



# 華控康泰集團有限公司

## Kontafarma China Holdings Limited

(於開曼群島註冊成立之有限公司) (Incorporated in the Cayman Islands with limited liability)  
(股份代號 Stock Code: 1312)

# 2024

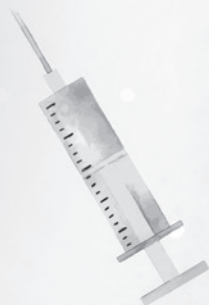
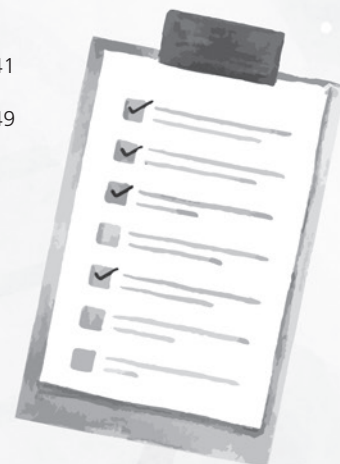
## 中期業績報告

### INTERIM REPORT



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## 公司資料 CORPORATE INFORMATION

### 董事會

### BOARD OF DIRECTORS

#### 執行董事

#### Executive Directors

王飛飛 (主席兼總裁)  
(於二零二四年六月七日獲委任)  
喬琳娜 (於二零二四年六月七日獲委任)  
郭姿秀 (財務總監)  
(於二零二四年六月七日獲委任)  
劉劍焜 (於二零二四年六月七日獲委任)

Wang Feifei (Chairman and President) (appointed on 7 June 2024)  
Qiao Linna (appointed on 7 June 2024)  
Guo Zixiu (Financial Controller) (appointed on 7 June 2024)  
Liu Jiankun (appointed on 7 June 2024)

#### 非執行董事

#### Non-Executive Director

黃俞 (於二零二四年四月十九日由執行  
董事調任為非執行董事)

Huang Yu (re-designated from an executive Director to a  
non-executive Director on 19 April 2024)

#### 獨立非執行董事

#### Independent Non-Executive Directors

鄧麗華 (於二零二四年六月七日獲委任)  
何昊沼 (於二零二四年六月七日獲委任)  
姚小民 (於二零二四年六月七日獲委任)

Tang Lai Wah (appointed on 7 June 2024)  
Ho Ho Ming (appointed on 7 June 2024)  
Yao Xiaomin (appointed on 7 June 2024)

#### 執行委員會

#### EXECUTIVE COMMITTEE

王飛飛，主席 (於二零二四年六月七日獲委任)  
喬琳娜 (於二零二四年六月七日獲委任)  
郭姿秀 (於二零二四年六月七日獲委任)  
劉劍焜 (於二零二四年六月七日獲委任)

Wang Feifei, Chairman (appointed on 7 June 2024)  
Qiao Linna (appointed on 7 June 2024)  
Guo Zixiu (appointed on 7 June 2024)  
Liu Jiankun (appointed on 7 June 2024)

#### 審核委員會

#### AUDIT COMMITTEE

鄧麗華，主席 (於二零二四年六月七日獲委任)  
何昊沼 (於二零二四年六月七日獲委任)  
姚小民 (於二零二四年六月七日獲委任)

Tang Lai Wah, Chairman (appointed on 7 June 2024)  
Ho Ho Ming (appointed on 7 June 2024)  
Yao Xiaomin (appointed on 7 June 2024)

#### 薪酬委員會

#### REMUNERATION COMMITTEE

姚小民，主席 (於二零二四年六月七日獲委任)  
鄧麗華 (於二零二四年六月七日獲委任)  
何昊沼 (於二零二四年六月七日獲委任)

Yao Xiaomin, Chairman (appointed on 7 June 2024)  
Tang Lai Wah (appointed on 7 June 2024)  
Ho Ho Ming (appointed on 7 June 2024)

#### 提名委員會

#### NOMINATION COMMITTEE

王飛飛，主席 (於二零二四年六月七日獲委任)  
鄧麗華 (於二零二四年六月七日獲委任)  
姚小民 (於二零二四年六月七日獲委任)

Wang Feifei, Chairman (appointed on 7 June 2024)  
Tang Lai Wah (appointed on 7 June 2024)  
Yao Xiaomin (appointed on 7 June 2024)



## 公司資料 CORPORATE INFORMATION

### 風險管理委員會

何昊洛，主席 (於二零二四年六月七日獲委任)  
郭姿秀 (於二零二四年六月七日獲委任)  
鄧麗華 (於二零二四年六月七日獲委任)

### 股份交易委員會

王飛飛，主席 (於二零二四年六月七日獲委任)  
喬琳娜 (於二零二四年六月七日獲委任)  
郭姿秀 (於二零二四年六月七日獲委任)  
劉劍焜 (於二零二四年六月七日獲委任)

### 投資委員會

王飛飛，主席 (於二零二四年六月七日獲委任)  
鄧麗華 (於二零二四年六月七日獲委任)  
何昊洛 (於二零二四年六月七日獲委任)

### 主要往來銀行

#### 香港

富邦銀行(香港)有限公司  
中國銀行(香港)有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司

#### 中國內地

北京銀行股份有限公司  
中國建設銀行股份有限公司  
平安銀行股份有限公司  
中國銀行股份有限公司

#### 新加坡

大華銀行有限公司

### 註冊辦事處

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### RISKS MANAGEMENT COMMITTEE

Ho Ho Ming, *Chairman (appointed on 7 June 2024)*  
Guo Zixiu (*appointed on 7 June 2024*)  
Tang Lai Wah (*appointed on 7 June 2024*)

### SHARE DEALING COMMITTEE

Wang Feifei, *Chairman (appointed on 7 June 2024)*  
Qiao Linna (*appointed on 7 June 2024*)  
Guo Zixiu (*appointed on 7 June 2024*)  
Liu Jiankun (*appointed on 7 June 2024*)

### INVESTMENT COMMITTEE

Wang Feifei, *Chairman (appointed on 7 June 2024)*  
Tang Lai Wah (*appointed on 7 June 2024*)  
Ho Ho Ming (*appointed on 7 June 2024*)

### PRINCIPAL BANKERS

#### Hong Kong

Fubon Bank (Hong Kong) Limited  
Bank of China (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited

#### Mainland China

Bank of Beijing Co., Ltd.  
China Construction Bank Corporation  
Ping An Bank Co., Ltd.  
Bank of China Limited

#### Singapore

United Overseas Bank Limited

### REGISTERED OFFICE

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands



## 公司資料 CORPORATE INFORMATION

### 總辦事處及主要營業地點

香港灣仔港灣道30號  
新鴻基中心12A樓12A09至12A20室  
電話 : 2731 6500  
傳真 : 2731 6599  
電郵 : info@kontafarma.com.hk

### 股份過戶登記總處

Ocorian Trust (Cayman) Limited  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 公司秘書

陳樂彤 (於二零二四年九月一日獲委任)

### 授權代表

郭姿秀 (於二零二四年九月一日獲委任)  
陳樂彤 (於二零二四年九月一日獲委任)

### 獨立核數師

香港立信德豪會計師事務所有限公司

### 律師

陳馮吳律師事務所  
毅柏律師事務所  
趙國賢律師事務所

### 股份代號

1312

### 網站

<http://www.kontafarma.com.hk>

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 12A09-12A20, 12A/F, Sun Hung Kai Centre  
30 Harbour Road, Wanchai, Hong Kong  
Tel. : 2731 6500  
Fax : 2731 6599  
E-mail : info@kontafarma.com.hk

### PRINCIPAL SHARE REGISTRAR

Ocorian Trust (Cayman) Limited  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### BRANCH SHARE REGISTRAR IN HONG KONG

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

### COMPANY SECRETARY

Chan Lok Tung (*appointed with effect from 1 September 2024*)

### AUTHORISED REPRESENTATIVES

Guo Zixiu (*appointed with effect from 1 September 2024*)  
Chan Lok Tung (*appointed with effect from 1 September 2024*)

### INDEPENDENT AUDITOR

BDO Limited

### SOLICITORS

CFN Lawyers  
Appleby  
Wellington Legal

### STOCK CODE

1312

### WEBSITE

<http://www.kontafarma.com.hk>

## 簡明綜合損益及其他全面收益表

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

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

		截至六月三十日止六個月 Six months ended 30 June		
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)	
		附註 NOTES		
收入	Revenue	3	458,517	430,705
銷售及服務成本	Cost of sales and services		(181,371)	(183,427)
毛利	Gross profit		277,146	247,278
其他收入	Other income	4	19,850	15,378
其他收益及虧損	Other gains and losses	5	(19,044)	109,259
預期信貸虧損模式下確認之 減值虧損淨額	Impairment losses recognised under expected credit loss model, net	6	(25,466)	(36,599)
分銷及銷售費用	Distribution and selling expenses		(198,288)	(216,049)
行政費用	Administrative expenses		(39,745)	(55,229)
其他費用	Other expenses		(4,079)	(13,638)
融資成本	Finance costs	7	(6,702)	(8,277)
除稅前溢利	Profit before taxation		3,672	42,123
稅項	Taxation	8	(8,204)	(20,745)
本期間(虧損)溢利	(Loss) profit for the period	9	(4,532)	21,378
其他全面收益(支出)：	<b>Other comprehensive income (expense):</b>			
隨後不會重新分類至損益 賬之項目： 兌換呈列貨幣產生之匯 兌差額	<i>Item that will not be reclassified subsequently to profit or loss: Exchange difference arising on translation to presentation currency</i>		(3,200)	(23,593)
隨後可能重新分類至 損益賬之項目： 兌換海外業務產生之 匯兌差額	<i>Item that may be reclassified subsequently to profit or loss: Exchange difference arising on translation of foreign operations</i>		6,517	3,174
本期間其他全面收益(支出)	Other comprehensive income (expense) for the period		3,317	(20,419)
本期間全面(支出)收益總額	Total comprehensive (expense) income for the period		(1,215)	959

# 簡明綜合損益及其他全面收益表

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

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
		附註 NOTE	
本期間(虧損)溢利應佔方：	(Loss) profit for the period attributable to:		
本公司股東	Owners of the Company	4,745	39,138
非控股權益	Non-controlling interests	(9,277)	(17,760)
		(4,532)	21,378
本期間全面(支出)收益總額	Total comprehensive (expense) income		
應佔方：	for the period attributable to:		
本公司股東	Owners of the Company	6,753	19,383
非控股權益	Non-controlling interests	(7,968)	(18,424)
		(1,215)	959
每股盈利	Earnings per share		
基本	Basic	10	
		港仙 HK cent	港仙 HK cent
		0.09	0.70

# 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二四年六月三十日

At 30 June 2024

於二零二三年  
十二月三十一日

At 31 December

2023

千港元

HK\$'000

(經審核)

(Audited)

於二零二四年  
六月三十日

At 30 June

2024

千港元

HK\$'000

(未經審核)

(Unaudited)

附註  
NOTES

			於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
<b>非流動資產</b>	<b>Non-current assets</b>			
物業、廠房及設備	Property, plant and equipment	12	240,959	240,196
使用權資產	Right-of-use assets		294,527	334,214
投資物業	Investment property		34,283	35,424
商譽	Goodwill	13	253,380	253,418
無形資產	Intangible assets		233,252	249,630
於一間聯營公司之權益	Interest in an associate		—	—
一間聯營公司欠款	Amounts due from an associate	22(e)	22,742	12,835
遞延稅項資產	Deferred tax assets		159	160
租金按金	Rental deposits		15,819	11,805
合約成本	Contract costs		1,899	1,896
			<b>1,097,020</b>	<b>1,139,578</b>
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories		91,255	98,266
應收貿易款項	Trade receivables	15	143,540	106,518
合約成本	Contract costs		6,247	6,361
其他應收款項、按金及 預付款項	Other receivables, deposits and prepayments		45,473	45,668
其他投資	Other investment	16	10,000	10,000
一間中介控股公司欠款	Amount due from an intermediate holding company	22(f)	—	9,238
一間聯營公司欠款	Amounts due from an associate	22(e)	129,485	132,346
其他關聯方欠款	Amounts due from other related parties	22(d)	100,204	101,701
現金及現金等價物	Cash and cash equivalents		68,663	77,659
			<b>594,867</b>	<b>587,757</b>





## 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二四年六月三十日

At 30 June 2024

			於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
		附註 NOTES		
<b>流動負債</b>	<b>Current liabilities</b>			
應付貿易款項	Trade payables	17	6,923	6,674
其他應付款項及已收按金	Other payables and deposits received		116,972	99,592
欠其他關聯方款項	Amounts due to other related parties	22(d)	10,125	7,522
稅項負債	Tax liabilities		46,186	36,321
一年內到期之銀行借貸	Bank borrowings due within one year	18	43,281	39,546
遞延收入	Deferred income		217	218
合約負債	Contract liabilities		118,584	127,593
租賃負債	Lease liabilities		62,355	66,134
			<b>404,643</b>	383,600
<b>流動資產淨額</b>	<b>Net current assets</b>		<b>190,224</b>	204,157
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>1,287,244</b>	1,343,735
<b>股本及儲備</b>	<b>Capital and reserves</b>			
股本	Share capital	19	11,177	11,177
股份溢價及儲備	Share premium and reserves		1,052,865	1,046,112
本公司股東應佔權益	Equity attributable to owners of the Company		<b>1,064,042</b>	1,057,289
非控股權益	Non-controlling interests		<b>(3,311)</b>	4,657
<b>權益總額</b>	<b>Total equity</b>		<b>1,060,731</b>	1,061,946
<b>非流動負債</b>	<b>Non-current liabilities</b>			
一年後到期之銀行借貸	Bank borrowings due after one year	18	—	12,801
遞延稅項	Deferred taxation		34,694	40,434
復原成本撥備	Provision for reinstatement cost		11,945	12,230
遞延收入	Deferred income		867	982
租賃負債	Lease liabilities		179,007	215,342
			<b>226,513</b>	281,789
			<b>1,287,244</b>	1,343,735

# 簡明綜合權益變動表

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

		本公司股東應佔 Attributable to owners of the Company										
		股本	股份溢價	為股份獎勵計劃 持有之股份	匯兌儲備	特別儲備	資本儲備	其他儲備	保留溢利	總額	非控股權益	權益總額
		Share capital	Share premium	for share award scheme	Translation reserve	Special reserve	Capital reserve	Other reserves	Retained profits	Total	Non- controlling interests	Total equity
		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 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
於二零二三年一月一日 (經審核)	At 1 January 2023 (audited)	11,177	1,523,949	(4,854)	(30,387)	(392,735)	28,457	(87,489)	52,989	1,101,107	55,174	1,156,281
本期間溢利(虧損)	Profit (loss) for the period	—	—	—	—	—	—	—	39,138	39,138	(17,760)	21,378
兌換呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	(22,058)	—	—	—	—	(22,058)	(1,535)	(23,593)
兌換海外業務產生之匯兌差額	Exchange difference arising on translation of foreign operations	—	—	—	2,303	—	—	—	—	2,303	871	3,174
本期間全面(支出)收益總額	Total comprehensive (expense) income for the period	—	—	—	(19,755)	—	—	—	39,138	19,383	(18,424)	959
出售附屬公司	Disposal of subsidiaries	—	—	—	—	—	—	—	—	—	(16,699)	(16,699)
於二零二三年六月三十日 (未經審核)	At 30 June 2023 (unaudited)	11,177	1,523,949	(4,854)	(50,142)	(392,735)	28,457	(87,489)	92,127	1,120,490	20,051	1,140,541
於二零二四年一月一日 (經審核)	At 1 January 2024 (audited)	11,177	1,523,949	(4,854)	(45,362)	(392,735)	28,457	(87,489)	24,146	1,057,289	4,657	1,061,946
本期間溢利(虧損)	Profit (loss) for the period	—	—	—	—	—	—	—	4,745	4,745	(9,277)	(4,532)
兌換呈列貨幣產生之匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	(2,808)	—	—	—	—	(2,808)	(392)	(3,200)
兌換海外業務產生之匯兌差額	Exchange difference arising on translation of foreign operations	—	—	—	4,816	—	—	—	—	4,816	1,701	6,517
本期間全面收益(支出)總額	Total comprehensive income (expense) for the period	—	—	—	2,008	—	—	—	4,745	6,753	(7,968)	(1,215)
於二零二四年六月三十日 (未經審核)	At 30 June 2024 (unaudited)	11,177	1,523,949	(4,854)	(43,354)	(392,735)	28,457	(87,489)	28,891	1,064,042	(3,311)	1,060,731



## 簡明綜合現金流動表

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
<b>營運業務產生之現金淨額</b>	<b>Net cash generated from operating activities</b>		
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	96,141	32,999
應收貿易款項增加	Increase in trade receivables	(40,697)	(3,474)
應付貿易款項增加	Increase in trade payables	339	1,227
其他經營現金流量	Other operating cash flows	(5,349)	(23,430)
		<b>50,434</b>	<b>7,322</b>
<b>投資業務(所用)產生之現金淨額</b>	<b>Net cash (used in) generated from investing activities</b>		
已收利息	Interest received	1,320	854
出售物業、廠房及設備之所得款項	Proceeds from disposal of property, plant and equipment	125	235
贖回其他投資之所得款項	Proceeds from redemption of other investment	10,000	20,000
添置無形資產	Addition of intangible assets	(1,925)	—
購買物業、廠房及設備	Purchase of property, plant and equipment	(9,339)	(17,595)
退還租金訂金	Refund of rental deposits	—	238
貸款予一間聯營公司	Loans to an associate	(12,823)	(4,418)
購買其他投資	Purchase of other investment	(10,000)	(20,000)
一間中介控股公司還款	Repayment from an intermediate holding company	9,252	—
出售附屬公司之現金流入淨額	Net cash inflow on disposal of subsidiaries	—	179,842
		<b>(13,390)</b>	<b>159,156</b>

