招募約400名患者參與臨床試驗。患者招募過程將持續進行。



## **BUSINESS REVIEW** *(Continued)*

### **Research and development** *(Continued)*

Fosse Bio-Engineering Development Limited (“Fosse Bio”) is a subsidiary of Smart Ascent Limited, which became a subsidiary of the Company upon completion of the acquisition on 28 July 2014. Fosse Bio and Tsinghua University, Beijing (“THU”) have entered into the agreements in 1998 (the “THU Collaboration Arrangement”) in connection with the research and development of the Product. Pursuant to the THU Collaboration Arrangement, which will be expired in October 2018 and subsequently extended to October 2023 by entered the supplemental agreement on 12 November 2018, Fosse Bio would be entitled to commercialize the relevant technologies of the Product and to manufacture and sell the Product on an exclusive basis, and THU is entitled to 1.5% of Fosse Bio’s annual sales upon commercialization of the Product. Accordingly, Fosse Bio has the exclusive right for the commercialization of the Product for the duration of the unexpired term of the THU Collaboration Arrangement.

On 25 June 2024, the Group entered second supplemental agreement with THU to renew the term of the THU Collaboration Arrangement to 30 June 2027.

The Board is of the view that the renewal of the THU Collaboration Arrangement can facilitate the exclusive commercialization of the Product by the Group and is in the interests of the Company and its shareholders as a whole.

The normal operations of the participating hospitals for the Clinical Trial had been disrupted by the coronavirus pandemic. The factors as discussed in the annual report of 31 March 2023 of the Company continue to affect the progress of Clinical Trial this year. Particularly, the reorganization of the approved drug manufacturer which has led to delays in sample drug production. Based on the latest information available to the Company, the timeline to commercialization of the Product have been revised. The Product is expected to be launched in the market and available for sale at selected hospitals by first quarter of 2026.

## **業務回顧** *(續)*

### **研發** *(續)*

福仕生物工程有限公司(「福仕」)是進生有限公司之附屬公司，並於本公司在二零一四年七月二十八日完成收購後成為本公司之附屬公司。福仕及北京清華大學(「清華大學」)於一九九八年簽訂多項有關研發產品之協議(「清華大學合作協議」)。根據該將於二零一八年十月到期並在其後於二零一八年十一月十二日簽訂補充協議延長至二零二三年十月之清華大學合作協議，福仕有權商品化產品之有關技術及獨家生產及銷售產品，而清華大學有權於產品商品化完成後享有福仕1.5%之年銷售額。據此，福仕在清華大學合作協議中未屆滿年內擁有商品化產品之專有權。

於二零二四年六月二十五日，本集團與清華大學訂立第二份補充協議，將清華大學合作協議年期重續至二零二七年六月三十日。

董事會認為，重續清華大學合作協議有助於本集團獨家進行產品商品化，且符合本公司及其股東之整體利益。

然而，新冠肺炎疫情阻礙了參與臨床試驗的醫院的正常運作。本公司截至二零二三年三月三十一日的年報中所討論的因素仍在影響本年度臨床試驗的進展。特別是，已獲批藥品生產商的重組導致樣本藥品生產延遲。根據本公司可得的最新資料，產品的商品化時間表已經修訂，預計產品將於二零二六年第一季於市場上推出並於指定醫院銷售。

## **BUSINESS REVIEW** *(Continued)*

### **Research and development** *(Continued)*

The Group is expected to generate a stable source of revenue and profit after the launch of the Product taking into account that (i) there is massive demand in the PRC for innovative insulin products in light of the growing diabetic population; (ii) once the Product is launched, it is expected to become the first oral insulin drug available in the market; (iii) the Product is expected to be sold at a reasonable price range and will provide a superior and effective treatment method for diabetes patients; and (iv) once the Product is launched, it will be protected for a period of 5 years under the current regulations in the PRC which prohibits other companies from manufacturing and/or undergoing clinical trial for similar products.

The Group will make further announcements depending on situation and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) if there is any material development.

## **業務回顧** *(續)*

### **研發** *(續)*

經考慮下列各項，本集團預期產品推出後將產生穩定的收入及盈利來源：(i) 鑒於糖尿病患者人數日增，中國對創新胰島素產品需求強勁；(ii) 產品推出後，預期將為市場上首款口服胰島素藥物；(iii) 產品預期將按合理價格範圍出售，並將為糖尿病患者提供更佳及更有效的治療方式；及(iv) 產品一經推出，將根據中國的現有法規得到五年保障期，期間禁止其他公司生產及／或進行類似產品的臨床試驗。

倘出現任何重大進展，本集團將根據情況按照香港聯合交易所有限公司證券上市規則（「上市規則」）作出進一步公告。

## BUSINESS REVIEW *(Continued)*

### Convertible bonds issued by the Company

The Company acquired 51% interest in the share capital of Smart Ascent in the year of 2014. As part of the consideration of the acquisition of Smart Ascent, on 28 July 2014, the Company issued to Extrawell (the “Bondholder”) the convertible bonds with 3.5% interest per annum for a conversion period of 7 years from the date of issue in the principal amount of HK\$715,000,000 (the “Convertible Bonds”). The interest was originally paid annually.

On 26 July 2019, the Company and the Bondholder entered into the amendment deed (the “Amendment Deed”) in which the Company and the Bondholder agreed to amend the interest payment terms of the Convertible Bonds to the effect that i) the payment of the interest payable in year of 2019 to year of 2021 would be made on or before the maturity date of the Convertible Bonds, i.e. 28 July 2021 (the “Maturity Date”); and ii) additional interest of HK\$11,262,259 (the “Additional Interest”) would be paid on 28 July 2021.

On 12 May 2021, the Company and the Bondholder entered into the second deed of Amendment (the “Second Deed of Amendment”) pursuant to which the Company and the Bondholder agreed to amend the interest payment terms of the Convertible Bonds to the effect that: (i) the interest payment due dates was amended to payment of interest for the period from 28 July 2018 to 27 July 2023 on 28 July 2023; (ii) the Company was required to pay to the Bondholder the additional interest in the amount of HK\$3,753,750 for one-year extension for payment of interest for the year from 28 July 2021 to 27 July 2022 on 28 July 2023 and (iii) the Company was required to pay the Bondholder the additional interest of HK\$25,900,875 on 28 July 2023.

### 業務回顧 *(續)*

#### 本公司發行之可換股債券

本公司於二零一四年收購進生股本的51%權益。作為收購進生的部分代價，於二零一四年七月二十八日，本公司向精優（「債券持有人」）發行可換股債券，本金額為715,000,000港元，按年息3.5%計息，轉換期為發行日期起計七年（「可換股債券」）。利息原應按年支付。

於二零一九年七月二十六日，本公司與債券持有人簽訂修訂契據（「修訂契據」），據此，本公司及債券持有人同意修訂可換股債券的利息支付條款，即i)二零一九年至二零二一年應付利息應於可換股債券到期日（即二零二一年七月二十八日）（「到期日」）或之前支付；及ii)應於二零二一年七月二十八日支付額外利息11,262,259港元（「額外利息」）。

於二零二一年五月十二日，本公司及債券持有人訂立第二份修訂契據（「第二份修訂契據」），據此本公司及債券持有人同意修訂可換股債券之利息付款條款，即：(i)利息付款到期日改為二零二三年七月二十八日支付二零一八年七月二十八日至二零二三年七月二十七日期間的利息；(ii)本公司須於二零二三年七月二十八日向債券持有人支付額外利息金額3,753,750港元，作為二零二一年七月二十八日至二零二二年七月二十七日之利息延期一年支付之利息；及(iii)本公司須於二零二三年七月二十八日向債券持有人支付額外利息25,900,875港元。

## BUSINESS REVIEW *(Continued)*

### Convertible bonds issued by the Company *(Continued)*

On 28 April 2023, the Company and the Bondholder entered into a third deed of amendment (the “Third Deed Amendment”) pursuant to which the Company and the Bondholder have conditionally agreed to amend the terms of the Convertible Bonds (as amended by the Amendment Deed) (the “Third Amendment”) to the effect that:

- (a) the Maturity Date shall be extended from 28 July 2023 to 28 July 2025;
- (b) the interest date and interest payment date of the Convertible Bonds (as amended by the First Deed of Amendment and Second Deed of Amendment) shall be further amended and superseded as follows:
  - (i) the Convertible Bonds shall bear interest on the principal amount thereof in accordance with the following interest rate and payment schedule:

## 業務回顧 *(續)*

### 本公司發行之可換股債券 *(續)*

於二零二三年四月二十八日，本公司及債券持有人訂立第三份修訂契據（「第三份修訂契據」），據此本公司及債券持有人已有條件同意修訂可換股債券之條款（經修訂契據修訂）（「第三次修訂」），即：

- (a) 到期日由二零二三年七月二十八日延後至二零二五年七月二十八日；
- (b) 可換股債券之利息日期及付息日期（經第一份修訂契據及第二份修訂契據修訂）予以進一步修訂及取代如下：
  - (i) 可換股債券將按其本金額，根據下列利率及付款時間表計息：

Interest Period 付息期間	Interest Rate 利率	Payment due dates 到期付款日
28 July 2014 to 27 July 2015 二零一四年七月二十八日至 二零一五年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	On or before 28 July 2015 二零一五年 七月二十八日或之前
28 July 2015 to 27 July 2016 二零一五年七月二十八日至 二零一六年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	On or before 28 July 2016 二零一六年 七月二十八日或之前
28 July 2016 to 27 July 2017 二零一六年七月二十八日至 二零一七年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	On or before 28 July 2017 二零一七年 七月二十八日或之前
28 July 2017 to 27 July 2018 二零一七年七月二十八日至 二零一八年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	On or before 28 July 2018 二零一八年 七月二十八日或之前
28 July 2018 to 27 July 2019 二零一八年七月二十八日至 二零一九年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	28 July 2025 二零二五年 七月二十八日

**BUSINESS REVIEW** (Continued)

**Convertible bonds issued by the Company** (Continued)

(b) (Continued)

(i) (Continued)

**業務回顧** (續)

**本公司發行之可換股債券** (續)

(b) (續)

(i) (續)

Interest Period 付息期間	Interest Rate 利率	Payment due dates 到期付款日
28 July 2019 to 27 July 2020 二零一九年七月二十八日至 二零二零年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	28 July 2025 二零二五年 七月二十八日
28 July 2020 to 27 July 2021 二零二零年七月二十八日至 二零二一年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	28 July 2025 二零二五年 七月二十八日
28 July 2021 to 27 July 2022 二零二一年七月二十八日至 二零二二年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	28 July 2025 二零二五年 七月二十八日
28 July 2022 to 27 July 2023 二零二二年七月二十八日至 二零二三年七月二十七日	3.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年3.5%	28 July 2025 二零二五年 七月二十八日
28 July 2023 to 27 July 2024 二零二三年七月二十八日至 二零二四年七月二十七日	4.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年4.5%	28 July 2025 二零二五年七月二十八日
28 July 2024 to 27 July 2025 二零二四年七月二十八日至 二零二五年七月二十七日	4.5% per annum on the principal amount of the Convertible Bonds 按可換股債券本金額計算每年4.5%	28 July 2025 二零二五年七月二十八日

Save for the Third Amendment, the terms and conditions of the Convertible Bonds remain intact and unchanged.

The Third Deed Amendment was approved in special general meeting held on 28 June 2023 and all conditions precedent fulfilled and the Third Amendment took effect from 12 July 2023.

除第三次修訂外，可換股債券之所有條款及條件維持完整及不變。

第三份修訂契據已於二零二三年六月二十八日舉行之股東特別大會上獲批准，且所有先決條件已經達成，故第三次修訂已自二零二三年七月十二日起生效。

## **BUSINESS REVIEW** *(Continued)*

### **Convertible bonds issued by the Company** *(Continued)*

On 27 July 2023, the Company and Dr. Mao Yu Min as subscriber entered into the subscription agreement, pursuant to which the Company has conditionally agreed to issue, and the subscriber has conditionally agreed to subscribe for, the convertible bonds in the principal amount of HK\$55,500,000. The convertible bonds shall bear an interest from (and including) the date of issue at the rate of 0% per annum on the outstanding principal amount of the convertible bonds. The maturity date is the tenth anniversary of the date of issue of the convertible bonds. The initial conversion price for the convertible bonds shall be HK\$0.211 per conversion share.

The subscription price in the amount of HK\$55,500,000 payable by the subscriber under the subscription agreement shall be satisfied by way of offsetting in full on a dollar-to-dollar basis against the outstanding aggregate principal amount payable by the Company to the subscriber under the shareholder's loans in the amount of HK\$55,500,000.

The subscriber, Dr. Mao is the substantial shareholder of the Company. The subscription constitutes a connected transaction of the Company and is subject to the independent shareholders' approval requirements. Completion of the subscription agreement is subject to fulfillment of the conditions precedent under the subscription agreement.

Details of the proposed issue of the convertible bonds are set out in the announcement dated 27 July 2023.

The issue of the convertible bonds was approved in special general meeting held on 24 May 2024 and all conditions precedent under the subscription agreement have been fulfilled and completion took place on 21 June 2024.

The Company issued certain convertible bonds on 25 October 2013, 27 December 2013, 24 April 2014, 30 August 2014, 31 December 2014 and 30 April 2015. The maturity date of those convertible bonds falls on the tenth anniversary of the date of issue.

## **業務回顧** *(續)*

### **本公司發行之可換股債券** *(續)*

於二零二三年七月二十七日，本公司與毛裕民博士(作為認購人)訂立認購協議，據此，本公司已有條件同意發行及認購人已有條件同意認購本金額為55,500,000港元之可換股債券。可換股債券將由發行日(包括該日)起，按可換股債券之未償還本金額以年利率0%計息。到期日為發行可換股債券發行日期起滿十週年之日。可換股債券之初步換股價為每股轉換股份0.211港元。

認購協議項下應由認購人支付為數55,500,000港元之認購價，將以按等額基準悉數抵銷本公司根據股東貸款應向認購人支付之未償還本金總額55,500,000港元之方式繳付。

認購人毛博士為本公司主要股東。認購事項構成本公司之關連交易，須遵守獨立股東批准之規定。認購協議須待認購協議之先決條件達成後，方告完成。

建議發行可換股債券之詳情載於日期為二零二三年七月二十七日的公告。

於二零二四年五月二十四日舉行之股東特別大會上已批准發行可換股債券，且認購協議項下的所有先決條件已經達成，故完成已於二零二四年六月二十一日發生。

本公司於二零一三年十月二十五日、二零一三年十二月二十七日、二零一四年四月二十四日、二零一四年八月三十日、二零一四年十二月三十一日及二零一五年四月三十日發行若干可換股債券。該等可換股債券之到期日為發行日期起滿十週年之日。

## BUSINESS REVIEW *(Continued)*

### Convertible bonds issued by the Company *(Continued)*

On 15 August 2023, those convertible bonds in the aggregate principal amount of HK\$359,600,000 remain outstanding. The Company and the bondholders entered into the deed of amendment pursuant to which the Company and the bondholders have conditionally agreed to amend certain terms and conditions of the convertible bonds. The Company and the bondholders have conditionally agreed to amend the terms of the convertible bonds to the effect that the maturity date shall be extended from the tenth anniversary of the date of issue to the twentieth anniversary of the date of issue.

Save for the Amendment, the terms and conditions of the convertible bonds remain intact and unchanged.

The bondholders, Dr. Mao (through himself and his controlled corporation) is a substantial shareholder of the Company. The amendment constitutes a connected transaction of the Company and is subject to the independent shareholders' approval requirements. Completion of the amendment is subject to fulfillment of the conditions precedent under the deed of amendment.

On 22 December 2023, the Company and the Bondholders entered into the supplemental deed of amendment (the "Supplemental Deed"), pursuant to which the parties agreed to amend and supplement certain terms of the Deed of Amendment. Details of the principal terms of the Supplemental Deed are set out below:

- 1) the conversion price of the convertible bonds due October 2023 (the "First Dr. Mao Bonds") in the principal amount of HK\$236,800,000 issued by the Company and held by Dr. Mao, the convertible bonds due December 2023 (the "Second Dr. Mao Bonds") in the principal amount of HK\$11,200,000 issued by the Company and held by Dr. Mao and the convertible bonds due December 2023 (the "United Gene Bonds", together with the First Dr. Mao Bonds, the Second Dr. Mao Bonds and the United Gene Bonds, the "Relevant Bonds") in the principal amount of HK\$8,000,000 issued by the Company and held by United Gene shall be amended from HK\$0.40 to HK\$0.202.

## 業務回顧 *(續)*

### 本公司發行之可換股債券 *(續)*

於二零二三年八月十五日，本金總額 359,600,000 港元之可換股債券仍為未償還。本公司與債券持有人訂立修訂契據，據此，本公司與債券持有人已有條件同意修訂可換股債券的若干條款及條件。本公司與債券持有人已有條件同意修訂可換股債券的條件，以將到期日由發行日期起滿十週年之日延後至發行日期起滿二十週年之日。

除該等修訂外，可換股債券的條款及條件均維持完整及不變。

債券持有人毛博士(透過其本身及其控制實體)為本公司的主要股東。修訂構成本公司的關連交易，須遵守獨立股東批准之規定。修訂須待修訂契據之先決條件達成後，方告完成。

於二零二三年十二月二十二日，本公司與債券持有人訂立補充修訂契據(「補充契據」)，據此，訂約方同意修訂及補充修訂契據的若干條款。補充契約之主要條款詳情載列如下：

- 1) 由本公司發行並由毛博士持有之本金額為 236,800,000 港元於二零二三年十月到期之可換股債券(「第一批毛博士債券」)、由本公司發行並由毛博士持有之本金額為 11,200,000 港元於二零二三年十二月到期之可換股債券(「第二批毛博士債券」)及由本公司發行並由聯合基因持有之本金額為 8,000,000 港元於二零二三年十二月到期之可換股債券(「聯合基因債券」，連同第一批毛博士債券、第二批毛博士債券及聯合基因債券統稱「相關債券」)之換股價由 0.40 港元修訂為 0.202 港元。

## **BUSINESS REVIEW** *(Continued)*

### **Convertible bonds issued by the Company** *(Continued)*

- 2) the maturity date of the convertible bonds due December 2024 in the principal amount of HK\$39,600,000 issued by the Company and held by Dr. Mao, the convertible bonds due April 2025 in the principal amount of HK\$42,000,000 issued by the Company and held by Dr. Mao and the convertible bonds due April 2025 in the principal amount of HK\$22,000,000 and held by JNJ, shall no longer be extended.

Details of the Amendment and the supplemental deed of amendment are set out in the announcement dated 15 August 2023 and 22 December 2023 respectively and the circular dated 9 May 2024.

The amendment was approved in the special general meeting held on 24 May 2024. All conditions precedent under the deed of amendment have been fulfilled and the completion of the amendment took place on 21 June 2024.

## **業務回顧** *(續)*

### **本公司發行之可換股債券** *(續)*

- 2) 由本公司發行並由毛博士持有之本金額為39,600,000港元於二零二四年十二月到期之可換股債券、由本公司發行並由毛博士持有之本金額為42,000,000港元於二零二五年四月到期之可換股債券及由JNJ持有之本金額為22,000,000港元於二零二五年四月到期之可換股債券之到期日將不再延長。

有關該等修訂及修訂補充契據的詳情分別載於日期為二零二三年八月十五日及二零二三年十二月二十二日的公告以及日期為二零二四年五月九日的通函。

有關修訂已於二零二四年五月二十四日舉行的股東特別大會上獲批准。修訂契據項下的所有先決條件已經達成，故修訂已於二零二四年六月二十一日完成。



## PROSPECTS

### Trading of beauty equipment and products

The major trading products of the Group are beauty equipment and beauty products, and sales of these beauty equipment and beauty products represent the major component that contributes to the Group's revenue.

Revenues and profit margins of the Group from the trading segment have been relatively stable in the past and trading volume is the key determiner of the profitability of the segment. The Group anticipates that the trading business will pick up gradually. The Group will cautiously explore the trading business in Hong Kong and China. The Group will reinforce our risk management policy and will proactive in adopting timely measures to balance its risk and return in the long run. The Group competes by offering trading terms that are more favourable to its suppliers and vendors compared to the Group's competitors.

### Research and development

The Clinical Trial testing of the Product for the first group has commenced in July 2020. The situations which disrupted the progress as discussed in last year annual report have been improved.

To further ensure that the Product will be able to commercialise by first quarter of 2026, the Group will work closely with the CRO and strengthen the project team so that relevant personnel of the project team will regularly monitor the progress and make regular reports to the management of the Company so as to ensure the In-process R&D can be completed according to the Group's schedule.

## 前景

### 美容設備及美容產品貿易

本集團的主要貿易產品為美容設備及美容產品，及銷售該等美容設備及美容產品為本集團貢獻大部分收益。

過往，本集團來自貿易分部之收益及利潤一直保持相對穩定。該分部盈利能力之主要決定因素。本集團預期，貿易業務將逐步回升。本集團將審慎探索香港及中國貿易業務，並將強化我們的風險管理政策，積極採取及時措施平衡其風險及長期回報。本集團透過向供應商及賣方提供比本集團競爭對手更優越之貿易條件進行競爭。

### 研發

第一組受試者的產品測試臨床試驗已於二零二零年七月開始。誠如去年年報所論述，妨礙進展的情況已有所改善。

為進一步確保產品能在二零二六年第一季前商品化，本集團亦將與合約研究組織密切合作及加強其項目團隊，以便項目團隊的相關人員定期監控進度及定期向本公司管理層報告，以確保研發過程能按照本集團的時間表完成。

## FINANCIAL REVIEW

### Capital structure

## 財務回顧

### 資本架構

		31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Authorised:	法定：		
50,000,000,000 ordinary shares of HK\$0.01 each (the "Shares")	50,000,000,000股每股面值0.01 港元之普通股(「股份」)	<b>500,000</b>	500,000
Issued and fully paid:	已發行及已繳足：		
1,723,193,024 Shares	1,723,193,024股股份	<b>17,232</b>	14,642

### Liquidity and financial resources

As at 31 March 2024, the Group had bank and cash balances of approximately HK\$3.1 million (31 March 2023: approximately HK\$1.3 million).

As at 31 March 2024, total borrowings of the Group were approximately HK\$1,054.2 million (31 March 2023: approximately HK\$1,236.5 million) which reflected the debt value of the Company's unconverted convertible bonds, lease liabilities, amounts due to non-controlling interests, amounts due to former non-controlling interest, loan from a substantial shareholder, amount due to a former associate, loan from a former associate and loan from a non-controlling interest.

The ratio of current assets to current liabilities of the Group was 0.03 as at 31 March 2024 as compared to the 0.01 as at 31 March 2023. The Group's gearing ratio as at 31 March 2024 was 0.77 (31 March 2023: 0.90) which is calculated based on the Group's total liabilities of approximately HK\$1,063.6 million (31 March 2023: approximately HK\$1,243.5 million) and the Group's total assets of approximately HK\$1,383.0 million (31 March 2023: approximately HK\$1,384.0 million).

The Group places importance on security, short-term commitment, and availability of the surplus cash and cash equivalents.

### 流動資金及財務資源

於二零二四年三月三十一日，本集團之銀行及現金結餘約為3,100,000港元(二零二三年三月三十一日：約1,300,000港元)。

於二零二四年三月三十一日，本集團之總借貸約為1,054,200,000港元(二零二三年三月三十一日：約1,236,500,000港元)，反映本公司之未轉換可換股債券之債務價值、租賃負債、應付非控股權益款項、應付前非控股權益款項、來自一位主要股東貸款、應付前聯營公司之款項、來自前聯營公司貸款及來自非控股權益貸款。

本集團於二零二四年三月三十一日之流動資產對流動負債之比率為0.03，而於二零二三年三月三十一日則為0.01。本集團於二零二四年三月三十一日之資本負債比率為0.77(二零二三年三月三十一日：0.90)，乃根據本集團之負債總額約1,063,600,000港元(二零二三年三月三十一日：約1,243,500,000港元)及本集團之資產總額約1,383,000,000港元(二零二三年三月三十一日：約1,384,000,000港元)計算。

本集團重視盈餘現金及現金等價物之安全、短期承諾和可用性。

## FINANCIAL REVIEW *(Continued)*

### Significant acquisition and investments

The Group had no significant investments, nor had it made any material acquisition or disposal of the Group's subsidiaries or associated companies during the Financial Period.

### Charges on the Group's assets

As at 31 March 2024, the Group and the Company did not have any charges on their assets (31 March 2023: nil).

### Foreign exchange exposure

The monetary assets and liabilities and businesses of the Group are mainly conducted in Hong Kong Dollars, Renminbi, and United States Dollars. The Group maintains a prudent strategy in its foreign exchange risk management, with the foreign exchange risk being minimised through balancing the foreign currency monetary assets against foreign currency monetary liabilities, and foreign currency revenue against foreign currency expenditure. The Group did not use any financial instruments to hedge against foreign currency risk during the Financial Year. The Group will continue to monitor its foreign currency exposure closely and consider hedging foreign currency exposure should the need arise.

### Number and numeration of employees

As at 31 March 2024, the Group had 20 full time employees (31 March 2023: 22), most of whom work in the Company's subsidiaries in the PRC. It is the Group's policy that the remuneration of employees and Directors are in line with the market and commensurate with their responsibilities. Discretionary year-end bonuses are payable to the employees based on individual performance. Other employee benefits include medical insurance, retirement schemes, training programmes, and education subsidies.

Total staff costs including the Directors' remuneration for the Financial Year amounts to approximately HK\$6.1 million (Previous Financial Year: approximately HK\$6.3 million).

### Segment information

Details of the segment information are set out in note 7 to the consolidated financial statements.

## 財務回顧 *(續)*

### 重大收購及投資

本集團於本財政期間並無任何重大投資，亦無作出任何重大收購或出售本集團附屬公司或聯營公司之行為。

### 本集團資產抵押

於二零二四年三月三十一日，本集團及本公司並無任何資產抵押(二零二三年三月三十一日：無)。

### 外匯風險

本集團之貨幣資產及負債以及業務主要以港元、人民幣及美元進行。本集團對其外匯風險管理維持審慎策略，並透過對沖外幣資產與外幣負債以及外幣收益與外幣開支減低外匯風險。於本財政年度，本集團並無使用任何金融工具對沖外幣風險。本集團將繼續密切監察外幣風險，並將於有需要時考慮對沖外幣風險。

### 僱員人數及薪酬

於二零二四年三月三十一日，本集團有20名(二零二三年三月三十一日：22名)全職僱員，大部分均任職本公司於中國之附屬公司。本集團之政策乃僱員及董事之薪酬須與市場一致，並與彼等職責相符。酌情年末花紅乃根據個人表現而向僱員支付。其他僱員福利包括醫療保險、退休計劃、培訓課程及教育資助。

於本財政年度之員工總成本(包括董事酬金)約為6,100,000港元(上一財政年度：約6,300,000港元)。

### 分部資料

分部資料之詳情載於綜合財務報表附註7。

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

During the Financial Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as the code of conduct regarding Directors' securities transactions. All Directors have confirmed that they have fully complied with the Model Code throughout the Financial Year. No incident of non-compliance was noted by the Company in the Financial Year.

**Tang Rong**  
*Executive Director*

Hong Kong, 28 June 2024

## **購買、出售或贖回本公司之上市證券**

於本財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## **董事進行之證券交易**

本公司已採納上市規則附錄C3所載之上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。全體董事已確認，彼等於整個本財政年度已完全遵守標準守則。於本財政年度，本公司沒有注意到有任何不遵守此守則之情況。

**唐榕**  
*執行董事*

香港，二零二四年六月二十八日

# Management Profile

## 管理層履歷

### EXECUTIVE DIRECTORS

**Mr. Gao Yuan Xing**, aged 69, has been appointed as an executive director with effect from 4 January 2016. From 15 March 2011 to 4 January 2016, Mr. Gao was the chairman and executive director of North Mining Shares Company Limited, a company listed on the Main Board of the Stock Exchange. Mr. Gao previously worked in the foreign affairs office of the Shanghai Municipal Government, and has had senior management roles in numerous international, PRC investment, and commercial companies.

**Mr. Tang Rong**, aged 57, has been appointed as an executive director with effect from 29 September 2014. Mr. Tang graduated from Fudan University in the People's Republic of China in July 1989 with a bachelor's degree in science, majoring in genetics and genetic engineering. He has been an engineer of The Institute of Genetics of Fudan University from November 1989 and has extensive experience in genetics related technology development, commercialization and market development. Mr. Tang successfully filed several patents in China and published papers in many science magazines in genetics related subjects. He was invited as the member of the Committee of Experts of 上海聯眾基因科技研究院 (Shanghai Lianzhong Institute of Gene Technology) in 2000. Starting from November 2010, Mr. Tang was appointed as the director of Gene Testing Research and Development Department of Longmark (Shanghai) Healthcare Limited and he has professional expertise in gene testing and research and development.

**Mr. Cheng Tak Yiu**, aged 49, graduated from the University of Hong Kong with Bachelor of Engineering Degree in Computer Engineering. Mr. Cheng started his career as an auditor in an international accounting firm. Subsequently, Mr. Cheng entered into research industry and had worked in a number of international financial services companies including CLSA, Credit Suisse First Boston, BNP Paribas Peregrine, Deutsche Bank and T. Rowe Price International. From 20 January 2021 to 24 May 2021, Mr. Cheng was the executive director of Value Convergence Holdings Limited (Stock Code: 821), a company listed on the Stock Exchange of Hong Kong Limited. Currently, Mr. Cheng is the Chief Financial Officer of Golden Ally LifeTech Group, Inc, a company listed in the OTC market in United State. Mr. Cheng is an associate member of the Hong Kong Institute of Certified Public Accountants and is admitted as a charterholder of the CFA Institute.

### 執行董事

**高源興先生**，69歲，自二零一六年一月四日起獲委任為執行董事。自二零一一年三月十五日至二零一六年一月四日，高先生於聯交所主板上市之公司北方礦業股份有限公司擔任主席兼執行董事。高先生曾在上海市人民政府對外經濟外事部門工作，並曾先後擔任多間國際及國內的投資及實業公司的高層管理人員。

**唐榕先生**，57歲，自二零一四年九月二十九日起獲委任為執行董事。唐先生於一九八九年七月畢業於中華人民共和國復旦大學並取得理學士學位，主修遺傳及遺傳工程學。彼自一九八九年十一月起出任復旦大學遺傳學研究所之遺傳學工程師，並於遺傳學相關技術開發、商業化及市場開發方面擁有廣泛經驗。唐先生成功於中國申請數項專利，並曾就遺傳學相關議題於多份科學雜誌發表文章。彼於二零零零年獲邀出任上海聯眾基因科技研究院專家委員會成員。自二零一零年十一月起，唐先生獲委任為龍脈(上海)健康管理服務有限公司健康管理相關基因檢測產品研發部主任，對基因檢測和研發方面非常熟悉。

**鄭德耀先生**，49歲，畢業於香港大學並獲得計算機工程學學士學位。鄭先生之職業生涯始於彼在一間國際會計師事務所擔任核數師。其後，鄭先生加入研究行業，並曾於多間國際金融服務公司工作，包括中信里昂、瑞士信貸第一波士頓、法國巴黎百富勤、德意志銀行及普信國際。從二零二一年一月二十日至二零二一年五月二十四日，鄭先生擔任於香港聯合交易所有限公司上市之滙盈控股有限公司(股份代號：821)的執行董事。鄭先生目前為美國場外交易市場上市公司Golden Ally LifeTech Group, Inc的財務總監。鄭先生為香港會計師公會會員及獲接納為特許財務分析師協會之特許持有人。

## NON-EXECUTIVE DIRECTORS

**Ms. Jiang Nian**, aged 70, has been appointed as a non-executive director and chairman of the Company with effect from 21 December 2010 and 10 June 2011 respectively. Ms. Jiang is a member of the remuneration committee and the chairman of nomination committee of the Company. Ms. Jiang graduated from 安徽廣播電視大學省直分校專科 (Junior College, Provincial Campus of Anhui Radio and Television University) in August 1986, majoring in Chinese Language and Literature. Ms. Jiang was the Associate Dean of the School of Life Sciences of Fudan University from June 2003 to April 2010. She also serves as an authorised representative of 聯合基因生物醫葯有限公司 (United Gene Biomedical Limited). She has extensive experience in general administrative management particularly in the field of genomic research.

