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CORPORATE INFORMATION

STOCK CODE

2005

EXECUTIVE DIRECTORS

Mr. Qu Jiguang *(Chairman)*
Mr. Su Xuejun
Mr. Meng Guo
Mr. Chow Hing Yeung

NON-EXECUTIVE DIRECTOR

Mr. Feng Hao

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Yibing
Mr. Leung Chong Shun
Mr. Chow Kwok Wai
Mr. Jiang Guangce *(appointed on 1 January 2023)*

COMPANY SECRETARY

Mr. Chow Hing Yeung

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 4902-03, 49th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

AUTHORISED REPRESENTATIVES

Mr. Meng Guo
Mr. Chow Hing Yeung

AUDIT COMMITTEE

Mr. Chow Kwok Wai *(Chairman)*
Mr. Wang Yibing
Mr. Leung Chong Shun
Mr. Jiang Guangce *(with effect from 1 January 2023)*

REMUNERATION COMMITTEE

Mr. Leung Chong Shun *(Chairman)*
Mr. Wang Yibing
Mr. Chow Kwok Wai
Mr. Jiang Guangce *(with effect from 1 January 2023)*

NOMINATION COMMITTEE

Mr. Wang Yibing *(Chairman)*
Mr. Leung Chong Shun
Mr. Chow Kwok Wai
Mr. Jiang Guangce *(with effect from 1 January 2023)*

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay, Grand Cayman
KY1-1100, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China
Bank of China
Bank of China (Hong Kong)
Bank of Communications
BNP Paribas
China CITIC Bank International
China Construction Bank
Citibank (China)
Hang Seng Bank
Hongkong and Shanghai Banking Corporation
Industrial and Commercial Bank of China

LEGAL ADVISER TO THE COMPANY AS TO HONG KONG LAW

DLA Piper Hong Kong

AUDITOR

KPMG
Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance

WEBSITE

http://www.ssygroup.com.hk

CHAIRMAN'S STATEMENT

On behalf of the board of directors (the "Board") of SSY Group Limited (the "Company"), I hereby present the annual report of the Company and its subsidiaries (the "Group") for the year ended 31 December 2022.

I. RESULT AND DIVIDEND DISTRIBUTION

In 2022, in response to the recurring novel coronavirus epidemic outbreak and the further implementation of reform to the National Centralised Medicines Procurement, the Group focused on demand from domestic and international markets, took the initiative to overcome challenges, efficiently coordinated the allocation of market resources, and strengthened the market expansion of dominant preparations, key preparation types, commodity bulk pharmaceuticals and medical materials products. The Group also persistently optimised its product mix and placed great emphasis on the marketing of new featured products, leading to a new progress in market shares and sales volume as well as a continuously and consistently favourable performance in overall operation. Revenue of the Group has set another record high.

In 2022, the Group achieved a revenue of HK$6,434 million, representing an increase of approximately 20% as compared to last year, and the gross profit margin of the same period was 55.4%, representing a decrease of 3.8 percentage points as compared to last year mainly due to an increased proportion of revenue from bulk pharmaceuticals which also led to a decrease in the selling expenses. The net profit was HK$1,123 million, representing an increase of approximately 43% as compared to last year.

The Directors resolved to pay a final dividend of HK$0.08 per share on 7 June 2023 to the shareholders named in the register of members of the Company on 24 May 2023. Total dividends for the year were HK$0.14 per share, representing an increase of approximately 17% compared to last year.

II. BUSINESS REVIEW

(1) Sales of Products

During the year, the Group's diversification in business development has shown a prominent result. While maintaining the continuous development of intravenous infusion solution business, the Group made full use of market access opportunities, such as national and provincial municipal centralised medicines procurement, and quickly introduced more solid preparations and small liquid injection products into the market. The business of solid preparations and small liquid injections achieved rapid growth. The bulk pharmaceuticals business achieved scale operation for the first year, and the production industrial chain was further extended. The Group has formed a sound pattern for the diversified and balanced development of bulk pharmaceuticals, various types of pharmaceutical preparations and medical materials. The strategic advantages of "bulk pharmaceuticals+preparations" integration model were gradually emerging.

The Group continued to increase its market shares of the intravenous infusion solution business and solidify its leading position in the market with an aggregate sales volume reaching 1,580 million bottles (bags), representing an increase of approximately 16% as compared to last year. The product mix was improved, and various key therapeutic products entered a period of rapid growth. In particular, sales volume of Peritoneal Dialysis Solution products reached 3.79 million bags, representing an increase of 77% as compared to last year; sales volume of Ambroxol Hydrochloride and Sodium Chloride Injection reached approximately 15.10 million bottles (bags), representing an increase of approximately 1,694% as compared to last year; sales volume of Moxifloxacin Hydrochloride reached approximately 5.16 million bags, representing an increase of approximately 314% as compared to last year; sales volume of Ciprofloxacin Lactate reached approximately 13.59 million bottles (bags), representing an increase of approximately 111% as compared to last year.

Ampoule injections product line has become a powerful boost and new growth driver for the Group's injection business as it has become increasingly rich in varieties with its production and sales gradually scaled up. The Group's injection products including Ambroxol Hydrochloride, Doxofylline, Ropivacaine Hydrochloride and Bromhexine Hydrochloride were successively included for National Centralised Medicines Procurement, forming a new growth point for the Group's ampoule products to achieve rapid breakthrough in scale operation. Efforts have been made to accelerate the market expansion of new ampoule products including Terbutaline Sulfate Nebuliser Solution, Dexmedetomidine, Adenosine Cyclophosphate and Levofloxacin Lactate, which have promising market prospect. In addition, Moxifloxacin Hydrochloride Eye Drops, the first ophthalmological liquid preparation of the Group, has been approved and launched to the market, filling the Group's gap in this preparation category. In 2022, sales volume of ampoule products of the Group was approximately 160 million, representing an increase of approximately 49% as compared to last year, which maintained a relatively fast growth momentum.

Solid preparations business has sped up the upgrading of its product mix and production and sales scale, delivering a steady and positive operating performance. In line with the national and local centralised medicines procurement policies, the Group made coordinated efforts to secure market supply of tender-awarded products such as Cefaclor for Suspension, Cefdinir capsule and Prucalopride Succinate tablet. At the same time, through a series of measures including adjusting market layout and stepping up promotion among professionals, the Group strengthened commercial cooperation with top 100 chain drug stores, so as to promote and expand the market of Blonanserin tablets, Azithromycin for Suspension (both being the first approval of such type for PRC pharmaceutical entities) and new product Rosuvastatin Calcium tablet (5mg), which further improved the product accessibility and brand penetration. According to the market demand, the Group made timely adjustment to production of its products to effectively cater to market needs, which bolstered the sales of solid preparations. During the year, solid preparations products of the Group achieved revenue of HK$346 million, representing an increase of approximately 62% as compared to last year.

II. BUSINESS REVIEW *(CONTINUED)*

(1) Sales of Products *(continued)*

Bulk pharmaceuticals business achieved a relatively fast growth. After the Group's continuous optimisation of production process and enhancement of treatment capacity for environmental protection, the advantages such as in quality and in cost were further demonstrated. Together with the increased demands in both domestic and international markets, the premium production capacities were realised quickly. As a vertical integration, the Group acquired Cangzhou Lingang Youyi Chemical Co., Ltd. near the beginning of the year, significantly improving the coordination between upstream and downstream entities of the industrial chain and remarkably driving the profitability of the Group's bulk pharmaceuticals business. During the year, revenue of bulk pharmaceuticals was HK$1,360 million, representing an increase of approximately 155% as compared to last year. Caffeine achieved an aggregate sales volume of approximately 5,000 tonnes, representing an increase of approximately 81% as compared to last year, supplying mainly to markets including America, Europe and Asia. Sales volume of Metronidazole to external customers reached 266 tonnes, representing an increase of approximately 76% as compared to last year. Sales volume of Nifedipine reached 62 tonnes, representing an increase of approximately 150% as compared to last year. Sales volume of Azithromycin reached 206 tonnes, which was basically at the same level as that of last year. With the Group's continuous efforts in the bulk pharmaceuticals business, the product mix has become increasingly diversified. A number of new specialised bulk pharmaceuticals products with high added value, such as newly approved products, including Epalrestat, Pitavastatin Calcium, Rosuvastatin Calcium, Lacosamide, Theobromine, Pentoxifylline, Levornidazole, Ornidazole, Argatroban, Terbutaline Sulfate, Ipratropium Bromide, Cinacalcet Hydrochloride, Lurasidone Hydrochloride, Dexmedetomidine Hydrochloride, Blonanserin and Linezolid, have been put into commercial production, injecting new fuel for the sustainable development of the Group's bulk pharmaceuticals business. At present, three entities of the Group in bulk pharmaceuticals have all been recognised as High and New Technology Enterprises as well as provincial level "Specialised and New" small and medium-size enterprises (「專精特新」中小企業).

Production and sales of medical materials were steady. Leveraging on its transition to the "Innovative Layer" of the National Equities Exchange and Quotations, and following the multi-layer coextrusion bioprocessing films project with an annual production capacity of 20 million square meters has been completed and put into production, Jiangsu Best New Medical Material Co., Ltd. ("Jiangsu Best New Medical Material") extended efforts to update its product technology and continued to expand its market shares of key medical materials products including butyl rubber stoppers, inserts and multi-layer co-extrusion films. Meanwhile, it continued to step up efforts in the research and development of and marketing promotion for quality high-end medical (pharmaceutical) packaging materials with special application scenarios and industry foresight, strengthened the complementarity between its key products and the industrial chain, and proactively enhanced the partnerships with a number of large pharmaceutical groups, laying a solid market foundation for quality enhancement and efficiency improvement. During the year, Jiangsu Best New Medical Material recorded a revenue of HK$172 million from external sales, representing a decrease of approximately 3% as compared to last year. Jiangsu Best New Medical Material has been approved as a provincial level "Specialised and New" small and medium-size enterprise (「專精特新」中小企業) during the year, further strengthening its leadership position in the industry in terms of innovation demonstration capacity.

II. BUSINESS REVIEW *(CONTINUED)*

(1) Sales of Products *(continued)*

Exports of preparations to foreign countries had a positive trend. In 2022, export market of the Group's preparations showed a trend of rebound, resulting in the continuous recovery of export markets with significant growth in major export regions of Asia and Africa markets. The export of preparations for the year recorded a revenue of approximately HK$149 million, representing an increase of approximately 78% as compared to last year. Sales volume of infusion solutions exported was approximately 100 million bottles, representing an increase of approximately 88% as compared to last year. During the year, the Group continued to develop and maintain good relationship with international customers and carry out overseas product registration, adding and updating 44 product registration certificates in 11 countries. Currently, the Group has obtained 341 product registration certificates in over 100 countries.

(2) Research and Development of New Products

By using market demands as the guide and adhering to the principle of "combination of generic and innovative drugs", the Group maintained its intensity in research and development investment, so as to constantly improve its gradient product development system. The Group also made coordinated efforts to push forward the research and development progress of featured generic drugs, bulk pharmaceuticals, innovative drugs, medical materials as well as product types under consistency evaluation, thereby further consolidating and enhancing its core development advantages. In 2022, research and development of featured generic drugs of the Group ranked top of the peers in the PRC in terms of the number of approvals and applications, further enriching its product portfolio and providing a strong driving force for the Group's progressive development.

During the year, a total of 37 national production approvals were obtained for various products, among which four product types including Pentoxifylline Injection, Blonanserin Tablets, Azithromycin for Suspension and Peritoneal Dialysis Solution (Lactate-G1.5%) were the first passing such evaluation in the PRC. Paracetamol and Mannitol Injection (100ml: 1,000mg) was the first of the same specification approved for fever relieving in the PRC; Fluconazole Sodium Chloride Injection (50ml specification) was the first approval in the PRC; and Metronidazole Sodium Chloride Injection in plastic bottles and upright bags was the first multi-packaging materials passing the consistency evaluation in the PRC. A number of product types including Moxifloxacin Hydrochloride Eye Drops, Ipratropium Bromide Solution for Inhalation, Valsartan and Amlodipine Tablets (I) and Cefaclor for Suspension were approved for production, further enriching the Group's preparation product portfolio. In addition, nine bulk pharmaceuticals such as Pentoxifylline and Levornidazole were approved for production, ensuring the supply of bulk pharmaceuticals for preparation production effectively.

II. **BUSINESS REVIEW** *(CONTINUED)*

(2) **Research and Development of New Products** *(continued)*

The Group accelerated the research and development of innovative drugs and achieved positive progress in the Phase I clinical trial of type I chemical innovative anti-tumor drug NP-01 project, which demonstrated favourable observations in terms of tolerability and safety and showed preliminary efficacy in treating gallbladder cancer and gastrointestinal cancer. Phase II clinical trial is expected to be conducted in July 2023. The pre-clinical pharmaceutical research of the anti-liver fibrosis type I chemical innovative drug ADN-9 was completed, and efforts have been made to complete the data of the pre-clinical trial such as on efficacy, pharmacokinetics and safety appraisal, with an aim to commence Phase I clinical trial in the second half of 2023. The Group has carried out research on compounds and preparations for the anti-pulmonary hypertension drug SYN-045 and the anti-epileptic innovative drug QO-83, and conducted comprehensive trials for their pharmacodynamics as well as acute toxicity and chronic toxicity on animals, aiming to complete the pre-clinical research and file investigational new drug (IND) application by 2023.

Research results of products for passing consistency evaluations were prominent. During the year, with four products including Pentoxifylline Injection, Blonanserin Tablet, Azithromycin Dry Suspension and Peritoneal Dialysis Solution (lactate-G1.5%) becoming the first of their respective types to pass the consistency evaluations within the industry, the Group has products of 38 types with 50 specifications passed the consistency evaluation or been regarded as passing the consistency evaluation, laying a solid foundation for the optimisation of product mix, enhancement of market competitiveness and improvement of profitability.

The Group has achieved new results in innovation platform construction and talent cultivation. Based on industry demands and company positioning, the Group leveraged on the collaborative innovation mechanism with relevant renowned universities and scientific research institutes which integrated production, education, research and application, and joined hands with the scientific research team from China Pharmaceutical University, experts from Shenyang Pharmaceutical University and other institutions to carry out research and development of small molecular compounds as well as specialised first generic drugs, pushing the Group's research & development and innovation towards mid-to-high end of industrial chain and value chain. Furthermore, while focusing on the sustainable development of the Group, we made continuous efforts to explore new approach, new mechanism and new model for the collaborative cultivation of high-end application-oriented talents. The Group cooperated with China Pharmaceutical University to establish a university-level practice base for professional degree postgraduate in order to proactively explore useful experiences in talent cultivation and recruitment.

Combining with fundamental and innovative researches, the protection of intellectual property rights is achieved at the same pace. As at 31 December 2022, the Group has cumulatively applied for 361 patents and received authorisation for 106 local invention patents in the PRC and 6 international invention patents.

II. BUSINESS REVIEW *(CONTINUED)*

(3) Development of Projects

Keeping abreast of the industrialisation of research and development achievements and riding on the development of fundamental projects, the Group upheld the development principle of "priority to quality, innovation, intelligence and energy conservation", and made coordinated efforts to push forward the fundamental construction projects for production such as lyophilized, emulsion and large-size soft bags as well as the development of new and extending projects including the new preparation products and the biopharmaceutical industrial park of Hebei Guolong Pharmaceutical which are the provincial and municipal-level key projects. With the support from governments at all levels, the ongoing, extending and new technology improvement projects are progressing as scheduled, with the lyophilized and emulsion production lines as well as the production workshops for new preparations and specialised bulk pharmaceuticals in the biopharmaceutical industrial park of Hebei Guolong Pharmaceutical entering into equipment and facility installation and commissioning stage. The newly-built production line of oral solid preparations is ready for production and processing, while the two newly-built production lines of glass ampoule injection have passed the GMP certification. In addition, the multi-layer co-extrusion bioprocessing film project of Jiangsu Best New Medical Material with an annual production capacity of 20 million square meters has also completed construction and was put into production in July 2022, providing a solid foundation for overall improvement of market supply capability.

(4) Capital Operation

In accordance with the Group's development made in business direction and capital market, the Group has acquired the whole equity interest in Cangzhou Lingang Youyi Chemical Co., Ltd. in March 2022 as a vertical integration, providing important supports and guarantees for enhancement of stable supply, optimisation of production costs as well as achievement of the goal of expanding and doubling the production of caffeine for the caffeine industrial chain. Meanwhile, Jiangsu Best New Medical Material made positive progress in its listing, and its shares were officially quoted on the "Innovative Layer" of the National Equities Exchange and Quotations on 7 July 2022, entering into a new phase for the integrated development of product market and capital market.

III. PROSPECTS FOR DEVELOPMENT

Looking forward to 2023, following the lifting of the pandemic restrictions, gradual improvement in the economic situation and recovery in market activities are expected. The pharmaceutical industry will continue to show tremendous potential and great vitality. With strong support from various advantages and favourable conditions, the long-term growth in economic fundamentals will remain unchanged. The Group will strongly capitalise on this development trend and continue to enhance technology innovation as well as the resilience of the industrial chain and supply chain, with an aim to expand its operation advantages and to facilitate the dual circulation of domestic and international markets, so that the high quality and high-speed development of the Group will be maintained.

1. On the preparations business, the Group will strive to maintain and consolidate its existing market in the intravenous infusion solution, optimise the product mix of the intravenous infusion solution, improve its room of profitability and maintain its leading position in the market. In 2023, the sales volume in the business plan of intravenous infusion is targeted at no less than 1,800 million bottles (bags), representing an increase of approximately over 14% as compared to last year and maintaining a moderate growth. The Group has started new construction of two production lines of upright soft bag in a timely manner in view of market demands, with additional production capacity of 600 million bags annually. By adopting a vast amount of new technologies and facilities, the production lines will turn to be the most advanced model of intelligent manufacturing and digital transformation in the industry.

   The Group will improve the sales proportion of therapeutic infusion products, and focus to increase the sales volume of key therapeutic infusion products such as Peritoneal Dialysis Solution, Levofloxacin Lactate, Sodium Bicarbonate, Ambroxol Hydrochloride, Tinidazole, Fluconazole, Moxifloxacin Hydrochloride and Ciprofloxacin Lactate. Efforts will be made to achieve new breakthroughs for the key types of infusion products with revenue of over RMB100 million such as Metronidazole, Mannitou and Peritoneal Dialysis Solution.

   Meanwhile, the Group will prioritise efforts to expand and optimise its existing market in solid preparations and ampoule injections. In 2023, the Group will make an in-depth and better systematic analysis on the national and local centralised medicines procurement policies, and seize good opportunity for precise market access with a key focus on price. Capitalising on the radiation and driving effects of the Group Purchasing Organisation Programme, the Group will strive to increase market shares and expand the proportion of high value-added products in terms of production and sales. With an aim to nurture new advantages and seize new opportunities arising from the national industry policy and market changes, the Group will make full use of its innovation achievements in the research and development of solid preparations, ampoule injections, lyophilized powder and other types of products. The Group will put its full effort in implementation the tender-awarded products under the seventh round of National Centralised Medicines Procurement, and seize the market opportunities arising from the eighth round of National Centralised Medicines Procurement. Furthermore, the Group will optimise channel network and market layout, strengthen professional marketing services, step up efforts in market development for specialised products such as Felodipine Sustained-release Tablets, Blonanserin Tablets, Pentoxifylline Injection as well as Paracetamol and Mannitol Injection, and proactively explore and nurture new types of products that have a potential revenue of over RMB100 million.

III. PROSPECTS FOR DEVELOPMENT *(CONTINUED)*

1. Keeping abreast of the changes in market demands, the Group will accelerate the domestic promotion and application of medical (pharmaceutical) material products including butyl rubber stoppers, infusion films and bioprocessing films, so as to increase its market shares and strengthen the Group's position and product influence in the pharmaceutical materials aspect, creating favourable conditions for the transition of listing of the medical (pharmaceutical) material business.

2. On the bulk pharmaceuticals business, the Group will facilitate the domestic and international markets, make efforts to strengthen and expand its bulk pharmaceuticals business, and make a greater contribution to the development of the Group. With a focus on the key target of an annual production and sales volume of 7,000 tonnes of caffeine in 2023, the Group will devote more efforts to explore domestic customers while stabilising the customer base in America, Europe, South Asia, Southeast Asia and other regions, proactively establishing a new pattern of coordinated and competitive development of the domestic and international markets for the commodity and specialised bulk pharmaceuticals. The Group will accelerate the commercialisation process of new high value-added products such as Epalrestat, Pitavastatin Calcium, Lacosamide, Theobromine, Pentoxifylline, Ornidazole, Levornidazole, Rosuvastatin Calcium and Argatroban, and continue to nurture the resilience and vitality for the development of bulk pharmaceuticals business, in an effort to achieve substantial increase in sales revenue of specialised bulk pharmaceuticals.

3. In terms of research and development of new product, efforts will be made to achieve new breakthroughs in accelerating development of specialised generic drugs and innovative drugs. The research and development of specialised generic drugs remains the focus of the Group's research and development work for the moment. Facing the increasingly intensified competition in the research and development of generic drugs, the Group will leverage on the cooperation mechanism with universities and scientific research institutes, re-organise the product types in its pipeline and plan, explore more high quality research projects, and maintain its advantages in the efficiency of approvals and applications for research and development. We will facilitate effective translation of our research and development achievements into production, and create a good head start to win the market for high quality products. In 2023, the Group will strive to obtain national production approval for 82 products including 39 for liquid preparations, 21 for solid preparations and 22 for bulk pharmaceuticals. Efforts will be made to achieve new breakthroughs and new progress in key research and development projects, continuing to empower high-quality development of the Company with innovation achievements.

4. In terms of capital operation, the Group will continue to proactively push forward the transition of listing of Jiangsu Best New Medical Material and the spinoff listing of the bulk pharmaceuticals business in the PRC. At the same time, combining its own advantages, the Group will proactively seek opportunities of acquisition and investment in the pharmaceutical industry in order to strengthen the Group's position in the market and products and to increase the return on investment. In 2023, Jiangsu Best New Medical Material will follow the requirements under the listing rules of the Beijing Stock Exchange in order to complete its transition to Beijing Stock Exchange based on scheduled timeline to be agreed with various intermediaries. It is committed to accelerating its upgrade to the A-share market of the Beijing Stock Exchange with better performance in its development. The spinoff listing of the bulk pharmaceuticals business in the PRC is progressing as scheduled.

III. PROSPECTS FOR DEVELOPMENT *(CONTINUED)*

By leveraging on its own advantages, the Group will seize new opportunities in the industry development, maintain the resilience and vitality of innovative development, and strive for promoting high quality development of the Group. We firmly believe that, by virtue of our scale, quality, management and brand advantages accumulated in the industry over the years and our continuous stimulation of innovation momentum, we will definitely bring satisfactory returns to our investors with a more solid development performance.

I would like to take this opportunity to express our gratitude to our investors and all staff of the Group for their support to the development of the Company.

Qu Jiguang
Chairman

Hong Kong, 28 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

SSY Group Limited (the "Company") and its subsidiaries (together, the "Group") are principally engaged in the research, development, manufacturing and selling of a wide range of pharmaceutical products, which includes finished medicines of mainly intravenous infusion solution and ampoule injection to hospitals and distributors, bulk pharmaceuticals and medical materials. The Group has manufacturing plants in Hebei Province and Jiangsu Province, the People's Republic of China (the "PRC"), and sells to customers mainly in the PRC.

For the year ended 31 December 2022, the review on the Group's business performance and financial performance are contained in the Chairman's statement under section headed "BUSINESS REVIEW" and in this Management Discussion and Analysis under section headed "FINANCIAL PERFORMANCE REVIEW" respectively. The future development in the Group's business is discussed in the Chairman's statement under section headed "PROSPECTS FOR DEVELOPMENT".

Principal risks and uncertainties

As a pharmaceutical enterprise selling pharmaceutical products to hospitals and distributors in the PRC, the Group considers adverse changes and uncertainties in the pharmaceutical industry environment as well as in the government policy regarding pharmaceutical products in the PRC as the Group's principal risks and uncertainties.

During year 2022, the Group Purchasing Organisation (the "GPO") Programme expanded its coverage to more cities and more drugs in the PRC. In general, drugs included under the GPO are likely to face price competition. Currently, a majority of the Group's intravenous infusion solution and ampoule injection products are not included under the GPO. Nevertheless, the Group has completed consistency evaluations for selected products in order to be qualified for the GPO. On the other hand, the Group has committed in product diversification in recent years. Higher sales in bulk pharmaceutical products and the introduction of new medical material products have significantly improved the product mix of the Group so that the overall impact of the GPO have been mitigated. The Group will keep continuous attention on the change of situation and make timely responses.

Save as the abovementioned principal risks and uncertainties, other risks and uncertainties had been evaluated by the Company as set out in the Chairman Statement and note 28 to the financial statement.

Compliance with laws and regulations

During the year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

Environmental policies and performance

As a pharmaceutical enterprise, the Group recognizes the importance of environmental sustainability and green manufacturing. The Group has set out policies to ensure its production to be in compliance with environmental requirements under the GMP standard and other relevant laws and regulations. For operating practices, the Group persistently adopted measures with low energy consumption and low pollution level, and encouraged its employees to put relevant environmental factors into consideration from time to time. Moreover, the Group had provided a green and eco-friendly working environment for its employees. Please refer details of the Group's environmental policies and performance to the respective sections in the Environmental, Social and Governance Report.

BUSINESS REVIEW *(Continued)*

Relationships with employees, suppliers and customers

The Group believes that employees are valuable assets. The Group provides competitive remuneration package to employees which is periodically reviewed with reference to industry practice. Apart from social insurance and in-house training programmes, other kinds of remuneration such as discretionary bonuses, share options and grant of shares may be awarded to employees according to the assessment of individual performance.

The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. The Group has been working continuously with its suppliers to improve the standard of raw materials, and aiming at delivering products with high quality to its customers. During the year, there was no material and significant dispute between the Group and its suppliers and/or customers.

Please refer details of the Group's relationships with employees, suppliers and customers to the respective sections in the Environmental, Social and Governance Report.

Acquisition of a subsidiary

On 9 March 2022, Shijiazhuang No. 4 Pharma (an indirect wholly-owned subsidiary of the Company) completed the acquisition of 100% interest in Cangzhou Lingang Youyi Chemical Co., Ltd. ("Youyi Chemical") with a cash consideration of RMB55 million. Youyi Chemical is principally engaged in the production and sales of methylamine, which is one of the key raw materials for production of caffeine. The purpose of the acquisition was to guarantee the stability in supply and quality of such raw materials and may further lower the material cost of the Group. The acquisition was accounted for under the acquisition method. The Company allocated the purchase price to identifiable assets acquired and liabilities assumed based on their fair values. During the year ended 31 December 2022, Youyi Chemical contributed revenue of HK$386,939,000 and profit of HK$134,505,000 to the Group's results.

FINANCIAL PERFORMANCE REVIEW

Revenue

	2022		2021		
	Sales	**Percentage of sales**	Sales	Percentage of sales	Increase/ (Decrease)
	HK$'000	**%**	*HK$'000*	%	%
Intravenous infusion solution and others	**6,261,906**	**97.3**	5,179,586	96.7	20.9
(Including: Non-PVC soft bag & upright soft bag infusion solution	**2,436,412**	**37.9**	2,312,295	43.2	5.4
PP plastic bottle infusion solution	**839,750**	**13.0**	764,057	14.2	9.9
Glass bottle infusion solution	**234,180**	**3.7**	228,013	4.3	2.7
Bulk pharmaceuticals	**1,358,949**	**21.1**	533,860	10.0	154.6
Ampoule injection	**978,707**	**15.2**	1,093,615	20.4	(10.5)
Others)	**413,908**	**6.4**	247,746	4.6	67.1
Medical materials	**172,119**	**2.7**	177,177	3.3	(2.9)
Total	**6,434,025**	**100**	5,356,763	100	20.1

The Group's intravenous infusion solution and ampoule injection products are mainly manufactured and sold by Shijiazhuang No. 4 Pharmaceutical Co., Ltd. ("Shijiazhuang No. 4 Pharma"), a wholly-owned subsidiary in the Group. There are different forms of packing in intravenous infusion solution products, including Non-PVC Soft Bag, Upright Soft Bag, PP Plastic Bottle and Glass Bottle, while ampoule injection products are mainly small liquid injections in forms of PP plastic and glass. The Group's bulk pharmaceuticals products are mainly manufactured and sold by Hebei Guolong Pharmaceutical Co., Ltd. ("Hebei Guolong"), Hebei Guangxiang Pharmaceutical Co., Ltd. ("Hebei Guangxiang") and Cangzhou Lingang Youyi Chemical Co., Ltd. ("Youyi Chemical"), all being subsidiaries in the Group. The Group's medical materials are mainly manufactured and sold by Jiangsu Best New Medical Material Co., Ltd. ("Jiangsu Best"), a subsidiary in the Group.