## 簡明綜合現金流動表

### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二四年	二零二三年
		2024	2023
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
<b>融資業務所用之現金淨額</b>	<b>Net cash used in financing activities</b>		
新借銀行借貸	New bank borrowings raised	10,894	29,412
償還租賃負債	Repayment of lease liabilities	(32,674)	(31,877)
來自一間中介控股公司墊款	Advance from an intermediate holding company	—	1,800
向一間中介控股公司還款	Repayment to an intermediate holding company	—	(1,805)
已付利息	Interest paid	(6,702)	(9,485)
償還銀行借貸	Repayment of bank borrowings	(19,146)	(96,415)
向其他關聯方還款	Repayment to other related parties	—	(13,316)
		<b>(47,628)</b>	<b>(121,686)</b>
<b>現金及現金等價物(減少)增加淨額</b>	<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(10,584)</b>	44,792
期初之現金及現金等價物	Cash and cash equivalents at beginning of period	77,659	122,595
匯率變動之影響	Effect of foreign exchange rate changes	1,588	(16,781)
期末之現金及現金等價物	Cash and cash equivalents at end of period	68,663	150,606
即	Represented by		
銀行結餘及現金	Bank balances and cash	68,663	150,606





## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

## 1. 編製基準

本中期簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）之適用披露規定而編製。該等並不包括全份財務報表另行所需之全部披露，且應與二零二三年年報一併閱讀。

此等中期簡明綜合財務報表未經審核，惟已由香港立信德豪會計師事務所有限公司按照香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」進行審閱。香港立信德豪會計師事務所有限公司致華控康泰集團有限公司（「本公司」）董事會（「董事會」）的獨立審閱報告載於中期報告第39頁至第40頁。

## 2. 主要會計政策

除若干金融工具按公平值計量外，中期簡明綜合財務報表已按歷史成本基準編製。

除因應用香港財務報告準則（「香港財務報告準則」）修訂本而引致之會計政策外，截至二零二四年六月三十日止六個月之中期簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二三年十二月三十一日止年度之年度財務報表所呈列者相同。

## 1. BASIS OF PREPARATION

The interim condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the 2023 annual report.

These interim condensed consolidated financial statements are unaudited, but have been reviewed by BDO Limited in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. BDO Limited’s independent review report to the board of directors (the “Board”) of Kontafarma China Holdings Limited (the “Company”) is included on pages 39 to 40 of the interim report.

## 2. PRINCIPAL ACCOUNTING POLICIES

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

Other than accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those presented in the annual financial statements of the Group for the year ended 31 December 2023.

# 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

### 2. 主要會計政策 (續)

#### 應用香港財務報告準則修訂本

於本中期期間，本集團已首次應用下列香港會計師公會頒佈且於二零二四年一月一日或之後開始之年度期間強制生效之香港財務報告準則修訂本，以編製本集團的中期簡明綜合財務報表：

香港會計準則第7號及 香港財務報告準則 第7號修訂本	供應商融資安排
香港財務報告準則 第16號修訂本	售後回租的租賃負債
香港會計準則第1號 修訂本	將負債分類為流動或 非流動
香港會計準則第1號 修訂本	附帶契諾的非流動 負債

於本期間應用香港財務報告準則修訂本並無對本集團於本期間及過往期間的財務狀況及表現及／或該等中期簡明綜合財務報表所載披露造成重大影響。

### 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2024 for the preparation of the Group's interim condensed consolidated financial statements:

Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants

The application of the amendments to HKFRSs in the current period had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these interim condensed consolidated financial statements.



## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 3. 收入及分部資料

#### 來自客戶合約之收入解析

本期間本集團收入之分析如下：

### 3. REVENUE AND SEGMENT INFORMATION

#### Disaggregation of revenue from contracts with customers

An analysis of the Group's revenue for the period is as follows:

	截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024			截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023		
	醫藥業務 Pharmaceutical business 千港元 HK\$'000 (未經審核) (Unaudited)	健身業務 Fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited)	醫藥業務 Pharmaceutical business 千港元 HK\$'000 (未經審核) (Unaudited)	健身業務 Fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited)
香港財務報告準則第15號範圍內的 來自客戶合約之收入	Revenue from contracts with customers within the scope of HKFRS 15					
按主要產品或服務線細分	Disaggregated by major products or service lines					
製造及銷售處方藥(包括化學藥)	345,390	—	345,390	332,721	—	332,721
經營健身中心及提供健身和健康諮詢 服務	Operation of fitness centres and provision of consultation services for fitness and health activities					
— 私人訓練課程	—	35,295	35,295	—	33,000	33,000
— 會籍套票	—	59,715	59,715	—	44,486	44,486
有關健身及健康服務之特許權費收入	—	18,117	18,117	—	20,498	20,498
總額	345,390	113,127	458,517	332,721	97,984	430,705
收入確認時間	Timing of revenue recognition					
某一時間點	345,390	35,295	380,685	332,721	33,000	365,721
隨時間	—	77,832	77,832	—	64,984	64,984
總額	345,390	113,127	458,517	332,721	97,984	430,705
地區市場	Geographical markets					
中國內地	330,625	—	330,625	325,828	—	325,828
新加坡	—	95,010	95,010	—	77,486	77,486
台灣	—	18,117	18,117	—	20,498	20,498
其他	14,765	—	14,765	6,893	—	6,893
總額	345,390	113,127	458,517	332,721	97,984	430,705

## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

### 3. 收入及分部資料 (續)

#### 分部資料

就資源分配及分部表現評估向本公司最高行政人員(即主要營運決策者)報告的資料集中於業務單位。在達致本集團可呈報分部時,並無彙集主要營運決策者所識別的經營分部。本集團有以下經營及可呈報分部:

- 醫藥業務 — 製造及銷售處方藥, 包括化學藥。
- 健身業務 — 經營健身中心及提供健身和健康諮詢服務及經營特許經營業務以獲得特許權費收入。

#### (i) 分部收入及業績

以下是本集團截至二零二四年及二零二三年六月三十日止六個月的收入及業績的分析:

		醫藥業務		健身業務		總計	
		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
		2024	2023	2024	2023	2024	2023
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
外界客戶分部收入	Segment revenue from external customers	345,390	332,721	113,127	97,984	458,517	430,705
分部業績(附註)	Segment results (note)	60,478	108,475	(38,544)	(52,115)	21,934	56,360
未分配企業收入	Unallocated corporate income					2,658	1,384
未分配企業開支	Unallocated corporate expenses					(20,920)	(15,621)
除稅前溢利	Profit before taxation					3,672	42,123

附註: 截至二零二三年六月三十日止期間, 醫藥業務之分部業績包括於簡明綜合損益及其他全面收益表內確認之出售附屬公司收益約110,491,000港元。詳情載於中期簡明綜合財務報表附註5。

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment information

Information reported to the chief executive of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on business units. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group. The Group has following operating and reportable segments:

- Pharmaceutical business — manufacture and sales of prescription drugs, including chemical drugs.
- Fitness business — operate fitness centres and provide consultation services for fitness and health activities and operate the franchise business for royalty fee income.

#### (i) Segment revenue and results

Analysis of the Group's segment revenue and results for the six months ended 30 June 2024 and 2023 is as follows:

		醫藥業務		健身業務		總計	
		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
		2024	2023	2024	2023	2024	2023
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
外界客戶分部收入	Segment revenue from external customers	345,390	332,721	113,127	97,984	458,517	430,705
分部業績(附註)	Segment results (note)	60,478	108,475	(38,544)	(52,115)	21,934	56,360
未分配企業收入	Unallocated corporate income					2,658	1,384
未分配企業開支	Unallocated corporate expenses					(20,920)	(15,621)
除稅前溢利	Profit before taxation					3,672	42,123

Note: The segment results of pharmaceutical business included a gain on disposal of subsidiaries of HK\$110,491,000 recognised in the condensed consolidated statement of profit or loss and other comprehensive income for the period ended 30 June 2023. Details are set out in Note 5 of the interim condensed consolidated financial statements.





## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 3. 收入及分部資料 (續)

#### 分部資料 (續)

#### (i) 分部收入及業績 (續)

截至二零二四年及二零二三年六月三十日止六個月並無分部間銷售。可呈報分部的會計政策與本集團的會計政策相同。分部業績指在並無分配未分配企業收入和開支前來自每個分部的溢利(虧損)。此為向本公司主要營運決策者報告的方法，以作資源分配和表現評估用途。

#### (ii) 分部資產及負債

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment information (continued)

#### (i) Segment revenue and results (continued)

There was no inter-segment sales during the six months ended 30 June 2024 and 2023. The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit (loss) from each segment without allocation of unallocated corporate income and expenses. This is the measure reported to the chief operating decision maker of the Company for the purposes of resource allocation and performance assessment.

#### (ii) Segment assets and liabilities

		醫藥業務 Pharmaceutical business		健身業務 Fitness business		總計 Total	
		二零二四年 六月三十日 30.6.2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 十二月三十一日 31.12.2023 千港元 HK\$'000 (經審核) (Audited)	二零二四年 六月三十日 30.6.2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 十二月三十一日 31.12.2023 千港元 HK\$'000 (經審核) (Audited)	二零二四年 六月三十日 30.6.2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 十二月三十一日 31.12.2023 千港元 HK\$'000 (經審核) (Audited)
分部資產	Segment assets	807,756	782,770	818,116	878,749	1,625,872	1,661,519
遞延稅項資產	Deferred tax assets					159	160
未分配企業資產	Unallocated corporate assets					65,856	65,656
綜合資產	Consolidated assets					1,691,887	1,727,335
分部負債	Segment liabilities	107,401	109,656	430,093	467,155	537,494	576,811
稅項負債	Tax liabilities					46,186	36,321
遞延稅項負債	Deferred tax liabilities					34,694	40,434
未分配企業負債	Unallocated corporate liabilities					12,782	11,823
綜合負債	Consolidated liabilities					631,156	665,389

就監控分部表現及於分部間分配資源而言：

- 所有資產分配至經營分部，惟不包括遞延稅項資產及未分配企業資產；及
- 所有負債分配至經營分部，惟不包括稅項負債、遞延稅項負債及未分配企業負債。

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than deferred tax assets and unallocated corporate asset; and
- all liabilities are allocated to operating segments other than tax liabilities, deferred tax liabilities and unallocated corporate liabilities.

## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

#### 4. 其他收入

#### 4. OTHER INCOME

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
來自銀行之利息收入	Interest income from banks	556	380
來自一間中介控股公司之 利息收入	Interest income from an immediate holding company	363	—
來自給予一間聯營公司貸款之 利息收入	Interest income from loans to an associate	2,065	831
來自其他投資之利息收入	Interest income from other investment	200	315
租金收入淨額	Rental income, net	1,823	1,857
政府補助及津貼	Government grant and subsidy		
— 遞延收入撥回	— release from deferred income	109	112
— 開支相關(附註(i))	— expenses related (note (i))	7,554	5,678
— 僱傭相關(附註(ii))	— employment related (note (ii))	2,269	446
雜項收入	Sundry income	4,911	5,759
		<b>19,850</b>	<b>15,378</b>

附註：

Notes:

- (i) 金額指就補償經已產生的開支或為本集團提供即時財政援助的已收財務津貼。並無有關補助的未達成條件或或然事項，補助亦由相關政府機關全權酌情決定。
- (ii) 與就業有關的政府補助主要由新加坡政府就推出的漸進式加薪補貼計劃(「漸進式加薪補貼計劃」)產生，約1,690,000港元(二零二三年六月三十日：主要由招聘獎勵計劃(「招聘獎勵計劃」)產生，約166,000港元)。漸進式加薪補貼計劃及招聘獎勵計劃支持僱主拓展當地招聘。本集團已選擇於損益內將此政府補助單獨呈列為「其他收入」，而非減少相關開支。接受該等津貼並無附有未滿足的條件或其他或然事項。

- (i) The amount represented financial subsidies received for compensating expenses already incurred or giving immediate financial support to the Group. There are no unfulfilled conditions or contingencies in relation to the grants and the grants were determined at the sole discretion of relevant government authorities.
- (ii) The government grant related to employment mainly arose from the Progress Wage Credit Scheme ("PWCS") introduced by the Singapore government of approximately HK\$1,690,000 (30 June 2023: mainly arose from the Jobs Growth Incentive ("JGI") of approximately HK\$166,000). The PWCS and JGI supported employers to expend local hiring. The Group has elected to present this government grant separately in profit or loss as "other income", rather than reducing the related expense. There are no unfulfilled conditions or contingencies attached to the receipts of these subsidies.



## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 5. 其他收益及虧損

### 5. OTHER GAINS AND LOSSES

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
匯兌虧損淨額	Net foreign exchange loss	(5,580)	(866)
出售及撇銷物業、廠房及設備之 收益(虧損)淨額	Net gain (loss) on disposal and write-off of property, plant and equipment	11	(366)
無形資產之減值虧損(附註(i))	Impairment loss on intangible assets (note (i))	(13,559)	—
出售附屬公司之收益(附註(ii))	Gain on disposal of subsidiaries (note (ii))	—	110,491
其他	Others	84	—
		<b>(19,044)</b>	109,259

附註：

(i) 截至二零二四年六月三十日止期間，本集團管理層評估與於台灣經營特許業務之非獨家權利有關的特許協議存在減值跡象，並進行減值評估以估算與該特許協議相關無形資產的可收回金額。根據評估結果，管理層確定資產的可收回金額低於其賬面金額，並已於本中期間的簡明綜合損益及其他全面收益表確認約13,559,000港元與特許協議相關無形資產減值虧損(二零二三年六月三十日：無)。

(ii) 於二零二三年五月九日，本集團向一名獨立第三方出售其於陝西紫光辰濟藥業有限公司(「陝西辰濟」)的全部股權，現金代價為人民幣168,160,080元(相當於約192,425,000港元)。於完成後，本集團不再於陝西辰濟及其附屬公司持有任何實益權益。

Note:

(i) The management of the Group assessed there was indication of impairment and conducted impairment assessment to estimate the recoverable amount for the intangible assets related to franchise agreement on the non-exclusive rights to operate the franchise business in Taiwan during the period ended 30 June 2024. Based on the result of the assessment, the management determined that the recoverable amount of the assets is lower than their carrying amount, and an impairment loss on intangible assets related to franchise agreement of approximately HK\$13,559,000 has been recognised in the condensed consolidated statement of profit or loss and other comprehensive income during the current interim period (30 June 2023: Nil).

(ii) On 9 May 2023, the Group disposed of its entire equity interest in Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.\* (陝西紫光辰濟藥業有限公司) ("Shaanxi Life Care") to an independent third party at the cash consideration of RMB168,160,080 (equivalent to approximately HK\$192,425,000). Upon completion, the Group ceased to have any beneficial interests in Shaanxi Life Care and its subsidiaries.

## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

#### 6. 預期信貸虧損模式項下確認之減值虧損淨額

#### 6. IMPAIRMENT LOSSES RECOGNISED UNDER EXPECTED CREDIT LOSS MODEL, NET

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
就以下各項(確認)撥回之減值虧損：	Impairment losses (recognised) reversed on:		
— 應收貿易款項	— Trade receivables	(2,862)	(238)
— 其他應收款項	— Other receivables	1	(278)
— 一間聯營公司欠款	— Amounts due from an associate	(22,565)	(36,046)
— 其他關聯方及一間中介控股公司欠款	— Amounts due from other related parties and an intermediate holding company	(40)	(37)
		<b>(25,466)</b>	<b>(36,599)</b>

截至二零二四年六月三十日止六個月的中期簡明綜合財務報表中所用的輸入數據以及假設及估計方法的釐定基準，與編製本集團截至二零二三年十二月三十一日止年度之年度財務報表所用基準一致。

The basis of determining the inputs and assumptions and estimation techniques used in the interim condensed consolidated financial statements for the six months ended 30 June 2024 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2023.