**Ms. Xiao Yan**, aged 44, has been appointed as a non-executive director with effect from 22 May 2012. Ms. Xiao graduated from the Shanghai University of Finance and Economics with a bachelor's degree in Accounting in 2007. Ms. Xiao has served as an administrative manager of the chief executive, Dr. Xie, in 聯合基因科技有限公司 (United Gene Technology Holdings Limited) since 2002. Ms. Xiao has extensive experience in medical services and general administration. From December 2011 to November 2012, she served as the finance manager of CNL (Pinghu), which is an indirectly owned subsidiary of the Company.

**Ms. Wu Yanmin**, aged 47, has been appointed as a non-executive director with effect from 8 June 2011. Ms. Wu graduated from the School of Life Sciences, Shanghai University in 1999 with a bachelor's degree in biochemistry. Ms. Wu joined 聯合基因科技有限公司 (United Gene Technology Holdings Limited), a genetic engineering company substantially owned by Dr. Mao Yumin ("Dr. Mao") indirectly, in 2001 and was responsible for general administrative duties. Since 2006, Ms. Wu has served as an assistant to the chairman of United Gene Holdings Limited, and is responsible for assisting the chairman in handling various investment projects. Ms. Wu has extensive experience in general administrative and investment management. Starting from December 2012, she was appointed as the finance manager of CNL (Pinghu).

## 非執行董事

**蔣年女士**，70歲，分別自二零一零年十二月二十一日起及自二零一一年六月十日起已獲委任為非執行董事及本公司之主席。蔣女士為本公司薪酬委員會會員及提名委員會之主席。蔣女士於一九八六年八月畢業於安徽廣播電視大學省直分校專科，主修漢語語言文學。蔣女士從二零零三年六月至二零一零年四月曾任復旦大學生命科學學院副院長。彼亦擔任聯合基因生物醫葯有限公司之授權代表。彼於一般行政管理方面擁有豐富經驗，特別是在基因組學研究領域上。

**肖焱女士**，44歲，自二零一二年五月二十二日起已獲委任為非執行董事。肖女士於二零零七年畢業於上海財經大學，取得會計學士學位。肖女士於二零零二年至今，擔任聯合基因科技有限公司行政總裁謝博士之行政經理。肖女士於醫療服務及一般行政方面擁有廣泛經驗。自二零一一年十二月至二零一二年十一月，彼擔任本公司之間接附屬公司中荷(平湖)之財務經理。

**鄔燕敏女士**，47歲，自二零一一年六月八日起已獲委任為非執行董事。鄔女士於一九九九年畢業於上海大學生命科學學院，取得生物化學學士學位。鄔女士於二零零一年加入聯合基因科技有限公司負責一般行政工作，此公司為一間基因科技公司，其股權主要由毛裕民博士(「毛博士」)間接擁有。從二零零六年開始，鄔女士擔任聯合基因控股有限公司之董事長助理及負責協助董事長處理各類投資項目。鄔女士於一般行政及投資管理方面擁有廣泛經驗。自二零一二年十二月起，彼獲委任為中荷(平湖)之財務經理。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Chen Weijun**, aged 66, has been appointed as an independent non-executive director with effect from 6 November 2009 and is the chairman of the audit committee of the Company. Ms. Chen is currently the manager in the business department of Shanghai Ruihe Certified Public Accountants Co., Ltd.. She was formerly the finance supervisor of the companies indirectly owned by Dr. Mao from April 2001 to June 2003. She graduated from the Chinese Communist Party Central Party College and has been a registered accountant in the PRC since 2005. She has more than 30 years of experience in accounting, finance and audit services.

**Mr. Wang Rongliang**, aged 75, has been appointed as an independent non-executive director with effect from 8 June 2011 and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Wang graduated from 上海市商業一局職工大學 (Shanghai First Commercial Bureau Staff College) majoring in business and economics. He acted as a deputy manager of 上海七百集團廣告有限公司 (Shanghai 700 Group Advertising Company Limited) from 1996 to 2005. Mr. Wang has extensive experience in operation and administrative management.

**Mr. Chen Jinzhong**, aged 59, has been appointed as an independent non-executive director with effect from 1 February 2021 and is a member of the audit committee, the remuneration committee and nomination committee of the Company. Mr. Chen holds a bachelor's degree in clinical medicine from the Central South University and a master's degree in genetics from the Huazhong University of Science and Technology. He obtained his Doctor of Philosophy degree in genetics from Fudan University. He was an assistant professor at Changjiang University from 1991 to 1998 and an assistant professor at Fudan University from 2004 to 2006. He has been an associate professor at Fudan University from 2006 and up to the present. Mr. Chen has over 25 years of experience in the genetics field and in research and development.

Save as otherwise disclosed, there is no relationship between any members of the Board, and no information relating to the directors which is required to be disclosed pursuant to Rules 13.51(2) and 13.51(B)(1) of the Listing Rules.

## 獨立非執行董事

**陳偉君女士**，66歲，自二零零九年十一月六日起已獲委任為獨立非執行董事，兼為本公司審核委員會主席。陳女士現為上海瑞和會計師事務所有限公司業務部經理。彼於二零零一年四月至二零零三年六月曾為毛博士間接擁有之公司之前任財務主管。彼畢業於中國共產黨中央黨校並自二零零五年起為中國註冊會計師。彼於會計、財務及核數服務方面擁有逾30年經驗。

**王榮樑先生**，75歲，自二零一一年六月八日起已獲委任為獨立非執行董事，並為本公司審核委員會、薪酬委員會及提名委員會之成員。王先生畢業於上海市商業一局職工大學，主修商業及經濟。彼從一九九六年至二零零五年曾為上海七百集團廣告有限公司之常務副經理。王先生於營運及行政管理方面擁有廣泛經驗。

**陳金中先生**，59歲，自二零二一年二月一日起已獲委任為獨立非執行董事，並為本公司審核委員會、薪酬委員會及提名委員會之成員。陳先生持有中南大學臨床醫學學士學位及華中科技大學遺傳學碩士學位。彼於復旦大學取得遺傳學哲學博士學位。彼於一九九一年至一九九八年擔任長江大學助理教授及於二零零四年至二零零六年擔任復旦大學助理教授。彼自二零零六年起一直擔任復旦大學副教授至今。陳先生於遺傳領域及研發方面有超過25年經驗。

除上文所披露以外，根據上市規則第13.51(2)及13.51(B)(1)條，並無任何董事會成員之關係及有關董事之資料需要被披露。

## MANAGEMENT

**Mr. Poon Hon Yin**, aged 58, has been appointed as the company secretary, financial controller and an authorised representative of the Company with effect from 14 May 2013. On 20 June 2023, Mr. Poon has been appointed as independent non-executive director of Yu Tak International Holdings Limited, a company listed on GEM of The Stock Exchange of Hong Kong Limited (stock code: 8048). Mr. Poon is qualified as a Certified Public Accountant registered with the Hong Kong Institute of Certified Public Accountants and is also a fellow member of the Association of Chartered Certified Accountants. Mr. Poon has been a managing director of Probiz CPA Limited since 2006.

## 管理層

潘漢彥先生，58歲，自二零一三年五月十四日起已獲委任為本公司之公司秘書、財務總監及授權代表。於二零二三年六月二十日，潘先生獲委任為御德國際控股有限公司（一間於香港聯合交易所有限公司GEM上市的公司（股份代號：8048））的獨立非執行董事。潘先生為香港會計師公會註冊執業會計師，亦為英國特許公認會計師公會之資深會員。潘先生自二零零六年起為溥思執業會計師有限公司之董事總經理。



## External Consultant Profile

### 外聘顧問履歷

#### RESEARCH AND DEVELOPMENT

**Dr. Mao Yumin**, aged 72, has been engaged as the chief scientific adviser and honorary chairman of the Company since 1 September 2010, responsible for providing advisory and consultancy services to the Group in relation to the research and development of its genetic testing products and other scientific technologies. Dr. Mao is a substantial shareholder of the Company. He was a member of the Consultant Committee of Fudan University, the dean of the School of Life Sciences and Institute of Genetics of Fudan University, and the director of State Key Laboratory of Genetic Engineering in Fudan University. Dr. Mao's main area of research focuses on biological and genetic engineering. Dr. Mao has accumulated extensive experiences in operations in the genomic research based industry.

#### 研發

**毛裕民博士**，72歲，自二零一零年九月一日起已獲聘任為本公司之首席科學顧問及名譽主席，負責向本集團提供與其基因檢測產品及其他科學技術的研究及開發有關之諮詢及顧問服務。毛博士是本公司之主要股東。彼曾任復旦大學校務委員會委員、復旦大學生命科學學院及遺傳學研究所院長、復旦大學遺傳工程國家重點實驗室主任。毛博士的主要研究領域集中於生物及遺傳基因工程上。毛博士在研究基因工程產業的營運上積累廣泛經驗。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance and firmly believes that maintaining a good, solid and sensible framework of corporate governance will help ensure that the Company's business is run in the best interests of its shareholders as a whole.

During the Financial Year, the Company adopted and has complied with all the code provisions as set out in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules (the "Code") except for the deviations discussed below.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct regarding directors' securities transactions. All directors have confirmed that they have fully complied with the Model Code throughout the Financial Year. No incident of non-compliance was noted by the Company in the Financial Year. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with written guidance on no less exacting terms than the Model Code throughout the Financial Year.

### BOARD OF DIRECTORS

The composition of the Board during the Financial Year are set out below:

#### Executive directors

Mr. Gao Yuan Xing  
Mr. Tang Rong  
Mr. Cheng Tak Yiu (appointed on 4 July 2023)

#### Non-executive directors

Ms. Jiang Nian (*Chairman*)  
Ms. Xiao Yan  
Ms. Wu Yanmin

#### Independent non-executive directors

Ms. Chen Weijun  
Mr. Wang Rongliang  
Mr. Chen Jinzhong

Further details of the composition of the Board are set out in the section headed "Management Profile" on pages 20 to 23.

### 企業管治常規

本公司致力於維持高水平的企業管治，並堅信維持良好、穩健且明智的企業管治架構將有助於確保本公司業務的營運符合股東的整體最佳利益。

於本財政年度，本公司已採納及遵守上市規則附錄C1所載之企業管治守則（「守則」）所載之一切守則條文，惟下文所述之偏離情況除外。

### 董事進行之證券交易

本公司已採納上市規則附錄C3所載之標準守則作為其董事進行證券交易之行為守則。全體董事已確認，彼等於整個本財政年度已完全遵守標準守則。於本財政年度，本公司沒有注意到有任何不遵守此守則之事件。有關可能持有本集團未公佈之內幕資料之僱員亦必須於本財政年度內遵守不低於標準守則所訂之書面標準。

### 董事會

於本財政年度，董事會組成載列如下：

#### 執行董事

高源興先生  
唐榕先生  
鄭德耀先生（於二零二三年七月四日獲委任）

#### 非執行董事

蔣年女士（主席）  
肖焱女士  
鄔燕敏女士

#### 獨立非執行董事

陳偉君女士  
王榮樑先生  
陳金中先生

董事會組成之更多詳情載於第20頁至第23頁「管理層履歷」一節。

The Board considers the balance between executive directors and non-executive directors is adequate to safeguard the Shareholders' interests. Independent non-executive directors can also provide the Group with diversified expertise and valuable experience. Their independent advice can bring independent judgment to the decision making of the Board and bring new ideas to the formulation of corporate strategy.

The Board shall at all times comprise at least three independent non-executive directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgement. Each independent non-executive director is required to provide an annual confirmation of his independence to the Company and the nomination committee of the Company is responsible to assess the independence and time commitment of each independent non-executive director at least annually.

All the directors, including the independent non-executive directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. To facilitate proper discharge of their duties, all the directors are entitled to seek advice from the company secretary of the Company or, upon reasonable request, seek independent professional advice at the Company's expense. The chairman of the Board will hold meetings with the independent non-executive directors without the involvement of other directors at least annually to discuss any issues and concerns.

Any director or his associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such director will be required to declare his interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive directors who, and whose associates, have no interest in the matter should attend the Board meeting.

董事會認為執行董事及非執行董事之平衡足以保障股東之利益。獨立非執行董事亦可為本集團提供多樣化之專業知識及寶貴經驗。彼等之獨立建議有助於董事會決策時作出獨立判斷，為企業策略之制定帶來新思路。

董事會在任何時候均應由至少三名獨立非執行董事組成，且至少佔董事會人數的三分之一，從而使董事會維持高度獨立，能夠有效作出獨立判斷。各獨立非執行董事須每年向本公司提供其獨立性確認書，而本公司提名委員會負責至少每年評估各獨立非執行董事的獨立性及時間投入。

所有董事(包括獨立非執行董事)均享有平等機會及渠道與董事會溝通及表達意見，並可單獨及獨立地接觸本集團管理層，以作出明智的決策。為便於妥善履行其職責，所有董事均有權向本公司公司秘書尋求建議，或應合理要求尋求獨立專業建議，費用由本公司承擔。董事會主席將至少每年與獨立非執行董事舉行一次排除其他董事參與的會議，以討論任何問題及疑慮。

任何董事或其聯繫人在董事將予考慮的事項中存在利益衝突時，將通過董事會實體會議而非書面決議案的方式予以處理。該董事須在會議前聲明其利益並放棄投票，且不計入相關決議案的法定人數。自身及其聯繫人於該事項不存在利益關係的獨立非執行董事應當出席董事會會議。

The directors oversee the financial performance and formulate business strategies and determine the corporate governance policy of the Group, as well as discuss any significant matters relating to the Group at the Board meetings. Daily operational matters are delegated to the management of the Group. The Board meets regularly to review the financial and operating performance of the Company and considers and approves the overall strategies and policies of the Group. During the Financial Year, the Board held 10 meetings. The attendance of each member at the Board meeting is set out as follows:

董事負責監察本集團之財務業績及制定業務策略及釐訂企業管治政策，並於董事會會議上商討任何有關本集團之重大事宜。日常經營事務則委派予本集團管理層負責。董事會定期就檢討本公司財政及營運表現舉行會議以考慮及通過本集團之整體策略及政策。於本財政年度，董事會曾舉行10次會議。各成員於董事會會議之出席記錄載列如下：

		Meetings attended/ Total meetings as directors 出席會議次數/ 作為董事之會議總數	
		Board meeting 董事會會議	General meeting 股東大會
<b>Executive directors</b>		<b>執行董事</b>	
Mr. Gao Yuan Xing	高源興先生	9/10	2/2
Mr. Tang Rong	唐榕先生	10/10	2/2
Mr. Cheng Tak Yiu	鄭德耀先生	4/7	1/1
<b>Non-executive directors</b>		<b>非執行董事</b>	
Ms. Jiang Nian ( <i>Chairman</i> )	蔣年女士(主席)	9/10	2/2
Ms. Xiao Yan	肖焱女士	7/10	0/2
Ms. Wu Yanmin	鄔燕敏女士	8/10	2/2
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>	
Ms. Chen Weijun	陳偉君女士	9/10	2/2
Mr. Wang Rongliang	王榮樑先生	8/10	2/2
Mr. Chen Jinzhong	陳金中先生	8/10	2/2

All directors, including independent non-executive directors, have given sufficient time and effort to the affairs of the Group.

所有董事，包括獨立非執行董事，已就本集團之事務付出足夠之時間及進行足夠之工作。

### Code provision C.2.1

Code provision C.2.1 stipulate that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

### 守則條文第C.2.1條

守則條文第C.2.1條訂明，主席及行政總裁之職責應有所區分，及不應由同一人兼任。

Ms. Jiang Nian is the chairman of the Group. As at the date of this annual report, no suitable candidate for the role of chief executive officer has been identified and the role remains vacant. The Company is continually looking for a suitable person to assume this role.

蔣年女士為本集團主席。於本年報日期，行政總裁之職位因未有適合人選而保持空置。本公司正繼續物色合適人選擔任此職位。

## INDUCTION AND PROFESSIONAL DEVELOPMENT

### Directors' training

All directors must keep abreast of their collective responsibilities as directors and of the business and activities of the Group. As such, briefings are provided and organised to ensure that newly appointed directors are familiar with the role of the Board, their legal and other duties and responsibilities as director as well as the business and corporate governance practices of the Group.

Pursuant to Code C.1.4 of the Code, directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. For the period from 1 April 2023 to 31 March 2024, all directors have participated in appropriate continuous professional development activities by ways of attending training or reading material relevant to the Company's business or to the directors' duties and responsibilities.

For the year ended 31 March 2024, trainings received by each director are summarised as follows:

## 入職培訓及專業發展

### 董事培訓

全體董事須不時了解彼等作為董事之集體責任，以及本集團之業務及活動。因此，本公司提供及安排簡介，以確保新委任董事了解董事會之角色、彼等作為董事之法律及其他職務及責任以及本集團之業務及企業管治常規。

根據守則第C.1.4條，董事應參與持續專業發展，發展並更新彼等的知識及技能，以確保彼等繼續向董事會作出知情及相關之貢獻。自二零二三年四月一日起至二零二四年三月三十一日止期間內，全體董事已參與合適之持續專業發展活動，當中包括出席與本公司業務或與董事職務及職責相關之培訓或閱讀相關之材料。

截至二零二四年三月三十一日止年度，各董事已接受之培訓綜合如下：

	Attending training relevant to the Company's business or to the directors' duties and responsibilities 參與有關本公司業務或董事職務及職責之培訓	Reading material relevant to the Company's business or to the directors' duties and responsibilities 閱讀有關本公司業務或董事職務及職責之材料
Mr. Gao Yuan Xing	✓	✓
Mr. Tang Rong	✓	✓
Mr. Cheng Tak Yiu	✓	✓
Ms. Jiang Nian	✓	✓
Ms. Xiao Yan	✓	✓
Ms. Wu Yanmin	✓	✓
Ms. Chen Weijun	✓	✓
Mr. Wang Rongliang	✓	✓
Mr. Chen Jinzhong	✓	✓

## REMUNERATION COMMITTEE

The Company formulated written terms of reference for the remuneration committee of the Company (the “Remuneration Committee”) in accordance with the requirements of the Listing Rules. The Remuneration Committee was set up on 30 June 2008. The majority of the members of the Remuneration Committee shall be independent non-executive directors.

The primary functions of the Remuneration Committee are as follows:

- (a) to advise the Shareholders on whether the terms of service contracts that require the Shareholder’s approval are fair and reasonable;
- (b) to make recommendation to the Board on the Group’s remuneration policy and structure;
- (c) to establish guidelines for recruitment of members of the senior management;
- (d) to determine the remuneration of members of the senior management; and
- (e) to formulate remuneration policy and make recommendations to the Board on annual remuneration review.

Remuneration of the directors and senior management is reviewed and fixed by the Remuneration Committee, with reference to the market benchmarks and industry norms, and their duties and responsibilities in the Group, having regard to the expertise, performance and experience possessed by individual directors.

## 薪酬委員會

本公司根據上市規則之規定以書面方式擬定本公司薪酬委員會(「薪酬委員會」)之職權範圍。薪酬委員會於二零零八年六月三十日成立，薪酬委員會之大部分成員應為獨立非執行董事。

薪酬委員會之主要職能如下：

- (a) 就須獲股東批准之服務合約條款是否屬公平合理向股東提供意見；
- (b) 就本集團之薪酬政策及架構向董事會提供推薦建議；
- (c) 就聘請高級管理層成員制訂指引；
- (d) 釐定高級管理層成員之薪酬；及
- (e) 制定薪酬政策及就年度薪酬檢討向董事會提供推薦建議。

董事及高級管理層之薪酬由薪酬委員會進行檢討，並經參考市場基準及業內標準，及彼等於本集團之職務及職責以及各董事之專業知識、表現及經驗後釐定。

For the year ended 31 March 2024, one meeting of the Remuneration Committee was held. The work performed by the Remuneration Committee during the year ended 31 March 2024 includes but not limited to (i) review the remuneration policy for the year ended 31 March 2024; (ii) review the remuneration package of the directors including the remuneration of the independent non-executive director who was renewed the service contract during the year (iii) review the terms of reference of Remuneration Committee, make recommendation on the remuneration of the Directors and senior management for Board's approval. The attendance of each member at the committee meeting is set out as follows:

截至二零二四年三月三十一日止年度，薪酬委員會已舉行一次會議。薪酬委員會於截至二零二四年三月三十一日止年度所進行的工作包括但不限於(i)審閱截至二零二四年三月三十一日止年度的薪酬政策；(ii)審閱董事的薪酬待遇，包括年內續聘的獨立非執行董事的薪酬；(iii)審閱薪酬委員會的職權範圍，就董事及高級管理人員的薪酬提出建議，以待董事會批准。各成員於委員會會議之出席記錄載列如下：

		Meetings attended/Total meetings held during the Financial Year 本財政年度出席會議次數／舉行之會議總數
<b>Non-executive director</b>	<b>非執行董事</b>	
Ms. Jiang Nian	蔣年女士	1/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>	
Mr. Wang Rongliang (Chairman of the Remuneration Committee)	王榮樑先生 (薪酬委員會主席)	1/1
Mr. Chen Jinzhong	陳金中先生	1/1

## NOMINATION COMMITTEE

The Company has established a nomination committee of the Company (the "Nomination Committee") on 16 March 2012.

The major role and function of the Nomination Committee are to formulate and implement the policy for nominating candidates for consideration by the Board and election by shareholders, review the structure, size and composition of the Board with due regard to Board diversity, and to assess the independence of non-executive directors.

## 提名委員會

本公司已於二零一二年三月十六日成立本公司之提名委員會(「提名委員會」)。

提名委員會的主要角色及功能是制定及實施有關提名人選之政策，以供董事參考及股東選任，及適當考慮董事會的多元化以檢討董事會的架構、人數、組成，以及評核非執行董事之獨立性。

The Nomination Committee adopted a board diversity policy that set out the Group's approach to diversify members of the Board and the Group holds the view that this board diversity policy will lead to a Board with diverse perspectives. Factors that will be considered in the assessment of the diversity of a director's perspective include, but are not limited to, gender, age, culture, skill, knowledge, educational background and professional experience. Presently, the Board comprises of nine directors, of which three are independent non-executive directors, with significant diversity in gender, age, professional experience, educational and cultural background, skills, knowledge and length of service.

The Nomination Committee has adopted a nomination policy guiding the nomination criteria and procedures to identify, select and recommend candidates for directorship.

The Nomination Committee shall consider a number of nomination criteria in assessing the suitability of a proposed candidate for directorship or proposed re-appointment of a retiring director, including but not limited to: the skills, knowledge and experience possessed by the candidate or retiring director which are relevant to the Group's business, corporate development and strategy; the diversity perspectives set out in the Board Diversity Policy and the balance of skills and experience in board composition; the level of independence from the Company and compliance of the relevant requirements under the Listing Rules; and such other factors the Nomination Committee may consider relevant to enhancement of the effectiveness of the Board.

Subject to the provisions in the Company's bye-laws, where the Nomination Committee determines that an additional director or a replacement director is required, it may take appropriate steps in connection with the identification and evaluation of a suitable candidate for directorship. The Nomination Committee may deploy channels including referral from directors, advisers of the Company and external executive search firms in the identification process, evaluate a candidate based on the nomination criteria stated above, and make recommendation for the Board's consideration and approval.

For re-appointment of a retiring director, the Nomination Committee reviews his/her service to the Company, the level of participation on the Board during his/her term, and after taking into account the nomination criteria, recommends to the Board for proposed re-appointment of the retiring director who wishes to stand for re-election at the Company's general meeting.

提名委員會採納載有本集團董事會成員多元化方針之董事會成員多元化政策且本集團相信，董事會成員多元化政策將達致董事會多元化觀點。於評核董事觀點之多元化時考慮之因素，包括但不限於性別、年齡、文化、技能、知識、教育背景及專業經驗。目前，董事會由九名董事組成，其中三名為於性別、年齡、專業經驗、教育及文化背景、技能、知識及年資方面具明顯多元化之獨立非執行董事。

提名委員會已採納提名政策，作為提名標準及程序的指引，以識別、挑選及建議董事人選。

提名委員會於評估人選擔任董事職務或重新委任退任董事是否適合時，須考慮若干提名標準，包括但不限於：人選或退任董事所擁有與本集團業務、企業發展及戰略相關之技能、知識及經驗；董事會多元化政策中載列之多元化觀點以及董事會組成之技能及經驗之平衡；在多大程度上獨立於本公司及是否符合上市規則之相關規定；以及提名委員會可能認為與提高董事會效率有關之其他因素。

根據本公司之公司細則，倘提名委員會決定需要一名新增或替補董事，則可就有關物色及評估合適人選採取適當措施。提名委員會可在物色人選過程中部署渠道，包括董事、本公司顧問及外部獵頭公司之推薦，根據上述提名標準評估人選，並建議人選供董事會考慮及批准。

就重新委任退任董事而言，提名委員會會審閱彼對本公司之服務、彼於任期內在董事會之參與程度，並經計及提名標準後，向董事會建議有意於本公司股東大會上重選連任的退任董事。



The Nomination Committee may also propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board, if it evaluates that the candidate meets the nomination criteria. The procedures for shareholders to propose a person for election as a director are published in the Company's website.

The Board has the ultimate responsibility for selection and appointment of directors. On accepting the recommendation made by the Nomination Committee, the Board may (as the case may be) appoint the candidate as director to fill a casual vacancy or as an addition to the Board and recommend the candidate to shareholders for election or re-election (for a retiring director) at the general meeting.

For the year ended 31 March 2024, one meeting of Nomination Committee was held to review the composition of the Board and its committees as well as the background and experiences of the Board members, evaluate the contributions of the Board members to the Board diversity, make recommendation to the Board on the re-appointment of Directors, evaluate the independence of independent non-executive Directors, and review the board diversity policy. The attendance of each member at the committee meeting is set out as follows:

若提名委員會評估由本公司股東所推薦或提名之人選符合提名標準，則可將該人選向董事會建議，作為被提名人供董事會選任。股東提名人選參選董事的程序刊登於本公司網站。

甄選及委任董事的最終責任由董事會承擔。在接納提名委員會作出之建議時，董事會可(視情況而定)委任該人選擔任董事以填補臨時空缺或作為增補董事，並向股東推薦該人選以於股東大會上進行選任或重選(就退任董事而言)。

截至二零二四年三月三十一日止年度，提名委員會已舉行一次會議，以審閱董事會及其委員會的組成以及董事會成員的背景和經驗、評估董事會成員對董事會多元化的貢獻、就重選董事向董事會提出建議、評估獨立非執行董事的獨立性及審閱董事會多元化政策。各成員於委員會會議之出席記錄載列如下：

		Meetings attended/Total meetings held during the Financial Year 本財政年度 出席會議次數/ 舉行之會議總數
<b>Non-executive director</b>		
Ms. Jiang Nian (Chairman of the Nomination Committee)	非執行董事 蔣年女士 (提名委員會主席)	1/1
<b>Independent non-executive directors</b>		
Mr. Wang Rongliang	獨立非執行董事 王榮樑先生	1/1
Mr. Chen Jinzhong	陳金中先生	1/1

## AUDIT COMMITTEE

The Company formulated written terms of reference for the audit committee of the Company (the “Audit Committee”) in accordance with the requirements of the Listing Rules. The Audit Committee is composed of three independent non-executive directors. At least one of the members of the Audit Committee has appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

The primary functions of the Audit Committee are as follows:

- (a) to serve as a focal point for communication between the directors and external auditors;
- (b) to assist the Board in fulfilling its responsibility by providing an independent review with the management of the accounting policies and practices adopted by the Group, and supervision of financial reporting, and monitoring and reviewing the effectiveness of the Group’s internal control and the adequacy of the external audit;
- (c) to review the appointment of external auditors on an annual basis as well as to ensure continuing auditors independence;
- (d) to develop and monitor the applications of the policies on the engagement of the external auditors to perform other professional services (other than tax-related services); and
- (e) to oversee the Company’s financial reporting system, risk management and internal control procedures.

The Group’s consolidated financial statements for the Financial Year have been reviewed by the Audit Committee.

For the year ended 31 March 2024, three meetings of the Audit Committee were held. The work performed by Audit Committee during the year ended 31 March 2024 includes but not limited to (i) reviewing annual results and annual report of for the year ended 31 March 2023, interim results and interim report for the 6 months ended 30 September 2023; (ii) reviewing the effectiveness of the risk management and internal control systems of the Group; (iii) reviewing the continuing connected transactions; (iv) considering the re-appointment of external auditor of the Company; (v) reviewing the resources of accounting and financial reporting functions of the Group; and (vi) reviewing the effectiveness of the Group’s internal audit function.

## 審核委員會

本公司根據上市規則之規定以書面方式擬定本公司審核委員會(「審核委員會」)之職權範圍。審核委員會由三名獨立非執行董事組成。審核委員會中至少一名成員具備上市規則所規定之合適專業資格或會計或相關財務管理專業知識。

審核委員會之主要職能如下：

- (a) 擔當董事與外聘核數師之間之重要溝通橋樑；
- (b) 與管理層一起就本集團採納之會計政策及常規提供獨立審閱、監督財務匯報，並監察及檢討本集團之內部監控成效以及外聘審核是否足夠，從而協助董事會履行其職責；
- (c) 每年審閱外聘核數師之委任，並確保核數師保持一貫獨立立場；
- (d) 倘聘用外聘核數師提供其他專業服務(稅務相關服務除外)，制訂及監察政策之應用；及
- (e) 監察本公司之財務報告系統、風險管理及內部監控程序。

本集團本財政年度之綜合財務報表已由審核委員會審閱。

截至二零二四年三月三十一日止年度，審核委員會已舉行三次會議。審核委員會於截至二零二四年三月三十一日止年度所進行的工作包括但不限於(i)審閱截至二零二三年三月三十一日止年度的年度業績及年報、截至二零二三年九月三十日止六個月的中期業績及中期報告；(ii)審閱本集團風險管理及內部監控系統的有效性；(iii)審閱持續關聯交易；(iv)考慮續聘本公司外部核數師；(v)審閱本集團會計及財務報告職能的資源；及(vi)審閱本集團內部審核職能的有效性。

The attendance of each member at the committee meeting is set out as follows:

各成員於委員會會議之出席記錄載列如下：

		Meetings attended/Total meetings held during the Financial Year 本財政年度 出席會議次數／ 舉行之會議總數
Ms. Chen Weijun (Chairman of the Audit Committee)	陳偉君女士 (審核委員會主席)	3/3
Mr. Wang Rongliang	王榮樑先生	3/3
Mr. Chen Jinzhong	陳金中先生	3/3

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the consolidated financial statements of the Group.

The Board is responsible for presenting a balanced, clear and understandable assessment of the annual reports, inside information announcements and other financial disclosure required by the Listing Rules and other regulatory requirements.

The management of the Company has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Group in order to put forward such information to the Board for approval.

## AUDITOR'S REMUNERATION

The Group's external auditor is Elite Partners CPA Limited. For the Financial Year, the auditor of the Company had performed audit services and their remuneration in respect of audit services was HK\$900,000.

There was no non-audit services provided by the auditor of the Company.

## 董事對財務報表負有之責任

董事深知彼等有責任編製本集團之綜合財務報表。

董事會負責編製對年度報告、內幕消息公告及上市規則及其他監管規定所規定的其他財務資料披露的平衡、清晰及容易理解的評估。

本公司管理層已向董事會提供所需的說明及資料，讓董事會對本集團的財務資料及狀況進行知情評估，從而提呈有關資料供董事會批准。

## 核數師酬金

本集團之外聘核數師為開元信德會計師事務所有限公司。於本財政年度，本公司之核數師已進行審核服務，彼等就審核服務之酬金為900,000港元。

本公司之核數師並無提供非審核服務。

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the following corporate governance duties as required under the Code:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the code and disclosure in the corporate governance report (the "Corporate Governance Report").