Majority of the Group's sales are conducted in the PRC and are denominated in Renminbi ("RMB"), which depreciated by approximately 3.9% when translated into Hong Kong dollars ("HK$") for the year ended 31 December 2022 as compared with last year. Nevertheless, as a result of an overall increase in sales volume as compared with last year, revenue of the Group increased to HK$6,434,025,000 for the year ended 31 December 2022 (2021: HK$5,356,763,000), representing an increase of 20.1% on a year-to-year basis. Among which, revenue from intravenous infusion solution accounted for HK$3,510,342,000 (2021: HK$3,304,365,000), representing an increase of 6.2% on a year-to-year basis. Among which, revenue from Non-PVC Soft Bag and Upright Soft Bag infusion solution were HK$1,788,791,000 and HK$647,621,000 respectively, totalling HK$2,436,412,000, representing 69.4% of the total revenue from intravenous infusion solution and an increase of 5.4% as compared with last year; revenue from PP Plastic Bottle infusion solution was HK$839,750,000, representing 23.9% of the total revenue from intravenous infusion solution and an increase of 9.9% as compared with last year; revenue from Glass Bottle infusion solution was HK$234,180,000, representing 6.7% of the total revenue from intravenous infusion solution and an increase of 2.7% as compared with last year.

FINANCIAL PERFORMANCE REVIEW *(Continued)*

Revenue *(Continued)*

On the other hand, the Group has put a lot of effort in product diversification. Revenue from bulk pharmaceuticals accounted for HK$1,358,949,000 (2021: HK$533,860,000), representing a significant growth of 154.6% as compared with last year mainly due to an increase in the utilization in the Group's production capacity in bulk pharmaceuticals and a larger variety of the Group's bulk pharmaceuticals products. Revenue from ampoule injections accounted for HK$978,707,000 (2021: HK$1,093,615,000), representing a decrease of 10.5% as compared with last year as some ampoule products have changed to a more effective sales channel in terms of sales volume.

The Group will keep focusing its production in high quality intravenous infusion solution products such as Non-PVC Soft Bag infusion solution and therapeutic infusion solution. The Group will also keep expanding its market in bulk pharmaceuticals, ampoule injections, oral preparations and new medical material products to drive revenue growth.

Revenue from medical materials products contributed HK$172,119,000 (2021: HK$177,177,000) to the Group, representing a slight decrease of 2.9% as compared with last year.

Cost of Sales

The Group has been adopting various cost control measures such as production process optimization, equipment modification and energy conservation. As there is increase in sales volume as compared with last year, the Group's cost of sales increased by 31.1% to HK$2,866,439,000 for the year ended 31 December 2022 as compared to last year of HK$2,186,517,000. The cost of direct materials, direct labour and other costs represented approximately 60.5%,12.7% and 26.8% of the total cost of sales respectively for the year ended 31 December 2022 while their comparative percentages for 2021 were 57.4%, 14.4% and 28.2% respectively.

Gross Profit Margin

For the year ended 31 December 2022, the Group recorded a total gross profit of HK$3,567,586,000 (2021: HK$3,170,246,000). Overall gross profit margin decreased by 3.8 percentage point to 55.4% from that of last year 59.2%. For the year ended 31 December 2022, there was an increased proportion of revenue from bulk pharmaceuticals which had a lower gross profit margin as compared to finished medicines, and there has been a change of sales channel for some ampoule products during the year.

Other Net Income

For the year ended 31 December 2022, the Group's other net income decreased to HK$65,176,000 (2021: HK$84,291,000) which mainly represented government grants.

Selling and Distribution Costs

For the year ended 31 December 2022, selling and distribution costs amounted to approximately HK$1,660,247,000 (2021: HK$1,707,028,000), which was mainly consisted of advertising, marketing and promotion expenses of HK$1,121,283,000 (2021: HK$1,102,221,000), transportation cost of approximately HK$364,377,000 (2021: HK$436,043,000) as well as salary expenses for sales and marketing staff of approximately HK$84,699,000 (2021: HK$71,614,000).

Selling and distribution costs slightly decreased by 2.7% for the year ended 31 December 2022 as compared with last year. Despite of an increase in sales volume as compared with last year, the Group reduced its selling and distribution costs mainly because of (i) an increased proportion of revenue from bulk pharmaceuticals which had a lower level of selling costs as compared to finished medicines, (ii) a reduced transportation cost mainly due to lower freight rates and (iii) a change of sales channel for some ampoule products.

FINANCIAL PERFORMANCE REVIEW *(Continued)*

General and Administrative Expenses

For the year ended 31 December 2022, general and administrative expenses was approximately HK$284,832,000 (2021: HK$309,941,000) which mainly comprised salaries expenses for administrative staff of approximately HK$114,052,000 (2021: HK$155,119,000 including a one-off non-cash expense arising from grant of share options to administrative management staff of HK$28,161,000) as well as depreciation and amortisation (other than research and development) expenses of approximately HK$95,284,000 (2021: HK$93,344,000).

While the Group had an overall expansion in business, there was a decrease of 8.1% in general and administrative expenses as compared to last year. There was no expense arising from grant of share options to administrative management staff for the year ended 31 December 2022 (2021: HK$28,161,000), and the Group has been adopting cost control measures in general and administrative expenses.

Research and Development Costs

For the year ended 31 December 2022, research and development costs amounted to HK$259,104,000 (2021: HK$247,992,000), which comprised salaries expenses for R&D staff of approximately HK$104,450,000 (2021: HK$122,858,000), depreciation and amortisation expenses of approximately HK$32,753,000 (2021: HK$39,224,000) as well as other costs (such as raw materials and consumables) directly expensed of approximately HK$121,901,000 (2021: HK$85,910,000).

Research and development cost increased by 4.5% for the year ended 31 December 2022 as compared with last year. Undergoing the process of enterprise transformation and product diversification, the Group expanded and expedited the research and development of new products in drug preparations, bulk pharmaceuticals as well as medical materials.

Profit from Operations

For the year ended 31 December 2022, the Group's profit from operations amounted to HK$1,423,713,000, representing an increase of 44.1% as compared to HK$988,085,000 in year 2021. The operating profit margin (defined as profit from operations divided by total revenue) increased to 22.1% as compared to 18.4% in year 2021.

Net Finance Costs

The Group's net finance costs, which represented mainly interest expenses of bank borrowings less interest income on bank deposits and foreign exchange gain, decreased by 15% to HK$38,350,000 for the year ended 31 December 2022 (2021: HK$45,114,000) mainly due to a foreign exchange gain this year as compared to a foreign exchange loss in last year.

Income Tax Expense

The Group believes that Shijiazhuang No. 4 Pharma, Jiangsu Best, Hebei Guangxiang, Hebei Guolong and Youyi Chemical have been certified as High and New Technology Enterprises and thus subject to a reduced corporate income tax of 15% in the PRC for year 2022. For the year ended 31 December 2022, the income tax expense of the Group increased by 30.9% to HK$209,602,000 (2021: HK$160,104,000) mainly due to a higher profit before taxation of the Group.

FINANCIAL PERFORMANCE REVIEW *(Continued)*

Profit Attributable to Equity Shareholders

For the year ended 31 December 2022, profit attributable to equity shareholders of the Company increased by 42.9% to HK$1,122,837,000 (2021: HK$785,533,000), with net profit margin (defined as profit attributable to equity shareholders of the Company divided by total revenue) increased from 14.7% last year to 17.5% this year.

Dividends

For the year ended 31 December 2022, the Board recommended a final dividend of HK$0.08 per share (2021: HK$0.07 per share) which, together with the interim dividend of HK$0.06 per share (2021: HK$0.05 per share), will result in total dividends of HK$0.14 per share for the year ended 31 December 2022 (2021: HK$0.12 per share).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group primarily finances its working capital and other capital requirements by net cash generated from operating activities and resorts to external financing including both long-term and short-term bank borrowings from time to time in case the projected operating cash flow is insufficient to meet the capital requirements.

As at 31 December 2022, the Group's cash and cash equivalents amounted to HK$1,667,547,000 (31 December 2021: HK$1,661,736,000), mostly were denominated in RMB.

As at 31 December 2022, the Group's bank borrowings amounted to HK$3,207,648,000 (2021: HK$3,103,195,000), comprising HK$1,875,804,000 (2021: HK$1,700,772,000) of borrowings denominated in RMB and HK$1,331,844,000 (2021: HK$1,402,423,000) in Hong Kong dollars. As at 31 December 2022, all of the Group's bank borrowings were repayable within 5 years, mostly bearing interest at variable rates. Please refer to note 20 to the financial statements for details of repayment, security and fulfilment of covenants.

Gearing ratio (defined as bank borrowings and lease liabilities less cash and cash equivalents divided by total capital less non-controlling interests) slightly increased from 18.9% as at 31 December 2021 to 19.9% as at 31 December 2022. Current ratio (defined as current assets divided by current liabilities) decreased from 2.04 as at 31 December 2021 to 1.82 as at 31 December 2022 mainly due to a larger amount of bank borrowing which is repayable within one year.

As at 31 December 2022, the Group's total capital commitments outstanding but not provided for was HK$555,075,000 (31 December 2021: HK$589,477,000).

Overall, the Group continued to maintain a sound liquidity position, a sufficient working capital level and a low-risk capital structure in view of the Group's operation needs and capital commitments.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group had approximately 5,000 employees (2021: 4,800 employees), most of whom were based in the PRC. The remuneration policy of employees other than executive Directors and senior management is based on industry practice and is periodically reviewed by executive Directors or senior management. Apart from social insurance and in-house training programmes, other kinds of remuneration such as discretionary bonuses, share options under the Company's share option schemes and shares granted under the Company's Restricted Share Award Scheme may be awarded to eligible employees according to the assessment of individual performance. Please refer details of the Share Schemes and the Restricted Share Award Scheme to the respective sections in the Report of the Directors. Please refer details of the remuneration policy of executive Directors and senior management to the section headed "REMUNERATION COMMITTEE" in the Corporate Governance Report.

The total remuneration cost incurred by the Group for year ended 31 December 2022 was approximately HK$668,407,000 (2021: HK$663,929,000 including a one-off non-cash expense of HK$67,050,000 arising from grant of share options to management staff of the Group).

CHARGE ON ASSETS

As at 31 December 2022, the Group's right-of-use assets of HK$49,011,000 (2021: HK$54,746,000) were pledged as collateral for the Group's certain bank borrowings.

FOREIGN EXCHANGE RISK

Majority of the Group's businesses are operated in the PRC and are denominated in RMB. Except for the foreign currency translation risk arising from the translation into Hong Kong dollars for the financial statements of subsidiaries with the functional currencies of RMB, the Group does not expect any materially adverse effects of the exchange rate fluctuation. Hence, no financial instrument for hedging was employed. Nevertheless, the Group is closely monitoring the financial market and would consider appropriate measures if required.

As at the dates below, the exchange rates of converting HK$ into RMB (as calculated in HK$) were:

1 January 2021	0.84164
31 December 2021	0.81760
31 December 2022	0.89327

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed above under the heading "Acquisition of a subsidiary", there was no material acquisition or disposal of subsidiary or associate for the year ended 31 December 2022.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any significant contingent liabilities.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive directors

Mr. Qu Jiguang（曲繼廣先生）, aged 68, an executive director and the chairman of the Board of the Company. Mr. Qu is responsible for the strategic planning, business development and overall management of the Group. Mr. Qu is also the chief executive officer of the Company who is responsible to lead the management implementing the business strategies of the Group. Mr. Qu joined Shijiazhuang No. 1 Pharmaceutical Factory ("No. 1 Pharma") as deputy factory manager in 1995. He later became a director and the vice general manager of Shijiazhuang Pharmaceutical Group. From December 2004, Mr. Qu has been the chairman of New Orient Investments Pharmaceutical Holding (Hong Kong) Limited, a wholly owned subsidiary of the Company ("New Orient"), the chairman of China Pharmaceutical Company Limited, a controlling shareholder of the Company ("CPCL") and the chairman of CMP Group Limited ("CMP"). Mr. Qu was an independent non-executive Director of the Company and was an executive director of China Pharmaceutical Group Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), from February 2001 to September 2004. Mr. Qu graduated from Tianjin Finance College with a postgraduate degree in Finance in 1999. He is also an economist accredited by The Ministry of Personnel of China. Mr. Qu has over 30 years of experience in pharmaceutical industry. He has key roles in China Pharmaceutical Industry Association（中國化學製藥協會）, Hebei Provincial Association of Enterprise（河北省企業聯合會）and Hebei Pharmaceutical Industry Association（河北省醫藥行業協會）.

Mr. Su Xuejun（蘇學軍先生）, aged 55, an executive director. Mr. Su is currently the chairman of the Board of Shijiazhuang No. 4 Pharmaceutical Co., Ltd. ("Shijiazhuang No. 4 Pharma"), the Company's indirectly wholly-owned subsidiary. Mr. Su focuses in the pharmaceutical market development, operations and management. He has extensive understanding and experience in sales and marketing as well as the policy in pharmaceutical related industries. Mr. Su joined No.1 Pharma as assistant to factory manager in 1990. And afterwards he served as deputy general manager of a subsidiary of the Shijiazhuang Pharmaceutical Group selling preparations, deputy general manager of Shijiazhuang No.4 Pharma and general manager of Shijiazhuang No.4 Pharma. Since January 2007, Mr. Su acts as executive director of Shijiazhuang No.4 Pharma and New Orient. Mr. Su graduated from Hebei Normal University, majoring in biology, with a bachelor's degree.

Mr. Meng Guo（孟國先生）, aged 49, an executive director. Mr. Meng is currently the deputy general manager of the Company, a director of New Orient and Shijiazhuang No. 4 Pharma and Hebei Guolong Pharmaceutical Co., Ltd, all being wholly-owned subsidiaries of the Company, and the executive president in charge of finance and information-based operations of Shijiazhuang No. 4. After joining Shijiazhuang No. 4 Pharma in year 2001, Mr. Meng held the positions of deputy head and manager of the finance department of Shijiazhuang No. 4 Pharma, and has over 20 years of experience in corporate finance, tax and information technology management. Mr. Meng has consistently participated in investors' relations duties of the Company. Mr. Meng holds a Bachelor's degree in Mathematics from Lanzhou University and a Master's degree in Software Engineering from Beijing University of Technology. He also holds the qualification of senior accountant in the People's Republic of China.

Mr. Chow Hing Yeung（周興揚先生）, aged 44, an executive director. Mr. Chow is currently the Chief Financial Officer and Company Secretary of the Company. Mr. Chow obtained a Bachelor's degree of Business Administration from the Chinese University of Hong Kong. Before joining the Company in August 2011, he worked in PricewaterhouseCoopers and financial department of listed companies in Hong Kong, and has around 20 years of experience in audit, accounting and financial management. Mr. Chow has consistently participated in investors' relations duties of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants.

Non-executive director

Mr. Feng Hao (**馮昊先生**) aged 42, a non-executive Director. Mr. Feng currently serves as a deputy general manager and the secretary to the board of directors of Sichuan Kelun Pharmaceutical Co., Ltd. ("Sichuan Kelun"). Mr. Feng has a Master's degree; was a teacher at the School of Economics at Huazhong University of Science and Technology; an analyst at the Actuarial Division of Taiping Life Insurance Company Limited; an actuarial advisory consultant at Watson Wyatt Consultancy (Shanghai) Ltd.; a senior manager at the investment banking division of Ping An Securities Limited; and a business director at the investment banking division of Sinolink Securities Co. Ltd. Since April 2014, Mr. Feng has been a senior management of Sichuan Kelun.

Independent non-executive directors

Mr. Wang Yibing (王亦兵先生), aged 60, an independent non-executive Director. Mr. Wang graduated from Shenyang Pharmaceutical University, majored in pharmacy (瀋陽藥科大學藥學). Mr. Wang joined Heibei Provincial Pharmaceutical Research Centre (河北省藥物研究所) in July 1983 and became supervisor in research centre of pharmacodynamics, research centre of preparations, the pharmaceutical factory and scientific research management centre successively. In 1991, Mr. Wang joined the General Economics Division of Hebei Provincial Administration of Medicine (河北省醫藥管理局綜合經濟處) as vice supervisor and was promoted to supervisor and the deputy director successively. From April 2000 to July 2005, he was the Director of Division of Drug Registration and Division of Drug Safety and Inspection of Hebei Food and Drug Administration (河北省食品藥品監督管理局藥品註冊處，藥品安全監管處). Mr. Wang possesses over 30 years' experience in pharmaceutical research, production and industry regulation, is familiar with pharmaceutical laws and regulations and drug inspection procedures. He has profound exposure in the areas of pharmaceutical research, production, circulation and application, while comprehends and provides insights into the overall situation and trend of development of the pharmaceutical industry at both the provincial and state levels.

Mr. Leung Chong Shun (梁創順先生), aged 57, an independent non-executive Director. Mr. Leung is also an independent non-executive director of China Coal Energy Company Limited (Stock code: 1898), China Medical System Holdings Limited (Stock code: 867) and Min Xin Holdings Limited (Stock Code: 222), all companies being listed on the Stock Exchange. He served as an independent non-executive director of China Metal Recycling (Holdings) Limited (Stock code: 773) from May 2009 to August 2013, China Communications Construction Company Limited (Stock Code: 1800) from January 2011 to November 2017 and China National Materials Company Limited (Stock code: 1893) from July 2007 to May 2018. Mr. Leung graduated from the University of Hong Kong with a Bachelor of Laws degree in 1988 and obtained the Postgraduate Certificate in Laws in 1989. Mr. Leung was qualified as a solicitor in Hong Kong in 1991 and England & Wales in 1994. He has been a partner of Woo Kwan Lee & Lo, a law firm in Hong Kong, since 1997 and is experienced in corporate finance. Mr. Leung is currently a China-Appointed Attesting Officer appointed by the Ministry of Justice of the PRC.

Mr. Chow Kwok Wai (周國偉先生), aged 56, an independent non-executive Director. Mr. Chow served as a non-executive director of Cinda International Holdings Limited (stock code: 111) from November 2008 to November 2022 and as an executive director of Silver Grant International Holdings Group Limited (stock code: 171) from April 2004 to December 2012, both companies being listed on the Stock Exchange. Mr. Chow served as an independent non-executive director of Youyuan International Holdings Limited (stock code: 2268) ("Youyuan"), a company incorporated in the Cayman Islands with limited liability, from May 2010 to October 2019. Youyuan and its subsidiaries are principally engaged in manufacturing and trading of wrapping tissue paper, wall paper products, copy paper and other products. On 4 October 2019, The Hongkong and Shanghai Banking Corporation Limited filed a winding-up petition against Youyuan in Hong Kong. Mr. Chow confirmed that he was not involved in the incidents giving rise to Youyuan's winding-up petition and, so far as he is aware, there was no wrongful act on his part leading to the petition. The listing of Youyuan's shares was cancelled with effect from 22 March 2021 under Listing Rule 6.01A. For the avoidance of doubt, Youyuan's winding-up petition and cancellation of listing are not related to SSY Group Limited and its subsidiaries. Mr. Chow has worked in Price Waterhouse, which is now known as PricewaterhouseCoopers, and has accumulated valuable audit experience there. Mr. Chow has over 30 years of experience in accounting, financial management and corporate finance. Mr. Chow received his bachelor degree in Social Sciences from the University of Hong Kong in 1990. Mr. Chow is a Fellow member of the Association of Chartered Certified Accountants and a Fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a Chartered Tax Adviser and a Fellow member of the Taxation Institute of Hong Kong.

Mr. Jiang Guangce (姜廣策先生), aged 51, an independent non-executive Director. Mr. Jiang has over 22 years of experience in the field of healthcare and investment. He is currently the chairman of Tibet DeChuan Investment Management Co., Ltd. ("Tibet DeChuan"). Mr. Jiang obtained the doctor's degree from the School of Chemistry, Sun Yat-sen University in year 2000, and completed the post-doctoral research in biopharmaceutical area at the College of Biological Engineering, South China University of Technology in year 2002. Mr. Jiang was the general manager of Guangzhou Baiji Health Management Co., Ltd. (廣州百濟健康管理有限公司), the healthcare analyst of KGI Securities and the chief analyst of pharmaceutical industry in Greater China of Yuanta Securities. Mr. Jiang served as an independent director of Shanghai Rongtai Health Technology Corporation Limited, the shares of which are listed on the Shanghai Stock Exchange (stock code: 603579), from October 2016 to October 2019. Mr. Jiang has been the chairman of Tibet DeChuan since December 2012.

CORPORATE GOVERNANCE REPORT

The board of directors (the "Board") of SSY Group Limited (the "Company") is pleased to present this corporate governance report for the year ended 31 December 2022 (the "Corporate Governance Report").

The Board is committed to maintaining a high standard of corporate governance. The Board believes that good corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders' interests. The Board reviews its corporate governance practices from time to time in order to meet the stakeholders' expectations and comply with the latest regulatory requirements, and to fulfill its commitment to a high standard of corporate governance.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with all applicable code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 31 December 2022, except for the deviation from code provision C.2.1 of the CG code as follows:

Under code provision C.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Qu Jiguang has been appointed as the chairman of the Board, who has the principal role of providing the leadership for and effective running of the Board. In view of the present composition of the Board and the in-depth knowledge of Mr. Qu Jiguang in the Company's operations and pharmaceutical industry, Mr. Qu Jiguang has also assumed the role as the chief executive officer of the Company, who was delegated with the responsibilities to lead the management implementing the business strategies of the Group. The Board believes that it is in the best interest of the Company to vest both roles in Mr. Qu Jiguang, which allows for more effective planning and execution of business strategies. As all major decisions are made in consultation with members of the Board, the Company believes that there is adequate balance of power and authority in place.

BOARD OF DIRECTORS

As at 31 December 2022, the Board comprises four executive Directors, namely, Mr. Qu Jiguang (Chairman), Mr. Su Xuejun, Mr. Meng Guo and Mr. Chow Hing Yeung, one non-executive Director, namely Mr. Feng Hao and four independent non-executive Directors, namely, Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai (the "Directors"). With effect from 1 January 2023, Mr. Jiang Guangce was appointed as an independent non-executive Directors of the Company.

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic direction and performance. All policy matters of the Group, material transactions or transactions where there is conflict of interests are reserved for the Board's decisions. The Board is also responsible for reviewing and monitoring the training and continuous professional development of directors and senior management, the policies and practices on compliance with legal and regulatory requirements of the Company, the code of conduct applicable to employees and the Directors, the Company's compliance with the CG code as well as the Company's disclosure in the Corporate Governance Report.

The Board appointed Mr. Qu Jiguang as the Chairman, who has the principal role of providing the leadership for and effective running of the Board. Other roles and responsibilities of the Chairman include approving the agenda of board meetings, ensuring all Directors are properly briefed on issues arising at board meetings and have received information which is adequate, accurate and complete in a timely manner, ensuring good corporate governance and effective shareholder communication practices and procedures, encouraging all Directors to make full and active contributions to the Board's affairs as well as promoting a culture of openness for contribution by non-executive Directors.

BOARD OF DIRECTORS *(Continued)*

The Board has delegated the day-to-day responsibility for the management of the Group's business to the management. The Board has given clear directions as to the powers of management, in particular, with respect to the circumstances where management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. As explained above under the heading "CORPORATE GOVERNANCE PRACTICES", Mr. Qu Jiguang, the Chairman of the Board, also assumed the role as the chief executive officer of the Company who was delegated with the responsibilities to lead the management implementing the business strategies of the Group.

In addition, the Board has also delegated various responsibilities to the Nomination Committee, the Remuneration Committee and the Audit Committee of the Company (the "Board Committees"). Further details of the Board Committees, among others, their roles and functions are set out in the later parts of this report. The Company reviews the appropriateness of these delegation arrangements periodically in view of the Company's needs.

The Directors are considered to have a balance of skill and experience appropriate for the requirements of the business of the Company and have devoted sufficient time and make contributions to the Company based on their roles and responsibilities, details of the Directors are shown under the section headed "Biographical Details of Directors and Senior Management". There are sufficient numbers of independent non-executive Directors in the Company, among which, Mr. Chow Kwok Wai is a certified public accountant and Mr. Leung Chong Shun is a qualified solicitor in Hong Kong.

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent.

Appropriate directors' and officers' liability insurance has been arranged for the Directors and Officers of the Company.

There are no financial, business, family and other material or relevant relationships among members of the Board.

BOARD OF DIRECTORS *(Continued)*

During the year ended 31 December 2022, a total of four board meetings, and one annual general meeting ("AGM") were held and the attendance of each Director was in the table below. All the independent non-executive Directors (except Mr. Jiang Guangce who was appointed on 1 January 2023), being the chairmen of the Board Committees, and the non-executive Director have attended the general meetings held during the year.

	Number of meetings attended/ held within Director's service period	
Name of Director	**Board meetings**	**AGM**
Executive Directors		
Mr. Qu Jiguang *(Chairman)*	4/4	1/1
Mr. Su Xuejun	4/4	0/1
Mr. Meng Guo	4/4	1/1
Mr. Chow Hing Yeung	4/4	1/1
Non-executive Director		
Mr. Feng Hao	4/4	1/1
Independent non-executive Directors		
Mr. Wang Yibing	3/4	1/1
Mr. Leung Chong Shun	4/4	1/1
Mr. Chow Kwok Wai	4/4	1/1

During the year, Mr. Qu Jiguang, the Chairman of the Board, held one meeting with all independent non-executive Directors (except Mr. Jiang Guangce who was appointed on 1 January 2023) without the presence of other directors.

The Company ensures that all Directors are participating in board proceedings in a meaningful and effective manner. Notice of at least 14 days are served to all Directors of a regular board meeting. For all other board meetings and committee meetings, reasonable notice is generally given. Agendas and accompanying board papers and related materials are normally sent to all Directors at reasonable time before the intended date of meetings to enable them to make informed decisions and perform their duties. All Directors are given the opportunity to contact the Company Secretary to include matters in the agenda for regular board meeting, and have separate and independent access to the senior management of the Company whenever necessary.

Minutes of board meetings and meetings of board committees (i.e. Nomination Committee, Remuneration Committee and Audit Committee) of the Company were kept by Company Secretary and such minutes are open for inspection at reasonable time and on reasonable notice by any Director. Such minutes were recorded in sufficient detail the matters considered by the board and decisions reached. Draft and final versions of such minutes were sent to all directors for their comment and record respectively within a reasonable time after the board meeting was held.

All directors have access to the advice and services of the Company Secretary with a view to ensuring that board procedures, and all applicable rules and regulations, are followed. The Company has a procedure to enable the Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

BOARD OF DIRECTORS *(Continued)*

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be discussed by a physical board meeting rather than a written resolution. Independent non-executive Directors who, and whose close associates, have no material interest in the transaction shall be present at such Board meeting.

NOMINATION, APPOINTMENTS AND RE-ELECTION OF DIRECTORS

The appointment and re-election of Directors shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations, including but not limited to the Listing Rules. In addition, the Company has established a nomination policy with the objectives of setting out the key selection criteria, principles and procedures of appointments and re-election of directors. The factors used as reference by the Nomination Committee in assessing the suitability of a proposed candidate includes reputation for integrity, skills and knowledge, experience in pharmaceutical industry, commitment in respect of available time as well as age, culture, ethnicity and gender diversity of the Board. The candidate to be nominated as an independent non-executive Director must satisfy the independence criteria set out in the Listing Rules. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated for filling the office of an independent non-executive Director. All these criteria are for reference only and are not meant to be exhaustive or decisive, and the Board shall take into consideration the board diversity policy of the Company when selecting Board candidates. The Nomination Committee will monitor the implementation of and from time to time review the nomination policy, as appropriate, to ensure the effectiveness of it.

Regarding nomination procedures, the Company Secretary shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members. After the Nomination Committee makes its recommendations to the Board, the Board has the authority on approving the nomination of the candidate and the appointment of Directors. Details of the candidate including the names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information should be provided for consideration by the Nomination Committee, the Board and/or the shareholders in the general meeting. For shareholders' nomination of any proposed person for election as a Director, shareholders should lodge a notice with the Company proposing a person for election as a Director at a general meeting and please refer its procedures to the section headed "Shareholders' Rights" in this report.

Subject to the requirement of retirement from office by rotation pursuant to the Articles of Association of the Company as set out in the next paragraph, each of non-executive Director and independent non-executive Directors has entered into a service contract with the Company for a term of three years, and executive Directors has entered into a service contract with the Company for a specific term (usually three years) which may be extended as each Director and the Company may agree. Key terms and conditions of the Director's appointment are set out in the service contract or formal letter of appointment for the Director.