#### 7. 融資成本

#### 7. FINANCE COSTS

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
以下借貸之利息：	Interests on following borrowings:		
— 銀行借貸	— Bank borrowings	1,024	3,683
— 來自一間中介控股公司之貸款	— Loan from an intermediate holding company	—	5
租賃負債利息	Interests on lease liabilities	5,678	5,797
		<b>6,702</b>	<b>9,485</b>
減：在建工程資本化金額	Less: Amount capitalised under construction in progress	—	(1,208)
		<b>6,702</b>	<b>8,277</b>





## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

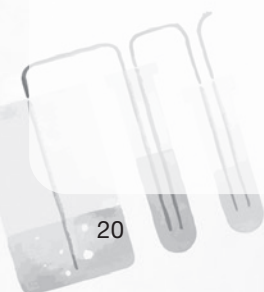
截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

## 8. 稅項

## 8. TAXATION

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
支出(抵免)包括：	The charge (credit) comprises:		
即期稅項	Current tax		
— 中華人民共和國 (「中國」) 企業所得稅 股息預扣稅項	— People's Republic of China (the "PRC") Enterprise Income Tax Dividend Withholding Income Tax	10,204	21,856
— 台灣企業所得稅	— Taiwan Corporate Income Tax	2,717	3,075
		12,921	27,756
過往年度撥備不足	Under provision in prior years		
— 中國企業所得稅	— PRC Enterprise Income Tax	1,388	—
		1,388	—
遞延稅項	Deferred tax	(6,105)	(7,011)
		8,204	20,745



## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

#### 9. 本期間(虧損)溢利

#### 9. (LOSS) PROFIT FOR THE PERIOD

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
本期間(虧損)溢利乃於扣除 (計入)下列各項後達致：	(Loss) profit for the period has been arrived at after charging (crediting):		
無形資產攤銷(計入行政費用)	Amortisation of intangible assets (included in administrative expenses)	<b>3,262</b>	3,482
投資物業折舊(計入行政費用)	Depreciation of investment property (included in administrative expenses)	<b>894</b>	966
物業、廠房及設備折舊(計入 銷售及服務成本、分銷及銷售 費用及行政費用)	Depreciation of property, plant and equipment (included in cost of sales and services, distribution and selling expenses and administrative expenses)	<b>12,784</b>	19,580
使用權資產折舊(計入銷售及 服務成本及行政費用)	Depreciation of right-of-use assets (included in cost of sales and services and administrative expenses)	<b>32,745</b>	33,752
<b>攤銷及折舊總額</b>	<b>Total amortisation and depreciation</b>	<b>49,685</b>	57,780
確認為支出之存貨成本	Cost of inventories recognised as expenses	<b>76,631</b>	81,170
出售及撤銷物業、廠房及設備之 (收益)虧損淨額	Net (gain) loss on disposal and write- off of property, plant and equipment	<b>(11)</b>	366
匯兌虧損淨額	Net foreign exchange loss	<b>5,580</b>	871
研究及開發費用(計入其他費用)	Research and development expenses (included in other expenses)	<b>4,079</b>	13,638
銷售推廣費用(計入分銷及銷售 費用)	Sales promotion expenses (included in distribution and selling expenses)	<b>192,789</b>	208,868
物業租金收入，扣除零星支出 費用	Property rental income, net of negligible outgoing expenses	<b>(1,823)</b>	(1,857)
短期租賃及低價值資產之租賃 款項	Lease payments for short-term leases and low-value assets	<b>124</b>	150
無形資產減值虧損(計入其他收 益及虧損)	Impairment loss on intangible assets (included in other gains and losses)	<b>13,559</b>	—



## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 10. 每股盈利

本公司股東應佔之每股基本盈利乃基於以下數據計算：

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
用以計算本公司股東應佔每股基本盈利之溢利	Profit for the purposes of basic earnings per share attributable to owners of the Company	4,745	39,138

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 (未經審核) (Unaudited)	二零二三年 2023 (未經審核) (Unaudited)
股份數目	<b>Number of shares</b>		
用以計算每股基本盈利之普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic earnings per share	5,578,713,777	5,578,713,777

以上列示之普通股加權平均數乃經扣除就本公司股份獎勵計劃持有之股份後達致。

由於截至二零二四年及二零二三年六月三十日止六個月並無已發行潛在普通股，故並無呈列截至二零二四年及二零二三年六月三十日止六個月之每股攤薄盈利。

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

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
用以計算本公司股東應佔每股基本盈利之溢利	Profit for the purposes of basic earnings per share attributable to owners of the Company	4,745	39,138

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 (未經審核) (Unaudited)	二零二三年 2023 (未經審核) (Unaudited)
股份數目	<b>Number of shares</b>		
用以計算每股基本盈利之普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic earnings per share	5,578,713,777	5,578,713,777

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held for the share award scheme of the Company.

No diluted earnings per share is presented for the six months ended 30 June 2024 and 2023 as there was no potential ordinary share in issue for the six months ended 30 June 2024 and 2023.



# 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月  
For the six months ended 30 June 2024

### 11. 股息

本期間內並無派付、宣派或建議派發任何股息(二零二三年：無)。

本公司董事會不建議派付截至二零二四年六月三十日止六個月之中期股息(二零二三年：無)。

### 11. DIVIDEND

No dividend was paid, declared or proposed during the current period (2023: Nil).

The Board of the Company does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (2023: Nil).

### 12. 物業、廠房及設備

於截至二零二四年六月三十日止六個月，本集團以代價9,339,000港元(截至二零二三年六月三十日止六個月：17,595,000港元)購入物業、廠房及設備。

### 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired property, plant and equipment at a consideration of HK\$9,339,000 (six months ended 30 June 2023: HK\$17,595,000).

### 13. 商譽

### 13. GOODWILL

		千港元 HK\$'000
<b>賬面值</b>	<b>CARRYING AMOUNT</b>	
於二零二三年一月一日(經審核)	At 1 January 2023 (audited)	301,257
出售附屬公司	Disposal of subsidiaries	(48,131)
匯兌差額	Exchange differences	292
於二零二三年十二月三十一日(經審核)	At 31 December 2023 (audited)	253,418
匯兌差額	Exchange differences	(38)
於二零二四年六月三十日(未經審核)	At 30 June 2024 (unaudited)	253,380





## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 14. 商譽減值評估

為評估商譽之減值，附註13之商譽賬面值已分配至下列兩組現金產生單位：

### 14. IMPAIRMENT ASSESSMENT ON GOODWILL

For the purposes of impairment assessment of goodwill, the carrying amount of goodwill in Note 13 have been allocated to two groups of cash generating units ("CGUs") as follows:

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
製造及銷售處方藥，包括化學藥 (「單位A」)	Manufacturing and sales of prescription drugs, including chemical drugs ("Unit A")	114,954	114,992
經營健身中心及提供健身和健康 諮詢服務及經營特許業務以獲 得特許權費收入(「單位B」)	Operating fitness centres and providing consultation services for fitness and health activities and operate the franchise business for royalty fee income ("Unit B")	138,426	138,426
		<b>253,380</b>	253,418

獲分配商譽的現金產生單位每年會進行減值測試，或如有跡象有關單位可能出現減值，則會更頻繁地進行減值測試。於截至二零二四年六月三十日止期間，本公司董事將中期期間健身分部經營虧損識別為一項減值指標，並對與單位B相關的商譽進行減值測試，而本公司董事認為與單位A相關的商譽並無識別出減值指標，並且並無進行減值測試。

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. During the period ended 30 June 2024, the directors of the Company have identified the operating loss of fitness segment during the interim period as an impairment indicator and performed an impairment assessment of goodwill related to Unit B, whereas the directors of the Company have considered no impairment indicator was identified for goodwill related to Unit A and no impairment assessment has been performed.

就減值評估而言，產生現金流量之資產(主要包括物業、廠房及設備、無形資產及使用權資產(包括分配企業資產))連同相關商譽，亦計入個別現金產生單位。

For the purpose of impairment assessment, assets mainly include property, plant and equipment, intangible assets and right-of-use assets (including allocation of corporate assets) that generate cash flows together with the related goodwill are also included in the respective CGU.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

## 14. 商譽減值評估 (續)

本集團商標、特許協議、電腦軟件及客戶關係以及健身業務之若干租賃及自有健身設施及因於過往年度完成收購TKFT True Holdings及其附屬公司51%股權所產生的商譽已分配至管理層預期本集團將自合併協同效益獲益的單位B。

為支持管理層釐定於二零二四年六月三十日單位B的可收回金額，本公司委聘獨立專業估值師進行估值。釐定單位B可收回金額的基準及其主要相關假設概述如下：

單位B之可收回金額乃基於使用價值計算法釐定。該計算法採用以管理層所審批未來五年之財務預算為基礎之現金流量預測，而貼現率為16.27%（二零二三年十二月三十一日：17.37%）。首五年期間之平均年度收入增長率為8.6%（二零二三年十二月三十一日：8.7%）。超過五年期之現金流量使用2%（二零二三年十二月三十一日：2%）之穩定增長率推算。增長率以相關行業預測為基礎，且不會超過相關行業之平均長遠增長率。使用價值計算法之其他主要假設包括預算營運開支以及相關現金流入及流出模式，乃基於單位B之過往表現及管理層對市場發展之預期而估計。

於二零二四年六月三十日止六個月，並無於損益賬確認與單位B相關之商譽減值虧損（二零二三年十二月三十一日：無）。單位B於二零二四年六月三十日之可收回金額約425,536,000港元乃高於其賬面值的預留金額約65,102,000港元。管理層相信，任何主要假設的任何合理可能變動將不會導致單位B的可收回金額下跌至低於其賬面值。於截至二零二四年六月三十日止期間毋須撇減單位B的其他資產，惟期內確認與特許協議相關無形資產減值虧損約13,559,000港元（二零二三年十二月三十一日：無）除外，詳情載列於中期簡明綜合財務報表附註5。

## 14. IMPAIRMENT ASSESSMENT ON GOODWILL (CONTINUED)

Trademark, franchise agreement, computer software and customer relationship of the Group, and certain leased and owned fitness facilities in the fitness business and goodwill arising as a result of the completion of the acquisition of 51% equity interest in TKFT True Holdings and its subsidiaries in prior years are allocated to Unit B which management expected the Group would benefit from the synergies of the combination.

To support the management to determine the recoverable amount of Unit B as at 30 June 2024, the Company engaged an independent professional valuer to perform the valuation. The basis of determining the recoverable amount of Unit B and its major underlying assumptions are summarised below:

The recoverable amount of Unit B has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a five-year period with discount rate of 16.27% (31 December 2023: 17.37%). The average annual income growth rate for first five-year period is 8.6% (31 December 2023: 8.7%). The cash flows beyond the five-year period are extrapolated using a steady growth rate of 2% (31 December 2023: 2%). These growth rates are based on the forecasts of the relevant industries and does not exceed the average long-term growth rate for the relevant industries. Other key assumptions for the value in use calculations included budgeted operating expenses and their related cash inflows and outflows patterns, estimated based on Unit B's historical performance and the management's expectation of the market development.

During the six months ended 30 June 2024, no impairment loss on goodwill related to Unit B was recognised in profit or loss (31 December 2023: Nil). The recoverable amount of Unit B of approximately HK\$425,536,000 is higher than its carrying amount with headroom of approximately HK\$65,102,000 as at 30 June 2024. Management believes that any reasonably possible change in any key assumptions would not cause the recoverable amount of Unit B to fall below its carrying amount. No write-down of other assets of Unit B is considered necessary for the period ended 30 June 2024 except the intangible assets related to franchise agreement on which impairment loss of approximately HK\$13,559,000 was recognised during the period (31 December 2023: Nil), with details as set out in Note 5 to the interim condensed consolidated financial statements.



## 中期簡明綜合財務報表附註

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### 15. 應收貿易款項

除健身業務的客戶透過信用卡結算付款的應收貿易款項外，本集團之政策為給予其貿易客戶介乎30天至180天之信貸期。於報告期末基於發票日期呈列之應收貿易款項(扣除信貸虧損撥備)之賬齡分析如下：

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	103,026	68,363
91至180天	91 to 180 days	28,952	28,465
181至365天	181 to 365 days	9,408	6,530
超過一年	Over 1 year	2,154	3,160
		<b>143,540</b>	<b>106,518</b>

### 16. 其他投資

其他投資(附註) Other investment (note)

附註：款項為本集團於一間銀行設立之一項定息基金之投資。基金將於認購後十二個月到期，可收回本金及固定利息。本集團擬持有基金直至到期，到期日為報告期後十二個月內。

### 15. TRADE RECEIVABLES

Other than the trade receivables in relation to the payment to be settled through credit cards for customers in fitness business, the Group has a policy of allowing credit periods for its trade customers normally from 30 to 180 days. The aged analysis of trade receivables, net of allowance for credit losses, is presented based on the invoice date at the end of the reporting period as follows:

### 16. OTHER INVESTMENT

於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
10,000	10,000

Note: Amounts represented the Group's investment in a fixed interest fund set up by a bank. The fund will mature in twelve months from its subscription with fixed return of principal and interest. The Group intends to hold the funds until maturity which is within twelve months after the reporting period.

## 中期簡明綜合財務報表附註

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#### 17. 應付貿易款項

於報告期末基於發票日期呈列之本集團應付貿易款項之賬齡分析如下：

#### 17. TRADE PAYABLES

An aged analysis of the Group's trade payables, presented based on the invoice date, at the end of the reporting period is as follows:

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	4,188	3,366
91至180天	91 to 180 days	399	6
181至365天	181 to 365 days	60	1,010
超過一年	Over 1 year	2,276	2,292
		<b>6,923</b>	6,674

#### 18. 銀行借貸

於截至二零二四年六月三十日止六個月，本集團獲得新造銀行借貸10,894,000港元(截至二零二三年六月三十日止六個月：29,412,000港元)及已償還銀行借貸19,146,000港元(截至二零二三年六月三十日止六個月：96,415,000港元)。新造借貸所得款項已用於資本開支及撥付本集團之一般營運業務。

本集團之銀行借貸須於一年內償還(二零二三年十二月三十一日：須於兩年內償還)並按固定利率及浮動利率計息，平均年利率介乎3.00%至6.13%(二零二三年十二月三十一日：3.00%至6.13%)。

#### 18. BANK BORROWINGS

During the six months ended 30 June 2024, the Group obtained new bank borrowings of HK\$10,894,000 (six months ended 30 June 2023: HK\$29,412,000) and repaid bank borrowings of HK\$19,146,000 (six months ended 30 June 2023: HK\$96,415,000). Proceeds from new borrowings were used to finance the capital expenditure and general operating activities of the Group.

The bank borrowings of the Group are repayable within one year (31 December 2023: repayable within two years) and bear interest at fixed-rates and variable-rates which on average ranged at 3.00% to 6.13% (31 December 2023: 3.00% to 6.13%) per annum.





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### 19. 股本

### 19. SHARE CAPITAL

	股份數目 Number of shares	價值 Value 千港元 HK\$'000
每股面值0.002港元之普通股	Ordinary shares of HK\$0.002 each	
<b>法定：</b>	<b>Authorised:</b>	
於二零二三年一月一日、 二零二三年十二月三十一日 及二零二四年六月三十日	At 1 January 2023, 31 December 2023 and 30 June 2024	
	100,000,000,000	200,000
<b>已發行及繳足：</b>	<b>Issued and fully paid:</b>	
於二零二三年一月一日、 二零二三年十二月三十一日 及二零二四年六月三十日	At 1 January 2023, 31 December 2023 and 30 June 2024	
	5,588,571,777	11,177

於二零二四年六月三十日，為股份獎勵計劃持有之股份總數為9,858,000股（二零二三年十二月三十一日：9,858,000股）。

As at 30 June 2024, the aggregate number of shares held for the share award scheme was 9,858,000 (31 December 2023: 9,858,000).

### 20. 資本承擔

### 20. CAPITAL COMMITMENTS

本集團有以下資本承擔：

The Group had the following capital commitments:

	於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
已訂約但未於中期簡明綜合財務報表內撥備之資本承擔：	Capital commitments contracted for but not provided in the interim condensed consolidated financial statements:	
— 購置物業、廠房及設備	— Acquisition of property, plant and equipment	
	3,579	16,883

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#### 21. 資產抵押

於二零二四年六月三十日，本集團之銀行借貸28,199,000港元(二零二三年十二月三十一日：28,824,000港元)及租賃負債306,000港元(二零二三年十二月三十一日：1,076,000港元)已以下列項目作抵押：

#### 21. PLEDGE OF ASSETS

As at 30 June 2024, the Group's bank borrowings of HK\$28,199,000 (31 December 2023: HK\$28,824,000) and lease liabilities of HK\$306,000 (31 December 2023: HK\$1,076,000) were secured by the following:

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Buildings and structures	11,821	1,835
使用權資產	Right-of-use assets	3,066	4,454
銀行結餘	Bank balance	46	129
		<b>14,933</b>	<b>6,418</b>



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## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 22. 關連及關聯方交易及結餘

截至二零二四年六月三十日止六個月，除該等中期簡明綜合財務報表內其他部份所披露之交易、結餘及承擔外，本集團與關聯方及其他關聯方（亦構成上市規則第十四A章項下所界定的本集團關聯人士）之交易及結餘披露如下：

#### (a) 持續關連交易

關連人士及關聯方 Connected persons and related parties	交易性質 Nature of transactions	截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
斯貝福(北京)生物技術有限公司(附註) SPF (Beijing) Biotechnology Co., Ltd. (note)	租金收入 Rental income	1,823	1,857

附註：本公司前任董事蔣朝文先生（於二零二四年六月七日辭任）曾為醫藥業務若干附屬公司的總裁兼主席，於斯貝福(北京)生物技術有限公司（「斯貝福」）股東大會上擁有5%以上投票權。於截至二零二四年及二零二三年六月三十日止六個月，蔣先生於斯貝福擁有重大影響力及實益權益。本公司董事確認該等交易乃根據上市規則第十四A章進行。

### 22. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES

During the six months ended 30 June 2024, in addition to the transactions, balances and commitments disclosed elsewhere in these interim condensed consolidated financial statements, the Group had transactions and balances with related parties and other related parties which also constitute connected persons of the Group as defined under Chapter 14A of the Listing Rules as follows:

#### (a) Continuing connected transactions

Note: Mr. Jiang Chaowen, a former director of the Company (resigned on 7 June 2024), was president and the chairman of certain subsidiaries in pharmaceutical business, and owns more than 5% of the voting power at SPF (Beijing) Biotechnology Co., Ltd. ("SPF")'s general meeting. Mr. Jiang has significant influence and beneficial interests in SPF during the six months ended 30 June 2024 and 2023. The directors of the Company confirmed the transactions are conducted in accordance with the Chapter 14A of the Listing Rules.



## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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#### 22. 關連及關聯方交易及結餘 (續)      22. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

##### (b) 交易概要

##### (b) Summary of transactions

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
		附註 Note	
<b>一間聯營公司</b>	<b>An associate</b>		
— 特許權費	— Royalty fee income	18,117	20,498
— 利息收入	— Interest income	2,065	831
<b>中介控股公司</b>	<b>Intermediate holding companies</b>		
— 銷售產品	— Sale of products	—	23
— 利息開支	— Interest expense	—	(5)
— 利息收入	— Interest income	363	—
<b>最終股東之關聯方</b>	<b>Related parties of the ultimate shareholder</b>		
— 銷售產品	— Sale of products	—	10
— 服務費	— Service fee	(12)	(23)
— 租金收入	— Rental income	1,823	1,857
		22(a)	

##### (c) 主要管理層人員補償

##### (c) Key management personnel compensation

		截至六月三十日止六個月 Six months ended 30 June	
		二零二四年 2024 千港元 HK\$'000 (未經審核) (Unaudited)	二零二三年 2023 千港元 HK\$'000 (未經審核) (Unaudited)
薪金及其他短期福利	Salaries and other short-term benefits	2,325	2,530
離職後成本	Post-employment costs	70	55
		2,395	2,585





## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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## 22. 關連及關聯方交易及結餘 (續)

## 22. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

## (d) 結餘概要

## (d) Summary of balances

			於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
<b>流動資產</b>	<b>Current assets</b>			
最終控股公司之 附屬公司欠款	Amounts due from subsidiaries of the ultimate holding company	(i)	38,542	40,039
本公司附屬公司之一名 非控股股東欠款	Amount due from a non- controlling shareholder of the Company's subsidiary	(i)	61,662	61,662
其他關聯方欠款	Amounts due from other related parties		100,204	101,701
<b>流動負債</b>	<b>Current liabilities</b>			
欠最終控股公司附屬 公司之款項	Amounts due to subsidiaries of the ultimate holding company	(i)	10,125	7,522
欠其他關聯方款項	Amounts due to other related parties		10,125	7,522

附註：

Note:

- (i) 於二零二四年六月三十日及二零二三年十二月三十一日，結餘為無抵押、不計息及須按要  
求償還。

- (i) As at 30 June 2024 and 31 December 2023, the balances were unsecured, non-interest bearing and were repayable on demand.



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## 22. 關連及關聯方交易及結餘 (續)

## 22. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

## (e) 一間聯營公司欠款

## (e) Amounts due from an associate

一間聯營公司欠款主要指(i)應收特許權費收入，賬面總值為253,069,000港元(二零二三年十二月三十一日：241,677,000港元)(扣除信貸虧損撥備133,102,000港元(二零二三年十二月三十一日：120,506,000港元))；(ii)應收貸款，賬面總值為48,570,000港元(二零二三年十二月三十一日：35,495,000港元)(扣除信貸虧損撥備19,819,000港元(二零二三年十二月三十一日：13,430,000港元))；及(iii)其他應收款項，賬面總值為5,867,000港元(二零二三年十二月三十一日：3,793,000港元)(扣除信貸虧損撥備2,358,000港元(二零二三年十二月三十一日：1,848,000港元))，為無抵押、不計息及須按要求償還。

Amounts due from an associate mainly represented (i) receivable of royalty fee income with gross carrying amount of HK\$253,069,000 (31 December 2023: HK\$241,677,000), net of allowance for credit losses of HK\$133,102,000 (31 December 2023: HK\$120,506,000); (ii) loans receivables with gross carrying amount of HK\$48,570,000 (31 December 2023: HK\$35,495,000), net of allowance of credit losses of HK\$19,819,000 (31 December 2023: HK\$13,430,000); and (iii) other receivables with gross carrying amount of HK\$5,867,000 (31 December 2023: HK\$3,793,000), net of allowance of credit losses of HK\$2,358,000 (31 December 2023: HK\$1,848,000) which was unsecured, non-interest bearing and was repayable on demand.

於二零二四年六月三十日賬面值為48,570,000港元的應收貸款中，賬面總值為27,330,000港元的應收貸款乃於過往期間自一筆3,500,000美元的貸款融資中授出，當中6,186,000港元(相當於790,000美元)於本中期期間內提取，而21,144,000港元(相當於2,710,000美元)於去年提取。貸款融資已於二零二四年六月三十日悉數動用。貸款融資由聯營公司大股東以本公司為受益人簽立的聯營公司71%股權的股份押記作為抵押品，年利率10%，自提取日期起60個月償還。

Among the loans receivables with gross carrying amount of HK\$48,570,000 as at 30 June 2024, loans receivables with gross carrying amount of HK\$27,330,000 were granted in prior periods under a US\$3,500,000 loan facility of which HK\$6,186,000 (equivalent to US\$790,000) was advanced during the current interim period and HK\$21,144,000 (equivalent to US\$2,710,000) was drawn down in last year. The loan facility has been fully utilized as at 30 June 2024. The loan facility was secured by a share charge of 71% equity interest of the associate executed by the majority shareholder of the associate in favour of the Company as collateral, bearing interest at 10% per annum and repayable for a term of 60 months from date of draw down.

賬面總值為21,240,000港元，包括於本中期期間內提取的6,637,000港元(相當於850,000美元)的應收貸款餘額為無抵押，年利率為10%，自提取或重續日期後12個月至60個月內償還。

The remaining balance of loans receivables with gross carrying amount of HK\$21,240,000, including HK\$6,637,000 (equivalent to US\$850,000) advanced during the current interim period was unsecured, bearing interest at 10% per annum and repayable from 12 months and up to 60 months from date of draw down or renewal.



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### 22. 關連及關聯方交易及結餘 (續)

#### (f) 一間中介控股公司欠款

於二零二三年十二月三十一日，一間中介控股公司欠款賬面總值9,278,000港元(扣除信貸虧損撥備40,000港元)為無抵押、不計息及須按要求償還。截至二零二四年六月三十日，該款項已全數收回。

### 22. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

#### (f) Amount due from an intermediate holding company

At 31 December 2023, amount due from an intermediate holding company of gross carrying amount of HK\$9,278,000 (net of allowance of credit losses of HK\$40,000) was unsecured, non-interest bearing and was repayable on demand. The amount has been fully recovered as of 30 June 2024.

### 23. 金融工具之公平值計量

本集團若干金融資產按於各報告期末之公平值計量。下表提供釐定該等金融資產公平值之方式(尤其是所使用之估值技術及輸入數據)，以及根據公平值計量所用輸入數據之可觀察程度而將公平值計量歸類於公平值等級之級別(第一至三級)之資料。

### 23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

金融資產	Financial assets	公平值於		公平值等級	估值技術及 主要輸入數據 Valuation technique and key inputs
		二零二四年 六月三十日 30 June 2024 千港元 HK\$'000	二零二三年 十二月三十一日 31 December 2023 千港元 HK\$'000		
透過損益賬按公平值 處理之金融資產	Financial assets at fair value through profit or loss				
其他投資	Other investment	10,000	10,000	第二級 Level 2	附註 Note

## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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For the six months ended 30 June 2024

#### 23. 金融工具之公平值計量(續)

附註：第二級定息基金的公平值乃根據市場莊家、基金管理人的報價或由可觀察輸入數據支持的其他定價來源釐定。最重大輸入數據為市場利率、資產淨值及基金最新贖回價格或交易價格。

於截至二零二四年六月三十日止期間及截至二零二三年十二月三十一日止年度，第一級、第二級與第三級之間並無轉移。

董事認為，本集團在中期簡明綜合財務報表內按攤銷成本記賬之金融資產及金融負債之賬面金額與公平值相若。該等公平值乃基於貼現現金流量分析按照公認定價模型釐定。

#### 23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

Note: Level 2 fair values of fixed interest fund have been determined based on quotes from market makers, funds administrators or alternative pricing sources supported by observable inputs. The most significant inputs are market interest rates, net asset values and latest redemption prices or transaction prices of the funds.

There were no transfers among Levels 1, 2 and 3 during the period ended 30 June 2024 and year ended 31 December 2023.

The Directors consider that the carrying amount of the Group's financial assets and financial liabilities recorded at amortised cost in the interim condensed consolidated financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flows analysis.





## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 24. 或然事項

於二零二四年六月三十日及直至此等中期簡明綜合財務報表之發佈日，本集團有以下已於本公司於二零二三年經審核綜合財務報表以及當前及前一期間之相關公告所披露而導致的或然負債。

- (a) 於二零一九年八月十三日，本公司接獲Patrick John Wee Ewe Seng先生（「PJW先生」）及Active Gains Universal Limited（「Active Gains」）作為原告人根據香港高等法院的高等法院案件編號1469/2019向本公司及本公司全資附屬公司Fester Global Limited（「Fester Global」）作為被告人發出的傳訊令狀（「二零一九年法律程序」），內容有關根據買賣協議收購TFKT True Holdings（「True Cayman」）51%股本權益之若干安排（「買賣協議」）。本集團已積極抗辯並駁回原告人之申索。於二零二一年一月，由於Active Gains無法就買賣協議下二零一七年及二零一八年財政年度的保證利潤不足之數向本集團作出補償，因此本集團已強制執行其於股份押記協議下的權利。以Fester Global為受益人而押記的10,000股True Cayman股份已轉讓予Fester Global，以結付部份利潤保證安排下的到期及應付金額。其後，本公司及Fester Global向原告人進行反申索，以收回二零一七年及二零一八年財政年度保證利潤不足之數結餘，原告人的回應為呈交經修訂回覆、反申索抗辯及就反申索作出反申索。於二零二二年一月四日，本公司及Fester Global呈交(a)經修訂反申索抗辯及反申索，及(b)經修訂答覆及反申索抗辯及反申索的抗辯之答辯。期內，二零一九年法律程序並無實質進展，而二零一九年法律程序仍處於初步階段，截至此等中期簡明綜合財務報表之發佈日，尚未釐定審訊日期。根據本公司管理層尋求法律意見並考慮最新發展後的意見，因二零一九年法律程序而導致任何重大經濟外流的可能性較低。

### 24. CONTINGENCIES

As at 30 June 2024 and up to date of issue of these interim condensed consolidated financial statements, the Group had the following contingent liabilities arising from incidents as disclosed in the 2023 audited consolidated financial statements of the Company and relevant announcements in the current and prior period.

- (a) On 13 August 2019, the Company was served a writ of summons filed by Mr. Patrick John Wee Ewe Seng (“Mr. PJW”) and Active Gains Universal Limited (“Active Gains”) as the plaintiffs against the Company and Fester Global Limited (“Fester Global”), a wholly-owned subsidiary of the Company, as the defendants, under High Court Action No. 1469/2019 in the High Court of Hong Kong (the “2019 Legal Proceedings”) regarding certain arrangements under the sale and purchase agreement of acquisition for the 51% equity interest in TFKT True Holdings (“True Cayman”) (the “SPA”). The Group has been vigorously defending and opposing the plaintiffs’ claims. In January 2021, the Group has enforced its right under a share charge agreement since Active Gains had failed to compensate the Group in respect of the profit guarantee shortfalls for the financial years of 2017 and 2018 under the SPA. 10,000 shares in True Cayman charged in favour of Fester Global were transferred to Fester Global as partial settlement of the amounts due and payable under the profit guarantee arrangement. Subsequently, the Company and Fester Global issued a Counterclaim against the plaintiffs to recover the balance of the profit guarantee shortfalls for the financial years of 2017 and 2018, and in response, the plaintiffs filed their Amended Reply, Defence to Counterclaim and Counterclaim to Counterclaim. On 4 January 2022, the Company and Fester Global filed (a) Re-Amended Defence and Counterclaim and (b) Rejoinder to Amended Reply and Reply to Defence to Counterclaim and Defence to Counterclaim to Counterclaim. There was no material progress for the 2019 Legal Proceedings during the period and the 2019 Legal Proceedings are still at a preliminary stage and the date of trial has not been fixed up to the date of issuance of these interim condensed consolidated financial statements. Based on the opinion of the management of the Company after seeking legal advice and considering the latest development, the possibility of any significant economic outflow in relation to the 2019 Legal Proceedings is remote.



## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

## 24. 或然事項 (續)

- (b) 作為本集團根據買賣協議之利潤保證安排向Active Gains及PJW先生尋求補償之進一步行動，於二零二二年三月，一份申索陳述書之並存傳訊令狀(「傳訊令狀」)已根據香港高等法院於二零二二年二月十八日批予在香港司法管轄範圍外送達傳訊令狀的許可向身處香港境外的Active Gains及PJW先生(統稱「被告人」)送達，該傳訊令狀內容有關Fester Global(作為原告人)針對被告人發起的法律行動(高等法院案件編號為1942/2021)(「二零二一年法律程序」)。Fester Global在二零二一年法律程序下之申索乃關於Active Gains及PJW先生違反買賣協議及Active Gains違反Fester Global、Active Gains及True Cayman於二零一七年五月二十九日訂立之股東協議(「股東協議」)。Fester Global針對Active Gains之申索詳情披露於本公司日期為二零二二年三月二十五日之公告。

Active Gains及PJW先生已於二零二二年七月二十日提交及送達抗辯及反申索，據此Active Gains反申索(i)根據股東協議True Cayman自二零二零年三月三十一日起受出售交易約束之聲明；(ii)具體履行股東協議第11.2及11.5條，特別是委任受委估值師(定義見股東協議第11.3條)；及(iii)有關違反上述條文之相關損害賠償。作為回應，Fester Global已於二零二二年十一月十一日提交回覆及反申索抗辯。

## 24. CONTINGENCIES (CONTINUED)

- (b) As part of the Group's further actions to seek compensation from Active Gains and Mr. PJW under the profit guarantee arrangement of the SPA, in March 2022, a concurrent writ of summons with statement of claim (the "Writ") was served on Active Gains and Mr. PJW (collectively as the "Defendants"), outside Hong Kong pursuant to the leave granted by the High Court of Hong Kong on 18 February 2022 for serving the Writ on the Defendants out of the jurisdiction of Hong Kong in relation to the legal action instituted by Fester Global, as the plaintiff, against the Defendants under the High Court Action No. 1942/2021 (the "2021 Legal Proceedings"). Fester Global's claims under the 2021 Legal Proceedings are related to the breaches of the SPA by Active Gains and Mr. PJW, and the breaches of the shareholders' agreement (the "SHA") dated 29 May 2017 entered into among Fester Global, Active Gains and True Cayman by Active Gains. Details of Fester Global's claims against Active Gains are disclosed in the Company's announcement dated 25 March 2022.

Active Gains and Mr. PJW have filed and served a Defence and Counterclaim on 20 July 2022, pursuant to which Active Gains counterclaimed for (i) a declaration that True Cayman is subject to trade sale as of 31 March 2020 pursuant to the SHA, (ii) specific performance of clauses 11.2 and 11.5 of the SHA, specifically the appointment of an appointed valuer (as defined under clause 11.3 of the SHA), and (iii) relevant damages for breach of the above provisions. In response, Fester Global filed Reply and Defence to Counterclaim on 11 November 2022.



## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

### 24. 或然事項 (續)

(b) (續)

於二零二四年二月十九日，二零一九年法律程序及二零二一年法律程序被頒令由同一法官審理，並根據主審法官的指示在同一時間或緊接其後進行審理。與二零一九年法律程序一樣，期內，二零二一年法律程序並無實質進展，而二零二一年法律程序仍處於初步階段，截至此等中期簡明綜合財務報表之發佈日，尚未釐定審判日期。根據本公司管理層尋求法律意見及考慮最新發展後的意見，因二零二一年法律程序而導致任何重大經濟外流的可能性較低。

除上文所述者外，本集團於二零二四年六月三十日並無任何重大或然負債。

### 24. CONTINGENCIES (CONTINUED)

(b) (Continued)

On 19 February 2024, the 2019 Legal Proceedings and the 2021 Legal Proceedings were ordered to be tried before the same judge and be heard at the same time or immediately after another as the trial judge may direct. As in the case of the 2019 Legal Proceedings, there was no material progress for the 2021 Legal Proceedings during the period and the 2021 Legal Proceedings are still at a preliminary stage and the date of trial has not been fixed up to the date of issue of these interim condensed consolidated financial statements. Based on the opinion of the management of the Company after seeking legal advice and considering the latest development, the possibility of any significant economic outflow in relation to the 2021 Legal Proceedings is remote.

Except for the above, the Group did not have any material contingent liabilities as at 30 June 2024.