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for maintaining a sound and effective risk management and internal control systems to safeguard the Shareholders' interests, and to review the effectiveness of such systems regularly. The risk management and internal control systems include defined management structure with limits of authority set at various levels, which is designed to safeguard assets, ensure the maintenance of proper records, provide reliable financial information for internal use or publication, and ensure compliance with regulations. During the Financial Year, the Board has conducted an annual review of the internal control procedures of the Group and consider the risk management and internal control systems to be adequate and effective.

The Group's internal audit function is performed by an outsourced internal audit team, which reports directly to the Audit Committee.

The report provided internal audit findings and any action to be taken by management as a result. These findings and recommendations for improvement will be communicated to the respective management for their responses and corrective actions. The Group's management team monitors the implementation of its recommendations and reports the outcome to the Audit Committee.

## 企業管治職能

董事會負責根據守則之規定履行下列企業管治職務：

- (a) 制訂及檢討本公司之企業管治政策及常規，並向董事會提供推薦建議；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制訂、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- (e) 檢討本公司遵守守則之情況及審閱企業管治報告(「企業管治報告」)內之披露事項。

## 風險管理及內部監控

董事會須就維持健全有效之風險管理及內部監控系統負全責，以保障股東之利益，並定期檢討該系統之成效。該風險管理及內部監控系統包括釐清管理層架構，訂明各級權限，以保障資產、確保保留良好記錄、提供可靠財務資料供內部使用或刊發，並確保符合有關規例。於本財政年度，董事會已對本集團之內部監控程序進行年度審閱，並認為風險管理及內部監控系統為足夠及有效。

本集團內部審計職能由外包內部審計小組執行，直接向審核委員會報告。

報告提供了內部審計結果及管理層採取之任何行動。各自管理層對該等結果及改進建議作出回應及改正。本集團管理團隊監督建議之執行，並將結果報告給審核委員會。

## DIVIDEND POLICY

The Code provision F.1.1 stipulate that the Company should have a policy on payment of dividends. The Company has not established a dividend policy as the Company considers it more appropriate to determine a dividend payment after taking into account those factors including the Company's then financial performance, operating and capital requirements and market conditions, to enable the Company be in a better position to cope with its future development, which is to the best interest of the Company and its shareholders as a whole.

## COMPANY SECRETARY

Mr. Poon Hon Yin is the Company Secretary and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman and is responsible for advising the Board on governance matters. Mr. Poon has taken no less than 15 hours of relevant professional training during the year.

## BOARD DIVERSITY

To enhance the effectiveness of the Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of the Board. Pursuant to board diversity policy, we seek to achieve board diversity by taking into consideration of various factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service with the Company.

The Nomination Committee is responsible for ensuring the diversity of the Board members. The Nomination Committee will review the board diversity policy and the diversity profile (including gender balance) from time to time to ensure its continued effectiveness. We will also disclose in the corporate governance report about the implementation of the board diversity policy on an annual basis.

We are also committed to adopting similar approach to promote diversity, including but not limited to gender diversity, at all other levels of the Company from the Board downwards to enhance the effectiveness of the corporate governance as a whole. For the year ended 31 March 2024, there are 4 female Directors out of 9 Directors, representing approximately 44% of the Board. Furthermore, the workforce of the Company, including senior management, totalling 20 employees, of which approximately 60% are male and 40% are female. The Board considers that it has sufficient diversity in terms of gender.

## 股息政策

守則條文第F.1.1條規定，本公司應設有股息支付政策。本公司尚未設立股息分紅政策。為了本公司和股東整體的最大利益，本公司認為更合適的股息分紅政策需要綜合考慮本公司當時的財務狀況、經營狀況、資本要求和市場條件，使本公司能夠更好地應對未來的發展這些因素後確定股息分紅政策。

## 公司秘書

潘漢彥先生為公司秘書，並對本公司的日常事務有所認識。公司秘書向主席匯報，並負責就管治事宜向董事會提供建議。潘漢彥先生於年內已接受不少於15小時的相關專業培訓。

## 董事會多元化

為提高董事會的效能及維持高標準的企業管治，我們已採納董事會多元化政策，其載列達致及維持董事會多元化的目的及方法。根據董事會多元化政策，我們透過考慮多項因素而力求達致董事會多元化，其中包括但不限於專業經驗、技能、知識、性別、年齡、文化及教育背景、種族及在本公司的服務年期。

提名委員會負責確保董事會成員多元化。提名委員會將不時審閱董事會多元化政策及多元化概況(包括性別比例平衡)，以確保其持續有效性。我們亦將每年於企業管治報告披露有關董事會多元化政策的落實執行情況。

我們亦致力採納類似方法提升本公司董事會以下所有其他層級的多元化(包括但不限於性別多元化)，以提升我們企業管治的整體效能。截至二零二四年三月三十一日止年度，九名董事中四名為女董事，佔董事會約44%。此外，本公司(包括高級管理人員)共有20名僱員，其中約60%為男性及40%為女性。董事會認為其於性別方面多元性充足。

## COMMUNICATION WITH SHAREHOLDERS

### (i) Procedures for convening of a special general meeting and putting forward proposals at shareholders' meeting

Shareholders are encouraged to attend all general meetings. Pursuant to the bye-laws of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition (the "Written Requisition") to the Board or the Secretary of the Company at the principal place of business in Hong Kong of the Company (at Unit No. 2002, 20/F On Hong Commercial Building, 145 Hennessy Road, Wan Chai, Hong Kong), to require a special 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.

Pursuant to the bye-laws of the Company, an annual general meeting shall be called by a written notice of not less than twenty-one (21) days. All other general meeting and any special general meeting at which the passing of a special resolution is to be considered shall be called by a written notice of not less than fourteen (14) days.

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 accordance with the provision of Section 74(3) of the Companies Act 1981 of Bermuda.

### (ii) Procedures for directing enquiries to the Company

To direct enquiries to the Board, Shareholders should submit his/her/its enquiries in writing with contact details (including, registered name, address and telephone number, etc.) to the Company Secretary at the following:

By post to the head office and principal place of business in Hong Kong at Unit No. 2002, 20/F On Hong Commercial Building, 145 Hennessy Road, Wan Chai, Hong Kong.

Tel: (852) 2598 6818  
Fax: (852) 2598 6628

## 股東通訊

### (i) 召開股東特別大會及於股東大會上提呈建議之程序

建議股東出席所有股東大會。根據本公司之公司細則，於提交請求當日持有不少於十分之一有權於本公司股東大會上投票之本公司繳足股本之任何一名或多名股東，將隨時有權向董事會或公司秘書提交書面請求（「書面請求」）（本公司之香港主要營業地點，地址為香港灣仔軒尼斯道145號安康商業大廈20樓2002室）要求董事會召開股東特別大會，以處理有關請求所指定之任何事項，而有關大會須於提交有關請求後兩(2)個月內舉行。

根據本公司之公司細則，股東週年大會須以不少於二十一(21)日之書面通知召開。所有其他股東大會及任何考慮通過特別決議案之股東特別大會須以不少於十四(14)日之書面通知召開。

倘董事會未能於提交請求起計二十一(21)日內著手召開有關大會，該(該等)請求人本身可根據百慕達一九八一年公司法第74(3)條召開大會。

### (ii) 向本公司作出查詢之程序

如欲向董事會作出查詢，股東應以書面方式向公司秘書提交查詢，並註明聯絡資料(包括登記姓名、地址及電話號碼等)，提交查詢之方法如下：

郵寄至本公司之香港總辦事處及主要營業地點，地址為香港灣仔軒尼斯道145號安康商業大廈20樓2002室。

電話：(852) 2598 6818  
傳真：(852) 2598 6628

### (iii) Matters relating to share registration

For share registration related matters, such as share transfer and registration, change of name and address of Shareholders, loss of share certificates or dividend warrants, Shareholders can contact the Hong Kong branch share registrar and transfer office at the following:

17/F, Far East Finance Centre,  
16 Harcourt Road, Hong Kong  
Tel: (852) 2810 8185  
Fax: (852) 2980 1333

### (iv) Procedures for a shareholder to propose a person for election as a director

Subject to the provisions of the Company's bye-laws, the Shareholders may from time to time in general meeting by Ordinary Resolution elect any person to be a director either to fill a casual vacancy or as an additional director.

Shareholder(s) may propose a person other than an existing director of the Company for election as a director at a general meeting. The Shareholder(s) must deposit a written notice (the "Notice") to the principal office of the Company in Hong Kong for the attention of the Company Secretary.

The Shareholder(s) must prove his/her/their shareholding in the Company.

The Notice must be signed by the Shareholder(s) (other than a person to be proposed) and shall be accompanied by the following information and documents:

- the full name and the contact information of the Shareholder(s);
- the contact details, age and the full name of the person proposed for election as a director of the Company;
- biographical details of the person proposed for election as required by Rule 13.51(2) of the Listing Rules;
- letter of consent signed by the person proposed to be elected that he or she consents to be director of the Company, if elected.

### (iii) 有關股份登記之事宜

就股份過戶及登記、更改股東名稱及地址、遺失股票或股息單等股份登記之相關事宜而言，股東可聯絡香港股份登記及過戶分處，地址如下：

香港夏慤道16號  
遠東金融中心17樓  
電話：(852) 2810 8185  
傳真：(852) 2980 1333

### (iv) 股東提名人士參選董事之程序

根據本公司之公司細則之條文，股東可不時於股東大會上以普通決議案推選任何人士成為董事，以填補臨時空缺或作為新增董事。

股東可於股東大會上提名本公司現有董事以外之人士參選董事。股東必須將書面通知（「通知」）送交本公司之香港總辦事處，註明由公司秘書接收。

股東必須證明其於本公司之持股量。

通知必須由股東（獲提名之人士除外）簽署，並須附上以下資料及文件：

- 股東之全名及聯絡資料；
- 獲提名參選本公司董事人士之聯絡資料、年齡及全名；
- 上市規則第13.51(2)條所規定獲提名參選人士之履歷詳情；
- 獲提名參選人士所簽署之同意書，同意出任本公司董事（倘獲選）。

The Notice and the abovementioned information and documents must be lodged with the Company commencing from the day after despatch of the notice of the general meeting and ending no later than seven (7) days prior to the date of such general meeting.

通知及上述資料及文件須於寄發股東大會通告當日起直至召開有關股東大會日期前不少於七(7)日止期間內送交本公司。

## INVESTOR RELATIONS

The Company endeavours to uphold a high level of corporate transparency. Keeping Shareholders, investors, analysts, bankers and other stakeholders informed of its corporate strategies and business operations has been one of the key objectives of its investor relations team.

## 投資者關係

本公司致力維持高企業透明度。讓股東、投資者、分析師、銀行家及其他持份者了解其企業策略及商業運作一直是其投資者關係小組的主要目的。

## CONSTITUTION DOCUMENTS

On 30 August 2023, a special resolution to approve the proposed amendments to the bye-laws of the Company and the adoption of the amended and restated bye-laws of the Company was passed.

## 組織章程文件

於二零二三年八月三十日，一項特別決議案已獲通過以批准建議修訂本公司細則及採納本公司之經修訂及重列細則。



# Report of the Directors

## 董事會報告

The directors hereby submit their report with the audited consolidated financial statements for the Financial Year.

### PLACE OF INCORPORATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands and continued in Bermuda as an exempted company with limited liability in accordance with the Companies Act 1981 (as amended) of Bermuda. The address of its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business in Hong Kong is Unit No. 2002, 20/F On Hong Commercial Building, 145 Hennessy Road, Wan Chai, Hong Kong.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 29 to the consolidated financial statements.

### BUSINESS REVIEW

A review of the businesses of the Group during the year and a discussion on the Group's future business development is provided in the section headed "Management Discussion and Analysis" in this annual report.

An analysis of the Group's performance during the year ended 31 March 2024 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 6 to 19 of this annual report.

### Principal Risks and Uncertainties

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

董事謹此提呈本財政年度之報告及經審核綜合財務報表。

### 註冊成立地點

本公司根據開曼群島公司法(經修訂)於開曼群島註冊成立為獲豁免有限公司，並根據百慕達一九八一年公司法(經修訂)於百慕達作為獲豁免有限公司存續。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其香港主要營業地點為香港灣仔軒尼斯道145號安康商業大廈20樓2002室。

### 主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註29。

### 業務回顧

本集團於本年度之業務回顧及有關本集團未來業務發展的討論，載於本年報「管理層討論及分析」一節。

有關採用財務表現指標對本集團於截至二零二四年三月三十一日止年度之表現所作的分析，載於本年報第6頁至第19頁「管理層討論及分析」一節。

### 主要風險及不確定因素

本集團之財務狀況、營運業績、業務及前景可能受到若干風險及不確定因素的影響。以下為本集團知悉的主要風險及不確定因素。除下文所列者外，或會存在本集團並不知悉或目前可能並不重大但日後可能重大的其他風險及不確定因素。

## Business Risk

Certain of the business segments in which the Group operates are subject to the overall economic growth of the PRC, which is subject to ever-changing economic policy changes of the PRC government. Any adverse changes in economic policies of the PRC government could materially and adversely affect the Group's business.

The valuation of the intangible asset of the Group is tied to the Group's ability to successfully complete the development and commercialisation of the Product and the policy of medical examination and the medical policy. As at the date of this report, the Product is still in the research and development stage, uncertainty as to when the product can be launched exists. In addition, commercialisation is subject to uncertainty and risks arising from the results of the clinical trial of the Product and the assessment of the National Medical Products Administration. These factors may be beyond the control of the Group. Any delay or failure in the Group's ability to do so may adversely affect the Group's business and financial performance.

## Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. The Group recognises that operational risks cannot be eliminated completely and that it may not always be cost effective to do so.

Key functions in the Group are guided by their operating procedures, limits of authority and reporting framework. The Group will identify and assess key operational exposures from time to time and report such risk issues to senior management as early as possible so that appropriate risk response can be taken.

## Financial Risk

The financial risk management of the Group are set out in note 31 to the consolidated financial statements.

## 業務風險

本集團營運之若干業務分部須受中國整體經濟增長限制，而整體經濟增長受限於中國政府不斷變化的經濟政策變動。中國政府經濟政策的任何不利變動可能對本集團業務造成重大不利影響。

本集團無形資產之估值乃與本集團成功完成產品之開發及商業化的能力和中國的藥物審評及醫療的政策息息相關。於本報告日期，產品仍處於研發階段，產品推出之時間尚不確定。此外，產品的商品化受到該產品臨床試驗及國家藥品監督管理局評估結果造成的不確定性及風險的影響。有關因素可能並非本集團可控制。本集團有關產品之開發及商業化的任何延遲或失敗可能對本集團業務及財務表現造成不利影響。

## 營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各個功能之分部及部門肩負。本集團確認，營運風險不能完全消除，且消除風險的工作未必會達致成本效益。

本集團之主要功能均以本身之營運程序、權限及匯報框架為指引。本集團將不時識別及評估主要營運風險，並盡早向高級管理層匯報該等風險問題，以便採取適當風險應對措施。

## 財務風險

本集團財務風險管理載於綜合財務報表附註31。

## RESULTS AND FINANCIAL POSITION

The results of the Group for the Financial Year are set out in the consolidated statement of profit and loss and other comprehensive income on pages 60 to 61. The directors do not recommend the payment of a final dividend for the Financial Year. There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

The state of affairs of the Group as at 31 March 2024 are set out in the consolidated statement of financial position on pages 62 to 63.

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

During the Financial Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 26 to the consolidated financial statements. Share were issued during the year on exercise of convertible bonds.

## RESERVES

Details of the movements in the reserves of the Group during the Financial Year are set out in the consolidated statement of changes in equity on pages 64 to 65. There were no distributable reserves of the Company at 31 March 2024 (31 March 2023: Nil).

## CONVERTIBLE BONDS

Details of the movements in convertible bonds issued by the Group are set out in note 25 to consolidated financial statements.

## 業績及財務狀況

本集團於本財政年度之業績載於第60頁至第61頁之綜合損益及其他全面收益表。董事不建議派付於本財政年度之末期股息。現無就本公司之股東已豁免或已同意豁免任何股息之安排。

本集團於二零二四年三月三十一日之狀況載於第62頁至第63頁之綜合財務狀況表。

## 購買、出售或贖回本公司之上市證券

於本財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 股本

於年內，本公司股本變動之詳情載於綜合財務報表附註26。於年內，股份因可換股債券獲行使已予發行。

## 儲備

本集團於本財政年度之儲備變動詳情載於第64頁至第65頁之綜合權益變動表。於二零二四年三月三十一日，本公司概無可分派儲備(二零二三年三月三十一日：無)。

## 可換股債券

本集團已發行之可換股債券變動之詳情載於綜合財務報表附註25。

## DIRECTORS

The Directors who held office during the Financial Year and up to the date of this annual report were:

### Executive Directors

Mr. Gao Yuan Xing  
Mr. Tang Rong  
Mr. Cheng Tak Yiu (appointed on 4 July 2023)

### Non-executive Directors

Ms. Jiang Nian (*Chairman*)  
Ms. Xiao Yan  
Ms. Wu Yanmin

Mr. Gao Yuan Xing, Mr. Tang Rong and Ms. Jiang Nian are also directors in certain subsidiaries of the Company.

### Independent non-executive Directors

Ms. Chen Weijun  
Mr. Wang Rongliang  
Mr. Chen Jinzhong

In accordance with the bye-laws of the Company, one third of the directors for the time being shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Jiang Nian, Ms. Xiao Yan and Ms. Wu Yanmin shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting had a service contract that was not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the directors and senior management are set out on pages 20 to 23 of this annual report.

## 董事

於本財政年度及截至本年報日期之在任董事如下：

### 執行董事

高源興先生  
唐榕先生  
鄭德耀先生(於二零二三年七月四日獲委任)

### 非執行董事

蔣年女士(主席)  
肖焱女士  
鄒燕敏女士

高源興先生、唐榕先生及蔣年女士亦為本公司若干附屬公司之董事。

### 獨立非執行董事

陳偉君女士  
王榮樑先生  
陳金中先生

根據本公司之公司細則，三分之一之董事須輪值退任，每名董事須最少每三年輪值告退一次。據此，蔣年女士、肖焱女士及鄒燕敏女士將於應屆股東週年大會上退任，惟彼等符合資格，故將提呈膺選連任。

## 董事服務合約

於應屆股東週年大會建議重選連任之董事概無訂有本集團不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

## 董事及高級管理層之履歷詳情

董事及高級管理層之簡要履歷詳情載於本年報第20頁至第23頁。

## DIRECTORS' INTERESTS IN SHARES

As at 31 March 2024, the interests or short positions of the directors, chief executive of the Company or their associates in any 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”)) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which is otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of director 董事姓名	Capacity 身份	Number of shares/ underlying shares held 持有之股份/ 相關股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Tang Rong 唐榕	Beneficial owner 實益擁有人	396,200	0.02%

Save as disclosed above, as at 31 March 2024, none of the directors, chief executive of the Company nor their associates had any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register by the Company required to be kept under Section 352 of the SFO or which is otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 28 to the consolidated financial statements, no other contract of significance, to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the Financial Year or at any time during the Financial Year, nor was there any other contract of significance in relation to the Group's business between the Company or any of the Company's subsidiaries and a controlling Shareholder or any of its subsidiaries.

## MANAGEMENT CONTRACT

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

## 董事於股份之權益

於二零二四年三月三十一日，本公司董事、高級行政人員或彼等聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之任何股份、相關股份或債券中擁有須根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據標準守則以其他方式知會本公司及聯交所之權益及或淡倉如下：

除上文所披露者外，於二零二四年三月三十一日，概無本公司董事、高級行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有須根據證券及期貨條例第352條記錄於本公司存置之登記冊或根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。

## 董事及控股股東於重大合約之權益

除綜合財務報表附註28所披露者外，本公司或其任何附屬公司均並非在本財政年度終結時或本財政年度任何時間生效且董事於當中直接或間接擁有重大權益之其他重大合約之訂約方，本公司或本公司之任何附屬公司亦無與控股股東或其任何附屬公司訂立與本集團業務有關之任何其他重大合約。

## 管理合約

於本財政年度，並無訂立或存續有關本公司之整體或任何主要部分業務之管理及行政之合約。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2024, the register of interests and short positions in the shares and underlying shares of the Company kept under Section 336 of the SFO showed that, the following entities had an interest or deemed interest of 5% or more in the issued share capital of the Company:

### Long positions in the issued share capital of the Company

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二四年三月三十一日，根據證券及期貨條例第336條存置之本公司股份及相關股份之權益及淡倉登記冊所載，下列實體於本公司已發行股本中擁有或被視為擁有5%或以上權益：

### 於本公司已發行股本之好倉

Name of shareholders 股東名稱	Capacity 身份	Number of shares/ underlying shares held 持有之股份/ 相關股份數目	Long (L) or Short (S) position 好倉(L)或 淡倉(S)	Percentage of the issued share capital of the Company 佔本公司 已發行 股本百分比
Dr. Mao Yumin (note 1) 毛裕民博士(附註1)	Beneficial owner 實益擁有人	1,047,200,000	L	60.77%
	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	4.80%
United Gene Holdings Limited (note 1) 聯合基因控股有限公司(附註1)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	4.80%
Blowindow Gene Development (Hong Kong) Limited (note 1) (附註1)	Interest of a controlled corporation 受控制法團之權益	75,000,000	L	4.35%
JNJ Investments Limited (note 1) (附註1)	Beneficial owner 實益擁有人	55,000,000	L	3.19%
	Interest of a controlled corporation 受控制法團之權益	20,000,000	L	1.16%
Dr. Xie Yi (note 2) 謝毅博士(附註2)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	4.80%
Ease Gold Investments Limited (note 2) (附註2)	Interest of a controlled corporation 受控制法團之權益	82,770,810	L	4.80%
Good Links Limited (note 3) (附註3)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.45%
Victory Trend Limited (note 3) (附註3)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.45%
Best Champion Holdings Limited (note 4) 凱佳控股有限公司(附註4)	Interest of a controlled corporation 受控制法團之權益	7,770,810	L	0.45%

Name of shareholders 股東名稱	Capacity 身份	Number of shares/ underlying shares held 持有之股份/ 相關股份數目	Long (L) or Short (S) position 好倉(L)或淡倉(S)	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
China United Gene Investment Holdings Limited (note 5) (附註5)	Beneficial owner 實益擁有人	7,770,810	L	0.45%
Chau Yiu Ting 周耀庭	Beneficial owner 實益擁有人	428,600,000	L	24.87%

Notes:

- These include (i) 427,200,000 ordinary shares held by Dr. Mao directly; (ii) 620,000,000 and 20,000,000 derivative shares held by Dr. Mao and United Gene International Holdings Group Limited respectively, which shall be issued by the Company upon exercise of the conversion rights attached to the convertible bonds in an aggregate principal amount of HK\$256,000,000 issued by the Company; (iii) 55,000,000 ordinary shares held through JNJ Investments Limited ("JNJ"), JNJ is a wholly-owned subsidiary of Blowindow Gene Development (Hong Kong) Limited which is also a wholly-owned subsidiary of United Gene Group Limited, which is in turn owned as to 33% by United Gene Holdings Limited. United Gene International Holdings Group Limited is wholly-owned by JNJ; (iii) 7,770,810 ordinary shares held through China United Gene Investment Holdings Limited, which is held as to 60% by Best Champion Holdings Limited, and which is in turn held as to 33.5% and 33% by United Gene Holdings Limited and Victory Trend Limited respectively. Victory Trend Limited is wholly owned by Good Links Limited. United Gene Holdings Limited and Good Links Limited are 100% and 50% held by Dr. Mao respectively.
- Ease Gold Investments Limited, is wholly-owned by Dr. Xie Yi ("Dr. Xie"), which owns 33.50% and 33% equity interests of Best Champion Holdings Limited and United Gene Group Limited respectively.
- Victory Trend Limited is wholly-owned by Good Links Limited, which is in turn owned as to 50% by Dr. Mao and as to 50% by Dr. Xie. Victory Trend Limited owns 33.00% equity interests of Best Champion Holdings Limited.
- The equity interest of Best Champion Holdings Limited is owned as to 33.50%, 33.50% and 33.00% by United Gene Holdings Limited, Ease Gold Investments Limited and Victory Trend Limited, respectively.
- China United Gene Investment Holdings Limited is owned as to 60% by Best Champion Holdings Limited.

Save as disclosed above, the directors were not aware of any other relevant interests or short positions of 5% or more in the issued share capital of the Company as at 31 March 2024.

附註:

- 彼等包括(i)由毛博士直接持有的427,200,000股普通股;(ii)於行使可換股債券附帶之轉換權後,由本公司發行之衍生股份—本金總額為256,000,000港元之可換股債券,乃分別由毛博士持有620,000,000股及聯合基因國際有限公司持有20,000,000股;(iii)透過JNJ Investments Limited ("JNJ")持有55,000,000股普通股,JNJ為Blowindow Gene Development (Hong Kong) Limited之全資附屬公司,Blowindow Gene Development (Hong Kong) Limited亦為United Gene Group Limited之全資附屬公司,而United Gene Group Limited由聯合基因控股有限公司擁有33%。聯合基因國際有限公司由JNJ全資擁有;(iii)由凱佳控股有限公司擁有60%股權的China United Gene Investment Holdings Limited持有之7,770,810股普通股,聯合基因控股有限公司及Victory Trend Limited分別持有33.5%及33%凱佳控股有限公司股份。Victory Trend Limited由Good Links Limited全資擁有。毛博士分別持有聯合基因控股有限公司的100%權益及Good Links Limited的50%權益。
- Ease Gold Investments Limited (由謝毅博士(「謝博士」)全資擁有)分別擁有凱佳控股有限公司之33.50%股權及United Gene Group Limited之33%股權。
- Victory Trend Limited由Good Links Limited全資擁有,而Good Links Limited由毛博士及謝博士分別擁有50%及50%,而Victory Trend Limited擁有凱佳控股有限公司之33.00%股權。
- 凱佳控股有限公司分別由聯合基因控股有限公司、Ease Gold Investments Limited及Victory Trend Limited擁有33.50%、33.50%及33.00%股權。
- China United Gene Investment Holdings Limited由凱佳控股有限公司擁有60%股權。

除上文所披露者外,於二零二四年三月三十一日,董事並不知悉佔本公司已發行股本5%或以上之任何其他相關權益或淡倉。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation from each independent non-executive director confirming his/her independence pursuant to rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors to be independent.

## CONNECTED TRANSACTIONS

A summary of the related parties transactions entered into by the Group during the Financial Year is contained in note 28 to the consolidated financial statements.

The following transactions between certain connected persons (as defined in the Listing Rules) and the Group have been entered into during the Financial Year and/or are ongoing for which relevant announcements, if necessary, had been made by the Company in accordance with Chapter 14A of the Listing Rules.

### Issue of convertible bonds

On 27 July 2023, the Company and Dr. Mao Yu Min (“Dr. Mao”) as subscriber entered into the subscription agreement, pursuant to which the Company has conditionally agreed to issue, and the subscriber has conditionally agreed to subscribe for, the convertible bonds in the principal amount of HK\$55,500,000. The convertible bonds shall bear an interest from (and including) the date of issue at the rate of 0% per annum on the outstanding principal amount of the convertible bonds. The maturity date is the tenth anniversary of the date of issue of the convertible bonds. The initial conversion price for the convertible bonds shall be HK\$0.211 per conversion share.

The subscription price in the amount of HK\$55,500,000 payable by the subscriber under the subscription agreement shall be satisfied by way of offsetting in full on a dollar-to-dollar basis against the outstanding aggregate principal amount payable by the Company to the subscriber under the shareholder’s loans in the amount of HK\$55,500,000.

### Amendment as to the terms and conditions of the convertible bonds

The Company issued certain convertible bonds on 25 October 2013, 27 December 2013, 24 April 2014, 30 August 2014, 31 December 2014 and 30 April 2015. The maturity date of those convertible bonds falls on the tenth anniversary of the date of issue.

## 獨立非執行董事

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事均為獨立人士。

## 關連交易

本財政年度，本集團簽訂之關連人士交易摘要載於綜合財務報表附註28。

以下為若干關連人士(定義見上市規則)於本財政年度與本集團已訂立及／或正在進行的交易，如有需要，本公司已根據上市規則第14A章作出相關公告。

### 發行可換股債券

於二零二三年七月二十七日，本公司與毛裕民博士(「毛博士」)(作為認購人)訂立認購協議，據此，本公司已有條件同意發行及認購人已有條件同意認購本金額為55,500,000港元之可換股債券。可換股債券將由發行日(包括該日)起，按可換股債券之未償還本金額以年利率0%計息。到期日為發行可換股債券發行日期起滿十週年之日。可換股債券之初步換股價為每股轉換股份0.211港元。

認購協議項下應由認購人支付為數55,500,000港元之認購價，將以按等額基準悉數抵銷本公司根據股東貸款應向認購人支付之未償還本金總額55,500,000港元之方式繳付。

### 可換股債券條款及條件之修訂

本公司於二零一三年十月二十五日、二零一三年十二月二十七日、二零一四年四月二十四日、二零一四年八月三十日、二零一四年十二月三十一日及二零一五年四月三十日發行若干可換股債券。該等可換股債券之到期日為發行日期起滿十週年之日。



On 15 August 2023, those convertible bonds in the aggregate principal amount of HK\$359,600,000 remain outstanding. The Company and the bondholders, Dr. Mao and his associates, entered into the deed of amendment pursuant to which the Company and the bondholders have conditionally agreed to amend certain terms and conditions of the convertible bonds. The Company and the bondholders have conditionally agreed to amend the terms of the convertible bonds to the effect that the maturity date shall be extended from the tenth anniversary of the date of issue to the twentieth anniversary of the date of issue.

Save for the Amendment, the terms and conditions of the convertible bonds remain intact and unchanged.

On 22 December 2023, the Company and the Bondholders entered into the supplemental deed of amendment (the "Supplemental Deed"), pursuant to which the parties agreed to amend and supplement certain terms of the Deed of Amendment. Details of the principal terms of the Supplemental Deed are set out below:

- 1) the conversion price of the convertible bonds due October 2023 (the "First Dr. Mao Bonds") in the principal amount of HK\$236,800,000 issued by the Company and held by Dr. Mao, the convertible bonds due December 2023 (the "Second Dr. Mao Bonds") in the principal amount of HK\$11,200,000 issued by the Company and held by Dr. Mao and the convertible bonds due December 2023 (the "United Gene Bonds", together with the First Dr. Mao Bonds, the Second Dr. Mao Bonds and the United Gene Bonds, the "Relevant Bonds") in the principal amount of HK\$8,000,000 issued by the Company and held by United Gene shall be amended from HK\$0.40 to HK\$0.202.
- 2) the maturity date of the convertible bonds due December 2024 in the principal amount of HK\$39,600,000 issued by the Company and held by Dr. Mao, the convertible bonds due April 2025 in the principal amount of HK\$42,000,000 issued by the Company and held by Dr. Mao and the convertible bonds due April 2025 in the principal amount of HK\$22,000,000 and held by JNJ, shall no longer be extended.

Dr. Mao is the substantial shareholder of the Company. As such, the transactions constitute connected transactions of the Company under rule 14A of the Listing Rules.