At each annual general meeting, one-third of the Directors (including non-executive Director and independent non-executive Directors) for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that each Director shall be subject to retirement at least once every three years. Also, the Directors appointed as an addition to the Board shall be subject to re-election by the shareholders at the first general meeting after their appointment.

NOMINATION, APPOINTMENTS AND RE-ELECTION OF DIRECTORS *(Continued)*

On 28 December 2022, a Nomination Committee meeting and a Board meeting were held in resolving the appointment of Mr. Jiang Guangce as a new independent non-executive Director of the Company with effect from 1 January 2023.

Accordingly, the Company has complied with Code Provision B.2.4(b) of the CG Code regarding the requirements on independent non-executive Director effective for the financial year commencing on or after 1 January 2023. Mr. Jiang Guangce will be subject to re-election by the shareholders at the forthcoming general meeting.

TRAINING FOR DIRECTORS

All Directors have participated in continuous professional development to develop and refresh their knowledge and skills. Each year, the Company provided all Directors materials and directors training seminar for updates on the latest developments regarding corporate governance, the Listing Rules and other applicable regulatory requirements. The Directors also have opportunities to attend other seminars, conferences or briefings, and conduct site visits to the operation base of the Group. For newly appointed directors, a comprehensive induction on appointment and subsequent continuous professional development are arranged to ensure that they properly understand the Group's business and their responsibilities. For the year ended 31 December 2022, all Directors are requested to provide records of training they received to the Company Secretary of the Company (the "Company Secretary"). According to the record maintained by the Company Secretary, the participation by each Director of the Company in the continuous professional development was as follows:

Name of Director	Reading materials	Attending seminars/ conferences/ briefings	Site visits
Executive Directors			
Mr. Qu Jiguang *(Chairman)*	✔	✔	✔
Mr. Su Xuejun	✔	✔	✔
Mr. Meng Guo	✔	✔	✔
Mr. Chow Hing Yeung	✔	✔	–
Non-executive Director			
Mr. Feng Hao	✔	✔	–
Independent non-executive Directors			
Mr. Wang Yibing	✔	✔	–
Mr. Leung Chong Shun	✔	✔	–
Mr. Chow Kwok Wai	✔	✔	–

COMPANY SECRETARY

All directors have access to the advice and services of the Company Secretary who is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. During the year, the Company Secretary had taken no less than 15 hours of relevant professional training requirement, in compliance with Rule 3.29 of the Listing Rules.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

Taking into account the characteristics of the pharmaceutical industry, the Group's current situation and the feasibility of measurable objectives related to various factors, the Board has revised the measurable objectives during the year ended 31 December 2022 as follows:

1. the Board comprises director(s) who has/have professional qualifications or relevant experience in one of non-pharmaceutical fields such as accounting, legal or investment industry;

2. the Board comprises executive director, non-executive director and independent non-executive director; and

3. at least one director with a gender different from the existing single gender board will be appointed no later than 31 December 2024.

At present, all of the above measurable objectives have been achieved except for the following one.

As at 31 December 2022 and up to date of this Corporate Governance Report, the Company has a single gender board. The Board is aware of the requirement under Rule 13.92 of the Listing Rules for issuers with a single gender board to appoint a director of a different gender no later than 31 December 2024. The Company has revisited its board diversity policy during the year ended 31 December 2022 to include such requirement as one of the measurable objectives, and will take appropriate actions to address the single gender Board issue. The Company will make relevant disclosures in amongst others, its corporate governance report, as and when appropriate pursuant to the Listing Rules. Such disclosures may include but are not limited to the measures to be taken by the Board to achieve greater gender diversity, proposed targets and timelines.

To ascertain the progress made towards achieving the objective of Board diversity, the Nomination Committee reviews the board diversity policy from time to time to ensure its continued effectiveness and its compliance with all applicable rules and regulations, including but not limited to the Listing Rules. The Board reviews the implementation and effectiveness of the board diversity policy, including but limited to ensuring the measurable objectives' appropriateness and considering any new measurable objectives, from time to time with at least once a year.

NOMINATION COMMITTEE

The Board has established the Nomination Committee. The Nomination Committee is chaired by Mr. Wang Yibing and with committee members of Mr. Leung Chong Shun, Mr. Chow Kwok Wai and Mr. Jiang Guangce (with effect from 1 January 2023), all of them being independent non-executive Directors. The terms of reference of the Nomination Committee are available at the Company's website and the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board taking into account the Company's board diversity policy, making recommendations on any proposed changes to the Board, identifying candidates and/or making recommendations to the Board on candidates nominated for directorships taking into account the Company's nomination policy as well as reviewing the Company's board diversity policy and nomination policy from time to time to ensure their continued effectiveness and their compliance with all applicable rules and regulations.

NOMINATION COMMITTEE *(Continued)*

Meeting of the Nomination Committee shall be held at least once a year. One meeting was held during the year ended 31 December 2022. Appointment of Mr. Jiang Guangce as an independent non-executive Director was discussed and recommended to the Board, and the Board composition, the Company's board diversity policy and nomination policy were reviewed. The attendance of each member was as follows:

Name of committee members	Number of meetings attended/held
Mr. Wang Yibing	1/1
Mr. Leung Chong Shun	1/1
Mr. Chow Kwok Wai	1/1

REMUNERATION COMMITTEE

The Board has established the Remuneration Committee, chaired by Mr. Leung Chong Shun and with committee members of Mr. Wang Yibing, Mr. Chow Kwok Wai and Mr. Jiang Guangce (with effect from 1 January 2023), all of them being independent non-executive Directors. The terms of reference of the Remuneration Committee are available at the Company's website and the website of The Stock Exchange of Hong Kong Limited.

The principal roles and functions of the Remuneration Committee is the formulation, review and recommendation to the Board on the Company's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent policy on their remuneration.

Other roles and functions of the Remuneration Committee include consulting the Chairman of the Board about their remuneration proposals for other executive Directors and senior management, reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives, making recommendations to the Board on the remuneration packages of individual executive Director and senior management (including benefits in kind, pension rights and compensation payments), making recommendations to the Board on the remuneration of non-executive Directors, reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules, approving the grant of share options and share awards to eligible participants pursuant to the share schemes of the Company, approving and making recommendations to the Board on the terms of the Directors' service contracts and compensation arrangement relating to termination, dismissal or removal of the Directors, and ensuring that no Director or his/her associates is involved in deciding that Director's own remuneration.

REMUNERATION COMMITTEE *(Continued)*

Meeting of the Remuneration Committee shall be held at least once a year. Two meetings had been held during the year ended 31 December 2022. During the meetings, remuneration paid to the Directors (including the newly appointed independent non-executive Director) and the remuneration policy of the Directors and senior management of the Company (including the share schemes under Chapter 17 of the Listing Rules) have been reviewed. The attendance of each member was as follows:

Name of committee members	Number of meetings attended/held
Mr. Leung Chong Shun	2/2
Mr. Wang Yibing	2/2
Mr. Chow Kwok Wai	2/2

The overriding objective of the remuneration policy of executive Directors and senior management is to provide the packages needed to attract, retain and motivate executive Directors and senior management of the quality required to run the Company successfully, without paying more than necessary. The remuneration policy of executive Directors and senior management are reviewed and recommended for the Board's approval by the Remuneration Committee. In addition, share options may be granted under the Share Option Scheme and shares may be granted under the Restricted Share Award Scheme to the executive Directors and senior management. The remuneration package is reviewed with reference to the Board's corporate goals and objectives, prevailing market practice, duties and responsibilities of the individual executive Director or senior management and his/her contribution to the Group. Remuneration packages of executive Directors comprise base salary, performance bonus and fringe benefits including the provident fund, medical insurance and other miscellaneous benefits. All the Directors are entitled to participate in the Share Option Scheme. The emolument payable to Directors depends on their respective contractual terms under the service contract with the Company, and as recommended by the Remuneration Committee. Details of the remuneration of the Directors and individuals with highest emoluments are set out in note 8 and note 9 to the financial statement respectively.

The objective of remunerating non-executive Directors is to ensure that they are remunerated sufficiently but not excessively for their efforts and time dedicated to the Company. Every of the non-executive Directors has entered into a service contract with the Company for an initial term of 3 years commencing from the appointment date. The annual emolument is HK$228,000 for the non-executive Director, namely Mr. Feng Hao, and each of the independent non-executive Directors, namely Mr. Wang Yibing, Mr. Leung Chong Shun, Mr. Chow Kwok Wai and Mr. Jiang Guangce.

AUDIT COMMITTEE

The Board has established the Audit Committee and its terms of reference are available at the Company's website and the website of The Stock Exchange of Hong Kong Limited. In compliance with Rule 3.21 of the Listing Rules, the Audit Committee comprises three independent non-executive Directors. The Audit Committee is chaired by Mr. Chow Kwok Wai who is a certificated public accountant and the committee members are Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Jiang Guangce (with effect from 1 January 2023). No member of the Audit Committee is a member of the former or the existing auditor of the Company.

The principal roles and functions of the Audit Committee are to provide the Board an independent oversight of the financial reporting, internal control and risk management systems of the Group and to maintain an appropriate relationship of the Company's external auditors.

AUDIT COMMITTEE *(Continued)*

Other roles and functions of the Audit Committee include reviewing the Group's financial information, financial controls as well as the internal control and risk management systems, making recommendations to the Board on the appointment, reappointment and removal of the external auditor, reviewing and monitoring the external audit and internal control review processes, and developing and/or reviewing the Company's policies and practices on corporate governance, anti-corruption and anti-bribery policies and whistleblowing policy for making recommendations to the Board.

According to its terms of reference, meetings of the Audit Committee shall be held at least twice a year. Three meetings had been held during the year ended 31 December 2022. The attendance of each member was as follows:

Name of committee members	Number of meetings attended/held
Mr. Chow Kwok Wai	3/3
Mr. Leung Chong Shun	3/3
Mr. Wang Yibing	3/3

During the above meetings and throughout the year ended 31 December 2022 in performing its duties, the work performed by the Audit Committee included:

(a) reviewed, among other things, the report by the internal control consultant and the financial statements, significant accounting policies and judgements of the Group contained in the Annual Report and the Interim Report with liaison with the Company's senior management and/or the external auditor before submission to the Board;

(b) met with the external auditor to discuss the audit approach and audit findings twice a year;

(c) reviewed the external auditor's independence and effectiveness of its audit service, and recommended to the Board, for the approval by shareholders, of the re-appointment of the external auditor and approval of its remuneration; and

(d) reviewed the Company's anti-corruption and anti-bribery policies and whistleblowing policy and recommended to the Board the adoption of such policies.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities (as set out in page 68 of this Annual Report under the section headed "Independent Auditor's Report") for overseeing the preparation of the financial statements of the Group that give a true and fair view of the state of affairs of the Group and of the financial results and cash flows for that reporting period. The management provides to the Board monthly updates of the Group's financial position and any other supplementary information giving a balanced and understandable assessment of the Group's performance, position and prospects so as to enable the Board to discharge its duties. The management also provides to the Board sufficient explanation and information so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by the auditor about their reporting responsibilities is included in the Independent Auditor's Report.

AUDITOR'S REMUNERATION

The fees paid and payable to the Company's auditor, KPMG, in respect of audit services and non-audit services for the year ended 31 December 2022 amounted to approximately HK$3,245,000 and HK$Nil respectively.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for overseeing the risk management and internal control systems of the Group. The systems include a defined management structure with limits of authority, and are designed to enable the Board to identify, evaluate and manage significant risks (including ESG risks) so as to manage rather than eliminate the risk of failure to achieve its business objectives, provide reasonable but not absolute assurance against material misstatement or loss, safeguard its assets and shareholders' interests, and ensure compliance with applicable laws and regulations. The Group has established policies which set out internal control procedures in respect of inside information (as set out below under the heading "HANDLING OF INSIDE INFORMATION") anti-corruption, anti-bribery and whistleblowing (as set out below under the heading "ANTI-CORRUPTION AND WHISTEBLOWING"), connected transactions/continuing connected transactions and other key risk areas. Detailed policies and/or procedures in individual departments and functions are established for, including but limited to budgeting, information reporting, performance monitoring, whistleblowing by employees and stakeholders as well as anti-corruption and fraud prevention, so as to implement the Group's risk and internal control systems and achieve their objectives.

The Board conducts annual review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries and, in particular, ensures the adequacy of financial and human resources in performance and reporting of the Company's accounting, financial and ESG functions. Having assessed the current situation of the Group including the changes in its operation size, business nature, industry environment and other significant risks (including ESG risks) since last annual review, and resources required for setting up in-house internal audit, the Board considered so far the engagement of Morison Heng CPA Limited, an external professional firm as internal control consultant is in the best interests of the Company. A risk management plan is set up by the internal control consultant. The significant risks of the Group are then identified, assessed and documented, which are taken into consideration by the internal control consultant in the design of internal control system review. The review covers all material controls of the Group, including financial, operational and compliance controls. Results of the review are reported to the Audit Committee for making recommendation to the Board on the effectiveness of the risk management and internal control systems. Suggestions proposed in the review are also considered by the Board for improving the Company's internal control measures and resolve material internal control defects, if any.

For the year ended 31 December 2022, a review on the effectiveness of the risk management and internal control systems of the Company has been conducted by the Board. Based on the information provided by the internal control consultant and its own observations and assessments, the Board concluded that the risk management and internal control systems are effective and adequate.

HANDLING OF INSIDE INFORMATION

The Group has established policy and procedures on handling and dissemination of inside information which sets out guidelines to the directors, officers and all relevant employees of the Group to ensure inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the Securities and Futures Ordinance, the Listing Rule and all other applicable laws and regulations. The Company has established written guidelines to the directors, officers and all relevant employees of the Company and its subsidiaries on assessing whether material information that comes to their knowledge is inside information and escalating such information for the attention of the Board promptly. The Company discloses information and publish announcements in compliance with the Listing Rules and other relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, accurate and complete.

ANTI-CORRUPTION AND WHISTEBLOWING

The Group strictly prohibits any form of bribery or corruption, and is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever the Group operates and implementing and enforcing effective systems to counter bribery and corruption. The Group is committed to conduct all of its business in an honest, transparent and ethical manner. The Group has established policies and systems that promote and support the applicable laws and regulations on anti-corruption including but not limited to the Criminal Law and the Anti-Unfair Competition Law of the People's Republic of China and the Prevention of Bribery Ordinance (Cap. 201) of the Laws of Hong Kong. The Company's anti-corruption and anti-bribery policy aims to (i) set out the Group's responsibilities and of those working for and on the Group's behalf, in observing and upholding the Group's position, and (ii) provide information and guidance on how to recognise and deal with bribery and corruption issues. The Group has also established whistleblowing policy which aims to (i) provide reporting channels and guidance on reporting possible improprieties, and reassurance to persons reporting his/her concerns (the "Whistle-blowers") of the protection against unfair disciplinary action or victimization for any genuine reports made, and (ii) allow fair and independent investigation of the above-mentioned matters and appropriate follow-up actions. Under the Company's whistleblowing policy, every report shall be made in person or in writing either by email accessed by the audit committee of the Company (the "Audit Committee") or by post to the Audit Committee. Based on different scenarios, the Audit Committee shall then determine the course of action to pursue, with power to delegate, with respect to the report. If the concern involves the Audit Committee, the Whistle-blowers may take the complaint direct to the chairman of the board of directors of the Company.

The above policies on anti-corruption and whistleblowing of the Company applies to all employees (including temporary or contract staff), officers and directors of the Group as well as external third parties who deal with the Group (including but not limited to customers, suppliers and consultants).

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry by the Company, all Directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 December 2022.

The Company has also established written guidelines to the directors, officers and all relevant employees of the Company and its subsidiaries on securities transactions by those who may possess or have access to inside Information of the Company.

SHAREHOLDERS' RIGHTS

(1) Procedures for shareholders to convene an EGM

In accordance with the Company's Article 58, the shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting ("EGM") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionists and deposit it to the Board or the Company Secretary at the Company's principal place of business in Hong Kong at Rooms 4902-03, 49th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionists concerned at EGM varies according to the nature of the proposal, as follows:

— At least 14 clear days' notice in writing if the proposal constitutes an ordinary resolution of the Company;

— At least 21 clear days' notice in writing if calling for an AGM or the proposal constitutes a special resolution of the Company at EGM.

If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

(2) Procedures for putting forward proposals at shareholders' meeting

Shareholders are welcomed to make enquires and suggestions to the Board in the general meeting. Shareholders who wish to put forward a proposal, including nomination of directors, should convene an EGM by submitting a written requisition to move a resolution at EGM. The requirements and procedures are set out in "(1) Procedures for shareholders to convene an EGM" above.

(3) Procedures for sending shareholders' enquiries to the Board

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

Mailing address:	Rooms 4902-03, 49th Floor Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
E-mail:	henrychow@ssygroup.com.hk
Fax:	(852) 2787 3338

Shareholders may also direct their questions about their shareholdings to Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar.

DIVIDEND POLICY

The Company has adopted a dividend policy in which the Board considers paying dividends twice a year, which are interim dividend and final dividend. From time to time, the Board may declare interim dividend. Under normal business conditions, and subject to the approval by the shareholders in a general meeting, the Board may recommend final dividend to maintain a stable dividend payout ratio (defined as the aggregated amount of interim dividend and final dividend in each financial year divided by the Group's audited net profits attributable to the shareholders in that year) but there is no assurance that dividends will be paid in any particular amount for any given period. The Board may also declare special dividends in addition to such dividends, or consider the issuance of bonus shares on a basis permitted by the applicable laws and regulations as it considers appropriate.

COMMUNICATIONS WITH INVESTORS

The Company believes that effective communication is essential for enhancing investor relations and investors' understanding of the Group. The Company also recognises the importance of transparency and timely disclosure of its corporate information, which enables shareholders and potential investors to make informed decisions.

The Company has established a mechanism of using a number of channels for communications with its shareholders, investors and other stakeholders to ensure independent views and input are available to the Board. These include the AGM and the general meetings, annual and interim reports and quarterly statements, announcements, circulars to shareholders, press releases, investors meetings and the Company's website www.ssygroup.com.hk. The Board reviews the implementation and effectiveness of such mechanism from time to time with at least once a year.

CONSTITUTIONAL DOCUMENTS

The Board resolved on 29 March 2022 to seek approval of the shareholders of the Company at the annual general meeting held on 23 May 2022 (the "2022 AGM") to adopt a new amended and restated articles of association of the Company (the "New Articles of Association") in order to (i) bring the existing amended and restated articles of association of the Company (the "Existing Articles of Association") in line with relevant requirements of the Listing Rules (in particular the core standards set out in Appendix 3 thereto) and the laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments to the Existing Articles of Association. The existing memorandum of association of the Company remained unchanged. Pursuant to the special resolution passed by the shareholders at the 2022 AGM, the New Articles of Association has been adopted with effect from 23 May 2022. Please refer to the Circular of the Company dated 20 April 2022 for the full particulars of the amendments brought about by the adoption of the New Articles of Association.

Save as disclosed above, there was no other change in the Company's constitutional documents during the year ended 31 December 2022.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

INTRODUCTION

As a pharmaceutical enterprise, the Group understands the importance of environmental sustainability and green manufacturing and is committed to generating a positive impact on the society and the environment. The investors and stakeholders are placing more emphasis on the performance of the environmental, social and governance (the "ESG") aspect. In addition to achieving our business objectives, we recognize our responsibility to operate in a more responsible and sustainable manner by integrating ESG considerations into our day-to-day operations.

Combining its own experience, the Group adopts the principles and the basis of "Environmental, Social and Governance Reporting Guide" as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as the standard of the Group, with the objective of establishing a sound environmental, social and governance structure. By evaluating the ESG-related risks and reporting performance, the Group sets the overall strategic goals, supervises management effectiveness, and ensures compliance with the relevant legal and regulatory requirements. This ESG report (the "Report") sets out the Group's strategies and practices in two aspects, namely environmental and social, to enhance the comprehensive and in-depth understanding by the shareholders, the investors and the public towards the Company's governance and culture through this report.

REPORTING SCOPE

The Report provides an overview of the Group's sustainability performance by summarising the policies, management approach and performance of the Group's core and material businesses (i.e. the research, development, manufacturing and selling of a wide range of pharmaceutical products to hospitals and distributors) in respect of corporate social responsibility. The Group has manufacturing plants in Hebei Province and Jiangsu Province, the People's Republic of China (the "PRC"), and sells to customers mainly in the PRC. The Report is prepared in accordance with the reporting principles of 'Materiality', 'Quantitative', 'Balance' and 'Consistency'. Taking into account the principle of materiality, the Report has been dedicated in gathering the relevant data on environmental, social and governance for three major subsidiaries, namely Shijiazhuang No. 4 Pharmaceutical Co., Ltd. ("Shijiazhuang No. 4 Pharma"), Jiangsu Best New Medical Material Co., Ltd. ("Jiangsu Best") and Hebei Guangxiang Pharmaceutical Co., Ltd. ("Hebei Guangxiang"), and disclosed the policies on ESG of the Group in China. The Report was reviewed and approved by the board of directors (the "Board") of SSY Group Limited ("the Company") on 28 March 2023.

REPORTING PERIOD

The Report illustrates and highlights the environmental and social performance of the Group in China for the reporting period from 1 January 2022 to 31 December 2022 (the "Reporting Period").

REPORTING FRAMEWORK

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Guide") contained in Appendix 27 to the Listing Rules.

STATEMENT OF THE BOARD

The Board assumes full responsibility for and ensures the effectiveness of the ESG strategy and reporting of the Company, and the Group operates its core and material businesses in a sustainable manner.

The Board takes overall responsibilities for the ESG performance and reporting. The Board assesses the materiality of effects of the respective ESG issues on the businesses and stakeholders of the Company through regular review of the Company's operation by the business and function departments of the Company, and reports to the management and the Board from time to time.

In order to improve the awareness and capability of the members of the Board in relation to ESG management, the Company arranged related knowledge trainings for the Board, with an aim to learn the latest regulatory requirements and initiatives and work together to explore the direction to enhance their skills. Meanwhile, the members of the Board participated in the materiality assessment of the ESG issues and prioritised such issues from the perspective of risks imposed on the businesses of the Company. By combining such assessment results and the opinions of the stakeholders, the Company identified the most significant ESG issues.

STATEMENT OF THE BOARD *(Continued)*

The Board is committed to improving the setting and tracking mechanism of ESG objectives, so as to promote the continuous enhancement of the Company's ESG standards. The Company's finance, compliance and investor relation department is responsible for researching and formulating ESG objectives related to the operations of the Company after consolidating the feedbacks of the Group's business and functional departments, and subsequently for reviewing and monitoring the progress of the ESG objectives and preparing the Report for the Board's review.

FEEDBACK MECHANISM

Advice and suggestions from the stakeholders help to establish and enhance the sustainability strategy of the Group in the future. Stakeholders are welcome to contact the personnel in charge of the preparation of this Report by sending email to ronaldchak@ssygroup.com.hk.

STAKEHOLDERS' ENGAGEMENT AND MATERIALITY

The Group believes that we need to prioritise our environmental protection and social responsibilities and continue to come up with approach to improve our environment management system. Based on our experiences and communications with internal and external organisations, the Group consolidated seven different groups of stakeholders that are relevant to our business. These include our management, general staff, community and the public, shareholders and investors, suppliers and business partners, customers, and the government and regulators. To foster collaborative relationship with its stakeholders, the Group proactively promoted communication with the stakeholders through various channels to exchange thoughts and ideas during the Reporting Period. The engagement from the stakeholders enables the Group to ensure the alignment between the strategies for business and sustainable development and the stakeholders' views and expectations. The following stakeholder engagement activities were conducted during the Reporting Period.

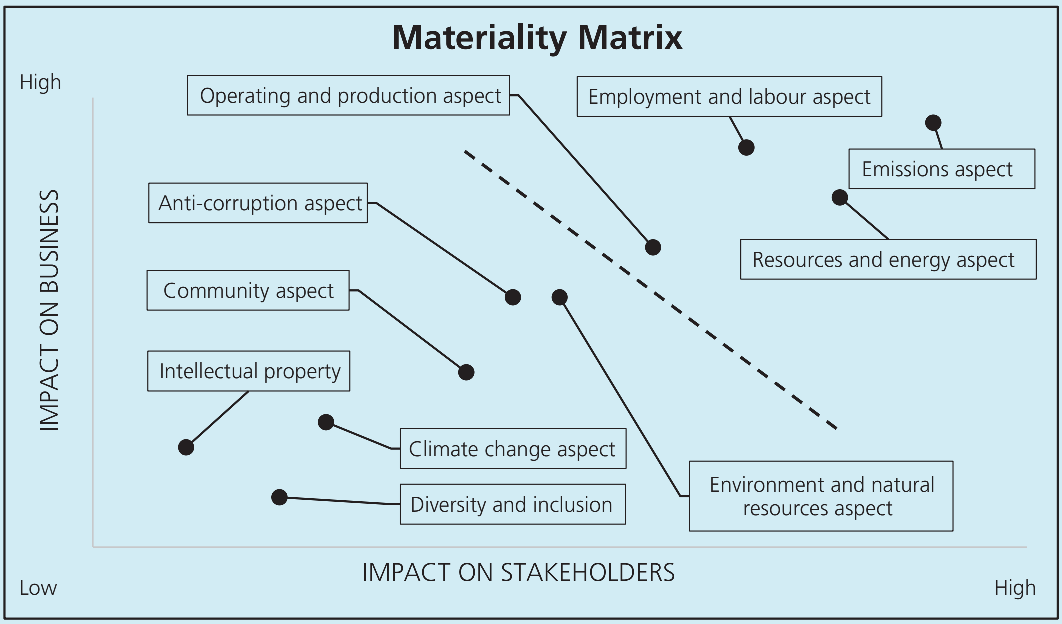
STAKEHOLDER GROUP ENGAGED		ENGAGEMENT METHODS
Internal Stakeholders	Management	— Regular meetings
	General Staff	— Regular meetings — Trainings and workshops — Annual appraisal meetings — Company magazine and intranet
External Stakeholders	Community and the Public	— Joint community activities
	Shareholders and Investors	— General meetings — Investor information sessions — Site visits — Regular information disclosure of the listed company — Investor visits and meetings — Telephone and email enquiries
	Suppliers and Business Partners	— Tender meetings — Supplier management procedure — Supplier appraisal and assessment

STAKEHOLDERS' ENGAGEMENT AND MATERIALITY *(Continued)*

	STAKEHOLDER GROUP ENGAGED	ENGAGEMENT METHODS
External Stakeholders	Customers	— Customer opinion surveys — Customer communication meetings — Day-to-day communication with frontline staff — Customer feedback mechanism
	The Government and Regulators	— On-site inspection and work reports preparation, submission and approval — Conversations with regulatory authorities — Regular communication with local environmental departments — Consultation and information disclosure

MATERIALITY ANALYSIS

Through the stakeholder engagement exercise, management reviews and industry analysis, and in light of the significance of the Group-related ESG issues to the stakeholders and the Group, the Group identified the most material ESG issues and prioritised its resources in managing these issues. This assessment helps to ensure that the Group's business goals and development direction are in line with the stakeholders' expectations and requirements. The result of the analysis is as below:



According to the matrix above, the materiality is listed as following from the highest to the lowest: emissions aspect, employment and labour aspect, resources and energy aspect and operating and production aspect. In accordance with the guide contained in Appendix 27 to the Listing Rules, this report also includes the following aspects: environment and natural resources aspect, anti-corruption aspect, community aspect and climate change aspect.

ENVIRONMENTAL CATEGORY

The Group has formulated policies to ensure the compliance of the production by its companies in the PRC (the "Companies") with the environmental requirements under the GMP standards and relevant environmental laws and regulations of the PRC. In practice, the Companies adopted low energy consumption and low pollution measures, and encouraged employees to consider related environmental factors from time to time.

The Companies have advocated "green" pharmaceutical philosophy, in which significant historical missions such as environmental protection and the rational use of resources play a prominent role in each and every section of the Companies' operations including technological transformation and product formulation selection. Where there is a conflict between production development and environmental protection or resources conservation, the Companies have always prioritised the harmonious development of the society and has never sacrificed the environment and resources for profits. In recent years, the Companies have actively conducted energy conservation and emissions reduction measures and has put energy conservation and environmental protection in important positions. By means of technological transformation, the adoption of new materials, technologies and processes, the promotion of equipment and technologies with high energy efficiency, as well as technological advancements, the Companies have realised its sustainable development, fully embodying the social responsibilities and conscience of a pharmaceutical manufacturer, aiming to maintain the average level on energy consumption and emissions per unit of production volume in the next few years.