# 中期簡明綜合財務報表審閱報告

## REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS



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致華控康泰集團有限公司

董事會

(於開曼群島註冊成立之有限公司)

**TO THE BOARD OF DIRECTORS OF KONTAFARMA CHINA HOLDINGS LIMITED**

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

### 引言

吾等已審閱列載於第5頁至第38頁華控康泰集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之中期簡明綜合財務報表,包括於二零二四年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流動表以及中期簡明綜合財務報表附註,包括重大會計政策資料。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製之報告必須符合當中有關條文及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司之董事須負責根據香港會計準則第34號編製及呈列該等中期簡明綜合財務報表。吾等之責任為根據審閱對該等中期簡明綜合財務報表作出結論。本報告按照協定之委聘條款僅向閣下(作為整體)報告,除此之外別無其他目的。吾等不會就本報告之內容對任何其他人士負上或承擔任何責任。

### INTRODUCTION

We have reviewed the interim condensed consolidated financial statements of Kontafarma China Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 5 to 38, which comprise the condensed consolidated statement of financial position as at 30 June 2024 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six month period then ended, and notes to the interim condensed consolidated financial statements, including material accounting policy information. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.





## 中期簡明綜合財務報表審閱報告

# REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，並應用分析和其他審閱程序。審閱範圍遠小於根據香港審計準則進行審核之範圍，故不能讓吾等保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。

### 結論

按照吾等之審閱，吾等並無發現任何事項，令吾等相信中期簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

香港立信德豪會計師事務所有限公司  
執業會計師

伍惠民  
執業證書編號P05309

香港  
二零二四年八月二十八日

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

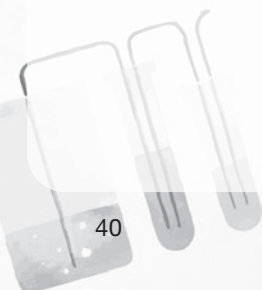
### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**BDO Limited**  
*Certified Public Accountants*

**Ng Wai Man**  
Practicing Certificate Number P05309

Hong Kong  
28 August 2024



## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

截至二零二四年六月三十日止六個月，華控康泰集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）業務主要包括(i)於中華人民共和國（「中國」）製造及銷售處方藥，包括化學藥；及(ii)經營健身中心及提供健身和健康諮詢服務，並經營特許經營業務以獲得特許權費收入。

### 財務業績

截至二零二四年六月三十日止六個月，本集團之收入和毛利分別約為458.5百萬港元和277.1百萬港元（二零二三年：約430.7百萬港元和247.3百萬港元），較二零二三年同期分別增加約6.5%和12.1%。收入和毛利提升，主因如下：

- 醫藥業務分部方面，同方藥業集團有限公司（「同方藥業」）引入更有效的營銷方式促進收入和毛利增長，同時抵消了i)重慶康樂製藥有限公司（「重慶康樂」）因客戶需求減弱對收入帶來的負面影響；及ii)本集團於二零二三年五月九日（「出售日」）完成出售於陝西紫光辰濟藥業有限公司（「陝西辰濟」）及其附屬公司（統稱「陝西辰濟集團」）持有的全部股權而帶來的影響，完成後，本集團不再於陝西辰濟集團中擁有任何實益權益；及
- 健身業務分部方面，本集團於新加坡經營之健身業務逐漸擺脫新冠疫情影響，業務大幅改善。

For the six months ended 30 June 2024, Kontafarma China Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) was principally engaged in the (i) manufacturing and sales of prescription drugs, including chemical drugs in the People’s Republic of China (the “PRC”); and (ii) operating of fitness centres and provision of consultation services for fitness and health activities, and operating of franchise business for royalty fee income.

### FINANCIAL RESULTS

For the six months ended 30 June 2024, the Group’s revenue and gross profit amounted to approximately HK\$458.5 million and HK\$277.1 million (2023: approximately HK\$430.7 million and HK\$247.3 million) respectively, representing an increase of approximately 6.5% and 12.1% as compared with the corresponding period of 2023. The increase in revenue and gross profit was mainly attributable to the following reasons:

- For the pharmaceutical business segment, Tongfang Pharmaceutical Group., Ltd.\* (同方藥業集團有限公司) (“Tongfang Pharmaceutical”) introduced a more effective marketing initiative to promote the growth of both revenue and gross profit, and at the same time it offset i) the negative effect on revenue of Chongqing Kangle Pharmaceutical Co., Ltd.\* (重慶康樂製藥有限公司) (“Chongqing Kangle”) due to the shrinking customer demand; and ii) the effect on completion of the disposal of the entire equity interest held in Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.\* (陝西紫光辰濟藥業有限公司) (“Shaanxi Life Care”) and its subsidiaries (collectively, “Shaanxi Life Care Group”) on 9 May 2023 (“Disposal Date”), after which the Group ceased to have any beneficial interests in Shaanxi Life Care Group; and
- In respect of the fitness business segment, the Group’s fitness business in Singapore has gradually recovered from the impact of the COVID-19 pandemic and has significantly improved.



## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 財務業績 (續)

本集團截至二零二四年六月三十日止六個月之淨虧損約為4.5百萬港元(二零二三年:純利約21.4百萬港元)。每股基本盈利為約0.09港仙(二零二三年:約0.7港仙)。本集團由錄得純利轉為錄得淨虧損,主要原因為上一期間因本集團出售於陝西辰濟集團持有的全部股權,錄得一次性收益約110.5百萬港元,而本期間沒有此類收益,這抵消了本集團收入和毛利增長以及持續有效的費用壓降給業績帶來的正面效應。

### 業務回顧

#### 醫藥業務

截至二零二四年六月三十日止六個月,本集團醫藥業務收入和毛利分別為約345.4百萬港元和264.4百萬港元(二零二三年:約332.7百萬港元和247.7百萬港元),較二零二三年同期分別增加約3.8%和6.8%。增加的主要原因為同方藥業採取更有效的營銷措施,提振了收入和毛利。

截至二零二四年六月三十日止六個月,本集團醫藥業務分部業績錄得收益約60.5百萬港元(二零二三年:約108.5百萬港元),收益下降主要因於二零二三年五月九日出售同方藥業持有的陝西辰濟全部股權,獲得一次性收益約110.5百萬港元,而本期間沒有錄得此類收益,這抵消了同方藥業收入和毛利增加,以及醫藥業務整體壓降成本費用帶來的正面效應。

### FINANCIAL RESULTS (CONTINUED)

The Group's net loss for the six months ended 30 June 2024 was approximately HK\$4.5 million (2023: net profit of approximately HK\$21.4 million). Basic earnings per share was approximately HK0.09 cents (2023: approximately HK0.7 cents). A one-off gain of approximately HK\$110.5 million from the disposal of the Group's entire equity interest held in Shaanxi Life Care Group was recorded in the previous period, while no such gain was recorded in the current period, which serves as the main reason for the Group's turnaround from net profit to net loss. This offsets growth of the revenue and gross profit of the Group, as well as the positive effect to the results brought by the consistently effective cost reduction.

### BUSINESS REVIEW

#### Pharmaceutical Business

For the six months ended 30 June 2024, the revenue and gross profit of the Group's pharmaceutical business were approximately HK\$345.4 million and HK\$264.4 million (2023: approximately HK\$332.7 million and HK\$247.7 million) respectively, representing an increase of approximately 3.8% and 6.8% to the corresponding period of 2023. The main reason for the increase is the adoption of a more effective marketing initiative by Tongfang Pharmaceutical, which boosted both revenue and gross profit.

For the six months ended 30 June 2024, the results of the pharmaceutical business segment of the Group recorded a profit of approximately HK\$60.5 million (2023: approximately HK\$108.5 million). The decrease in profit was mainly due to the one-off gain of approximately HK\$110.5 million from the disposal of the entire equity interest in Shaanxi Life Care held by Tongfang Pharmaceutical on 9 May 2023, but no such gain is recorded in the current period. This offsets the growth in revenue and gross profit of Tongfang Pharmaceutical, as well as the positive effect brought by the general cost reduction in the pharmaceutical business.



## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧 (續)

#### 醫藥業務 (續)

##### 1. 同方藥業

同方藥業主要從事化學仿製藥的生產及銷售，在北京市延慶區擁有3萬平方米的製劑車間，主打產品均為處方用藥，治療領域主要包括局部麻醉用藥和婦科用藥。截至二零二四年六月三十日止六個月，同方藥業錄得收入和毛利分別約為人民幣278.7百萬元和人民幣235.9百萬元(二零二三年：約人民幣231.4百萬元和人民幣205.5百萬元)，收入和毛利分別較二零二三年同期增加約20.5%和14.8%。

同方藥業上半年銷售狀況良好，更廣泛且有效的營銷措施初見成效，後期將不斷加強內部管理，積極推進新產品研發，全力開拓新興市場，穩步提振生產和銷售。

##### 2. 重慶康樂

重慶康樂主要於重慶市長壽工業園區從事原料藥(「原料藥」)及原料藥中間體之研發、生產及銷售業務。截至二零二四年六月三十日止六個月，重慶康樂錄得收入和毛利分別約為人民幣40.2百萬元和人民幣10.2百萬元(二零二三年：約人民幣46.2百萬元和人民幣8.8百萬元)，收入較二零二三年同期下降約12.9%，而毛利同比增加16.2%。

### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (Continued)

##### 1. Tongfang Pharmaceutical

Tongfang Pharmaceutical is principally engaged in the production and sales of chemical generic drugs. It has a preparation workshop of 30,000 square meters in Yanqing District, Beijing. Its key products are prescription drugs and its therapeutic areas mainly include drugs for local anesthesia and gynecological purposes. For the six months ended 30 June 2024, Tongfang Pharmaceutical recorded revenue and gross profit of approximately RMB278.7 million and RMB235.9 million (2023: approximately RMB231.4 million and RMB205.5 million), respectively. The revenue and gross profit recorded an increase of approximately 20.5% and 14.8% as compared with the corresponding period of 2023 respectively.

A good sales performance is witnessed for Tongfang Pharmaceutical in the first half of the year, and we are beginning to see the results of the more comprehensive and effective marketing initiative. At the later stage, we will continue to strengthen the internal management, promote the research and development of new products in an active manner, spare no effort on exploring emerging markets, and boost the production and sales steadily.

##### 2. Chongqing Kangle

Chongqing Kangle is principally engaged in the research and development, production and sales of active pharmaceutical ingredients ("API") and intermediate API in Chongqing Changshou Chemical Industrial Park. For the six months ended 30 June 2024, Chongqing Kangle recorded revenue and gross profit of approximately RMB40.2 million and RMB10.2 million (2023: approximately RMB46.2 million and RMB8.8 million) respectively. The revenue recorded a decrease of approximately 12.9% as compared with the corresponding period of 2023, while the gross profit recorded an increase of 16.2%.





## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧 (續)

#### 醫藥業務 (續)

##### 2. 重慶康樂 (續)

二零二四年上半年，重慶康樂未能完全擺脫市場需求減弱的影響，但通過發佈利潤率更高的新產品，實現了毛利提升。重慶康樂目前正在積極尋找新客戶、新訂單以及開闢新市場，爭取二零二四年下半年業績有所轉變。

##### 3. 陝西辰濟

陝西辰濟集團主要從事製造及銷售中藥產品。本集團已於出售日完成出售所持有的陝西辰濟集團的全部股權，完成後，本集團不再於陝西辰濟集團中擁有任何實益權益。截至出售日，陝西辰濟集團錄得收入和毛利分別約為人民幣21.6百萬元和人民幣9.7百萬元。

#### 健身業務

截至二零二四年六月三十日止六個月，本集團健身業務之收入約為113.1百萬元(二零二三年：98.0百萬元)，其中包括特許權費收入約18.1百萬元(二零二三年：20.5百萬元)。截至二零二四年六月三十日止六個月，本集團健身業務分部業績錄得虧損約38.5百萬元(二零二三年：52.1百萬元)。

收入增加及虧損收窄主要因為採取市場導向的定價策略、進行更為有效的營銷活動，以及提供最佳的服務，令本業務於新加坡得以成功從新冠疫情中復甦。此等有利的變動抵銷了成本上升，特許權費收入下降及無形資產減值損失的負面影響。

### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (Continued)

##### 2. Chongqing Kangle (Continued)

In the first half of 2024, Chongqing Kangle is not able to break away from the effect of the shrinking of market demand completely, but it has increased its gross profit through the launch of new products with higher margin. Chongqing Kangle is currently searching for new customers and orders proactively, and is also exploring new markets in an active manner, striving for a turnaround in its results in the second half of 2024.

##### 3. Shaanxi Life Care

Shaanxi Life Care Group is principally engaged in the manufacturing and sales of Chinese medicine products. The Group completed the disposal of its entire equity interest held in Shaanxi Life Care Group on the Disposal Date. Upon completion, the Group ceased to have any beneficial interests in Shaanxi Life Care Group. As of the Disposal Date, Shaanxi Life Care Group recorded revenue and gross profit of approximately RMB21.6 million and RMB9.7 million respectively.

#### Fitness Business

The revenue of the Group's fitness business for the six months ended 30 June 2024 was approximately HK\$113.1 million (2023: HK\$98.0 million), which includes royalty fee income of approximately HK\$18.1 million (2023: HK\$20.5 million). For the six months ended 30 June 2024, the results of the Group's fitness business segment recorded a loss of approximately HK\$38.5 million (2023: HK\$52.1 million).

The increase in revenue and the narrowing of loss were primarily attributable to the successful recovery from COVID-19 pandemic in Singapore by adopting market-oriented pricing strategies, taking more effective marketing activities and providing better services. These favourable changes offset the negative impact of rising costs, lower royalty fee income and impairment loss on intangible assets.

## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧

#### 流動資金及融資

本集團於截至二零二四年六月三十日止六個月之資本開支、日常經營及投資主要由其經營所得現金及來自主要往來銀行之貸款提供資金。

於二零二四年六月三十日，本集團持有銀行結餘及現金儲備約68.7百萬港元(二零二三年十二月三十一日：約77.7百萬港元)，均為現金及現金等價物。

於二零二四年六月三十日，本集團須於一年內償還之未償還借貸約43.3百萬港元(二零二三年十二月三十一日：須於一年內償還之未償還借貸約39.5百萬港元及須於一年後償還之未償還借貸約12.8百萬港元)。於二零二四年六月三十日，本集團之未償還借貸中，有45.3%以人民幣(「人民幣」)計值，54.7%則以新加坡元(「新加坡元」)計值。本集團約40.1%之未償還借貸按浮動利率計息，其餘則按固定利率計息。

於二零二四年六月三十日，本集團的資產負債比率(借貸總額除以總資產)如下：

### FINANCIAL REVIEW

#### Liquidity and Financing

The Group's capital expenditure, daily operations and investments during the six months ended 30 June 2024 were mainly funded by cash generated from its operations and loans from principal bankers.

As at 30 June 2024, the Group maintained bank balances and cash reserves of approximately HK\$68.7 million (31 December 2023: approximately HK\$77.7 million), all of which were cash and cash equivalents.

As at 30 June 2024, the Group had outstanding borrowings repayable within one year of approximately HK\$43.3 million (31 December 2023: outstanding borrowings repayable within one year of approximately HK\$39.5 million and outstanding borrowings repayable after one year of approximately HK\$12.8 million). As at 30 June 2024, 45.3% of the Group's outstanding borrowings were denominated in Renminbi ("RMB") and 54.7% in Singapore dollars ("SGD"). Approximately 40.1% of the Group's outstanding borrowings were charged with interest at floating rates while the remainder were charged at fixed rates.

The gearing ratio (total borrowings over total assets) of the Group as at 30 June 2024 was as follows:

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
借貸總額	Total borrowings	43,281	52,347
總資產	Total assets	1,691,887	1,727,335
資產負債比率	Gearing ratio	2.6%	3.0%



## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧(續)

#### 財務管理及政策

本集團之財務政策旨在令本集團面對之財務風險減至最低。本集團之政策為不參與投機性之衍生金融交易，亦不會將流動資產投資於高風險金融產品。

#### 外匯波動風險

本集團之業務主要位於中國及新加坡，其大多數交易、相關營運資金及借貸以人民幣、新加坡元、美元及港元計值。本集團密切監控有關外匯風險，並將於需要時考慮對沖重大貨幣風險。然而，由於本集團之綜合財務報表以港元呈列，而港元有別於其功能貨幣，故本集團無可避免地面對因將賬目換算為呈列貨幣而產生之外匯風險(不論正面或負面)。

#### 資產抵押

於二零二四年六月三十日，本集團之銀行借貸28,199,000港元(二零二三年十二月三十一日：28,824,000港元)及租賃負債306,000港元(二零二三年十二月三十一日：1,076,000港元)已以下列項目作抵押：

### FINANCIAL REVIEW (CONTINUED)

#### Financial Management and Policy

The Group's financial policy aims at minimising the Group's financial risk exposure. Our policy is not to engage in speculative derivative financial transactions and not to invest current assets in financial products with significant risks.

#### Risk of Foreign Exchange Fluctuation

The Group's operations are mainly located in the PRC and Singapore and most of its transactions, related working capital and borrowings are denominated in RMB, SGD, United States dollar and HK\$. The Group closely monitors such foreign exchange exposure and will consider hedging significant currency exposure if necessary. However, since the Group's consolidated financial statements are presented in HK\$ which is different from its functional currency, the Group would inevitably face foreign exchange exposure, whether positive or negative, arising from translating the accounts to its presentation currency.