於二零二三年八月十五日，本金總額359,600,000港元之可換股債券仍為未償還。本公司與債券持有人、毛博士及其聯繫人訂立修訂契據，據此，本公司與債券持有人已有條件同意修訂可換股債券的若干條款及條件。本公司與債券持有人已有條件同意修訂可換股債券的條件，以將到期日由發行日期起滿十週年之日延後至發行日期起滿二十週年之日。

除該等修訂外，可換股債券的條款及條件均維持完整及不變。

於二零二三年十二月二十二日，本公司與債券持有人訂立補充修訂契據（「補充契據」），據此，訂約方同意修訂及補充修訂契據的若干條款。補充契約之主要條款詳情載列如下：

- 1) 由本公司發行並由毛博士持有之本金額為236,800,000港元於二零二三年十月到期之可換股債券（「第一批毛博士債券」）、由本公司發行並由毛博士持有之本金額為11,200,000港元於二零二三年十二月到期之可換股債券（「第二批毛博士債券」）及由本公司發行並由聯合基因持有之本金額為8,000,000港元於二零二三年十二月到期之可換股債券（「聯合基因債券」，連同第一批毛博士債券、第二批毛博士債券及聯合基因債券統稱「相關債券」）之換股價由0.40港元修訂為0.202港元。
- 2) 由本公司發行並由毛博士持有之本金額為39,600,000港元於二零二四年十二月到期之可換股債券、由本公司發行並由毛博士持有之本金額為42,000,000港元於二零二五年四月到期之可換股債券及由JNJ持有之本金額為22,000,000港元於二零二五年四月到期之可換股債券之到期日將不再延長。

毛博士為本公司的主要股東。因此，該等交易構成上市規則第14A章項下本公司之關連交易。

The issue of convertible bonds and the amendment of convertible bonds were approved in the special general meeting held on 24 May 2024. All conditions precedent under the subscription agreement and the deed of amendment have been fulfilled and the completion of issue of convertible bonds and the amendment of convertible bonds took place on 21 June 2024.

### Continuing connected transactions

Since 31 August 2010, the Company has engaged Dr. Mao to provide advisory and consultancy services to the Group in relation to research and development of the Group's genetic testing products, and other scientific technologies. In this role, Dr. Mao is the Company's chief scientific adviser and currently receives a monthly service fee of HK\$56,000. The previous agreement with Dr. Mao commenced on 1 September 2019, for a period of three years, and was renewed on 31 August 2022 for an additional period of three years, unless terminated earlier in accordance with the agreement.

To the best knowledge of the directors, there were no other connected transactions or continuing connected transactions subsisting during the Financial Year.

### INTERESTS IN COMPETITORS

During the Financial Year and up to the date of this report, other than those businesses of which the directors were appointed as directors to represent the interests of such businesses, no director is considered to have had an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, pursuant to the Listing Rules.

### EMOLUMENT POLICY

The emolument policy for the employees of the Group is set up by the management on the basis of their merit, qualifications and competence.

The emoluments of the directors for the Financial Year are decided by the Board, having regard to the Group's operating results, their duties and responsibilities in the Group, individual performance and comparable market statistics, and have been reviewed by the Remuneration Committee during the Financial Year.

### PRE-EMPTIVE RIGHTS

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

發行可換股債券及可換股債券之修訂已於二零二四年五月二十四日舉行的股東特別大會上獲批准。認購協議及修訂契據項下的所有先決條件已經達成，故發行可換股債券及可換股債券之修訂已於二零二四年六月二十一日完成。

### 持續關連交易

自二零一零年八月三十一日起，本公司委聘毛博士向本集團提供與其基因檢測產品及其他科學技術的研究及開發有關之諮詢及顧問服務。就該角色而言，毛博士為本公司之首席科研顧問，及目前收取服務酬勞每月56,000港元。與毛博士訂立之先前協議自二零一九年九月一日開始生效，任期為三年，並於二零二二年八月三十一日獲重續，任期額外延長三年，惟根據協議被提早終止則除外。

就董事所深知，於本財政年度，概不存在其他關連交易或持續關連交易。

### 於競爭業務之權益

本財政年度及截至本報告日期，根據上市規則，除董事獲委任為董事以代表業務權益之業務外，概無董事被視為於與本集團業務直接或間接構成競爭或可能構成競爭之業務中擁有權益。

### 薪酬政策

管理層會按本集團僱員之表現、資歷及能力制訂彼等之薪酬政策。

董事會經考慮本集團之經營業績、董事於本集團之職務及職責、彼等之個人表現及可資比較市場數據後釐定本財政年度之董事薪酬，並已由薪酬委員會於本財政年度審閱。

### 優先購買權

本公司之公司細則或百慕達法例均無優先購買權條文，致使本公司有責任向現有股東按比例基準發售新股份。

## EQUITY-LINKED AGREEMENTS

Other than the Convertible bonds issued as disclosed in this annual report, no equity-linked agreements that will or may result in the Company issuing Shares, or that require the Company to enter into any agreements that will or may result in the Company issuing Shares, were entered into by the Company during the year or subsisted at the end of the year.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-laws, every director or other officers of the Company acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, or trusts. The Company has arranged appropriate insurance coverage for the directors and officers of the Group.

## CHARITABLE DONATIONS

During the Financial Year, the Group did not make any charitable donation (2023: Nil).

## MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's total purchases and sales attributable to the Group's major suppliers and customers respectively during the Financial Year is as follows:

## 股票掛鈎協議

除本年報所披露之已發行可換股債券外，本公司於年內並無訂立或於年結時仍然存續之將會或可能導致本公司發行股份之股票掛鈎協議，或要求本公司訂立任何將會或可能導致本公司發行股份之協議。

## 獲准許之彌償條文

根據本公司之公司細則，就本公司任何事務行事之本公司各董事或其他行政人員，將可就由於彼等或彼等各自之繼承人、遺囑執行人或遺產管理人因彼等於各自職位職責或建議職責或信託而作出、應允或遺漏的行為而將或可能引致或蒙受的所有訴訟、成本、費用、損失、損害及開支從本公司資產及溢利當中獲得彌償保證及不受傷害。本公司已為本集團董事及行政人員安排合適的保險保障。

## 慈善捐款

於本財政年度，本集團並無作出任何慈善捐款(二零二三年：無)。

## 主要客戶及供應商

本財政年度，本集團主要供應商及客戶分別應佔本集團之採購總額及銷售總額之資料如下：

		Percentage of the Group's total 應佔本集團總額之 百分比	
<b>Purchases</b>		<b>採購</b>	
– The largest supplier		– 最大供應商	100%
– Five largest suppliers combined		– 五大供應商合計	100%
<b>Sales</b>		<b>銷售</b>	
– The largest customer		– 最大客戶	100%
– Five largest customers combined		– 五大客戶合計	100%

At no time during the Financial Year had any of the directors, their close associates or any Shareholder (which to the knowledge of the directors owned more than 5% of the Company's issued share capital) held an interest in any of the Group's five largest suppliers or customers.

## RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards and high quality products to its customers. During the year under review, there was no material and significant dispute between the Group and its suppliers and/or customers.

### Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, in particular, those that have significant impact on the Group. The audit committee of the Company is delegated by the Board to monitor the Group's practices on compliance with legal and regulatory requirements. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

本財政年度任何時間，任何董事、彼等之緊密聯繫人士或任何股東(據董事所知，擁有本公司已發行股本5%以上之權益者)概無於本集團任何五大供應商或客戶中擁有權益。

## 與僱員、供應商及客戶之關係

本集團深明僱員乃寶貴資產。本集團提供具有競爭力之薪酬待遇以吸引及激勵僱員。本集團定期檢討僱員之薪酬待遇並作出必要調整以符合市場標準。

本集團業務植根於以客為本之文化。本集團亦深信與其供應商及客戶維持良好關係對實現其當前及長遠目標至關重要。為保持於行業內之市場競爭力，本集團致力於不斷為客戶提供高標準優質產品。於回顧年度內，本集團與其供應商及／或客戶並無重大及嚴重分歧。

### 遵守法律及法規

已制定合規程序，以確保本集團遵守(尤其是)對其產生重大影響之該等適用法律、規則及法規。本公司審核委員會由董事會委派監察有關本集團遵守法律及監管規定之常規。相關僱員及相關經營單位會不時獲知悉適用法律、規則及法規之任何變動。

據本公司所知，其已於重大方面遵守對本公司之業務及營運有重大影響之相關法律及法規。

## SUFFICIENCY OF 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 report, the directors believe that the number of securities of the Company which are in the hands of the public is above the relevant prescribed minimum percentage under the Listing Rules.

## EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in this annual report, there is no other significant event occurring after the reporting period.

## CORPORATE GOVERNANCE

Details of the Corporate Governance Report of the Company are set out on pages 25 to 39 of this report.

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the five years ended 31 March 2024 is set out on page 144 of this report.

## AUDITOR

The consolidated financial statements for the year were audited by Elite Partners CPA Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

**Jiang Nian**  
Chairman  
Shanghai, 28 June 2024

## 充足公眾持股量

根據本公司可公開獲得之資料及據董事所知，於本報告日期，董事相信由公眾人士持有之本公司證券數目高於上市規則相關規定之最低百分比。

## 報告期後事項

除於本年報其他地方所披露者外，本報告期後概無其他重大事項。

## 企業管治

本公司之企業管治報告詳情載於本報告第25頁至第39頁。

## 財務概要

本集團截至二零二四年三月三十一日止五個年度之業績及資產與負債概要載於本報告第144頁。

## 核數師

本年度之綜合財務報表已由開元信德會計師事務所有限公司審核，該行將退任，並符合資格及願意於應屆股東週年大會上接受續聘為本集團之核數師。

代表董事會

**蔣年**  
主席  
上海，二零二四年六月二十八日

# Independent Auditor's Report

## 獨立核數師報告



### TO THE SHAREHOLDERS OF INNOVATIVE PHARMACEUTICAL BIOTECH LIMITED

*(incorporated in Cayman Islands and continued in Bermuda with limited liability)*

### OPINION

We have audited the consolidated financial statements of Innovative Pharmaceutical Biotech Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 60 to 143, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, 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 (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 致領航醫藥及生物科技有限公司 全體股東

*(於開曼群島註冊成立及於百慕達存續之有限公司)*

### 意見

吾等已審核第60至143頁所載領航醫藥及生物科技有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其內容涵蓋於二零二四年三月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表及綜合財務報表附註，包括重要會計政策信息。

吾等認為，綜合財務報表已遵照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公平地反映貴集團於二零二四年三月三十一日的綜合財務狀況以及其於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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.

## MATERIAL UNCERTAINTY IN RELATED TO GOING CONCERN

We draw attention in note 3(b) to the consolidated financial statements which describes that (i) the Group has net current liabilities of approximately HK\$381,802,000 as at 31 March 2024 while cash and cash equivalents amounted to HK\$3,075,000 only; (ii) the Group incurred a net operating cash outflow of HK\$8,279,000 for the year ended 31 March 2024; (iii) the Group has outstanding convertible bonds with principal amount of HK\$256,000,000 has been matured; (iv) the Group has outstanding loan from a substantial shareholder, loan from a former associate and amount due to a former associate amounted to HK\$62,300,000, HK\$18,355,000 and HK\$41,947,000 would be due for repayment within the next 12 months; and (v) the Group’s major assets, being the development of oral insulin product in the PRC, is currently under the stage of Phase III clinical trial (“Clinical Trial”), the validity of future cash flow arising from the commercialisation of the oral insulin product is depending on the successful of the Clinical Trial and obtaining the necessary approval from National Medical Products Administration. These conditions, along with other matters as set in note 3(b) to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Group’s ability to continue as a going concern. Our opinion is not modified in respect of on this matter.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended 31 March 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matters to be communicated in our report.

## 意見之基準

我們已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

## 有關持續經營之重大不明朗因素

吾等務請閣下垂注綜合財務報表附註3(b)，當中描述(i) 貴集團於二零二四年三月三十一日之流動負債淨額約為381,802,000港元；而現金及現金等價物僅為3,075,000港元；(ii) 貴集團於截至二零二四年三月三十一日止年度產生經營現金流出淨額8,279,000港元；(iii) 貴集團本金額為256,000,000的尚未行使可換股債券已到期；(iv) 貴集團來自一名主要股東的未償還貸款、來自前聯營公司的貸款及應付前聯營公司款項62,300,000港元、18,355,000港元及41,947,000港元將於未來12個月到期償還；及(v) 貴集團的主要資產，即於中國開發口服胰島素產品，目前正處於臨床試驗第三期(「臨床試驗」)，而口服胰島素產品商品化產生的未來現金流量之有效性取決於臨床試驗的成功，及取得國家藥品監督管理局的必要批准。此等狀況連同綜合財務報表附註3(b)所載列之其他事宜顯示有重大不確定因素存在，這可能令貴集團持續經營能力構成重大疑問。吾等並未因此事項而修正意見。

## 關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核截至二零二四年三月三十一日止年度的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除於有關持續經營之重大不明朗因素一節所述的事項外，我們已釐定下述事項為我們報告中予以傳達之關鍵審核事項。

## KEY AUDIT MATTERS *(Continued)* Impairment assessment of intangible asset

## 關鍵審核事項 *(續)* 無形資產的減值評估

Key audit matter 關鍵審核事項	How the matter was addressed in our audit 吾等在審核中的處理方法
<p>As at 31 March 2024, the carrying amount of intangible asset of approximately HK\$1,373,224,000 represents an in-process research and development project in oral insulin product. 於二零二四年三月三十一日，無形資產的賬面值約1,373,224,000港元指就口服胰島素產品正在進行的研發項目。</p> <p>The Group is required to, at least annually, perform impairment assessment of intangible asset that have an indefinite useful life. 貴集團需要最少每年就具有無限可使用年期的無形資產進行一次減值評估。</p> <p>In carrying out the impairment assessment, intangible asset has been allocated to research and development cash generating unit ("R&amp;D CGU"). Significant judgements and assumptions are required by the management of the Group in assessing the recoverable amount of intangible asset. The recoverable amounts are determined by the assumptions, including the estimated successful rate, revenue growth rate, gross profit ratio and long-term growth rate used in the cash flow projection and the discount rate. 進行減值評估時，無形資產已予分配至研發現金產生單位（「研發現金產生單位」）。貴集團管理層在評估無形資產的可收回金額時須作出重大判斷及估算。決定可收回金額時涉及假設，包括預計現金流量時所用的估計成功率、收入增長率、毛利率及長期增長率，以及貼現率。</p> <p>Management engaged an independent qualified professional valuer to prepare valuation report for the assessment of the recoverable amounts of intangible asset, which involved the exercise of significant judgements and estimation. 管理層聘用獨立合資格專業估值師以就評估無形資產的可收回金額編製估值報告，當中涉及作出重大判斷及估算。</p> <p>We identified the impairment assessment of intangible asset as a key audit matter due to its significance to the consolidated financial statements, because management involved the exercise of significant judgements and estimation. 因無形資產的減值評估對綜合財務報表而言屬重大，故吾等將之識別為關鍵審核事項，因為管理層須作出重大判斷及估算。</p>	<p>Our major audit procedures to address this matter included the following: 吾等針對此事項的主要審核程序包括下列各項：</p> <ul style="list-style-type: none"><li>• Evaluating the independent qualified professional valuer's competence, capabilities and objectivity and reviewing their terms of engagement with the Group; • 評估獨立合資格專業估值師的才幹、能力及客觀性，並審閱彼等獲 貴集團聘用的條款；</li><li>• Obtaining the external valuation report and discussion with valuer about the valuation process, methodologies used and market evidence to support significant judgements and assumption applied in the valuation model including estimated successful rate, discount rate and growth rate; • 取得外聘估值報告，並與估值師就估值過程、所用方法及支持估值模式所用重大判斷及假設的市場憑據（包括估計貼現率及增長率）進行討論；</li><li>• Checking arithmetical accuracy of the valuation calculation; • 核查估值計算是否計算準確；</li><li>• Checking key assumptions and input data in the valuation model to supporting evidence; • 將估值模式內的關鍵假設及輸入數據以證明憑據核實；</li><li>• Obtaining and performing sensitivity analysis on the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount of intangible asset to exceed its recoverable amount. • 取得關鍵假設並就此進行敏感度測試，以確定關鍵假設的選定不利變動（個別及共同地）不會使無形資產的賬面值超出其可收回金額。</li></ul>



## OTHER INFORMATION

The directors 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 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.

## 其他資料

董事須對其他資料承擔責任。其他資料包括載於年報的資料，惟不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

## 董事及治理層就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

治理層負責監督貴集團的財務報告流程。

## 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. This report is made solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

## 核數師就審核綜合財務報表須 承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。根據百慕達一九八一年公司法第90條，吾等僅向全體股東報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- 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.
- 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.

## 核數師就審核綜合財務報表須 承擔的責任 *(續)*

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督及執行。吾等為審核意見承擔全部責任。

吾等與治理層就(其中包括)審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括吾等在審計過程中識別的內部監控的任何重大缺失。

吾等亦向治理層作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及採取行動應對威脅或採取防範措施(如適用)。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Mr. MAK, Kin Wang with Practising Certificate number P08114.

## 核數師就審核綜合財務報表須 承擔的責任 *(續)*

從與治理層溝通的事項中，吾等釐定對本期綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告之審計項目合夥人為麥建宏先生，其執業證書編號為P08114。

### Elite Partners CPA Limited *Certified Public Accountants*

Level 23, YF Life Tower,  
33 Lockhart Road,  
Wan Chai, Hong Kong

28 June 2024

### 開元信德會計師事務所有限公司 執業會計師

香港灣仔  
駱克道33號  
萬通保險大廈23樓

二零二四年六月二十八日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2024  
截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益	6	<b>6,593</b>	8,075
Cost of sales	銷售成本		<b>(5,753)</b>	(7,217)
Gross profit	毛利		<b>840</b>	858
Other income	其他收入	8	<b>1</b>	49
Other gains and losses, net	其他收益及虧損淨額	8	<b>330,303</b>	180
Administrative expenses	行政開支		<b>(12,919)</b>	(17,031)
Research and development expenses	研發開支		<b>(1,421)</b>	(4,758)
Finance costs	財務費用	9	<b>(218,097)</b>	(233,969)
Profit/(loss) before income tax	所得稅前溢利／(虧損)		<b>98,707</b>	(254,671)
Income tax expense	所得稅開支	10	<b>—</b>	—
Profit/(loss) for the year	年內溢利／(虧損)	11	<b>98,707</b>	(254,671)
Other comprehensive expenses: <i>Item that may be reclassified subsequently to profit or loss:</i>	其他全面開支： 其後可能重新分類至損益之項目：			
Exchange differences on translation of foreign operations	換算海外業務之匯率差額		<b>(298)</b>	(33)
Other comprehensive expenses for the year	年內其他全面開支		<b>(298)</b>	(33)
Total comprehensive income/(expenses) for the year	年內全面收益／(開支)總額		<b>98,409</b>	(254,704)

Consolidated Statement of Profit or Loss and Other Comprehensive Income  
 綜合損益及其他全面收益表  
 For the year ended 31 March 2024  
 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit/(loss) for the year attributable to:	以下人士應佔年內溢利／(虧損)：			
Owners of the Company	本公司擁有人		<b>103,403</b>	(245,698)
Non-controlling interests	非控股權益		<b>(4,696)</b>	(8,973)
			<b>98,707</b>	(254,671)
Total comprehensive income/(expenses) for the year attributable to:	以下人士應佔年內全面收益／(開支)總額：			
Owners of the Company	本公司擁有人		<b>103,102</b>	(245,707)
Non-controlling interests	非控股權益		<b>(4,693)</b>	(8,997)
			<b>98,409</b>	(254,704)
Earnings/(loss) per share	每股盈利／(虧損)	15	<b>HK cents</b> 港仙	HK cents 港仙
Basic	基本		<b>6.77</b>	(16.78)
Diluted	攤薄		<b>(0.82)</b>	(16.78)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2024

於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	16	—	941
Intangible asset	無形資產	17	<b>1,373,224</b>	1,373,224
			<b>1,373,224</b>	1,374,165
Current assets	流動資產			
Trade receivables	貿易應收賬款	18	<b>4,905</b>	6,167
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	<b>1,819</b>	2,385
Bank balances and cash	銀行結餘及現金	20	<b>3,075</b>	1,331
			<b>9,799</b>	9,883
Current liabilities	流動負債			
Trade payables	貿易應付賬款	21	<b>1,853</b>	4,022
Lease liabilities	租賃負債	22	—	968
Accruals and other payables	應計費用及其他應付款項		<b>7,526</b>	2,972
Amounts due to non-controlling interests	應付非控股權益款項	23	<b>3,092</b>	3,092
Amounts due to former non-controlling interest	應付前非控股權益款項	23	<b>724</b>	724
Loan from a substantial shareholder	來自一位主要股東貸款	23	<b>62,300</b>	51,000
Loan from a former associate	來自前聯營公司貸款	23	<b>18,355</b>	6,007
Amount due to a former associate	應付前聯營公司款項	23	<b>41,947</b>	41,947
Convertible bonds	可換股債券	25	<b>255,804</b>	1,036,312
			<b>391,601</b>	1,147,044
Net current liabilities	流動負債淨額		<b>(381,802)</b>	(1,137,161)
Total assets less current liabilities	總資產減流動負債		<b>991,422</b>	237,004

Consolidated Statement of Financial Position  
 綜合財務狀況表  
 As at 31 March 2024  
 於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	25	<b>655,346</b>	68,510
Loan from a non-controlling interests	來自非控股權益貸款	23	<b>10,346</b>	10,346
Loan from a former associate	來自前聯營公司之貸款	23	<b>6,299</b>	17,586
			<b>671,991</b>	96,442
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>319,431</b>	140,562
Capital and reserves	資本及儲備			
Share capital	股本	26	<b>17,232</b>	14,642
Reserves	儲備		<b>(628,744)</b>	(809,716)
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>(611,512)</b>	(795,074)
Non-controlling interests	非控股權益	29	<b>930,943</b>	935,636
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>319,431</b>	140,562

The consolidated financial statements on pages 60 to 143 were approved by the board of directors on 28 June 2024 and are signed on its behalf by:

載於第60至143頁之綜合財務報表已由董事會於二零二四年六月二十八日批准，並由以下董事代表簽署：

**Jiang Nian**  
 蔣年  
 DIRECTOR  
 董事

**Tang Rong**  
 唐榕  
 DIRECTOR  
 董事



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2024

截至二零二四年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium account	Convertible bonds equity reserve	Other reserves	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	可換股債券權益儲備	其他儲備	外幣兌換儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元 (Note a) (附註a)	HK\$'000 千港元 (Note b) (附註b)	HK\$'000 千港元 (Note e) (附註e)	HK\$'000 千港元 (Note d) (附註d)	HK\$'000 千港元 (Note f) (附註f)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	14,642	1,119,294	575,392	4,140	144	(2,262,979)	(549,367)	944,633	395,266
Loss for the year	年內虧損	—	—	—	—	—	(245,698)	(245,698)	(8,973)	(254,671)
Other comprehensive expenses for the year	年內全面開支	—	—	—	—	(9)	—	(9)	(24)	(33)
Total comprehensive expenses for the year	年內全面開支總額	—	—	—	—	(9)	(245,698)	(245,707)	(8,997)	(254,704)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	14,642	1,119,294	575,392	4,140	135	(2,508,677)	(795,074)	935,636	140,562
Profit/(loss) for the year	年內溢利/(虧損)	—	—	—	—	—	103,403	103,403	(4,696)	98,707
Other comprehensive (expenses)/income for the year	年內其他全面(開支)/收益	—	—	—	—	(301)	—	(301)	3	(298)
Total comprehensive income/(expenses) for the year	年內全面收益/(開支)總額	—	—	—	—	(301)	103,403	103,102	(4,693)	98,409
Conversion of convertible bonds	轉換可換股債券	2,590	256,910	(179,040)	—	—	—	80,460	—	80,460
As at 31 March 2024	於二零二四年三月三十一日	17,232	1,376,204	396,352	4,140	(166)	(2,405,274)	(611,512)	930,943	319,431

Consolidated Statement of Changes in Equity  
綜合權益變動表

For the year ended 31 March 2024  
截至二零二四年三月三十一日止年度

Notes:

- (a) The share premium account represents the amount subscribed for share capital in excess of nominal value.
- (b) Convertible bonds equity reserve represents the amount allocated to the equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 4(e)(iii) to the consolidated financial statements.
- (c) As the stipulated by the relevant laws and regulations of the People's Republic of China (the "PRC") before distribution of the net profit each year, the Group's subsidiaries established in the PRC shall set aside 10% of its net profit after taxation to the statutory reserve. The reserve can only be used, upon approval by the board of directors of these PRC established subsidiaries and by the relevant authority, to offset accumulated losses or increase capital. During the years ended 31 March 2024 and 2023, there was no transfer from retained profits to the statutory reserve since the Group's PRC subsidiaries incurred net loss in those years.
- (d) Foreign currency translation reserve represents gains/losses arising on translating the net assets/liabilities of foreign operations into presentation currency.
- (e) Other reserve represents:
- (i) the difference of HK\$3,607,000 between the amount by which the non-controlling interests of Longmark (Shanghai) HealthCare Limited ("Longmark (Shanghai)") were adjusted and the cash consideration of RMB2,500,000 million received arising from deemed disposal of 20% of the registered capital of Longmark (Shanghai) that do not result in the losing control by the way of capital injection in 2012;
- (ii) the difference of HK\$7,940,000 between the amount by which the non-controlling interests of Longmark (Shanghai) were adjusted and the cash consideration of RMB7.49 million received arising from deemed disposal of 37.47% of the registered capital of Longmark (Shanghai) that do not result in the losing control by the way of capital injection in 2013; and
- (iii) amount of HK\$7,407,000 transferred to non-controlling interests arising from waiver of loans to a non-wholly owned subsidiary during the nine-months ended 31 March 2014.
- (f) Remittance outside the PRC of retained profits of the subsidiaries established in the PRC is subject to approval of the local authorities and the availability of foreign currencies generated and retained by these subsidiaries.

附註：

- (a) 股份溢價賬指認購股本金額超出面值之款項。
- (b) 可換股債券權益儲備指金額分配予本公司發行的可換股債券之權益部份，根據在綜合財務報表附註4(e)(iii)中可換股債券採用的會計政策確認。
- (c) 按照中華人民共和國(「中國」)的相關法律及法規所訂明，每年分派淨利潤前，在中國設立的本集團附屬公司須自其稅後淨利潤撥出10%至法定儲備。法定儲備僅可用於抵銷累計虧損或增資，並須得到此等在中國設立之附屬公司之董事會及有關政府當局核准後方可使用。於截至二零二四年及二零二三年三月三十一日止年度，由於本集團之中國附屬公司於該等年度均錄得虧損淨額，故並無任何金額從保留溢利轉撥至法定儲備。
- (d) 外幣兌換儲備指因海外業務之資產／負債淨額換算為呈列貨幣而產生之收益／虧損。
- (e) 其他儲備指：
- (i) 於龍脈(上海)健康管理服務有限公司(「龍脈(上海)」)的非控股權益的調整金額與二零一二年被視作出售龍脈(上海)註冊資本20%(通過注資方式而無導致失去控制權)而產生的現金代價人民幣2,500,000元之間的差額3,607,000港元；
- (ii) 於龍脈(上海)的非控股權益的調整金額與二零一三年被視作出售龍脈(上海)註冊資本37.47%(通過注資方式而無導致失去控制權)而產生的現金代價人民幣7,490,000元之間的差額7,940,000港元；及
- (iii) 於截至二零一四年三月三十一日止九個月，因放棄對一間非全資附屬公司的貸款而轉撥予非控股權益的金額7,407,000港元。
- (f) 於中國成立之附屬公司之保留溢利之境外股款須經當地政府批准及視乎此等附屬公司能否產生及保留之外幣可能性。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

As at 31 March 2024

於二零二四年三月三十一日

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit/(loss) before income tax	所得稅前溢利/(虧損)	<b>98,707</b>	(254,671)
Adjustments for:	調整：		
Depreciation of right-of-use assets	使用權資產折舊	<b>941</b>	1,881
Gain on extinguishment of convertible bond	更改可換股債券之收益	<b>(330,237)</b>	—
Effective interest expense on convertible bonds	可換股債券之實際利息開支	<b>217,025</b>	233,031
Imputed interest expense on loan from a former associate	應收前聯營公司貸款之估算利息開支	<b>1,061</b>	860
Interest on lease liabilities	租賃負債利息	<b>11</b>	78
Allowance of expected credit losses	預期信貸虧損撥備	<b>169</b>	235
Reversal of allowance for expected credit losses	撥回預期信貸虧損撥備	<b>(235)</b>	(415)
Operating cash outflows before changes in working capital	營運資金變動前之經營現金流出	<b>(12,558)</b>	(19,001)
Decrease in trade receivables	貿易應收賬款減少	<b>1,328</b>	3,273
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	<b>566</b>	3,222
Decrease in trade payables	貿易應付賬款減少	<b>(2,169)</b>	(4,131)
(Increase)/decrease in accruals and other payables	應計費用及其他應付款項(增加)/減少	<b>4,554</b>	(1,003)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動所用之現金淨額</b>	<b>(8,279)</b>	(17,640)

Consolidated Statement of Cash Flows  
綜合現金流量表  
As at 31 March 2024  
於二零二四年三月三十一日

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from loans from a former associate	獲前關聯公司貸款所得款項	—	5,880
Proceeds from loans from a substantial shareholder	獲主要股東貸款所得款項	11,300	11,000
Interest paid on lease liabilities	租賃負債之已付利息	(11)	(78)
Repayment of lease liabilities	償還租賃負債	(968)	(1,881)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動所得之現金淨額</b>	<b>10,321</b>	14,921
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加／(減少)淨額</b>	<b>2,042</b>	(2,719)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>年初現金及現金等價物</b>	<b>1,331</b>	4,083
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率變動影響</b>	<b>(298)</b>	(33)
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR,</b> represented by bank balances and cash	<b>年末現金及現金等價物，</b> 指銀行結餘及現金	<b>3,075</b>	1,331

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1. GENERAL INFORMATION

Innovative Pharmaceutical Biotech Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. On 1 March 2013, the Company has been deregistered in the Cayman Islands and continued in Bermuda as an exempted company with limited liability under the laws of Bermuda. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business in Hong Kong is situated at Unit 2002, 20th floor, On Hong Commercial Building, 145 Hennessy Road, Wanchai, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries (together with the Company referred to as the “Group”) are set out in note 29 to the consolidated financial statements.

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

#### New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2023 for the preparation of the consolidated financial statements:

Amendments to HKFRS 1 and HKFRS Practice Statement 2

香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本

Amendments to HKAS 8  
香港會計準則第8號之修訂本  
Amendments to HKAS 12

香港會計準則第12號之修訂本  
Amendments to HKAS 12

香港會計準則第12號之修訂本  
HKFRS 17  
香港財務報告準則第17號

Disclosure of Accounting Policies

會計政策披露

Definition of Accounting Estimates  
會計估計的定義

Deferred Tax related to Assets and Liabilities arising from a Single Transaction

與單一交易產生的資產及負債相關的遞延稅項  
International Tax Reform — Pillar Two Model Rules  
國際稅務改革 — 支柱二細節法規架構

Insurance Contracts and related amendments  
保險合約及相關修訂

### 1. 一般資料

領航醫藥及生物科技有限公司(「本公司」)根據開曼群島公司法於開曼群島註冊成立為獲豁免有限責任公司。於二零一三年三月一日，本公司撤銷於開曼群島之註冊地位，並根據百慕達法例以獲豁免有限責任公司之形式於百慕達存續。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。其香港主要營業地點位於香港灣仔軒尼詩道145號安康商業大廈20樓2002室。

本公司為一間投資控股公司。其附屬公司(連同本公司稱為「本集團」)之主要業務載於綜合財務報表附註29。

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

#### 於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團於編製綜合財務報表時已首次應用由香港會計師公會(「香港會計師公會」)頒佈且於二零二三年四月一日或之後開始的年度期間強制生效的下列新訂及經修訂香港財務報告準則：

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

### New and amendments to HKFRSs that are mandatorily effective for the current year

*(Continued)*

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

In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the HKFRSs, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)*(續)*

### 於本年度強制生效的新訂及經修訂香港財務報告準則*(續)*

除下文所述者外，於本年度應用其他新訂及經修訂香港財務報告準則對本集團本年度及過往年度之財務狀況及表現及／或本綜合財務報表所載披露並無重大影響。

根據該等修訂本所載指引，屬標準化資料的會計政策資料，或僅重複或概述香港財務報告準則規定的資料，均被視為非重要會計政策信息且不再於綜合財務報表附註披露，以避免隱瞞綜合財務報表附註所披露的重要會計政策信息。

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

### Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28

香港財務報告準則第10號及香港會計準則第28號之修訂本

Amendments to HKFRS 16

香港財務報告準則第16號

Amendments to HKAS 1

香港會計準則第1號之修訂本

Amendments to HKAS 1

香港會計準則第1號之修訂本

Hong Kong Interpretation 5 (2020)

香港詮釋第5號(二零二零年)

Amendment to HKAS 7 and HKFRS 7

香港會計準則第7號及香港財務報告準則第7號之修訂本

Amendment to HKAS 21

香港會計準則第21號之修訂本

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

<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 2025.