Emissions aspect

The Companies devoted great effort in pollution prevention and control, protection of ecological system in strict compliance of each GMP standard and the relevant laws and regulations in the PRC, in an effort to strengthen the management ability in environment. The Companies had various pollution prevention and control facilities to comply with applicable standards of main sewage outlet, applicable standards of air exhaust vents and emission permitted by the emission license. The Companies adopted new techniques, new technologies and new products of zero or minimal pollution to meet emission targets; for sewage, the sewage treatment plant has met the operation standard; for solid wastes, sorting and separation were conducted to implement full process supervision and management of hazardous waste, covering from its generation to treatment. In 2017, the Companies was the first batch of companies recognised in the Green Manufacturing Demonstration List by the Ministry of Industry and Information Technology. During 2022, the Group has not breached the above laws and regulations in relation to emission.

Types of emissions

	2022	2021
Air emissions		
Sulfur oxides (SOx) (kg)	**2**	2
Nitrogen oxides (NOx) (kg)	**13,118**	22,236
Suspended particles (PM) (kg)	**45**	55
Greenhouse gases emissions *(note 1)*		
Direct emissions (ton)	**24,950**	31,766
Indirect emissions (ton)	**223,530**	190,095
Total greenhouse gases emissions (ton)	**248,480**	221,861
Greenhouse gases emissions intensity (ton/million pieces of product)	**9,230**	12,850
Wastewater emissions (ton)	**1,318,080**	794,985
Biochemical oxygen demand (BOD_5) (ton)	**26**	16
Hazardous waste (ton) *(note 2)*	**17**	75
Non-hazardous waste (ton)	**1,858**	1,695

Note 1: Greenhouse gases emissions data are presented in terms of tCO_2 equivalent.
Note 2: In 2021, among which there are about 17 tons of sludge containing rubber, which is sold to renewable energy companies for recycling.

ENVIRONMENTAL CATEGORY *(Continued)*

The Companies use various machines and equipment to treat different pollutions, including:

The Companies have three sewage treatment stations which improve the sewage treatment capacity. The sewage treatment station uses the biochemical treatment process in combination with physical and chemical treatment methods. The treated sewage is discharged into the sewage pipe network after it meets the standards. The sewage that has been treated in the sewage treatment station meets the discharge target of the industrial zone.

The station mainly handles exhaust gas and is equipped with four sets of treatment facilities, among which, the "bag filter + 25m high exhaust gas pipe" is mainly used for filtering workshop dust, the "alkali wash + multi-media catalytic oxidation absorption tower + 25m high exhaust pipe" is used to remove the odour generated in the workshops, and the "bio-filter + 15m high exhaust pipe" is used to remove the odour generated in the tanks.

The Companies' bulk pharmaceutical production base in Cangzhou has applied advanced synthesis, reduction, separation as well as extraction artifices and new devices. Through adopting new equipment and new technology, optimising production processes and recycling the wastes or by-products produced from other projects in the park as raw materials, the reduction, reuse and maximisation of resources are achieved, and a cyclic economic and industrial chain is established. During the year, the production base built a new sewage treatment station which applied advanced treatment process of low-temperature wet oxidation to ensure its emissions reaching the required standards, so as to improve sewage treatment capability. It also implemented upgrading of and technology improvement on its existing exhaust treatment facilities, and built two new catalytic combustion systems to handle the treatment of exhaust generated from workshop process. In addition, it built new activated carbon adsorption and recycling device which will separately collect exhaust contained methylene chloride generated by the workshops and recover the methylene chloride contained in the exhaust through the adsorption and desorption process.

Resources and energy aspect

Taking the management approach of "conserving energy to increase efficiency, reducing consumption to increase production, reducing emission to improve environment and implementing green practices to develop pharmaceutical" in energy, the Companies conscientiously implemented its energy management system to enhance its quality of overall management and awareness on environmental protection, as well as to minimize operational risk.

Types of resources and energy consumption

	2022	2021
Water (ton)	**1,522,915**	1,016,311
Electricity (thousand kWh)	**222,013**	186,322
Steam (million kJ)	**1,113,606**	721,835
Natural gas (million kJ)	**277,592**	473,152
Total amount of packaging materials used on finished products (ton)	**88,172**	76,566

In line with the committed pursuit for a "high growth, low consumption" economic growth model, the Companies aggressively started resources regeneration and circular economy projects to conserve energy and reduce consumption by recycling all steam condensate. The Companies have also completed the establishment of "energy management system", on the basis of the "four mechanisms" of energy conservation management, namely "planning, implementation, inspection and improvement", optimised the development of the energy conservation and emission reduction management system, implemented continuous enhancement of energy conservation work, realised continuous enhancement of energy conservation management and continuous improvement of the efficiency levels, thereby ensuring the full completion of energy conservation and emission reduction objectives.

ENVIRONMENTAL CATEGORY *(Continued)*

Resources and energy aspect *(Continued)*

Heat and electricity are two major energy consumption of the Companies. The Companies have exploited potential from various aspects to reduce its energy consumption and lower its production costs. The Companies established an advanced energy management centre which can conduct systematic monitoring on energy as well as whole-process and real-time monitoring of general water, steam, power systems, compressed air, cooling, circulating water, heat supply and waste heat recovery systems to gain real-time understanding of its energy supply and consumption, as well as the operational status of its equipment. The system can access the monitoring signal process curves or historical data in relation to pressure, flow volume, temperature, etc. The Companies adopted energy-saving products such as the application of energy-efficient motor, inverter and servo-motor control. High-voltage motors are utilised for high-power equipment to reduce energy consumption as much as possible. The Companies' overall power system adopts the combination of power compensation and harmonic control, which not only ensures its power quality, but also effectively improves the power quality of the entire power grid.

Steam consumption has been effectively reduced after the Company's application of hot-press distilled water machine as the replacement for domestic multi-effect distilled water machine. The Companies promote energy conservation and replace the traditional fluorescent lamps, energy-saving lamps and incandescent lamps with energy-efficient LED green lighting, and has conserved energy. Canteen is equipped with a solar hot water station, which uses low-carbon and clean new energy for cooking, washing and staff to wash their hands.

To improve water utilisation, the Companies not only use water-saving appliances and equipment, but also develops its water-saving potential. Steam is recycled through condensation and reused as the heat source for preheating raw water in the production of injection water. The condensed water is reused in the circulating pool, greatly reduces the freshwater needed for supplementing the circulating pool. Strengthen water-saving technological transformation: A concentrated water recycling device was installed in the water generation system. Large infusion bottles are now washed with clean air instead of water, which have considerably reduced water consumption. Optimise equipment combination to reduce water consumption: changing the traditional way of isolated, small-batch production by production lines, the Companies have concentrated multiple production lines for production in much larger quantities. The Companies have established four sets of water circulation systems for sterilisation, cold water, cooling water and air compressor cooling, which are capable of recycling circulating water, greatly reducing one-off water consumption.

The Companies use various energy-saving machines and equipment, including:

- Modification of existing machines: Modifying screw air compressor into centrifugal air compressors, the air to electricity ratio of air compressor is greatly reduced, massively conserving electric energy. Modifying cold dryers into desiccant dryers, reducing air loss, thus increasing the production of compressed air and conserving electric energy.
- Bottle blowing equipment: Appropriate allocation of production lines by the Companies enhance production and delivery ability, thus increases the daily production of each unit and lowers energy consumption of products.
- Large hot-pressed injected water machine: The hot-pressed injected water machine has undergone multiple heat exchange internally comparing to traditional multi-functioned water machine, achieving optimised energy usage. At the same time, rational production of water output and water storage is achieved through variable frequency control, saving steam by approximately 60%.
- Offline punching machine: Solving the waste issue of leftover materials in production, massively increases the production ability of liquid injections products.

ENVIRONMENTAL CATEGORY *(Continued)*

Environment and natural resources aspect

As a manufacturer of intravenous infusion solution, water is the foundation of the Companies. The Companies continuously implement process reforms and enhances its integrated utilisation of water resources for water conservation. For effective utilisation of limited water resources, the fine cleaning water is reused for rough cleaning in the glass bottle production lines; the reverse-osmosis-first-grade concentrated water in the water station is recycled, and the second-grade concentrated water is recycled and used for cleaning; the steam condensed water generated from sterilisation cabinets and distilled water machines is recycled and used for pre-heating of raw water for production of water for injection, water for bathroom, cooling water for sterilisation during production process and supplementary water for air conditioning.

Meanwhile, the Companies highly focus on the intensive use of land. On top of its scientific planning, reasonable layouts and sophisticated designs are orderly implemented, enabling its factories to create greater economic and social benefits despite having limited land resources. In the past few years, for greater utilisation of the limited land, the Companies endeavoured to their intensive use of land with conscientious efforts in its land planning, utilisation, took advantage on the effects from land-savings, and adopted a "up and down" combined approach through the full utilisation of aboveground and underground space resources. The Companies have successively established a three-dimensional logistics centre which meets advanced international standards, which has once been the largest of and earliest of its kind in Northern China with the highest standard of automation. Such warehouse is larger than that of a flat warehouse in capacity by seven times. Currently, the Companies have five three-dimensional logistics centres. The Companies' land saving practice has been highly praised by the Ministry of Land and Resources of the People's Republic of China.

The Companies' bulk pharmaceutical production base in Cangzhou has built a garden-style "Green Park" that contains multiple dedicated production lines, research and development experiment building, environmental protection centre and ancillary power facilities on the premise of intensive land use, environmental protection, energy saving, safe production and greener environment, so as to set a model for others.

Climate change aspect

Climate change has become a popular topic around the world and has drawn close concern from all governments across the globe. The Group has been keeping a close watch over the impacts of climate change on our business and operation.

In accordance with the report framework developed by the Task Force on Climate-related Financial Disclosures ("TCFD"), there are two major categories of climate-related risks, i.e., physical risks and transition risks. The Group has implemented risk assessment exercises to identify and mitigate climate-related risks.

Physical risks

The increasing frequency and severity of extreme weather events such as typhoons, storms, heavy rainfalls and extreme cold or heat bring acute and chronic physical risks to the Group's business. Extreme weather events will lead to a decline in productivity as it may bring our employees safety threat during operation work and cause damage to the power grid or communication infrastructures, exposing the Group to risks associated with non-performance and delayed performance and thus imposing a direct and adverse impact on our revenue. The factory in Hebei province has adopted some risk assessment and management and control plans in face of low-temperature freeze. The Companies have drawn up specific measures to protect all workshops and warehouses against cold and freezing conditions, including measures such as electric heat tracing, steam tracing and insulation, so as to reduce the impact of low-temperature environment on facilities and pipelines.

ENVIRONMENTAL CATEGORY *(Continued)*

Climate change aspect *(Continued)*

Physical risks *(Continued)*

To mitigate the potential risks and hazards, the Group has drawn up mitigation plans, including flexible work arrangement and precautionary measures as well as additional formwork protection under bad weather or extreme weather conditions. The Group will explore emergency plans to further reduce the vulnerability of our facilities to extreme weather events to enhance business stability.

Transition risks

To achieve the global vision of carbon neutrality, the Group expects the evolution of the regulatory, technological and market landscape due to climate change, including the tightening of national policies, the emergence of environmentally related taxes and the shifting of customer preference to an eco-friendlier operation.

In response to the policy and legal risks as well as the reputational risks, the Group constantly monitors any changes in laws or regulations and global trends on climate change to avoid cost increments, non-compliance fines or reputational risks due to delayed response.

SOCIAL CATEGORY

Employment and labour aspect

The Group appreciates its employees as valuable asset. The Group provides competitive remuneration package to employees and periodically reviewed such packages with reference to industry practice. Discretionary bonuses and share options might be granted to employees based on the assessment of individual performance of the employees. The Group's companies in the PRC annually reviewed remuneration package of employees based on the development of the society, increase in consumer prices and corporate results to maintain the employee remuneration at reasonable level. In addition, pensions, work-related injury insurances, medical insurances, maternity insurances, unemployment insurances and housing provident funds are paid for employees as required by the laws to ensure various legitimate interests of its employees. At the same time, the Companies advocate for fair competition and are against discrimination to ensure equal starting salary for different genders and equal pay for equal work.

Total workforce

		31 December 2022	31 December 2021
Total		**5,004**	4,772
By gender	Male	**2,787**	2,686
	Female	**2,217**	2,086
By age	18-30	**2,074**	2,056
	31-50	**2,581**	2,389
	Over 50	**349**	327
By education level	Doctorate	**15**	9
	Post graduate	**138**	126
	Bachelor	**924**	866
	Tertiary	**1,651**	1,540
	Technical secondary school and below high school	**2,276**	2,231

SOCIAL CATEGORY *(Continued)*

Employment and labour aspect *(Continued)*

Employee turnover rate

		2022		2021	
		Number of employees	%	Number of employees	%
Total		**852**	**17.0%**	1,025	21.5%
By gender	Male	**508**	**18.2%**	622	23.2%
	Female	**344**	**15.5%**	403	19.3%
By age	18-30	**501**	**24.2%**	659	32.1%
	31-50	**312**	**12.1%**	331	13.9%
	Over 50	**39**	**11.2%**	35	10.7%

The Group's companies in the PRC strictly complied with the relevant laws and regulations such as the Labour Law and the Labour Contract Law of the PRC, and timely optimised the management system of employment relationships pursuant to the changes and amendments of national policies and regulations. The Companies strictly followed the relevant laws and regulations, such as the Contract Law and the Labour Contract Law in the signing, renewal, cancellation and termination of employment contracts with employees; deployed labour in accordance with procedures to reduce disputes and controversies related to employment contracts, and maintain the mutual interest of the parties to employment contracts. The Companies also set up rigorous recruitment systems and procedures to prevent child and forced labour. If any violations are found, the Companies will conduct an in-depth investigation into the causes and make decisions on the penalties to be imposed on the employees for wrongdoing and amend the management system to avoid violations in the future.

The Companies persistently upheld occupational health and safety of employees, strictly complied with the requirements regarding production safety under GMP standard and the PRC laws, and provided trainings and educational seminars to its employees. The Companies have also set up a health and safety committee to gradually optimize health and safely management through efforts in various areas, including setting up an accountability system for production safety for staff at all levels, performance evaluation, safety inspection, hazard assessment, emergency drills, personal protections and operation safety. The Companies have also assessed and upgraded the fire-control facilities, machines and equipment for safety and medical emergency of all workshops to ensure a safe work place for its employees.

The Companies focus on the personal health of our staff, thus, body check is arranged for them every year. In addition, the Companies actively respond to "One Day Donation（一日捐）", a mutual assistance activity for our staff organised by the government, which aims to make contributions and help staff and their families who are in difficulties due to serious illness or accidents.

The Companies pay great attention to employee development. With the aim to enhance the individual capability of, and provide better development opportunities for its employees, the Group invests substantial amount of financial and human resources in the trainings for staff every year. During the Reporting Period, the Companies arranged a total of 37,310 training hours for new employees.

SOCIAL CATEGORY *(Continued)*

Employment and labour aspect *(Continued)*

The Companies actively launched for all workshops the evaluation and upgrade of fire control facilities, devices and equipment for safety and emergency, as well as the safety control hardware in the places where flammable and explosive chemicals are used. The Companies continued to implement the assessment rules for the implementation of departmental responsibilities, and initiated mechanical protection surveys and evaluations on all mechanical equipment, devices and production lines in the department offices and workshops. The inspection of mechanical protection device for equipment, which may cause higher risk of personal injury has effectively reduced the probability of personal injury accidents, resulting in an improved intrinsic safety of the equipment. The Companies implemented the management and control of risks by classification as well as identification and mitigation of hidden hazards. By applying classification of safety risks as foundation and using inspection and mitigation of hidden hazards as tools, we can identify the risks from its source, control the risks, and timely discover potential defects, loopholes and failures in the risk control process through potential hazard inspection. The Companies have started various forms of process optimization and improvement for process safety management, mechanical protection, lockout-tagout, occupational safety analysis, safety observation, emergency preparedness and response, fire protection, visualization, 5S organisation, high-risk working operation, road traffic safety, health safety knowledge education and promotion and other professional factors. The health and safety awareness of employees has been continually improved.

Percentage of employees trained

		2022	2021
By gender	Male	**97.6%**	98.3%
	Female	**92.5%**	97.9%
By category	Management	**82.2%**	91.7%
	Executive	**92.7%**	95.9%
	Non-Executive	**95.5%**	98.3%

Average number of training hours per employee

		2022	2021
By gender	Male	**63.3 hours**	63.1 hours
	Female	**67.9 hours**	67.5 hours
By category	Management	**21.0 hours**	19.1 hours
	Executive	**56.9 hours**	43.4 hours
	Non-Executive	**66.2 hours**	66.5 hours

The Companies pay great attention to the occupational health of its employees. It provides good working and production environment to employees, as well as regular body check and occupational health check for employees who have direct or indirect contact with the production process. In 2022, according to the current laws and regulations on occupational health, the department of safety set up effective facilities like dust collector, air extractor and sound insulation screen in the production line where there may be dust, odour or noise. To ensure the occupational health of employees, personal protective devices, such as earplugs, earmuffs, safety goggles, respiratory protective equipment with dust-proof and other functions and protective clothing, are also equipped in accordance with requirements to minimize potential adverse effects on the employees' health due to the hazardous factors in the production and operation sites. For those who are in positions with occupational hazard risk (those directly or indirectly exposed to statutory occupational disease hazards), it will regularly conduct physical examination of occupational health by occupational disease prevention and control agencies to ensure the health of the employees. Occupational health files have also been established for each employee who has received the occupational health check-up. The Companies also strengthened our occupational health and safety management system and occupational health records. Meanwhile, regular occupational health trainings were conducted in accordance with the occupational health training program. Employees' awareness of their own health protection has been further strengthened.

SOCIAL CATEGORY *(Continued)*

Employment and labour aspect *(Continued)*

Occupational health and safety data

	2022	2021	2020
Work-related fatalities	**0**	0	0
Rate of work-related fatalities (by number of employees)	**N/A**	N/A	N/A
Lost days due to work-related injury	**1,028**	1,025	1,890

The Companies place great importance to providing environment, occupational health and safety management (EHS) training and education activities for employees, which are crucial to the sustainable development of the Group. The Companies also endeavour to enhance the environmental, health and safety awareness of all employees and society as a whole. In this respect, the Companies have established full-time and part-time EHS management personnel, and regularly conducted the continuous improvement behaviour of "plan, do, check and act (PDCA)". In February 2023, Hebei Guangxiang was awarded the title "Occupational Health Enterprise" in Hebei Province for 2022 (二零二二年度河北省「職業健康企業」) jointly by Health Commission of Hebei Province, Industry and Information Technology Department of Hebei Province and other departments.

During year 2022, the Group has not breached the laws and regulations regarding employee recruitment, labour standards or health and safety.

Operating and production aspect

The Group understands that a good relationship with its suppliers is crucial to the fulfilment of its short-term and long-term goals. The Group has been working continuously with its suppliers with the objectives of improving the quality of raw materials, and delivering high quality products to its customers. To reinforce the quality control of central tender for material procurement, the Group's companies in the PRC have implemented the "management system of tenders for material procurement" and "evaluation and management system of suppliers' quality" to specify the approval of suppliers for material procurement and the staff duties of each segment. In addition, by specifying the procedures such as the filing of material suppliers' quality, quality standard, on-site audit, quality assessment, inspections and trials as well as the handling of quality problems, the identification and management of major raw materials and the environmental or social risk caused by suppliers have been stepped up, and environmentally friendly materials and suppliers would be adopted, which has in turn strengthened the quality management of material supply. During the year 2022, the Group co-operated with about 1,400 suppliers, of which 99% were from China and the others were mainly from Japan and Korea.

SOCIAL CATEGORY *(Continued)*

Operating and production aspect *(Continued)*

The Companies have policies and systems in place to protect the intellectual properties that have been acquired for research, development and production. The Companies performed internal review at all levels regularly in accordance with the requirements of GMP to promptly identify problems throughout the actual production process and formulate practicable rectification and prevention measures. The Companies have set up quality service department which was responsible for handling enquiries and follow up regarding customer feedbacks on quality, providing after-sales service on quality at all stages from pharmaceutical production, distribution to clinical usage. The department has set up a comprehensive after-sales service system and product-tracking system, including quality information feedback, assistance on recall of pharmaceutical products, quality tracking on substandard products and supervision of adverse reaction on pharmaceutical products. It has also developed a corresponding management system and standardised operation procedures in order to respond to different kinds of complaints on the market and customer enquiries on quality information in a timely manner. For any updates relating to product quality or legislation, the Companies will arrange staff training to ensure production and operation are in accordance with the new regulations as well as to provide customers with accurate information. During 2022, the Group had no sold or shipped products that had to be recalled for safety and health reasons.

The Companies implemented measures on protection of customers' data and privacy and carried out supervision. The Companies also proactively participated in the inventory management of its customers to avoid return or replacement of goods due to overstock or sluggish inventory. For expired pharmaceutical products, the Companies sought for a solution through active negotiation; as to inventory of expired pharmaceutical products, it strictly followed the "Substandard Pharmaceutical Products Management System" to determine, report and destroy the substandard pharmaceutical products. During year 2022, the Group has not breached the above laws and regulations regarding product responsibility.

Anti-corruption aspect

The Company strictly prohibits any form of bribery and corruption practices, and is committed to acting professionally, fairly and with integrity in all of its business dealings and relationship, and implementing and enforcing effective systems wherever the Company operates to counter bribery and corruption. The Company is committed to conducting all of its business in an honest, transparent and ethical manner. All unfair competition behaviours such as commercial bribery were prohibited in the sales and procurement processes, whereas employees at all levels (including directors of the Company) were under strict supervision, management and training. The Companies were dedicated to maintaining a sound competition environment and order in the pharmaceutical distribution industry through fair competition with its counterparts in the industry. Directors of SSY Group Limited also received anti-corruption information prepared by the directors' training and the Hong Kong's Independent Commission Against Corruption from time to time.

The Company has developed policies and systems that promote and support the applicable laws and regulations on anti-corruption, including but not limited to the "Criminal Law of the PRC", the "Anti-Corruption and Bribery Law of the PRC" and the "Anti-Unfair Competition Law of the PRC" and the "Prevention of Bribery Ordinance" (Cap. 201 of the Law of Hong Kong). The anti-corruption and anti-bribery policies of the Company aim to (i) specify the obligations of the Group and those working for and on the Group's behalf in observing and upholding the Group's standing; and (ii) provide information and guidance on how to identify and address the bribery and corruption issue. The Group also has established whistleblowing policies, which aim to (i) provide reporting channels and guidance on reporting suspected misconducts, and reassurance to persons who report his/her concerns in accordance with such policies (the "Whistle-blower") of protection against unfair disciplinary action or victimization for any genuine reports made; and (ii) allow fair and independent investigation of the above-mentioned matters and appropriate follow-up actions. During the year 2022, the Group has not breached the above laws and regulations regarding anti-corruption.

SOCIAL CATEGORY *(Continued)*

Community aspect

As an enterprise with a strong commitment to its social responsibilities, the Group has been dedicated to investing greater effort, physical, human and financial resources in its participation in social welfare activities, while ensuring the interest of shareholders and investors and the growth of the enterprise.

During the year, the Companies donated approximately RMB3.5 million (2021: RMB2.2 million) to social charitable foundation for projects related to education and construction for healthcare, assisting establishment of disciplines, clinical research, and financing the health care causes of the urban and rural areas, benefiting various organizations including the Affiliated Hospital of Xuzhou Medical University, Clinical Research Center of Shandong University, Beijing Medical and Health Foundation and other public welfare foundations.

The Group believes that the commitment on social responsibilities shall be fully borne by enterprises. As an enterprise with integrity and social responsibility, the Group should stand at the forefront for the community and shoulder the responsibility for business, social and ecological civilization in the course of business growth and the protection of interest for pharmaceutical market and end-users, to achieve a balance between benefit and obligation and to fulfil the responsibility as a "corporate citizen".

In the adherence to its operational philosophy of "Openness basing on sincerity helps people by quality", the Group eagerly took up and performed its corporate social responsibilities to make a greater contribution to the harmonious development of society, economy and environment.

APPENDIX: ESG REPORTING CONTENT INDEX

Subject Areas and Aspects	General Disclosure and KPIs	Chapter in the Report
Environmental		
A1 Emissions	General Disclosure	Emissions aspect
	KPI A1.1	Types of emissions
	KPI A1.2	Types of emissions
	KPI A1.3	Types of emissions
	KPI A1.4	Types of emissions
	KPI A1.5	Types of emissions, Environmental Category
	KPI A1.6	Emissions aspect, Environmental Category
A2 Use of Resources	General Disclosure	Resources and energy aspect
	KPI A2.1	Types of resources and energy consumption
	KPI A2.2	Types of resources and energy consumption
	KPI A2.3	Resources and energy aspect
	KPI A2.4	Resources and energy aspect, Environmental Category
	KPI A2.5	Types of resources and energy consumption
A3 Environment and Natural Resources	General Disclosure	Environment and natural resources aspect
	KPI A3.1	Environment and natural resources aspect
A4 Climate Change	General Disclosure	Climate change aspect
	KPI A4.1	Climate change aspect

APPENDIX: ESG REPORTING CONTENT INDEX *(Continued)*

Subject Areas and Aspects	General Disclosure and KPIs	Chapter in the Report
Social		
B1 Employment	General Disclosure	Employment and labour aspect
	KPI B1.1	Total workforce
	KPI B1.2	Employee turnover rate
B2 Health and Safety	General Disclosure	Employment and labour aspect
	KPI B2.1	Occupational health and safety data
	KPI B2.2	Occupational health and safety data
	KPI B2.3	Employment and labour aspect
B3 Development and Training	General Disclosure	Employment and labour aspect
	KPI B3.1	Percentage of Employees trained
	KPI B3.2	Average number of training hours per employee
B4 Labour Standards	General Disclosure	Employment and labour aspect
	KPI B4.1	Employment and labour aspect
	KPI B4.2	Employment and labour aspect
B5 Supply Chain Management	General Disclosure	Operating and production aspect
	KPI B5.1	Operating and production aspect
	KPI B5.2	Operating and production aspect
	KPI B5.3	Operating and production aspect
	KPI B5.4	Operating and production aspect

APPENDIX: ESG REPORTING CONTENT INDEX *(Continued)*

Subject Areas and Aspects	General Disclosure and KPIs	Chapter in the Report
B6 Product Responsibility	General Disclosure	Operating and production aspect
	KPI B6.1	Operating and production aspect
	KPI B6.2	Operating and production aspect
	KPI B6.3	Operating and production aspect
	KPI B6.4	Operating and production aspect
	KPI B6.5	Operating and production aspect
B7 Anti-corruption	General Disclosure	Anti-corruption aspect
	KPI B7.1	Anti-corruption aspect
	KPI B7.2	Anti-corruption aspect
	KPI B7.3	Anti-corruption aspect
B8 Community Investment	General Disclosure	Community aspect
	KPI B8.1	Community aspect
	KPI B8.2	Community aspect

REPORT OF THE DIRECTORS

The Board of Directors (the "Board") of SSY Group Limited (the "Company") present their report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its subsidiaries are set out in note 13 to the financial statements.

BUSINESS REVIEW

Discussions and reviews of the Group's business are contained in the Management Discussion and Analysis as set out on pages 12 to 18. These discussions form part of this Report of the Directors.

SEGMENT INFORMATION

An analysis of the Group's revenue and results by business segments for the year ended 31 December 2022 is set out in note 4 to the financial statements.

RESULTS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 71 to 72.

DIVIDENDS

For the year ended 31 December 2022, an interim dividend of HK$0.06 per share was declared on 29 August 2022 and paid on 30 September 2022 (2021: HK$0.05 per share). The Board recommended a final dividend of HK$0.08 per share (2021: HK$0.07 per share) which, together with the interim dividend, will result in total dividends of HK$0.14 per share for the year ended 31 December 2022 (2021: HK$0.12 per share). The payment of the final dividend is subject to the approval in the forthcoming annual general meeting.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 160.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in the consolidated statement of changes in equity and in note 26(c) to the financial statements.

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and note 26(a) to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company had distributable reserves of approximately HK$251,117,000 (2021: HK$280,402,000) calculated in accordance with the Companies Law of the Cayman Islands. This includes the Company's share premium account of approximately HK$32,655,000 (2021: HK$113,103,000) which is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Board considers that purchase of its shares by the Company under suitable market condition and funding arrangement will enhance net asset value and/or earnings per share of the Company, and thus will benefit the Company and the shareholders as a whole. Save for the purchase of 24,006,000 shares which details are set out in the next paragraph, neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities for the year ended 31 December 2022.

During the year ended 31 December 2022, the Company acquired an aggregate of 24,006,000 ordinary shares through purchases on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate consideration of HK$86,158,000 which details are set out below. Among all of the above shares, 22,806,000 shares have been cancelled as at 31 December 2022, and the remaining 1,200,000 shares was cancelled on 5 January 2023.