#### Pledge of Assets

As at 30 June 2024, the Group's bank borrowings of HK\$28,199,000 (31 December 2023: HK\$28,824,000) and lease liabilities of HK\$306,000 (31 December 2023: HK\$1,076,000) were secured by the following:

		於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Buildings and structures	11,821	1,835
使用權資產	Right-of-use assets	3,066	4,454
銀行結餘	Bank balance	46	129
		<b>14,933</b>	<b>6,418</b>

## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧(續)

#### 重大資本承擔及投資

本集團有以下資本承擔：

已訂約但未於中期簡明綜合財務報表內撥備之資本承擔：

- 購置物業、廠房及設備

### FINANCIAL REVIEW (CONTINUED)

#### Material Capital Commitments and Investments

The Group had the following capital commitments:

	於二零二四年 六月三十日 At 30 June 2024 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二三年 十二月三十一日 At 31 December 2023 千港元 HK\$'000 (經審核) (Audited)
已訂約但未於中期簡明綜合財務報表內撥備之資本承擔：		
— 購置物業、廠房及設備	3,579	16,883

### 僱員

於二零二四年六月三十日，本集團有717名（二零二三年十二月三十一日：720名）僱員。本集團之員工成本（包括董事酬金及退休福利計劃供款）約為75,099,000港元（二零二三年六月三十日：約81,232,000港元）。本集團之一貫政策為提供具競爭力之薪酬待遇，並按僱員表現發放薪金及花紅獎勵。此外，根據本公司不時採納之購股權計劃及股份獎勵計劃各自之條款，合資格僱員或可分別獲授購股權及獎勵股份。該等計劃旨在激勵選定僱員為本集團作出貢獻、讓本集團可招聘及挽留具有卓越才幹之僱員，以及吸納及挽留對本集團而言屬寶貴之人力資源。

### Employees

As at 30 June 2024, the Group had 717 (31 December 2023: 720) employees. The staff costs (including Directors' emoluments and retirement benefits scheme contributions) of the Group's were approximately HK\$75,099,000 (30 June 2023: approximately HK\$81,232,000). The Group maintains a policy of paying competitive remuneration packages and employees are also rewarded salary and bonus on a performance related basis. In addition, share options and awarded shares may be granted to eligible employees pursuant to the terms of the share option scheme and the share award scheme adopted by the Company from time to time, respectively. The purposes of the schemes are to provide incentives for the selected employees to contribute to the Group, to enable the Group to recruit and retain high-calibre employees, and to attract and retain human resources that are valuable to the Group.





## 管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

### 展望

#### 醫藥業務

二零二四年上半年，全球經濟的複雜性和不確定性對中國宏觀經濟形勢帶來了不確定性，對本集團的醫藥業務也產生了不容忽視的影響。面對這一嚴峻形勢，本集團以積極的姿態，深入剖析當前的市場環境，對內外部因素進行了全面的研判，通過加強內部管理，以差異化競爭策略，提升產品的市場競爭力。本集團亦積極探索新的業務模式，以適應日新月異的市場環境。

本集團將持續以開放的心態和創新的思維，面對未來的機遇和挑戰，通過多維度的戰略佈局，提升自身的抗風險能力和可持續發展能力。

#### 健身業務

預期於新加坡經營之健身業務在二零二四年下半年的前景依然亮麗。儘管健身行業環境變化急速，本集團持續執行的策略舉措將讓我們鞏固業務地位。

本集團須於本年度餘下時間採取積極的態度，方能在競爭中取得領先，並應對潛在的挑戰。本集團的健身業務將繼續創造新的服務、吸收行業最新的趨勢及最佳實務。本集團亦將繼續提供各種會員計劃以迎合不同的客戶需要，並正訂立不同等級的服務以滿足會員的不同興趣。

依托二零二四年上半年建立的扎實基礎，未來本集團在新加坡經營的健身業務將取得更大突破。

### OUTLOOK

#### Pharmaceutical Business

In the first half of 2024, the complexity and uncertainties of the global economy have not only brought uncertainties to the macro economy of the PRC, but have also had effects on the pharmaceutical business of the Group that cannot be neglected. The Group faces such grim situation with a positive attitude, where we carried out an in-depth analysis on the current market environment and comprehensive research on both internal and external factors, and enhance the market competitiveness of our products through strengthened internal management and differentiated competitive strategies. The Group is also actively exploring new business models to adapt to the ever-changing market environment.

The Group will continue to face the opportunities and challenges in the future with an open and innovative mind, and will enhance our risk appetite and ability for sustainable development through a multi-dimension strategic layout.

#### Fitness Business

Looking ahead to the second half of 2024, the outlook for the fitness business in Singapore remains promising. Although the landscape of fitness industry is evolving rapidly, the Group's ongoing strategic initiatives will allow us to solidify our business positioning.

Navigating the rest of the year requires a proactive approach to stay ahead of the competition and manage potential challenges. The Group's fitness business will continuously innovate the offerings, incorporating the latest industry-wide trends and best practices. The Group will also keep offering different membership solutions for different customer needs, and is in the process of working on diversified class offerings, catering to various members' interests.

Relying on the solid foundation built up during the first half of 2024, the Group's fitness business in Singapore will achieve greater breakthroughs in the future.

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 中期股息

本公司之董事(「董事」)會(「董事會」)認為保持適當水平之資金以便充份掌握日後出現之商機，乃屬審慎之舉，故不建議宣派截至二零二四年六月三十日止六個月(「本期間」)之中期股息(二零二三年：無)。

### 股份獎勵計劃

於二零一六年九月二十日(「採納日期」)，本公司採納股份獎勵計劃(「股份獎勵計劃」)，旨在激勵選定僱員(「選定僱員」)並挽留彼等以協助本集團之持續營運及發展，並吸引適當人才以利本集團之增長及進一步發展。董事會可根據股份獎勵計劃的條款，向董事會全權酌情認為曾經或將會對本集團業務發展作出貢獻的選定僱員(包括但不限於本集團不時之任何成員公司的董事、行政人員、高級職員及其他僱員(不論全職或兼職))授出本公司股份(「股份」)。股份獎勵計劃將自採納日期起生效及有效，為期十年，並於二零二六年九月十九日屆滿。

如董事會根據股份獎勵計劃授出及批准之獎勵股份(「獎勵股份」)總數超出於採納日期已發行股份總數之10%，則董事會將不會作出任何進一步股份獎勵。

根據股份獎勵計劃可授予一名選定僱員之獎勵股份最高數目不得超過於採納日期已發行股份總數之1%。

由於採納日期之已發行股份總數為4,950,000,000股股份，故根據股份獎勵計劃可授出之獎勵股份最高數目為495,000,000股股份，而可授予一名選定僱員之獎勵股份最高數目為49,500,000股股份。股份獎勵將以股份獎勵計劃受託人不時於香港聯合交易所有限公司(「聯交所」)購入的股份支付。於本綜合財務報表日期，受託人所持由受託人於聯交所收購及根據股份獎勵計劃可能授出的獎勵股份總數為9,858,000股，佔當日已發行股份約0.18%。

### INTERIM DIVIDEND

The board (the "Board") of directors (the "Director(s)") of the Company considers that it is prudent to retain an appropriate level of funds to take advantage of business opportunities as and when they arise, and therefore does not recommend to declare an interim dividend for the six months ended 30 June 2024 (the "Period") (2023: Nil).

### SHARE AWARD SCHEME

On 20 September 2016 (the "Adoption Date"), the Company adopted a share award scheme (the "Share Award Scheme") for the purpose of providing incentives to selected employees (the "Selected Employees") in order to retain them for the continual operation and development of the Group and to attract suitable personnel for the growth and further development of the Group. The Board may award shares of the Company (the "Share(s)"), pursuant to the terms of the Share Award Scheme, to the Selected Employees including without limitation, the Directors, executives, officers and other employees, whether full-time or part-time, of any member of the Group from time to time who the Board considers, in its absolute discretion, has contributed or will contribute to the business development of the Group. The Share Award Scheme shall be valid and effective from the Adoption Date for a term of ten years and expire on 19 September 2026.

The Board shall not make any further award of shares which will result in the total number of Shares awarded (the "Awarded Shares") and approved by the Board under the Share Award Scheme, to be in excess of 10% of the total number of issued Shares as at the Adoption Date.

The maximum number of Awarded Shares which may be awarded to a Selected Employee under the Share Award Scheme shall not exceed 1% of the total number of issued Shares as at the Adoption Date.

As the total number of Shares in issue was 4,950,000,000 Shares as at the Adoption Date, the maximum number of Awarded Shares that may be awarded under the Share Award Scheme is 495,000,000 Shares and the maximum number of Awarded Shares that may be awarded to a Selected Employee is 49,500,000 Shares. The awards of Shares shall be satisfied by Shares acquired by the trustee of the Share Award Scheme on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from time to time. As at the date of this consolidated financial statements, the total number of Shares held by the trustee which were acquired by the trustee on the Stock Exchange and may be granted under the Share Award Scheme is 9,858,000, representing approximately 0.18% of the Shares in issue as at that date.



## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 股份獎勵計劃 (續)

於截至二零二四年及二零二三年六月三十日止期間，概無根據股份獎勵計劃向選定僱員獎勵任何股份。因此，於本期間，概無股份獎勵獲歸屬、註銷或失效，且於本期間開始及結束時，概無未歸屬股份獎勵尚未行使。於本期間開始及結束時，根據股份獎勵計劃可供授出的股份獎勵數目為495,000,000股，相當於本中期報告日期已發行股份約8.86%。根據股份獎勵計劃可能發行的股份數目為零，原因為獎勵股份乃透過於市場上購買現有股份的方式償付。根據股份獎勵計劃授出任何獎勵股份時，本公司須遵守聯交所證券上市規則(「上市規則」)的所有規定。已購買股份於權益內「為股份獎勵計劃持有之股份」項下確認及累計。

#### 董事及最高行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

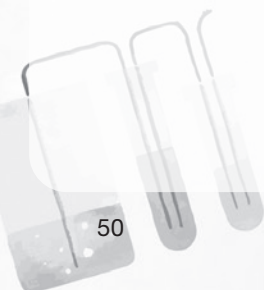
於二零二四年六月三十日，本公司董事或最高行政人員及彼等各自之聯繫人概無於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有任何已記錄於本公司根據證券及期貨條例第352條備存之登記冊內，或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則(「標準守則」)已另行知會本公司及聯交所之權益或淡倉。

#### SHARE AWARD SCHEME (CONTINUED)

No Share was awarded to Selected Employees under the Share Award Scheme during the period ended 30 June 2024 and 2023. Therefore, no share award was vested, cancelled or lapsed during the Period and no unvested share award was outstanding as at the beginning and at the end of the Period. The number of share awards available for grant under the Share Award Scheme was 495,000,000 at the beginning and the end of the Period, representing approximately 8.86% of the Shares in issue as at the date of this interim report. The number of Shares that may be issued under the Share Award Scheme is nil as the Awarded Shares are satisfied by on-market purchase of existing Shares. The Company shall comply with all requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") when making any grant of Awarded Shares under the Share Award Scheme. The acquired Shares were recognised and accumulated in equity under the heading of "Shares held for share award scheme".

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, none of the Directors nor the chief executives of the Company and their respective associate(s) had any interests or short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules.





## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 主要股東及其他人士於股份之權益及淡倉

於二零二四年六月三十日，就本公司任何董事或最高行政人員所知或獲另行知會，以下本公司股東（「股東」）（本公司董事或最高行政人員除外）根據證券及期貨條例第336條備存之登記冊所載，於股份或相關股份中擁有5%或以上權益：

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

At 30 June 2024, so far as it was known by or otherwise notified to any Directors or the chief executives of the Company, the following shareholders of the Company (the "Shareholders") (other than a Director or the chief executives of the Company) had 5% or more interests in the Shares or underlying shares as recorded in the register required to be kept under Section 336 of the SFO:

股東名稱 Name of Shareholders	身份 Capacity	好倉 Long Positions	
		股份數目 Number of Shares	概約股權百分比 Approximate percentage of interest in shareholding
中國健康管理投資有限公司（「中國健康」） China Health Management Investment Limited ("China Health")	實益擁有人 Beneficial owner	3,172,778,000 <sup>(1)</sup>	56.77%
華融泰資產管理（香港）有限公司 （「華融泰香港」） Waranty Assets Management (HK) Limited ("Waranty Hong Kong")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(2)</sup>	56.77%
深圳市華融泰資產管理有限公司 （「深圳華融泰」） Shenzhen Waranty Asset Management Co., Ltd.* ("Shenzhen Waranty")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(3)</sup>	56.77%
寧波保稅區三晉國投股權投資基金合夥企業 （有限合夥）（「三晉國投」） Ningbo Free Trade Zone Sanjin Guotou Private Equity Fund Partnership Enterprise (Limited Partnership)* ("Sanjin Guotou")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(4)</sup>	56.77%
山西建設投資集團有限公司（「山西建投」） Shanxi Construction Investment Group Co., Ltd.* ("Shanxi Construction")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(5)</sup>	56.77%
山西省高速公路集團有限責任公司 （「山西高速公路」） Shanxi Province Expressway Group Limited Liability Company* ("Shanxi Expressway")	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(6)</sup>	56.77%





## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 主要股東及其他人士於股份之權益及淡倉 (續)

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

股東名稱 Name of Shareholders	身份 Capacity	股份數目 Number of Shares	好倉
			Long Positions 概約股權百分比 Approximate percentage of interest in shareholding
山西交通控股集團有限公司(「山西交通」) Shanxi Transportation Holdings Group Co., Ltd.* (“Shanxi Transportation”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(7)</sup>	56.77%
山西省國有資本運營有限公司 (「省國資運營公司」) (前稱山西省國有資本投資運營有限公司) Shanxi State-owned Capital Operation Co., Ltd.* (“State-owned Capital Operation Co.”) (Formerly known as Shanxi State Capital Investment and Operation Co., Ltd.*)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(8)</sup>	56.77%
山西省人民政府國有資產監督管理委員會 (「山西省國資委」) State-owned Assets Supervision and Administration Commission of Shan Xi Provincial Government (“Shanxi Government Commission”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 <sup>(9)</sup>	56.77%
清華同方節能控股有限公司* (「清華同方節能」) THTF Energy-Saving Holdings Limited (“THTF Energy-Saving”)	實益擁有人 Beneficial owner	513,994,000 <sup>(10)</sup>	9.20%
Resuccess Investments Limited (“Resuccess”)	受控制法團權益 Interest of a controlled corporation	513,994,000 <sup>(11)</sup>	9.20%
同方股份有限公司(「同方股份」) Tsinghua Tongfang Co., Ltd.* (“Tsinghua Tongfang”)	受控制法團權益 Interest of a controlled corporation	513,994,000 <sup>(12)</sup>	9.20%

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 主要股東及其他人士於股份之權益及淡倉 (續)

附註：

- (1) 此數字指中國健康於3,172,778,000股股份之法律上及實益權益。
- (2) 華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (3) 深圳華融泰透過其全資附屬公司華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (4) 三晉國投擁有深圳華融泰註冊資本45.50%之權益，因此被視為於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (5) 山西建投分別擁有三晉國投註冊資本46.38%之權益及深圳華融泰註冊資本46.40%之權益，因此被視為(包括經三晉國投)於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (6) 山西高速公路擁有三晉國投註冊資本46.38%之權益，因此被視為於三晉國投擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (7) 山西交通擁有山西高速公路註冊資本100%之權益，因此被視為於山西高速公路擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (8) 省國資運營公司分別擁有山西建投註冊資本90%之權益及山西交通註冊資本90%之權益，因此省國資運營公司被視為透過山西建投及山西交通於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (9) 山西省國資委擁有省國資運營公司註冊資本100%之權益，因此被視為於省國資運營公司擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
- (10) 此數字指清華同方節能於513,994,000股股份之法律上及實益權益。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

Notes:

- (1) The figure refers to the legal and beneficial interests of China Health in 3,172,778,000 Shares.
- (2) Warranty Hong Kong owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (3) Shenzhen Warranty, through its wholly-owned subsidiary, namely Warranty Hong Kong, owns 100% interests in the issued share capital of China Health and is therefore deemed to have an interest in the Shares in which China Health is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (4) Sanjin Guotou owns 45.50% interests in the registered capital of Shenzhen Warranty and is therefore deemed to have an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (5) Shanxi Construction owns 46.38% interests in the registered capital of Sanjin Guotou and 46.40% interests in the registered capital of Shenzhen Warranty respectively and is therefore deemed to have including via Sanjin Guotou an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (6) Shanxi Expressway owns 46.38% interests in the registered capital of Sanjin Guotou and is therefore deemed to have an interest in the Shares in which Sanjin Guotou is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (7) Shanxi Transportation owns 100% interests in the registered capital of Shanxi Expressway and is therefore deemed to have an interest in the Shares in which Shanxi Expressway is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (8) State-owned Capital Operation Co. owns 90% interests in the registered capital of Shanxi Construction and 90% interests in the registered capital of Shanxi Transportation respectively. State-owned Capital Operation Co. is therefore deemed to have, via Shanxi Construction and Shanxi Transportation, an interest in the Shares in which Shenzhen Warranty is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (9) Shanxi Government Commission owns 100% interests in the registered capital of State-owned Capital Operation Co. and is therefore deemed to have an interest in the Shares in which State-owned Capital Operation Co. is interested. The figure refers to the same interests of China Health in the Shares under the SFO.
- (10) The figure refers to the legal and beneficial interests of THTF Energy-Saving in 513,994,000 Shares.



## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 主要股東及其他人士於股份之權益及淡倉 (續)

附註：(續)

- (11) Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。
- (12) 同方股份透過其全資附屬公司Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。

除上文所披露者外，於二零二四年六月三十日，本公司並無接獲任何人士(本公司董事或最高行政人員或彼等各自之聯繫人除外)通知，彼於股份及相關股份中擁有任何需記錄於根據證券及期貨條例第336條備存之登記冊內之權益及淡倉。

### 企業管治守則

按照上市規則附錄C1所載之《企業管治守則》(「企業管治守則」)，董事會已檢討本公司之企業管治常規。董事認為，於本期間內，本公司一直應用企業管治守則之所有適用守則條文之原則並遵守該等守則條文，惟以下偏離企業管治守則之守則條文第C.2.1條除外：

根據企業管治守則的守則條文第C.2.1條，主席與行政總裁的角色應有所區分，並不應由同一人同時兼任。王飛飛先生同時兼任董事會主席(「主席」)及本集團總裁(「總裁」)，履行最高行政人員的角色及職能。董事會相信，將主席及總裁的職責交付予同一人有利於執行本集團的業務策略並提高其營運效率。考慮到非執行董事及獨立非執行董事的不同背景及經驗，董事會認為，現時安排下的權力及權限平衡、問責性及獨立決策將不會受到損害。此外，由所有獨立非執行董事組成的本公司審核委員會(「審核委員會」)可於其認為有需要時，隨時直接接觸本公司的外聘核數師及獨立專業顧問。因此，董事會認為，在此情況下偏離企業管治守則的守則條文第C.2.1條乃屬恰當。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES (CONTINUED)

Notes: (Continued)

- (11) Resuccess owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.
- (12) Tsinghua Tongfang, through its wholly-owned subsidiary, namely Resuccess, owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.

Save as disclosed above, as at 30 June 2024, the Company had not been notified by any person (other than a Director or chief executive of the Company or their respective associate(s)) of any interest and short position in the Shares and underlying shares which were required to be recorded in the register required to be kept under Section 336 of the SFO.

### CORPORATE GOVERNANCE CODE

The Board has reviewed the corporate governance practices of the Company in light of the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Listing Rules. In the opinion of the Directors, the Company applied the principles of, and complied with, all the applicable code provisions of the CG Code throughout the Period, except for the deviation from code provision C.2.1 of the CG Code as follows:

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wang Feifei serves as both the chairman of the Board (the "Chairman") and the president of the Group performing the roles and functions of chief executive (the "President"). The Board believes that vesting the roles of both the Chairman and the President in the same person can facilitate the execution of the Group's business strategies and improve its operational effectiveness. Taking into account the diverse backgrounds and experience of the non-executive Director and independent non-executive Directors, the Board considers that the balance of power and authority, accountability and independent decision making will not be impaired under the current arrangement. In addition, the audit committee of the Company (the "Audit Committee"), which consists of all independent non-executive Directors, has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄C3所載之標準守則，作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等於回顧期內一直遵守標準守則所載之所需標準。本公司已要求因本公司之職務而有可能取得內幕消息之相關僱員遵守標準守則之條文。

### 董事資料變更

於本公司二零二三年年報日期後，本公司獲悉根據上市規則第13.51B(1)條規定須予披露的董事資料變動如下：

- A. 黃俞先生（「黃先生」）由執行董事調任為非執行董事並不再擔任行政總裁以及董事會執行委員會（「執行委員會」）及董事會股份交易委員會（「股份交易委員會」）各自之成員，自二零二四年四月十九日起生效。
- B. 茲提述(i)本公司日期為二零二四年四月十九日的公告；(ii)日期為二零二四年四月三十日致股東的通函；及(iii)本公司日期為二零二四年六月七日的公告。自二零二四年六月七日起：
- (1) 白平彥先生已退任執行董事、主席及執行委員會、董事會提名委員會（「提名委員會」）、股份交易委員會及董事會投資委員會（「投資委員會」）各自之主席職務；
  - (2) 柴宏杰先生已退任執行董事職務，以及執行委員會及股份交易委員會各自之成員職務；

### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry made by the Company, that they had complied with the required standard as set out in the Model Code during the Period under review. Relevant employees who, because of their office in the Company, are likely to be in possession of inside information have been requested to comply with the provisions of the Model Code.

### CHANGES IN DIRECTORS' INFORMATION

Subsequent to the date of the 2023 annual report of the Company, the Company came to the knowledge of the following changes in the information of Directors, which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules:

- A. Mr. Huang Yu ("Mr. Huang") was re-designated from an executive Director to a non-executive Director and ceased to be the President and a member of each of the executive committee of the Board (the "Executive Committee") and the share dealing committee of the Board (the "Share Dealing Committee") with effect from 19 April 2024.
- B. References are made to (i) the announcement of the Company dated 19 April 2024; (ii) the circular to the Shareholders dated 30 April 2024; and (iii) the announcement of the Company dated 7 June 2024. With effect from 7 June 2024:
- (1) Mr. Bai Pingyan ceased to be the executive Director, the Chairman, and chairman of each of the Executive Committee, the nomination committee of the Board (the "Nomination Committee"), the Share Dealing Committee and the investment committee of the Board (the "Investment Committee");
  - (2) Mr. Chai Hongjie ceased to be the executive Director, and a member of each of the Executive Committee and the Share Dealing Committee;





## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

B. (續)

- (3) 蔣朝文先生已退任執行董事、本集團首席執行官、本集團副總裁(「副總裁」)以及執行委員會、股份交易委員會及董事會風險管理委員會(「風險管理委員會」)各自之成員職務；
- (4) 陳思聰先生已退任獨立非執行董事、審核委員會主席及提名委員會、風險管理委員會、投資委員會及董事會薪酬委員會(「薪酬委員會」)各自之成員職務；
- (5) 張瑞彬先生已退任獨立非執行董事、薪酬委員會主席以及審核委員會、提名委員會、風險管理委員會及投資委員會各自之成員職務；
- (6) 張俊喜先生已退任獨立非執行董事、風險管理委員會主席以及審核委員會、薪酬委員會及提名委員會各自之成員職務；
- (7) 王飛飛先生(「王先生」)已獲委任為執行董事、主席及總裁。彼亦獲委任為執行委員會、提名委員會、股份交易委員會及投資委員會各自之主席；
- (8) 喬琳娜女士(「喬女士」)已獲委任為執行董事及副總裁。彼亦獲委任為執行委員會及股份交易委員會各自之成員；
- (9) 郭姿秀女士(「郭女士」)已獲委任為執行董事及本公司財務總監(「財務總監」)。彼亦獲委任為執行委員會、風險管理委員會及股份交易委員會各自之成員；

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

B. (Continued)

- (3) Mr. Jiang Chaowen ceased to be the executive Director, the chief executive officer of the Group, the vice president of the Group (the "Vice President"), as well as a member of each of the Executive Committee, the Share Dealing Committee, and the risks management committee of the Board (the "Risks Management Committee");
- (4) Mr. Chan Sze Chung ceased to be the independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee, the Risks Management Committee, the Investment Committee and the remuneration committee of the Board (the "Remuneration Committee");
- (5) Mr. Zhang Ruibin ceased to be the independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee, the Risks Management Committee and the Investment Committee;
- (6) Mr. Zhang Junxi Jack ceased to be the independent non-executive Director, the chairman of the Risks Management Committee and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (7) Mr. Wang Feifei ("Mr. Wang") was appointed as an executive Director, the Chairman and the President. He was also appointed as the chairman of each of the Executive Committee, the Nomination Committee, the Share Dealing Committee and the Investment Committee;
- (8) Ms. Qiao Linna ("Ms. Qiao") was appointed as an executive Director and the Vice President. She was also appointed as a member of each of the Executive Committee and the Share Dealing Committee;
- (9) Ms. Guo Zixiu ("Ms. Guo") was appointed as an executive Director and the financial controller of the Company (the "Financial Controller"). She was also appointed as a member of each of the Executive Committee, the Risks Management Committee and the Share Dealing Committee;



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

#### B. (續)

- (10) 劉劍焜先生(「劉先生」)已獲委任為執行董事。彼亦獲委任為執行委員會及股份交易委員會各自之成員；
- (11) 鄧麗華博士(「鄧博士」)已獲委任為獨立非執行董事。彼亦獲委任為審核委員會之主席以及薪酬委員會、提名委員會、風險管理委員會及投資委員會各自之成員；
- (12) 何昊洺博士(「何博士」)已獲委任為獨立非執行董事。彼亦獲委任為風險管理委員會之主席以及審核委員會、薪酬委員會及投資委員會各自之成員；及
- (13) 姚小民先生(「姚先生」)已獲委任為獨立非執行董事。彼亦獲委任為薪酬委員會之主席以及審核委員會及提名委員會各自之成員。

C. 自二零二四年七月十五日起，鄧博士已辭任寶新置地集團有限公司(其已發行股份於聯交所主板上市，股份代號：0299)之獨立非執行董事以及審核委員會及薪酬檢討委員會各自之成員。

D. 自二零二四年六月十七日起，

- (1) 劉先生已不再擔任本公司之附屬公司同方藥業集團有限公司(「同方藥業」)之董事；及
- (2) 王先生獲任命為同方藥業的董事長兼總經理。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### B. (Continued)

- (10) Mr. Liu Jiankun ("Mr. Liu") was appointed as an executive Director. He was also appointed as a member of each of the Executive Committee and the Share Dealing Committee;
- (11) Dr. Tang Lai Wah ("Dr. Tang") was appointed as an independent non-executive Director. She was also appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee, the Risks Management Committee and the Investment Committee;
- (12) Dr. Ho Ho Ming ("Dr. Ho") was appointed as an independent non-executive Director. He was also appointed as the chairman of the Risks Management Committee and a member of each of the Audit Committee, the Remuneration Committee and the Investment Committee; and
- (13) Mr. Yao Xiaomin ("Mr. Yao") was appointed as an independent non-executive Director. He was also appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

C. With effect from 15 July 2024, Dr. Tang resigned as an independent non-executive director and a member of each of the audit committee and the salary review committee of Glory Sun Land Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0299).

D. With effect from 17 June 2024,

- (1) Mr. Liu ceased to be the director of Tongfang Pharmaceutical Group Co., Ltd.\* (同方藥業集團有限公司) ("Tongfang Pharmaceutical"), a subsidiary of the Company; and
- (2) Mr. Wang was appointed as the chairman and general manager of Tongfang Pharmaceutical.



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

- E. 自二零二四年八月二十八日起，
- (1) 喬女士獲委任為Sharkview Limited (「Sharkview」)、Greater Vision Limited (「Greater Vision」) 及 Gratwick Limited (「Gratwick」) 之董事及董事會主席，該等公司均為本公司之附屬公司；及
  - (2) 郭女士獲委任為本公司附屬公司 Fester Global Limited (「Fester Global」) 之董事兼董事會主席。
- F. 黃俞先生已不再擔任本公司於上市規則第3.05條項下之授權代表 (「授權代表」)，而郭女士已獲委任為授權代表，自二零二四年九月一日起生效。

新任董事的履歷詳情如下：

### 執行董事

**王飛飛先生**，現年三十七歲，於二零二四年六月七日獲委任為執行董事、主席及總裁，彼亦為執行委員會、提名委員會、股份交易委員會及投資委員會各自之主席。王先生亦為同方藥業之董事長及總經理。

王先生於財務精細化管理、投資業務管理、全面預算管理、風控體系管理等方面擁有豐富經驗。彼現時為深圳華融泰黨委委員。加入本集團前，王先生曾任山西四建集團有限公司、山西建投財務資產部副主任科員。彼亦曾擔任山西建投集團裝飾有限公司總經理助理、總會計師。王先生於二零一六年六月取得美國註冊管理會計師資格，並於二零二一年十一月取得中國高級會計師資格。王先生取得吉林財經大學本科學歷。

**喬琳娜女士**，現年三十三歲，於二零二四年六月七日獲委任為執行董事及副總裁。彼亦為執行委員會及股份交易委員會之成員。彼現時為Sharkview、Greater Vision及Gratwick之董事及董事會主席。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

- E. With effect from 28 August 2024,
- (1) Ms. Qiao was appointed as a director and the chairman of the board of Sharkview Limited ("Sharkview"), Greater Vision Limited ("Greater Vision") and Gratwick Limited ("Gratwick"), all of which are subsidiaries of the Company; and
  - (2) Ms. Guo was appointed as a director and the chairman of the board of Fester Global Limited ("Fester Global"), a subsidiary of the Company.
- F. Mr. Huang ceased to act as the authorised representative of the Company (the "Authorised Representative") under Rule 3.05 of the Listing Rules and Ms. Guo was appointed as the Authorised Representative with effect from 1 September 2024.

The biographical details of the new Directors are as follow:

### Executive Directors

**Mr. Wang Feifei**, aged 37, was appointed as an executive Director, the Chairman and the President on 7 June 2024. He is also the chairman of each of the Executive Committee, the Nomination Committee, the Share Dealing Committee and the Investment Committee. Mr. Wang is also the chairman and general manager of Tongfang Pharmaceutical.

Mr. Wang has extensive experience in refined financial management, investment management, budget management and risk control management. He is currently the Communist Party Committee member of Shenzhen Warranty. Prior to joining the Group, Mr. Wang had been the deputy chief clerk of the financial assets department of Shanxi Fourth Construction Group Co., Ltd.\* (山西四建集團有限公司) and Shanxi Construction. He also served as assistant to the general manager and chief accountant of Shanxi Jiantou Group Decoration Co., Ltd.\* (山西建投集團裝飾有限公司). Mr. Wang was qualified as a Certified Management Accountant of the United States of America in June 2016 and a senior accountant of the PRC in November 2021. Mr. Wang obtained a bachelor's degree from Jilin University of Finance and Economics.

**Ms. Qiao Linna**, aged 33, was appointed as an executive Director and the Vice President on 7 June 2024. She is also a member of each of the Executive Committee and the Share Dealing Committee. She is currently the director and the chairman of the board of Sharkview, Greater Vision and Gratwick.



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

#### 執行董事 (續)

喬女士曾任職於建投集團山西建設發展有限公司，協助完成企業私募公司債發行籌備工作，參與所屬北京晉發資產管理有限公司設立及全國中小企業股份轉讓系統（「新三板」）上市盡調工作等。彼亦歷任建投集團山西園區建設發展集團有限公司（原山西建設發展有限公司）綜合辦公室副主任、企業管理部部長、黨委工作部部長兼工會副主席，主要負責公司組織建設、人力資源管理、內控體系及管理制度建設等相關工作。期間兼任所屬項目公司山西建投智奧國際會展有限公司、婁煩縣建發基礎設施投資有限公司外部董事，參與涉及會議會展服務及PPP基礎設施投資建設運營等領域的重大經營管理事項決策。喬女士於不列顛哥倫比亞大學取得經濟學與數學專業學士學位和國際工商管理專業(IMBA)碩士學位。

郭姿秀女士，現年三十五歲，於二零二四年六月七日獲委任為執行董事及財務總監。彼亦為執行委員會、風險管理委員會及股份交易委員會各自之成員。彼現時為Fester Global之董事兼董事會主席。

郭女士在投資、審計、財務等方面擁有豐富的經驗。郭女士曾任職於多家金融及類金融機構，包括山西金融租賃有限公司和晉商信用增進投資股份有限公司。彼亦曾任深圳華融泰法務審計部負責人。郭女士於二零一四年六月取得山西財經大學會計碩士學位。彼於二零一五年九月獲得中國中級會計師資格，於二零一七年五月獲得中國註冊會計師資格，於二零二一年五月獲得特許金融分析師資格。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### Executive Directors (Continued)

Ms. Qiao worked at Shanxi Construction and Development Co., Ltd.\* (山西建設發展有限公司) under Jiantou Group\* (建投集團), assisting in the preparation for the issuance of corporate private bonds, and participating in the establishment of Beijing Jinfu Asset Management Co., Ltd.\* (北京晉發資產管理有限公司) and due diligence work for its listing on the National Equities Exchange and Quotations ("NEEQ"). She also successively served as the deputy director of the general office, the director of the enterprise management department, the director of the party committee work department and the vice chairman of the labour union of Shanxi Park Construction and Development Group Co., Ltd.\* (山西園區建設發展集團有限公司) (formerly known as Shanxi Construction and Development Co., Ltd.) under Jiantou Group\* (建投集團), mainly responsible for the company's organisational construction, human resources management, internal control system and management system construction. During the term of office, she concurrently served as an external director of Shanxi Jiantou Zhiao International Exhibition Co., Ltd.\* (山西建投智奧國際會展有限公司) and Loufan County Jianfa Infrastructure Investment Co., Ltd.\* (婁煩縣建發基礎設施投資有限公司), participating in the decision-making of major operation and management matters involving conference and exhibition services and PPP infrastructure investment, construction and operation. Ms. Qiao obtained a bachelor's degree in economics and mathematics and a master's degree in international business administration (IMBA) from the University of British Columbia.

**Ms. Guo Zixiu**, aged 35, was appointed as an executive Director and the Financial Controller on 7 June 2024. She is also a member of each of the Executive Committee, the Risks Management Committee and the Share Dealing Committee. She is currently the director and the chairman of the board of Fester Global.

Ms. Guo has extensive experience in investment, auditing and finance. Ms. Guo worked in various financial and quasi-financial institutions, including Shanxi Financial Leasing Co., Ltd.\* (山西金融租賃有限公司) and Jinshang Credit Investment Co., Ltd.\* (晉商信用增進投資股份有限公司). She was also the head of the legal and audit department of Shenzhen Warranty. Ms. Guo obtained a master's degree in accounting from Shanxi University of Finance and Economics in June 2014. She was qualified as an intermediate accountant in September 2015, a certified public accountant in the PRC in May 2017 and a chartered financial analyst in May 2021.





## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

#### 執行董事 (續)

劉劍焜先生，現年三十一歲，於二零二四年六月七日獲委任為執行董事。彼亦為執行委員會及股份交易委員會之成員。

劉先生現任深圳華融泰戰略投資部負責人、工會副主席和綜合辦公室副主任(兼)、重慶康樂製藥有限公司董事及斯貝福(北京)生物技術有限公司董事。劉先生曾任深圳華融泰董秘助理及綜合辦公室副主任及同方藥業董事。劉先生擁有美國奧本大學機械工程專業碩士學位。

#### 非執行董事

黃俞先生，現年五十五歲，自二零二四年四月十九日起調任為非執行董事。黃先生亦為本公司若干附屬公司之董事。黃先生分別於二零一四年三月至二零二四年四月曾擔任執行董事、於二零一四年七月至二零二零年九月曾擔任主席及於二零二零年九月至二零二四年四月曾擔任行政總裁。

彼現為深圳市奧融信投資發展有限公司之執行董事兼總經理、鵬華基金管理有限公司監事會主席，以及國都證券股份有限公司(一間於新三板上市之公司，股份代號：870488)之董事。黃先生亦曾擔任多間上市公司的董事及高級管理人員，包括同方友友控股有限公司(其已發行股份於聯交所主板上市，股份代號：1868)之董事會主席兼非執行董事、同方泰德國際科技有限公司(其已發行股份於聯交所主板上市，股份代號：1206)之非執行董事、同方股份(其已發行股份在上海證券交易所(「上交所」)上市，股份代碼：600100)之副董事長兼總裁，以及深圳華控賽格股份有限公司(其已發行股份在深圳證券交易所上市，股份代碼：000068)之董事會主席。黃先生獲得格林威治大學理學碩士學位。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### Executive Directors (Continued)

**Mr. Liu Jiankun**, aged 31, was appointed as an executive Director on 7 June 2024. He is also a member of each of the Executive Committee and the Share Dealing Committee.

Mr. Liu is currently the head of the strategic investment department, the vice chairman of the labour union and the deputy director of the general office (concurrent) of Shenzhen Waranty, a director of Chongqing Kangle Pharmaceutical Co., Ltd.\* (重慶康樂製藥有限公司) and a director of SPF (Beijing) Biotechnology Co., Ltd.. Mr. Liu was the assistant to the board secretary and the deputy director of the general office of Shenzhen Waranty and a director of Tongfang Pharmaceutical. Mr. Liu holds a master's degree in mechanical engineering from Auburn University in the United States.

#### Non-Executive Director

**Mr. Huang Yu**, aged 56, was re-designated as a non-executive Director on 19 April 2024. He is also a director of certain subsidiaries of the Company. Mr. Huang served as an executive Director from March 2014 to April 2024, the Chairman from July 2014 to September 2020 and the President from September 2020 to April 2024.

He is currently an executive director and general manager of Shenzhen Aorongxin Investment Development Co., Ltd.\* (深圳市奧融信投資發展有限公司), the chairman of the supervisory committee of Penghua Fund Management Co., Ltd\* (鵬華基金管理有限公司) and a director of the GuoDu Securities Co., Ltd.\* (國都證券股份有限公司), a company listed on NEEQ (stock code: 870488). Mr. Huang had also been a director and senior management of several listed companies, including the chairman of the board and a non-executive director of Neo-Neon Holdings Limited (stock code: 1868), the issued shares of which are listed on the Main Board of the Stock Exchange, a non-executive director of Technovator International Limited (stock code: 1206), the issued shares of which are listed on the Main Board of the Stock Exchange, the vice chairman and president of Tsinghua Tongfang (stock code: 600100), the issued shares of which are listed on the Shanghai Stock Exchange ("SSE") and the chairman of the board of directors of Shenzhen Huakong Seg Co., Ltd. (stock code: 000068), the issued shares of which are listed on the Shenzhen Stock Exchange. Mr. Huang obtained a master's degree in Science from the University of Greenwich.

## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

#### 獨立非執行董事

鄧麗華博士，現年六十六歲，於二零二四年六月七日獲委任為獨立非執行董事。彼亦為審核委員會之主席以及薪酬委員會、提名委員會、風險管理委員會及投資委員會各自之成員。

鄧博士持有香港城市大學會計學榮譽文學士學位、行政人員工商管理碩士學位及工商管理學博士學位。彼亦榮獲香港城市大學商學院傑出校友獎。

鄧博士為英國特許公認會計師公會（「英國特許公認會計師公會」）資深會員以及香港會計師公會資深會員、香港獨立非執行董事協會終身會員及深港澳女董事聯盟終身會員。

自二零二三年五月，鄧博士獲委任為濱海投資有限公司（於聯交所主板上市，股份代號：2886）之獨立非執行董事兼審核委員會、薪酬委員會、提名委員會及風險委員會成員。

鄧博士於二零一六年五月至二零二四年七月期間曾任寶新置地集團有限公司（於聯交所主板上市，股份代號：0299）之獨立非執行董事以及審核委員會及薪酬檢討委員會各自之成員。

鄧博士於電訊、傳媒及資訊科技行業擁有逾30年會計、財務管理、企業融資、併購活動、聯交所主板首次公開發售上市工作、香港上市公司管理及企業遵守上市規則等方面的豐富經驗。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### Independent Non-Executive Directors

**Dr. Tang Lai Wah**, aged 66, was appointed as an independent non-executive Director on 7 June 2024. She is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee, the Risks Management Committee and the Investment Committee.

Dr. Tang holds a degree of Bachelor of Arts with honors in Accountancy, degree of Master of Business Administration (Executive) and degree of Doctor of Business Administration from the City University of Hong Kong. She also received a Distinguished Alumni Award from the College of Business of the City University of Hong Kong.

Dr. Tang is a fellow member of the Association of Chartered Certified Accountants ("ACCA") as well as the Hong Kong Institute of Certified Public Accountants, a life member of the Hong Kong Independent Non-Executive Director Association as well as the Shenzhen Hong Kong Macau Women Directors Alliance.

Dr. Tang has been appointed as an independent non-executive director and a member of the audit committee, the remuneration committee, the nomination committee and the risk committee of Binhai Investment Company Limited (listed on the Main Board of the Stock Exchange, stock code: 2886) since May 2023.

Dr. Tang was an independent non-executive director and a member of each of the audit committee and the salary review committee of Glory Sun Land Group Limited (listed on the Main Board of the Stock Exchange, stock code: 0299) from May 2016 to July 2024.

Dr. Tang has over 30 years of extensive experience in the telecommunication, media and information technology industries in the areas of accounting, financial management, corporate finance, merger and acquisition activities, initial public offering on the Main Board of the Stock Exchange, management of Hong Kong listed companies and corporate compliance with the Listing Rules.



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### 獨立非執行董事 (續)

#### Independent Non-Executive Directors (Continued)

自一九九零年至二零零一年，彼於聯交所多間主板上市公司擔任集團財務總監職位，期間曾參與星光電訊集團在聯交所主板上市的工作，以及得信佳集團有限公司的大型收購合併等活動。過去二十年（自二零零二年至二零二二年），鄧博士為志鴻科技國際（香港）有限公司之首席財務總監暨公司秘書。

From 1990 to 2001, she served as the group financial controller of a number of listed companies on the main board of the Stock Exchange. During the time, she participated in the listing of Star Telecom Holding on the Main Board of the Stock Exchange and the large-scale acquisition and merger of Tricom Holdings Limited. In the past twenty years (from 2002 to 2022), Dr. Tang has been the chief financial officer and company secretary of Excel Technology International (Hong Kong) Limited.

鄧博士現為香港商界會計師協會副會長、香港城市大學會計系學系顧問委員會委員及廣東省粵港澳合作促進會會計專業委員會委員。彼亦曾當選為英國特許公認會計師公會香港分會理事會委員（二零一五年至二零二一年）及曾獲委任為香港學術及職業資歷評審局財務專家。

Dr. Tang is the vice president of Hong Kong Business Accountants Association, a committee member of the departmental advisory committee for the Department of Accountancy of the City University of Hong Kong and a committee member of Professional Accounting Committee of Guangdong's Association for Promotion of Cooperation between Guangdong, Hong Kong & Macau. She was also elected as a council member of ACCA Hong Kong Branch (from 2015 to 2021) and a Financial Expert by the Hong Kong Council for Accreditation of Academic & Vocational Qualifications.

何昊洛博士，現年五十二歲，於二零二四年六月七日獲委任為獨立非執行董事。彼亦為風險管理委員會之主席以及審核委員會、薪酬委員會及投資委員會各自之成員。

**Dr. Ho Ho Ming**, aged 52, was appointed as an independent non-executive Director on 7 June 2024. He is also the chairman of the Risks Management Committee, and a member of each of the Audit Committee, the Remuneration Committee, and the Investment Committee.

何博士為經驗豐富之銀行投資及信用評級專家，曾於全球及中國信用評級機構擔任高級管理職務，於中國信用評級及資本市場交易、綠色金融以及ESG評級方面擁有豐富經驗，包括瑞士信貸第一波士頓、美林證券、貝爾斯登、惠譽評級以及聯合評級國際。何博士現為商道融綠國際有限公司駐港代表、香港品質保證局(HKQAA)綠色金融認證計劃技術委員會成員。彼亦為歐洲金融分析師聯合會認證ESG分析師(CESGA®)考官以及歐洲金融分析師聯合會為於亞太地區推廣歐洲金融分析師聯合會資格而設立的可持續金融研究中心(SFRH)的高級學術顧問。

Dr. Ho is a seasoned investment banking and credit rating expert, having held senior management positions at global and China credit rating agencies with solid experience in China credit rating and capital market transactions, green finance and ESG rating, including CS First Boston, Merrill Lynch, Bear Stearns, Fitch Ratings and Lianhe Ratings Global. Dr. Ho is the Representative in Hong Kong of Syntao Green Finance International Ltd., and the Green Finance Certification Scheme Technical Committee Member of Hong Kong Quality Assurance Agency (HKQAA). He is also EFFAS Certified ESG Analyst (CESGA®) Examiner and the Senior Academic Advisor for Sustainable Finance Research Hub (SFRH) set up by EFFAS to promote EFFAS qualifications in the Asia Pacific Region.

何博士現為香港大學(HKU)經管學院客座教授、香港城市大學(CityU)商學院特約教授(EMBA)、香港浸會大學(HKBU)商學院特約教授以及香港嶺南大學(LU)商學院客座教授及經濟系專業實踐教授(MIBF)。

Dr. Ho is the Adjunct Professor of the Business School at the University of Hong Kong (HKU), the Adjunct Professor (EMBA) of the College of Business at City University of Hong Kong (CityU), the Adjunct Professor of the School of Business at Hong Kong Baptist University (HKBU), and the Adjunct Professor of the Faculty of Business and the Professor of Practice (MIBF) of the Department of Economics at Lingnan University (LU).



## 企業管治及其他資料 CORPORATE GOVERNANCE AND OTHER INFORMATION

### 董事資料變更 (續)

#### 獨立非執行董事 (續)

何博士畢業於香港科技大學(資訊系統工商管理學士)、劍橋大學(工商管理碩士)及香港城市大學(工商管理博士)。何博士於二零二二年榮獲香港城市大學商學院傑出校友獎。何博士為歐洲金融分析師聯合會認證ESG分析師(CESGA®)以及SGS ESG報告分析師。

姚小民先生，現年六十一歲，於二零二四年六月七日獲委任為獨立非執行董事。彼亦為薪酬委員會之主席以及審核委員會及提名委員會各自之成員。

姚先生於企業財務管理方面擁有豐富經驗。姚先生曾為山西財經大學教授，亦曾擔任山西財經大學職業技術學院副院長，山西財經大學財務處副處長，山西財經大學繼續教育學院院長，山西財經大學MBA教育學院院長。於加入本集團之前，姚先生曾擔任多間上市公司的獨立董事，包括山西路橋股份有限公司(其已發行股份於深圳證券交易所上市，股份代碼：000755)，通寶能源股份有限公司(其已發行股份於上交所上市，股份代碼：600780)，太原重工股份有限公司(其已發行股份於上交所上市，股份代碼：600169)，晉西車軸股份有限公司(其已發行股份於上交所上市，股份代碼：600495)，以及山西陽光焦化集團股份有限公司、山西交口農村商業銀行股份有限公司之獨立董事。姚先生於一九八三年六月獲得山西財經學院(現名為山西財經大學)會計系會計學專業之經濟學學士學位，一九九五年六月獲得中南財經大學(現名為中南財經政法大學)會計系會計學專業之經濟學碩士學位。

### CHANGES IN DIRECTORS' INFORMATION (CONTINUED)

#### Independent Non-Executive Directors (Continued)

Dr. Ho graduated with BBA in Information Systems from HKUST, MBA from University of Cambridge, and DBA from CityU. He is awarded the Distinguished Alumni Award by CityU College of Business in 2022. Dr. Ho is EFFAS Certified ESG Analyst (CESGA®) and SGS ESG Reporting Analyst.

**Mr. Yao Xiaomin**, aged 61, was appointed as an independent non-executive Director on 7 June 2024. He is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee.

Mr. Yao has extensive experience in corporate financial management. Mr. Yao was a professor at Shanxi University of Finance and Economics. He also served as the deputy dean of the Vocational and Technical College of Shanxi University of Finance and Economics, the deputy director of the Finance Department of Shanxi University of Finance and Economics, the dean of the School of Continuing Education of Shanxi University of Finance and Economics, and the dean of the MBA School of Education of Shanxi University of Finance and Economics. Prior to joining the Group, Mr. Yao served as an independent director of several listed companies, including Shanxi Road & Bridge Co., Ltd. (the issued shares of which are listed on the Shenzhen Stock Exchange, stock code: 000755), Tongbao Energy Co., Ltd. (the issued shares of which are listed on the SSE, stock code: 600780), Taiyuan Heavy Industry Co., Ltd. (the issued shares of which are listed on the SSE, stock code: 600169), Jinxi Axle Company Limited (the issued shares of which are listed on the SSE, stock code: 600495), and Shanxi Sunshine Coking Group Holding Co., Ltd.\* (山西陽光焦化集團股份有限公司) and Shanxi Jiaokou Rural Commercial Bank Co., Ltd.\* (山西交口農村商業銀行股份有限公司). Mr. Yao obtained a bachelor's degree in economics from the Department of Accounting of Shanxi Finance and Economic Institute (currently known as Shanxi University of Finance and Economics) specialising in accounting in June 1983 and a master's degree in economics from the Department of Accounting of Zhongnan University of Finance and Economics (currently known as Zhongnan University of Economics and Law) specialising in accounting in June 1995.





## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 審核委員會之審閱

審核委員會連同本公司之管理團隊已審閱本集團所採納之會計原則及慣例，並就內部監控及財務匯報事宜進行討論，包括對截至二零二四年六月三十日止六個月之未經審核中期財務報告進行概括之審閱。於進行是次審閱時，審核委員會乃倚賴本集團外聘核數師根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」所進行之審閱結果，以及本公司管理層提交之報告進行審閱。審核委員會並無進行詳細之獨立核數審查。

### 購買、出售或贖回股份

於截至二零二四年六月三十日止六個月內，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股份（包括出售庫存股份）。

代表董事會

主席

王飛飛

香港，二零二四年八月二十八日

\* 僅供識別

### AUDIT COMMITTEE REVIEW

The Audit Committee, together with the Company's management team, has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the unaudited interim financial report for the six months ended 30 June 2024. In carrying out this review, the Audit Committee has relied on a review conducted by the Group's external auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants as well as reports obtained from the Company's management. The Audit Committee has not undertaken detailed independent audit checks.

### PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares (including sale of treasury shares).

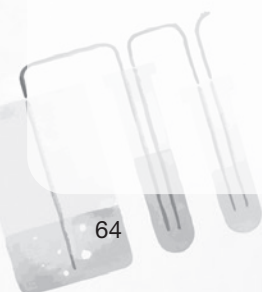
On behalf of the Board

**Wang Feifei**

*Chairman*

Hong Kong, 28 August 2024

\* For identification purposes only





**華控康泰集團有限公司**  
**Kontafarma China Holdings Limited**