The directors anticipate that the application of all the amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效的經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的經修訂香港財務報告準則：

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>2</sup>

投資者與其聯營公司或合營企業之間的資產銷售或出資<sup>2</sup>

Lease Liability in a Sale and Leaseback<sup>1</sup>

售後租回的租賃負債<sup>1</sup>

Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)<sup>1</sup>

將負債分類為流動或非流動及香港詮釋第5號的相關修訂(二零二零年)<sup>1</sup>

Non-current Liabilities with Covenants<sup>1</sup>

附帶契諾的非流動負債<sup>1</sup>

Presentation of Financial Statement — Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause<sup>1</sup>

財務報表之呈報 — 借款人對包含按要償還條款之定期貸款之分類<sup>1</sup>

Supplier Finance Arrangements<sup>1</sup>

供應商融資安排<sup>1</sup>

Lack of Exchangeability<sup>3</sup>

缺乏可兌換性<sup>3</sup>

<sup>1</sup> 於二零二四年一月一日或以後開始之年度期間生效。

<sup>2</sup> 於待定期限或以後開始之年度期間生效。

<sup>3</sup> 於二零二五年一月一日或以後開始之年度期間生效。

董事預期應用所有經修訂香港財務報告準則於可見將來將不會對綜合財務報表造成重大影響。

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principle generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rule Governing the Listing of Securities on the Stock Exchange (“Listing Rule”).

#### (b) Going concern consideration

In preparing these consolidated financial statements, the directors have considered the future liquidity of the Group, including but not limited to the followings:

- (i) The Group has net current liabilities of approximately HK\$381,802,000 as at 31 March 2024 while cash and cash equivalents amounted to HK\$3,075,000 only;
- (ii) The Group incurred a net operating cash outflow of HK\$8,279,000 for the year ended 31 March 2024;
- (iii) The Group has outstanding convertible bonds with principal amount of HK\$256,000,000 has been matured;
- (iv) The Group has outstanding loan from a substantial shareholder, loan from a former associate and amount due to a former associate amounted to HK\$62,300,000, HK\$18,355,000 and HK\$41,947,000 would be due for repayment within the next 12 months; and
- (v) The Group's major assets, being the development of oral insulin product in the PRC, is currently under the stage of Phase III clinical trial (“Clinical Trial”), the validity of future cash flow arising from the commercialisation of the oral insulin product is depending on the successful of the Clinical Trial and obtaining the necessary approval from National Medical Products Administration.

### 3. 編製基準

#### (a) 合規聲明

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」），包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則及香港公司條例之適用披露規定編製。該等綜合財務報表亦遵守聯交所證券上市規則（「上市規則」）之適用披露條文。

#### (b) 持續經營考量

於編製該等綜合財務報表時，董事已考慮本集團的未來流動資金狀況，包括但不限於以下各項：

- (i) 本集團於二零二四年三月三十一日之流動負債淨額約為381,802,000港元，而現金及現金等價物僅為3,075,000港元；
- (ii) 本集團於截至二零二四年三月三十一日止年度產生經營現金流出淨額8,279,000港元；
- (iii) 本集團本金額為256,000,000的尚未行使可換股債券已到期；
- (iv) 本集團須於未來十二個月償還分別來自一名主要股東、來自前聯營公司的未償還貸款及應付前聯營公司款項62,300,000港元、18,355,000港元及41,947,000港元；及
- (v) 本集團之主要資產為在中國開發口服胰島素產品，目前正處於臨床試驗第三期（「臨床試驗」），而口服胰島素產品商品化產生的未來現金流量之有效性取決於臨床試驗的成功，及取得國家藥品監督管理局的必要批准。



### 3. BASIS OF PREPARATION *(Continued)*

#### (b) Going concern consideration *(Continued)*

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the aforesaid conditions, these consolidated financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern for the foreseeable future. In the opinion of the Directors, the Group can meet its financial obligations as and when they fall due within the next year from the date of the consolidated financial statements, after taking into consideration of the following measures and arrangements made subsequent to the reporting date:

- (i) The Company obtained a confirmation from the Group's former associate and confirm in written that they will not demand for repayment of approximately HK\$41,947,000 of amount due to a former associate and HK\$18,355,000 of loan from a former associate as at 31 March 2024 for a period of at least 12 months from the date of approval of these financial statements.
- (ii) The Company obtained the financial support of the substantial shareholder and confirm in written that they will not demand for repayment of the loan of HK\$6,800,000 as at 31 March 2024 for a period of at least 12 months from the date of approval of these financial statements and agreed to provide the Company with sufficient financial support to enable the Company to meet its obligations to third parties as and when they fall due and to continue as a going concern.

### 3. 編製基準 *(續)*

#### (b) 持續經營考量 *(續)*

該等狀況顯示存在重大不確定性，或會令人對本集團的持續經營能力產生重大疑問，因此，本集團可能無法在日常業務過程中變現其資產及償還其負債。

儘管出現上述狀況，該等綜合財務報表乃按持續經營基準編製，並假設本集團能於可見未來持續經營。董事經考慮下列於報告日期後作出的措施及安排之後，認為本集團可應付由綜合財務報表日期起計下一年度內到期的財務責任。有關措施及安排如下：

- (i) 本公司已取得本集團前聯營公司之確認，以書面方式確認彼等不會於該等財務報表獲批准當日起計至少十二個月內要求本公司償還於二零二四年三月三十一日之應付前聯營公司款項約41,947,000港元及來自前聯營公司貸款18,355,000港元。
- (ii) 本公司獲得主要股東之財政支持，並以書面形式確認彼等不會於該等財務報表獲批准當日起計至少十二個月內要求本公司償還於二零二四年三月三十一日之貸款6,800,000港元，並同意向本公司提供充裕財政支持，使本公司得以向第三方履行到期還款責任，並繼續按持續經營基準營運。

### 3. BASIS OF PREPARATION (Continued)

#### (b) Going concern consideration (Continued)

- (iii) On 27 July 2023, the Company and the substantial shareholder of the Company entered into the subscription agreement, pursuant to which the Company has conditionally agreed to issue, and the subscriber has conditionally agreed to subscribe for, the convertible bond in the principal amount of HK\$55,500,000. The convertible bond will be matured at tenth anniversary of the date of issue of the convertible bonds. The subscription price in the amount of HK\$55,500,000 payable by the substantial shareholder under the Subscription Agreement shall be satisfied by way of offsetting in full on a dollar-to-dollar basis against the outstanding aggregate principal amount payable by the Company to the substantial shareholder under the shareholder loans in the amount of HK\$55,500,000.

The issuance of convertible bonds were approved in special general meeting held on 24 May 2024 and completed on 21 June 2024.

- (iv) On 15 August 2023 and 22 December 2023, the Company and the bondholders entered into the deed of amendment and supplemental deed of amendment pursuant to which the Company and bondholders agreed to amend the terms of the convertible bonds in the principal amount of HK\$256,000,000 to the effect that: (i) the conversion price of the convertible bonds shall be amended from HK\$0.4 to HK\$0.202; (ii) the maturity date of the convertible bonds shall be extended from the tenth anniversary of the date of issue to the twentieth anniversary of the date of issue.

The deed of amendment and supplemental deed of amendment were approved in special general meeting held on 24 May 2024 and completed on 21 June 2024.

### 3. 編製基準 (續)

#### (b) 持續經營考量 (續)

- (iii) 於二零二三年七月二十七日，本公司與本公司主要股東訂立認購協議，據此，本公司已有條件同意發行及認購人已有條件同意認購本金額為55,500,000港元之可換股債券。可換股債券將由發行日期起滿十週年之日到期。55,500,000港元之認購價由主要股東根據認購協議應付，並將以本公司根據股東貸款應付主要股東的未償還本金總額55,500,000港元全數抵銷。

發行可換股債券已於二零二四年五月二十四日的股東特別大會獲批准，並已於二零二四年六月二十一日完成。

- (iv) 於二零二三年八月十五日及二零二三年十二月二十二日，本公司與債券持有人訂立修訂契據及補充修訂契據，據此，本公司與債券持有人已同意修訂本金額為256,000,000港元之可換股債券之條款，致使(i)可換股債券之換股價應由0.4港元修訂為0.202港元；(ii)可換股債券之到期日應由發行日期起滿十週年當日延後至發行日期起滿二十週年當日。

修訂契據及補充修訂契據已於二零二四年五月二十四日舉行之股東特別大會上獲批准，並已於二零二四年六月二十一日完成。

### 3. BASIS OF PREPARATION *(Continued)*

#### (b) Going concern consideration *(Continued)*

- (v) The management of the Company is currently working on the Clinical Trial which has been commenced in July 2020 and about 400 patients have been selected and enrolled in the Clinical Trial as at 31 March 2024. The management is making every effort to achieve the expected timeline that the oral insulin product will be launched in the first quarter of 2026. As at the date of this report, there is no negative feedback from the Clinical Trial. The Group performs annual tests of impairment on intangible asset and no impairment is required.
- (vi) The management of the Company is looking for other financing and borrowing opportunity.

On the basis of the foregoing, and after assessing the Group's current and forecasted cash positions, the Directors are satisfied that the Group will be able to meet in full the Group's financial obligations as they fall due for the period of twelve months from the date of consolidated financial statements. Accordingly, the consolidated financial statements of the Group have been prepared on the going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to implement the abovementioned plans and measures. Whether the Group will be able to continue as a going concern would depend on its ability to generate financial and operating cash flow through the successful completion of the Clinical Trial and the Product have launch in the first quarter of 2026.

Should the above measures not be implemented as planned, the adoption of going concern basis may not be appropriate, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable amounts, and reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

### 3. 編製基準 *(續)*

#### (b) 持續經營考量 *(續)*

- (v) 本公司管理層現正進行臨床試驗。臨床試驗已於二零二零年七月開始，而於二零二四年三月三十一日已挑選及招募約400名患者。管理層努力實行預期時間表，使口服胰島素產品將於二零二六年第一季推出。於本報告日期，臨床試驗並無出現負面的反饋。本集團就無形資產進行年度減值測試，並且無需進行減值。
- (vi) 本公司管理層現正物色其他融資及借貸機會。

基於上文所述及經評估本集團目前及預計的現金狀況後，董事信納本集團將可繼續於其財務責任於綜合財務報表日期起計十二個月期間到期時全面履行有關責任。據此，本集團的綜合財務報表已按持續基準編製。

儘管如此，本公司管理層能否實施上述計劃及措施仍存有重大的不確定性。本集團是否可按持續經營基準繼續經營視乎其透過成功完成臨床試驗並於二零二六年第一季推出產品，產生財務及營運現金流量之能力而定。

倘若上述措施未能按計劃實行，採取持續經營基準不一定恰當，並須作出調整，將本集團資產之賬面值撇減至可變現淨額，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未於該等綜合財務報表中反映。

### 3. BASIS OF PREPARATION *(Continued)*

#### (c) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial instruments, which are measured at fair values at the ended of each reporting period, as explained in the material accounting policies set out below.

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

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.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

#### (d) Functional and presentation currency

The functional currency of the Company is Hong Kong dollar ("HK\$"), which is the same as the presentation currency of the consolidated financial statements. The amounts stated are rounded to the nearest HK\$1,000 unless otherwise stated.

### 4. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

### 3. 編製基準 *(續)*

#### (c) 計量基準

誠如下文重要會計政策所述，除金融工具於各報告期末按公平值計量外，綜合財務報表乃根據歷史成本法編製。

歷史成本一般基於用作交換貨品或服務之代價之公平值計算。

公平值為於計量日期在市場參與者之間在有序交易中出售一項資產而將收取或轉讓一項負債而將支付之價格（無論該價格為直接可觀察或採用另一估值法估計而得出）。

編製符合香港財務報告準則之綜合財務報表須運用若干重要會計估計，亦需要管理層在採用本集團會計政策之過程中作出判斷。綜合財務報表中涉及高度判斷或比較複雜，或有重要假設及估計之範疇將於附註5披露。

#### (d) 功能及呈列貨幣

本公司之功能貨幣為港元（「港元」），與綜合財務報表之呈列貨幣相同。除另有指明者外，所載金額已湊整至最接近千港元。

### 4. 重要會計政策信息

編製此等綜合財務報表所應用之重要會計政策載列如下。除非另有說明，否則此等政策已於所有呈報年度一致應用。

#### (a) 綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團公司間交易及集團公司間之結餘連同未變現溢利於編製綜合財務報表時悉數對銷。除非交易提供被轉讓資產已減值之證據，否則未變現之虧損亦會對銷，於此情況下虧損於損益內確認。

## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (b) Subsidiaries

Subsidiaries are all entities over which the Group is able to exercise control. The Group controls an entity when the Group is exposed to, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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

In the Company's statement of financial position disclosed in the note 29 to these consolidated financial statements, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### (c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors that makes strategic decisions.

### (d) Intangible assets

Intangible assets acquired separately  
Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses.

## 4. 重要會計政策信息 *(續)*

### (b) 附屬公司

附屬公司指本集團可行使控制權之所有實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起開始綜合入賬。附屬公司自控制權終止之日起終止綜合入賬。

於附屬公司的非控股權益與本集團的權益獨立呈列，指現時所有者權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

在該等綜合財務報表附註29所披露之本公司之財務狀況表內，於附屬公司之投資按成本扣除減值虧損撥備列賬。附屬公司之業績由本公司按已收及應收股息入賬。

就於附屬公司之投資而言，當自該等投資收取股息而其股息高於附屬公司宣派股息期間之全面收益總額，或倘獨立財務報表之投資之賬面值高於被投資公司於綜合財務報表之資產淨值(包括商譽)之賬面值時，則需進行減值測試。

### (c) 分部報告

營運分部按照向首席營運決策者提供之內部報告貫徹一致之方式報告。負責分配資源及評估營運分部表現的首席營運決策者已被識別為作出戰略決策的董事會。

### (d) 無形資產

個別收購的無形資產  
單獨收購之無形資產初步按成本確認。於業務合併中所收購的無形資產的成本乃按收購日期的公平值確認。其後，個別收購且具有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (d) Intangible assets *(Continued)*

Intangible assets acquired separately *(Continued)*

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.

Intangible asset which represents an in-process research and development project (“In-process R&D”) involving an oral insulin product (the “Product”). The In-process R&D is not amortised as it is not yet available for use.

*Internally generated intangible assets (research and development costs)*

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

#### 4. 重要會計政策信息 *(續)*

##### (d) 無形資產 *(續)*

個別收購的無形資產 *(續)*

具有有限可使用年期的無形資產之攤銷乃按直線法於其估計可使用年內確認。估計可使用年期及攤銷方法於各報告期末檢討，而估計之任何變動影響按預期基準入賬。

無形資產指涉及口服胰島素產品（「產品」）的正在進行之研發項目（「研發過程」）。由於尚未可供使用，研發過程不會予以攤銷。

*內部產生的無形資產(研發成本)*

內部開發產品的開支於以下情況下可予資本化：

- 為銷售而開發該產品於技術上可行；
- 有充足資源完成開發；
- 有意完成及銷售該產品；
- 本集團有能力銷售該產品；
- 銷售該產品將產生未來經濟效益；及有關項目之開支能可靠估計。

撥充資本的開發成本乃於本集團預期從銷售所開發的產品中受益的期間攤銷。攤銷開支於損益內確認，並計入銷售成本。

未符合上述標準的開發開支以及內部項目研發階段的開支乃於產生時在損益內確認。

## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (d) Intangible assets *(Continued)*

#### Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4(f)).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

### (e) Financial instruments

#### (i) Financial assets

A financial asset is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. Trade receivables without a significant financing component is initially measured at the transaction price.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

## 4. 重要會計政策信息 *(續)*

### (d) 無形資產 *(續)*

#### 減值

具有無限使用年期的無形資產及尚未可供使用的無形資產須每年進行減值測試，無論是否有跡象顯示該等資產可能出現減值。無形資產乃按對其賬面值與可收回金額之方式進行減值測試(見附註4(f))。

倘估計資產的可收回金額低於其賬面值，則資產的賬面值須減至其可收回金額。

減值虧損乃即時按開支確認。

### (e) 金融工具

#### (i) 金融資產

金融資產初始按公平值(就並非按公平值計入損益(「按公平值計入損益」)之項目而言)加取得或發行直接應佔之交易成本計量。並無重大融資成份之貿易應收賬款初始按交易價計量。

對於包含嵌入式衍生工具之金融資產，會整體考慮其現金流量是否僅代表本金和利息付款。

#### 債務工具

債務工具之後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團將債務工具投資分為以下三個計量類別：

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### (e) Financial instruments (Continued)

###### (i) Financial assets (Continued)

###### Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

###### (ii) Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables, deposits and other receivables and bank balance. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

#### 4. 重要會計政策信息(續)

##### (e) 金融工具(續)

###### (i) 金融資產(續)

###### 債務工具(續)

攤銷成本：對於持有以收取合約現金流量之資產，倘若合約現金流量僅代表本金和利息付款，則該資產按攤銷成本計量。按攤銷成本計量之金融資產其後使用實際利率法計量。利息收入、外匯收益及虧損及減值於損益確認。終止確認之任何收益於損益確認。

###### (ii) 根據香港財務報告準則第9號須進行金融資產減值評估

本集團就貿易應收賬款、按金及其他應收款項以及銀行結餘確認預期信貸虧損(「預期信貸虧損」)之虧損撥備。預期信貸虧損按以下任一基準計量：(1) 12個月預期信貸虧損：於報告日期後12個月內的可能違約事件導致之預期信貸虧損；及(2)全期預期信貸虧損：由金融工具預期年內所有可能違約事件導致之預期信貸虧損。估計預期信貸虧損時考慮的最長年期是本集團面臨信用風險之最長合約期。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損按本集團根據合約應收之所有合約現金流量與本集團預期收取之所有現金流量之差額計量。之後差額按相關資產原實際利率之近似值貼現。



## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (e) Financial instruments *(Continued)*

#### (ii) *Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)*

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

#### *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.

## 4. 重要會計政策信息 *(續)*

### (e) 金融工具 *(續)*

#### (ii) *根據香港財務報告準則第9號須進行金融資產減值評估 *(續)**

本集團已選擇應用香港財務報告準則第9號之簡化方法計量貿易應收賬款之虧損撥備，並基於全期預期信貸虧損計算預期信貸虧損。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

對於其他債務金融資產，預期信貸虧損乃基於12個月預期信貸虧損。然而，倘自源頭處信貸風險大幅增加，則撥備將基於全期預期信貸虧損。

於釐定金融資產之信貸風險自初始確認以來是否大幅增加時及在估計預期信貸虧損時，本集團考慮在毋須投入過多成本或精力下可獲得之相關合理及有依據資料。這包括基於本集團歷史經驗的定量和定性資料分析、知情的信貸評估並包括前瞻性資料。

#### *信貸風險大幅增加*

在評估自首次確認後信貸風險是否大幅上升時，本集團將於報告日期金融工具發生違約的風險與於首次確認日期金融工具發生違約的風險進行比較。在進行該評估時，本集團考慮合理且可靠的定量及定性資料，包括過往經驗及毋須過多成本或努力即可獲得的前瞻性資料。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### (e) Financial instruments (Continued)

(ii) *Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)*  
*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.

##### *Definition of default*

For internal credit risk management, 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.

#### 4. 重要會計政策信息(續)

##### (e) 金融工具(續)

(ii) 根據香港財務報告準則第9號須進行金融資產減值評估(續)  
信貸風險大幅增加(續)

尤其是，本集團在評估信貸風險是否大幅上升時考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標的顯著惡化，例如信貸息差及債務人的信貸違約掉期價格大幅上升；
- 業務、財務或經濟狀況當前存在或預計將出現會導致債務人履行債務義務的能力大幅降低的現有或預測的不利變動；
- 債務人的經營業績實際或預計顯著惡化；
- 債務人的監管、經濟或技術環境存在會導致債務人履行債務義務的能力大幅降低的實際或預計。

##### *違約的定義*

就內部信貸風險管理而言，本集團認為發生違約事件，包括本集團在內，當內部獲悉或從外部來源獲得的資料表明債務人不可能全額支付其債權人(無需考慮本集團持有的任何抵押品)。

無論上述情況如何，本集團均認為，當財務資產逾期超過90天時，違約已發生，除非本集團有合理且可支持的資料證明更為滯後的違約標準更為合適。

## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (e) Financial instruments *(Continued)*

#### (ii) Impairment of financial assets subject to impairment assessment under HKFRS 9 *(Continued)*

##### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events 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.

##### *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. 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.

## 4. 重要會計政策信息 *(續)*

### (e) 金融工具 *(續)*

#### (ii) 根據香港財務報告準則第9號須進行金融資產減值評估 *(續)*

##### *財務資產信貸減值*

當發生一項或多項違約事件對該財務資產的估計未來現金流量產生不利影響時，財務資產即為信貸減值。財務資產信用減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違約，例如不支付或拖欠利息或本金；
- (c) 借款人的貸款人，出於與借款人經濟或合同原因的財務困難有關，已向借款人授予貸款人不會另行考慮的特許權；或
- (d) 借款人很可能會進入破產或其他財務重組。

##### *註銷政策*

當有資料表明交易對手處於嚴重的財務困境且沒有實際的複蘇前景時，例如，當交易對手已被清盤或已進入破產程序時，本集團會註銷金融資產。註銷的金融資產可能仍然受到集團恢復程序下的執法活動的約束，並在適當的情況下考慮法律意見。註銷構成終止確認事件。任何後續回收均在損益中確認。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (e) Financial instruments *(Continued)*

###### (ii) *Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)* *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 adjusted by 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.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets interest income is calculated based on the gross carrying amount.

#### 4. 重要會計政策信息 *(續)*

##### (e) 金融工具 *(續)*

###### (ii) *根據香港財務報告準則第9號須進行金融資產減值評估(續)* *預期信貸虧損的測量及確認*

預期信貸虧損的測量是違約概率的函數，違約損失率(即如果有違約，損失幅度)及暴露違約風險。評估違約的概率和違約損失是基於歷史數據及前瞻性資料的調整。預期信貸虧損的估計反映了無偏和概率加權的數量，此乃根據權重的相應違約風險確定。

一般而言，預期信貸虧損為本集團根據合約應付的所有合約現金流量與本集團預期收取的現金流量之間的差額，按初始確認時釐定的實際利率貼現。

倘逾期超過90天，本集團假設相關金融資產之信貸風險大幅增加，除非本集團有合理且可支持之資料證明。

本集團認為金融資產將發生信貸減值，倘若：(1)本集團不採取變現抵押物(如持有)等追索行動，借款人不可能悉數履行於本集團之信貸責任；或(2)金融資產逾期超過90天。

信貸減值金融資產之利息收入乃基於相關金融資產之攤銷成本(即賬面總值減虧損撥備)計算。非信貸減值金融資產之利息收入乃基於賬面總值計算。

## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (e) Financial instruments *(Continued)*

#### (iii) Financial liabilities and equity

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

#### *Financial liabilities at amortised cost*

Financial liabilities at amortised cost including trade payables, accrual and other payables, amounts due to non-controlling interests, amounts due to former non-controlling interest, loan from a substantial shareholder, amount due from a former associate, convertible bonds, loan from a non-controlling interest and loan from a former associate are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

#### *Convertible bonds containing liability and equity components, and early redemption option, if applicable*

Convertible bonds issued by the Group that contain both liability (together with the early redemption option which is closely related to the host liability component, if applicable) and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

## 4. 重要會計政策信息 *(續)*

### (e) 金融工具 *(續)*

#### (iii) 金融負債及權益

本集團按負債產生的目的分類其金融負債。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本計量之金融負債初步按公平值計量，扣除已產生之直接應佔成本。

#### *按攤銷成本計量之金融負債*

按攤銷成本計量之金融負債包括貿易應付賬款、應計費用及其他應付款項、應付非控股權益款項、應付前非控股權益款項、來自一位主要股東貸款、應付前聯營公司款項、可換股債券、來自非控股權益貸款及來自前聯營公司之貸款，其後按攤銷成本以實際利率法計量。相關利息開支於損益內確認。

倘負債終止確認時，在整個攤銷過程中，收益或虧損於損益內確認。

#### *可換股債券包括負債及權益部分及提前贖回權(倘適用)*

本集團所發行包含負債(連同與主負債部分關係緊密之提早贖回期權，倘適用)及換股權部分的可換股債券，乃於初步確認時根據所訂立合約安排內容以及金融負債及股本工具的定義，獨立分類為相關項目。將以固定金額現金或另一項金融資產交換本公司本身固定數目的股本工具方式結清的換股權乃股本工具。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (e) Financial instruments *(Continued)*

(iii) *Financial liabilities and equity (Continued)*  
*Convertible bonds containing liability and equity components, and early redemption option, if applicable (Continued)*

On initial recognition of convertible bonds issued by the Company, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the convertible bonds into equity, is included in equity (convertible bonds equity reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds equity reserve until the embedded option is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to the accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

#### 4. 重要會計政策信息 *(續)*

##### (e) 金融工具 *(續)*

(iii) *金融負債及權益 *(續)**  
*可換股債券包括負債及權益部分及提前贖回權 *(倘適用)* *(續)**

初步確認本公司發行之可換股債券，負債部分的公平值乃按類似不可轉換債務的現行市場利率釐定。發行可換股債券的所得款項總額與撥往負債部分的公平值的差額（代表讓持有人將可換股債券轉換為權益的換股權）應列入權益（可換股債券權益儲備）內。

於隨後期間，可換股債券的負債部分乃以實際利率法按攤銷成本列賬。權益部分（指可將負債部分轉換為本公司普通股的換股權）將保留於可換股債券權益儲備內，直至該嵌入式換股權獲行使為止（於此情況下，可換股債券權益儲備的結餘將轉撥至股份溢價）。倘換股權於到期日尚未行使，可換股債券權益儲備的結餘將解除至累計虧損。換股權獲轉換或到期後不會於損益中確認任何收益或虧損。

發行可換股債券的交易成本，按所得款項總額分配比例撥往負債及權益部分。權益部分為的交易成本於權益中直接扣除。與負債部分有關的交易成本計入負債部分的賬面值，並以實際利率法於可換股債券期限內攤銷。

## 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### (e) Financial instruments *(Continued)*

#### (iv) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

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 receivables is recognised in profit or loss.

Financial liabilities are derecognised when, and only when, the obligation specified in the relevant contract is discharged, cancelled or have expired.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms after considering qualitative factors (e.g. modifications of convertible instruments). When the contractual terms of a convertible instrument are modified, the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

## 4. 重要會計政策信息 *(續)*

### (e) 金融工具 *(續)*

#### (iv) 終止確認

本集團於金融資產的現金流量的合約權利屆滿或金融資產已轉讓及轉讓符合香港財務報告準則第9號之終止確認標準時，本集團終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面金額與已收及應收代價總額的差額於損益內確認。

金融負債於及僅於有關合約之特定責任獲解除、取消或到期時終止確認。

倘由於重新磋商金融負債之條款，本集團向債權人發行其自身權益工具以支付全部或部分之金融負債，則已發行之權益工具為已付代價並於抵銷金融負債或其部分日期按彼等之公平值初步確認及計量。倘已發行之權益工具之公平值不能可靠計量，則權益工具將計量以反映所抵銷金融負債之公平值。所抵銷金融負債或其部分之賬面值與已付代價之差額於本年度損益中確認。

倘對金融負債的合約條款作出調整導致原有條款出現重大修改，經考慮質量因素(如可換股工具之修改)。倘對可換股工具的合約條款作出調整將導致原有條款出現重大修改，經考慮所有有關事實及情況(包括質量因素)，有關修改入賬列作終止確認原本金融負債及確認新金融負債。終止確認金融負債的賬面值與已付或應付代價的公平值之間的差異(包括任何所承擔的負債及衍生工具)於損益中確認。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (e) Financial instruments *(Continued)*

###### (v) *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

###### (vi) *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### (f) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that these assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- intangible assets; and
- investments in subsidiaries

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

#### 4. 重要會計政策信息 *(續)*

##### (e) 金融工具 *(續)*

###### (v) *實際利率法*

實際利率法是計算金融資產或金融負債的攤銷成本，以及攤分相關期內利息收入或利息支出的方法。實際利率是將估計未來現金收入或付款透過金融資產或負債之預期年期或(倘適用)更短期間準確貼現之利率。

###### (vi) *權益工具*

本公司發行之權益工具以所收款項減直接發行成本列賬。

##### (f) 資產(金融資產除外)之減值

本集團於各報告期末審閱以下資產之賬面值，以確定是否有跡象顯示該等資產出現減值虧損或先前確認之減值虧損不再存在或可能有所減少：

- 無形資產；及
- 於附屬公司之投資

倘資產之可收回金額(即其公平值減出售成本及使用價值兩者之較高者)估計少於其賬面值，則資產之賬面值將減至其可收回金額。減值虧損隨即確認為開支，除非相關資產根據另一香港財務報告準則按重估值列賬，於此情況下，減值虧損視作根據香港財務報告準則之重估金額減少。

倘其後撥回減值虧損，資產之賬面值將增至其可收回金額之經修訂估計，惟已增加賬面值不得超出於過往年度並無就資產確認減值虧損而釐定之賬面值。減值虧損之撥回隨即確認為收入，除非相關資產根據另一香港財務報告準則按重估值列賬，於此情況下，減值虧損撥回視作根據香港財務報告準則之重估金額增加。



#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (f) Impairment of assets (other than financial assets) *(Continued)*

Value in use is based on the estimated future cash flows expected to be derived from the asset, 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 for which the estimates of future cashflows have not been adjusted.

##### (g) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

##### (h) Contingent liabilities

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

#### 4. 重要會計政策信息 *(續)*

##### (f) 資產(金融資產除外)之減值 *(續)*

使用價值乃根據預期將自資產獲得的估計未來現金流量釐定，並採用反映目前對金錢時間價值的市場評估及該資產特定風險(未來現金流量的估計並無就此作調整)的除稅前貼現率貼現至其現值。

##### (g) 撥備

當本集團因過往事件而導致現時的責任(法律或推定)，而本集團可能將須結清該責任，並可對該責任的金額作出可靠估計，則確認撥備。撥備按於報告期末結清該現時責任所需的代價的最佳估計，並考慮有關責任的風險及不確定性進行計量。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(如貨幣時間價值之影響重大)。

當不大可能需要經濟利益流出或不能可靠地估計金額時，責任會作為或然負債予以披露，除非經濟利益流出的可能性甚微。可能責任的存在將僅由發生或不發生一件或以上未來事件確認，其亦作為或然負債予以披露，除非經濟利益流出的可能性甚微。

##### (h) 或然負債

或然負債

或然負債是指因過往事件而產生之現有責任，惟履行該責任不太可能需要撥出具經濟利益的資源，故不予確認。

倘本集團共同及個別承擔某項責任，則該責任中預計由其他方承擔的部分被視為或然負債並且不在綜合財務報表中確認。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (h) Contingent liabilities *(Continued)*

###### Contingent liabilities *(Continued)*

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

##### (i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

Fee paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting period.