Date of the purchases	**Total number of the ordinary shares purchased**	**Highest price paid per share** *(HK$)*	**Lowest price paid per share** *(HK$)*	**Aggregate consideration** *(HK$)*
24 January 2022	1,500,000	3.76	3.71	5,635,000
25 January 2022	924,000	3.65	3.59	3,360,000
27 January 2022	2,086,000	3.54	3.41	7,272,000
30 March 2022	370,000	3.35	3.27	1,230,000
31 March 2022	570,000	3.46	3.43	1,974,000
1 April 2022	778,000	3.50	3.44	2,712,000
7 April 2022	1,100,000	3.79	3.78	4,181,000
8 April 2022	1,610,000	3.75	3.68	6,017,000
19 April 2022	1,000,000	3.83	3.75	3,812,000
31 August 2022	2,700,000	3.80	3.71	10,186,000
20 September 2022	1,630,000	3.40	3.31	5,497,000
21 September 2022	570,000	3.36	3.33	1,918,000
23 September 2022	770,000	3.35	3.29	2,571,000
28 September 2022	220,000	3.21	3.19	706,000
11 October 2022	980,000	3.32	3.25	3,239,000
20 October 2022	1,416,000	3.66	3.55	5,131,000
24 October 2022	1,662,000	3.43	3.31	5,685,000
28 October 2022	1,260,000	3.47	3.35	4,312,000
31 October 2022	1,660,000	3.32	3.25	5,466,000
23 December 2022	1,200,000	4.38	4.32	5,254,000
	24,006,000			86,158,000

SHARE SCHEMES

2012 Share Option Scheme

As approved by an ordinary resolution passed by the shareholders at the Extraordinary General Meeting held on 20 September 2012, the Board adopted a share option scheme which, unless otherwise cancelled or amended, was valid and remained in force for a period of 10 years from 20 September 2012 (the "2012 Share Option Scheme"). The 2012 Share Option Scheme has expired on 19 September 2022. No further options can be offered or granted upon the expiration of the 2012 Share Option Scheme. As at date of this Annual Report, granted and unexercised share options to subscribe for 100,000,000 Shares remains outstanding under the 2012 Share Option Scheme which details are set out in the next paragraph.

On 12 January 2021 (the "Date of Grant"), the Company granted 100,000,000 share options to certain management staff of the Group who were not the Directors of the Company at the Date of Grant pursuant to the 2012 Share Option Scheme, representing approximately 3.285% of the issued share capital as at the date immediately before share options were granted. The closing price of the Shares immediately before the Date of Grant (i.e. 11 January 2021) was HK$4.00 per Share. The exercise price was HK$4.218. The exercisable period was from 12 January 2021 to 11 January 2026. Subsequent to the Date of Grant, two grantees namely Mr. Meng Guo and Mr. Chow Hing Yeung were appointed as executive directors of the Company on 27 August 2021. During the year ended 31 December 2022 and up to date of this Annual Report, all of the 100,000,000 share options remain outstanding and exercisable.

The movement of total number of share options granted under the 2012 Share Option Scheme and remaining outstanding is shown as follows:

	2022	2021
Outstanding at the beginning of the year	**100,000,000**	–
Granted during the year	**–**	100,000,000
Exercised during the year	**–**	–
Lapsed during the year	**–**	–
Outstanding and exercisable at the end of the year	**100,000,000**	100,000,000

SHARE SCHEMES *(Continued)*

2012 Share Option Scheme *(Continued)*

The details of share options movements during the year ended 31 December 2022 are shown as follows:

Directors of the Company

Name of Director	Date of grant	Exercise price per share	Exercisable period	Number of share options: Outstanding at 1 Jan 2022	Granted during the year	Exercised during the year	Outstanding at 31 Dec 2022
Mr. Meng Guo	12 Jan 2021	HK$4.218	12 Jan 2021 – 11 Jan 2026	20,000,000	–	–	20,000,000
Mr. Chow Hing Yeung	12 Jan 2021	HK$4.218	12 Jan 2021 – 11 Jan 2026	2,000,000	–	–	2,000,000

Employees (not directors of the Company)

Date of grant	Exercise price per share	Exercisable period	Number of share options: Outstanding at 1 Jan 2022	Granted during the year	Exercised during the year	Outstanding at 31 Dec 2022
12 Jan 2021	HK$4.218	12 Jan 2021 – 11 Jan 2026	78,000,000	–	–	78,000,000

As at 31 December 2022, the share options granted under the 2012 Share Option Scheme and remained outstanding had an weighted average exercise price of HK$4.218 and a remaining contractual life of approximately 4.03 years. Assuming that all share options outstanding as at 31 December 2022 are exercised, the Company will receive proceeds of HK$421,800,000.

New Share Option Scheme

On 28 October 2022, in view of the expiration of the 2012 Share Option Scheme, the Board proposed to adopt the New Share Option Scheme in accordance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") effective on 1 January 2023 to grant option(s) subscribe for ordinary share(s) of the Company (the "Share Option(s)") to the Eligible Participants including Employee Participant(s), Related Entity Participant(s) and Service Provider(s), all as defined in the New Share Option Scheme, as incentives or rewards for their contribution or potential contribution to the Group. The New Share Option Scheme was adopted by an ordinary resolution passed by the shareholders at the Extraordinary General Meeting held on 13 January 2023. The New Share Option Scheme is valid and effective for a period of ten (10) years commencing on the Adoption Date (i.e. 13 January 2023), after which period, no further Share Options shall be offered or granted but the provisions of the New Share Option Scheme shall remain in full force and effect in all other respects. Share Options granted during the life of the New Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the 10-year period.

SHARE SCHEMES *(Continued)*

New Share Option Scheme *(Continued)*

The basis of eligibility of any of the Eligible Participants to the grant of Share Options shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution or potential contribution to the development and growth of the Group. The eligibility of any of the Eligible Participants to an Offer shall be determined by the Board from time to time on the basis of the Board's opinion as to the Eligible Participant's contribution to the development and growth of the Group. In assessing whether Share Options are to be granted to any Eligible Participant, the Board shall take into account various factors, including but not limited to, the nature and extent of contributions provided by such Eligible Participant to the Group, the special skills or technical knowledge possessed by them which is beneficial to the continuing development of the Group, the positive impacts which such Eligible Participant has brought to the Group's business and development and whether granting Share Options to such Eligible Participant is an appropriate incentive to motivate such Eligible Participant to continue to contribute towards the betterment of the Group.

Pursuant to the New Share Option Scheme, offer for the grant of Share Options ("Offer") is open for acceptance by the Eligible Participant concerned (and by no other person) for a period of up to 30 days from the date on which the Board resolves to make an Offer of a Share Option to an Eligible Participant (the "Offer Date"), with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant. A grantee is required to hold a Share Option for not less than twelve (12) months from the Offer Date before it can be exercised. The exercise price in respect of any Share Option shall be at the discretion of the Directors, provided that it must be at least the highest of (a) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the Offer Date; (b) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) Business Days immediately preceding the Offer Date; and (c) the nominal value of the Shares on the Offer Date. The period during which such Share Option can be exercised is determined and notified by the Board to the grantee, save that such period shall not be more than ten (10) years from the Offer Date.

The total number of Shares which may be allotted and issued upon exercise of all Share Options or share options or share awards to be granted under the New Share Option Scheme and any other share option scheme(s) or share award scheme(s) of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date (the "Scheme Limit"). The total number of Shares which may be allotted and issued in respect of all Share Options or share options or share awards to be granted to Service Providers under the New Share Option Scheme and any other share option scheme(s) or share award scheme(s) of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the Adoption Date (the "Service Provider Sublimit"). The Scheme Limit and the Service Provider Sublimit may be refreshed at any time by obtaining approval of the Shareholders in general meeting after three years from Adoption Date or the date of Shareholders' approval for the last refreshment provided that the total number of Shares which may be issued in respect of all share options and shares awards to be granted under all of the share option scheme(s) or share award scheme(s) of the Company under the Scheme Limit as refreshed must not exceed 10% and the Service Provider Sublimit as refreshed must not exceed 1% of the Shares in issue at the date of the Shareholders' approval of such New Scheme Limit.

SHARE SCHEMES *(Continued)*

New Share Option Scheme *(Continued)*

The total number of Shares issued and which may fall to be issued upon exercise of the Share Options and the share options and share awards granted under the New Share Option Scheme or any other share option scheme(s) or share award scheme(s) of the Company (including both exercised or outstanding Share Options) to each Eligible Participant in any 12-month period shall not exceed 1% of the total number of Shares in issue unless, among other things, it is separately approved by the Shareholders in general meeting with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting. Each grant of Share Options to a Director, chief executive of the Company or Substantial Shareholder (or any of their respective associates) must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the proposed Grantee of a Share Option). Any grant of Share Options to an independent non-executive Director or a Substantial Shareholder (or any of their respective associates) would result in the Shares issued and to be issued in respect of all share options or share awards granted (excluding any share options or share awards lapsed) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such further grant of Share Options shall be subject to approval by the Shareholders in general meeting at which the Grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour at such general meeting, and in accordance with the Listing Rules.

Since the adoption of the New Share Option Scheme and as at date of this Annual Report, no share option has been granted under the New Share Option Scheme. As at 31 December 2022, the number of share options available for grant under the scheme mandate is 297,268,338 (31 December 2021: 192,960,938 under the 2012 Share Option Scheme) and the Service Provider Sublimit is 29,726,833 (31 December 2021: not applicable).

As at date of this Annual Report, the total number of Shares available for issue under all share option schemes of the Company (being the New Share Option Scheme only as the 2012 Share Option Scheme has expired) is 297,268,338, which represented 10% of the issued shares of the Company as at date of this Annual Report (being 2,972,683,385 Shares).

Restricted Share Award Scheme

The Company has adopted the Restricted Share Award Scheme on 27 December 2018, pursuant to which existing Shares will be purchased by the trustee from the market out of cash contributed by the Group and be held on trust for the participants selected by the Board (the "Selected Participants") until such Shares are vested in the relevant Selected Participants in accordance with the terms of the Restricted Share Award Scheme. The Restricted Share Award Scheme shall terminate upon the expiry of the period of 10 years from 27 December 2018 unless it is early terminated pursuant to this Scheme Rules by board resolution. The purpose and objective of the Restricted Share Award Scheme are to provide the Selected Participants with an opportunity to acquire a proprietary interest in the Company, to encourage and retain such individuals to work with the Company, and to provide additional incentive for them to achieve performance goals. The Selected Participants of the Restricted Share Award Scheme include any individual being an executive director, employee, officer of the Company or any subsidiary.

SHARE SCHEMES *(Continued)*

Restricted Share Award Scheme *(Continued)*

The Board may, from time to time, at its absolute discretion determine the number of restricted Shares to be granted and select any participant to be a Selected Participant with such vesting conditions as it may deem appropriate under the Restricted Share Award Scheme. After the Board has determined the number of Shares to be granted and the Selected Participants, it shall notify the trustee and the Selected Participants in writing on the proposed Grant Date. Upon receipt of the notification, the Selected Participants are required to confirm their acceptance by returning to the Board a notice of acceptance duly executed by them within 28 days after the Grant Date. The Board shall pay to the Trustee the sum of the closing price of the Shares as at the Grant Date together with all related purchase expenses required for the completion of the purchase of all the Shares to be granted (the "Referable Amount") from the Company's resources as soon as possible. Within 20 business days (or such longer period as the Trustee and the Board may agree from time to time) of receiving the Referable Amount, the Trustee shall apply the same towards the purchase of the Shares on the Stock Exchange. The vesting of the Shares is subject to the Selected Participant remaining at all times after the Grant Date and on the Vesting Date a Participant of the Company or any subsidiary. Subject to the vesting conditions set out in the Restricted Share Award Scheme, any Share held by the Trustee on behalf of a Selected Participant pursuant to the Restricted Share Award Scheme would vest in such Selected Participant in accordance with the vesting schedule as determined by the Board from time to time.

The maximum number of shares which the trustee may purchase with funds contributed by the Group amounts to 60,280,507 Shares, representing 2% of the Company's issued share capital as at 27 December 2018. The maximum number of shares which may be granted to a Selected Participant at any one time or in aggregate may not exceed 1% of the issued share capital of the Company as at 27 December 2018, and the transactions involved shall be in compliance with the requirements of Chapter 14A of the Listing Rules if they fell under the definition of "connected transactions" in Chapter 14A of the Listing Rules.

Since the adoption of the Restricted Share Award Scheme and as at date of this Annual Report, no share has been purchased by the trustee and no share has been awarded to any Selected Participants pursuant to the Restricted Share Award Scheme. As at 31 December 2022, the number of awards available for grant under the Restricted Share Award Scheme is 60,280,507 Shares (31 December 2021: 60,280,507 Shares).

Pursuant to the Restricted Share Award Scheme, the restricted Shares will only be comprised of existing Shares to be purchased by the trustee from the market, and no new Shares will be issued to the trustee nor the Selected Participants by the Company.

DIRECTORS

The Directors during the year ended 31 December 2022 were:

Executive Directors

Mr. Qu Jiguang
Mr. Su Xuejun
Mr. Meng Guo
Mr. Chow Hing Yeung

Non-executive Director

Mr. Feng Hao

Independent Non-executive Directors

Mr. Wang Yibing
Mr. Leung Chong Shun
Mr. Chow Kwok Wai

As at date of this Annual Report, the Board of Directors comprised the above Directors and Mr. Jiang Guangce who was appointed as a new independent non-executive Director of the Company with effect from 1 January 2023.

Pursuant to Article 83(3) of the Company's Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Article 84 of the Company's Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any Director appointed pursuant to Article 83(3) of the Company's Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

The Board has recommended the re-appointment of the Directors for re-election at the forthcoming annual general meeting of the Company. The Company's circular contains the details of retiring Directors to be re-elected.

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules, and the Company considers the independent non-executive Directors to be independent.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of directors and senior management are set out on pages 19 to 20.

PERMITTED INDEMNITY

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and Senior Management arising out of corporate activities. Every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

DIRECTORS' SERVICE CONTRACTS

Each of the Directors has entered into a service contract with the Company for an initial term of 3 years commencing from the appointment date renewable for successive terms of 3 years commencing from the day next after the expiry of the then current term of the appointment.

Save as disclosed above, none of the Directors has entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 30 to the financial statements, no transaction, arrangement or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the interest of Directors of the Company in businesses which was likely to compete with the Group during the year ended 31 December 2022 and as at 31 December 2022 were as follows:

Non-executive Director, Mr. Feng Hao (who was appointed on 24 November 2017), has been a deputy general manager and the secretary to the board of directors of Sichuan Kelun Pharmaceutical Co., Ltd. ("Sichuan Kelun", a substantial shareholder of the Company) since April 2014. Sichuan Kelun is engaged in the same industry of manufacturing and selling of intravenous infusion solution as the Group. Although some of the business conducted by Sichuan Kelun are similar to those conducted by the Group, most of them are of different kinds of products and/or at different locations. The Group has been operating independently of, and at the arm's length from, the businesses of Sichuan Kelun. Furthermore, all Directors of the Company are reminded of their fiduciary duties to the Group and that they must, in the performance of their duties of directors, avoid actual and potential conflicts of interest and duty. There are three Independent non-executive Directors in the Board to ensure that the interests of the general shareholders are adequately represented. Therefore, the Board is of the view that the interests of the Group and of the shareholders as a whole are properly safeguarded.

Save as disclosed above, as at 31 December 2022 and up to date of this Annual Report, none of the Directors are considered to be in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SHARES

As at 31 December 2022, the interests of the Directors in the share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company 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 ("Model Code") as set out in Appendix 10 to the Listing Rules once the shares are listed, were as follows:

Name of Director	Capacity	Long/short position	Number of shares and underlying shares held	Approximate percentage of the issued share capital of the Company
Mr. Qu Jiguang	Beneficial owner	Long	277,746,000	9.34%
	Interest in a controlled corporation *(Note 1)*	Long	811,850,000	27.30%
Mr. Su Xuejun	Beneficial owner	Long	24,416,000	0.82%
Mr. Meng Guo	Beneficial owner *(Note 2)*	Long	20,000,000	0.67%
Mr. Chow Hing Yeung	Beneficial owner *(Note 2)*	Long	2,000,000	0.07%

Note:

1. These shares were registered in the name of and beneficially owned by China Pharmaceutical Company Limited ("CPCL"). CPCL is a corporation which Mr. Qu Jiguang controls (i.e. a controlled corporation as defined in Part XV of the SFO) as Mr. Qu Jiguang beneficially holds the majority (i.e. over 50%) of the shares of CPCL. By virtue of Part XV of the SFO, Mr. Qu Jiguang is deemed to be interested in the shares held by CPCL.

2. These represent the underlying interest in shares of the Company pursuant to share options granted, among others, to Mr. Meng Guo and Mr. Chow Hing Yeung on 12 January 2021 under the Share Option Scheme. As at 31 December 2022 and up to date of this Annual Report, all of these share options remain outstanding and exercisable.

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executives of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company or the Stock Exchange pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (b) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed under the sections headed "Directors' and chief executives' interests in the shares" and "Share option scheme", at no time during the year ended 31 December 2022 were rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN THE SHARES

As at 31 December 2022, the register of substantial shareholders required to be kept by the Company under section 336 of the SFO shows that the Company had been notified of the following interests, being 5% or more in the issued share capital and underlying shares of the Company.

Name of Shareholder	Capacity	Long/short position	Number of shares and underlying shares held	Approximate percentage of the issued share capital of the Company
Mr. Qu Jiguang	Beneficial owner	Long	277,746,000	9.34%
	Interest in a controlled corporation *(Note 1)*	Long	811,850,000	27.30%
CPCL *(Note 1)*	Beneficial owner	Long	811,850,000	27.30%
Sichuan Kelun Pharmaceutical Co., Ltd (四川科倫藥業股份有限公司)	Interest in a controlled corporation *(Note 2)*	Long	446,852,000	15.03%
	Beneficial owner	Long	159,870,000	5.37%
Kelun International Development Co., Ltd (科倫國際發展有限公司) *(Note 2)*	Beneficial owner	Long	446,852,000	15.03%
UBS Group AG *(Note 3)*	Interest in a controlled corporation	Long	302,380,140	10.17%

Notes:

1. These shares were registered in the name of and beneficially owned by CPCL. CPCL is a corporation which Mr. Qu Jiguang controls (i.e. a controlled corporation as defined in Part XV of the SFO) as Mr. Qu Jiguang beneficially holds the majority (i.e. over 50%) of the shares of CPCL. By virtue of Part XV of the SFO, Mr. Qu Jiguang is deemed to be interested in the shares held by CPCL

2. These shares were registered in the name of and beneficially owned by Kelun International Development Co., Ltd. (科倫國際發展有限公司). Kelun International Development Co., Ltd. (科倫國際發展有限公司) is held as to 100% by Sichuan Kelun Pharmaceutical Co., Ltd. (四川科倫藥業股份有限公司).

3. Among the interests of UBS Group AG in the Company, 12,000 shares were held through cash settled derivatives (off exchange).

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry with all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 December 2022.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, the Group's revenue attributable to its largest customer and its five largest customers are less than 10% and 30% respectively of its total revenue, and the Group's purchases attributable to its largest supplier and its five largest suppliers are less than 10% and 30% respectively of its total purchases.

None of the Directors, their associates or any shareholders (which owns more than 5% of the Company's shareholding to the knowledge of the Directors) has interests in the Group's five largest customers and suppliers during the year.

CONNECTED TRANSACTIONS

During the year ended 31 December 2022, certain related party transactions as disclosed in note 30 to the financial statements also fell under the definition of "connected transactions" or "continuing connected transaction" in Chapter 14A of the Listing Rules, details of which are set out below in compliance with the requirements of Chapter 14A of the Listing Rules.

Continuing connected transaction — Master Sale and Purchase Agreement with Sichuan Kelun

As the term of the previous Master Sale and Purchase Agreement has expired on 31 December 2020, the Company has entered into the Master Sale and Purchase Agreement with Sichuan Kelun, a substantial shareholder (as defined under the Listing Rules) of the Company, on 14 April 2021 in respect of the Continuing Connected Transactions between the Group and Sichuan Kelun together with its subsidiaries (the "Kelun Group") for a term from 14 April 2021 to 31 December 2023. Pursuant to the basic terms of the Master Sale and Purchase Agreement, the Group and the Kelun Group agreed to the sale and purchase of pharmaceutical materials on a non-exclusive basis, subject to the entering into of individual implementation contracts as agreed between members of the Group and that of the Kelun Group. The Master Sale and Purchase Agreement and the Continuing Connected Transactions contemplated thereunder were approved in the extraordinary general meeting of the Company held on 21 May 2021.

The unit prices of the pharmaceutical materials purchased by the Company are determined based on the prevailing market prices from time to time for the relevant materials of similar quantities and specifications to ensure that such prices and terms for pharmaceutical materials to be offered by the Kelun Group are no less favourable to the Group than those offered by other independent third-party suppliers. The unit prices of the pharmaceutical materials purchased by the Kelun Group shall be determined with reference to the prices of relevant comparable materials in the price lists of relevant material adopted by the Company and generally applicable to all customers of the Company at the material time.

CONNECTED TRANSACTIONS *(Continued)*

Continuing connected transaction — Master Sale and Purchase Agreement with Sichuan Kelun *(Continued)*

For the year ended 31 December 2022, total purchase from the Kelun Group by the Group and total sales to the Kelun Group by the Group were RMB89,225,000 and RMB39,471,000 respectively, which did not exceed the annual caps of RMB370,000,000 and RMB54,000,000 respectively prescribed for the period ended 31 December 2022 under the Master Sale and Purchase Agreement.

The independent non-executive Directors have confirmed that the aforesaid Continuing Connected Transactions were conducted (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms; (c) in accordance with the Master Sale and Purchase Agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole and (d) with adequate and effective internal control procedures put in place.

The Board of Directors engaged the auditors of the Company to perform certain factual finding procedures on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions to the Board of Directors. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

MANAGEMENT CONTRACT

No contract for management and administration of the whole or any substantial part of any business of the Group was entered into or existed during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that a sufficient public float of more than 25% of the issued capital of the Company has been maintained as at the latest practicable date, being 28 March 2023, and at all times during the year ended 31 December 2022.

CORPORATE GOVERNANCE

The Board is committed to maintaining a high standard of corporate governance. The Board believes that good corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders' interests. The Board reviews its corporate governance practices from time to time in order to meet the stakeholders' expectations and comply with the latest regulatory requirements, and to fulfill its commitment to a high standard of corporate governance. The Company's corporate governance practices are set out in the Corporate Governance Report on pages 21 to 33.

AUDITOR

The consolidated financial statements for the year have been audited by KPMG. The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company will be held at 2:00 p.m. on 19 May 2023 at Rooms 4902-03, 49th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. A notice of annual general meeting will be published and despatched in accordance with the requirement of the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify to attend and vote at the forthcoming annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Monday, 15 May 2023.

RECORD DATE FOR FINAL DIVIDEND

In order to qualify for the proposed final dividend to be approved at the forthcoming annual general meeting, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m., Wednesday, 24 May 2023 which is the Record Date for the proposed final dividend. The proposed final dividend is expected to be paid on or about Wednesday, 7 June 2023.

On behalf of the Board

Qu Jiguang
Chairman

Hong Kong, 28 March 2023

KPMG

Independent auditor's report
to the shareholders of SSY Group Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of SSY Group Limited ("the Company") and its subsidiaries ("the Group") set out on pages 71 to 159, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Timing of revenue recognition

Refer to note 4 to the consolidated financial statements and the accounting policies on pages 102 to 103.

The Key Audit Matter	How the matter was addressed in our audit
The Group's revenue principally comprises sales of intravenous infusion solution to a significant number of distributors and hospitals. The Group enters into framework distribution agreements with certain of its major distributors which specify the terms of sales relating to pricing, goods acceptance and return, as well as credit terms. Sales to the remainder of the Group's customers are based on terms and conditions included in purchase orders. The Group's sales contracts do not include terms relating to discounts or rebates and do not permit sales returns except for where the products are damaged or defective. The Group recognises revenue at the point in time when control of the goods is transferred to the customer. Depending on the terms of the contract, this point in time will either be when the customer collects the goods from the warehouse, when the goods are delivered to a location designated by the customer or when the goods are delivered to and have been accepted by the customers. We identified the timing of revenue recognition as a key audit matter because of the differing terms of trade offered by the Group to its customers which increases the risk that revenue may be recognised before the control of the goods has been transferred to the customers and because the impact of any errors in the timing of revenue recognition could be material to the consolidated financial statements.	Our audit procedures to assess the timing of revenue recognition included the following: • obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition; • inspecting a sample of framework distribution agreements and purchase orders with key customers to identify terms and conditions relating to goods acceptance and the right of return and assessing the Group's policies in respect of the timing of recognition of revenue with reference to the requirements of the prevailing accounting standards; • comparing, on a sample basis, specific revenue transactions recorded before and after the financial year end date with underlying documentation, including goods delivery notes and goods acceptance notes, to assess whether revenue had been recognised in the appropriate financial period on the basis of the terms of sale as set out in the framework distribution agreements or purchase orders; and • inspecting manual journal entries relating to revenue raised during the year which were considered to be material or met other specific risk-based criteria, enquiring of management the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation.

KPMG

Expected credit loss ("ECL") allowance for trade receivables

Refer to notes 16 and 28(a) to the consolidated financial statements and the accounting policies on pages 90 to 93.

The Key Audit Matter

As at 31 December 2022, the gross amount of the Group's trade receivables totalled HK$1,935 million, against which HK$14 million for expected credit losses was made. The carrying value of the Group's trade receivables represented approximately 17.5% of the total assets as at 31 December 2022.

The Group's loss allowance is measured at an amount equal to ECL of the trade receivables based on management's estimated loss rates for each category of trade receivables grouped according to the shared credit risk characteristics. The estimated loss rates take into account the aging of the trade receivables, overdue balances, information regarding the ability and intent of the debtor to pay, historical data on default rates, current market conditions and forward-looking information.

Management is required to apply judgement in assessing the loss allowance for trade receivables under the ECL model. The ability of the debtors to repay the Group depends on shared credit risk characteristics of trade receivables groups and market conditions which involves inherent uncertainty.

We identified the expected credit loss allowance for trade receivables as a key audit matter because determining the level of the loss allowance requires the exercise of significant management judgement which is inherently subjective.

How the matter was addressed in our audit

Our audit procedures to assess the expected credit loss allowance for trade receivables included the following:

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and the estimation of the expected credit loss allowance;
- evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standard;
- re-performing the calculation of the loss allowance as at 31 December 2022 based on the Group's credit loss allowance policies;
- assessing the trade receivables ageing report by group based on shared credit risk characteristics and the days past due by comparing the details of individual items with underlying invoices on a sample basis;
- obtaining an understanding of the basis of management's approach to measuring ECLs of trade receivable balances and evaluating the loss allowance made by management with reference to the industry in which the debtors are operating, customer credit risk characteristics, ageing of receivables, overdue balances, historical and post year-end payment records; and
- assessing the appropriateness of management's estimates of loss allowance by examining the information used by management to derive such estimates, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current market conditions and forward-looking information.

Information other than the consolidated financial statements and auditor's report thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Auditor's responsibilities for the audit of the consolidated financial statements *(continued)*

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Auditor's responsibilities for the audit of the consolidated financial statements *(continued)*

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Tse, Wong Pui.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

	Note	**2022** **HK$'000**	2021 HK$'000
Revenue	4	**6,434,025**	5,356,763
Cost of sales		**(2,866,439)**	(2,186,517)
Gross profit		**3,567,586**	3,170,246
Other income	5	**65,176**	84,291
Selling and distribution costs		**(1,660,247)**	(1,707,028)
General and administrative expenses		**(284,832)**	(309,941)
Research and development costs		**(259,104)**	(247,992)
Provision for impairment loss on trade, bill and other receivables		**(4,866)**	(1,491)
Profit from operations		**1,423,713**	988,085
Finance income		**49,900**	16,184
Finance costs		**(88,250)**	(61,298)
Finance costs – net	6(a)	**(38,350)**	(45,114)
Share of profit of an associate		**13,789**	5,426
Profit before taxation	6	**1,399,152**	948,397
Income tax	7	**(209,602)**	(160,104)
Profit for the year		**1,189,550**	788,293
Other comprehensive income for the year, net of nil tax			
Item that is or may be reclassified subsequently to profit or loss:			
Exchange differences on translation to presentation currency		**(685,655)**	212,625
Other comprehensive income for the year		**(685,655)**	212,625
Total comprehensive income for the year		**503,895**	1,000,918

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

	Note	**2022** **HK$'000**	2021 HK$'000
Profit attributable to:			
Equity shareholders of the Company		**1,122,837**	785,533
Non-controlling interests		**66,713**	2,760
Profit for the year		**1,189,550**	788,293
Total comprehensive income attributable to:			
Equity shareholders of the Company		**463,488**	990,390
Non-controlling interests		**40,407**	10,528
Total comprehensive income for the year		**503,895**	1,000,918
Earnings per share	*10*		
– Basic		**HK$0.3761**	HK$0.2599
– Diluted		**HK$0.3761**	HK$0.2591

The notes on pages 77 to 159 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 26(b).