#### 4. 重要會計政策信息 *(續)*

##### (h) 或然負債 *(續)*

###### 或然負債 *(續)*

本集團持續評估以確定是否可能需要撥出經濟利益的資源。倘可能需要就過往作為或然負債處理的項目撥出未來經濟利益，則於可能發生變動的報告期於綜合財務報表中確認撥備（除無法作出可靠估計的極罕見情況外）。

##### (i) 借款

借款初步按公平值扣除所產生交易成本確認。借款其後按攤銷成本列示；所得款項（扣除交易成本）與贖回價值兩者間之任何差額，乃以實際利率法於借貸期間在綜合損益及其他全面收益表予以確認。

在貸款融資很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。倘有撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

除非本集團具有無條件權利將負債的結算遞延至報告期末後最少12個月，否則借貸歸類為流動負債。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (j) 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 “loss before tax” as reported in the consolidated statement of profit or loss and other comprehensive income 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 amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable loss. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the same time of the transaction does not give rise to equal taxable and deductible temporary difference.

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

#### 4. 重要會計政策信息 *(續)*

##### (j) 稅項

所得稅支出指即期應付稅項及遞延稅項總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中的「稅前虧損」不同，乃由於其不包括在其他年度應課稅或可扣稅收入或開支，亦不包括不用課稅或不可扣稅之項目。本集團之即期稅項負債乃按報告期末已實行或實際上已實行之稅率計算。

遞延稅項乃根據綜合財務報表內資產及負債賬面值與計算應課稅虧損相應稅基之暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般則於很可能有應課稅溢利可使用可扣減暫時差額作抵銷時就全部可扣減暫時差額予以確認。倘若交易中由商譽或初始確認(業務合併除外)其他資產及負債而引致之暫時差額，並不影響應課稅溢利或會計溢利，該等資產及負債不予確認，而進行交易的同時不會導致等額應課稅及可扣稅暫時差額。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並於不再可能有足夠應課稅溢利可供收回全部或部分資產時作調減。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (j) 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.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

##### (k) Employee benefits

Retirement benefit cost

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Payments to state-managed retirement benefit schemes in the People's Republic of China (the "PRC") and Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

#### 4. 重要會計政策信息 *(續)*

##### (j) 稅項 *(續)*

遞延稅項資產及負債根據於報告期末已頒佈或實質已頒佈之稅率(及稅法)按預期適用於清償負債或變現資產期間之稅率計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償其資產及負債賬面值之方式會產生之稅務後果。

即期及遞延稅項於損益確認，惟與於其他全面收益內或直接於權益中確認的項目有關者除外，在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益內確認。

##### (k) 僱員福利

退休福利成本

短期僱員福利為預期於僱員提供相關服務的年度報告期末後十二個月前將悉數結算的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

中華人民共和國(「中國」)國家管理退休福利計劃及強制性公積金計劃之供款，於僱員提供服務而有權獲得有關供款時確認為開支。

離職福利

離職福利於及僅於本集團明確承諾終止僱用或因具詳細正式計劃之自願遣散作出補償，且無撤回的實際可能性時方予確認。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (k) Employee benefits *(Continued)*

Short-term and other long-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, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

#### 4. 重要會計政策信息 *(續)*

##### (k) 僱員福利 *(續)*

短期及其他長期僱員福利  
短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一香港財務報告準則要求或允許將有關福利納入資產成本則作別論。

經扣除任何已付金額後，僱員應得的福利(例如工資及薪金、年假及病假)確認為負債。

就其他長期僱員福利確認的負債按本集團預計在截至報告日期就僱員所提供服務的估計未來現金流出現值計量。因服務成本、利息及重新計量而產生的負債賬面值變動於損益確認，除非另一香港財務報告準則要求或允許將其納入資產成本則作別論。

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

##### (I) Revenue recognition

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 and 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.

#### 4. 重要會計政策信息 *(續)*

##### (I) 收益確認

來自客戶合約之收益

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指可區分的單一貨品及服務(或一批貨品或服務)或一系列大致相同的可區分貨品或服務。

倘符合下列其中一項標準，控制權隨時間轉移，而收益確認會按隨時間已完成相關履約責任的進度進行：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生及提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收益會在客戶獲得可區分的貨品或服務的控制權時在某一時點確認。

## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, 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 ongoing 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.

### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

### Key sources of estimation uncertainty

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

## 5. 重大會計判斷及估計不確定因素的主要來源

在應用載述於綜合財務報表附註4的本集團會計政策時，當其依據無法從其他渠道獲得時，即本公司董事須就資產和負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及其他被視為相關的因素作出，因此，實際結果或會有別於該等估計。

有關估計及相關假設須持續予以檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

### 應用會計政策時之重大判斷

以下為董事於應用本集團會計政策過程中所作出並對綜合財務報表所確認金額有最大影響的關鍵判斷，涉及估計的判斷(見下文)除外。

### 估計不確定因素之主要來源

下文載列於報告期末所作出有關未來之主要假設及估計不確定因素之其他主要來源，該等假設及因素具有相當風險導致須於下個財政年度之內就資產及負債之賬面值作出重大調整。

## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

### Key sources of estimation uncertainty *(Continued)*

#### Impairment of intangible asset

The Group performs annual tests of impairment on intangible asset in relation to an in-process research and development project involving an oral insulin product (the "Product") (the "In-process R&D") involving the Product which are not yet available for use. Accordingly, the intangible assets relating to the Product with the carrying amount of approximately HK\$1,373,224,000 as at 31 March 2024 (2023: HK\$1,373,224,000) was tested for impairment. The recoverable amounts of cash-generating units are determined based on fair value calculations, which is highly dependent upon further research and development work required to be carried out, results of the clinical trials, the successful launching of the Product and the appropriate key assumptions to be applied in preparing cash flow projections. Details of the calculation of fair value are disclosed in note 17 to the consolidated financial statements. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the fair value calculations. In addition, the management is of the opinion that the Group would be successful in obtaining the regulatory approvals from the relevant government bodies and launching the Product in the first quarter of 2026 in the absence of unforeseeable circumstance. The management also based on the assumption that the Group would continue to have the exclusive right for commercialisation of the Product.

Should the actual outcome of the Clinical Trials and the launching of the Product be unsuccessful, the likelihood and timing in obtaining the regulatory approvals from the relevant government bodies to launch the product to be unrealised, or the key assumptions applied in preparing the cash flow projections from the Product in assessing impairment, including the discount rates or growth rate assumptions applied in the cash flow projections on the In-process R&D is different from the original estimates, such difference could materially affect the carrying value of the intangible asset. It will consequently have an adverse effect on the net assets and the results of the Group.

## 5. 重大會計判斷及估計不確定因素的主要來源 *(續)*

### 估計不確定因素之主要來源 *(續)*

#### 無形資產減值

本集團就有關涉及口服胰島素產品(「產品」)的正在進行之研發項目(「研發過程」)之無形資產進行減值測試。據此，於二零二四年三月三十一日賬面值約為1,373,224,000港元(二零二三年：1,373,224,000港元)與產品相關之無形資產已就減值進行測試。現金產生單位之可收回款額按公平值計算釐定，其高度視乎須進行之進一步研發工作、臨床試驗結果、產品成功推出及編製現金流量預測時將應用之主要假設。有關公平值計量方法之詳情於綜合財務報表附註17披露。該等計算須採用管理層就日後業務營運所作之估計及假設、除稅前貼現率以及其他計算公平值時所作出之相關假設。此外，管理層認為，在無不可預見的情況下，本集團將能於二零二六年第一季取得有關政府部門的監管批准並推出產品。管理層就仍可繼續擁有獨家經營產品之權利作出相關假設。

倘產品之臨床試驗實際結果及推出不成功，獲得相關政府監管部門的批准並推出產品的可能性及時間未能實現或於評估減值時就編製產品之現金流量預測所應用之主要假設(包括研發過程之現金流量預測所應用的貼現率或增長率假設)，與最初估計有所不同，則該差異可能會對無形資產的賬面值造成重大影響，而此將對本集團之資產淨值及業績造成不利影響。



## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

### Key sources of estimation uncertainty *(Continued)*

#### Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements.

## 6. REVENUE

Revenue for the year represents the fair value of amounts received and receivable for goods sold or services rendered by the Group to outside customers for the year, is analysed as follows:

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of beauty products in Hong Kong and recognised at a point in time	6,593	8,075

於香港銷售美容產品  
並於某一時間點確認

For sales of beauty products revenue is recognised when control of goods has transferred to the customer, being at the point the goods are delivered to the customer. The normal credit term is 90 days upon delivery.

### 估計不確定因素之主要來源 *(續)*

#### 持續經營考慮

於應用本集團的會計政策時，除涉及作出估計外，管理層已按本集團將能夠於來年持續經營之假設編製綜合財務報表，此乃對綜合財務報表所確認金額會產生最重大影響的重大判斷。

## 6. 收益

年內收益指就年內本集團向外界客戶售出貨品或提供服務之已收及應收款項之公平值，分析如下：

就銷售美容產品而言，收益於商品的控制權轉移至客戶(即商品交付予客戶時)的時間點確認。一般信貸期為交付後90日。

## 7. SEGMENT REPORTING

The Group has two (2023: two) reportable and operating segments as follows:

- (a) trading of beauty products in Hong Kong ("Trading of beauty products")
- (b) research, development and commercialisation of the oral insulin product ("Research and development")

The Group's reportable and operating segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

## 7. 分部報告

本集團有以下兩個(二零二三年：兩個)呈報及營運分部：

- (a) 於香港之美容產品貿易(「美容產品貿易」)
- (b) 研發及商品化口服胰島素產品(「研發」)

本集團的呈報及營運分部是提供不同產品及服務的策略性業務單位。該等分部受個別管理，因各業務所需的技術及市場策略不同。

## 7. SEGMENT REPORTING (Continued)

### Segment revenues and results

The accounting policies of the operating segments are the same as those described in the consolidated financial statements. Segment loss represents the loss incurred by each segment without allocation of corporate and other expenses, other income, other gains and loss, net, interest expenses on convertible bonds and gain on extinguishment of convertible bond. All assets are allocated to segments other than corporate assets. All liabilities are allocated to segments other than corporate liabilities, lease liabilities, amounts due to a former associate, non-controlling interests and former non-controlling interest, loan from a substantial shareholder, a former associate and a non-controlling interest and convertible bonds.

## 7. 分部報告 (續)

### 分部收益及業績

營運分部之會計政策與綜合財務報表所述者相同。分部虧損指在並無分配企業與其他開支、其他收入、其他收益及虧損淨額、可換股債券的利息開支及更改可換股債券之收益之情況下，各分部產生之虧損。分配所有資產予分部時並無計及企業資產；而分配所有負債予分部時並無計及企業負債、租賃負債、應付前聯營公司、非控股權益及前非控股權益之款項、來自一位主要股東、前聯營公司及非控股權益貸款，以及可換股債券。

		Trading of beauty products 美容產品貿易		Research and development 研發		Total 總計	
		2024	2023	2024	2023	2024	2023
		二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元	二零二四年 HK\$'000 千港元	二零二三年 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	6,593	8,075	—	—	6,593	8,075
Segment loss	分部虧損	(596)	(463)	(7,080)	(12,979)	(7,676)	(13,442)
Additional disclosures for operating segments:	營運分部之額外披露事項：						
Unallocated other income, gains and losses, net	未分配其他收入、收益及虧損淨額					1	49
Interest expenses on convertible bonds	可換股債券的利息開支					(217,025)	(233,031)
Corporate and other expenses	企業與其他開支					(6,830)	(8,247)
Gain on extinguishment of convertible bonds	更改可換股債券之收益					330,237	—
Profit/(loss) before income tax	除所得稅前溢利/(虧損)					98,707	(254,671)
Income tax expense	所得稅開支					—	—
Profit/(loss) for the year	年內溢利/(虧損)					98,707	(254,671)

**7. SEGMENT REPORTING** (Continued)  
Segment assets and liabilities

**7. 分部報告** (續)  
分部資產及負債

		Trading of beauty products		Research and development		Total	
		美容產品貿易		研發		總計	
		2024	2023	2024	2023	2024	2023
		二零二四年	二零二三年	二零二四年	二零二三年	二零二四年	二零二三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>						
Segment assets	分部資產	4,977	6,240	1,375,439	1,375,108	1,380,416	1,381,348
Corporate and other assets	企業與其他資產					2,607	2,700
<b>Total assets</b>	<b>資產總額</b>					<b>1,383,023</b>	<b>1,384,048</b>
<b>Liabilities</b>	<b>負債</b>						
Segment liabilities	分部負債	1,853	4,022	1,835	656	3,688	4,678
Convertible bonds	可換股債券					911,150	1,104,822
Corporate and other liabilities	企業與其他負債					148,754	133,986
<b>Total liabilities</b>	<b>負債總額</b>					<b>1,063,592</b>	<b>1,243,486</b>

**Amounts included in measure of segment profit or loss and segment assets**  
For the year ended 31 March 2024

已包括於計算分部損益及分部資產之金額  
截至二零二四年三月三十一日止年度

		Trading of beauty products	Research and development	Unallocated	Total
		美容產品貿易	研發	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Depreciation	折舊	–	–	941	941
Reversal for ECL, net recognised in profit or loss	於損益確認之預期信貸虧損撥回淨額	66	–	–	66
Research and development cost	研發成本	–	1,421	–	1,421

**7. SEGMENT REPORTING** (Continued)  
**Amounts included in measure of segment profit or loss and segment assets** (Continued)  
For the year ended 31 March 2023

**7. 分部報告** (續)  
已包括於計算分部損益及分部資產之金額 (續)  
截至二零二三年三月三十一日止年度

	Trading of beauty products 美容產品貿易 HK\$'000 千港元	Research and development 研發 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Depreciation 折舊	–	–	1,881	1,881
Reversal for ECL, net recognised in profit or loss 於損益確認之預期信貸虧損撥回淨額	180	–	–	180
Research and development cost 研發成本	–	4,758	–	4,758

**Geographical information**

The principal place of the Group's operation is in Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regards Hong Kong as its country of domicile. Over 90% of the Group's external customers is located in PRC.

Over 90% of the Group's non-current assets are principally attributable to the PRC, being the single geographical region.

**Information about major customers**

Revenue from customers of the corresponding years contributing over 10% of the total revenue are as follows:

**地理資料**

本集團之業務主要位於香港。就根據香港財務報告準則第8號作出的分部資料披露而言，本集團視香港為居駐地。本集團超過90%的外部客戶位於中國。

本集團超過90%的非流動資產主要位於中國，即唯一地區。

**有關主要客戶資料**

相關年度貢獻超過總收益10%客戶之收益如下：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Customer A 客戶甲	6,593	8,075

Revenue from the above customer in the respective reporting period is derived from the segment of trading of beauty products.

於各報告期間來自上述客戶的收益乃來自美容產品貿易分部。

## 8. OTHER INCOME/OTHER GAINS AND LOSSES, NET

## 8. 其他收入／其他收益及虧損淨額

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<i>Other income</i>	其他收入		
Sundry income	雜項收入	1	1
Government grants (note)	政府補助金(附註)	—	48
		<b>1</b>	<b>49</b>
<i>Other gains and losses, net</i>	其他收益及虧損淨額		
Reversal of ECL, net	預期信貸虧損撥回淨額	66	180
Gain on extinguishment of convertible bond (note 25)	更改可換股債券之收益(附註25)	330,237	—
		<b>330,303</b>	<b>180</b>

Note: During the year ended 31 March 2023, the Group recognised government grants of approximately HK\$48,000 in respect of Covid-19-related subsidies, which related to Employment Support Scheme provided by the Hong Kong Government. There were no unfulfilled conditions or contingencies relating to these government grants.

附註：於截至二零二三年三月三十一日止年度，本集團就COVID-19相關津貼確認約48,000港元政府補助金，乃與香港政府保就業計劃有關。就該等政府補助金並無尚未達成的條件或者或然事項。

## 9. FINANCE COSTS

## 9. 財務費用

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Effective interest expense on convertible bonds	可換股債券之實際利息開支	217,025	233,031
Imputed interest expense on loan from a former associate	來自前聯營公司貸款之估算利息開支	1,061	860
Interest on lease liabilities	租賃負債之利息	11	78
		<b>218,097</b>	<b>233,969</b>

## 10. INCOME TAX EXPENSE

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2,000,000 of profits of qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and the Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2023: 25%).

No Hong Kong Profits Tax and PRC Enterprise Income Tax have been made for the year (2023: Nil).

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

## 10. 所得稅開支

根據香港利得稅兩級制，合資格集團實體的首筆2,000,000港元溢利將以8.25%的稅率徵稅，而超過2,000,000港元的溢利將以16.5%的稅率徵稅。不符合利得稅兩級制資格的法團的溢利將繼續按16.5%的統一稅率徵稅。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司之稅率為25%（二零二三年：25%）。

本年度並無繳納香港利得稅及中國企業所得稅（二零二三年：無）。

年內所得稅開支與綜合損益及其他全面收益表之除所得稅前溢利／（虧損）對賬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit/(loss) before income tax	除所得稅前溢利／（虧損）	98,707	(254,671)
Tax at the domestic income tax rate of 16.5% (2023: 16.5%)	按本地所得稅稅率16.5%（二零二三年：16.5%）計算之稅項	16,287	(42,021)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法管轄區經營之附屬公司之不同稅率之影響	(93)	(140)
Tax effect of expense not deductible for tax purpose	就稅務不可扣減之開支之稅務影響	38,306	42,191
Tax effect of income not taxable for tax purpose	就稅務不應課稅之收入之稅務影響	(54,500)	(30)
Income tax expense	所得稅開支	—	—

## 11. PROFIT/(LOSS) FOR THE YEAR

## 11. 年內溢利／(虧損)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit/(loss) for the year has been arrived at after charging the following:	年內溢利／(虧損)乃扣除下列各項後達致：		
Auditors' remuneration	核數師酬金	900	950
Depreciation of right-of-use assets	使用權資產折舊	941	1,881
Expenses relating to short-term lease payment	有關短期租賃款項之開支	149	244
Cost of inventories recognised as an expense	確認為開支之存貨成本	5,753	7,217
Staff costs, exclusive of directors' emoluments	不包括董事酬金在內之員工成本		
Salaries and other benefits	薪金及其他福利	3,659	3,888
Retirement benefits scheme contributions	退休福利計劃供款	83	90
		<b>3,742</b>	<b>3,978</b>

## 12. DIRECTORS' EMOLUMENTS

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

## 12. 董事酬金

董事及高級行政人員於本年度之薪酬如下，乃根據適用上市規則及香港公司條例披露：

Name of Directors	Directors' fee	Salaries and other benefits	Retirement benefit scheme contributions	Total	
董事姓名	董事袍金 HK\$'000 千港元	薪金及其他福利 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	總額 HK\$'000 千港元	
<b>Executive directors</b>	<b>執行董事</b>				
Gao Yuan Xing	高源興	60	1,300	—	1,360
Tang Rong	唐榕	60	488	—	548
Cheng Tak Yiu (note(i))	鄭德耀(附註(i))	—	90	—	90
<b>Non-executive directors</b>	<b>非執行董事</b>				
Jiang Nian	蔣年	60	—	—	60
Xiao Yan	肖焱	60	—	—	60
Wu Yanmin	鄒燕敏	60	—	—	60
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Chen Weijun	陳偉君	80	—	—	80
Wang Rongliang	王榮樑	60	—	—	60
Chen Jinzhong	陳金中	60	—	—	60
Total for the year ended 31 March 2024	截至二零二四年 三月三十一日 止年度之總額	500	1,878	—	2,378
<b>Executive directors</b>	<b>執行董事</b>				
Gao Yuan Xing	高源興	60	1,300	—	1,360
Tang Rong	唐榕	60	488	—	548
<b>Non-executive directors</b>	<b>非執行董事</b>				
Jiang Nian	蔣年	60	—	—	60
Xiao Yan	肖焱	60	—	—	60
Wu Yanmin	鄒燕敏	60	—	—	60
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Chen Weijun	陳偉君	80	—	—	80
Wang Rongliang	王榮樑	60	—	—	60
Chen Jinzhong	陳金中	60	—	—	60
Total for the year ended 31 March 2023	截至二零二三年 三月三十一日 止年度之總額	500	1,788	—	2,288

Note(i): Mr. Cheng Tak Yiu was appointed as an executive director with effect from 4 July 2023.

附註(i)：鄭德耀先生獲委任為執行董事，自二零二三年七月四日起生效。



## 12. DIRECTORS' EMOLUMENTS *(Continued)*

No directors waived any emoluments in current and prior year.

During current year and prior year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group.

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

The non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiaries, if applicable.

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

## 12. 董事酬金 *(續)*

於本年度及先前年度，概無董事放棄酬金。

於本年度及先前年度，本集團並無向任何董事支付酬金，作為彼等加入或於加入本集團時之獎勵。

上表所示執行董事之酬金乃就彼與管理本公司及本集團事務有關之服務而收取。

上表所示非執行董事之酬金乃就彼擔任本公司及其附屬公司(如適用)董事之服務而收取。

上表所示獨立非執行董事之酬金乃就彼擔任本公司董事之服務而收取。

### 13. FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

The five highest paid individuals in the Group during the year included two (2023: two) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining three (2023: three) individuals are set out below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,800	1,658
Retirement benefit scheme contributions	退休福利計劃供款	36	36
		<b>1,836</b>	<b>1,694</b>

The emoluments fell within the following band:

酬金介乎以下範圍：

		Number of individuals 人數	
		2024 二零二四年	2023 二零二三年
Nil to HK\$1,000,000	零至1,000,000港元	3	3

### 14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 March 2024, nor has any dividend been proposed since the end of the reporting period (2023: HK\$nil).

### 14. 股息

於截至二零二四年三月三十一日止年度並無向本公司的普通股東派付或擬派股息，且自報告期末亦無擬派付股息(二零二三年：零港元)。

## 15. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share attributable to owners of the Company is based on the following data:

Earnings/(loss) figures are calculated as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit/(loss) for the year attributable to owners of the Company and (loss)/earnings for the purpose of basic earnings/(loss) per share	本公司擁有人應佔年內溢利／(虧損)及就計算每股基本盈利／(虧損)之(虧損)／盈利	103,403	(245,698)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Gain on extinguishment of convertible bond	更改可換股債券之收益	(330,237)	—
Effective interest expense on convertible bonds	可換股債券之實際利息開支	206,416	—
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(20,418)	(245,698)

Number of shares

股份數目

		2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)之普通股加權平均數	1,527,015	1,464,193
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Convertible bonds	可換股債券	971,500	—
Weighted average number of ordinary shares for the purpose of diluted loss per share	就計算每股攤薄虧損之普通股加權平均數	2,498,515	1,464,193

The computation of diluted loss per share for the year ended 31 March 2023 does not assume the conversion of the Company's outstanding convertible bonds since their assumed conversion would decrease in loss per share for that year.

## 15. 每股盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃按以下數據為基準計算：

盈利／(虧損)數字之計算如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit/(loss) for the year attributable to owners of the Company and (loss)/earnings for the purpose of basic earnings/(loss) per share	本公司擁有人應佔年內溢利／(虧損)及就計算每股基本盈利／(虧損)之(虧損)／盈利	103,403	(245,698)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Gain on extinguishment of convertible bond	更改可換股債券之收益	(330,237)	—
Effective interest expense on convertible bonds	可換股債券之實際利息開支	206,416	—
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(20,418)	(245,698)

股份數目

		2024 二零二四年 '000 千股	2023 二零二三年 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)之普通股加權平均數	1,527,015	1,464,193
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Convertible bonds	可換股債券	971,500	—
Weighted average number of ordinary shares for the purpose of diluted loss per share	就計算每股攤薄虧損之普通股加權平均數	2,498,515	1,464,193

計算截至二零二三年三月三十一日止年度的每股攤薄虧損時並無假設本公司尚未轉換的可換股債券獲轉換，因為假設轉換可換股債券將會減少該年度的每股虧損。

## 16. RIGHT-OF-USE ASSETS

## 16. 使用權資產

		<b>Leasehold properties</b> 租賃物業 HK\$'000 千港元	
<b>Cost</b>	<b>成本</b>		
As at 1 April 2022, 31 March 2023 and 1 April 2023	於二零二二年四月一日、二零二三年三月三十一日及二零二三年四月一日		3,763
Termination of leases	終止租賃		(3,763)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>		<b>—</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>		
As at 1 April 2022	於二零二二年四月一日		941
Depreciation for the year	年內折舊		1,881
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日		2,822
Depreciation for the year	年內折舊		941
Termination of lease	終止租賃		(3,763)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>		<b>—</b>
<b>Net carrying value</b>	<b>賬面淨值</b>		
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>		<b>—</b>
As at 31 March 2023	於二零二三年三月三十一日		941
		<b>2024</b> 二零二四年 <b>HK\$'000</b> 千港元	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元
Expense relating to short-term leases	有關短期租賃之開支	<b>149</b>	244
Total cash outflow for leases	租賃現金流出總額	<b>1,117</b>	2,278

## 16. RIGHT-OF-USE ASSETS *(Continued)*

As at 31 March 2023, the Group leases various offices premises for its operations. Lease contracts are entered into for fixed term of 2 years. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

## 17. INTANGIBLE ASSET

## 16. 使用權資產 *(續)*

於二零二三年三月三十一日，本集團就其營運租賃多項辦公物業。租賃合約乃於兩年固定年期訂立。租賃年期乃按個別基準磋商，且包含不同條款及條件。釐定租賃年期及評估不可取消租期長度時，本集團應用合約之定義，並釐定合約可予強制執行之期間。

## 17. 無形資產

		In-process R&D 研發過程 HK\$'000 千港元
<b>COST AND CARRYING VALUES</b>		
<b>As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024</b>		
		<b>1,373,224</b>

### 成本及賬面值

於二零二二年四月一日、  
二零二三年三月三十一日、  
二零二三年四月一日及  
二零二四年三月三十一日

The In-process R&D represented an in-process research and development project involving the Product. The patents of an invention “a method of production of oil-phase preparation of oral insulin (一種製備口服胰島素油相製劑的方法)” in relation to the Product are registered under the joint names of Fosse Bio-Engineering Development Limited (“Fosse Bio”) and Tsinghua University, Beijing (“THU”). Fosse Bio is a subsidiary of Smart Ascent, which became a subsidiary of the Company upon completion of the acquisition on 28 July 2014. In addition, Fosse Bio and THU have entered into the collaboration agreement in 1998 in connection with the research and development of the Product. Pursuant to the THU Collaboration Arrangement, which is originally expired in October 2018. During the year ended 31 March 2019, the Group has entered into a supplemental agreement with THU to renew the terms of the collaboration for another five years to October 2023. (the “Renewed THU Collaboration Agreement”). Under the Renewed THU Collaboration Agreement, Fosse Bio would be entitled to commercialise the relevant technologies of the Product and to manufacture and sell the Product on an exclusive basis, and THU is entitled to 1.5% of Fosse Bio’s annual sales upon commercialisation of the Product. Accordingly, Fosse Bio has the exclusive right for the commercialisation of the Product under the Renewed THU Collaboration Agreement.

研發過程指涉及產品正在進行的研發項目。一項有關產品之「一種製備口服胰島素油相製劑的方法」之專利以福仕生物工程有限公司(「福仕」)及北京清華大學(「清華大學」)共同名義登記。福仕是進生之附屬公司，進生於本公司在二零一四年七月二十八日完成收購後成為本公司之附屬公司。此外，福仕及清華大學於一九九八年簽訂有關研發產品之合作研發協議。根據該原來於二零一八年十月到期之清華大學合作研發協議。截至二零一九年三月三十一日止年度，本集團與清華大學訂立補充協議，以將合作年期另外重續五年至二零二三年十月(「重續清華大學合作研發協議」)。根據重續清華大學合作研發協議，福仕有權商品化產品之有關技術及獨家生產及銷售產品，而清華大學有權於產品商品化完成後享有福仕1.5%之年銷售額。據此，福仕根據重續清華大學合作研發協議擁有商品化產品之專有權。

## 17. INTANGIBLE ASSETS (Continued)

On 25 June 2024, the Group entered into a second supplemental agreement with THU to renew the term of the THU Collaboration Arrangement to 30 June 2027.

The recoverable amount of the In-process R&D is determined based on fair value calculation using the income approach, with reference to the valuation performed by Roma Appraisal Limited, an independent professional qualified valuer. The fair value calculation used the cash flow projection prepared by the Directors based on 10-years projection period. Given the nature of the Product, which is expected to be the first oral insulin drug available in the market, in the opinion of the Directors, using a 10-years projection period is more appropriate to reflect the future cash flows arising from the Product in the long run.

The cash flow projection is also prepared under certain key assumptions, including but not limited to the expected selling price, budgeted sales, expected gross margin, the estimate successful rate for the commercialisation of the Product and discount rate. In addition, the fundamental assumptions included the regulatory approvals from the relevant government bodies (in particular, the granting of the certificate of new medicine and pharmaceutical manufacturing permit for the Product by National Medical Products Administration of the PRC) to launch the Product in the first quarter of 2026.

The expected future economic benefits attributable to the In-process R&D approved by the management cover a 10-years period. The calculation used in the cash flow projection with certain key parameters are as below:

		2024 二零二四年	2023 二零二三年
Discount rate (post-tax)	貼現率(稅後)	<b>26.78%</b>	29.0%
Growth rate	增長率	<b>2.2%</b>	2.2%
Gross profit ratio	總利潤率	<b>56%</b>	63.4%
Estimate successful rate	預計成功率	<b>52.3%</b>	52.3%

The recoverable amount is significantly above the carrying amount of the Group's intangible asset. Management believes that any reasonable possible change in any of these assumptions would not result in impairment.

## 17. 無形資產(續)

於二零二四年六月二十五日，本集團與清華大學訂立第二份補充協議，將清華大學合作協議年期重續至二零二七年六月三十日。

研發過程之可收回金額乃經參考獨立專業合資格估值師羅馬國際評估有限公司進行的估值，使用收入法按公平值計算釐定。公平值計算法使用管理層基於十年預測期編製之現金流量預測。鑒於產品性質(預期為市場上首款口服可供銷售之胰島素藥物)，董事認為，使用十年預測期更適用於反映長遠而言來自產品之未來現金流量。

現金流量預測亦按若干主要假設編製，包括但不限於預計售價、預算銷售量、預計毛利率、產品商品化的估計成功率及貼現率等。此外，基本假設包括相關政府機構於二零二六年第一季授出有關發佈產品的監管批准(具體而言，須由中國國家藥品監督管理局就產品頒發新藥及製藥許可證書)。

管理層審批的研發過程應佔預期未來經濟利益涵蓋10年期間。現金流量預測所用計算及若干關鍵參數如下所示：

可收回款項大幅高於本集團無形資產的賬面值。管理層認為該等假設的任何合理可能變動將不會導致減值。

## 18. TRADE RECEIVABLES

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables	貿易應收賬款	5,074	6,402
Less: Loss allowance for expected credit loss	減：預期信貸虧損之虧損撥備	(169)	(235)
		<b>4,905</b>	6,167

The Group's trading terms with its customers are mainly based on credit. The credit terms of 90 days (2023: 90 days). All sales made to the major customer have short credit terms. These credit evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice date at the end of the reporting period:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
30 days or less	30日或以下	571	505
31 to 60 days	31至60日	349	491
61 to 90 days	61至90日	762	695
91 to 180 days	91至180日	2,435	2,134
Over 180 days	超過180日	788	2,342
		<b>4,905</b>	6,167

The Group did not hold any collateral over these balances.

Details of impairment assessment of trade receivables are set out in note 31.

## 18. 貿易應收賬款

本集團客戶之貿易條款主要以賒銷方式進行，信貸期為90日(二零二三年：90日)。向主要客戶作出之所有銷售均為短信貸期。該等信貸評估集中於客戶支付到期款項之過往記錄，以及目前之支付能力，並考慮客戶以及與客戶運營之經濟環境相關之特定資料。本集團致力嚴格控制未收回之應收款項，高級管理層會定期審閱逾期結餘。

於報告期末，根據發票日期呈列之貿易應收賬款(扣除信貸虧損撥備)之賬齡分析如下：

本集團概無就該等結餘持有任何抵押品。

貿易應收賬款減值評估之詳情載於附註31。

## 19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 19. 預付款項、按金及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Prepaid rental fee	預付租金	52	57
Prepaid project operating fund	預付項目營運經費	1,554	1,554
Deposits paid	已付按金	1	530
Other receivables	其他應收款項	212	244
Total	總計	1,819	2,385

Details of impairment of other receivables and deposits are set out in note 31.

其他應收款項及按金減值評估之詳情載於附註31。

## 20. BANK BALANCES AND CASH

Bank balances and cash comprise cash and bank balances held by the Group with original maturity of three months or less and carry interest at prevailing deposit rates which range from 0.01% to 0.875% (2023: 0.625% to 0.750%) per annum.

## 20. 銀行結餘及現金

銀行結餘及現金包括本集團持有之現金及銀行結餘，原到期日為三個月或更短時間，按現行存款利率計息，利率介乎每年0.01%至0.875%（二零二三年：0.625%至0.750%）。

## 21. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

## 21. 貿易應付賬款

於報告期末，根據發票日期呈列之貿易應付賬款之賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
30 days or less	30日或以下	479	440
31 to 60 days	31至60日	296	428
61 to 90 days	61至90日	649	623
Over 90 days	超過90日	429	2,531
		1,853	4,022

The average credit period on purchase of goods normally range from 60 days to 90 days.

購買貨品之平均信貸期通常介乎60日至90日。



## 22. LEASE LIABILITIES

## 22. 租賃負債

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current	即期	—	968
Non-current	非即期	—	—
		—	968
Minimum lease payments due	於下列期間內到期之 最低租賃款項		
— Within one year	— 一年內	—	979
— More than one year but not more than two years	— 超過一年 但不多於兩年	—	—
Future finance charges	未來融資開支	—	979 (11)
Present value of lease liabilities	租賃負債現值	—	968
Present value of minimum lease payments	最低租賃款項現值		
— Within one year	— 一年內	—	968
— More than one year but not more than two years	— 超過一年 但不多於兩年	—	—
		—	968
Amounts due for settlement within one year	於一年內到期結付之金額	—	968
Amounts due for settlement after one year	於一年後到期結付之金額	—	—
		—	968

The exposure of the Group's lease liabilities are as follow:

本集團所面臨之租賃負債如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
As at 1 April	於四月一日	968	2,849
Interest expense	利息開支	11	78
Repayment	還款	(979)	(1,959)
As at 31 March	於三月三十一日	—	968

**23. AMOUNTS DUE TO NON-CONTROLLING INTERESTS AND FORMER NON-CONTROLLING INTERESTS, AMOUNT DUE TO A FORMER ASSOCIATE, LOAN FROM A NON-CONTROLLING INTERESTS, LOAN FROM A FORMER ASSOCIATE AND LOAN FROM A SUBSTANTIAL SHAREHOLDER**

**23. 應付非控股權益及前非控股權益款項、應付前聯營公司款項、來自非控股權益貸款、來自前聯營公司貸款及一位主要股東貸款**

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Amounts due to non-controlling interests Fordnew (Notes a and b)	應付非控股權益款項 福聯(附註a及b)	<b>3,092</b>	3,092
Amounts due to former non-controlling interests Zheng Chang Xue (Notes a and b) Hou Shi Chang (Notes a and b)	應付前非控股權益款項 鄭昌學(附註a及b) 侯世昌(附註a及b)	<b>559</b> <b>165</b>	559 165
		<b>724</b>	724
Amount due to a former associate Extrawell (BVI) (Note d)	應付前聯營公司款項 Extrawell (BVI) (附註d)	<b>41,947</b>	41,947
Loan from a non-controlling interests Fordnew (Note c)	來自非控股權益貸款 福聯(附註c)	<b>10,346</b>	10,346
Loan from a former associate Extrawell (BVI) (Note e)	來自前聯營公司貸款 Extrawell (BVI) (附註e)	<b>24,654</b>	23,593
Loan from a substantial shareholder Dr. Mao (Note f)	來自一位主要股東貸款 毛博士(附註f)	<b>62,300</b>	51,000

## 23. AMOUNTS DUE TO NON-CONTROLLING INTERESTS AND FORMER NON-CONTROLLING INTERESTS, AMOUNT DUE TO A FORMER ASSOCIATE, LOAN FROM A NON-CONTROLLING INTERESTS, LOAN FROM A FORMER ASSOCIATE AND LOAN FROM A SUBSTANTIAL SHAREHOLDER

(Continued)  
Notes:

- (a) The amounts are unsecured, interest-free and have no fixed terms of repayment.
- (b) The amounts represent contributions made by non-controlling interests of Fosse Bio in respect of working capital and operation funds for the further clinical trials of the oral insulin project.
- (c) This represents a loan made by Fordnew to Fosse Bio pursuant to the loan agreement entered into between Smart Ascent and Fordnew on 25 May 2011. The loan is unsecured and non-interest bearing. The loan will be repaid 3 years after the product available to launch in the market.
- (d) The amount is unsecured, interest-free and is repayable within one year.
- (e) On 27 July 2018, the Company and Extrawell (BVI) entered into a shareholders' loan agreement for a loan to Smart Ascent amounting to HK\$30,000,000 million in total (the "2018 Shareholder Loan"), to be contributed as to 51% i.e. HK\$15,300,000 by the Company and as to 49% i.e. HK\$14,700,000 by Extrawell (BVI). The 2018 Shareholder Loan is unsecured, interest bearing at 5% per annum, repayable after 5 years at the drawdown date.

Smart Ascent has been fully drawn down the loan on 24 September 2018, 7 August 2019 and 14 August 2019. As at 31 March 2024, interest expenses of HK\$1,566,000 (2023: HK\$1,500,000) is recognised to profit or loss.

On 8 March 2022, the Company and Extrawell (BVI) entered into a Shareholders' loan agreement for a loan to Smart Ascent amounting to HK\$12,000,000 million in total (the "2022 Shareholder Loan"), to be contributed as to 51% i.e. HK\$6,100,000 by the Company and as to 49% i.e. HK\$5,900,000 by Extrawell (BVI). The 2022 Shareholder Loan is unsecured, interest bearing at 5% per annum, repayable after 5 years at the drawdown date.

Smart Ascent has been fully drawn down the loan on 17 June 2022, 6 January 2023 and 15 March 2023. As at 31 March 2024, interest expenses of HK\$600,000 (2023: HK\$255,000) is recognised to profit or loss.

- (f) For the years ended 31 March 2024 and 2023, the loan from a substantial shareholder is unsecured, non-interest bearing and repayable within one year.

## 23. 應付非控股權益及前非控股權益款項、應付前聯營款項、來自非控股權益貸款、來自前聯營公司貸款及一位主要股東貸款(續)

附註：

- (a) 該款項為無抵押、免息及無固定償還期。
- (b) 該款項指福仕的非控股權益就該營運資金及口服胰島素項目的進一步臨床試驗的經營資金之供款。
- (c) 這表示福聯根據於二零一一年五月二十五日進生與福聯簽訂貸款協議借予福仕之貸款。該貸款為無抵押及無利息。該貸款將於產品推出3年後償還。
- (d) 該款項為無抵押、免息及需在一年內償還。
- (e) 於二零一八年七月二十七日，本公司及Extrawell (BVI)訂立一份股東貸款協議，向進生提供總額為30,000,000港元之貸款(「二零一八年股東貸款」)，由本公司提供51%款項(即15,300,000港元)及由Extrawell (BVI)提供49%款項(即14,700,000港元)。二零一八年股東貸款為無抵押、年利率為5%，須於提取日期五年後償還。

進生已於二零一八年九月二十四日、二零一九年八月七日及二零一九年八月十四日悉數提取該貸款。於二零二四年三月三十一日，利息支出1,566,000港元(二零二三年：1,500,000港元)已於損益內確認。

於二零二二年三月八日，本公司及Extrawell (BVI)訂立一份股東貸款協議，向進生提供總額為12,000,000港元之貸款(「二零二二年股東貸款」)，由本公司提供51%款項(即6,100,000港元)及由Extrawell (BVI)提供49%款項(即5,900,000港元)。二零二二年股東貸款為無抵押、年利率為5%，須於提取日期五年後償還。

進生已於二零二二年六月十七日、二零二三年一月六日及二零二三年三月十五日悉數提取該貸款。於二零二四年三月三十一日，利息支出600,000港元(二零二三年：255,000港元)已於損益內確認。

- (f) 截至二零二四年及二零二三年三月三十一日止年度，來自一位主要股東貸款為無抵押、無利息及於一年內償還。

## 24. DEFERRED TAX

At as 31 March 2024, the Group had estimated unused tax losses of HK\$nil (2023: HK\$nil) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. The tax losses have not been agreed by the relevant authorities. The tax losses do not expire under current tax legislation.

## 24. 遞延稅項

於二零二四年三月三十一日，本集團估計有未動用稅項虧損零港元(二零二三年：零港元)，可用作抵銷日後溢利。由於未能預測日後溢利流量，故並無就有關稅項虧損確認遞延稅項資產。有關當局尚未議定稅項虧損。根據現行稅法，稅項虧損不設期限。

## 25. CONVERTIBLE BONDS

The movement of liability component of Convertible Bonds issued by the Company for the year is set out below:

		Convertible Bonds I 可換股 債券一 HK\$'000 千港元	Convertible Bonds II 可換股 債券二 HK\$'000 千港元	Convertible Bonds III 可換股 債券三 HK\$'000 千港元	Convertible Bonds IV 可換股 債券四 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	176,520	22,000	639,826	33,445	871,791
Effective interest expenses	實際利息開支	45,394	5,227	174,572	7,838	233,031
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	221,914	27,227	814,398	41,283	1,104,822
Effective interest expenses	實際利息開支	33,890	4,818	171,185	7,132	217,025
Extinguishment of convertible bond under substantial modification	根據重大修改更改可換股 債券	—	—	(871,773)	—	(871,773)
Recognition of convertible bond under substantial modification	根據重大修改確認可換股 債券	—	—	541,536	—	541,536
Conversion of convertible bonds	轉換可換股債券	—	(32,045)	—	(48,415)	(80,460)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>255,804</b>	<b>—</b>	<b>655,346</b>	<b>—</b>	<b>911,150</b>
Analysed as:	分析為:					
Current	流動	255,804	—	—	—	255,804
Non current	非流動	—	—	655,346	—	655,346
		<b>255,804</b>	<b>—</b>	<b>655,346</b>	<b>—</b>	<b>911,150</b>

The effective interest rates of all the liability component of all the convertible bonds ranged from: 21.23% to 35% per annum (2023: 23.44% to 27.28% per annum).

### Convertible Bonds I

The Company issued convertible bonds in an aggregate principal amount of HK\$436,800,000 and HK\$51,200,000 respectively on 25 October 2013 and 27 December 2013 (collectively referred to as "Convertible Bonds I") for the acquisition of Sale CB-I and 450,000,000 ordinary shares of Extrawell. The Convertible Bonds I with a zero coupon rate mature on the tenth anniversary of the date of issue.

The Convertible Bonds I entitle the bond holders to convert them into shares of the Company at any time within 10 years from the date of issue of the Convertible Bonds I, at the conversion price per share of HK\$0.40, subject to anti-dilution clauses.

## 25. 可換股債券

年內本公司發行之可換股債券負債部分之變動載列如下：

所有可換股債券的所有負債部分的實際利率介乎：每年21.23%至35%（二零二三年：每年23.44%至27.28%）。

### 可換股債券一

本公司於二零一三年十月二十五日及二零一三年十二月二十七日發行可換股債券，合計本金分別為436,800,000港元及51,200,000港元（合稱「可換股債券一」），旨在收購待售可換股債券一以及精優的450,000,000股普通股。零息票率的可換股債券一在發行日期起計第十週年當日到期。

可換股債券一賦予債券持有人權利，於發行可換股債券一日期後十年內隨時將可換股債券一轉換為本公司股份，轉換價為每股股份0.40港元，須受反攤薄條款限制。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds I (Continued)

If the Convertible Bonds I have not been converted, they will be redeemed at par on the tenth anniversary of the date of issue.

The Convertible Bonds I are issued in HK\$. The fair values of the liability component were HK\$42,886,000 and HK\$4,981,000 for the Convertible Bonds I issued by the Company on 25 October 2013 and 27 December 2013 respectively, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair values of the conversion option of HK\$671,267,000 and HK\$82,161,000 classified as equity component for the Convertible Bonds I issued by the Company on 25 October 2013 and 27 December 2013 respectively were calculated using the Binomial Model. The inputs into the model were as follows:

		25 October 2013 二零一三年 十月二十五日	27 December 2013 二零一三年 十二月二十七日
		Principal amount of HK\$436,800,000 本金額	Principal amount of HK\$51,200,000 本金額
		436,800,000 港元	51,200,000 港元
Stock price	股價	HK\$0.91 0.91 港元	HK\$0.99 0.99 港元
Exercise price	行使價	HK\$0.40 0.40 港元	HK\$0.40 0.40 港元
Discount rate	貼現率	26.12%	26.24%
Risk-free rate (note a)	無風險利率(附註a)	1.83%	2.32%
Expected volatility (note b)	預期波幅(附註b)	86.71%	85.53%
Expected dividend yield (note c)	預期股息收益率(附註c)	0.00%	0.00%

Any changes in the major inputs used in the model will result in changes in the fair value of the liability component. The variables and assumptions used in calculating the fair value of the liability component are based on the directors' best estimate.

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of the Company over the past bond period.
- (c) Estimated by reference to the historical dividend payout of the Company.

## 25. 可換股債券 (續)

### 可換股債券一 (續)

倘可換股債券一未獲轉換，其將於發行日期後第十週年日按面值贖回。

可換股債券一以港元發行。本公司於二零一三年十月二十五日及二零一三年十二月二十七日所發行的可換股債券一的負債部分公平值分別為42,886,000港元及4,981,000港元，乃透過貼現現金流量法，利用類似非可換股債券的現行市場利率釐定，並計及本公司之信貸風險。本公司於二零一三年十月二十五日及二零一三年十二月二十七日發行之可換股債券一分類為權益部分換股權之公平值分別為671,267,000港元及82,161,000港元，乃透過二項式模式計算。該模式的輸入如下：

模式所用之主要輸入數據發生任何變動，將導致債務部分公平值發生變化。計算負債部分公平值所用變量及假設乃基於董事的最佳估計。

附註：

- (a) 該利率乃參考於估值日期香港政府債券及國庫券的收益率釐定。
- (b) 基於債券期間本公司的過往價格波幅。
- (c) 根據本公司的過往股息派付估計得出。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds I (Continued)

During the years ended 31 March 2024 and 2023, none of the Convertible Bonds I was converted into ordinary shares of the Company.

The movement of liability component of Convertible Bonds I for the year is set out below:

		<b>Principal amount</b> 本金額 HK\$'000 千港元	<b>Carrying amount</b> 賬面值 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	256,000	176,520
Effective interest expense	實際利息開支	—	45,394
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	256,000	221,914
Effective interest expense	實際利息開支	—	33,890
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>256,000</b>	<b>255,804</b>

The Convertible bonds I were matured on 25 October 2023 and 27 December 2023 respectively.

On 15 August 2023 and 22 December 2023, the Company and the bondholders entered into the deed of amendment and supplemental deed of amendment pursuant to which the Company and bondholders agreed to amend the terms of the convertible bonds in the principal amount of HK\$256,000,000 to the effect that: (i) the conversion price of the convertible bonds shall be amended from HK\$0.4 to HK\$0.202; (ii) the maturity date of the convertible bonds shall be extended from the tenth anniversary of the date of issue to the twentieth anniversary of the date of issue.

The amendment shall be conditional upon and subject to:

- a) the approval having been obtained from the Stock Exchange in respect of the amendment;
- b) all necessary consents and approvals required to be obtained on the part of the Company and the bondholders in respect of the amendment having been obtained and remained in full force and effect;

## 25. 可換股債券 (續)

### 可換股債券一 (續)

於截至二零二四年及二零二三年三月三十一日止年度，並無可換股債券一被轉換為本公司普通股。

年內可換股債券一之負債部分變動情況如下：

可換股債券一已分別於二零二三年十月二十五日及二零二三年十二月二十七日到期。

於二零二三年八月十五日及二零二三年十二月二十二日，本公司與債券持有人訂立修訂契據及補充修訂契據，據此，本公司與債券持有人已同意修訂本金額為256,000,000港元之可換股債券之條款，致使：(i)可換股債券之換股價應由0.4港元修訂為0.202港元；(ii)可換股債券之到期日應由發行日期起滿十週年當日延後至發行日期起滿二十週年當日。

修訂須以下列條件為前提並受其限制：

- a) 有關修訂已獲聯交所批准；
- b) 本公司及債券持有人已取得有關修訂所需的一切同意及批准，並維持十足效力及作用；

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds I (Continued)

- c) the passing of the necessary resolution(s) by the shareholders of each of the Company and the bondholders at a special general meeting of each of the Company and the bondholders to be convened and held to approve the deed of amendment and the transactions contemplated thereunder; and
- d) (if necessary) the bondholders having passed a written resolution of the bondholders meeting to approve the deed of amendment and the transactions contemplated thereunder.

On 24 May 2024 and 21 June 2024, the special general meeting was held and the amendment of the Convertible Bonds I have been completed respectively. The directors of the Company are of the opinion that the amendment of the Convertible Bonds I has been completed subsequently to the financial statement and consider the classification of the Convertible Bonds I continued as convertible bond.

### Convertible Bonds II

The Company issued convertible bonds in an aggregate principal amount of HK\$64,000,000, HK\$64,000,000 and HK\$64,000,000 respectively on 24 April 2014, 30 August 2014 and 31 December 2014 (collectively referred to as "Convertible Bonds II") for the acquisition of Sale CB-II first batch, second batch and third batch respectively. The Convertible Bonds II with zero coupon rate will mature on the tenth anniversary of the date of issue.

The Convertible Bonds II entitle the bond holders to convert them into shares of the Company at any time within 10 years from the date of issue of the Convertible Bonds II, at the initial conversion price per share of HK\$0.40, subject to anti-dilution clauses.

If the Convertible Bonds II have not been converted, they will be redeemed at par on the tenth anniversary of the date of issue.

## 25. 可換股債券 (續)

### 可換股債券一 (續)

- c) 在本公司及債券持有人分別為批准修訂契據及其項下擬進行的交易而召開及舉行的股東特別大會上，本公司股東及債券持有人股東分別通過所需決議案；及
- d) (如有需要) 債券持有人在債券持有人會議上通過書面決議案，批准修訂契據及其項下擬進行的交易。

股東特別大會已分別於二零二四年五月二十四日及二零二四年六月二十一日舉行，並已於會上完成可換股債券一的修訂。本公司董事認為，可換股債券一的修訂其後已於財務報表完成，並考慮將可換股債券一繼續分類為可換股債券。

### 可換股債券二

本公司於二零一四年四月二十四日、二零一四年八月三十日及二零一四年十二月三十一日分別以本金總額64,000,000港元、64,000,000港元以及64,000,000港元發行可換股債券(合稱為「可換股債券二」)，旨在分別收購待售可換股債券二第一批、第二批及第三批。零息票率的可換股債券二在發行日期起計第十週年當日期。

可換股債券二賦予債券持有人權利，於發行可換股債券二日期後十年內隨時將可換股債券二轉換為本公司股份，初始轉換價為每股股份0.40港元，惟須受反攤薄條款限制。

倘可換股債券二未經轉換，將於發行日期起計第十週年當日按面值予以贖回。



## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds II (Continued)

The Convertible Bonds II are issued in HK\$. The fair values of the liability component were HK\$6,622,000, HK\$6,916,000 and HK\$7,577,000 for the Convertible Bonds II issued by the Company on 24 April 2014, 30 August 2014 and 31 December 2014 respectively, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair values of the conversion option of HK\$131,454,000, HK\$118,983,000 and HK\$112,597,000 classified as equity component for the Convertible Bonds II issued by the Company on 24 April 2014, 30 August 2014 and 31 December 2014 respectively were calculated using Binomial Model. The inputs into the model were as follows:

		24 April 2014 二零一四年 四月二十四日	30 August 2014 二零一四年 八月三十日	31 December 2014 二零一四年 十二月三十一日
		Principal amount of HK\$64,000,000 本金額 64,000,000 港元	Principal amount of HK\$64,000,000 本金額 64,000,000 港元	Principal amount of HK\$64,000,000 本金額 64,000,000 港元
Stock price	股價	HK\$1.42 1.42 港元	HK\$1.19 1.19 港元	HK\$1.16 1.16 港元
Exercise price	行使價	HK\$0.40 0.40 港元	HK\$0.40 0.40 港元	HK\$0.40 0.40 港元
Discount rate	貼現率	25.46%	24.92%	23.78%
Risk-free rate (note a)	無風險利率(附註a)	2.20%	1.84%	1.85%
Expected volatility (note b)	預期波幅(附註b)	84.57%	82.53%	80.79%
Expected dividend yield (note c)	預期股息收益率(附註c)	0.00%	0.00%	0.00%

Any changes in the major inputs used in the model will result in changes in the fair value of the liability component. The variables and assumptions used in calculating the fair value of the liability component are based on the directors' best estimate.

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of the Company over the past bond period.
- (c) Estimated by reference to the historical dividend payout of the Company.

## 25. 可換股債券 (續)

### 可換股債券二 (續)

可換股債券二以港元發行。本公司於二零一四年四月二十四日、二零一四年八月三十日及二零一四年十二月三十一日所發行的可換股債券二的負債部分公平值分別為6,622,000港元、6,916,000港元及7,577,000港元，乃透過貼現現金流量法，利用類似非可換股債券的現行市場利率釐定，並計及本公司之信貸風險。本公司於二零一四年四月二十四日、二零一四年八月三十日及二零一四年十二月三十一日發行之可換股債券二分類為權益部分換股權之公平值分別為131,454,000港元、118,983,000港元及112,597,000港元，乃透過二項式模式計算。該模式的輸入如下：

模式所用之主要輸入數據發生任何變動，將導致債務部分公平值發生變化。計算負債部分公平值所用變量及假設乃基於董事的最佳估計。

附註：

- (a) 該利率乃參考於估值日期香港政府債券及庫券的收益率釐定。
- (b) 基於債券期間本公司的過往價格波幅。
- (c) 根據本公司的過往股息派付估計得出。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds II (Continued)

During the year ended 31 March 2024, the Convertible Bonds II was fully converted. The Company allotted and issued 99,000,000 shares of the Company to the subscriber on 5 January 2024.

The movement of liability component of Convertible Bond II for the year is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	39,600	22,000
Effective interest expenses	實際利息支出	—	5,227
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	39,600	27,227
Effective interest expenses	實際利息支出	—	4,818
Conversion of convertible bond	轉換可換股債券	(39,600)	(32,045)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>—</b>	<b>—</b>

### Convertible Bonds III

The Company issued convertible bonds to its associate, Extrawell, in an aggregate principal amount of HK\$715,000,000 on 28 July 2014 (collectively referred to as "Convertible Bonds III") as part of the consideration paid to acquire of 51% equity interest in Smart Ascent. The Convertible Bonds III with coupon rate of 3.5% per annum will mature on the seventh anniversary of the date of issue.

The Convertible Bonds III entitle the bond holders to convert them into shares of the Company at any time within 7 years from the date of issue of the Convertible Bonds III, at the initial conversion price per share of HK\$2.50, subject to anti-dilution clauses.

If the Convertible Bonds III has not been converted, they will be redeemed at par on the seventh anniversary of the date of issue.

## 25. 可換股債券 (續)

### 可換股債券二 (續)

截至二零二四年三月三十一日止年度，可換股債券二已悉數轉換。本公司於二零二四年一月五日向認購人配發及發行99,000,000股本公司股份。

年內可換股債券二之負債部分之變動載列如下：

### 可換股債券三

本公司已於二零一四年七月二十八日發行本金總額為715,000,000港元之可換股債券(合稱「可換股債券三」)予其聯營公司精優，作為部分支付收購進生51%股權之代價。可換股債券三之票面年息率為3.5%，並將於發行日期起計第七週年當日期到期。

可換股債券三賦予債券持有人權利，於發行可換股債券三日期後七年內隨時將可換股債券三轉換為本公司股份，初始轉換價為每股股份2.50港元，須受反攤薄條款限制。

倘可換股債券三未獲轉換，則將於發行日期起計第七週年當日期按面值予以贖回。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds III (Continued)

The Convertible Bonds III are issued in HK\$. The fair value of the liability component was HK\$233,547,000 for the Convertible Bonds III issued by the Company on 28 July 2014, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair value of the conversion option of HK\$136,646,000 classified as equity component for the Convertible Bonds III issued by the Company on 28 July 2014 was calculated using Binomial Model. The inputs into the model were as follows:

		28 July 2014 二零一四年 七月二十八日 Principal amount of HK\$715,000,000 本金額 715,000,000 港元
Stock price	股價	HK\$1.27 1.27 港元
Exercise price	行使價	HK\$2.50 2.50 港元
Discount rate	貼現率	24.13%
Risk-free rate (note a)	無風險利率(附註a)	0.13%
Expected volatility (note b)	預期波幅(附註b)	27.29%
Expected dividend yield (note c)	預期股息收益率(附註c)	0.00%

Any changes in the major inputs used in the model will result in changes in the fair value of the liability component. The variables and assumptions used in calculating the fair value of the liability component are based on the directors' best estimate.

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of the Company over the past bond period.
- (c) Estimated by reference to the historical dividend payout of the Company.

## 25. 可換股債券(續)

### 可換股債券三(續)

可換股債券三以港元發行。本公司於二零一四年七月二十八日發行之可換股債券三的負債部分的公平值為233,547,000港元，乃採用類似非可換股債券的現行市場利率按貼現現金流量法釐定，並已計及本公司的信貸風險。本公司於二零一四年七月二十八日發行之可換股債券三分類為權益部分換股權之公平值為136,646,000港元，乃採用二項式模式計算。該模式的輸入如下：

模式所用之主要輸入數據發生任何變動，將導致負債部分公平值發生變化。計算負債部分公平值所用變量及假設乃基於董事的最佳估計。

附註：

- (a) 該利率乃參考於估值日期香港政府債券及庫券的收益率釐定。
- (b) 基於債券期間本公司的過往價格波幅。
- (c) 根據本公司的過往股息派付估計得出。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds III (Continued)

On 28 October 2019, the Company completed the amendment of the term and condition of the Convertible Bonds III with Extrawell. Under the amendment, Extrawell agreed the due date for annual interest payment of HK\$25,025,000 due on 27 July 2019, 2020 and 2021 amended to on or before 28 July 2021; and additional interest of HK\$11,261,250 shall be paid by the Company on 28 July 2021. Detail of the amendments of the term and condition of the Convertible Bond III are set out in the Company's circular dated 13 September 2019.

On 16 August 2021, the Company completed the amendment of the term and conditions of the convertible bonds with Extrawell. Under the amendment, Extrawell agreed to amend the term of the convertible bonds to effect that, (i) the maturity date shall be extended from the original maturity date to 28 July 2023; and (ii) the interest payment date of the convertible bonds were amended. Detail of the amendment of the term and condition of the Convertible Bond III are set out in the Company's circular dated 13 July 2021.

On 12 July 2023, the Company completed the third amendment of the term and conditions of the convertible bonds, Extrawell agreed to amend the term of the convertible bonds to effect that, (i) the maturity date shall be extended from 28 July 2023 to 28 July 2025; and (ii) the interest payment date of the convertible bonds were amended. Detail of the amendment of the term and condition of the convertible Bonds III are set out in the Company's circular dated 12 June 2023.

During the years ended 31 March 2024 and 2023, none of the Convertible Bonds III was converted into ordinary shares of the Company.

The management of the Company has performed the qualitative assessment on the amendment of the term of the convertible bond and consider the terms are substantially different. Accordingly, such modification of terms is accounted for as an extinguishment, gain on extinguishment of convertible bond of approximately HK\$330,237,000 was recognised into the profit or loss.

## 25. 可換股債券 (續)

### 可換股債券三 (續)

於二零一九年十月二十八日，本公司完成與精優修訂可換股債券三的條款及條件。根據修訂，精優同意將於二零一九年、二零二零年及二零二一年七月二十七日期應付的25,025,000港元的每年利息付款到期日改為二零二一年七月二十八日或之前；及本公司須於二零二一年七月二十八日支付額外利息11,261,250港元。修訂可換股債券三條款及條件之詳情載於本公司日期為二零一九年九月十三日之通函。

於二零二一年八月十六日，本公司完成與精優修訂可換股債券的條款及條件。根據修訂，精優同意修訂可換股債券之條款，即(i)到期日應由原到期日延後至二零二三年七月二十八日；及(ii)可換股債券之付息日期將予進一步修訂。修訂可換股債券三條款及條件之詳情載於本公司日期為二零二一年七月十三日之通函。

於二零二三年七月十二日，本公司完成第三次修訂可換股債券之條款及條件，精優同意修訂可換股債券之條款，即(i)到期日應由二零二三年七月二十八日延至二零二五年七月二十八日；及(ii)可換股債券之付息日期將予進一步修訂。修訂可換股債券三條款及條件之詳情載於本公司日期為二零二三年六月十二日之通函。

截至二零二四年及二零二三年三月三十一日止年度，並無可換股債券三被轉換為本公司普通股。

本公司管理層已對可換股債券條款之修訂進行定性評估，並認為有關條款實際上存在差異。因此，有關條款之修改會入賬列為一項更改，並於損益賬內確認更改可換股債券之收益約330,237,000港元。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds III (Continued)

The movement of liability component of Convertible Bond III for the year is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	715,000	639,826
Interest expense paid	已支付利息開支	—	174,572
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	715,000	814,398
Interest expense paid	已支付利息開支	—	171,185
Extinguishment of convertible bond under substantial modification	根據重大修訂更改可換股債券	—	(871,773)
Recognition of convertible bond under substantial modification	根據重大修訂確認可換股債券	—	541,536
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>715,000</b>	<b>655,346</b>

### Convertible Bonds IV

The Company issued convertible bonds in an aggregate principal amount of HK\$64,000,000 on 30 April 2015 (collectively referred to as “Convertible Bonds IV”) for the acquisition of Sale CB-II fourth batch. The Convertible Bonds IV with zero coupon rate will mature on the tenth anniversary of the date of issue.

The Convertible Bonds IV entitle the bond holders to convert them into shares of the Company at any time within 10 years from the date of issue of the Convertible Bonds IV, at the initial conversion price per share of HK\$0.40, subject to anti-dilution clauses.

If the Convertible Bonds IV have not been converted, they will be redeemed at par on the tenth anniversary of the date of issue.

The Convertible Bonds IV are issued in HK\$. The fair value of the liability component was HK\$7,790,000 for the Convertible Bonds IV issued by the Company on 30 April 2015, which has been determined by the discounted cash flow approach using the prevailing market interest rate of similar non-convertible bonds and taking into account the credit risk of the Company. The fair value of the conversion option of HK\$109,371,000 classified as equity component for the Convertible Bonds IV issued by the Company on 30 April 2015 was calculated using Binomial Model.