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

	Note	**31 December 2022** ***HK$'000***	31 December 2021 *HK$'000*
Non-current assets			
Property, plant and equipment	*11*	**4,214,219**	4,051,004
Right-of-use assets	*11*	**302,627**	331,387
Intangible assets	*12*	**1,039,133**	907,196
Interests in an associate	*14*	**408,306**	441,694
Deferred tax assets	*24(b)*	**27,799**	30,930
Pledged bank deposits and fixed deposits	*18*	**89,976**	62,589
		6,082,060	5,824,800
Current assets			
Inventories	*15*	**810,656**	827,504
Trade and bills receivables	*16*	**2,112,680**	2,023,941
Prepayments, deposits and other receivables	*17*	**202,756**	299,811
Pledged bank deposits and time deposits	*18*	**90,813**	70,928
Cash and cash equivalents	*19*	**1,667,547**	1,661,736
		4,884,452	4,883,920
Current liabilities			
Borrowings	*20*	**1,646,082**	1,414,438
Trade and bills payables	*21*	**361,063**	401,685
Contract liabilities		**81,727**	94,333
Lease liabilities	*23*	**1,801**	2,809
Accruals and other payables	*22*	**530,652**	423,788
Income tax payable	*24(a)*	**56,561**	57,302
		2,677,886	2,394,355
Net current assets		**2,206,566**	2,489,565
Total assets less current liabilities		**8,288,626**	8,314,365

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

	Note	**31 December 2022 HK$'000**	31 December 2021 HK$'000
Non-current liabilities			
Borrowings	20	**1,561,566**	1,688,757
Lease liabilities	23	**–**	1,801
Deferred tax liabilities	24(b)	**20,846**	21,409
Deferred revenue	25	**160,390**	109,690
		1,742,802	1,821,657
NET ASSETS		**6,545,824**	6,492,708
CAPITAL AND RESERVES			
Share capital	26(c)	**66,285**	66,741
Reserves		**6,147,315**	6,152,122
Total equity attributable to equity shareholders of the Company		**6,213,600**	6,218,863
Non-controlling interests		**332,224**	273,845
TOTAL EQUITY		**6,545,824**	6,492,708

Approved and authorised for issue by the board of directors on 28 March 2023.

Qu Jiguang
Director

Su Xuejun
Director

The notes on pages 77 to 159 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

		Attributable to equity shareholders of the Company									
	Note	Share capital *HK$'000*	Share premium *HK$'000*	Capital reserve *HK$'000*	Statutory reserve *HK$'000*	Share-based payment reserve *HK$'000*	Currency translation differences *HK$'000*	Retained earnings *HK$'000*	Total *HK$'000*	Non-controlling interests *HK$'000*	Total equity *HK$'000*
Balance at 1 January 2021		67,682	299,776	177,450	252,722	–	45,207	4,809,199	5,652,036	263,175	5,915,211
Changes in equity for 2021:											
Profit for the year		–	–	–	–	–	–	785,533	785,533	2,760	788,293
Other comprehensive income		–	–	–	–	–	204,857	–	204,857	7,768	212,625
Total comprehensive income		–	–	–	–	–	204,857	785,533	990,390	10,528	1,000,918
Capital contribution in a subsidiary		–	–	(3,082)	–	–	–	–	(3,082)	3,082	–
Dividends paid to equity shareholders of the Company	*26(b)*	–	–	–	–	–	–	(302,610)	(302,610)	–	(302,610)
Dividends paid by subsidiary to non-controlling interests		–	–	–	–	–	–	–	–	(2,940)	(2,940)
Purchase and cancellation of own shares	*26(c)(ii)*	(941)	(186,673)	–	–	–	–	–	(187,614)	–	(187,614)
Grant of share options	*26(d)(iii)*	–	–	–	–	67,050	–	–	67,050	–	67,050
Share of capital reserve of interests in an associate		–	–	2,693	–	–	–	–	2,693	–	2,693
Transfer to statutory reserve		–	–	–	96,814	–	–	(96,814)	–	–	–
Balance at 31 December 2021		66,741	113,103	177,061	349,536	67,050	250,064	5,195,308	6,218,863	273,845	6,492,708

		Attributable to equity shareholders of the Company									
	Note	**Share capital** ***HK$'000***	**Share premium** ***HK$'000***	**Capital reserve** ***HK$'000***	**Statutory reserve** ***HK$'000***	**Share-based payment reserve** ***HK$'000***	**Currency translation differences** ***HK$'000***	**Retained earnings** ***HK$'000***	**Total** ***HK$'000***	**Non-controlling interests** ***HK$'000***	**Total equity** ***HK$'000***
Balance at 1 January 2022		**66,741**	**113,103**	**177,061**	**349,536**	**67,050**	**250,064**	**5,195,308**	**6,218,863**	**273,845**	**6,492,708**
Changes in equity for 2022:											
Profit for the year		**–**	**–**	**–**	**–**	**–**	**–**	**1,122,837**	**1,122,837**	**66,713**	**1,189,550**
Other comprehensive income		**–**	**–**	**–**	**–**	**–**	**(659,349)**	**–**	**(659,349)**	**(26,306)**	**(685,655)**
Total comprehensive income		**–**	**–**	**–**	**–**	**–**	**(659,349)**	**1,122,837**	**463,488**	**40,407**	**503,895**
Capital contribution in a subsidiary		**–**	**–**	**(847)**	**–**	**–**	**–**	**–**	**(847)**	**847**	**–**
Dividends paid to equity shareholders of the Company	*26(b)*	**–**	**–**	**–**	**–**	**–**	**–**	**(388,116)**	**(388,116)**	**–**	**(388,116)**
Dividends paid by subsidiaries to non-controlling interests		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2,477)**	**(2,477)**
Purchase and cancellation of own shares	*26(c)(ii)*	**(456)**	**(80,448)**	**(5,254)**	**–**	**–**	**–**	**–**	**(86,158)**	**–**	**(86,158)**
Acquisition of non-controlling interests in a subsidiary		**–**	**–**	**4,465**	**–**	**–**	**–**	**–**	**4,465**	**(7,289)**	**(2,824)**
Capital contribution from non-controlling interests, net off issuing costs of a subsidiary		**–**	**–**	**1,905**	**–**	**–**	**–**	**–**	**1,905**	**26,891**	**28,796**
Transfer to statutory reserve		**–**	**–**	**–**	**143,035**	**–**	**–**	**(143,035)**	**–**	**–**	**–**
Balance at 31 December 2022		**66,285**	**32,655**	**177,330**	**492,571**	**67,050**	**(409,285)**	**5,786,994**	**6,213,600**	**332,224**	**6,545,824**

The notes on pages 77 to 159 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2022
(Expressed in Hong Kong dollars)

	Note	**2022** **HK$'000**	2021 HK$'000
Operating activities			
Cash generated from operations	19(b)	**1,053,277**	901,308
Interest paid		**(91,392)**	(62,850)
Income tax paid	24(a)	**(228,196)**	(142,832)
Net cash generated from operating activities		**733,689**	695,626
Investing activities			
Purchase of property, plant and equipment		**(203,216)**	(169,696)
Payment for additions to intangible assets		**(214,907)**	(218,627)
Acquisition of a subsidiary, net of cash acquired	27	**(52,933)**	–
Proceeds from disposal of property, plant and equipment		**2,874**	453
Government grant received related to property, plant and equipment	25	**73,860**	39,002
Payment for investment in an associate		**–**	(427,484)
Dividends received from associates	14	**9,646**	–
Interest received		**29,199**	24,707
(Increase)/decrease of time deposits and fixed deposits		**(46,362)**	84,405
Payment for purchase of equity securities		**(12,415)**	(24,001)
Proceeds from sale of equity securities		**13,448**	34,717
Net cash used in investing activities		**(400,806)**	(656,524)
Financing activities			
Payments for repurchase of own shares of the Company	26(c)(ii)	**(86,158)**	(187,614)
Capital element of lease rentals paid	19(c)	**(2,810)**	(3,678)
Interest element of lease rentals paid	19(c)	**(121)**	(267)
Proceeds from borrowings	19(c)	**2,720,527**	2,220,945
Repayments of borrowings	19(c)	**(2,460,147)**	(1,587,706)
Dividends paid to equity shareholders of the Company	26(b)	**(388,116)**	(302,610)
Dividends paid by subsidiaries to non-controlling interests		**(2,477)**	(2,940)
Acquisition of non-controlling interests in a subsidiary		**(1,918)**	–
Proceeds from capital contribution from non-controlling interests, net off issuing costs of a subsidiary	13	**28,796**	–
Net cash (used in)/generated from financing activities		**(192,424)**	136,130
Net increase in cash and cash equivalents		**140,459**	175,232
Cash and cash equivalents at 1 January		**1,661,736**	1,445,905
Effect of foreign exchange rate changes		**(134,648)**	40,599
Cash and cash equivalents at 31 December	19(a)	**1,667,547**	1,661,736

The notes on pages 77 to 159 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

1 GENERAL INFORMATION

SSY Group Limited (the "Company") and its subsidiaries (together, the "Group") are engaged in the research, development, manufacturing and selling of a wide range of pharmaceutical products, which includes finished medicines, bulk pharmaceuticals and medical materials. The Group has manufacturing plants in Hebei Province and Jiangsu Province, the People's Republic of China (the "PRC"), and sells to customers mainly in the PRC.

The Company is an exempted company with limited liability established under the Companies Law, Cap.22 (Law 3 of 1961, as combined and revised) of Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company's shares have been listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 20 December 2005.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except as set out in the accounting policies hereunder.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Basis of preparation of the financial statements *(continued)*

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract*
- Amendments to HKFRS 3, *Business combinations: Reference to the conceptual framework*
- Annual Improvements to HKFRSs 2018-2020 Cycle

None of these amendments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

(i) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

– *Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 **SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

(d) **Subsidiaries and non-controlling interests** *(continued)*

(i) Consolidation *(continued)*

– *Business combinations (continued)*

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts represented by subsidiaries have been adjusted to conform with the Group's accounting policies.

– *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transaction that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Subsidiaries and non-controlling interests *(continued)*

(i) Consolidation *(continued)*

– *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(ii) Company's statement of financial position

Investments in subsidiaries are accounted for at cost less impairment (see note 2(k)). Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

(e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's most senior executive management for the purpose of allocating resources and assessing performance of the operating segments.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 2(j)(i) and (k)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees, any impairment losses for the year and the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income are recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the ECL model to such other long-term interests where applicable (see note 2(n)).

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Company and New Orient Investments Pharmaceutical Holding (Hong Kong) Limited is HK dollars ("HK$") and the functional currency of other Group's companies is Renminbi ("RMB"). The consolidated financial statements are presented in HK$.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss and other comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income within 'other income'.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

– assets and liabilities for each financial position presented are translated at the closing rate at the end of the reporting period;

– income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Foreign currency translation *(continued)*

(iii) Group companies *(continued)*

– all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. Currency translation differences arising are recognised in other comprehensive income.

(h) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

–	Buildings	10 – 40 years
–	Plant, machinery and tools	5 – 10 years
–	Furniture, fixtures, office equipment and others	3 – 10 years
–	Vehicles	4 – 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 2(k)).

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other income', in the consolidated statement of profit or loss and other comprehensive income.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(h) Property, plant and equipment *(continued)*

Construction-in-progress ("CIP") represents buildings, plant and machinery under construction or pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, costs of plant and machinery, and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing. No provision for depreciation is made on CIP until such time as the relevant assets are completed and ready for the intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 2(k)).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Leased assets *(continued)*

(i) As a lessee (continued)

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see notes 2(l)(i), 2(bb) and 2(n)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised on a straight-line basis over the period of the lease.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Intangible assets

(i) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit ("CGU"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGUs containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(ii) Trademarks and patents

Separately acquired trademarks and patents are shown at historical cost less accumulated amortisation and accumulated impairment losses, if any. Trademarks and patents acquired in a business combination are recognised at fair value at the date of acquisition. Trademarks and patents have finite useful lives. Amortisation is calculated using the straight-line method to allocate the costs over their estimated useful lives, as follows:

– Trademarks	50 years
– Patents	6 – 10 years

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Intangible assets *(continued)*

(iii) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date attributable to customer base or existing contractual bids with customers taken over in connection with business combinations. Customer relationships have finite useful lives. Amortisation is calculated using the straight-line method to allocate their costs over their estimated useful lives of 5 – 5.25 years.

(iv) Computer software

Acquired computer software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 5 years.

(v) Research and development costs

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

– it is technically feasible to complete the intangible asset so that it will be available for use;

– management intends to complete the intangible asset and use it;

– there is an ability to use the intangible asset;

– it can be demonstrated how the intangible asset will generate probable future economic benefits;

– adequate technical, financial and other resources to complete the development and to use the intangible asset are available; and

– the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful life, not exceeding ten years.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- goodwill;
- interests in an associate; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– ***Calculation of recoverable amount***

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

– ***Recognition of impairment losses***

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Impairment of non-financial assets *(continued)*

– *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(l) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 28(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

– amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(bb)).

– FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

– FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Other investments in debt and equity securities *(continued)*

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(cc).

(m) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(n) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for ECLs on the following items:

– financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, which are held for the collection of contractual cash flows which represent solely payments of principal and interest);

– contract assets as defined in HKFRS 15 (see note 2(p)); and

– lease receivables.

Other financial assets measured at fair value, including units in bond funds, equity and debt securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Credit losses from financial instruments, contract assets and lease receivables *(continued)*

Measurement of ECLs *(continued)*

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

– fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;

– variable-rate financial assets: current effective interest rate;

– lease receivables: discount rate used in the measurement of the lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

– 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

– lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Credit losses from financial instruments, contract assets and lease receivables *(continued)*

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

– failure to make payments of principal or interest on their contractually due dates;

– an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

– an actual or expected significant deterioration in the operating results of the debtor; and

– existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Credit losses from financial instruments, contract assets and lease receivables *(continued)*

Basis of calculation of interest income

Interest income recognised in accordance with note 2(bb) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

– significant financial difficulties of the debtor;

– a breach of contract, such as a default or past due event;

– it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

– significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

– the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the asset becomes 90 days past due or when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(o) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in process comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(p) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(aa)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 2(n) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(q)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(aa)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(q)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(bb)).

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(p)).

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses (see note 2(n)).

(r) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2(n).

(s) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

(t) Trade and other payables (other than refund liabilities)

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) Borrowings

Borrowings are measured initially at fair value less transaction costs. Borrowings are subsequently stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(v)).

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

(v) Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Borrowing costs include interest expense and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on interest rates on similar borrowings in the entity's functional currency.

When the construction of the qualifying assets takes more than one accounting period, the amount of foreign exchange differences eligible for capitalisation is determined for each annual period and are limited to the difference between the hypothetical interest amount for the functional currency borrowings and the actual interest incurred for foreign currency borrowings. Foreign exchange differences that did not meet the criteria for capitalisation in previous years should not be capitalised in subsequent years.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(w) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss and other comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the places where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

– *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

– *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(w) Current and deferred income tax *(continued)*

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(x) Employee benefits

(i) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. The Group has both defined contribution and defined benefit plans.

– *Defined contribution plan*

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Group has arranged for its Hong Kong employees to join the Hong Kong Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group and its Hong Kong employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a cap of HK$1,500 per person per month and any excess contributions are voluntary. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution. The Group has no further obligations for post-retirement benefit beyond the contributions.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(x) Employee benefits *(continued)*

(i) Pension obligations *(continued)*

– *Defined contribution plan (continued)*

As stipulated by the rules and regulations in the PRC, the Group has participated in state-sponsored defined contribution retirement schemes for its employees in the PRC. The Group's employees make monthly contributions to the schemes at approximately 8% of the relevant income (comprising wages, salaries, allowances and bonus, and subject to a cap), while the Group contributes approximately 16% of such income and has no further obligations for the actual payment of post-retirement benefits beyond the contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

– *Post-employment benefits*

Some group companies provide post-employment benefits to their employees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period.

The liability recognised in the financial position in respect of post-employment benefits is the present value of these benefits obligations at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognised past service costs. These obligations are calculated annually by independent actuaries using the projected unit credit method. The present value of these obligations is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The current service cost of the defined benefit plan, recognised in profit or loss in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognised immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit or loss and other comprehensive income.

Remeasurement arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(x) Employee benefits *(continued)*

(i) Pension obligations *(continued)*

– *Post-employment benefits (continued)*

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Share-based compensation

– *Equity-settled share-based payment transactions*

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(x) Employee benefits *(continued)*

(ii) Share-based compensation *(continued)*

– *Share-based payment transactions among group entities*

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

(iii) Employee leave entitlements

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of service rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(iv) Bonus plan

The Group recognises a provision for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

(y) Provisions, contingent liabilities and onerous contracts

(i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(y) Provisions, contingent liabilities and onerous contracts *(continued)*

(ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract.

(z) Government grants

Government grants in the form of subsidy or financial refund are recognised when there is a reasonable assurance that the Group will comply with the conditions attached to the grants and that the grants will be received.

Grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Grants relating to assets are presented in the statement of financial position by setting up the grant as deferred revenue and recognised in profit or loss on a systematic basis over the useful life of the asset.

(aa) Revenue

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products or the services before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(aa) Revenue *(continued)*

Further details of the Group's revenue and other income recognition policies are as follows:

– Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes. Revenue from the sale of goods is recognised when the customer takes possession of and accepts the products. Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers, but the Group generally provides credit terms to customers within one to three months upon customer acceptance. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

– Rental income is recognised on a straight-line basis over the terms of the leases; and

– Services income is recognised over time in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of actual services provided as a proportion of the total service to be provided.

(bb) Interest income

Interest income is recognised using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(n)).

(cc) Dividend income

Dividend income is recognised when the right to receive payment is established.

(dd) Dividend distributions

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(ee) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3 ACCOUNTING JUDGEMENT AND ESTIMATES

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. As the future is inherently uncertain, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of goodwill

The Group's management tests annually whether goodwill has suffered any impairment. In accordance with the accounting policy stated in note 2(k), the recoverable amount of CGUs has been determined based on the higher of value in use and fair value less costs of disposal.

The Group measured the value in use by discounting the future estimated cash flow deriving from the CGUs. These calculations required the Group to estimate the expected future cash flows from the CGUs and also to apply a suitable discount rate in order to calculate the present value of those cash flows.

There are a number of assumptions and estimates involved in the preparation of cash flow projections for the period covered by the approved budgets. Key assumptions include the growth rates and selection of discount rates to reflect the risks involved. Management prepares the financial budgets reflecting actual and prior year performance and market development expectations. Judgment is required to determine key assumptions adopted in the cash flow projections and changes to key assumptions can significantly affect these cash flow projections and therefore the results of the impairment reviews.

(b) Impairment of receivables

The Group's management determines the provision for expected credit losses on trade, bills and other receivables based on an assessment of the present value of all expected cash shortfalls. These estimates are based on the information about past events, current conditions and forecasts of future economic conditions. The Group's management reassesses the provision at each reporting period end.

3 ACCOUNTING JUDGEMENT AND ESTIMATES *(continued)*

(c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of changes in industry environment and competitor actions. Management reassesses the estimates at each reporting period end.

(d) Impairment of property, plant and equipment, right-of-use assets and intangible assets

Property, plant and equipment, right-of-use assets and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or market valuations. These calculations require the use of judgments and estimates.

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related assets values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to profit or loss.

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The Group derives revenue principally from the sale of a wide range of pharmaceutical products, which includes finished medicines of mainly intravenous infusion solution and ampoule injection to hospitals and distributors, bulk pharmaceutical products and medical materials.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2022	2021
	HK$'000	*HK$'000*
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregation by major products or service lines		
– Sales of pharmaceutical products	**6,206,967**	5,166,689
– Sales of medical materials	**167,144**	174,403
– Services income	**29,286**	5,071
– Sales of raw materials and by-products	**30,394**	10,373
	6,433,791	5,356,536
Revenue from other source		
– Rental income	**234**	227
	6,434,025	5,356,763
Disaggregated by geographical location of customers		
– The PRC (place of domicile)	**5,542,246**	4,875,960
– Other countries	**891,779**	480,803
	6,434,025	5,356,763

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in note 4(b).

The geographical analysis on revenue above includes rental income from external customers in the PRC for the year ended 31 December 2022 of HK$234,000 (2021: HK$227,000). The directors have determined that no geographical segment information of specified non-current assets is presented as over 95% of the non-current assets of the Group are located in the PRC, which is considered as one geographic location with similar risks and returns.

For the year ended 31 December 2022, no customer with whom transactions have exceeded 10% of the Group's revenue. Details of concentrations of credit risk arising from the Group's largest customers are set out in note 28(a).

4 REVENUE AND SEGMENT REPORTING *(continued)*

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified two reportable segments, namely intravenous infusion solution and others and medical materials. No operating segments have been aggregated to form the reportable segments.

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets. Unallocated assets mainly comprise corporate cash. Segment liabilities include operating liabilities. Unallocated liabilities mainly comprise corporate borrowings.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is profit from operations.

4 REVENUE AND SEGMENT REPORTING *(continued)*

(b) Segment reporting *(continued)*

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2022 and 2021 is set out below.

	2022			
	Intravenous infusion solution and others *HK$'000*	Medical materials *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Disaggregated by timing of revenue recognition				
Point in time	6,254,563	171,885	–	6,426,448
Over time	7,343	234	–	7,577
Revenue from external customers	6,261,906	172,119	–	6,434,025
Inter-segment revenue	3,476	178,719	–	182,195
Reportable segment revenue	6,265,382	350,838	–	6,616,220
Operating profit or loss/ segment results	1,436,181	14,222	(26,690)	1,423,713
Finance income	48,848	236	816	49,900
Finance costs	(59,907)	–	(28,343)	(88,250)
Share of profit of an associate	13,789	–	–	13,789
Profit/(loss) before taxation	1,438,911	14,458	(54,217)	1,399,152
Income tax	(207,138)	(2,464)	–	(209,602)
Reportable segment profit/ (loss) for the year	1,231,773	11,994	(54,217)	1,189,550
Depreciation and amortisation for the year	352,835	14,865	2,942	370,642
Provision for impairment of receivables	4,468	398	–	4,866
Impairment and write-off of internally generated research and development costs	3,933	–	–	3,933
Total assets/reportable segment assets (including interests in an associate)	10,355,222	441,541	169,749	10,966,512
Additions to non-current assets	1,130,326	55,449	20	1,185,795
Total liabilities/reportable segment liabilities	3,339,426	54,994	1,026,268	4,420,688

4 REVENUE AND SEGMENT REPORTING *(continued)*

(b) Segment reporting *(continued)*

	2021			
	Intravenous infusion solution and others *HK$'000*	Medical materials *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Disaggregated by timing of revenue recognition				
Point in time	5,174,515	176,950	–	5,351,465
Over time	5,071	227	–	5,298
Revenue from external customers	5,179,586	177,177	–	5,356,763
Inter-segment revenue	29,239	179,442	–	208,681
Reportable segment revenue	5,208,825	356,619	–	5,565,444
Operating profit or loss/ segment results	1,061,206	14,794	(87,915)	988,085
Finance income	15,661	66	457	16,184
Finance costs	(43,934)	–	(17,364)	(61,298)
Share of profit of an associate	5,426	–	–	5,426
Profit/(loss) before taxation	1,038,359	14,860	(104,822)	948,397
Income tax	(154,853)	(5,251)	–	(160,104)
Reportable segment profit/(loss) for the year	883,506	9,609	(104,822)	788,293
Depreciation and amortisation for the year	365,842	21,026	2,946	389,814
Provision for impairment of receivables	1,444	47	–	1,491
Total assets/reportable segment assets (including interests in an associate)	10,209,569	414,280	84,871	10,708,720
Additions to non-current assets	1,084,087	44,032	–	1,128,119
Total liabilities/reportable segment liabilities	3,117,516	32,646	1,065,850	4,216,012

5 OTHER INCOME

	2022	2021
	HK$'000	*HK$'000*
Government grants	**57,163**	62,144
Net gain on disposal of property, plant and equipment	**842**	6
Realised gain on disposal of equity securities	**1,033**	10,716
Others	**6,138**	11,425
	65,176	84,291

Government grants mainly represent subsidy income received from various government organisations to compensate the Group's research and development expenditures, and other incentives to support the operations of the Group.

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

(a) Finance income and costs

	2022	2021
	HK$'000	*HK$'000*
Finance income:		
– Interest income on bank deposits	**(29,199)**	(24,707)
– Net foreign exchange (gain)/loss	**(20,701)**	8,523
Finance income	**(49,900)**	(16,184)
Finance costs:		
– Interest expense of borrowings	**90,784**	65,363
– Interest on lease liabilities	**121**	267
	90,905	65,630
Less: Interest expense capitalised into qualifying assets*	**(2,655)**	(4,332)
Finance costs	**88,250**	61,298
Finance costs – net	**38,350**	45,114

* During the year ended 31 December 2022, the borrowing costs have been capitalised at a rate of 3.29% per annum (2021: 4.20%).

6 PROFIT BEFORE TAXATION *(continued)*

(b) Staff costs

	2022 HK$'000	2021 HK$'000
Contributions to defined contribution retirement plan	**53,315**	48,616
Equity-settled share-based payment expenses *(note 26(d)(iii))*	**–**	67,050
Salaries, wages and other benefits	**615,092**	548,263
	668,407	663,929

(c) Other items

	2022 HK$'000	2021 HK$'000
Research and development costs	**473,060**	461,148
Less: Costs capitalised into intangible assets	**(213,956)**	(213,156)
	259,104	247,992
Amortisation#		
– intangible assets *(note 12)*	**26,038**	15,275
Less: Amount capitalised as development costs	**(413)**	(974)
	25,625	14,301
Depreciation charges#		
– owned property, plant and equipment	**334,209**	363,079
– right-of-use assets *(note 11(a))*	**10,808**	11,460
Provision for/(reversal of) impairment losses		
– trade and bills receivables *(note 28(a))*	**4,905**	1,366
– other receivables	**(39)**	125
Auditors' remuneration – audit services	**3,245**	2,870
Cost of inventories# *(note 15(b))*	**2,872,721**	2,180,338
Other expenses		
– transportation expenses	**392,709**	443,738
– utility expenses	**461,959**	308,558
– advertising expenses	**262,014**	283,463
– marketing and promotion service expenses	**864,098**	825,254
– travelling, meeting and entertainment expenses	**68,112**	63,010
– surcharges and other tax expenses	**71,984**	71,939

6 PROFIT BEFORE TAXATION *(continued)*

(c) Other items *(continued)*

Cost of inventories includes HK$619,176,000 (2021: HK$570,892,000) relating to staff costs, depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately above or in note 6(b) for each of these types of expenses.

7 INCOME TAX

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	2022	2021
	HK$'000	*HK$'000*
Current tax – the PRC Corporate Income Tax ("CIT")	**213,172**	167,983
Deferred tax – origination and reversal of temporary differences	**(3,570)**	(7,879)
	209,602	160,104

The Company is incorporated in the Cayman Islands as an exempted company and, accordingly, is exempted from payment of the Cayman Islands income tax.

No provision for Hong Kong Profits Tax has been made for the years ended 31 December 2022 and 2021 as the Group did not have any profits assessable to Hong Kong Profits Tax during the current and prior years.

Shijiazhuang No. 4 Pharmaceutical Co., Ltd. ("Shijiazhuang No.4"), Jiangsu Best New Medical Material Co., Ltd. ("Jiangsu Best"), Hebei Guangxiang Pharmaceutical Co., Ltd. ("Hebei Guangxiang"), Cangzhou Lingang Youyi Chemical Co., Ltd. ("Youyi Chemical") and Hebei Guolong Pharmaceutical Co., Ltd. have been certified as High and New Technology Enterprises ("HNTE") in 2021, 2020, 2020, 2022 and 2020, respectively. According to the tax incentives rules of the CIT Law of the PRC (the "CIT Law") for HNTE, these entities are subject to a reduced corporate income tax rate of 15% for three years. The additional deduction of research and development expenditures have been increased from 75% to 100%, effective since 2021, according to a new tax incentives policy promulgated by the State Tax Bureau of the PRC in March 2021.

According to the PRC income tax law and its relevant regulations issued in 2022, entities that qualified as HNTE are entitled to an additional 100% of qualified equipment newly purchased from 1 October 2022 to 31 December 2022, which is allowed to be deducted from taxable income.