## 25. 可換股債券 (續)

### 可換股債券三 (續)

年內可換股債券三之負債部分之變動載列如下：

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	715,000	639,826
Interest expense paid	已支付利息開支	—	174,572
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	715,000	814,398
Interest expense paid	已支付利息開支	—	171,185
Extinguishment of convertible bond under substantial modification	根據重大修訂更改可換股債券	—	(871,773)
Recognition of convertible bond under substantial modification	根據重大修訂確認可換股債券	—	541,536
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>715,000</b>	<b>655,346</b>

### 可換股債券四

本公司已於二零一五年四月三十日發行本金總額為64,000,000港元之可換股債券(合稱「可換股債券四」)，以收購第四批待售可換股債券二。零息票率的可換股債券四將於發行日期起計第十週年當日到期。

可換股債券四賦予債券持有人權利，於發行可換股債券四日期後十年內隨時將可換股債券四轉換為本公司股份，初始轉換價為每股股份0.40港元，須受反攤薄條款限制。

倘可換股債券四未獲轉換，則將於發行日期起計第十週年當日按票面值予以贖回。

可換股債券四以港元發行。本公司於二零一五年四月三十日發行之可換股債券四的負債部分的公平值為7,790,000港元，乃採用類似非可換股債券的現行市場利率按貼現現金流量法釐定，並已計及本公司的信貸風險。本公司於二零一五年四月三十日發行之可換股債券四分類為權益部分換股權之公平值為109,371,000港元，乃採用二項式模式計算。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds IV (Continued)

The inputs into the model were as follows:

## 25. 可換股債券 (續)

### 可換股債券四 (續)

該模式的輸入如下：

	<b>30 April 2015</b>
	二零一五年
	四月三十日
	<b>Principal</b>
	<b>amount of</b>
	<b>HK\$64,000,000</b>
	本金額
	<b>64,000,000 港元</b>

Stock price	股價	HK\$1.16 1.16港元
Exercise price	行使價	HK\$0.40 0.40港元
Discount rate	貼現率	23.44%
Risk-free rate (note a)	無風險利率(附註a)	1.48%
Expected volatility (note b)	預期波幅(附註b)	79.49%
Expected dividend yield (note c)	預期股息收益率(附註c)	0.00%

Any changes in the major inputs used in the model will result in changes in the fair value of the liability component. The variables and assumptions used in calculating the fair value of the liability component are based on the directors' best estimate.

Notes:

- (a) The rate was determined with reference to the yields of Hong Kong government bonds and treasury bills as at the date of valuation.
- (b) Based on the historical price volatility of the Company over the past bond period.
- (c) Estimated by reference to the historical dividend payout of the Company.

During the year ended 31 March 2024, the Convertible Bond IV were fully converted. The Company allotted and issued 105,000,000 and 55,000,000 shares of the Company to the subscriber on 29 December 2023 and 10 January 2024 respectively.

模式所用之主要輸入數據發生任何變動，將導致負債部分公平值發生變化。計算負債部分公平值所用變量及假設乃基於董事的最佳估計。

附註：

- (a) 該利率乃參考於估值日期香港政府債券及庫券的收益率釐定。
- (b) 基於債券期間本公司的過往價格波幅。
- (c) 根據本公司的過往股息派付估計得出。

截至二零二四年三月三十一日止年度，可換股債券四已悉數轉換。本公司分別於二零二三年十二月二十九日及二零二四年一月十日向認購人配發及發行105,000,000股及55,000,000股本公司股份。

## 25. CONVERTIBLE BONDS (Continued)

### Convertible Bonds IV (Continued)

The movement of liability component of Convertible Bond IV for the year is set out below:

		Principal amount 本金額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	64,000	33,445
Effective interest expense	實際利息開支	—	7,838
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	64,000	41,283
Effective interest expense	實際利息開支	—	7,132
Conversion of convertible bond	轉換可換股債券	(64,000)	(48,415)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>—</b>	<b>—</b>

## 26. SHARE CAPITAL

## 25. 可換股債券 (續)

### 可換股債券四 (續)

年內可換股債券四之負債部分之變動載列如下：

## 26. 股本

		Number of ordinary share of HK\$0.01 每股面值 0.01港元之 普通股數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
As at 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	50,000,000,000	500,000
Issued and fully paid:	已發行及已繳足：		
As at 1 April 2022, 31 March 2023 and 1 April 2023	於二零二二年四月一日、 二零二三年三月三十一日及 二零二三年四月一日	1,464,193,024	14,642
Issuance of share under conversion of convertible bonds (note 25)	因轉換可換股債券而發行之 股份(附註25)	259,000,000	2,590
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>1,723,193,024</b>	<b>17,232</b>

As at 31 March 2024, the maximum number of shares issuable upon conversion of all outstanding convertible bonds issued by the Company is 926,000,000 (2023: 1,805,000,000).

於二零二四年三月三十一日，本公司發行的所有未行使可換股債券在轉換時可予發行的股份數目上限為926,000,000股(二零二三年：1,805,000,000股)。

## 27. RETIREMENT BENEFIT SCHEMES

### Retirement benefit costs

The Group contributes to a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. Contributions are made based on a percentage of the employees’ relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed in the MPF Scheme. Under the MPF Scheme, the employer and its employees are each required to make contribution to the MPF Scheme at 5% of the employees’ relevant income subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

The employees of the Company’s subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. The Group’s employer contributions vest fully with the employees when contributed in the central pension scheme. The Group has no forfeiture of pension scheme contributions (i.e. contributions processed by the employer on behalf of the employee who has exited the scheme prior to vesting of such contributions). As at 31 March 2024 and 2023, no forfeited contribution under the pension scheme of the Group is available for deduction of contribution payable in coming years.

## 27. 退休福利計劃

### 退休福利成本

本集團為所有香港僱員就強制性公積金計劃條例內之強制性公積金退休福利計劃(「強積金計劃」)作出定額供款。根據強積金計劃條款，供款乃基於僱員相關收入之百分比計算，並於彼等須予支付時在損益扣除。強積金計劃之資產與本集團之資產分開處理，由獨立管理基金持有。本集團之僱主供款於向強積金計劃作出供款時悉數歸屬於僱員。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向強積金計劃作出供款，而每月有關收入之上限為30,000港元。強積金計劃供款即時歸屬。

於中國經營的本公司附屬公司僱員須參與當地市政府管理的中央退休金計劃。該等附屬公司須按其工資成本的某一百分比向中央退休金計劃供款。供款乃根據中央退休金計劃規則於應付供款時在損益中扣除。於中央退休金計劃供款時，本集團的僱主供款完全歸屬於僱員。本集團並無沒收退休金計劃供款(即在該供款歸屬前由僱主代表已退出該計劃的僱員處理的供款)。於二零二四年及二零二三年三月三十一日，本集團並無退休金計劃下的已沒收供款可用於扣除未來年度應付供款。



## 28. RELATED PARTY TRANSACTIONS

Dr. Mao and Dr. Xie have beneficial non-controlling interest in the shares of the Company. In addition, they have joint control of a company which has shareholding of the Company giving it significant influence over the Company. Save as those disclosed elsewhere in the consolidated financial statements, the Group has entered into the following related party transactions:

## 28. 關連人士交易

毛博士及謝博士於本公司股份中擁有實益非控股權益。此外，彼等共同控制一間擁有本公司股權並對本公司擁有重大影響力之公司。除綜合財務報表其他章節所披露者外，本集團已進行以下關連人士交易：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Service fee expense paid and payable to Dr. Mao, a shareholder of the Company (Note i)	已付及應付予本公司股東毛博士之服務費開支(附註i)	672	672
Loan from Dr. Mao, a substantial shareholder of the Company (Note ii)	來自本公司一位主要股東毛博士之貸款(附註ii)	62,300	51,000
		<b>62,972</b>	51,672
Key management compensation: Salaries and other benefits	主要管理層之報酬：薪金及其他福利	2,978	2,888
Retirement benefits scheme contributions	退休福利計劃供款	18	18
		<b>2,996</b>	2,906

Notes:

- (i) This transaction constitutes continuing connected transaction under Chapter 14A of the Listing Rules and is exempted from the reporting and disclosure requirement pursuant to Rule 14A.76(1) of the Listing Rules.
- (ii) The loan from a shareholder is unsecured, non-interest bearing and repayment on demand (2023: unsecured, non-interest bearing and repayment on demand).

附註：

- (i) 此項交易構成上市規則第14A章項下的持續關聯交易且豁免遵守上市規則第14A.76(1)條項下的報告及披露規定。
- (ii) 來自一位股東之貸款為無抵押、無利息及按要求償還(二零二三年：無抵押、無利息及按要求償還)。

## 29. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY 29. 本公司附屬公司詳情

Name 名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Place of operation 營運地點	Registered/issued paid-up capital 註冊/已發行繳足股本	Percentage of ownership interest/ voting power held by the Group 本集團所持有權權益/投票權之百分比				Principal activities 主要業務
				2024 二零二四年		2023 二零二三年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Lucky Full Holdings Limited 福滿控股有限公司	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	100%	—	100%	—	Investment holding 投資控股
Clear Rich International Limited 晴富國際有限公司	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding 投資控股
China United Gene Health Limited 華夏聯合基因健康產業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Trading of beauty equipment and products 美容設備及美容產品貿易
Mega Fortune Corporation Limited	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Investment holding 投資控股
First Team Limited	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Investment holding 投資控股
Multi-Wealth Investment Limited	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Investment holding 投資控股
Able Earn Investment Limited 盛得投資有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Investment holding 投資控股
Top Nice Holdings Limited 麗高集團有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 1港元普通股	—	100%	—	100%	Securities investment 證券投資
Mega Cedar Group Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding and securities investment 投資控股及證券投資

## 29. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued) 29. 本公司附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Place of operation 營運地點	Registered/issued paid-up capital 註冊/已發行繳足股本	Percentage of ownership interest/ voting power held by the Group 本集團所持擁有權權益/投票權之百分比				Principal activities 主要業務
				2024 二零二四年		2023 二零二三年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Perfect Net Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding 投資控股
New Wonder Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding 投資控股
Rankup Holdings Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding 投資控股
Marvel Wonder Global Limited	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$1 ordinary share 1美元普通股	—	100%	—	100%	Investment holding 投資控股
East Longmark (Shanghai) HealthCare Limited (Note a)	PRC	PRC	HK\$28 million registered capital	—	100%	—	100%	Provision of genetic testing services 提供基因測試服務
東龍脈(上海)健康管理服務有限公司(附註a)	中國	中國	28,000,000港元註冊資本					
Shanghai Honglian Investment Advisory Limited (Note b)	PRC	PRC	HK\$3.5 million registered capital	—	100%	—	100%	Inactive
上海弘連投資諮詢有限公司(附註b)	中國	中國	3,500,000港元註冊資本					非活躍
Smart Ascent (Note c)	Hong Kong	Hong Kong	HK\$10,000 ordinary shares	—	51%	—	51%	Investment holding 投資控股
進生(附註c)	香港	香港	10,000港元普通股					
Fosse Bio (Note c)	Hong Kong	PRC	HK\$100,000 ordinary shares	—	26.01%	—	26.01%	Development and commercialisation of oral insulin products
福仕(附註c)	香港	中國	100,000港元普通股					研發及商品化口服胰島素產品

## 29. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued) 29. 本公司附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Place of operation 營運地點	Registered/issued paid-up capital 註冊/已發行繳足股本	Percentage of ownership interest/ voting power held by the Group 本集團所持擁有權權益/投票權之百分比				Principal activities 主要業務
				2024 二零二四年		2023 二零二三年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Welly Surplus Development Limited (Note c) 瑞盈發展有限公司(附註c)	Hong Kong 香港	PRC 中國	HK\$100 ordinary shares 100港元普通股	—	26.01%	—	26.01%	Inactive 非活躍
Nation Joy Industries Limited (Note c) 國悅實業有限公司(附註c)	British Virgin Islands 英屬維爾京群島	British Virgin Islands 英屬維爾京群島	US\$10,000 ordinary shares 10,000美元普通股	—	51%	—	51%	Inactive 非活躍

Notes:

- (a) East Longmark is a wholly foreign-owned enterprise established in the PRC on 24 November 2011 for a period of thirty years.
- (b) Shanghai Honglian Investment Advisory Limited is a wholly foreign-owned enterprise established in the PRC on 26 January 2015 for a period of thirty years.
- (c) These companies became subsidiaries of the Company upon completion of Acquisition on 28 July 2014.

附註：

- (a) 東龍脈為於二零一一年十一月二十四日在中國成立之外商全資企業，為期三十年。
- (b) 上海弘連投資諮詢有限公司為於二零一五年一月二十六日在中國成立之外商全資企業，為期三十年。
- (c) 此等公司已於二零一四年七月二十八日之收購完成後成為本公司之附屬公司。

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affect the financial results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

本公司董事認為，上表已包括對本集團本年度之財務業績有重大影響或構成資產淨值主要部分之附屬公司。而倘提供其他附屬公司之詳情，董事則認為會使篇幅過於冗長。

## 29. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued)

None of the subsidiaries had any debt securities outstanding at the end of the year or any time during the year.

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

## 29. 本公司附屬公司詳情 (續)

於本年度完結時或年內任何時間上述附屬公司概無任何未償還之債務證券。

下表詳列本集團擁有重大非控股權益之非全資附屬公司：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及 主要經營地點	Proportion of ownership interests held by non-controlling interests 非控股權益所持有之 權益擁有權之比例		Loss and other comprehensive loss allocated to non-controlling interests 分配予非控股權益 之虧損及其他全面虧損		Accumulated non-controlling interests 累計非控股權益	
		2024 二零二四年	2023 二零二三年	2024 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元	2023 HK\$'000 千港元
Smart Ascent (Note) 進生(附註)	Hong Kong 香港	49%	49%	(1,063)	(1,235)	(9,997)	(8,934)
Non-wholly owned subsidiary of Smart Ascent 進生之非全資附屬公司							
Fosse Bio (Note) 福仕(附註)	Hong Kong/PRC 香港/中國	73.99%	73.99%	(2,837)	(6,521)	943,045	945,882
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之 個別非重大附屬公司				(793)	(1,221)	(2,105)	(1,312)
				(4,693)	(8,977)	930,943	935,636

## 29. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued)

Summarised financial information in respect of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

### Smart Ascent and its subsidiaries

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current assets	流動資產	2,215	1,884
Non-current assets	非流動資產	1,373,224	1,373,224
Current liabilities	流動負債	(85,058)	(52,426)
Non-current liabilities	非流動負債	(39,108)	(64,333)
Equity attributable to owners of the Company	本公司擁有人應佔權益	320,330	322,713
Non-controlling interests	非控股權益	930,943	935,636
Revenue	收益	—	—
Expenses	開支	(7,079)	(12,979)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	(7,076)	(12,978)
Loss and total comprehensive expense attributable to Owners of the Company	虧損及全面開支總額歸屬本公司擁有人	(2,389)	(3,981)
Non-controlling interests	非控股權益	(4,693)	(8,997)
		(7,076)	(12,978)
Net cash outflow from operating activities	於經營活動之現金流出淨額	646	(12,286)
Net cash inflow from financing activities	於融資活動之現金流入淨額	—	12,000

There are no net cash flows from investing activities.

投資活動並無產生現金流量淨額。

### 30. FINANCIAL INFORMATION OF THE COMPANY

### 30. 本公司之財務資料

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiary	於附屬公司的投資	—	—
Right-of-use assets	使用權資產	—	941
		—	941
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	—	481
Amounts due from group companies	應收集團公司之款項	400,401	394,544
Bank balances and cash	銀行結餘及現金	2,318	945
		402,719	395,970
Current liabilities	流動負債		
Lease liabilities	租賃負債	—	968
Accruals and other payables	應計費用及其他應付款項	5,175	1,788
Loan from shareholder	來自股東貸款	62,300	51,000
Convertible bond	可換股債券	255,804	1,036,312
		323,279	1,090,068
Net current assets/(liabilities)	流動資產／(負債)淨額	79,440	(694,098)
Total asset less current liabilities	總資產減流動負債	79,440	(693,157)
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	655,346	68,510
Total non-current liabilities	非流動負債總額	655,346	68,510
Net liabilities	負債淨額	(575,906)	(761,667)
Capital and reserves	資本及儲備		
Share capital	股本	17,232	14,642
Reserves	儲備	(593,138)	(776,309)
Total equity	權益總額	(575,906)	(761,667)

The financial statements were approved by the board of directors on 28 June 2024 and are signed on its behalf by:

財務報表已由董事會於二零二四年六月二十八日批准，並由以下董事代表簽署：

**Jiang Nian**  
蔣年  
DIRECTOR  
董事

**Tang Rong**  
唐榕  
DIRECTOR  
董事

**30. FINANCIAL INFORMATION OF THE COMPANY** (Continued)  
**Reserve of the Company**

**30. 本公司之財務資料** (續)

本公司之儲備

		Share premium 股份溢價 HK\$'000 千港元	Convertible equity reserve 可換股權益儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年 四月一日	1,119,294	575,392	(2,228,184)	(533,498)
Loss and total comprehensive expenses for the year	年內虧損及全面開支 總額	—	—	(242,811)	(242,811)
As at 31 March 2023 and 1 April 2023	於二零二三年 三月三十一日及 二零二三年 四月一日	1,119,294	575,392	(2,470,995)	(776,309)
Profit and total comprehensive income for the year	年內溢利及全面收益 總額	—	—	105,301	105,301
Conversion of convertible bonds	轉換可換股債券	256,910	(179,040)	—	77,870
<b>As at 31 March 2024</b>	<b>於二零二四年 三月三十一日</b>	<b>1,376,204</b>	<b>396,352</b>	<b>(2,365,694)</b>	<b>(593,138)</b>



### 31. FINANCIAL INSTRUMENTS Categories of financial instruments

### 31. 金融工具 金融工具類別

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
<i>Financial assets at amortised cost</i>	<i>按攤銷成本計量之金融資產</i>		
Trade receivables	貿易應收賬款	4,905	6,167
Deposits and other receivables	按金及其他應收款項	213	774
Bank balances and cash	銀行結餘及現金	3,075	1,331
Total	總計	8,193	8,272
<i>Financial liabilities at amortised cost</i>	<i>按攤銷成本計量之金融負債</i>		
Convertible bonds	可換股債券	911,150	1,104,822
Trade payables	貿易應付賬款	1,853	4,022
Accruals and other payables	應計費用及其他應付款項	7,526	2,972
Amounts due to non-controlling interests	應付非控股權益款項	3,092	3,092
Loan from a non-controlling interest	來自非控股權益貸款	10,346	10,346
Amounts due to former non-controlling interests	應付前非控股權益款項	724	724
Amount due to a former associate	應付前聯營公司款項	41,947	41,947
Loan from a substantial shareholder	來自一位主要股東貸款	62,300	51,000
Loan from a former associate	來自前聯營公司貸款	24,654	23,593
Total	總計	1,063,592	1,242,518

#### Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, other receivables and deposits, bank balances, loans from non-controlling interests, trade payables, accruals and other payables, amounts due to non-controlling interests, amounts due to former non-controlling interests, loan from a substantial shareholder, loan from a former associate, loans from a non-controlling interests and convertible bonds. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include interest rate risk, credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### 財務風險管理目標及政策

本集團之主要金融工具包括貿易應收賬款、其他應收款項及按金、銀行結餘、來自非控股權益貸款、貿易應付賬款、應計費用及其他應付款項、應付非控股權益款項、應付前非控股權益款項、來自一位主要股東貸款、來自前聯營公司貸款、來自非控股權益貸款及可換股債券。該等金融工具之詳情於有關附註披露。與該等金融工具有關之風險包括利率風險、信貸風險及流動資金風險，而有關如何緩減該等風險的政策載列於下文。管理層管理及監察該等風險以確保可適時及有效地制訂合適的措施。

### 31. FINANCIAL INSTRUMENTS (Continued)

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

##### Credit risk and impairment assessment

The Group's credit risk is primarily attributable trade and other receivables and deposits and bank balances for current period and prior year.

As at 31 March 2024, 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 the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk on the Group's bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, management reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts.

In respect of trade receivables, all sales made to major customer who have been given short credit terms. These credit evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The average credit period granted to the customers was 90 days (2023: 90 days). As at 31 March 2024, the carrying amount of trade receivables was concentrated on one (2023: one) customer which amounted for 100% of the total trade receivables. The Group will make specific provision for those balances which cannot be recovered. Normally, the Group does not obtain collateral from customers. In the opinion of the directors, the default risk faced by the Group is considered to be low.

### 31. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估

本集團之信貸風險主要來自本期間及先前年度之貿易應收賬款及其他應收款項及按金及銀行結餘。

於二零二四年三月三十一日，本集團所面臨之最大信貸風險(會因交易對方未能履行責任而令本集團承擔財政損失)為綜合財務狀況表列載之各項已確認之金融資產之賬面值。

由於交易對方為國際信貸評級機構評定為高信貸評級之銀行，故本集團銀行結餘之信貸風險有限。

為盡量減低信貸風險，本集團管理層已委任專責釐定信貸限額、信貸批核及其他監察程序之團隊。此外，管理層會定期審閱各個別貿易債務之可收回金額，以確保就不可收回債務確認足夠減值虧損。

就貿易應收賬款而言，所有銷售給主要客戶皆給予短期信貸期。該等信貸評估客戶支付到期款項之過往記錄，以及目前之支付能力，並考慮客戶以及與客戶運營之經濟環境相關之特定資料。向客戶授出的平均信貸期為90天(二零二三年：90天)。於二零二四年三月三十一日，貿易應收賬款之賬面值集中於一名(二零二三年：一名)客戶，佔總貿易應收賬款100%。本集團將為無法收回之應收結餘計提特定撥備。一般而言下，本集團不會向客戶收取抵押品。董事認為，本集團面臨之違約風險為低。

### 31. FINANCIAL INSTRUMENTS (Continued)

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

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

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide financial guarantee which would expose the Group to credit risk.

The Group applied the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all accounts receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

Expected loss rates are based on actual loss experience over the past year. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

### 31. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 信貸風險及減值評估 (續)

面臨的最高信貸風險指扣除任何減值撥備後綜合財務狀況表內各項金融資產的賬面值。本集團並無提供將使本集團面臨信貸風險的財務擔保。

本集團應用香港財務報告準則第9號之簡化方法計量預期信貸虧損，其就所有應收賬款使用全期預期信貸虧損撥備。為計量預期信貸虧損，貿易應收賬款已根據共享信貸風險特徵及逾期天數分類。

預期虧損率基於過去一年之實際虧損經驗計算。過往虧損率予以調整以反映影響客戶結算應收款項能力的有關宏觀經濟因素的當前及前瞻性資料。

		<b>Trade receivables</b> 貿易應收款項 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	415
Allowance for expected credit loss recognised	已確認預期信貸虧損撥備	235
Reversed of expected credit loss recognised	撥回已確認預期信貸虧損	(415)
As at 31 March 2023 and as at 1 April 2023	於二零二三年三月三十一日及 二零二三年四月一日	235
Allowance for expected credit loss recognised	已確認預期信貸虧損撥備	169
Reversed of expected credit loss recognised	撥回已確認預期信貸虧損	(235)
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>169</b>

**31. FINANCIAL INSTRUMENTS** (Continued)  
**Financial risk management objectives and policies** (Continued)

Credit risk and impairment assessment (Continued)

The credit quality of other receivables and deposits excluding prepayments has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. The directors are of the opinion that the credit risk of other receivables and deposits is low due to the sound collection history of other receivables due from them. Therefore, expected credit loss rate of the other receivables and deposits excluding prepayments is assessed to be close to zero and no provision was made as of 31 March 2024 and 2023.

Liquidity risk

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. In addition to issuance of new shares, the Group also relies on convertible bonds as a significant source of liquidity for the years ended 31 March 2024 and 2023.

The Group's current liabilities exceeded its current assets by approximately HK\$381,802,000 as at 31 March 2024 (2023: HK\$1,137,161,000).

**31. 金融工具** (續)  
**財務風險管理目標及政策** (續)

信貸風險及減值評估(續)

其他應收款項及按金(不包括預付款項)的信貸質素乃經參考有關交易方違約率及交易方財務狀況的歷史資料評估。董事認為其他應收款項及按金的信貸風險低微，乃由於其他應收彼等款項的收款記錄良好。因此，其他應收款項及按金(不包括預付款項)的預期信貸虧損率評估乃接近於零，且截至二零二四年及二零二三年三月三十一日並無計提撥備。

流動資金風險

於管理流動資金風險時，本集團監察及維持一定水平之現金及現金等價物，而管理層視該水平足以為本集團之業務提供資金，以及減少現金流量波動之影響。於截至二零二四年及二零二三年三月三十一日止年度，除發行新股份外，本集團亦倚賴可換股債券作為流動資金之主要來源。

本集團於二零二四年三月三十一日之流動負債超出流動資產約381,802,000港元(二零二三年：1,137,161,000港元)。

### 31. FINANCIAL INSTRUMENTS (Continued) Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment dates. The table includes both interest and principal cash flows.

#### Liquidity risk tables

		Weighted average interest rate	On demand or less than 1 month	1-3 months	3 months to 1 year	Over 1 year to 5 years	Total undiscounted cash flows	Carrying amount at
								31 March 2024
		加權平均利率	按要求或 少於一個月	一至三個月	三個月至一年	一年至五年	未貼現 現金流量總計	於二零二四年 三月三十一日 之賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元	千港元
31 March 2024	二零二四年三月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付賬款	-	1,853	-	-	-	1,853	1,853
Accruals and other payables	應計費用及其他應付款項	-	7,526	-	-	-	7,526	7,526
Amounts due to non-controlling interests	應付非控股權益款項	-	3,092	-	-	-	3,092	3,092
Amounts due to former non-controlling interests	應付前非控股權益款項	-	724	-	-	-	724	724
Amount due to a former associate	應付前聯營公司款項	-	41,947	-	-	-	41,947	41,947
Loan from a non-controlling interest	來自非控股權益貸款	-	10,346	-	-	-	10,346	10,346
Loan from a substantial shareholder	來自一位主要股東貸款	-	59,800	2,500	-	-	62,300	62,300
Loan from a former associate	來自前聯營公司貸款	5.00	6,284	-	12,250	7,350	25,884	24,654
Convertible bonds	可換股債券	27.31	255,804	-	-	1,000,029	1,255,833	911,150
			387,376	2,500	12,250	1,007,379	1,409,505	1,063,592

### 31. 金融工具 (續) 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

下表詳述本集團之非衍生金融負債之剩餘合約到期日(以協定還款日期為依據)。該表包括利息及本金現金流量。

#### 流動資金風險表

**31. FINANCIAL INSTRUMENTS** (Continued)  
**Financial risk management objectives and policies** (Continued)

Liquidity risk (Continued)  
Liquidity risk tables (Continued)

**31. 金融工具** (續)  
**財務風險管理目標及政策** (續)

流動資金風險 (續)  
流動資金風險表 (續)

	Weighted average interest rate	On demand or less than 1 month	1-3 months	3 months to 1 year	Over 1 year to 5 years	Total undiscounted cash flows	Carrying amount at 31 March 2023
	加權平均利率	按要求或少於一個月	一至三個月	三個月至一年	超過一年至五年	未貼現現金流量總計	於二零二三年三月三十一日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
31 March 2023							
Non-derivative financial liabilities							
Trade payables		4,022				4,022	4,022
Accruals and other payables		2,972				2,972	2,972
Amounts due to non-controlling interests		3,092				3,092	3,092
Amounts due to former non-controlling interests		724				724	724
Amount due to a former associate		41,947				41,947	41,947
Loan from a non-controlling interest		10,346				10,346	10,346
Loan from a substantial shareholder		51,000				51,000	51,000
Loan from a former associate	5.00			6,125	19,600	25,725	23,593
Convertible bonds	20.75			996,025	103,600	1,099,625	1,104,820
Lease liabilities	3.99	164	326	489		979	968
			114,267	326	1,002,639	123,200	1,240,432
							1,243,484

Fair value of the Group's financial assets that are measured at fair value on a recurring basis  
All financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 March 2024 and 2023.

根據經常性基準按公平值計量之本集團金融資產之公平值  
所有金融資產及負債之列賬金額與其於二零二四年及二零二三年三月三十一日之公平值並無重大差異。

## 32. NOTES SUPPORTING THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

融資活動產生的負債對賬：

		Lease liabilities (Note 22)	Loan from a non-controlling interest (Note 23)	Loans from a substantial shareholder (Note 23)	Loan from a former associate (Note 23)	Convertible bonds (Note 25)	Total
		租賃負債 (附註22)	來自非控股權益貸款 (附註23)	來自一名主要股東貸款 (附註23)	來自前聯營公司貸款 (附註23)	可換股債券 (附註25)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	2,849	10,346	40,000	16,853	871,791	941,839
Financing cash flows	融資現金流量	(1,959)	—	11,000	5,880	—	14,921
Finance cost	財務費用	78	—	—	860	233,031	233,969
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	968	10,346	51,000	23,593	1,104,822	1,190,729
Financing cash flows	融資現金流量	(979)	—	11,300	—	(80,460)	(70,139)
Recognition of convertible bond under substantial modification	根據重大修訂確認可換股債券	—	—	—	—	541,536	541,536
Extinguishment of convertible bond under substantial modification	根據重大修訂更改可換股債券	—	—	—	—	(871,773)	(871,773)
Finance cost	財務費用	11	—	—	1,061	217,025	218,097
<b>As at 31 March 2024</b>	<b>於二零二四年三月三十一日</b>	<b>—</b>	<b>10,346</b>	<b>62,300</b>	<b>24,654</b>	<b>911,150</b>	<b>1,008,450</b>

### 33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of amounts due to a former associate, non-controlling interests and former non-controlling interests, loan from a non-controlling interest, loan from a substantial shareholder, loan from a former associate and convertible bonds, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves. The directors of the Company review the capital structure on an annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group monitors its capital structure using net debt to equity ratio; whereby net debt comprises convertible bonds less bank balances and cash whilst equity means the total equity of the Group. During the year, the Group's strategy to maintain a healthy net debt to equity ratio has remained unchanged, and the debt to equity ratio is 3.33 as at 31 March 2024 (2023: 8.85).

### 33. 資本風險管理

本集團管理資本之目標為保證本集團之實體能夠持續以最佳化債務和股權平衡為股東提供最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本結構包含應付前聯營公司、非控股權益及前非控股權益款項、來自非控股權益貸款、來自一位主要股東貸款、來自前聯營公司貸款及可換股債券、現金及現金等價物淨額，以及本公司擁有人應佔權益，包括股本及儲備。本公司董事每年均就資本結構進行檢討。作為此檢討之一部分，董事認為資本成本及風險乃與各類資本有關連。根據董事之建議，本集團將會通過發行新股及回購股份以及發新債或贖回現有債務以平衡整體資本結構。

本集團使用淨負債權益比率監管其資本結構；其中淨負債指可換股債券減銀行結餘及現金，權益則指本集團之權益總額。於本年度，本集團維持穩健之淨負債權益比率之策略仍然不變。於二零二四年三月三十一日，債務對權益比率為3.33(二零二三年：8.85)。



# Financial Summary

## 財務概要

### RESULTS

### 業績

		For the year ended				
		31 March	31 March	31 March	31 March	31 March
		2024	2023	2022	2021	2020
		截至三月三十一日止年度				
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	<b>6,593</b>	8,075	11,145	15,189	14,580
Profit/(loss) for the year	年內溢利/(虧損)	<b>98,707</b>	(254,671)	36,431	(212,155)	(222,462)
Attributable to:	歸屬:					
Owners of the Company	本公司擁有人	<b>103,403</b>	(245,698)	45,803	(204,939)	(211,117)
Non-controlling interests	非控股權益	<b>(4,696)</b>	(8,973)	(9,372)	(7,216)	(11,345)
		<b>98,707</b>	(254,671)	36,431	(212,155)	(222,462)

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 March				
		於三月三十一日				
		2024	2023	2022	2021	2020
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-current assets	非流動資產	<b>1,373,224</b>	1,374,165	1,376,046	1,374,410	1,376,692
Current assets	流動資產	<b>9,799</b>	9,883	18,950	28,800	42,186
Current liabilities	流動負債	<b>(391,601)</b>	(1,147,044)	(99,772)	(800,673)	(70,540)
Non-current liabilities	非流動負債	<b>(671,991)</b>	(96,442)	(899,958)	(243,831)	(780,565)
Net assets	資產淨額	<b>319,431</b>	140,562	395,266	358,706	567,773
Attributable to:	歸屬:					
Owners of the Company	本公司擁有人	<b>(611,512)</b>	(795,074)	(549,367)	(595,352)	(390,373)
Non-controlling interests	非控股權益	<b>930,943</b>	935,636	944,633	954,058	958,146
Total equity	權益總額	<b>319,431</b>	140,562	395,266	358,706	567,773



INNOVATIVE PHARMACEUTICAL BIOTECH LIMITED

領航醫藥及生物科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立並於百慕達存續之有限公司)

(Stock Code 股份代號：399)