All other subsidiaries of the Company established and operated in the PRC are subject to the PRC CIT at an applicable rate of 25%.

The CIT Law and its relevant regulations also impose a withholding tax at 10% on the foreign investors with respect to dividend distributions made out of the PRC entities from earnings accumulated from 1 January 2008, unless the foreign investors meet certain requirements specified in the relevant tax regulations in the PRC and accordingly are entitled to a preferential rate of 5%. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from the Group's PRC subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008.

7 INCOME TAX *(continued)*

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2022	2021
	HK$'000	*HK$'000*
Profit before taxation	**1,399,152**	948,397
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	**337,352**	246,327
Effect of the PRC preferential tax rate	**(126,714)**	(101,857)
Effect of non-deductible expenses	**12,077**	20,351
Additional deduction of research and development expenditures	**(36,462)**	(28,351)
Withholding tax on profit distributions	**36,076**	20,031
Additional deduction of qualified equipment procurement	**(9,796)**	–
Others	**(2,931)**	3,603
Actual tax expense	**209,602**	160,104

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2022							
Name	Directors' fees *HK$'000*	Salaries *HK$'000*	Discretionary bonuses *HK$'000*	Housing allowance *HK$'000*	Estimated money value of other benefits (a) *HK$'000*	Retirement scheme contributions *HK$'000*	Share-based payment *HK$'000*	Total *HK$'000*
Executive directors								
Mr. Qu Jiguang	–	6,690	8,000	–	–	–	–	14,690
Mr. Su Xuejun	–	1,267	235	–	123	57	–	1,682
Mr. Meng Guo	–	951	98	–	63	57	–	1,169
Mr. Chow Hing Yeung	–	1,082	–	–	–	18	–	1,100
Independent non-executive directors								
Mr. Wang Yibing	228	–	–	–	–	–	–	228
Mr. Leung Chong Shun	228	–	–	–	–	–	–	228
Mr. Chow Kwok Wai	228	–	–	–	–	–	–	228
Non-executive director								
Mr. Feng Hao	228	–	–	–	–	–	–	228
	912	9,990	8,333	–	186	132	–	19,553

8 DIRECTORS' EMOLUMENTS *(continued)*

	2021							
Name	Directors' fees *HK$'000*	Salaries *HK$'000*	Discretionary bonuses *HK$'000*	Housing allowance *HK$'000*	Estimated money value of other benefits (a) *HK$'000*	Retirement scheme contributions *HK$'000*	Share-based payment (c) *HK$'000*	Total *HK$'000*
Executive directors								
Mr. Qu Jiguang	–	6,690	–	–	–	–	–	6,690
Mr. Wang Xianjun (resigned on 27 August 2021)	–	3,732	–	–	–	12	–	3,744
Mr. Su Xuejun	–	914	549	–	115	56	–	1,634
Mr. Meng Guo (appointed on 27 August 2021) (b)	–	704	274	–	64	56	13,410	14,508
Mr. Chow Hing Yeung (appointed on 27 August 2021) (b)	–	1,007	–	–	–	18	1,341	2,366
Independent non-executive directors								
Mr. Wang Yibing	228	–	–	–	–	–	–	228
Mr. Leung Chong Shun	228	–	–	–	–	–	–	228
Mr. Chow Kwok Wai	228	–	–	–	–	–	–	228
Non-executive director								
Mr. Feng Hao	228	–	–	–	–	–	–	228
	912	13,047	823	–	179	142	14,751	29,854

(a) Other benefits include leave pay and medical insurance, etc..

(b) The directors received emoluments from the Group in their roles as employees before their appointment as directors.

(c) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(x) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2021: one) are directors whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other one (2021: four) individual are as follows:

	2022	2021
	HK$'000	*HK$'000*
Salaries and other benefits	**768**	2,059
Discretionary bonuses	**290**	705
Retirement scheme contributions	**39**	150
Share-based payment	**–**	50,288
	1,097	53,202

The emoluments of the one (2021: four) individual with the highest emoluments are within the following bands:

	2022	2021
	Number of individuals	*Number of individuals*
Nil – HK$1,000,000	**–**	–
HK$1,000,001 – HK$10,000,000	**1**	1
HK$10,000,001 – HK$20,000,000	**–**	2
HK$20,000,001 – HK$30,000,000	**–**	1

10 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK$1,122,837,000 (2021: HK$785,533,000) and the weighted average of 2,985,389,000 ordinary shares (2021: 3,022,675,000 ordinary shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2022	2021
	'000	*'000*
Issued ordinary shares at 1 January	**2,996,689**	3,043,727
Effect of purchase and cancellation of own shares *(note 26(c)(ii))*	**(11,300)**	(21,052)
Weighted average number of ordinary shares at 31 December	**2,985,389**	3,022,675

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK$1,122,837,000 (2021: HK$785,533,000) and the weighted average of 2,985,389,000 ordinary shares (2021: 3,031,547,000 ordinary shares) after adjusting the effect of dilutive potential ordinary shares under the Company's share option scheme, calculated as follows:

Weighted average number of ordinary shares (diluted)

	2022	2021
	'000	*'000*
Weighted average number of ordinary shares at 31 December (basic)	**2,985,389**	3,022,675
Effect of deemed issue of shares under the Company's share option scheme	**–**	8,872
Weighted average number of ordinary shares at 31 December (diluted)	**2,985,389**	3,031,547

The effect of outstanding share options issued by the Company (note 26(d)) is anti-dilutive, therefore is not included in the calculation of diluted earnings per share of the Company.

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF USE ASSETS

(a) Reconciliation of carrying amount

	Buildings *HK$'000*	Plant, machinery and tools *HK$'000*	Furniture, fixtures, office equipment and others *HK$'000*	Vehicles *HK$'000*	Construction-in-progress *HK$'000*	Sub-total *HK$'000*	Right-of-use assets *HK$'000*	Total *HK$'000*
Cost:								
1 January 2021	2,357,893	2,230,568	404,108	47,944	533,077	5,573,590	386,189	5,959,779
Transfers	242,150	103,847	5,871	–	(351,868)	–	–	–
Additions	32,567	132,103	19,046	12,484	276,148	472,348	–	472,348
Disposals	–	(23,351)	(7,800)	(2,303)	–	(33,454)	–	(33,454)
Exchange adjustments	72,087	69,173	12,190	1,958	14,588	169,996	11,089	181,085
31 December 2021 and 1 January 2022	**2,704,697**	**2,512,340**	**433,415**	**60,083**	**471,945**	**6,182,480**	**397,278**	**6,579,758**
Transfers	**184,349**	**100,752**	**1,550**	**79**	**(286,730)**	**–**	**–**	**–**
Additions	**11,890**	**141,556**	**12,544**	**5,483**	**677,355**	**848,828**	**–**	**848,828**
Additions through acquisition of a subsidiary (note 27)	**11,460**	**52,660**	**621**	**324**	**–**	**65,065**	**10,485**	**75,550**
Disposals	**(133)**	**(11,611)**	**(7,181)**	**–**	**–**	**(18,925)**	**–**	**(18,925)**
Exchange adjustments	**(237,546)**	**(224,165)**	**(38,178)**	**(5,153)**	**(53,308)**	**(558,350)**	**(33,904)**	**(592,254)**
At 31 December 2022	**2,674,717**	**2,571,532**	**402,771**	**60,816**	**809,262**	**6,519,098**	**373,859**	**6,892,957**

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF USE ASSETS *(continued)*

(a) Reconciliation of carrying amount *(continued)*

	Buildings	Plant, machinery and tools	Furniture, fixtures, office equipment and others	Vehicles	Construction-in-progress	Sub-total	Right-of-use assets	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Accumulated amortisation and depreciation:								
1 January 2021	(518,654)	(972,924)	(212,740)	(33,131)	–	(1,737,449)	(52,807)	(1,790,256)
Charge for the year	(113,141)	(208,302)	(37,452)	(4,184)	–	(363,079)	(11,460)	(374,539)
Written back on disposals	–	17,689	6,847	1,720	–	26,256	–	26,256
Exchange adjustments	(17,312)	(31,712)	(6,869)	(1,311)	–	(57,204)	(1,624)	(58,828)
31 December 2021 and 1 January 2022	**(649,107)**	**(1,195,249)**	**(250,214)**	**(36,906)**	**–**	**(2,131,476)**	**(65,891)**	**(2,197,367)**
Additions through acquisition of a subsidiary (note 27)	**(4,460)**	**(30,999)**	**(320)**	**–**	**–**	**(35,779)**	**–**	**(35,779)**
Charge for the year	**(115,882)**	**(189,378)**	**(34,830)**	**(5,668)**	**–**	**(345,758)**	**(10,808)**	**(356,566)**
Written back on disposals	**86**	**9,053**	**6,271**	**–**	**–**	**15,410**	**–**	**15,410**
Exchange adjustments	**56,639**	**112,116**	**20,862**	**3,107**	**–**	**192,724**	**5,467**	**198,191**
At 31 December 2022	**(712,724)**	**(1,294,457)**	**(258,231)**	**(39,467)**	**–**	**(2,304,879)**	**(71,232)**	**(2,376,111)**
Net book value:								
At 31 December 2022	**1,961,993**	**1,277,075**	**144,540**	**21,349**	**809,262**	**4,214,219**	**302,627**	**4,516,846**
At 31 December 2021	2,055,590	1,317,091	183,201	23,177	471,945	4,051,004	331,387	4,382,391

As at 31 December 2022, the Group's right-of-use assets with a carrying amount of HK$49,011,000 (2021: HK$54,746,000) was pledged as collateral for the Group's bank borrowings (see note 20).

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF USE ASSETS *(continued)*

(b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Note	**2022** **HK$'000**	2021 HK$'000
Properties leased for own use, carried at depreciated cost	*(i)*	**1,704**	4,847
Land use rights, carried at depreciated cost	*(ii)*	**300,923**	326,540
		302,627	331,387

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2022 **HK$'000**	2021 HK$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Properties leased for own use, carried at depreciated cost	**3,123**	3,709
Land use rights, carried at depreciated cost	**7,685**	7,751
	10,808	11,460
Interest on lease liabilities *(note 6(a))*	**121**	267
Expense relating to short-term leases	**1,378**	8,197

During the year, the Group completed the acquisition of 100% interest in Youyi Chemical (see note 27), and recognised the additions to right-of-use assets of HK$10,485,000 (2021: nil) related to the acquisition of land use rights.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 19(d) and 23, respectively.

11 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF USE ASSETS *(continued)*

(b) Right-of-use assets *(continued)*

(i) Properties leased for own use, carried at depreciated cost

The Group leases office premises under leases expiring from 1 to 3 years. None of the leases include an option to renew the lease when all terms are renegotiated or variable lease payments.

(ii) Land use rights

Land use rights are located in Hebei Province and Jiangsu Province, the PRC, and are held on medium-term leases of 37 to 50 years from the dates of acquisition.

(c) Assets leased out under operating leases

The Group leases out certain office premise in the PRC under operating leases. The lease typically run for an initial period of one year with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals. In 2022, the rental income is insignificant (see note 4(a)).

12 INTANGIBLE ASSETS

	Goodwill	Trademark and patents	Software	Customer relationships	Internally generated research and development costs	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Cost:						
At 1 January 2021	505,884	233,165	27,301	82,642	270,306	1,119,298
Additions	–	241	680	–	213,156	214,077
Transfers	–	68,829	–	–	(68,829)	–
Exchange adjustments	14,874	6,859	813	2,430	11,006	35,982
At 31 December 2021 and 1 January 2022	**520,758**	**309,094**	**28,794**	**85,072**	**425,639**	**1,369,357**
Additions	**–**	**10,457**	**2,456**	**–**	**213,956**	**226,869**
Additions through acquisition of a subsidiary	**11,955**	**8,804**	**–**	**–**	**–**	**20,759**
Transfers	**–**	**123,972**	**–**	**–**	**(123,972)**	**–**
Write-off	**–**	**–**	**–**	**–**	**(3,933)**	**(3,933)**
Exchange adjustments	**(45,276)**	**(27,396)**	**(2,523)**	**(7,206)**	**(43,358)**	**(125,759)**
At 31 December 2022	**487,437**	**424,931**	**28,727**	**77,866**	**468,332**	**1,487,293**
Accumulated amortisation:						
At 1 January 2021	(244,145)	(88,642)	(18,480)	(82,642)	–	(433,909)
Amortisation charge for the year	–	(11,380)	(3,895)	–	–	(15,275)
Exchange adjustments	(7,178)	(2,770)	(599)	(2,430)	–	(12,977)
At 31 December 2021 and 1 January 2022	**(251,323)**	**(102,792)**	**(22,974)**	**(85,072)**	**–**	**(462,161)**
Amortisation charge for the year	**–**	**(23,215)**	**(2,823)**	**–**	**–**	**(26,038)**
Exchange adjustments	**21,290**	**9,500**	**2,043**	**7,206**	**–**	**40,039**
At 31 December 2022	**(230,033)**	**(116,507)**	**(23,754)**	**(77,866)**	**–**	**(448,160)**
Net book value:						
At 31 December 2022	**257,404**	**308,424**	**4,973**	**–**	**468,332**	**1,039,133**
At 31 December 2021	269,435	206,302	5,820	–	425,639	907,196

Majority of amortisation of intangible assets is recognised in cost of sales, general and administrative expenses and research and development costs.

12 INTANGIBLE ASSETS *(continued)*

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's (CGU) identified according to country of operation and operating segment as follows:

	2022	2021
	HK$'000	*HK$'000*
Intravenous infusion solution and others	**236,423**	246,512
Medical materials	**20,981**	22,923
	257,404	269,435

The recoverable amount of each CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year to a ten-year period with the final year representing a steady state in the development of the business. Cash flows beyond the five-to-ten-year period are extrapolated using an estimated weighted average growth rate. The key assumptions for the value-in-use calculations are as follows, which are based on either the past experience or external sources of information:

	Intravenous infusion solution and others		**Medical materials**	
	2022	2021	**2022**	2021
Gross profit margin in the next five to ten years	**51.9% – 54.6%**	51.5% – 54.6%	**24.9%**	25.8%
Growth rate in the next five to ten years	**21% – 50%**	19% – 38%	**3% – 41%**	3% – 31%
Other operating cost (as of revenue)	**28%**	32%	**10%**	10%
Perpetual growth rate	**3%**	3%	**3%**	3%
Pre-tax discount rate	**16.9%**	15.6%	**15.7%**	16.4%

Management determined the budgeted growth rate and gross margin based on past performance and its expectation for market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant CGUs.

The recoverable amount of the CGU of Intravenous infusion solution and others and Medical materials is estimated to exceed the carrying amount of the CGU at 31 December 2022 and 2021.

(Expressed in Hong Kong dollars unless otherwise indicated)

13 INVESTMENTS IN SUBSIDIARIES

The following list contains all subsidiaries of the Group. The class of shares held is ordinary unless otherwise stated.

			Proportion of ownership interest				
Name of company	Place of incorporation and business	Issued/registered capital	Group's effective interest	Held by the Company	Held by subsidiaries	Principal activities	Type of legal entity
New Orient Investments Pharmaceutical Holding (Hong Kong) Limited	Samoa/ Hong Kong	United States Dollar ("USD") 1	100%	100%	–	Investment holding	Limited liability company
Shijiazhuang No. 4 Pharmaceutical Co., Ltd. ("Shijiazhuang No. 4") *(notes (i, v))*	The PRC	RMB600,000,000	100%	–	100%	Manufacturing and sale of pharmaceutical products	Limited liability company
Hebei Guolong Pharmaceutical Co., Ltd.	The PRC	RMB300,000,000	100%	–	100%	Manufacturing and sale of pharmaceutical products	Limited liability company
Hebei Jinmen Pharmaceutical Import and Export Co., Ltd.	The PRC	RMB5,000,000	100%	–	100%	Trading of pharmaceutical products	Limited liability company
Hebei Guangxiang Pharmaceutical Technology Co., Ltd.	The PRC	RMB3,000,000	100%	–	100%	Pharmaceutical technology research and development and consulting	Limited liability company
Hebei Guangxiang Logistics Co., Ltd.	The PRC	RMB3,000,000	86%	–	86%	Logistics of pharmaceutical products	Limited liability company
Shijiazhuang Guangxiang Catering Co., Ltd.	The PRC	RMB500,000	100%	–	100%	Provision of food, beverages and catering	Limited liability company
Jiangsu Best New Medical Material Co., Ltd. ("Jiangsu Best") *(note (ii))*	The PRC	RMB213,500,000	94%	39%	55%	Manufacturing and sale of pharmaceutical products	Limited liability company
Hebei Hanlin Biotechnology Co., Ltd. ("Hebei Hanlin") *(note (v))*	The PRC	RMB25,000,000	88%	–	88%	Research and development of biotechnology and related products	Limited liability company

(Expressed in Hong Kong dollars unless otherwise indicated)

13 INVESTMENTS IN SUBSIDIARIES *(continued)*

Name of company	Place of incorporation and business	Issued/registered capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by subsidiaries	Principal activities	Type of legal entity
Hebei Guangxiang Pharmaceutical Co., Ltd. ("Hebei Guangxiang") *(note (i))*	The PRC	RMB930,000,000	78%	–	78%	Manufacturing and sale of pharmaceutical products	Limited liability company
Anhui Guangxiang Pharmaceutical Co., Ltd. ("Anhui Guangxiang") *(note (iii))*	The PRC	RMB10,000,000	96%	–	96%	Trading of pharmaceutical products	Limited liability company
Cangzhou Lingang Youyi Chemical Co., Ltd. ("Youyi Chemical") *(note (iv))*	The PRC	RMB20,000,000	78%	–	78%	Production and sales of methylamine	Limited liability company

Note:

(i) As at 31 December 2021, the Group's effective interests in Hebei Guangxiang was 76%. During 2022, the Group subscribed for newly issued share capital of Hebei Guangxiang of RMB80,000,000 at a cash consideration of RMB100,800,000 (equivalent to HK$117,335,000). The Group's effective interests in Hebei Guangxiang was increased to 78%.

(ii) On 28 April 2022, Jiangsu Best has been approved for the quotation of its shares on the NEEQ. As a part of the spin-off and the quotation of the shares of Jiangsu Best on the NEEQ, the placing of 13,500,000 new shares of Jiangsu Best (representing approximately 6.32% of the enlarged issued share capital of Jiangsu Best) in the PRC has been completed, amongst which 11,400,000 shares were placed to third parties independent of and not connected with the Group and its connected persons (as defined in the Listing Rules) at the total consideration of RMB23,370,000 (equivalent to HK$27,538,000) and 2,100,000 shares were placed to connected persons of the Group at the total consideration of RMB4,305,000 (equivalent to HK$5,073,000). The placing diluted the Group's interests in Jiangsu Best but did not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

(iii) During 2022, the Group acquired additional 16.4% equity interest in Anhui Guangxiang from a non-controlling interest at a consideration of RMB1,640,000 (equivalent to HK$1,918,000). The Group's effective interest in Anhui Guangxiang increased from 79.6% to 96% as at 31 December 2022.

(iv) On 9 March 2022, Shijiazhuang No.4 completed the acquisition of 100% interest in Youyi Chemical with a cash consideration of RMB55,000,000 (equivalent to HK$68,196,000) and subsequently transferred Youyi Chemical to Hebei Guangxiang with a cash consideration of RMB57,000,000 (equivalent to HK$66,883,000) on 9 May 2022. Further details are disclosed in note 27.

(Expressed in Hong Kong dollars unless otherwise indicated)

13 INVESTMENTS IN SUBSIDIARIES *(continued)*

Note: (continued)

(v) On 26 December 2022, the Group subscribed for newly issued share capital of Hebei Hanlin of RMB10,000,000 (equivalent to HK$11,179,000). The Group acquired additional equity interest in Hebei Hanlin from a non-controlling interest at nil consideration. The Group's effective interest in Hebei Hanlin increased from 75% to 88%. Shijiazhuang No.4 has subsequently paid up the subscription price on 9 January 2023.

The directors are of the view that the Group has no individually material non-controlling interests for the years ended 31 December 2022 and 2021.

14 INTERESTS IN AN ASSOCIATE

As at 31 December 2022, the following list contains the particulars of the associate, which is a listed corporate entity whose quoted market price is available:

				Proportion of ownership interest			
Name of associate	Form of business structure	Place of incorporation and business	Particulars of issued and paid-up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activity
Cisen Pharmaceutical Co., Ltd.* ("Cisen") *(Note)* 辰欣藥業股份有限公司	Incorporated	The PRC	453,313,000 ordinary shares	6.10%	–	6.10%	Production, sales and research and development of pharmaceuticals

* The English translation of the entity is for reference only. The official names of the entity established in the PRC are in Chinese.

Note: On 29 July 2021, the Group entered into an acquisition agreement with 天津乾鼎企業管理合夥企業（有限合夥）(Tianjin Qianding Corporation Management Partnership Enterprise (Limited Partnership)*) to acquire 6.1015% equity interest in Cisen, a company principally engaged in the business of research and development, production and sales of pharmaceuticals of mainly chemical preparations, at a total consideration of RMB354 million (equivalent to HK$427 million) (the "Transaction"). The acquisition of Cisen is an investment of the Group for its long-term returns.

Cisen is a company established under the laws of the PRC, the shares of which are listed on the main board of Shanghai Stock Exchange. On 14 September 2021, the Transaction was approved by the China Securities Regulatory Commission. The Group obtains significant influence over Cisen as a result of the right of representation on the Board of Directors of Cisen.

On 31 December 2022, the quoted market price of Cisen was RMB12.60 (2021: RMB13.35) per share and the market value of the investment in Cisen was RMB348 million (equivalent to HK$390 million) (2021: RMB369 million (equivalent to HK$451 million)).

The above associate is accounted for using the equity method in the consolidated financial statements.

14 INTERESTS IN AN ASSOCIATE *(continued)*

Summarised financial information of the material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statement, are disclosed below:

	Cisen Pharmaceutical Co., Ltd.	
	2022	2021
	HK$'000	HK$'000
Gross amounts of the associate		
Current assets	**5,311,899**	4,740,027
Non-current assets	**3,012,943**	3,806,760
Current liabilities	**1,435,088**	1,198,904
Non-current liabilities	**198,517**	109,121
Equity	**6,691,237**	7,238,762
Revenue	**4,712,451**	4,561,023
Profit from operations	**405,745**	402,911
Other comprehensive income	**(109)**	(1,142)
Total comprehensive income	**405,636**	401,769
Dividend received from the associate	**9,646**	–
Reconciled to the Group's interests in the associate		
Gross amounts of net assets of the associate	**6,691,237**	7,238,762
Group's effective interest	**6.1021%**	6.1018%
Group's share of net assets of the associate	**408,306**	441,694
Carrying amount in the consolidated financial statements	**408,306**	441,694

15 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

	2022	2021
	HK$'000	*HK$'000*
Raw materials	**440,811**	357,316
Work in progress	**19,134**	18,634
Finished goods	**350,711**	451,554
	810,656	827,504

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2022	2021
	HK$'000	*HK$'000*
Cost of inventories sold	**2,780,718**	2,123,970
Cost of inventories directly recognised as research and development costs and selling and distribution costs	**89,614**	56,368
Write down of inventories	**2,389**	–
	2,872,721	2,180,338

16 TRADE AND BILLS RECEIVABLES

	2022	2021
	HK$'000	*HK$'000*
Trade receivables	**1,935,070**	1,954,300
Bills receivable	**191,746**	79,910
	2,126,816	2,034,210
Less: Loss allowance	**(14,136)**	(10,269)
	2,112,680	2,023,941

All of the trade and bills receivables are expected to be recovered within one year.

16 TRADE AND BILLS RECEIVABLES *(continued)*

Bills receivable represent short-term bank acceptance notes receivable that entitle the Group to receive the full face amount from the banks at maturity, which generally ranges from 3 to 12 months from the date of issuance. Historically, the Group had experienced no credit losses on bills receivable. The Group from time to time endorses bills receivable to suppliers in order to settle payables.

As at 31 December 2022, the Group endorsed certain bank acceptance bills to suppliers for settling payables of the same amount on a full recourse basis. The Group has derecognised these bills receivable and payables to suppliers in their entirety. These derecognised bank acceptance bills had a maturity date of less than six months from the end of the reporting period. In the opinion of the directors, the Group has transferred substantially all the risks and rewards of ownership of these bills and has discharged its obligation of the payables to its suppliers, and the Group has limited exposure in respect of the settlement obligation of these bills receivable under the relevant PRC rules and regulations, should the issuing banks fail to settle the bills on maturity date. The Group considered the issuing banks of these bills are of good credit quality and non-settlement of these bills by the issuing banks on maturity is not probable. Bills receivable were therefore derecognised.

As at 31 December 2022, the Group's maximum exposure to loss and undiscounted cash outflow, which is same as the amount payable by the Group to suppliers in respect of the endorsed bills, should the issuing banks fail to settle the bills on maturity date, amounted to HK$516 million (31 December 2021: HK$623 million).

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade and bills receivables, based on the invoice date is as follows:

	2022	2021
	HK$'000	*HK$'000*
Within 3 months	**1,267,724**	1,278,663
4 to 6 months	**529,845**	476,113
7 to 12 months	**321,129**	269,828
1 to 2 years	**5,483**	6,433
More than 2 years	**2,635**	3,173
	2,126,816	2,034,210

Further details on the Group's credit policy and credit risk arising from trade and bills receivable are set out in note 28(a).

17 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2022	2021
	HK$'000	*HK$'000*
Individual income tax recoverable from employee *(note 22)*	**90,610**	90,610
Prepayments for purchases of inventories	**32,009**	42,959
Other deposits	**7,066**	24,783
Value-added tax recoverable	**10,672**	75,983
Staff advances	**5,150**	13,148
Interest income on bank deposits	**3,506**	8,608
Prepaid professional fees	**19,960**	18,356
Others	**33,949**	25,586
	202,922	300,033
Less: Loss allowance	**(166)**	(222)
	202,756	299,811

18 PLEDGED BANK DEPOSITS, TIME DEPOSITS AND FIXED DEPOSITS

	2022	2021
	HK$'000	*HK$'000*
Current		
Time deposits with original maturities over three months	**46,794**	37,916
Pledged bank deposits	**44,019**	33,012
	90,813	70,928
Non-current		
Pledged bank deposits	**417**	456
Fixed deposits with original maturities over one year	**89,559**	62,133
	89,976	62,589

Pledged bank deposits as at 31 December 2022 were pledged for letters of credit facilities, bank acceptance notes issued by the Group.

As at 31 December 2022, fixed deposits with original maturities over one year have guaranteed repayment of principal, fixed returns and maturity periods of three to five years from the date of issue.

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

	2022	2021
	HK$'000	*HK$'000*
Cash on hand	**20**	23
Cash at bank	**1,667,527**	1,661,713
Cash and cash equivalents in the consolidated cash flow statement	**1,667,547**	1,661,736

(b) Reconciliation of profit before taxation to cash generated from operations:

		2022	2021
	Note	***HK$'000***	*HK$'000*
Profit before taxation		**1,399,152**	948,397
Adjustments for:			
Provision for impairment of trade and bills receivables	*6(c)*	**4,905**	1,366
Provision for impairment of other receivables	*6(c)*	**(39)**	125
Write down of inventories	*15(b)*	**2,389**	–
Impairment and write-off of intangible assets	*12*	**3,933**	–
Amortisation of intangible assets	*6(c)*	**25,625**	14,301
Amortisation of deferred revenue	*25*	**(11,749)**	(9,844)
Depreciation	*6(c)*	**345,017**	374,539
Finance costs	*6(a)*	**88,250**	61,298
Interest income	*6(a)*	**(29,199)**	(24,707)
Share of profit of an associate		**(13,789)**	(5,426)
Net gain on disposal of property, plant and equipment	*5*	**(842)**	(6)
Realised gain on disposal of equity securities	*5*	**(1,033)**	(10,716)
Equity-settled share-based payment expenses	*6(b)*	**–**	67,050
Changes in working capital:			
Increase in inventories		**(43,667)**	(172,814)
Increase in trade and bills receivables		**(797,615)**	(535,651)
Decrease/(increase) in prepayments, deposits and other receivables		**77,621**	(11,030)
(Decrease)/increase in trade and bills payables		**(14,773)**	149,892
(Decrease)/increase in contract liabilities		**(4,778)**	46,388
Increase in accruals and other payables		**38,159**	35,719
Increase in pledged bank deposits		**(14,290)**	(27,573)
Cash generated from operations		**1,053,277**	901,308

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION *(continued)*

(c) Reconciliation of liabilities arising from financing activities

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

	Lease liabilities *(note 23)* *HK$'000*	Borrowings *(note 20)* *HK$'000*
At 1 January 2022	**4,610**	**3,103,195**
Changes from financing cash flows:		
Proceeds from new bank loans	–	2,720,527
Repayment of bank loans	–	(2,460,147)
Capital element of lease rentals paid	(2,810)	–
Interest element of lease rentals paid	(121)	–
Total changes from financing cash flows	(2,931)	260,380
Exchange adjustments	1	(155,348)
Other change:		
Interest expense	121	(579)
Total other change	121	(579)
At 31 December 2022	**1,801**	**3,207,648**

19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION *(continued)*

(c) Reconciliation of liabilities arising from financing activities *(continued)*

	Lease liabilities *(note 23)* *HK$'000*	Borrowings *(note 20)* *HK$'000*
At 1 January 2021	8,274	2,427,072
Changes from financing cash flows:		
Proceeds from new bank loans	–	2,220,945
Repayment of bank loans	–	(1,587,706)
Capital element of lease rentals paid	(3,678)	–
Interest element of lease rentals paid	(267)	–
Total changes from financing cash flows	(3,945)	633,239
Exchange adjustments	14	40,122
Other change:		
Interest expense	267	2,762
Total other change	267	2,762
At 31 December 2021	4,610	3,103,195

(d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2022 ***HK$'000***	2021 *HK$'000*
Within operating cash flows	**1,378**	8,197
Within financing cash flows	**2,931**	3,945
	4,309	12,142

20 BORROWINGS

(a) The analysis of the repayment schedule of bank borrowings is as follows:

	2022 ***HK$'000***	2021 *HK$'000*
Within 1 year or on demand	**1,646,082**	1,414,438
After 1 year but within 2 years	**285,468**	1,093,111
After 2 years but within 5 years	**1,276,098**	595,646
	1,561,566	1,688,757
	3,207,648	3,103,195

(b) Assets pledged as security and covenants for bank borrowings

At 31 December 2022 and 2021, the Group's bank borrowings were secured as follows:

	2022 ***HK$'000***	2021 *HK$'000*
Bank borrowings		
– secured	**167,922**	234,834
– unsecured	**3,039,726**	2,868,361
	3,207,648	3,103,195

As at 31 December 2022, the Group's borrowings of HK$167,922,000 (2021: HK$234,834,000) were secured by the Group's right-of-use assets with a carrying amount of HK$49,011,000 (2021: HK$54,746,000).

The Group's drawn down bank facilities of HK$2,707,016,000 (2021: HK$2,521,615,000) are subject to the fulfilment of covenants relating to certain specific performance requirements on the Group. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with covenants.

As at 31 December 2022, the Group did not breach any covenants relating to drawn down facilities, which would be paid on demand by the banks.

21 TRADE AND BILLS PAYABLES

	2022	2021
	HK$'000	*HK$'000*
Within 3 months	**311,032**	377,575
4 to 6 months	**41,673**	15,693
7 to 12 months	**5,196**	4,272
1 to 3 years	**2,281**	3,194
More than 3 years	**881**	951
	361,063	401,685

22 ACCRUALS AND OTHER PAYABLES

	2022	2021
	HK$'000	*HK$'000*
Payables for purchase of property, plant and equipment	**233,548**	152,184
Withholding individual income tax payables	**90,610**	90,610
Accrued salaries and wages	**51,111**	47,375
Deposits from constructors	**67,264**	47,379
Value-added tax payable	**39,494**	36,093
Welfare payables	**5,344**	6,585
Professional fee payables	**12,078**	14,587
Travelling, meeting and entertainment expenses	**20,069**	14,082
Others	**11,134**	14,893
	530,652	423,788

Withholding individual income tax payables

According to the relevant the PRC tax laws and regulations, the PRC subsidiaries of the Group are responsible for withholding individual income tax for directors and employees' gain from the disposal of their shares of the Company acquired through the option scheme. In this regard, HK$90,610,000 (31 December 2021: HK$90,610,000) payables relating to the PRC individual income taxes in total have been recorded in the consolidated financial statements. Meanwhile, the same amount of receivables is also recorded (note 17).

23 LEASE LIABILITIES

At 31 December 2022, the lease liabilities were repayable as follows:

	2022 **HK$'000**	2021 HK$'000
Within 1 year	**1,801**	2,809
After 1 year but within 2 years	**–**	1,801
	–	1,801
	1,801	4,610

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2022 **HK$'000**	2021 HK$'000
At beginning of the year	**57,302**	30,883
Provision for the year *(note 7(a))*	**213,172**	167,983
Income tax payable acquired through acquisition of a subsidiary	**20,926**	–
Tax paid	**(228,196)**	(142,832)
Exchange adjustments	**(6,643)**	1,268
At end of the year	**56,561**	57,302

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	Deferred revenue *HK$'000*	Provision for asset impairment *HK$'000*	Amortisation and depreciation of assets *HK$'000*	Accrued expenses and others *HK$'000*	Revaluation of assets on acquisition *HK$'000*	Withholding tax *HK$'000*	Total *HK$'000*
At 1 January 2021	(14,525)	(1,395)	(809)	(4,134)	12,144	7,204	(1,515)
(Credited)/charged to profit or loss *(note 7(a))*	(1,480)	(253)	74	(7,690)	(1,032)	2,502	(7,879)
Exchange adjustments	(449)	(44)	(22)	(203)	343	248	(127)
At 31 December 2021 and 1 January 2022	**(16,454)**	**(1,692)**	**(757)**	**(12,027)**	**11,455**	**9,954**	**(9,521)**
(Credited)/charged to profit or loss	**(4,776)**	**(3,389)**	**10,031**	**(1,247)**	**(1,328)**	**(668)**	**(1,377)**
Additions through acquisition of a subsidiary	**–**	**–**	**–**	**–**	**5,867**	**–**	**5,867**
Effect on deferred tax balances resulting from a change in tax rate	**–**	**–**	**–**	**–**	**(2,193)**	**–**	**(2,193)**
Exchange adjustments	**1,557**	**260**	**(279)**	**974**	**(1,421)**	**(820)**	**271**
At 31 December 2022	**(19,673)**	**(4,821)**	**8,995**	**(12,300)**	**12,380**	**8,466**	**(6,953)**

Reconciliation to the consolidated statement of financial position:

	2022 ***HK$'000***	2021 *HK$'000*
Net deferred tax assets recognised in the consolidated statement of financial position	**(27,799)**	(30,930)
Net deferred tax liabilities recognised in the consolidated statement of financial position	**20,846**	21,409
	(6,953)	(9,521)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(w), the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK$78,955,000 (2021: HK$85,621,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses incurred by the Group's subsidiaries in the PRC will expire in 5 years from the respective balance sheet date and the tax losses incurred in other tax jurisdiction do not expire.

24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

(d) Deferred tax liabilities not recognised

At 31 December 2022, temporary differences relating to the undistributed profits of subsidiaries in the PRC amounted to HK$6,390,074,000 (2021: HK$5,917,301,000). Deferred tax liabilities of HK$319,504,000 (2021: HK$295,865,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

25 DEFERRED REVENUE

Deferred revenue represented subsidies received from municipal governments for the construction of laboratories and plants of the Group, and are recognised in profit or loss when the depreciation expense of the laboratories and plants are recognised in profit or loss.

The movements of deferred revenue are as follows:

	2022 ***HK$'000***	2021 *HK$'000*
At 1 January	**109,690**	96,837
Additions	**73,860**	19,708
Government grant recognised as other revenue	**(11,749)**	(9,844)
Exchange adjustments	**(11,411)**	2,989
At 31 December	**160,390**	109,690

26 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Note	Share capital HK$'000	Share premium HK$'000	Capital reserve HK$'000	Share-based payment reserve HK$'000	Retained earnings HK$'000	Total HK$'000
Balance at 1 January 2021		67,682	299,776	173,703	–	20,448	561,609
Changes in equity for 2021:							
Dividends paid to equity shareholders of the Company	*26(b)*	–	–	–	–	(302,610)	(302,610)
Purchase and cancellation of own shares	*26(c)(ii)*	(941)	(186,673)	–	–	–	(187,614)
Grant of share options	*26(d)(iii)*	–	–	–	67,050	–	67,050
Total comprehensive income for the year		–	–	–	–	449,461	449,461
Balance at 31 December 2021 and 1 January 2022		**66,741**	**113,103**	**173,703**	**67,050**	**167,299**	**587,896**
Changes in equity for 2022:							
Dividends paid to equity shareholders of the Company	*26(b)*	**–**	**–**	**–**	**–**	**(388,116)**	**(388,116)**
Purchase and cancellation of own shares	*26(c)(ii)*	**(456)**	**(80,448)**	**(5,254)**	**–**	**–**	**(86,158)**
Total comprehensive income for the year		**–**	**–**	**–**	**–**	**439,279**	**439,279**
Balance at 31 December 2022		**66,285**	**32,655**	**168,449**	**67,050**	**218,462**	**552,901**

26 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year:

	2022 **HK$'000**	2021 *HK$'000*
Interim dividend declared and paid of HK6.0 cents per ordinary share (2021: HK5.0 cents per ordinary share)	**179,043**	151,305
Final dividend proposed after the end of the reporting period of HK8.0 cents per ordinary share (2021: HK7.0 cents per ordinary share)	**237,815**	209,073
	416,858	360,378

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2022 **HK$'000**	2021 *HK$'000*
Final dividend in respect of the previous financial year, approved and paid during the year, of HK7.0 cents per share (2021: HK5.0 cents per share)	**209,073**	151,305

26 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(c) Share capital

(i) Issued share capital

	2022 No. of shares (’000)	**2022** HK$’000	2021 No. of shares (’000)	2021 HK$’000
Ordinary shares of HK$0.02 each, issued and fully paid:				
At 1 January	**2,996,689**	**66,741**	3,043,727	67,682
Purchase and cancellation of own shares *(note 26(c)(ii))*	**(22,806)**	**(456)**	(47,038)	(941)
	2,973,883	**66,285**	2,996,689	66,741

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company’s residual assets.

(ii) Purchase and cancellation of own shares

In 2022, the Company repurchased a total of 24,006,000 (2021: 47,038,000) ordinary shares of the Company through the Stock Exchange of Hong Kong Limited at an aggregate consideration of approximately HK$86,158,000 (2021: HK$187,614,000). The Company cancelled 22,806,000 ordinary shares repurchased in accordance with the Companies Law of the Cayman Islands.

The remaining 1,200,000 repurchased ordinary shares were subsequently cancelled in January 2023 and treated as treasury shares as at 31 December 2022. The consideration paid on such repurchase of HK$5,254,000 was charged to capital reserve for the year ended 31 December 2022.

(iii) Shares issued under share option scheme

No share options were exercised during 2022 and 2021.

26 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. The share premium account may be applied by the Company to pay distributions or dividends to the equity shareholders of the Company.

(ii) Statutory reserve

In accordance with the relevant PRC accounting rules and regulations, the PRC subsidiaries of the Company are required to make appropriation of its retained earnings to statutory general reserve at the rate of 10% of its net profit each year, until the reserve balance reaches 50% of its paid up capital. The transfer to this reserve must be made before distribution of dividend to equity owners. The statutory reserve fund can be utilised to offset prior year's losses or converted into paid up capital.

(iii) Share-based payment reserve

The number and weighted average exercise prices of share options are as follows:

	2022		2021	
	Average exercise price *(HK$ per share)*	**Number of options *('000)***	Average exercise price *(HK$ per share)*	Number of options *('000)*
Outstanding at 1 January	**4.218**	**100,000**	n/a	–
Granted	**n/a**	**–**	4.218	100,000
Outstanding and exercisable at 31 December		**100,000**		100,000

26 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(d) Nature and purpose of reserves *(continued)*

(iii) Share-based payment reserve *(continued)*

No share options were exercised during 2022 and 2021.

As at 31 December 2022, the total number of share options outstanding and exercisable was 100,000,000 (31 December 2021: 100,000,000).

The options outstanding at 31 December 2022 had an exercise price of HK$4.218 (2021: HK$4.218) and a weighted average remaining contractual life of 3.03 years (2021: 4.03 years).

(iv) Currency translation differences

The currency translation differences comprise all foreign exchange differences arising from the translation of the financial statements of certain subsidiaries within the Group. The reserve is dealt with in accordance with the accounting policies set out in note 2(g).

(e) Distributability of reserves

At 31 December 2022, the aggregate amount of reserves available for distribution to equity shareholders of the Company was HK$251,117,000 (2021: HK$280,402,000).

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital less non-controlling interests. Net debt is calculated as total borrowings (including current and non-current borrowings) and lease liabilities less cash and cash equivalents. Total capital less non-controlling interests is calculated as total equity less non-controlling interests plus net debt.

26 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(f) Capital management *(continued)*

The gearing ratios at 31 December 2022 and 2021 were as follows:

	2022	2021
	HK$'000	*HK$'000*
Borrowings *(note 20)*	**3,207,648**	3,103,195
Lease liabilities *(note 23)*	**1,801**	4,610
Less: Cash and cash equivalents *(note 19)*	**(1,667,547)**	(1,661,736)
Net debt	**1,541,902**	1,446,069
Total equity less non-controlling interests	**6,213,600**	6,218,863
Total capital less non-controlling interests	**7,755,502**	7,664,932
Gearing ratio	**19.9%**	18.9%

27 ACQUISITION OF A SUBSIDIARY

On 9 March 2022, the Group completed the acquisition of 100% interest in Youyi Chemical with a cash consideration of RMB55,000,000 (equivalent to HK$68,196,000). Youyi Chemical is principally engaged in the production and sales of methylamine, which is one of the key raw materials for production of caffeine. The purpose of the acquisition was to guarantee the stability in supply and quality of such raw materials and may further lower the material cost of the Group.

The acquisition was accounted for under the acquisition method. The Company allocated the purchase price to identifiable assets acquired and liabilities assumed based on their fair values. Management determined the fair values of the identifiable assets acquired and liabilities assumed based on valuation performed by an independent appraiser.

27 ACQUISITION OF A SUBSIDIARY *(continued)*

The following table summarises the consideration paid, the fair value of the identifiable assets acquired and liabilities assumed in respect of the above acquisition of Youyi Chemical at the acquisition date.

	HK$'000
Cash and cash equivalents	**15,263**
Trade and bills receivables	**26,483**
Prepayments, deposits and other receivables	**428**
Inventories	**6,134**
Property, plant and equipment	**29,286**
Right-of-use assets	**10,485**
Intangible assets	**8,804**
Trade and bills payables	**(1,970)**
Accruals and other payables	**(11,879)**
Income tax payable	**(20,926)**
Deferred tax liabilities	**(5,867)**
Net identifiable assets	**56,241**
Goodwill	**11,955**
Fair value of considerations	**68,196**
Cash considerations paid	**68,196**
Cash acquired	**(15,263)**
Net cash outflow	**52,933**

For the period from 9 March 2022 to 31 December 2022, Youyi Chemical contributed revenue of HK$386,939,000 and profit of HK$134,505,000 to the Group's results. Had the acquisition occurred on 1 January 2022, management estimates that consolidated revenue would have been HK$6,509,199,000 and consolidated profit would have been HK$1,222,268,000 for the year ended 31 December 2022. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2022.

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents, pledged bank deposits, time deposits, fixed deposits and bills receivable is limited. The Group's exposure to credit risk arising from refundable rental deposits is considered to be low, taking into account the remaining lease term and the period covered by the rental deposits.

As at 31 December 2022, 95% (2021: 97%) of the Group's bank deposits are placed in major financial institutions located in the Mainland China and Hong Kong, which management believes are of high credit quality without significant credit risk. The Group also has policies that limit the amount of credit exposure to any financial institution, subject to periodic review.

	2022	2021
	HK$'000	*HK$'000*
State-owned banks	**1,114,256**	1,037,228
Listed banks other than state-owned banks	**650,558**	697,653
Other financial institutions	**83,502**	60,349
Total	**1,848,316**	1,795,230

As at 31 December 2022, all of the Group's bills receivables are bank acceptance notes, the credit risks of which rest with the issuing banks. The directors of the Company are satisfied that the risks arising from those notes are minimal considering the credit quality of the issuing banks. The Group does not provide any guarantees which would expose the Group to credit risk.

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(a) Credit risk *(continued)*

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 4.53% (2021: 6.09%), 1.92% (2021: 5.10%) and 10.97% (2021: 16.62%) of the total trade receivables was due from the Group's largest customer, the second largest customer and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are normally due within 30 to 180 days from the date of billing. A regular review is carried out and follow up actions are taken on overdue amounts to minimise the Group's exposure to credit risk. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(a) Credit risk *(continued)*

Trade receivables *(continued)*

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

	2022 Expected loss rate %	**2022** Gross carrying amount *$'000*	**2022** Loss allowance *$'000*
Current (not past due)	**0.50%**	**1,075,978**	**(5,380)**
1 – 90 days past due	**0.50%**	**529,845**	**(2,649)**
over 90 days past due	**1.85%**	**329,247**	**(6,107)**
		1,935,070	**(14,136)**

	2021 Expected loss rate %	2021 Gross carrying amount *$'000*	2021 Loss allowance *$'000*
Current (not past due)	0.50%	1,198,753	(5,993)
1 – 90 days past due	0.50%	476,113	(2,381)
over 90 days past due	0.68%	279,434	(1,895)
		1,954,300	(10,269)

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(a) Credit risk *(continued)*

Trade receivables *(continued)*

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	2022 **HK$'000**	2021 HK$'000
Balance at 1 January	**10,269**	8,629
Provision for impairment losses recognised during the year	**4,905**	1,366
Exchange adjustments	**(1,038)**	274
Balance at 31 December	**14,136**	10,269

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	2022 Contractual undiscounted cash outflow				
	Within 1 year or on demand ***HK$'000***	**More than 1 year but less than 2 years** ***HK$'000***	**More than 2 years but less than 5 years** ***HK$'000***	**Total** ***HK$'000***	**Carrying amount at 31 December** ***HK$'000***
Borrowings	**1,693,557**	**322,169**	**1,290,845**	**3,306,571**	**3,207,648**
Trade and bills payables	**361,063**	**–**	**–**	**361,063**	**361,063**
Accruals and other payables	**400,548**	**–**	**–**	**400,548**	**400,548**
Lease liabilities	**1,820**	**–**	**–**	**1,820**	**1,801**
	2,456,988	**322,169**	**1,290,845**	**4,070,002**	**3,971,060**

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(b) Liquidity risk *(continued)*

	2021 Contractual undiscounted cash outflow				
	Within 1 year or on demand *HK$'000*	More than 1 year but less than 2 years *HK$'000*	More than 2 years but less than 5 years *HK$'000*	Total *HK$'000*	Carrying amount at 31 December *HK$'000*
Borrowings	1,481,672	1,122,242	615,437	3,219,351	3,103,195
Trade and bills payables	401,685	–	–	401,685	401,685
Accruals and other payables	297,085	–	–	297,085	297,085
Lease liabilities	2,931	1,820	–	4,751	4,610
	2,183,373	1,124,062	615,437	3,922,872	3,806,575

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from cash at banks, deposits with banks, interest-bearing borrowings and lease liabilities. Borrowings issued at variable rates and cash at banks expose the Group to cash flow interest rate risk. Deposits with banks and borrowings issued at floating rates expose the Group to fair value interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's total borrowings, cash at banks, deposits with banks and lease liabilities at the end of the reporting period.

	2022		2021	
	Effective interest rate %	***HK$'000***	Effective interest rate %	*HK$'000*
Fixed rate instruments:				
Deposits	**0.01 – 3.99**	**180,789**	0.30 – 3.99	133,517
Cash at banks	**1.10 – 2.03**	**122,308**	3.85	73,385
Borrowings	**0.58 – 2.85**	**(534,217)**	2.65 – 3.10	(887,353)
Lease liabilities	**4.00**	**(1,801)**	4.00	(4,610)
		(232,921)		(685,061)
Variable rate instruments:				
Cash at banks	**0.01 – 0.35**	**1,545,219**	0.01 – 0.35	1,588,328
Borrowings	**1.98 – 3.03**	**(2,673,431)**	1.05 – 4.20	(2,215,842)
		(1,128,212)		(627,514)
		(1,361,133)		(1,312,575)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(c) Interest rate risk *(continued)*

(ii) Sensitivity analysis

At 31 December 2022, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately HK$11,754,000 (2021: HK$6,937,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained earnings) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained earnings) is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2021.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Renminbi, United States dollars and Euros. The Group manages this risk as follows:

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in HK$, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of the entities into the Group's presentation currency is excluded.

	2022			2021		
	RMB	**USD**	**Euro**	RMB	USD	Euro
	HK$'000	***HK$'000***	***HK$'000***	*HK$'000*	*HK$'000*	*HK$'000*
Trade and other receivables	**–**	**133,660**	**–**	–	72,903	–
Cash and cash equivalents	**1,018**	**174,049**	**6,216**	1,014	112,744	15,934
Trade and other payables	**–**	**(20,943)**	**–**	–	(8,139)	(1,841)
Net exposure arising from recognised assets and liabilities	**1,018**	**286,766**	**6,216**	1,014	177,508	14,093

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(d) Currency risk *(continued)*

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained earnings) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

	2022		2021	
	Increase/ (decrease) in foreign exchange rates	**Effect on profit after tax and retained earnings** *HK$'000*	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained earnings *HK$'000*
USD (against HKD)	**3%**	**7,270**	3%	4,484
	-3%	**(7,270)**	-3%	(4,484)
EUR (against HKD)	**3%**	**159**	3%	359
	-3%	**(159)**	-3%	(359)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into HK$ at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2021.

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(e) Fair value measurement

The three-level fair value hierarchy of financial instruments are defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

	Fair value at 31 December 2022	**Fair value measurements as at 31 December 2022**		
		Level 1	**Level 2**	**Level 3**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***
Recurring fair value measurements				
Financial assets:				
Fair value through other comprehensive income				
– Bank acceptance bills receivable	**191,746**	**–**	**191,746**	**–**

	Fair value at 31 December 2021	Fair value measurements as at 31 December 2021		
		Level 1	Level 2	Level 3
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Recurring fair value measurements				
Financial assets:				
Fair value through other comprehensive income				
– Bank acceptance bills receivable	79,910	–	79,910	–

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(continued)*

(e) Fair value measurement *(continued)*

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, nor transfers into or out of Level 3 (2021: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The carrying values of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2022 and 2021.

For the year ended 31 December 2022, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial instruments. Moreover, there were no significant reclassifications of financial instruments.

29 COMMITMENTS

Capital commitments in regard of property, plant and equipment and intangible assets outstanding at 31 December 2022 not provided for in the financial statements were as follows:

	2022	2021
	HK$'000	*HK$'000*
Contracted for	**524,849**	556,454
Authorised but not contracted for	**30,226**	33,023
	555,075	589,477

30 MATERIAL RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

	2022	2021
	HK$'000	*HK$'000*
Salaries, bonus, allowance and other benefits	**19,738**	28,942

Total remuneration is included in "staff costs" (see note 6(b)).

30 MATERIAL RELATED PARTY TRANSACTIONS *(continued)*

(b) Related party transactions

During the years ended 31 December 2022 and 2021, the directors are of the view that the following companies are related parties:

Name of party	Relationship
Sichuan Kelun and its subsidiaries (together as "Kelun Group") *(i)*	The party whose parent has a significant influence on the Company
Cisen Pharmaceutical Co., Ltd. ("Cisen") *(ii)*	Associate of the Group

Note:

(i) Sichuan Kelun Pharmaceutical Co., Ltd. ("Sichuan Kelun") has been regarded as having significant influence over the Company since 24 November 2017 and thus Sichuan Kelun and its subsidiaries (together as "Kelun Group") are related parties of the Company. In addition, the entities controlled by the ultimate controlling shareholder of Sichuan Kelun are also related parties of the Company.

(ii) Upon the completion of the acquisition transaction on 14 September 2021 (See note 14), Cisen become an equity-accounted investee of the Group. The transactions with Cisen since the date of the acquisition were disclosed as related party transactions.

Particulars of the Group's transactions with these parties are as follows:

	2022	2021
	HK$'000	*HK$'000*
Sales of goods and provision of services to Kelun Group	**45,748**	37,330
Sale of goods to Cisen (since the date of the acquisition)	**1,121**	444
Purchase of materials and patents from Kelun Group	**103,416**	212,348

30 MATERIAL RELATED PARTY TRANSACTIONS *(continued)*

(c) Related party balances

	Note	2022 HK$'000	2021 HK$'000
Amounts due from related parties	(i)		
– Kelun Group		**13,169**	6,648
– Cisen		**112**	95
Amounts due to related parties	(ii)		
– Kelun Group		**622**	19,014

(i) The outstanding balances are trading balances related to the sale of pharmaceuticals and medical materials, which is included in "Trade and bills receivable" (See note 16).

(ii) The outstanding balances are trading balances related to the purchase of active pharmaceutical materials, which is included in "Trade and bills payables" (See note 21).

Amounts due from/to related parties are unsecured, interest-free and expected to be recovered within one year.

(d) Applicability of the Listing Rules relating to connected transactions

The related party transactions with Kelun Group constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the Report of the Directors.

During the year ended 31 December 2022, the Group: (i) purchased materials and received services totalling RMB89,225,000 (equivalent to HK$103,416,000) (2021: RMB176,106,000 (equivalent to HK$212,348,000)) from related parties; and (ii) sold goods totalling RMB39,471,000 (equivalent to HK$45,748,000) (2021: RMB30,959,000 (equivalent to HK$37,330,000)) to related parties.

31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	2022		2021	
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Non-current assets				
Property, plant and equipment		**347**		518
Right-of-use assets		**1,704**		4,455
Investments in subsidiaries		**944,179**		944,179
		946,230		949,152
Current assets				
Dividends receivable	**130,336**		130,336	
Prepayments, deposits and other receivables	**1,404**		1,779	
Amounts due from subsidiaries	**83,580**		83,580	
Cash and cash equivalents	**126,768**		39,127	
	342,088		254,822	
Current liabilities				
Borrowings	**200,000**		235,000	
Lease liabilities	**1,801**		2,809	
Accruals and other payables	**8,094**		9,294	
Amounts due to subsidiaries	**525,522**		367,174	
	735,417		614,277	
Net current liabilities		**(393,329)**		(359,455)
Total assets less current liabilities		**552,901**		589,697
Non-current liabilities				
Lease liabilities	**–**		1,801	
	–		1,801	
NET ASSETS		**552,901**		587,896
Capital and reserves *(note 26(a))*				
Share capital		**66,285**		66,741
Reserves		**486,616**		521,155
TOTAL EQUITY		**552,901**		587,896

Approved and authorised for issue by the board of directors on 28 March 2023.

Qu Jiguang
Director

Su Xuejun
Director

32 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(a) After the end of the reporting period the directors proposed a final dividend. Further details are disclosed in note 26(b).

No adjustment has been made in this financial report in this regard.

(b) After the end of the reporting period, 1,200,000 repurchased ordinary shares treated as treasury shares as at 31 December 2022 were cancelled on 5 January 2023 (see note 26(c)(ii)).

(c) On 28 December 2022, Mr. Jiang Guangce was appointed as an independent non-executive director and a member of each of the audit committee, nomination committee and remuneration committee of the Group, with effect from 1 January 2023.

33 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2022, the directors consider the immediate parent and ultimate controlling party of the Group to be China Pharmaceutical Co., Ltd., which is controlled by Mr. Qu Jiguang and incorporated in Samoa. This entity does not produce financial statements available for public use.

(Expressed in Hong Kong dollars unless otherwise indicated)

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2022

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
HKFRS 17, *Insurance contracts*	1 January 2023
Amendments to HKAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current*	1 January 2023
Amendments to HKAS 1, *Presentation of financial statements* and HKFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*	1 January 2023
Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*	1 January 2023
Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

FIVE YEARS FINANCIAL SUMMARY

	Year ended 31 December				
	2018	2019	2020	2021	**2022**
	(Note)				
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
RESULTS					
Revenue	4,180,788	4,635,675	4,260,898	5,356,763	**6,434,025**
Profit before taxation	1,079,143	1,361,143	725,215	948,397	**1,399,152**
Profit attributable to equity shareholders	911,774	1,136,101	611,971	785,533	**1,122,837**

	As at 31 December				
	2018	2019	2020	2021	**2022**
	(Note)				
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
ASSETS AND LIABILITIES					
Total assets	6,880,745	7,724,342	9,253,707	10,708,720	**10,966,512**
Total liabilities	(2,502,499)	(2,537,194)	(3,338,496)	(4,216,012)	**(4,420,688)**
Non-controlling interests	(139,814)	(200,726)	(263,175)	(273,845)	**(332,224)**
Equity attributable to equity shareholders	4,238,432	4,986,422	5,652,036	6,218,863	**6,213,600**

Note:

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated.